

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96116 / October 20,2022

Admin. Proc. File No. 3-21137

In the Matter of

GROWN ROGUE INTERNATIONAL INC.
(fka NOVICIUS CORPORATION)

RESPONDENT GROWN ROGUE INTERNATIONAL INC.'S ANSWER

Respondent Grown Rogue International Inc. respectfully submits the following Answer to the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934.

PRELIMINARY STATEMENT

Respondent is a foreign private issuer that takes its obligations seriously and has made a number of filings with the SEC in recent years. Although the October 13, 2022 Declaration from the Division of Enforcement claimed that Respondent's last filing was on March 16, 2020, Respondent has actually filed 16 Forms 6-K after the March 16, 2020 filing, and its most recent filing was a Form 20-F filed on June 9, 2022. Respondent has also been working diligently to get its filings current and expects to have them completed in the near future.

Respondent is currently out of compliance due to not filing Forms 20-F. After going public through a reverse takeover (RTO) in November 2018, Respondent mistakenly did not file Form 15-F which resulted in ongoing disclosure requirements. After various attempts to remedy this in 2020 (first year required to file the 2019 Form 20-F) it was determined that Respondent would need to re-audit the 2017 and 2018 audits since the original audits were completed under Canadian

Auditing Standards (CAS) and not the standards under the Public Company Accounting Oversight Board (PCAOB). Respondent worked diligently to complete this work starting in 2021 which required engaging new auditors for the period. Since completion of the audits, Respondent has worked to timely file the delinquent Forms 20-F which have included coordination with four separate auditors (including auditors prior to the going public event that were engaged by the predecessor company) and several legal firms. The 2018 Form 20-F was completed and filed in June 2022. The 2019 and 2020 Forms 20-F were provided to the auditor who completed the 2019 and 2020 audits in June 2022. This auditor has been extremely slow to respond and was non-communicative for months regarding completing their review of the Forms 20-F. Recent communications suggest that the auditor should complete their review within the next two weeks, at which point the Respondent will file all necessary documents to remove the delinquency.

Respondent has always intended to defend itself in this proceeding. Respondent was working to get its filings current (pending only consent from the auditor of 2019 and 2020 financial statements, which Respondent understands will be provided the week of October 31, 2022) before filing the answer and it mistakenly relied on the 20 days afforded by Rule 220 rather than the ten days cited in the OIP. Thus, Respondent simply miscalculated the answer date. Its failure to timely file an answer was entirely the product of mistake, inadvertence, and excusable neglect.

RESPONSES TO SPECIFIC PARAGRAPHS

Respondent admits the allegations of paragraph one, but notes that it made its most recent filing on June 9, 2022.

Respondent admits that it is delinquent in its filings as stated in paragraph two, but has been working diligently to get its filings current.

Respondent admits the allegations of paragraph three, except to note that it is not a domestic issuer so the allegation regarding Rule 13a-13 does not apply to it.

Paragraph four contains legal conclusions to which no response is required.

Respondent respectfully submits that it is neither necessary nor appropriate for the protection of investors to suspend or revoke the registration of its securities. Considering the circumstances provided above that Respondent has been working diligently to complete the necessary documents to become compliant, Respondent believes a suspension would adversely impact its shareholders considering how close Respondent is to becoming current.

Respectfully submitted,

By: /s/ Toby M. Galloway

State Bar No. 00790733

tgalloway@winstead.com

Jamie M. Lacy

State Bar No. 24099874

jlacy@winstead.com

Winstead PC

300 Throckmorton Street, Suite 1700

Fort Worth, Texas 76102

Telephone No.: (817) 420-8200

Facsimile No.: (817) 420-8201

**ATTORNEYS FOR GROWN ROGUE
INTERNATIONAL INC.**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing instrument was served on all counsel of record via email on October 31, 2022 as follows:

Sandhya C. Harris
United States Securities and Exchange Commission
101 F Street, N.E.
Washington, D.C. 20549-6011
harrissan@sec.gov

/s/ Toby M. Galloway

Toby M. Galloway