

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

- 1. Name and Address of Company**  
**Maple Leaf Green World Inc.** (the "Company")  
#500, 1716 – 16 Ave NW  
Calgary, Alberta T2M 0L7
- 2. Date of Material Change**  
April 9, 2019
- 3. News Release**  
The news release announcing the material change was disseminated on April 10, 2019 through Global News Wire. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**  
The Company announced that it will extend the expiry dates and lower the exercise price of an aggregate of 17,818,497 common share purchase warrants.
- 5.1 Full Description of Material Change**  
See attached news release.
- 5.2 Disclosure for Restructuring Transactions**  
N/A
- 6. Reliance on subsection 7.1(2) of National Instrument 51-102**  
Not applicable.
- 7. Omitted Information**  
No information has been intentionally omitted from this material change report.
- 8. Executive Officer**  
Raymond Lai, CEO and Director, 403-452-4552
- 9. Date of Report**  
April 9, 2019

## Maple Leaf Green World Inc. Announces Exercise Price Reduction and Term Extension for Warrants

FOR IMMEDIATE RELEASE

April 9, 2019

**CALGARY, ALBERTA** – Maple Leaf Green World Inc. (“**Maple Leaf**” or the “**Company**”) (**NEO: MGW, OTCQX: MGWFF**) announces that the Company has decided to extend the expiry dates and lower the exercise price of an aggregate of 17,818,497 common share purchase warrants (comprising of 12,794,798 warrants in May 2017 private placement offering (“May 2107 Warrants”) and 5,023,699 warrants in 2018 private placement offering (“2018 Warrants”) and collectively called the “Warrants”). The Warrants, their old and new exercise prices, their original and new expiry dates are as follows:

Number of Warrants	Old Exercise Price	New Exercise Price	Original Expiry Date	New Expiry Date
12,794,798	\$0.85	\$0.60	May 4, 2019	April 29, 2022
4,093,699	\$0.90	\$0.60	June 15, 2020	April 29, 2022
797,000	\$0.90	\$0.60	August 13, 2020	April 29, 2022
133,000	\$0.90	\$0.60	October 29, 2020	April 29, 2022
<b>17,818,497</b>				

The Warrants were issued as part of the units in its 2017 and 2018 non-brokered private placements offering and were exercisable for shares of its common stock at an initial exercise price of \$0.85 per share and \$0.90 per share respectively. The issuance of the common stock upon exercise of the Warrants by the Company, and the resale of the Warrants and the common stock issuable upon exercise of the Warrants issued in the private placement are covered by registration statements, as amended, previously filed with appropriate securities regulators.

As a result of the fact that certain of the officers and directors of the Company are Warrant holders in 2017 Warrants, the extension of 2017 Warrants is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The extension of the 2017 Warrants is exempt from the requirements under MI 61-101 to obtain a formal valuation and minority shareholder approval pursuant to Sections 5.5(a) and 5.7(a) of MI 61-101. The Company has filed a material change report less than 21 days before the effective date of the extension of the warrants, which is reasonable in the circumstances given that the exercise price of the warrants being extended is well above the current market price of the Company's shares.

For further information regarding the Company, please visit [www.mlgreenworld.com](http://www.mlgreenworld.com).

### **About Maple Leaf Green World Inc.**

Maple Leaf is a public Canadian company that focuses on the cannabis industry in North America. The Company is in the process of construction of a marijuana facility in British Columbia. With over ten years of extensive greenhouse management experience, the Company intends to apply its eco-agriculture knowledge and cultivation technology to produce contaminant-free cannabis products. Maple Leaf's long-term objective is to produce cannabis oil and to export its products to approved countries. The Company's common shares are listed for trading on the Neo Exchange Inc. under the symbol "MGW" and on the OTCQX market under the symbol "MGWFF".

**For further information, please contact:**

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