

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Maple Leaf Green World Inc. (the “**Company**”)
Suite 20, 3515 – 27 Street NE, Calgary, Alberta T1Y 5E4

Item 2 Date of Material Change

June 22, 2022

Item 3 News Release

The News release announcing the closing of Convertible Debenture Financing was disseminated on June 22, 2022 and an amendment on June 27, 2022 through Stockwatch and subsequently filed on SEDAR. Copies of the news release are attached to this report as Schedule “A” and Schedule “B”.

Item 4 Summary of Material Change

The Company announced the closing of Convertible Debenture Financing

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Releases (Schedules A and B).

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Raymond Lai, President and CEO Telephone: (403) 452-4552

Item 9 Date of Report

June 27, 2022

Schedule "A"

Maple Leaf Green World Inc. Closes \$523,000 Convertible Debenture Financing

FOR IMMEDIATE RELEASE

June 22, 2022

CALGARY, ALBERTA – Maple Leaf Green World Inc. ("**Maple Leaf**" or the "**Company**"), (CSE: **MGW**) and (OTCQB: **MGWFF**), is pleased to announce that it has closed its previously announced non-brokered private placement financing (the "Debenture Financing") of unsecured convertible debentures (each, a "Debenture") pursuant to which the Company issued Debentures in the aggregate principal amount of \$523,000.

The terms of the Debentures include:

- a maturity date of two years from the date of issuance (the "**Maturity Date**") and the principal amount of the Debenture, together with any accrued and unpaid interest, will be payable on the Maturity Date, unless earlier converted in accordance with its terms;
- the Principal Amount will accrue interest from the Closing Date at the rate of 10% per annum (the "**Interest**"), which Interest will be payable annually in arrears.
- the principal amount of a Debenture, together with all accrued and unpaid interest thereon, is convertible into units of the Company's common share at the option of the holder (each, a "**Debenture Unit**") at a conversion price of \$0.08 per Debenture Unit, with each Debenture Unit comprised of one common share of the Company (each, a "**Debenture Share**") and one-transferable common share purchase warrant (each, a "**Debenture Warrant**"), with each Debenture Warrant exercisable into one additional Debenture Share (each, a "**Debenture Warrant Share**") at an exercise price of \$0.10 per Debenture Warrant Share for a period of two (2) years from the date of issuance of Debenture.

The proceeds of the Convertible Debenture issuance will be used to advance the Company's acquisition & merger opportunities and provide working capital for the Company. All terms of this Convertible Debenture are subject to CSE's approval.

The Debenture Financing is being raised from accredited investors, certain existing shareholders and current directors, executive officers, and business associates, some of whom are insiders of the Company. Any participation by insiders in the Debenture Financing would constitute a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). However, the Company expects that the Debenture Financing will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Shares subscribed for by the insiders, nor the consideration for the Shares paid by such insiders, will exceed 25% of the Company's market capitalization.

None of the securities issued in connection with the Debenture Financing or the debenture conversion will be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

For further information and updates regarding the Company, please visit <https://www.mlgreenworld.com/>.

For updates regarding the California CBG Hemp Project, please visit <https://www.gsgreenworld.com/>.

About Maple Leaf Green World Inc.

Maple Leaf is a public Canadian company that is focused on the health and wellness industry in North America and China. The Company currently has a hemp project in Southern California and an essential oil project in China. With over 10 years of extensive greenhouse management experience, the Company applies its eco-agriculture knowledge and cultivation technology to produce contaminant-free hemp products. Maple Leaf's long-term objective is to produce hemp and essential oils for North America and international markets."

For further information, please contact:

Maple Leaf Green World Inc.

Raymond Lai, Chairman, President & CEO
rlai@mlgreenworld.com

Jeffrey Stein, Chief Operating Officer
jstein@mlgreenworld.com

Forward-Looking Information

This news release may include forward-looking statements including opinions, assumptions, estimates, the Company's assessment of future plans and operations, and, more particularly, statements concerning: the Proposed Transaction and the timing thereof; When used in this document, the words "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," and similar expressions are intended to be among the statements that identify forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by the Company that include, but are not limited to, the timely receipt of all required regulatory and third-party approvals, including approvals from the CSE and from the shareholders of Maple Leaf. Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Company believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to: regulatory and third party approvals, including approvals from the CSE and from the shareholders of Maple Leaf, not being obtained in the manner or timing anticipated; the ability to implement corporate strategies; the state of domestic capital markets; the ability to obtain financing; changes in general market conditions; industry conditions and events; and other factors more fully described from time to time in the reports and filings made by the Company with securities regulatory authorities.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

Schedule "B"

Amendment to Closing of Convertible Debenture Offering Announcement

FOR IMMEDIATE RELEASE

June 27, 2022

CALGARY, ALBERTA – Maple Leaf Green World Inc. ("**Maple Leaf**" or the "**Company**"), (CSE: **MGW**) and (OTCQB: **MGWFF**), issues an amendment to its news release dated June 22, 2022 in respect of the following:

1. The Company announced its intention to raise funds by way of private placement for convertible debenture on December 16, 2021.
2. Subject to approval of the CSE, the Company will issue 43,750 common shares (the "Finder Shares") of Maple Leaf from treasury and pay cash of \$11,900 as finder fees to certain finders equal to 7% ("Finder Shares") of Debenture Units attributable to Finders pursuant to the Offering. The Finder Shares will be subject to a four month hold period in accordance with applicable securities laws and exchange regulations.

About Maple Leaf Green World Inc.

Maple Leaf is a public Canadian company that is focused on the health and wellness industry in North America and China. The Company currently has a hemp project in Southern California and an essential oil project in China. With over 10 years of extensive greenhouse management experience, the Company applies its eco-agriculture knowledge and cultivation technology to produce contaminant-free hemp products. Maple Leaf's long-term objective is to produce hemp and essential oils for North America and international markets."

For more regarding the Company, please visit <https://www.mlgreenworld.com/>.

For more information regarding California CBG Hemp Project, please visit <https://www.gsgreenworld.com/>.

On Behalf of the Board of Directors

"Raymond Lai"

Chairman & CEO

For further information, please contact:

Maple Leaf Green World Inc.

Raymond Lai, Chairman, President & CEO

+1(403) 452-4552

rlai@mlgreenworld.com

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.