

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Liberty Leaf Holdings Ltd.**  
1240-789 West Pender Street  
Vancouver, BC, V6C 1H2

(the "Company")

**2. Dates of Material Change(s)**

June 1, 2017

**3. News Release(s)**

A news release was issued on June 2, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Liberty Leaf Holdings appoints new CFO, issues stock options.

**5. Full Description of Material Changes**

News Release dated June 2, 2017– See Schedule "A"

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Will Rascan, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 683-3995.

**9. Date of Report**

This report is dated June 2, 2017.

SCHEDULE "A"  
to the Material Change Report dated June 2, 2017

**Liberty Leaf Appoints New CFO**

**Vancouver, BC – June 2, 2017: Liberty Leaf Holdings Ltd. (CSE: LIB, OTCQB: LIBFF and FSE: HN3P) (the "Company" or "Liberty Leaf") is pleased to announce the appointment of Mr. Jamie Robinson as Chief Financial Officer of the Company, effective immediately.**

Mr. Robinson is a Chartered Accountant specializing in accounting, auditing and financial reporting under both IFRS and ASPE. Prior to joining Liberty Leaf, Mr. Robinson worked at Deloitte as a Manager focusing on publicly listed and private company audits as well as business reviews, performance enhancement engagements and formal restructuring proceedings. After his public practice experience, he worked as a Senior Financial Analyst at Corinex Communications, performing in-depth financial analysis of currencies, commodities, and financial statements for the purpose of investment and hedge fund trading. Mr. Robinson holds a CA designation and a Bachelor of Commerce from McGill University.

The Company has accepted the resignation of P. Joseph Meagher as Chief Financial Officer and a Director of the Company. The Company wishes to thank Mr. Meagher for his contributions to the Company and commitment in assisting the Company with its transition into the cannabis sector and wishes him all the best in his future endeavours.

Further, the Company has issued an aggregate of 350,000 incentive stock options (the "Options") to Mr. Robinson and a consultant of the Company. The Options are exercisable at \$0.11 per share for a period of two years from the date of grant. The Options have been granted under and are governed by the terms of the Company's incentive stock option plan.

**About Liberty Leaf**

Liberty Leaf Holdings Ltd. is a new Canadian-based, public company whose focus is to build and support a diversified portfolio of cannabis sector businesses, including cultivation, value added CBD/THC products, biotech research, and supply chain products within this dynamic and fast growing sector.

Liberty Leaf also owns 100% of North Road Ventures, a late-stage applicant under Health Canada's Access to Cannabis for Medical Purposes Regulations (ACMPR). For further info on the Company please visit <http://www.libleaf.com> or email [will@libleaf.com](mailto:will@libleaf.com)

**On Behalf of the Board**

*Will Rascan, President & CEO*  
Liberty Leaf Holdings Ltd.  
Phone: 604-683-3995