

Form 51-102F3
Material Change Report

1. Name and Address of Company

Liberty Leaf Holdings Ltd.
700-838 W Hastings Street
Vancouver, BC, V6C 0A6

(the “Company”)

2. Dates of Material Change(s)

March 29, 2018

3. News Release(s)

A news release was issued on March 29, 2018 and disseminated via Stockwatch News and Baystreet News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Liberty Leaf Holdings proceeds with debt settlement transaction.

5. Full Description of Material Changes

News Release dated March 29, 2018– 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 (778) 819-0244

9. Date of Report

This report is dated April 4, 2018.

SCHEDULE "A"
to the Material Change Report dated April 4, 2018

Liberty Leaf Holdings Proceeds with Debt Settlement Transaction

Vancouver, B.C. – March 29 2018: Liberty Leaf Holdings Ltd. (CSE: LIB) (OTCQB: LIBFF) (FSE: HN3P) ("Liberty Leaf" or "the Company") announces that it has entered into a debt settlement agreement with an arm's length third party pursuant to which the Company has agreed to issue 117,198 units at a deemed price of \$0.40 per unit to settle \$46,879.35 of debt (the "**Transaction**").

Each unit consists of one common share of the Company and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of \$0.60 per share for a period of two years from the closing.

The Company determined to satisfy this outstanding indebtedness with units in order to preserve its cash for operations. All securities issued pursuant to the Transaction are subject to four-month and one-day hold period.

About Liberty Leaf

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

Liberty Leaf's late-stage ACMPR portfolio consists of a 60% interest in Just Kush and 100% of North Road Ventures.

For further info on the Company please visit <http://www.libleaf.com> or email info@libleaf.com.

On behalf of the Board

Will Rascan, President & CEO

Liberty Leaf Holdings Ltd.

Phone: 778-819-0244