

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)

December 28, 2018

3. News Release(s)

A news release was issued on December 28, 2018 and disseminated via Stockwatch News and Baystreet News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces Keith Anderson’s resignation as a director of the Company.

5. Full Description of Material Changes

News Release dated December 28, 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 January 4, 2019.

SCHEDULE "A"
to the Material Change Report dated January 4, 2019

Liberty Leaf Announces Resignation of Director

Vancouver, B.C. December 28, 2018: Liberty Leaf Holdings Ltd. (CSE: LIB) (OTCQB: LIBFF) (FSE: HN3P) ("Liberty Leaf" or the "Company") announces that, effective December 28, 2018, Mr. Keith Anderson has resigned as a director of the Company to concentrate on current and future capital market related projects.

Will Rascan, President and CEO stated: "On behalf of the Liberty Leaf team, I want to express my sincere gratitude for Keith's contributions as part of the founding team responsible for the Company's transition from a mining issuer to its focus as a cannabis-sector business. We wish him all the best in his future endeavors."

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 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. The Company has also recently launched its Signature Cannabis Retail division, bringing recreational cannabis and accessories to market for consumers.

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

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On behalf of the Board

Will Rascan, President & CEO
Liberty Leaf Holdings Ltd.
Phone: 778-819-0244