

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)

April 3, 2019

3. News Release(s)

A news release was issued on April 3, 2019 and disseminated via Cision News pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company and AgraFlora Organics International Inc. together, have formed a jointly owned Greek company, AgraLeaf SA.

5. Full Description of Material Changes

News Release dated April 3, 2019– 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, 2019.

SCHEDULE “A”
to the Material Change Report April 4, 2019

**AgraFlora Organics and Liberty Leaf Form Joint Venture Company
“AgraLeaf SA” for Medical Cannabis JV in Greece**

Vancouver, British Columbia – April 3, 2019: AgraFlora Organics International Inc. (CSE: AGRA) (Frankfurt: PU3) (OTC: PUFXF), and Liberty Leaf Holdings Ltd. (CSE: LIB) (OTC: LIBFF) (Frankfurt: HN3P) together, (“the Companies”), are pleased to announce that, further to the joint news release of September 20, 2018, the Companies have made significant advancement with respect to gaining entry into the medical cannabis market in the European Union and, as such, have formed a jointly owned Greek company, AgraLeaf SA (“**AgraLeaf**”), so as to formally capitalize on the opportunity. AgraFlora and Liberty Leaf will own an equal equity stake in AgraLeaf with specific details regarding the obligations of the Companies to be outlined in a shareholder’s agreement. AgraLeaf has established a team in Greece consisting of personnel with expertise in commercial horticulture, government affairs, legal and finance.

“The new joint venture company will provide access for our shareholders to participate in one of the largest medical cannabis markets in the world,” said Derek Ivany, President and CEO, AgraFlora Organics International Inc. “We have assembled an experienced local management team in Greece and I am confident they possess the skillsets necessary to ensure our success. I look forward to working with Will and the team at Liberty Leaf as we advance this significant opportunity to the mutual benefit of all stakeholders.”

“Having just returned from a due diligence trip, I am extremely impressed with the opportunities for large-scale cannabis cultivation that Greece affords,” said Will Rascan, President and CEO of Liberty Leaf. “AgraFlora has established themselves as capable operators in the burgeoning cannabis marketplace and we are excited about the prospects of working alongside their team as we pursue this exciting new venture in Greece.”

The fertile agricultural regions of Greece combined with relatively low-cost labor and property prices make it a prime locale for large-scale medical cannabis cultivation. In November 2018, Greece issued the first licenses to private companies for growing medicinal cannabis. As a gateway to the European Union, which is home to more than 500 million people, AgraLeaf will thus be granted access to this significant piece of the globalized cannabis market. Recent research reports by Prohibition Partners have estimated that the cannabis market in the EU may represent as much as €123 billion by 2028.

Additional updates and details will be provided in due course as AgraLeaf progresses through the licensing application process.

About Agraflora Organics International Inc.

Agraflora Organics International is a growth oriented and diversified company focused on the international cannabis industry. It owns an indoor cultivation operation in London, Ont., and is a joint venture partner in Propagation Service Canada and its large-scale 2.2-million-square-foot greenhouse complex in Delta, B.C. The company has a successful record of creating shareholder value and is actively pursuing other opportunities within the cannabis industry. For more information please visit: www.agraflora.com.

About Liberty Leaf Holdings Ltd.

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 products and supply-chain products within this dynamic and fast-growing sector. For more information please visit: www.libleaf.com.

ON BEHALF OF THE BOARD OF DIRECTORS OF AGRAFLORA ORGANICS
INTERNATIONAL INC.,

Derek Ivany
President & CEO

ON BEHALF OF THE BOARD OF DIRECTORS OF LIBERTY LEAF HOLDINGS LTD.,

Will Rascan
President & CEO

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