

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)

May 2, 2019

3. News Release(s)

A news release was issued on May 3, 2019 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 sells its interest in the AgraLeaf Greece Venture.

5. Full Description of Material Changes

News Release dated May 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 May 3, 2019.

SCHEDULE “A”
to the Material Change Report May 3, 2019

**Liberty Leaf Announces the Sale of its Interest
in the AgraLeaf Greece Venture**

Vancouver, B.C. May 3, 2019: Liberty Leaf Holdings Ltd. (CSE: LIB) (OTCQB: LIBFF) (FSE: HN3P) (“Liberty Leaf” or the “Company”) announces that, as a result of AgraFlora Organics International Inc.’s sale of its interest in AgraLeaf SA, Liberty Leaf has subsequently sold its own interest in that company.

This officially terminates the proposed joint venture in Greece with AgraFlora. The proposed AgraLeaf SA venture was described [in the Company’s April 3, 2019 news release](#).

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 products and accessory products within this dynamic and fast-growing sector.

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

On Behalf of the Board

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