

FORM 45-102F1
NOTICE OF INTENTION TO DISTRIBUTE SECURITIES UNDER SECTION 2.8 OF
MI 45-102 RESALE OF SECURITIES

Reporting Issuer

1. Name of reporting issuer:
Golden Leaf Holdings Ltd. (the "Issuer")

Selling Security Holder

2. Your name:
Peter C. Saladino
3. The offices or positions you hold in the reporting issuer:
Director of the Issuer
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?
No
5. Number and class of securities of the reporting issuer you beneficially own:
30,769,777 common shares
250,000 warrants

Distribution

6. Number and class of securities you propose to sell:
Up to 18,000,000 common shares
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.
Privately

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that:

- (i) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (ii) the information given in this form is true and complete.

Date **May 29, 2017**.

"Peter C. Saladino"

Peter C. Saladino, Selling Securityholder