

FORM 62-103F3

***REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR
UNDER PART 4***

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common Shares.

Golden Leaf Holdings Ltd. (the "**Issuer**")
82 Richmond Street East
Toronto, Ontario
M5C 1P1

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. See item 2.2.

Item 2 – Identity of the Eligible Institutional Investor

- 2.1 State the name and address of the eligible institutional investor.

Anson Funds Management LP and Anson Advisors Inc., as co-managers of the Master Fund.

Anson Funds Management LP
5950 Berkshire Lane
Suite 210
Dallas, Texas 75225

Anson Advisors Inc.
155 University Ave.
Suite 207
Toronto, Ontario M5H 3B7

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 6, 2017, Anson Investments Master Fund LP ("**Master Fund**") acquired 8,928,571 units (each, a "**Unit**") of the Issuer in a private placement. Each Unit was comprised of one common share and one-half of one common share purchase warrant of the Issuer. In addition, the Master Fund was granted the option (the "**Unit Option**") by the Issuer to acquire an additional 8,928,571 Units at \$0.28 per Unit (or the maximum allowable discount pursuant to the rules of the Canadian Securities Exchange) until the date which is 10 business days following the date the subscription receipts of the Issuer issued on or about June 2, 2017 are converted or cancelled in accordance with their terms, provided that, following any exercise of such option, the Master Fund will not beneficially own more than 19.99% of the issued and outstanding common shares.

2.3 State the names of any joint actors.

None.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

The Master Fund is eligible to file reports under Part 4 of NI 62-103 in respect of the securities of the Issuer.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

Not applicable.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

As at June 30, 2017, the Master Fund beneficially owned 22,925,214 Common Shares on a net basis representing 12.9% of the common shares on a partially diluted basis, comprised of a convertible debenture in the principal amount of \$2.7 million convertible into 9,000,000 common shares (the "**Convertible Debenture**"), warrants convertible into 4,464,286 common shares, the Unit Option exercisable into 13,392,856 common shares (assuming the exercise of all underlying warrants), and a net short position of 3,931,929 common shares. (The foregoing assumes that there were 150,549,394 common shares issued and outstanding as of June 30, 2017).

3.3 If the transaction involved a securities lending arrangement, state that fact.

The Master Fund is party to a securities lending arrangement. See item 3.6, below.

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which:

- (a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

As at June 30, 2017, the Master Fund beneficially owned and controlled 22,925,214 Common Shares on a net basis representing 12.9% of the common shares on a partially diluted basis, comprised of the Convertible Debenture, warrants convertible into 4,464,286 common shares and the Unit Option exercisable into 13,392,856 common shares (assuming the exercise of all underlying warrants), and a net long position of 3,931,929 common shares. (The foregoing assumes that there were 150,549,394 common shares issued and outstanding as of June 30, 2017).

- (b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and

Nil.

- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Nil.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

Not applicable.

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

The Master Fund is party to a securities loan agreement dated November 1, 2016 (the "**Securities Loan**"), pursuant to which it borrowed 9,000,000 common shares of the Issuer (the "**Loaned Securities**"). The Securities Loan matures on the date which is 18 months from the date of the issuance of the Convertible Debenture, unless earlier terminated by the Master Fund. The Securities Loan is secured by the Convertible

Debenture, and the lender under the Securities Loan retained all voting rights in respect of the Loaned Securities.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

The securities lending arrangement is not subject to the exception provided in section 5.7 of NI 62-104.

- 3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Purpose of the Transaction

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;
- (e) a material change in the reporting issuer's business or corporate structure;
- (f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;
- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

The Units and Convertible Debenture were acquired in the ordinary course of the Master Fund's investing activities, and are held for investment purposes only and not for the purpose of exercising control or direction over the Issuer.

The Master Fund reviews its investments on a continuous basis. From time to time, the Master Fund may acquire or dispose of securities of or other financial instruments related to the Issuer or engage in hedging, short sales or similar transactions with respect to securities of or related to the Issuer, depending upon a number of factors, including but not limited to general market and economic conditions and other available investment opportunities.

Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to any securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See items 3.6 and 2.2.

Item 6 – Change in material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 7 – Certification

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

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

Certificate

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing the report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

July 10, 2017

Date

ANSON FUNDS MANAGEMENT LP,
by its general partner, **ANSON**
MANAGEMENT GP, LLC

by (signed) Bruce Winson

Name: Bruce Winson

Title: Managing Member

ANSON ADVISORS INC.

by (signed) Moez Kassam

Name: Moez Kassam

Title: Director