

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

Golden Leaf Holdings Ltd. (“GLH” or the “Company”)  
Suite 1000, 36 Toronto St.  
Toronto, ON  
M5C 2C5

**Item 2      Date of Material Change**

July 12, 2017

**Item 3      News Release**

On July 12, 2017, a news release in respect of the material change was disseminated by the Company through Marketwired and subsequently filed on the Company’s SEDAR profile.

**Item 4      Summary of Material Change**

On July 12, 2017, the Company announced that it had satisfied the outstanding conditions for the release of the escrowed funds from GLH’s previously announced C\$35 million brokered private placement of subscription receipts (the “Subscription Receipts”), which closed on June 2, 2017 (the “Offering”).

**Item 5      Full Description of Material Change**

On July 12, 2017, the Company announced that it had satisfied the outstanding conditions for the release of the escrowed funds from GLH’s previously announced C\$35 million brokered private placement of Subscription Receipts, which closed on June 2, 2017.

In connection with the escrow release, the 125,892,857 Subscription Receipts issued pursuant to the Offering have been converted into 125,892,857 common shares (each, a “Common Share”) and 62,946,428 common share purchase warrants of the Company (each, a “Warrant”). Each Warrant entitles the holder to acquire one Common Share (each, a “Warrant Share”) at a price of \$0.37 per Warrant Share, until June 2, 2019. All securities issued pursuant to the Offering remain subject to a statutory hold period of four months and one day, expiring on October 3, 2017.

Further to the Company’s press release dated July 10, 2017, the Company has used a portion of the escrowed proceeds to fund the cash consideration payable to the vendors in connection with the closing of the Chalice acquisition and issued 83,418,687 common shares to the Chalice vendors.

Canaccord Genuity Corp. acted as the lead agent of the Offering for a syndicate of agents including Echelon Wealth Partners Inc. and Mackie Research Capital

Corporation. AC Group Financial Inc. acted as an advisor to the Company in connection with the Offering and the Chalice acquisition.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

The following executive officer is knowledgeable about the material changes and may be contacted about this report:

Donald M. Robinson  
Chief Executive Officer  
Golding Leaf Holdings Ltd.  
Tel: 503-388-7693

**Item 9 Date of Report**

July 18, 2017