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**Golden Leaf Announces Closing of C\$18.8 Million Debenture Financing including Roll-over of C\$3.8 Million of Existing Debt and Closing of the Acquisition of Medical Marijuana Group Corporation**

**TORONTO, ONTARIO--(Marketwired – November 2, 2017)** – Golden Leaf Holdings Ltd. (“GLH” or the “Company”) (CSE:GLH) (OTCQB:GLDFF), a leading cannabis oil solutions company built around recognized brands, is pleased to announce the closing of its previously announced best efforts private placement offering (the “Offering”) of debenture units (the “Units”). Pursuant to the Offering, the Company issued 18,790 Units, each Unit consisting of C\$1,000 principal amount of debentures (“Debentures”) and 2,381 common share purchase warrants (“Warrants”). The Debentures are secured and bear interest at the rate of 10% per annum. The principal amount of the Debentures is convertible into common shares of the Company (“Common Shares”) at a price of C\$0.21 per Common Share. Subject to regulatory approval, the interest payment obligations on the Debentures may be satisfied through payment of Common Shares. The Debentures will mature on November 2, 2019. Each Warrant entitles the holder to acquire one Common Share at a price of C\$0.28 per Common Share for a period of 24 months from the closing of the Offering, subject to adjustment in certain events.

Canaccord Genuity Corp. (the “Agent”) acted as the sole agent in respect of the sale of an aggregate of C\$13,540,000 of the Units issued and sold pursuant to the Offering (the “Brokered Offering”). Pursuant to a concurrent, non-brokered private placement, an additional C\$1,460,000 of Units were issued for cash proceeds. A further aggregate of 3,790 Units were issued on a non-brokered basis pursuant to the early repayment of a C\$2,000,000 bridge loan of the Company and C\$1,790,000 of previously issued secured convertible debentures of the Company. The Company will also issue an aggregate of 2,952 Common Shares to the holders of the bridge loan on a “shares for debt” basis in respect of accrued interest thereon. C\$2,960,000 aggregate principal amount of the Company’s previously issued secured convertible debentures of the Company remain outstanding and will mature in April 2018.

In consideration for its services in connection with the Brokered Offering, the Agent was paid a cash commission and was issued compensation warrants, each such warrant entitling the Agent to acquire one Common Share of the Company at an exercise price of C\$0.28 per share, for a period of two years following the closing of the Offering.

Aggregate gross new cash proceeds to the Company from the issuance of the Units was C\$15,000,000, plus the effective exchange of C\$3.8 million of existing debt maturing within 6 months. The net proceeds from the Offering are anticipated to be used for working capital purposes, capital expenditures, inventory and for debt repayment.

The Company is also announcing that it has issued an aggregate of 1,589 Units to a financial advisor as partial payment of outstanding fees owed by the Company, on a “securities for debt” basis.

In aggregate, the Company issued C\$20.4 million principal amount of Debentures and 48,522,399 Warrants on this date (not including those compensation warrants issued to the Agent).

The Company is also pleased to announce that it has closed its previously announced acquisition of all of the shares of Medical Marijuana Group Corporation (“MMGC”). MMGC is a Canadian company that has received its “license to build” approval and has filed an application for a cultivation license, which, subject to construction and build out of the cultivation facility, it anticipates receiving during or before Q1 2018. MMGC’s facility in Ontario has expansion capacity of over 50,000 square feet of grow/extraction space. MMGC will be positioned as a vertically integrated provider to the medical patient marketplace in Canada, focused on serving high value patients through the rehabilitation and legal personal injury networks. The Company issued 35,714,285 Common Shares to the vendors of the shares of MMGC, including to the current chairman of the board of directors of the Company, who joined the Company after the agreement to acquire MMGC was entered into.

Mr. William Simpson, Chief Executive Officer of Golden Leaf, commented, “Golden Leaf’s model is built upon a strong portfolio of high value retail brands, a low cost manufacturing model and a first-class research and development platform. Securing these funds will enable us to move forward with our plans to build out our Chalice Farms dispensaries and replenish inventory. We are pleased to now be in the position to make the required capex investments to capitalize on the opportunities before us, both in our home market of Oregon and in new geographies, as we seek to grow brand recognition of our products and maximize value for shareholders.”

All securities issued pursuant to the Offering, the non-brokered private placement, to the holders of early repaid debt and in repayment of other debts, are subject to a statutory hold period of four months, expiring on March 3, 2018.

To be added to the email distribution list please email [GLH@kcsa.com](mailto:GLH@kcsa.com) with 'GLH' in the subject line.

### **About Golden Leaf Holdings**

Golden Leaf Holdings Ltd., based in Portland, Oregon, is one of the largest cannabis oil and solution providers in North America, and a leading cannabis products company built around recognized brands. Golden Leaf cultivates, extracts and manufactures and distributes its products through its branded Chalice Farm retail dispensaries, as well as through third party dispensaries. Golden Leaf leverages a strong management team with cannabis and food industry experience to complement its expertise in extracting, refining and selling cannabis oil. Visit <http://goldenleafholdings.com/> to learn more.

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*Disclaimer: This press release contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Company's future business operation, expectations of gross sales, the opinions or beliefs of management and future business goals, the use of the net proceeds of the Offering. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".*

*Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to general business, economic and competitive uncertainties, regulatory risks including risks related to the expected timing of the Company's participation in the Adult Use market, market risks, risks inherent in manufacturing operations and other risks of the cannabis industry. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. Forward-looking information is provided herein for the purpose of presenting information about management's current expectations relating to the future and readers are cautioned that such information may not be appropriate for other purpose. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws. This Release does not constitute an offer of securities for sale in the United States, and such securities may not be offered or sold in the United States absent registration or an exemption from registration.*

**The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.**