

Golden Leaf Announces Upsize of Previously Announced Bought Deal Financing

TORONTO, ONTARIO--(Marketwired – January 8, 2018) Golden Leaf Holdings Ltd. (the "Company", "Golden Leaf" or the "Issuer") (CSE:GLH) (OTCQB: GLDFF) is pleased to announce today that it has entered into an amended agreement with Canaccord Genuity Corp., acting as sole bookrunner and underwriter (the "Underwriter"), to increase the size of the previously announced offering of units (the "Units") of the Company. Under the amended terms of the offering, the Underwriter has agreed to purchase 33,400,000 Units of the Company on a "bought deal", private placement basis, at a price of \$0.45 per Unit (the "Offering Price"), for total gross proceeds to the Company of \$15,030,000 (the "Offering").

Each Unit will be comprised of one common share of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable to acquire one common share (a "Warrant Share") for a period of 2 years following the closing date of the Offering at an exercise price of \$0.55 per Warrant Share, subject to adjustment in certain events.

Golden Leaf has also granted the Underwriter an option (the "Over-Allotment Option"), exercisable at any time on or before the closing date of the Offering to purchase up to 5,580,000 additional Units of the Company on the same terms as the Offering. If the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering will be \$17,541,000.

Net proceeds from the Offering will be used primarily for the Company's strategic growth initiatives and for general working capital purposes.

Closing of the Offering is expected to occur on or about January 31, 2018 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory.

The securities will be offered on a private placement basis, pursuant to prospectus exemptions under National Instrument 45-106 Prospectus Exemptions in all provinces and territories of Canada, in the United States by way of private placement to selected accredited investors and/or to qualified institutional investors and outside of Canada and the United States on a private placement or equivalent basis in accordance with applicable laws, provided that such laws permit offers and sales of the Units on a private placement basis and without any obligation on the part of the Company to prepare or file any registration statement, prospectus or other disclosure document and without triggering any disclosure obligations or

submission to the jurisdiction on the part of the Company.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

All securities issued pursuant to the Offering are subject to a statutory hold period of four months following the closing date of the Offering.

To be added to the email distribution list please email 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 Holdings 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.