



Notice of Change of Auditor

To: Grant Thornton, LLP
Jackson and Company, Chartered Accountants
Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
Canadian Securities Exchange

Golden Leaf Holdings Ltd. (the “Company”) gives the following notice pursuant to Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations (“NI 51-102”):

1. The Company’s auditor Grant Thornton LLP (“GT”) has resigned as the Company’s auditor effective January 8, 2018 (the “Effective Date”). The resignation was not at the request of the Company. The Company has appointed Jackson & Co. (“Jackson”) as the auditor of the Company to fill the resulting vacancy as of the Effective Date.
2. The acceptance of the resignation of GT and the appointment of Jackson was, in each case, considered and approved by the Board of Directors, following consideration and recommendation by the Audit Committee, and constitutes the “resignation” of GT and the “appointment” of Jackson for the purposes of NI 51-102.
3. There were no modified opinions expressed in GT’s audit reports in connection with the audits of the two most recently completed fiscal years, being the years ended December 31, 2016 and 2015; and
4. There have been no “reportable events” (as defined in Section 4.11 of NI 51-102).

Dated this 8th day of January, 2018.

“William Simpson”

ON BEHALF OF THE BOARD OF DIRECTORS per: William Simpson, Chief Executive Officer