

**Golden Leaf Holdings Ltd.**  
8089 SW Cirrus Dr, Building 19  
Beaverton, Oregon, 97008

**NOTICE OF CHANGE OF AUDITOR**  
**(The "Notice")**

**To: Jackson & Co.**  
**And To: Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants**

1. The directors of the Company propose appoint Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants, as auditors for the Company from the predecessor auditor Jackson & Company, as the predecessor auditor has now transitioned their entire practice to DMCL

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Jackson & Company Chartered Accountants was asked to resign as auditor of the Company, effective November 1st, 2018, to facilitate the appointment of Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants of Suite 1500 – 1140 West Pender Street, Vancouver, B.C. V6E 4G1;
2. Jackson & Company Chartered Accountants has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Jackson & Company Chartered Accountants issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Jackson & Company Chartered Accountants issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 1<sup>st</sup> day of November 2018

**Golden Leaf Holdings Ltd.**

*Craig Eastwood*

Craig Eastwood  
Chief Financial Officer