

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

**Item 1            Name and Address of Company**

Golden Leaf Holdings Ltd (“Golden Leaf” or the “Company”)  
82 Richmond Street East  
Toronto, ON M5C 1P1

**Item 2            Date of Material Change**

November 2, 2018

**Item 3            News Release**

November 5, 2018.

**Item 4            Summary of Material Changes**

1. On November 2, 2018, the Company entered into a non-binding letter of intent (the “LOI”) with Terra Tech Corp. (“Terra Tech”). Under the terms of the LOI, a wholly owned subsidiary of Terra Tech will amalgamate with Golden Leaf, with the resulting amalgamated corporation being a wholly owned subsidiary of Terra Tech. Consummation of the transaction is subject to a number of conditions, including entering into a mutually agreed definitive arrangement agreement, completion of due diligence, the waiting period for the Hart-Scott-Rodino Act, state and local regulatory approvals, approval by the Ontario courts, board approvals, Golden Leaf receiving a positive fairness opinion, Canadian Securities Exchange (the “CSE”) approval and Golden Leaf shareholder and board approval.
2. The LOI provides that Golden Leaf shareholders will be entitled to receive 0.1203 common shares of Terra Tech for each common share of Golden Leaf held. As a condition of closing, Terra Tech will be required to list its shares on the CSE. Listing will be subject to satisfying all of the CSE’s requirements. Upon closing, Derek Peterson will remain in his position as CEO, with William Simpson to become President of the combined company. The structure of the transaction may change prior to the execution of a definitive agreement. There is no assurance that the transaction will be consummated on the terms outlined above or at all. No binding agreement has been executed.

**Item 5            Full Description of Material Changes**

The Material Changes are fully described in Item 4 above.

**Item 6            Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7            Omitted Information**

Not Applicable.

**Item 8            Executive Officer**

Craig Eastwood (Chief Financial Officer)

**Item 9            Date of Report**

November 15, 2018.

**GOLDEN LEAF HOLDINGS LTD.**

By: *Signed* "Craig Eastwood"  
Craig Eastwood  
Chief Financial Officer