



## Golden Leaf Holdings Announces Extension of Chalice Earn-Out Payment

TORONTO, July 29, 2019 -- Golden Leaf Holdings Ltd. ("GLH" or the "Company") (CSE:GLH) (OTCQB:GLDFF), a pioneer cannabis company built around recognized brands for the wellness and recreational markets, announces that it has reached an agreement in principle (the "Extension Agreement") to extend the due date for the US\$9,527,350 earn-out payment due to Chalice LLC ("Chalice") and its members, related to the acquisition of certain assets and a subsidiary of Chalice on July 7, 2017 (the "Earn-Out Payment"). US\$4,527,350 of the Earn-Out Payment is payable in GLH stock and the balance of US\$5,000,000 is payable by wire transfer of immediately available funds. The value of the shares will be based on the 30 day VWAP at the time of any share related payment.

The Extension Agreement provides for the Earn-Out Payment due date to be extended to May 2, 2022, but is not effective until the holders of the Debentures that mature on November 2, 2019 (the "Debentures"), vote to approve the Extraordinary Resolutions described in the Company's Press Release on July 23, 2019, including the early conversion of the Debentures, and the Company signs the Extension Agreement. The meeting of the Debentureholders is scheduled for August 21, 2019.

John Varghese, Interim CEO and President of GLH commented, "with the terms of this Extension Agreement agreed to, the Company's attention is now focused on the meeting of the Debentureholders. If the Debentureholders approve the Extraordinary Resolutions, we believe we will have cleaned up the Company's balance sheet to an extent that will allow the Company to attract and hire a qualified CEO and greatly enhance the Company's prospects for success."

More information can be found in the notice mailed to Debentureholders.

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

### About Golden Leaf Holdings

Golden Leaf Holdings Ltd. is a Canadian company with operations in multiple jurisdictions including Oregon, Nevada, and Canada, with cultivation, production and retail operations built around recognized brands. Golden Leaf distributes its products through its branded Chalice Farms retail dispensaries, as well as through third-party dispensaries. Golden Leaf's cannabis retail operations and products are designed with the customer in mind, focused on superlative in-store experience and quality products. Visit [www.goldenleafholdings.com](http://www.goldenleafholdings.com) to learn more.

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