

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

Item 1 Name and Address of Company

Golden Leaf Holdings Ltd. (the "**Company**")
82 Richmond Street East
Toronto, Ontario
M5C 1P1

Item 2 Date of Material Change

April 8, 2021

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated through Globe Newswire on April 8, 2021 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On April 8, 2021, the Company announced the closing of its acquisition of eighty percent of the issued and outstanding common shares of Fifth & Root, Inc., a plant-based CBD skincare brand based in California, USA.

Item 5 Full Description of Material Change

On April 8, 2021, the Company announced the closing of its acquisition of eighty percent of the issued and outstanding common shares of Fifth & Root Inc. ("**F&R**"), a plant-based CBD skincare brand based in California, USA (the "**Acquisition**"). F&R offers a line of CBD-based products, including skincare and beauty products. The Acquisition was conducted among Abstrax Holdings Inc., the seller of the common shares of F&R, and Greenpoint Holdings Delaware, Inc., a wholly-owned subsidiary of the Company, and the Company, the buyers of the common shares. The Acquisition will position the Company favorably to capitalize on the evolving cannabis marketplace.

In connection with the Acquisition, the Company will pay total consideration valued at up to US\$1,687,500, consisting of a US\$250,000 cash payment, paid upon closing, and the issuance of up to 30,666,666 common shares of the Company ("**Share Consideration**"), with a deemed value of C\$0.06 per common share. Ninety percent of the Share Consideration was issued at closing, with the remaining Share Consideration to be issued as earn-out payments as set out in a stock purchase agreement between the parties to the Acquisition. The Company used funds on hand to fund the cash portion of the purchase price.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Andrew Marchington, Chief Financial Officer; Tel: 971-269-6092

Item 9 Date of Report

April 16, 2021

GOLDEN LEAF HOLDINGS LTD.

By: *Signed* "Andrew Marchington"
Andrew Marchington
Chief Financial Officer