

LEEF BRANDS INC.
(the "**Company**")

NOTICE OF CHANGE OF AUDITOR

TO: M&K CPAS, PLLC ("**M&K CPAS**")

AND TO: Macias Gini & O'Connell LLP, Certified Public Accountants ("**MGO**")

DATE: June 17, 2024

1. The board of directors (the "**Board**") of the Company does not propose to re-appoint MGO as auditors for the Company; and
2. The Board proposes to appoint M&K CPAS as auditors of the Company, effective as of December 31, 2023 (the "**Effective Date**"), to hold office until the next annual meeting of the Company.

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

1. MGO was asked to resign as auditor of the Company, effective as of the Effective Date to facilitate the appointment of M&K CPAS at 24955 Interstate Highway 45, Suite 400, The Woodlands, TX 77380 as auditor of the Company;
2. MGO has not expressed any reservation in its audit reports in respect of the Company for the years ended December 31, 2022 and 2021 and the years ended July 31, 2021 and 2020 (together, the "**Relevant Reports**"), being the two most recently completed fiscal years of the Company for which MGO issued audit reports, nor for the period from the most recently completed period for which MGO issued an audit report in respect of the Company and the Effective Date (the "**Relevant Period**");
3. in the opinion of the Board, no "reportable event" (as defined in NI 51-102) has occurred in connection with the Relevant Reports nor for the Relevant Period; and
4. this notice of change of auditor and the letters from MGO, as former auditor, and M&K CPAS, as successor auditor, have been reviewed by the Board and the audit committee of the Board.

[Signature page follows]

DATED as of the date first written above.

LEEF BRANDS INC.

Per: /s/Kevin Wilson
Name: Kevin Wilson
Title: Authorized Signatory