

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Newleaf Brands Inc. (the “Company”)
Suite 810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

June 20, 2019.

Item 3 News Release

The news release was disseminated on June 20, 2019 by way of the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Issuer announces that it has extinguished its debt to certain creditors in the amount of \$1,794,427.65 (the “Debt”) by way of the issuance of an aggregate of 4,916,240 common shares in the capital of the Company (the “Debt Shares”). The issuance of the Debt Shares was a result of the creditors exercising their right to convert the Debt into common shares of the Company at an attributed price equal \$0.365, being the closing price of a common share of the Company on the date of conversion pursuant to the convertible note instruments, as amended, that were issued by the Company in favour of the creditors, dated June 8, 2018. All Debt Shares are unrestricted at the time of conversion.

Item 5.1 Please see attached news release dated June 20, 2019.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

Joshua Bartch, President & CEO
Business Telephone: 604 687 2038
Facsimile: 604 687 3141
info@nabrandsinc.com

Date of Report

June 20, 2019.



NEWLEAF BRANDS ANNOUNCES CORPORATE UPDATE

Vancouver, BC, June 20, 2019 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:ONF) (“NewLeaf Brands” or the “Company”) announces that it has extinguished its debt to certain creditors in the amount of \$1,794,427.65 (the “Debt”) by way of the issuance of an aggregate of 4,916,240 common shares in the capital of the Company (the “Debt Shares”). The issuance of the Debt Shares was a result of the creditors exercising their right to convert the Debt into common shares of the Company at an attributed price equal \$0.365, being the closing price of a common share of the Company on the date of conversion pursuant to the convertible note instruments, as amended, that were issued by the Company in favour of the creditors, dated June 8, 2018. All Debt Shares are unrestricted at the time of conversion.

ABOUT NewLeaf Brands

NewLeaf Brands is an innovative Cannabidiol (“CBD”) lifestyle Company. Through the Company’s wholly owned subsidiaries We are Kured and Drink Fresh Water, the Company’s main business activities encompass the development, marketing and distribution of CBD products (including vaporizer pens and beverages) throughout the United States and internationally. In addition, NewLeaf Brands has extensive retail and cultivation land investments in Oregon.

For further information about NewLeaf Brands, please consult the Company’s profile on SEDAR at www.sedar.com or visit the Company’s website at www.NABrandsInc.com. For further information about We Are Kured, please visit their website at www.wearekured.com.

On Behalf of the Board of Directors

Joshua Bartch
Chief Executive Officer
info@nabrandsinc.com

For Further Information Contact

Corporate Communications
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We Are Kured Contact:

Benjamin Martch
Founder & CEO
www.wearekured.com

WWW.NABRANDSINC.COM

F O L L O W U S



The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to completion of planned improvements at both the Canadian and US sites on schedule and on budget, the availability of financing needed to complete the Company's planned improvements on commercially reasonable terms, planned occupancy by the tenant-growers, commencement of operations, differences in yield on expected harvests, delays in obtaining statutory approval for marijuana production plans, issues that may arise throughout the grow period, outdoor crops affected by weather, the ability to mitigate the risk of loss through appropriate insurance policies, and the risks presented by federal statutes that may contradict local and state legislation respecting legalized marijuana. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation. This news release does not constitute an offer to sell securities and the Company is not soliciting an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

This news release does not constitute an offer of securities for sale in the United States. These securities have not and will not be registered under United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is relied upon.