



NEWLEAF BRANDS SIGNS BINDING LOI TO ACQUIRE RELYFE BRAND, LLC

Vancouver, BC, June 24, 2019 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:ONF) (“NewLeaf Brands” or the “Company”) is pleased to announce that it has entered into a binding letter of intent (the “LOI”) with ReLyfe Brand, LLC (“ReLyfe”). Under the terms of the LOI, the Company will acquire 100% of the issued and outstanding shares of ReLyfe (the “Acquisition”). In consideration for the Acquisition, the Company will pay to ReLyfe an aggregate amount of \$3,000,000 USD in the form of common shares in the capital of the Company. The share price is to be set on the closing price as of the date of signing of the LOI. The Acquisition is expected to close within 60-90 days of submission. Closing is subject to definitive documentation and applicable regulatory approvals.

ReLyfe is a health-focused gel capsule CBD company manufactured and based out of Colorado, USA. ReLyfe was founded to provide high quality, simple to take, effective and non-habit forming healthy alternative to traditional medication on the market today. ReLyfe’s THC FREE CBD gel capsules are changing the way many consumers view hemp-derived CBD because the gel capsules provide a safe, easy, and discrete alternative to traditional ways that CBD is enters your system. ReLyfe offers 3 different sized product offerings: a 2-day starter pack, a 7-day week pack, and a 30-day monthly bottle. ReLyfe’s products are currently available in stores both in the US and internationally.

“As I’ve stated before, we have been actively looking for the best products and companies to add under our umbrella of companies” said Josh Bartch, CEO of NewLeaf Brands. “This potential purchase of ReLyfe further solidifies our plan to accomplish that moving forward” Josh continued. “We have looked at a number of companies that manufacture or offer a pill product of some sort; none of them hold a candle to the quality of ReLyfe’s product. Based on our extensive research, a pill form of CBD is one of the top selling products in the industry as it stands, we expect this to only continue. As we continue to expand both our current distribution channels through We Are Kured LLC and Fresh Water, LLC, we are able to feed our newly added high quality products into each and every line of distribution. We intend on updating our loyal shareholders on other milestones the Company has reached over recent months as well as what to look for in the future. Needless to say we are very excited.” Josh concluded.

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

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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.

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