

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

Item 1. Name and Address of Reporting Issuer

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

Item 2. Date of Material Change

August 13, 2019

Item 3. News Release

A news release was disseminated on August 13, 2019 through Executive Business Services Inc., and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announced that it has signed the share purchase agreement with CBD gel capsule company, ReLyfe Brand LLC (“ReLyfe”) (the “ReLyfe Agreement”), as previously announced the binding letter of intent on June 24, 2019.

Pursuant to the terms of the ReLyfe Agreement, the Company will acquire 100% of the issued and outstanding shares of ReLyfe (the “ReLyfe Acquisition”). In consideration for the ReLyfe 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 Issuer will pay a finder’s fee of 843,319 common shares to an arm’s length party in connection with the closing of the ReLyfe Acquisition.

The Company announced that it has signed the share purchase agreement with CBD tea company TeaLief Brand LLC (“TeaLief”) (the “TeaLief Agreement”), as previously announced the binding letter of intent on June 24, 2019.

Pursuant to the terms of the TeaLief Agreement, the Company will acquire 100% of the issued and outstanding shares of TeaLief (the “TeaLief Acquisition”). In consideration for the TeaLief Acquisition, the Company will pay to TeaLief an aggregate amount of \$3,000,000 USD in the form of common shares in the capital of the Company. The Issuer will pay a finder’s fee of 843,319 common shares to an arm’s length party in connection with the closing of the TeaLief Acquisition.

Item 5. Full Description of Material Change

See attached news release for full description of Material Change.

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

For further information, please contact:

Joshua Bartch

Chief Executive Officer

604-687-2038

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Item 9.                    Date of Report

August 13, 2019



## NEWLEAF BRANDS SIGNS RELYFE AND TEALIEF DEFINITIVE AGREEMENTS

**Vancouver, BC, August 13, 2019 - NewLeaf Brands Inc.** (CSE:NLB) (OTC: NLBIF) (FSE:ONF) (“NewLeaf Brands” or the “Company”) is pleased to announce that it has signed the share purchase agreement with CBD gel capsule company, ReLyfe Brand LLC (“ReLyfe”) (the “ReLyfe Agreement”), as previously announced the binding letter of intent on June 24, 2019.

Pursuant to the terms of the ReLyfe Agreement, the Company will acquire 100% of the issued and outstanding shares of ReLyfe (the “ReLyfe Acquisition”). In consideration for the ReLyfe 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 Issuer will pay a finder’s fee of 843,319 common shares to an arm’s length party in connection with the closing of the ReLyfe Acquisition.

ReLyfe’s 25MG soft gel CBD capsules are seamless, 100% THC FREE, and of the highest quality CBD on the market. ReLyfe’s products offerings include a 30 count 1 month supply bottle and a 7 count weekly supply package. Additionally, the Company looks to expand on the current success of the brand by adding additional SKUs in the very near future.

The Company further announces that it has signed the share purchase agreement with CBD tea company TeaLief Brand LLC (“TeaLief”) (the “TeaLief Agreement”), as previously announced the binding letter of intent on June 24, 2019.

Pursuant to the terms of the TeaLief Agreement, the Company will acquire 100% of the issued and outstanding shares of TeaLief (the “TeaLief Acquisition”). In consideration for the TeaLief Acquisition, the Company will pay to TeaLief an aggregate amount of \$3,000,000 USD in the form of common shares in the capital of the Company. The Issuer will pay a finder’s fee of 843,319 common shares to an arm’s length party in connection with the closing of the TeaLief Acquisition.

TeaLief’s 25MG teabags come in 3 types: a high-caffeine, mild-caffeine, and non-caffeinated assortment. These blends were created from herbs and spices from around the globe. TeaLief’s products offerings include a 16 count box, 7 count packets, and a 3 count packet.

“We are incredibly pleased with the acquisition of ReLyfe and TeaLief. We have been in ongoing talks with the companies for some time about the potential to work together in some capacity. I was always impressed with the products, branding and overall concept of the companies. We have big plans going forward” said Josh Bartch, CEO of NewLeaf Brands.

Closing of the acquisitions is subject to receipt of all necessary corporate and regulatory approvals, including the Exchange. All securities issued in connection with the acquisitions will be subject to a statutory hold period of four months plus one day from the date of issuance in accordance with applicable securities legislation.

*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](http://www.sedar.com) or visit the Company’s website at [www.NABrandsInc.com](http://www.NABrandsInc.com). For further information about We Are Kured, please visit their website at [www.wearekured.com](http://www.wearekured.com).

**On Behalf of the Board of Directors**

Joshua Bartch  
Chief Executive Officer  
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**For Further Information Contact**

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**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.