

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
- April 22, 2020
- Item 3. News Release
- A news release was disseminated on April 22, 2020 through Financial Buzz and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that it has signed a share swap agreement with Levee Street Holdings, LLC (“Levee Street”) to purchase 50% of Levee Street for \$450,000 CAD in common shares.
- 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
josh@nabrandsinc.com
- Item 9. Date of Report
- April 22, 2020



NEWLEAF BRANDS SIGNS ACQUIRES 50% OF DALLAS, TEXAS BASED DISTRIBUTION COMPANY LEEVE STREET HOLDINGS, LLC

Vancouver, BC, April 22, 2020 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:ONF) (“NewLeaf Brands” or the “Company”) is pleased to announce that it has signed a share swap agreement with Levee Street Holdings, LLC (“Levee Street”) to purchase 50% of Levee Street for \$450,000 CAD in common shares. Greg Kassanoff founded Levee Street to infiltrate the “alternative” beverage space, which includes CBD products. This share swap agreement with Levee Street will include the distribution of We Are Kured, LLC, ReLyfe Brands, LLC, TeaLief Brands, LLC and Drink Fresh Water, LLC products.

Earlier in 2018, the Farm Bill restored industrial hemp to nationwide legal production for the first time since World War II. Removing hemp from the Controlled Substances Act of 1970 (CSA) also helped create a financial domino effect – eventually leading mass-market retailers CVS Health, Rite Aid, and Walgreens Boots Alliance to carry hemp-CBD brands.

Greg Kassanoff is the founder of Levee Street Holdings, LLC, Pioneer Wine & Spirits, LLC, & CEO of Mexicor Pioneer Wine & Spirits (“MPWS”). MPWS has thousands of existing retail and restaurant relationships throughout the state of Texas with infrastructure to support beverage distribution throughout the entire state. Mr. Kassanoff is also the founder of Pioneer Louisiana, LLC which has a large distribution footprint covering the state of Louisiana.

“Levee Street is excited to partner with NewLeaf Brands creating a vertically integrated distribution company and giving us the comfort to build brands as true partners.” - Greg Kassanoff - Founder, Levee Street Holding, LLC

NewLeaf Brands’ leadership team will be leveraging Mr. Kassanoff’s high-level nationwide relationships with the goal of becoming a leading, nationwide CBD & non-alcohol distribution conglomerate.

“We’re extremely excited to partner with Levee Street Holdings & Greg Kassanoff. We have spent a lot of time focusing on distribution partners, but partnering with Greg will prove to be invaluable with his decades of experience, nationwide relationships and already established infrastructure in Texas & Louisiana,” said Josh Barch - CEO, NewLeaf Brands, Inc.

About NewLeaf Brands

NewLeaf Brands, Inc. is an innovative Cannabidiol (“CBD”) lifestyle Company. Through the Company’s wholly-owned subsidiaries We are Kured, LLC, Drink Fresh Water, LLC, ReLyfe Brand, LLC and TeaLief Brand, LLC the Company’s main business activities encompass the development, marketing, and distribution of CBD products (including vaporizer pens/cartridges, hot/cold tea, softgel capsules and beverages) throughout North America, South America, and Europe. In addition, NewLeaf Brands, Inc. has extensive retail and cultivation land investments in Oregon, USA.

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
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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.