

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

**Item 1 – Security and Reporting Issuer**

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common shares (“**Common Shares**”) in the capital of:

NewLeaf Brands Inc.  
Suite 810 - 789 West Pender Street  
Vancouver, BC V6C 1H2

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The Issuer issued the Common Shares from treasury pursuant to the terms of a share exchange agreement (the “**Agreement**”) dated April 30, 2020 entered into between the Issuer, 1220611 B.C. Ltd. (operating as Mydecine Group) (“**Mydecine**”), and the shareholders of Mydecine, whereby the Issuer acquired all of the issued and outstanding capital of Mydecine from the Mydecine shareholders in exchange for 17,000,000 common shares of the Issuer (the “**Transaction**”).

**Item 2 – Identity of the Acquiror**

- 2.1 *State the name and address of the acquiror.*

3063625 Nova Scotia Ltd. (the “**Acquiror**”)  
111 Ahmadi Crescent  
Bedford, NS B4A 4E5

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

As of April 30, 2020, the Acquiror was issued 11,500,000 Common Shares from the treasury of the Issuer pursuant to the Transaction, representing approximately 20.4% of the issued and outstanding Common Shares of the Issuer following such issuance. Prior to the Transaction, the Acquiror did not beneficially own, or exercise control or direction over, any securities of the Issuer.

- 2.3 *State the names of any joint actors.*

Not applicable.

**Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

As of April 30, 2020, the Acquiror was issued 11,500,000 Common Shares from the treasury of the Issuer pursuant to the Transaction, representing approximately 20.4% of the issued and outstanding Common Shares of the Issuer following such issuance. Prior to the Transaction, the Acquiror did not beneficially own, or exercise control or direction over, any securities of the Issuer.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired ownership or control or direction over the Common Shares. See 3.1 above.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See 3.1 above.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

*(a) the acquiror, either alone or together with any joint actors, has ownership and control,*

See 3.1 above.

*(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

*(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the*

*securities or identical securities that have been transferred or lent under the arrangement. State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

As of April 30, 2020, the Acquiror was issued 11,500,000 Common Shares from the treasury of the Issuer pursuant to the Transaction, representing consideration of CAD\$816,500 for the Acquiror's shares in Mydecine. The Common Shares were issued at a deemed value of CAD\$0.071 per Common Share pursuant to the terms of the Agreement.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

The Common Shares were issued at a deemed value of CAD\$0.071 per Common Share pursuant to the terms of the Agreement for consideration of CAD\$816,500 in exchange for the Acquiror's shares in Mydecine

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

The Common Shares were issued to the Acquiror from the treasury of the Issuer in exchange for the Acquiror's shares in Mydecine pursuant to the Transaction.

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:*

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*

- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) *a material change in the reporting issuer's business or corporate structure;*
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) *a solicitation of proxies from securityholders;*
- (k) *an action similar to any of those enumerated above.*

The Common Shares acquired by the Acquiror are being held for investment purposes. Subject to the rules of the Canadian Securities Exchange and applicable securities laws, the Acquiror may, depending on market and other conditions, increase or decrease their beneficial ownership of over the Common Shares or other securities of the Issuer through market transactions, private agreements, treasury issuances or otherwise.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

**Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not Applicable.

**Item 9 – Certification**

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 30<sup>th</sup> of April, 2020.

"Troy Grant"  
Signature

Troy Grant, Director  
Name/Title