

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
- May 7, 2020
- Item 3. News Release
- A news release was disseminated on May 7, 2020 through Financial Buzz Media, and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- Closes non-brokered private placement of common shares.
- Item 5. Full Description of Material Change
- Vancouver, BC, May 7, 2020 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:ONF) (“NewLeaf Brands” or the “Company”) is pleased to announce that it has closed a non-brokered private placement of up to 52,908,420 common shares (the “Shares”) at a price of \$0.05 per Share for gross proceeds of up to \$2,645,421.00 (the “Private Placement”).
- Finder’s Fees of an aggregate total \$76,875.84 cash, 529,034 Shares at a deemed value of \$0.05 per Share and 1,183,000 warrants (the “Finder’s Warrants”), with each Finder’s Warrant exercisable to purchase one additional Share at a price \$0.05 per Share for a period of 12 months from closing have been paid as finder’s fees to qualified third parties in connection with the closing of the Private Placement.
- The net proceeds from the Private Placement will be used for general corporate and working capital purposes. All of the securities issued by the Company pursuant to the Private Placement are subject to a hold period that expires four months and one day from the date of issuance.
- 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:

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Chief Executive Officer

604-687-2038

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Item 9. Date of Report

May 7, 2020