

**Form 51-102F3**  
***Material Change Report***

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

June 5, 2020

**Item 3 News Release**

The news release was disseminated on June 1, 2020 by way of the facilities of Financial Buzz. Copies were also filed on SEDAR with the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

**Item 4 Summary of Material Change**

The Company is pleased to announce that it has received Canadian Securities Exchange approval to change its name to Mydecine Innovations Group Inc.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see attached news release.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

David Joshua Bartch  
Telephone: 604-687-2038

**Item 9 Date of Report**

June 1, 2020



**NEWLEAF BRANDS ANNOUNCES  
CORRECTION FURTHER TO NAME AND  
STOCK TICKER SYMBOL CHANGE TO  
MYDECINE INNOVATIONS GROUP INC.  
(CSE: MYCO)**

**Vancouver, BC, June 1, 2020 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:0NF) ("NewLeaf Brands" or the "Company")** announces correction to its news release dated June 1, 2020 with respect to the effective date of the name and symbol ticker change. The Company disclosed that the name and symbol ticker change to take effect on June 2, 2020, however, the Company expects the name and symbol ticker change to take effect on June 5, 2020.

**About NewLeaf Brands**

NewLeaf Brands Inc. is the parent company operating innovative product divisions in the Naturally Sourced Therapies (NST) space. While controlling a variety of Psilocybin and hemp-derived CBD brands that design, manufacture and distribute cutting edge products, NewLeaf Brands Inc. further enhances its portfolio with numerous cultivation properties, retail locations, and other land assets.

NewLeaf Brands Inc. is the progressive and innovative Naturally Sourced Therapies (NST) lifestyle group known around the globe. Focusing on the rapidly emerging psilocybin and psychedelic medicines market, the Company's wholly-owned subsidiary 1220611 B.C. Ltd. (operating as Mydecine Group) ("Mydecine") is a vertically integrated company engaged to utilize the vast medicinal, health and wellness capabilities of the various compounds found in mycology as a whole. Established to parallel the early emergence of the industry, Mydecine aims to be a pioneer in the cultivation, processing, product development, and research and development of mycology's exciting compounds through its three divisions, "Mydecine Farms," "Mydecine Wellness" and "Mydecine Labs." Furthermore, the Company's wholly-owned subsidiaries in the hemp-derived CBD space, We are Kured LLC, Drink Fresh Water LLC, Relyfe Brand LLC, Fresh Water CBD LLC and TeaLief Brand LLC have quickly developed into market leaders and maintain extensive retail and cultivation land investments in the United States.

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  
[info@nabrandstinc.com](mailto:info@nabrandstinc.com)

**For Further Information Contact**

Corporate Communications  
[info@nabrandstinc.com](mailto:info@nabrandstinc.com)  
250-488-6728

**We Are Kured Contact:**

Benjamin Martch  
Founder & CEO  
[www.wearekured.com](http://www.wearekured.com)

**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.



## **NEWLEAF BRANDS ANNOUNCES NAME AND STOCK TICKER SYMBOL CHANGE TO MYDECINE INNOVATIONS GROUP INC. (CSE: MYCO)**

**Vancouver, BC, June 1, 2020 - NewLeaf Brands Inc. (CSE:NLB) (OTC: NLBIF) (FSE:ONF) ("NewLeaf Brands" or the "Company")** is pleased to announce that it has changed its name from NewLeaf Brands Inc. to Mydecine Innovations Group Inc. and its ticker symbol from "NLB" to "MYCO". Subject to approval of the Canadian Securities Exchange (the "CSE"), the Company expects the name and symbol change to take effect on June 2, 2020 when its common shares will begin trading on the CSE under the new name "Mydecine Innovations Group Inc." and new ticker symbol "MYCO".

Pursuant to the Company's recent acquisition of Mydecine Group, the Company's fundamental business continues to be the development of innovative products in the Naturally Sourced Therapies (NST) space, comprised of the hemp, cannabis, and psilocybin markets. Accordingly, the company believes that the name and ticker symbol change reflects an initiative to align the Company's brand with this new strategic focus. The name change was approved by the board of directors on May 26, 2020.

No action is required by existing shareholders with respect to the name and ticker symbol change. Certificates representing common shares of NewLeaf Brand Inc. will not need to be exchanged as a result of the name change.

### **About NewLeaf Brands**

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**On Behalf of the Board of Directors**

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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.