



April 9, 2020

British Columbia Securities
Commission Alberta
Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Notice of Resignation of Auditor

In accordance with National Instrument 51-102 ("51-102"), TRUE LEAF BRANDS INC., (the "Company") hereby gives notice that effective March 26, 2020:

1. The Company received resignation in writing from Deloitte LLP resigning as independent auditors of the Company effective March 26, 2020, with such resignation being made on Deloitte LLP's own initiative;
2. Deloitte LLP has not issued any adverse, qualified opinion or denial of opinion on the annual financial statements of the Company for the two fiscal years preceding the date of this Notice or any similar reservation on interim financial information for any subsequent period preceding the date of this Notice;
3. The Company's Board of Directors have accepted the resignation of Deloitte LLP as the Company's auditors; and
4. There have been no reportable events as defined by 51-102, including reportable disagreements or unresolved issues between the Company and Deloitte LLP, over any audit conducted over the most recent fiscal year ended March 31, 2019 and any subsequent period preceding the date of this Notice. There have been no reportable consultations between the Company and the successor auditor during this period.

Respectfully,

TRUE LEAF BRANDS INC.

Per: "Jennifer Pace"
Jennifer Pace, Interim CFO

True Leaf Brands Inc.
CANADA CSE: MJ • GERMANY FSE: TLA • USA OTCQX: TRLFF

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