

AMENDMENT AGREEMENT

THIS AGREEMENT dated for reference the 30th day of May, 2018.

BETWEEN:

THE GOODFELLAS GROUP LLC, 216-A 4th Street, Santa, Ana,
California, USA, 92701

(the "Assignor")

OF THE FIRST PART

AND:

GF Group Inc., 2060 Placentia Avenue, Ste. A-4, Costa Mesa, California,
USA, 92627

(the "Assignee")

OF THE SECOND PART

WHEREAS:

- A. Assignor and Assignee entered into an assignment agreement dated April 30, 2018 (the "Assignment Agreement"); and
- B. The parties mutually wish to amend the Assignment Agreement to correct an error in the Assignee's corporate name, to properly attach Schedule "A" thereto and to extend the timing for certain payments due from the Assignee to the Assignor thereunder.

NOW THEREFORE, in consideration of the mutual premises and the respective covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, Assignor and Assignee agree as follows:

1. ONE AGREEMENT

The Assignment Agreement, as amended hereby, will continue in full force and effect and this Amendment Agreement will have effect so far as practicable as if all the provisions of the Assignment Agreement and of this Amendment Agreement were contained in the one instrument.

2. DEFINITIONS

Except as otherwise specified herein, all capitalized terms defined in the Assignment Agreement will have the same meaning when used in this Amendment Agreement.

3. AMENDMENTS TO ASSIGNMENT AGREEMENT

Effective as of the date hereof, the Assignment Agreement is hereby amended as follows:

- (a) The references in the Assignment Agreement to the Assignee as “GF, Inc.” shall be corrected to reference “GF Group Inc.”, being the proper corporate name of the Assignee.
- (b) Recital A of the Assignment Agreement is deleted in its entirety, is of no further force and effect, and is replaced with the following:

“A. The Assignor is a party to certain exclusive branding agreements representing 23 different brands, as more particularly set forth in Schedule “A” hereto (the “Branding Agreements”); and”

- (c) Subsection 1.3(b) shall be deleted in its entirety and replaced as follows:

“(b) pay to the Assignor the sum of \$78,000 on or before May 4, 2018 and the sum of \$32,000 on or before May 29, 2018; and”

- (d) The reference to “\$150,000” in subsection 1.3(c) shall be deleted and replaced with a reference to “\$140,000”.
- (e) The reference in Section 4.1 to the “Province of British Columbia” shall be deleted and replaced with a reference to the “State of California”.
- (f) Section 5.2 be added to the Assignment Agreement following Section 5.1 as follows:

“5.2 In the event that any of the Branding Agreements is terminated or ceases to have effect on or before the date of the payment by the Assignee of the final cash payment contemplated by Section 1.3(c) hereof, the Assignor shall have the obligation to use its commercially reasonable efforts to replace such Branding Agreement with a comparable agreement either assigned by the Assignor to the Assignee or to be entered into with the Assignee directly as sourced by the Assignor.”

- (g) Appendix “I” attached hereto be added to the Assignment Agreement as Schedule “A” as if it had always been attached to the Assignment Agreement.

4. GOVERNING LAW

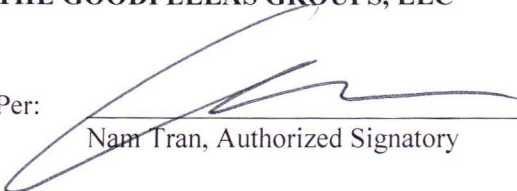
This Amendment Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and the courts of such Province will have jurisdiction over any dispute arising under this Agreement.

5. COUNTERPARTS

This Amendment Agreement may be executed in two or more counterparts, each of which will be deemed to be an original and all of which will constitute one agreement, effective as of the reference date given above.

IN WITNESS WHEREOF the parties hereto have hereunto executed this Agreement as of the day and year first above written.

THE GOODFELLAS GROUPS, LLC

Per: 

Nam Tran, Authorized Signatory

GF GROUP INC.

Per: _____
James Pakulis, Authorized Signatory

IN WITNESS WHEREOF the parties hereto have hereunto executed this Agreement as of the day and year first above written.

THE GOODFELLAS GROUPS, LLC

Per: _____
Nam Tran, Authorized Signatory

GF GROUP INC.

Per: _____
James Pakulis, Authorized Signatory

APPENDIX "I" TO THE AMENDMENT AGREEMENT

SCHEDULE "A"

REDACTED: List of Contractors and Brands assigned,
as well as dates and terms of agreement due to
confidentiality restrictions.