

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**ITEM 1. Name and Address of Company**

New Leaf Ventures Inc. (the “**Company**”)  
2200 - 885 West Georgia Street  
Vancouver, British Columbia V6C 3E8

**ITEM 2. Date of Material Change**

June 19, 2020

**ITEM 3. News Release**

The Company disseminated a news release in respect of the material change on June 18, 2020 via GlobeNewswire. The news release was filed on SEDAR on June 18, 2020.

**ITEM 4. Summary of Material Change**

On June 19, 2020, the Company amended the terms of certain common share purchase warrants originally issued on February 26, 2019 (the “**Warrants**”). The exercise price of an aggregate of 12,000,000 Warrants were amended to increase the exercise price from \$0.05 per common share of the Company (each, a “**Common Share**”) to \$0.25 per Common Share (the “**Warrant Repricing**”). All other provisions of the Warrants remain unchanged, including the expiry date of February 26, 2021.

As consideration for the Warrant Repricing, the Company issued to the holders of Warrants (the “**Holders**”) an additional 12,000,000 common share purchase warrants (the “**Additional Warrants**”), whereby each Additional Warrants entitles the Holder to purchase one Common Share at an exercise price of \$0.40 per Common Share for a period of twenty-four (24) months from the date of issuance. In addition as consideration for the Warrant Repricing, the Warrants are no longer be subject to escrow.

**ITEM 5. Full Description of Material Change**

On April 30, 2020, the Company amended the terms of certain Warrants. An aggregate of 12,000,000 Warrants were initially issued at an exercise price of \$0.05 per Common Share in connection with a non-brokered private placement of units. The Company amended the exercise price of the Warrants such that the Warrants now have an exercise price of \$0.25 per Common Share. All other provisions of the Warrants remain unchanged, including the expiry date of February 26, 2021.

As consideration for the Warrant Repricing, the Company issued to Holders an additional 12,000,000 Additional Warrants, whereby each Holder shall receive one (1) Additional Warrant for every one (1) Warrant currently held. The Additional Warrants entitles the Holder to purchase one Common Share at an exercise price of \$0.40 per Common Share for a period of twenty-four (24) months from the date of issuance. In addition as consideration for the Warrant Repricing, the Warrants are no longer be subject to escrow pursuant to the voluntary escrow agreement entered into between the Company, the Holders and Odyssey Trust Company dated April 30, 2020. As further consideration for the Warrant Repricing, the Company released the Warrants from voluntary escrow effective June 19, 2020 (under which such voluntary escrow, the Warrants were

otherwise to be released in tranches over a period of five months following listing of the Common Shares).

All of these Holders consented to the Warrant Repricing.

**ITEM 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

This report is not being filed on a confidential basis.

**ITEM 7. Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. Executive Officer**

For further information, please contact:

Name: Michael Stier, President and Chief Executive Officer  
Telephone: (778) 930-1321

**ITEM 9. Date of Report**

June 24, 2020

**Forward Looking Statement**

*This material change report contains statements and information that, to the extent that they are not historical fact, may constitute “forward-looking information” within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. In some cases, forward-looking statements can be identified by terms such as “may”, “would”, “could”, “will”, “likely”, “except”, “anticipate”, “believe”, “intend”, “plan”, “forecast”, “project”, “estimate”, “outlook”, or the negative thereof or other similar expressions concerning matters that are not historical facts. Examples of such statements include, but are not limited to, statements with respect to the objectives and business plans of the Company; obtaining required regulatory approvals; the exercise of the Warrants; the intention to grow the Company’s business and operations; the competitive conditions of the industries in which the Company operates; and laws and any amendments thereto applicable to the Company.*

*Forward-looking information is based on the assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking information contained in this material change report include, but are not limited to, failure to obtain regulatory approvals or permits and the Company’s ability to secure financing on reasonable terms.*

*Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, including, without limitation, risks relating to the future business plans of the Company; risks relating to failure to obtain regulatory approvals or permits; risks that the Company will not be able to secure financing on reasonable terms or at all, as well as all of the other risks as described in the Company’s management discussion and analysis for year ended December 31, 2019 under the heading “Risks and Uncertainties”. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking information speaks only as of the date on which such statement is made. New factors*

*emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information. The Company does not undertake any obligation to update any forward-looking information to reflect information or events after the date on which it is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws.*

*The CSE does not accept responsibility for the adequacy or accuracy of this material change report.*