



Suite 810-789 West Pender Street
Vancouver, BC V6C 1H2
Telephone: 604-687-2038

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

RE: Second Tranche Closing of Closing of Non-Brokered Private Placement of Common Shares

Dated: August 1, 2019

Newleaf Brands Inc. (the “**Listed Issuer**”) hereby certifies to CSE that the Listing Issuer has received the full Placement subscription funds for the first tranche of the Private Placement in the amount of \$350,397.

NEWLEAF BRANDS INC.

Date: August 1, 2019

Signed: “David Joshua Barch”
(Signature)

David Joshua Barch
(Print Name)

President & CEO
(Print Office)