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TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

RE: Closing of ReLyfe and TeaLief Acquisitions

Dated: August 13, 2019

Newleaf Brands Inc. (the “**Listed Issuer**”) hereby certifies to CSE that the Listing Issuer has closed the above-referenced acquisitions. As per considerations of the ReLyfe and TeaLief share purchase agreements, the Issuer will issue 16,866,382 common shares to the vendors and pay a finder’s fee of 1,686,638 in common shares to an arm’s length party in connection with the closing the above-referenced acquisitions.

NEWLEAF BRANDS INC.

Date: August 13, 2019

Signed: “David Joshua Bartch”

(Signature)

David Joshua Bartch

(Print Name)

President & CEO

(Print Office)