

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

NEWLEAF BRANDS INC. (the "Issuer").

NLB

Date: April 7, 2020 Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 33,438,205.

Pricing

Date of news release announcing proposed issuance: April 7, 2020 or

Date of confidential request for price protection: April 7, 2020.

Closing Market Price on Day Preceding the news release: \$0.095 or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: To be provided on final

Issued and outstanding securities following issuance: To be provided on final

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement - N/A

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into a letter of intent (the “LOI”) dated April 6, 2020 with Mydecine Group (“Mydecine”) to acquire 100% of all of the issued and outstanding share capital of Mydecine for USD \$850,000, payable in common shares in the capital of the Company (the “Transaction”).

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Pursuant to the LOI, the Company will purchase 100% of the issued and outstanding shares in the capital of Mydecine for USD \$850,000, payable in common shares in the capital of the Company. The Company will pay a finder’s fee for the transaction. The Company will look to close the transaction following the completion of the due diligence investigations. Closing is subject to definitive documentation and applicable regulatory approvals.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

To be provided on final.

- (a) Total aggregate consideration in Canadian dollars:
- (b) Cash:
- (c) Securities (including options, warrants etc.) and dollar value:
- (d) Other:
- (e) Expiry date of options, warrants, etc. if any:
- (f) Exercise price of options, warrants, etc. if any:
- (g) Work commitments:

3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase was determined by the Issuer based on an assessment of the fair market value of Mydecine.

4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

N/A

5. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
<u>TO BE PROVIDED ON FINAL.</u>						

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Customary representation and warranties of title under the Agreement and management due diligence

7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **To be provided on final.**

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____

- (b) Cash _____

- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .
8. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.
- N/A**
9. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.
- N/A**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 7, 2020.

David Joshua Bartch
Name of Director or Senior
Officer

"David Joshua Bartch"
Signature

Chief Executive Officer
Official Capacity