

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

LeenLife Pharma International Inc. (the "Company")
Suite 380 - 580 Hornby Street
Vancouver, British Columbia
V6C 3B6

Item 2: Date of Material Change

December 14, 2016

Item 3: News Release

A news release announcing the material change was issued and disseminated on December 14, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The Company has completed a non-brokered private placement of 9,335,000 units of the Company at a price of \$0.10 per unit for gross proceeds of \$933,500. Each unit was sold at a price of \$0.10 and consists of one common share of the Company (each, a "**Common Share**"), and one common share purchase warrant (each a "**Warrant**"). Each Warrant will be exercisable into one Common Share at a price of \$0.15 per Common Share for a period of two (2) years from closing of the Private Placement.

Item 5.1: Full Description of Material Change

See attached Schedule "A".

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No information has been omitted.

Item 8: Executive Officer

For further information, please contact
Stan Lis, and Director
Telephone at 778-688-1799

Item 9: Date of Report

December 15, 2016

SCHEDULE "A"

LeenLife Pharma International Closes First Tranche of Private Placement

December 14, 2016

CSE - LLP

Vancouver, B.C. – LeenLife Pharma International Inc. (the "**Company**") is pleased to announce that it has closed a first tranche (the "**First Tranche**") of a non-brokered private placement offering (the "**Private Placements**") of Units (as defined below).

The closing of the First Tranche resulted in gross proceeds to the Company of \$933,500 from the sale of 9,335,000 units of the Company (the "**Units**"). The proceeds realized from the First Tranche will be used for general corporate and working capital purposes.

The Company wishes to increase the Private Placement and expects to close a second tranche of approximately \$300,000 on or about January 15, 2017 (the "**Second Tranche**") which would bring the aggregate proceeds to approximately \$1,233,500.

Each Unit was sold at a price of \$0.10 and consists of one common share of the Company (each, a "**Common Share**"), and one common share purchase warrant (each a "**Warrant**"). Each Warrant will be exercisable into one Common Share at a price of \$0.15 per Common Share for a period of two (2) years from closing of the Private Placement.

One insider of the Company subscribed for a total of 1,500,000 Units, for aggregate subscription proceeds of \$150,000, constituting a "related party transaction" as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemptions from the formal valuation and minority approval requirements under MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval relying on sections 5.7(1)(a) and (b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Shares nor the consideration received in respect thereof from interested parties exceeds \$2,500,000, (ii) the Company has one or more independent directors who are not employees of the Company, and (iii) all of the independent directors have approved.

All securities issued in the First Tranche are subject to a statutory hold period of four months and one day from the distribution date. Certain registered brokers were paid a cash fee equal to 9% of the gross proceeds they raised in the First Tranche.

About LeenLife

LeenLife has acquired a proprietary process to isolate omega-3 fatty acids from flax seeds. LeenLife products have been developed and researched for over 17 years. For additional information see our website at <http://leenlifepharma.com>.

For more information, please contact:

Stan Lis, CEO

Tel: 604 764-0518

E-mail: slis@leenlifepharma.com

FORWARD LOOKING STATEMENTS

Certain statements included in this press release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. In particular, there is no guarantee that the Second Tranche will be completed or if completed, will be completed up to a certain amount.

Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that such forward-looking statements will materialize, including the Second Tranche. Factors that could cause actual results to differ materially from those in forward looking statements include, the timing and receipt of government and regulatory approvals, and continued availability of capital and financing and general economic, market or business conditions, loss of key directors, employees, and consultants and fees charged by service providers. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities laws.