

## Golden Leaf Announces Signing of Definitive Agreement for Strategic Acquisition in Canada

**TORONTO, ONTARIO--(Marketwired – June 27, 2017)** – Golden Leaf Holdings Ltd. (“GLH” or the “Company”) (CSE:GLH) (OTCQB:GLDFF), a leading cannabis oil solutions company built around recognized brands, is pleased to announce that it has entered into a definitive agreement in connection with its previously announced acquisition (the “Acquisition”) of all of the issued and outstanding shares of Medical Marihuana Group Corporation (“MMGC”) and Medical Marihuana Group Consulting Ltd. (“MMCC”). MMGC has filed an application with Health Canada for a cultivation license. MMGC does not currently have any substantial operations and it will not be able to engage in the production of marijuana until it receives the cultivation license.

In connection with the Acquisition, (i) GLH will acquire all of the outstanding shares of MMGC for consideration of C\$10,000,000, which will be satisfied through the issuance of 35,714,286 common shares of the Company (“Common Shares”) at a price of C\$0.28 per share; and (ii) GLH will indirectly acquire all of the outstanding shares of MMCC for consideration of up to C\$5,000,000 (the “**Contingent Consideration**”), which amount will be payable in the event that certain gross sales targets are met within 18 months of marketing efforts commencing in Canada of GLH branded products (the “**Earn-in Period**”). The Contingent Consideration is payable in Common Shares at a price of C\$0.28 per share.

AC Group Financial Inc. is acting as an advisor to the Company in connection with the Acquisition and the three other previously announced acquisitions being undertaken by the Company.

Further to GLH’s previously announced strategic acquisition program, the Acquisition is expected to drive financial and shareholder value. The Acquisition represents a strategic acquisition for GLH and is expected to provide benefits to the Company, including:

- Access for the GLH brand platform into the rapidly expanding Canadian and international marketplaces;
- An international footprint across North America with access to the global marketplace through Canada;
- Opportunity for GLH to participate in the Canadian marketplace, which is anticipated to become fully legalized in 2018; and

- Leverage for GLH's growing, extraction, refining, sales and marketing expertise to provide a competitive advantage and head start with cannabis oil and related products in the Canadian market.

Don Robinson, Golden Leaf's CEO, commented, "The acquisition of Medical Marijuana Group provides our company and shareholders with a significant opportunity to become one of the first global companies to operate across North America and international markets through Canada. GLH will leverage its location in Canada to develop and open up new market opportunities, including expanding branded oils, edibles and flower into the Canadian marketplace. The objective is to build a robust product portfolio positioned for targeting both medical patients and adult-use with expected recreational legalization in 2018."

#### **About Golden Leaf Holdings:**

Golden Leaf Holdings Ltd. is one of the largest cannabis oil and solution providers in North America. It's a leading cannabis products company in Oregon built around recognized brands. GLH leverages a strong management team with cannabis and food industry experience to complement its expertise in extracting, refining and selling cannabis oil.

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