

Form 45-106F6***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information**Item 1: Issuer/underwriter name and contact information**

ISSUER: GOLDEN LEAF HOLDINGS INC.
400-1235 BAY STREET
TORONTO, ONTARIO, CANADA
M5R 3K4
www.goldenleafholdings.com

Item 2: Reporting issuer status

The issuer is not a reporting issuer.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input checked="" type="checkbox"/> Other (supply of medical marijuana) |
| <input type="checkbox"/> Industrial | |

Item 4: Insiders and promoters of non-reporting issuers

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Rick Miller	Director	1,000,000 common shares	USD\$1,000,000
Andy Hartogh	Director	1,925,000 common shares	CDN\$38,500
Don Robinson	Director/CEO	1,555,220 common	333,000 common shares

		shares	were gifted
			1,222,220 common shares for USD\$1,222,220
Philip van den Berg	Director	1,000,000 common shares	Shares were gifted
Elijah Cohl	Director	175,000 common shares	Shares were gifted
Sam Pillersdorf	Director	1,645,500 common shares	268,000 common shares were gifted
			1,377,000 common shares for CDN\$275,400

Details of distribution

Item 5: Distribution date

Distribution Date for Common Shares: October 1, 2015

Distribution Date for Convertible Debentures: October 1, 2015

Item 6: Number and type of securities

Type of Security Distributed: Common Shares

Total # of Common Shares Distributed: 1,047,000

Type of Security Distributed: Convertible Debentures

Total # of Convertible Debentures Distributed: 4

Terms of Convertible Debentures: 12% convertible debenture that matures on the second year anniversary of the date it is issued. The debenture will be guaranteed by Golden Leaf Holdings Inc. wholly owned subsidiaries.

Item 7: Geographical information about purchasers

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BRITISH COLUMBIA	1	1.3242 ¹	47,671.20
	1	1.3242 ¹	52,968.00
ONTARIO	1	1.3242 ¹	132,420.00
	3	1.3242 ¹	1,655,250.00
UNITED STATES	10	1.3242 ¹	1,206,346.20
Total number of Purchasers	16		
Total dollar value of distribution in all jurisdictions (Canadian \$)			3,094,655.40

Note 1: Table is being completed using Bank of Canada noon exchange rate of 1.3242 for October 1, 2015.

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Radical Capital Ltd. 1625-1185 W. Georgia St., Vancouver, B.C., Canada, V6E 4E6	N/A	36,000 common shares	\$47,671.20 (using noon exchange rate of 1.3242)	Section 2.3 of NI 45-106	2015-10-01
La Prima Investments Ltd. 491 Eglinton Ave., Suite 401, Toronto, Ontario, M5N 1A8	N/A	1 Convertible Debenture	1,324,200.00 (using noon exchange rate of 1.3242)	Section 2.3 of NI 45-106	2015-10-01

Commissions and finder's fees**Item 9: Commissions and finder's fees**

None.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: OCTOBER 9, 2015

GOLDEN LEAF HOLDINGS INC.

Name of Issuer

Philip van den Berg, Director
1-503-388-7693

Philip van den Berg

Signature

Item 10: Contact information

David Ellison
Ellison Law Professional Corporation
181 University Avenue
Toronto, Ontario, Canada
M5H 2X7

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581