

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 1-U

CURRENT REPORT PURSUANT REGULATION A

Date of Report (Date of earliest event reported) August 19, 2020



True Leaf Brands Inc.

(Exact name of registrant as specified in its charter)

British Columbia	000-00000
State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)
000-00000	100 Kalamalka Lake Road, Unit 32, Vernon, British Columbia V1T 9G1
(I.R.S. Employer Identification No.)	(Full mailing address of principal executive offices)
	778-389-9933
	Issuer's telephone number, including area code
Title of each class of securities issued pursuant to Regulation A:	Common Shares
	Common Shares

Item 9. Other Events

Press Release

On August 19, 2020, True Leaf Brands Inc. (the "Issuer") issued a release to announce True Leaf Enters into Asset Purchase Agreement to Sell True Leaf Pet Inc.

Item 10. Exhibits

[15.1](#) [Press Release dated August 19, 2020](#)

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

True Leaf Brands Inc.

By: /s/ Allen Fujimoto
Allen Fujimoto
Interim Chief Executive Officer and Chief Restructuring Officer

Date: August 19, 2020



True Leaf Brands Inc.
32 - 100 Kalamalka Lake Road
Vernon, BC V1T 9G1 Canada

1-778-475-5323
info@trueleaf.com
www.trueleaf.com

TRUE LEAF ENTERS INTO ASSET PURCHASE AGREEMENT TO SELL TRUE LEAF PET INC.

Vernon, BC - August 19, 2020 - True Leaf Brands Inc. (CSE: MJ) (OTC Pink: TRLFF) (FSE: TLA) ("**True Leaf**") announced today that, as part of the sales process approved by Order of the British Columbia Supreme Court (the "Court") made on May 13, 2020, True Leaf Pet Inc. ("**TLP**") has entered into a purchase and sale agreement dated August 11, 2020, with 4033001 and Hemp Technology Inc. for the sale of substantially all of the assets of TLP (the "**Sale Agreement**").

The closing of the transaction pursuant to the Sale Agreement (the "**Transaction**") is subject to approval by the Court of the Transaction within 30 days of the execution date. The hearing for approval of the Transaction has been set before the Court for hearing on August 28, 2020. Once the Transaction has been approved by the Court, the Transaction is expected to close by September 14, 2020.

This purchase and sale agreement complements True Leaf's efforts to restructure the Company, refinance debt and raise funds. On July 31, 2020, True Leaf and its subsidiaries obtained Orders from the Court extending the stay of proceedings in the companies' restructuring proceedings under the Bankruptcy and Insolvency Act (Canada). The stay of proceedings has been extended to September 15, 2020. During this period, True Leaf continues to actively pursue further asset sales, recapitalization alternatives, and potential strategic partnerships to solidify its financial standing moving forward.

About True Leaf

True Leaf Brands Inc. is a wellness company for both people and their pets.

True Leaf Cannabis Inc., a division of True Leaf Brands Inc., is a Licensed Producer and owns True Leaf Campus, an 18,000 square foot facility located on a 40-acre site zoned for the cultivation, processing, and sale of cannabis, as well as general industrial use, in Lumby, British Columbia.

True Leaf Pet Inc., also a division of True Leaf Brands Inc., is a global pet care company offering plant-focused wellness products that improve the quality of life for companion animals. The company is guided by its mission to "Return the Love" which was inspired by the unconditional love that pets give us every day.

www.trueleaf.com

Investor Contact:

Allen Fujimoto
Interim CEO and Chief Restructuring Officer
allen@trueleaf.com
778-475-5323 x301

Media Inquiries: media@trueleaf.com

Forward-Looking Statements

This news release contains forward-looking statements, and management may make additional forward-looking statements in response to your questions. Such written and oral disclosures are made pursuant to the Safe Harbor provision of the *Private Securities Litigation Reform Act of 1995* and True Leaf hereby claims such safe harbour protection for all forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements regarding the Company's conclusion of a successful restructuring process. The statements are dependent on a number of assumptions and risk factors, which include, but are not limited to, (i) the outcome of the review process of all strategic alternatives available to the Company, (ii) the ability of the Company to submit a proposal acceptable to its creditors; (iii) the ability of the Company to continue its activities; (iv) the ability of the Company to secure additional funds, (v) general business and economic uncertainties, (vi) third party events and adverse market conditions and (vii) those risks set out in the Company's public documents filed on SEDAR. Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected effects on True Leaf. These forward-looking statements are made as of the date of this press release. Except as required by applicable securities legislation, the Company assumes no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved of the contents of this press release.
