
**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) January 6, 2021



True Leaf Brands Inc.

(Exact name of registrant as specified in its charter)

British Columbia

State or other jurisdiction of incorporation or organization

000-00000

(I.R.S. Employer Identification No.)

100 Kalamalka Lake Road, Unit 32, Vernon, British Columbia V1T 9G1

(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

Item 9. Other Events

Press Release

On January 6, 2021, True Leaf Brands Inc. (the "**Issuer**") issued a release to announce Private Placement of Equity and Entry into Consulting Agreement.

Item 10. Exhibits

[15.1](#) [Press Release dated January 6, 2021](#)

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/ Darcy Bomford
Darcy Bomford
Interim Chief Executive Officer and Corporate Secretary

Date: January 6, 2021

True Leaf Brands Inc. Announces Private Placement of Equity and Entry into Consulting Agreement

January 6, 2021 - Vernon, BC - True Leaf Brands Inc. ("**True Leaf**" or the "**Company**") (CSE: MJ) (OTC Pink: TRLFD) (FSE: TLAA) is pleased to announce a proposed non-brokered private placement offering to raise gross proceeds of not less than CAD \$150,000 up to CAD \$1.0 Million (the "**Offering**"). Under the terms of the Offering, the Company will offer for sale a minimum of 416,667 common shares up to a maximum of 2,777,778 common shares at CAD \$0.36 per share. The Offering may close in one or more tranches on or before January 31, 2021.

At this time, the Company does not anticipate any related parties will subscribe for shares under the Offering. Therefore, the Offering does not constitute a "related party transaction" as defined in *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* which has been incorporated by the policies of the Canadian Securities Exchange (the "**CSE**").

The Offering will be conducted in reliance upon certain prospectus exemptions. The Company may pay finder's fees in connection with this placement of up to 10% of the gross proceeds raised by eligible finders in cash or common shares.

The Company anticipates utilizing the net proceeds of the placement for working capital and general corporate purposes.

All of the securities issued pursuant to this Offering will be subject to a four (4) month hold period mandated by applicable securities laws and will be legended accordingly. Completion of the Offering is subject to receipt of all required CSE, regulatory and other approvals.

In addition to the foregoing, True Leaf entered into an initial consulting agreement (the "**Agreement**") with 420 Consulting Ltd. for work completed to date and ongoing work to be completed in January 2021 or the first quarter of 2021 (the "**Services**"). Pursuant to the terms of the Agreement, for Services rendered, the Company has agreed to issue 222,222 common shares of the Company at a price of \$0.36 per share. The common shares issued under the Agreement will be subject to a four month and a day hold period from the date of issue.

About the Company

True Leaf Brands Inc. is a wellness company. True Leaf Cannabis Inc., a division of True Leaf Brands Inc., is a Licensed Producer and owns True Leaf Campus, an 19,500 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.

Investor Contact:

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Cautionary and Forward-Looking Statements

Certain information in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. Forward-looking information includes, but is not limited to, statements with respect to the Offering, such as the expected use of the net proceeds of the funds received. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of True Leaf to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; regulatory risks; and other risks related to the cannabis industry. Forward-looking statements in this press release are expressly qualified by this cautionary statement.

The forward-looking statements in this press release are made as of the date of this press release, and the Company undertakes no obligations to update publicly or to revise any of the included forward-looking statements, whether because of new information, future events or otherwise, except as expressly required by applicable securities law.

This press release shall not constitute an offer to sell, nor the solicitation of an offer to buy, any securities in the United States, nor shall there be any sale of securities mentioned in this press release in any state in the United States in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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