



Nextleaf Solutions Ltd.
Management's Discussion & Analysis
For the three months ended
December 31, 2024

NEXTLEAF SOLUTIONS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following discussion and analysis of the financial condition and results of operations of Nextleaf Solutions Ltd. ("Nextleaf" or the "Company") for the three months ended December 31, 2024, should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended December 31, 2024, and the annual audited consolidated financial statements for the year ended September 30, 2024, and the notes thereto (collectively, the "financial statements"). The financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A are expressed in Canadian dollars, or as otherwise indicated.

The information contained herein is presented as at **March 3rd, 2025** (the "MD&A Date").

Additional information relating to the Company is filed with Canadian securities regulatory authorities (www.sedarplus.ca) and on the Company's website at www.nextleafsolutions.com.

For the purposes of preparing this MD&A, Management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Nextleaf's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking information" and "forward-looking statements." All statements other than statements of historical fact contained in this MD&A, without limitation, those regarding the future financial position and results of operations, strategy, plans, objectives, goals, targets and future developments of the Company in the markets where the Company participates or is seeking to participate, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements.

Forward-looking statements include, without limitation, the information concerning possible or assumed future results of operations of Nextleaf set out throughout this MD&A, including statements regarding: the Company's revenue, sales, income, profitability, expectations regarding the market for cannabis products; the Company's expectations regarding legislation, regulations and licensing related to the import, export, processing and sale of cannabis products by the Company; the ability to enter and participate in international market opportunities; the ability to secure dried cannabis inventory through long-term supply contracts or otherwise; intellectual property and patent value; product diversification and future corporate development; anticipated results of research and development; production capacity expectations including discussions of plans or potential for expansion of capacity at existing or new facilities; and expectations with respect to future expenditures and capital activities.

These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A 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 consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies, and the Company's ability to operate on a profitable basis.

RISKS AND UNCERTAINTIES

Risk is inherent in all business activities and cannot be entirely eliminated. An investment in the Company's common shares involves risk. Investors should carefully consider the risks and uncertainties described below and in other continuous disclosure documents as filed by the Company with Canadian securities regulators which may not be a comprehensive list of risks and uncertainties as additional risks and uncertainties, including those unknown by the Company at this time, or are currently considered immaterial, may exist, and other risks may apply.

There are many external factors that can adversely affect general workforces, economies, and financial markets globally. For example, and not limited to, political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company's business or ability to raise funds.

COMPANY OVERVIEW

Nextleaf® is an innovative cannabis processor and life science firm with a portfolio of federally regulated emerging consumer brands, market validated cannabis derivative products, and high-potency bulk ingredients. Nextleaf's multi-patented, highly automated, closed loop extraction and distillation technology sets the global standard for processing cannabis at scale. With coast-to-coast distribution, Nextleaf brands are sold through both medical and recreational channels and includes acclaimed legacy-era brand *Glacial Gold™*, and *High Plains Cannabis™*.

Nextleaf is a global leader in cannabinoid innovation and intellectual property. The Company has been issued several U.S. patents issued, and several more patents issued globally, on cannabinoid processing including extraction, distillation, and acetylation. Nextleaf's patented ingredient processing technology transforms unsold cannabis and hemp biomass into high-purity distillate at an industrial scale.

The Company sells its branded cannabinoid vapes, oils, and softgels to the British Columbia Liquor Distribution Branch ("BCLDB"), Ontario Cannabis Store ("OCS"), Nova Scotia Liquor Commission ("NSLC"), Manitoba Liquor & Lotteries ("MBLL") National Cannabis Distribution in Saskatchewan, and across Canada through multiple medical platforms, select pharmacies.

As announced on December 23, 2024, the Company is also expanding its distribution in the prairie provinces by integrating additional partners to service Saskatchewan based retailers. Lineage Distribution, currently servicing the Company in Manitoba and the northern Provinces, will now complement the existing distribution network established in Saskatchewan.

Through its wholly-owned subsidiary Nextleaf Labs Ltd. ("Nextleaf Labs"), the Company holds a Standard Processing License from Health Canada that authorizes the sale of cannabis products directly to government distributors and authorized retailers across Canada. Nextleaf Labs has received all necessary sales amendments, removing restrictions on sale of any class of cannabis products including dried flower, pre-rolls, vapes, softgels capsules, edibles, ingestible oils, and other extracts. Nextleaf develops cannabinoid-based formulations and delivery technology through its Health Canada Research License with sensory evaluation of cannabis via human testing.

The Company's common shares are listed for trading on the Canadian Securities Exchange (the "Exchange") under the trading symbol "OILS", on the OTCQB Market in the United States under the symbol "OILFF".

The Company was incorporated under the Business Corporations Act of British Columbia (the "BCBCA") on December 8, 2016, under the name "1099582 B.C. Ltd.". The Company changed its name to "Legion Metals Corp." on March 28, 2017, and to "Nextleaf Solutions Ltd." on March 14, 2019. The Company's head office is located at #3 – 68 Schooner Street, Coquitlam, British Columbia, V3B 7B1 and its registered and records office is located at #600 – 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

OVERALL PERFORMANCE

For the three months ended December 31, 2024, and through to the MD&A Date, the Company's performance includes key milestones as listed below. Performance drivers for fiscal Q1 2025 are driven by a strategic shift toward higher-margin products and enhanced supply chain efficiencies. The Company optimized its pricing strategy and product mix, prioritizing consumer packaged goods over bulk distillate sales. This transition contributed to improved gross profit margins and strengthened the Company's competitive positioning in the market. Additionally, manufacturing sourcing optimization played a significant role in reducing costs, as the Company secured more favorable supplier pricing. These initiatives, combined with continued operational improvements, contributed to a more efficient cost structure and enhanced profitability for the quarter. In addition, the Company utilized the available processing capacity by offering toll processing services, which contributed to cost efficiency.

According to Headset Sales Data (December 6, 2024), Glacial Gold has consistently ranked as the Top Softgel Brand in Alberta and B.C. through December 2024, and continues to be a Top 5 brand in Ontario. "Glacial Gold has earned its reputation as a reliable option for either experienced cannabis users or those exploring the cannabis landscape" quotes Headset data analytics platform (December 2024). The report highlights significant gains in the Company's Oil category dominance in B.C., alongside brand loyalty and a strong growth trend nationally. It highlights growing interest in balanced and minor cannabinoid products, as well as the need for continual innovation within the vape and infused preroll category to remain competitive. The Company's recent efforts within the vape and oil category, particularly on minor cannabinoid formulations and convenience-based formats, have been well-received by Provincial Distribution Boards nationwide.

FISCAL Q1 2025 HIGHLIGHTS

- Gross profit of approximately \$1,200,000, representing a 29% increase over the comparative 2024 period. Gross profit margin was 43% (over net revenue), compared to 30% for the comparative 2024 period. Performance drivers were attributable to expanded market presence and increased distribution channels through Alberta and other provinces, and strategically investing in inventory across key categories to boost commercialization efforts and expand territory sales.

- On October 1, 2024, the Company announced 12 new product listings nationally across 5 categories, 8 of which were successfully launched in Q1 2025
 - Glacial Gold Liquid Diamonds Pure Diamonds All-in-One Vape 0.95g
 - Glacial Gold Atmosphere CBN:THC Tart Cherry Vape 1.2g
 - Glacial Gold Atmosphere CBG:THC Melon Baller Vape 1.2g
 - Glacial Gold CBN:CBD 10:10 Softgels 50-pack
 - Glacial Gold CBN:CBD 10:10 Softgels 100-pack
 - Glacial Gold RSO Full Spectrum 5:5 Softgels 100-pack
 - Glacial Gold Atmosphere CBN:THC Oil Drops 35ml
 - Glacial Gold High THC Banger Infused Pre-rolls 3x0.5g
- On October 17, 2024, the Company launched a virtual facility tour of its processing facility in Coquitlam, B.C. The on-demand, self-guided, 4-part tour was made possible by a grant from the Canadian Digital Adoption Program (CDAP). This level of transparency into cannabis processing paired with user navigated content is a first-of-its-kind offered in the Canadian cannabis industry. Nextleaf has been actively integrating digital adoption strategies across all areas of their business to support operational effectiveness, and scaling-up for future growth. In addition to the work completed under the CDAP grant, the Company has also recently invested in ERP software for integration across inventory and accounting, and an EQMS system for quality assurance.
- On December 23, 2024, the Company announced fourteen (14) new product listings under the Glacial Gold brand nationally across four (4) categories including vapes, softgels, oils, and infused prerolls launching through to April 2025. The product pipeline focuses on smokeless ingestible extracts such as softgels and oils, ready-to-consume convenience formats like All-in-One liquid diamond vapes, infused prerolls, and minor cannabinoid formulations (notably CBG and CBN) across multiple categories. These products solidify Nextleaf's market leadership in these emerging segments.
- In January 2025, alongside reporting its fiscal 2024 results, Nextleaf provided an overview of its fiscal 2024 achievements, which included strategic milestones and commercial growth.

2025 OUTLOOK

The Company will prioritize the following strategic initiatives for fiscal 2025:

- Brand Building & Marketing: Implementing strategic marketing campaigns and activations to elevate brand awareness and recognition among Canadian consumers.
- Increasing Points of Distribution: Expanding the number of distribution points within core markets and strengthening retailer relationships.
- Commercialization & Product Development: 15+ new SKUs with target of 50+ new provincial listings.
- Inventory Building: Continued investment into building up inventory, including biomass procurement, through to finished products.
- Operational Efficiency: Improving operational efficiency through the integration of an ERP system.
- Commercial Partners Program Expansion: Achieved through ingredient supply, white labeling, contract manufacturing, and toll processing activities for new and recurring clients.
- International Exploration: Will be initiated into ingredient export opportunities through commercial partners in federally regulated jurisdictions including Europe and South America.

CHANGE IN MANAGEMENT AND BOARD OF DIRECTORS

For the three months ended December 31, 2024 and to the MD&A Date, the Company had the below change to its Executive Officers. There were no changes to the members of the Board of Directors.

- Effective October 1, 2024, Sam Kassem became the permanent CFO of the Company. Previously he was serving as CFO on an interim basis from September 27, 2023. Sam Kassem has been a Director of the Company since December 19, 2023.

DISCUSSION OF OPERATIONS

For the three months ended December 31, 2024 and December 31, 2023

The Company's performance during the three months ended December 31, 2024 and December 31, 2023, is outlined below (amounts are rounded):

	December 31, 2024	December 31, 2023	Change \$
Three months ended	\$	\$	
Revenue	3,853,000	4,122,000	(269,000)
Gross profit	1,238,000	962,000	276,000
Operating expenses	(912,000)	(829,000)	(83,000)
Income and comprehensive income	530,000	133,000	397,000

See "Liquidity and Capital Resources" section below for a discussion on cash flows.

Revenue

Refer to the "Overall Performance" section above for key operational aspects contributing to the increase in revenue over the comparative period and certain preceding quarters.

The Company disaggregated its revenues from the sale of goods between sales of bulk distillate, branded (Glacial Gold) vape pens, oils, and softgels ("branded extract products"), and private label, which includes toll processing and other services.

Revenue stream	Period ended December 31, 2024				Period ended December 31, 2023			
	Bulk distillate	Branded extract products	Private label	Total	Bulk distillate	Branded extract products	Private label	Total
Wholesale	140,179	3,554,022	158,304	3,852,505	518,805	3,158,318	444,570	4,121,693
British Columbia	50,000	2,031,439	5,340	2,086,779	81,552	2,173,920	252,265	2,507,737
Rest of Canada	90,179	1,522,583	152,964	1,765,726	437,253	984,398	192,305	1,613,956
Total	140,179	3,554,022	158,304	3,852,505	518,805	3,158,318	444,570	4,121,693

The Company's revenue growth is driven by sustained momentum across all product categories within the consumer brand portfolio, including vapes, oils, and softgels. The Company substantially increased its distribution Province-wide and achieved successful sell-through of all initial purchase orders, receiving reorders on all items during Q1 2025.

Adjusted earnings before interest, tax, depreciation and amortization (EBITDA)

	December 31, 2024	December 31, 2023
Three months ended	\$	\$
Income and comprehensive income	530,432	132,821
Non-operating Items:		
Depreciation and amortization	67,280	174,126
Interest expense (finance costs)	12,779	15,009
Gain on settlement of accounts payable through issuance of shares	(205,101)	-
Loss provision on receivables	-	941
Income taxes	-	-
EBITDA	405,390	322,897
Non-operating Items:		
Share-based payments expense	-	-
Adjusted EBITDA	405,390	322,897

Certain components of operating expenses for the three months ended December 31, 2024 and December 31, 2023, were as follows (amounts are rounded):

	December 31, 2024	December 31, 2023	Change \$
Three months ended	\$	\$	
Investor relations and marketing	225,000	174,000	51,000
Professional fees and consulting	48,000	142,000	(94,000)
Salaries and fees, net	464,000	312,000	152,000

SUMMARY OF QUARTERLY RESULTS

The following table shows results from the last eight quarters:

Period Ending	Gross Revenue	Income (loss) and comprehensive income (loss)	Basic and Diluted Earnings (loss) Per Share
	\$	\$	\$
December 31, 2024	3,852,505	530,432	0.00
September 30, 2024	3,815,146	(239,675)	(0.01)
June 30, 2024	4,011,992	(317,264)	(0.00)
March 31, 2024	4,618,706	(1,011,873)	0.00
December 31, 2023	4,121,693	132,821	0.00
September 30, 2023	3,295,840	387,640	0.00
June 30, 2023	2,662,626	419,875	(0.00)
March 31, 2023	2,576,657	(25,168)	(0.00)

Fluctuations in quarterly results are not due to significant seasonal variations.

Variations in income (loss) and comprehensive income (loss) for certain of the above periods were affected primarily by the following factors:

- The variance in net income for Q1 2025 (December 31, 2024), compared to Q4 2024 (September 30, 2024) was primarily driven by cost savings, optimized manufacturing processes, and improved supplier sourcing, resulting in a higher gross profit margin.
- Gross revenue of \$3,815,000 in Q4 2024 marks a 16% year-over-year increase, reflecting strong demand and expanded market reach. The 5% decline from the preceding quarter is consistent with typical seasonal fluctuations observed in the industry during late summer.
- Gross revenue from Q3 2024 (June 30, 2024) of approximately \$4,012,000, representing a 51% increase compared to Q3 2023. This significant growth highlights the success of the Company's expanded market presence and increased distribution channels. However, variations in loss for this period were primarily driven by significant share-based payment expenses, which totaled approximately \$914,000, thereby reducing net income. Additionally, the overall economic environment contributed to a decrease in revenue from Q2 to Q3 2024, as market conditions softened, and consumer spending slowed. Additionally, increased marketing and distribution costs, associated with ongoing market expansion, temporarily elevated operating expenses.
- Gross revenue for Q2 2024 (March 31, 2024) of approximately \$4,600,000 was an increase over the comparative period (Q2 2023) of 80% (increase of approximately \$2,042,000), and 12% over the preceding quarter (Q1 2024) (increase of approximately \$500,000). As noted above, revenue growth was attributable to expanded market presence and increased distribution channels. The loss incurred for Q2 2024 however, was attributable to share-based payments expense (non-cash expense) recognized on the grant and vesting of stock options which totaled approximately \$1,054,000. When deducting share-based payments from expenses, the Company would have recognized income for the period of approximately \$43,000, and approximately \$175,000 for the six months ended March 31, 2024.
- The variance in net income for Q1 2024 (December 31, 2023), compared to Q4 2023 (September 30, 2023) was primarily attributable to non-recurring legal fees. Additionally, the variance in net income for Q1 2024 was caused by reduced production capacity due to the holiday season in December. Gross revenue for Q1 2024 of approximately \$4,100,000 was an increase over the comparative period (Q1 2023) by 190% and increased 25% over the preceding quarter (Q4 2023).

LIQUIDITY AND CAPITAL RESOURCES

The Company aims to support further advancement of its business objectives and ensure its ability to meet financial obligations as they come due when managing liquidity and capital.

Cash and working capital

As of December 31, 2024, Nextleaf Solutions Ltd. held \$360,000 in cash, representing a net decrease of approximately \$79,000 over the three month period. The decrease in cash was primarily due to operating expenses, inventory purchases, and working capital fluctuations.

The Company's working capital increased to \$2,216,000, up \$584,000 from September 30, 2024. This improvement was primarily driven by an increase in receivables and prepayments, which more than offset reductions in cash and inventory. Additionally, a net decrease in current liabilities, primarily due to lower payables and accruals, contributed to the overall improvement in liquidity.

While the Company has demonstrated positive working capital growth, its continued ability to generate cash flow from operations remains a priority. The Company is focused on optimizing its cash conversion cycle by enhancing receivables collection, improving inventory management, and maintaining disciplined expense control. Management will continue monitoring liquidity and exploring strategic financing options to support operational growth and long-term sustainability.

Cash flow activities (amounts are rounded):

Three months ended	December 31, 2024	December 31, 2023	Change
	\$	\$	\$
Cash used in operating activities	(48,000)	(452,000)	404,000
Cash used in investing activities	-	(49,000)	49,000
Cash used in financing activities	(31,000)	(30,000)	(1,000)
Change in cash	(79,000)	(531,000)	452,000

- The Company had a net use of cash in operating activities for the quarter and year to date period ended Q1 2025 as a result of a net use of cash in working capital items of approximately \$452,000. This is despite current quarter operating results generating cash flows of approximately \$405,000 inclusive of higher gross profit margins than the comparative period.
- Investing activities included an investment of approximately \$49,000 in new manufacturing equipment and leasehold improvements during the comparative period. Lease payments on the manufacturing facility which accounts for financing activities was comparable period over period.

SHARE CAPITAL INFORMATION

In November 2023, the Company adopted a shareholder rights plan (the "Rights Plan"), which provides for the issuance of one right for each outstanding common share of the Company. Pursuant to the terms of the Rights Plan, any bid that meets certain criteria intended to protect the interests of all shareholders will be deemed a "permitted bid". These criteria require, among other things, that the bid be made by means of a take-over bid circular to all holders of voting shares other than the offeror under the bid and be left open for at least 105 days. In the event a take-over bid fails to meet the permitted requirements of the Rights Plan, the rights issued will entitle shareholders (excluding those involved in the bid) to purchase additional common shares of the Company at a specified exercise price, which is a substantial discount to the market price. The Rights Plan was approved by the Company's shareholders on December 19, 2023.

Issued and Outstanding

As at the MD&A Date, the total issued and outstanding common shares amounted to 166,333,801.

During the three months ended December 31, 2024, the Company issued:

- 1,666,667 common shares at a fair value of \$125,000 (\$0.075 each) in settlement of accounts payable totalling \$330,101 (a gain on settlement of \$205,101 was recognized).

Stock Options

As at the MD&A Date, the Company had 11,585,000 stock options outstanding, with a weighted average exercise price of \$0.16 each.

Warrants

At the MD&A Date, the Company had 6,875,000 warrants outstanding, with a weighted average exercise price of \$0.11 each.

OFF-BALANCE SHEET ARRANGEMENTS

Nextleaf does not engage in off-balance-sheet arrangements.

PROPOSED TRANSACTIONS

There are no proposed transactions as at the MD&A Date.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel compensation

The remuneration of key management for the three months ended December 31, 2024 and December 31, 2023, is as follows:

	December 31, 2024	December 31, 2023
	\$	\$
Directors' fees (professional fees and consulting)	12,000	9,000
Salaries and fees (paid or accrued)	68,250	79,500
	80,250	88,500

Related party balances

As at December 31, 2024 and September 30, 2024, related party balances are as follows:

	December 31, 2024	September 30, 2024
	\$	\$
Prepaid expenses		
Directors' fees	-	1,000
Professional fees and consulting	-	6,875
	-	7,875

CHANGES IN ACCOUNTING POLICIES

New accounting policies

Certain pronouncements have been issued by the IASB or IFRIC that are effective for the Company's accounting period beginning on October 1, 2024. The Company has reviewed these updates and determined that none are applicable or consequential to the Company and have been excluded from discussion within the material accounting policies in the financial statements.

Additionally, the Company did not adopt any new accounting policies during the three months ended December 31, 2024.

Standards issued but not yet effective

IFRS 18, *Presentation and Disclosure in Financial Statements* ("IFRS 18"), which will replace IAS 1, *Presentation of Financial Statements* aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 *Statement of Cash Flows*. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company has not yet determined the impact of these amendments on its financial statements.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

Financial assets:	Classification:	Subsequent measurement:
Cash	Amortized cost	Amortized cost
Trade receivables	Amortized cost	Amortized cost
Deposits	Amortized cost	Amortized cost

Financial liabilities:	Classification:	Subsequent measurement:
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Customer deposits	Other financial liabilities	Amortized cost
Lease liability	Other financial liabilities	Amortized cost

The Company's financial instruments approximate their fair values. The carrying values of cash, trade receivables, deposits, accounts payable and accrued liabilities, and government loan all approximate their fair values due to their short-term nature. The carrying value of the Company's lease liability approximates fair value as it bears a rate of interest commensurate with market rates.

Economic dependence and revenue from sale of goods

Economic dependence

Economic dependence risk refers to the potential risk of relying on a small number of customers, which can significantly impact the Company's financial performance. For the three months ended December 31, 2024, the Company's cannabis concentrate sales (sale of bulk distillate) and product sales were derived from multiple customers. However, three major customers collectively accounted for a significant portion of total revenue, per below. Together, these customers represented approximately 85% of the Company's total revenue.

- Customer A: 53% (2024 – 53%)
- Customer B: 19%
- Customer C: 13%

Revenue from sale of goods and services

The Company disaggregated its revenues from the sale of goods between sales of bulk distillate, branded (Glacial Gold) vape pens, oils, and softgels ("branded extract products"), and private label which includes toll processing and other services. Each type of revenue is produced by a single operating/production division.

Credit risk

During the three months ended December 31, 2024, the Company did not recognize any loss provisions. During three months ended December 31, 2023, the Company recognized a loss provision associated with certain debtors of \$941.

During the three months ended December 31, 2024, the Company recorded a gain on settlement of accounts payable totaling \$205,101 (2023 - \$nil) which included the forgiveness of accounts payable relating to a settlement involving the issuance of common shares.

CRITICAL ACCOUNTING ESTIMATES

Nextleaf prepares its financial statements in conformity with IFRS which requires management to make judgments estimates and assumptions that affect the report amounts of assets, liabilities and contingent liabilities at each reporting date and the reporting amounts of income and expenses during each reporting period. Nextleaf details its significant areas of estimation uncertainty, and significant areas of judgment within its significant accounting policies in Note 2 to its annual audited consolidated financial statements for the year ended September 30, 2024.

CAUTIONARY STATEMENT REGARDING NON-GAAP PERFORMANCE MEASURES

This MD&A contains certain financial performance measures that are not recognized or defined under IFRS (termed "Non-GAAP Measures"). As a result, this data may not be comparable to data presented by other cannabis companies. For an explanation of these measures to related comparable financial information presented in the Financial Statements prepared in accordance with IFRS, refer to the discussion below. The Company believes that these Non-GAAP Measures are useful indicators of operating performance and are specifically used by management to assess the financial and operational performance of the Company. These Non-GAAP Measures include but are not limited to working capital, EBITDA, and adjusted EBITDA.

APPROVAL

The Board of Directors of Nextleaf have approved the disclosures in this MD&A.