

NEXTLEAF SOLUTIONS LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING

TAKE NOTICE that the Annual and Special Meeting (the “**Meeting**”) of the shareholders of Nextleaf Solutions Ltd. (hereinafter called “**Nextleaf**”) will be held at Suite 1780, 400 Burrard Street, Vancouver, British Columbia, on January 2, 2019 at the hour of 10:00 o’clock in the morning (PDT) for the following purposes:

1. to receive and consider the audited financial statements of Nextleaf for the fiscal years ended September 30, 2016 and 2017, together with the auditor’s reports thereon; and
2. to consider, in accordance with the interim order of the British Columbia Supreme Court dated November 23, 2018, and if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set out in Schedule “A” to the accompanying joint management information circular (the “**Circular**”), to approve an arrangement (the “**Arrangement**”) under the provisions of Division 5 of Part 9 of the, *Business Corporations Act* (British Columbia) (“**BCA**”) involving Legion Metals Corp. (“**Legion**”), Myriad Metals Corp., Legion’s wholly owned subsidiary, and Nextleaf, as more particularly described in the accompanying Information Circular.

TAKE FURTHER NOTICE that at the Meeting, the holders of ordinary shares of Nextleaf (“**Nextleaf Shareholders**”) will also consider the following:

1. appointing auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
2. fixing the number of directors at four (4);
3. electing the directors to hold office until the next Annual General Meeting; and
4. to transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting are: (i) the Circular, which provides additional information relating to the business to be conducted at the Meeting; and (ii) the form of proxy or voting instruction form. The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board has fixed November 26, 2018 as the record date for the determination of Nextleaf Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Nextleaf Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Nextleaf Shareholder and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy. Delivery should be made to the offices of Fang & Associates, Suite 1780, 400 Burrard Street, Vancouver, B.C. V6C 3A6 by mail or facsimile: (604) 688-6995, Attn: Nextleaf Management (only if the Shareholder has confirmed he or she has sent such fax by sending an email to: pmf@falawyers.ca not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. To be effective, the Arrangement Resolution must be approved by not less than 2/3rds or 66.67% of the votes cast by all Nextleaf Shareholders present in person or represented by proxy at the Meeting. The Arrangement is also subject to the approval of the Supreme Court of British Columbia. The hearing in respect of the Final

Order is scheduled for 9:45 a.m. (PDT) on January 4, 2019, or as soon thereafter as counsel may be heard at 800 Smithe Street, Vancouver, British Columbia, Canada.

The Board unanimously recommend that Nextleaf Shareholders vote IN FAVOUR of the Arrangement Resolution. In the absence of any instruction to the contrary, the Nextleaf Shares represented by proxies appointing the management designees named in the accompanying form of proxy will be voted in favour of the Arrangement Resolution.

Copies of the Arrangement Resolution which includes the Plan of Arrangement, the Interim Order, and Notice of Application for Final Order, are attached to the Circular as Schedules “A”, “B”, and “C” respectively. The foregoing documents will also be available for inspection prior to the Meeting at the head office of legal counsel for Nextleaf at Suite 1780, 400 Burrard Street, Vancouver, British Columbia, during regular business hours.

Registered Nextleaf Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement Resolution becomes effective, to be paid the fair value of their Nextleaf Shares in accordance with the provisions of sections 237 to 247 of the BCA as modified by the Interim Order, the Final Order and the Plan of Arrangement. These dissent rights are described in the accompanying Information Circular and a copy of the dissent rights are attached as Schedule “D” to the Circular. Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCA as may be modified by the Interim Order, the Final Order and the Plan of Arrangement may result in the loss or unavailability of the right of dissent. A dissenting Nextleaf Shareholder must send a written objection to the Arrangement Resolution, which written objection must be received by Nextleaf c/o Fang and Associates, Barristers & Solicitors, at Suite 1780, 400 Burrard Street, Vancouver, British Columbia V6C 3A6, Attention: Paul Fang, on or before 5:00 p.m. (PDT) on the last Business Day preceding the date of the Meeting.

Persons who are beneficial owners of Nextleaf Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Nextleaf Shareholders are entitled to dissent. Accordingly, a beneficial owner of Nextleaf Shares desiring to exercise the right to dissent must make arrangements for the Nextleaf Shares beneficially owned by such holder to be registered in the holder’s name prior to the time the written objection to the Arrangement Resolution is required to be received by or, alternatively, make arrangements for the registered holder of such Nextleaf Shares to dissent on behalf of the holder.

If you are a non-registered Nextleaf Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your Nextleaf Shares on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED November 26, 2018.

BY ORDER OF THE BOARD
NEXTLEAF SOLUTIONS LTD.

“Paul Pedersen”

Paul Pedersen, Chief Executive Officer and
Director

LEGION METALS CORP.

NOTICE OF SPECIAL MEETING

TAKE NOTICE that the Special Meeting (the “**Meeting**”) of the securityholders of Legion Metals Corp. (hereinafter called “**Legion**”) will be held at Suite 600, 1090 West Georgia Street, Vancouver, British Columbia, on January 2, 2019 at the hour of 10:00 o’clock in the morning (PDT) for the following purposes:

For Legion Securityholders:

1. to consider, in accordance with the interim order of the British Columbia Supreme Court dated November 23, 2018, and if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set out in Schedule “A” to the Information Circular, to approve an arrangement (the “**Arrangement**”) under the provisions of Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (“**BCA**”), involving Legion, Myriad Metals Corp., its wholly owned subsidiary, and Nextleaf Solutions Ltd. (“**Nextleaf**”), as more particularly described in the accompanying Information Circular;

For Legion Shareholders:

2. to consider and if thought advisable, to pass a special resolution in substantially the form of the special resolution set out in the Information Circular attached hereto approving a reduction in the stated capital account of Legion’s common shares and a distribution of the same amount to the registered holders of the common shares of Legion under the Arrangement and in accordance with the provisions of the BCA
3. to consider and approve the adoption of a 20% rolling Stock Option Plan of Legion more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the Canadian Securities Exchange; and
4. to transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting are: (i) the Information Circular, which provides additional information relating to the business to be conducted at the Meeting; and (ii) the form of proxy or voting instruction form. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board has fixed November 26, 2018 as the record date for the determination of the holders of Legion Shares (“**Legion Shareholders**”) and of the Legion Agent’s Warrant (collectively, “**Legion Securityholders**”) entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Legion Securityholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of Legion and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S 0A1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of Legion and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

To be effective, the Arrangement Resolution must be approved by the following individuals present in person or represented by proxy: (a) the holders of at least 2/3rds or 66.67% of the votes cast by all Legion

Shareholders present in person or represented by proxy at the meeting; (b) the holder of the Legion Agent's Warrant; and (c) a majority of the votes of disinterested Legion Shareholders in accordance with Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions excluding the directors and officers of Legion who hold Nextleaf shares, being Peter Smith, Larry Timlick, Charles Ackerman, Fred Bonner and Michael Raven, who are not entitled to vote because they are related parties under Multilateral Instrument 61-101. The Arrangement is also subject to the approval of the Supreme Court of British Columbia. The hearing in respect of the Final Order is scheduled for 9:45 a.m. (PDT) on January 4, 2019, or as soon thereafter as counsel may be heard at 800 Smith Street, Vancouver, British Columbia, Canada.

The directors on the Board unanimously recommend that Legion Securityholders vote IN FAVOUR of the Arrangement Resolution. In the absence of any instruction to the contrary, the Legion Shares and the Legion Agent's Warrant represented by proxies appointing the management designees named in the accompanying form of proxy will be voted in favour of the Arrangement Resolution.

Copies of the Arrangement Resolution which includes the Plan of Arrangement, the Interim Order, and Notice of Application for Final Order, are attached to the Information Circular as Schedules "A", "B", and "C" respectively. The foregoing documents will also be available for inspection prior to the Meeting at the head office of legal counsel for Legion at Suite 600, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7, during regular business hours.

Registered Legion Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the Arrangement Resolution becomes effective, to be paid the fair value of their Legion Securities in accordance with the provisions of sections 237 to 247 of the BCA as modified by the Interim Order, the Final Order and the Plan of Arrangement. These dissent rights are described in the accompanying Information Circular and a copy of the dissent rights are attached as Schedule "D" to the Information Circular. Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCA as may be modified by the Interim Order, the Final Order and the Plan of Arrangement may result in the loss or unavailability of the right of dissent. A dissenting Legion Shareholder must send a written objection to the Arrangement Resolution, which written objection must be received by Legion c/o Beadle Raven LLP, Barristers & Solicitors, at Suite 600, 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, Attention: Michael Raven, on or before 5:00 p.m. (PDT) on the last Business Day preceding the date of the Meeting.

Persons who are beneficial owners of Legion Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Legion Shareholders are entitled to dissent. Accordingly, a beneficial owner of Legion Shares desiring to exercise the right to dissent must make arrangements for the Legion Shares beneficially owned by such holder to be registered in the holder's name prior to the time the written objection to the Arrangement Resolution is required to be received by or, alternatively, make arrangements for the registered holder of such Legion Shares to dissent on behalf of the holder.

DATED November 26, 2018.

BY ORDER OF THE BOARD
LEGION METALS CORP.

"Peter Smith"

Peter Smith, President, Chief Executive Officer and
Director