

FORM 51-102F3

MATERIAL CHANGE REPORT

- 1. Name and Address of Company**
Nextleaf Solutions Ltd.
Suite 304
68 Water Street
Vancouver, British Columbia, V6B 1A4
- 2. Date of Material Change**
April 15, 2019
- 3. News Release**
The news release announcing the material change was disseminated on April 15, 2019, through Canada Newswire. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**
Nextleaf Solutions Ltd. announced that it will be conducting a non-brokered private placement of units (the "Units") at a price of \$0.40 per Unit for gross proceeds of up to \$2,000,000.
- 5.1 Full Description of Material Change**
See attached news release.
- 5.2 Disclosure for Restructuring Transactions**
N/A
- 6. Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.
- 7. Omitted Information**
No information has been intentionally omitted from this material change report.
- 8. Executive Officer**
Paul Pedersen, CEO
604.283.2301
- 9. Date of Report**
April 26, 2019

Nextleaf Solutions Announces Private Placement Financing

Vancouver, British Columbia--(Newsfile Corp. - April 15, 2019) - Nextleaf Solutions Ltd. (CSE: OILS) ("Nextleaf" or the "Company") announced that it will be conducting a non-brokered private placement of units (the "Units") at a price of \$0.40 per Unit for gross proceeds of up to \$2,000,000 (the "Offering").

Each Unit will be comprised of one common share in the capital of the Company (a "Common Share") and one common share purchase warrant of the Company (a "Warrant"). Each Warrant shall be exercisable to acquire one Common Share (a "Warrant Share") at a price per Warrant Share of \$0.70 for a period of 24 months from the Closing Date (as defined herein).

Provided that the Common Shares trade above \$1.25 per share for 20 consecutive trading days, then the expiry date of the Warrants will be automatically accelerated to the date that is 30 days after the date the Company provided notice by press release to the holders of the Warrants.

The Units to be issued under the financing will be subject to a four month hold period. There is no minimum offering amount. The Company may pay commissions or finder fees on the amount raised through the Offering. The terms of the financing are subject to applicable securities laws and regulatory approval. The Company intends to use the proceeds of the Offering for general working capital. Additional details regarding the Offering can be found in the Form 9 filed in accordance with the rules of the Canadian Securities Exchange, a copy of which is accessible at www.thecse.com under the Company's profile.

About Nextleaf Solutions

Nextleaf Solutions Ltd. (CSE: OILS) is an extraction technology company that has developed a portfolio of issued and pending patents pertaining to the company's unique, industrial-scale process of producing purified cannabinoid distillate, a tasteless, odourless cannabis concentrate best suited for infusing premium value-added products. Nextleaf plans to commercialize its intellectual property portfolio by providing B2B processing services to licensed cultivators and supplying cannabis oil and extracts to qualified Canadian and international partners under the client's own brands. Nextleaf has completed construction of its dedicated extraction and processing facility in Greater Vancouver, British Columbia, in time for Canada's legalization of edibles and other cannabis derivative products. The Company's processing facility includes research and laboratory infrastructure, allowing for the continued development of novel, scalable cannabis processing technology and intellectual property.

For more information about Nextleaf Solutions (CSE: OILS) visit www.nextleafsolutions.com or follow Nextleaf across social media platforms.

Contacts

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CAUTIONARY STATEMENT:

The securities described herein, if any, have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to exemptions therefrom.

This release does not constitute an offer to sell or a solicitation of an offer to buy of any of Nextleaf Solutions securities in the United States. This news release may contain "forward-looking information" as defined in applicable Canadian securities legislation. All statements other than statements of historical fact included in this release, including, without limitation, future operating margins, future production and processing, processing results, and future plans and objectives of Nextleaf Solutions, constitute forward looking information that involve various risks and uncertainties. Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect, including, but not limited to, assumptions in connection with the continuance of Nextleaf Solutions and its subsidiaries as a going concern, general economic and market conditions, price of biomass, the accuracy of production resource estimates, and the performance of Nextleaf Solutions future operations. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking information. Important factors that could cause actual results to differ materially from Nextleaf Solutions' expectations include but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on such forward-looking information. For additional information with respect to risk factors applicable to Nextleaf Solutions, reference should be made to Nextleaf Solutions continuous disclosure materials filed from time to time with securities regulators, including, but not limited to, Nextleaf Solutions CSE Listing Statement. The forward-looking information contained in this release is made as of the date of this release. Nextleaf Solutions does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

The CSE has not reviewed, approved or disapproved the contents of this press release.

To contact the company, email investors@nextleafsolutions.com.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/44110>