

**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**  
May 14, 2019
- 3. News Release**  
The news release announcing the material change was disseminated on May 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. closed its non-brokered private placement by issuing 10,400,000 units, for aggregate gross proceeds of \$4,160,000.
- 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**  
May 15, 2019

# NEXTLEAF SOLUTIONS CLOSES \$4 MILLION NON-BROKERED FINANCING

Vancouver, B.C. – May 15, 2019 – **Nextleaf Solutions Ltd. (CSE: OILS)** (the “Company” or “OILS”) is pleased to announce that it has closed its non-brokered private placement financing by issuing 10,400,000 units, for aggregate gross proceeds of \$4,160,000.

Each unit consists of one common share of the Company and one warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.70 per common share for a period of two years, subject to an acceleration provision if the shares of the Company 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.

In conjunction with the financing, an aggregate of \$105,450 in finder’s fees and 263,625 broker warrants were paid to finders in connection with the closing of the private placement. The broker warrants are exercisable into one common share at \$0.40 for a period of two years, subject to an acceleration provision if the shares of the Company trade above \$0.70 per share for 20 consecutive trading days, then the expiry date of the broker warrants will be automatically accelerated to the date that is 30 days after the date the Company provided notice to the holders of the broker warrants.

Four insiders of the Company subscribed for a total of 1,819,500 units, representing \$727,800 of the gross proceeds from the private placement.

The units issued under the financing are subject to a four-month hold period expiring September 14, 2019. The net proceeds from the financing will be used for working capital purposes. Additional details respecting the private placement 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](http://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. OILS 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. OILS has completed construction of its dedicated extraction and processing facility in Greater Vancouver, British Columbia, in time for Canada’s legalization of edibles and concentrates.

For more information about OILS visit [www.nextleafsolutions.com](http://www.nextleafsolutions.com) or follow the Company across social media platforms.

## **Contacts**

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Paul Pedersen, CEO  
[paul@nextleafsolutions.com](mailto:paul@nextleafsolutions.com)

## 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](mailto:investors@nextleafsolutions.com).

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