

CERTIFICATE

Reference is made to the annual and special meeting of the shareholders of Nextleaf Solutions Ltd. (the “Corporation”) to be held on August 29, 2019 (the “Meeting”).

I, Charles Ackerman, Chief Financial Officer of the Corporation, hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, that:

- (a) the Corporation has made arrangements to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), to all beneficial owners of the Corporation at least 21 days before the date fixed for the Meeting;
- (b) the Corporation has made arrangements to carry out all of the requirements of NI 54-101 in addition to those described in subparagraph (a); and
- (c) the Corporation is relying on section 2.20 of NI 54-101 to abridge the time periods prescribed by Sections 2.2(1) and 2.5(1) of NI 54-101 applicable to the Meeting.

The terms “beneficial owner” and “proxy-related materials” as used in this Certificate shall have the respective meanings ascribed thereto in NI 54-101.

Dated this 9th day of July, 2019.

NEXTLEAF SOLUTIONS LTD.

“Charles Ackerman”

Name: Charles Ackerman

Title: Chief Financial Officer