

NEXTLEAF SOLUTIONS LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Nextleaf Solutions Ltd. (“**Nextleaf**”) will be held at Suite 600 - 1090 West Georgia Street, Vancouver, British Columbia at 11:00 a.m., on Thursday, August 29, 2019, for the following purposes:

1. To receive and consider the audited Financial Statements of Nextleaf for the fiscal year ended September 30, 2018, together with the auditor’s reports thereon.
2. To fix the number of directors of Nextleaf at four.
3. To elect the directors for the ensuing year.
4. To appoint an auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To approve Nextleaf’s Stock Option Plan, as more particularly described in the accompanying Information Circular.
6. To approve Nextleaf’s Shareholder Rights Plan, as more particularly described in the accompanying Information Circular.
7. To transact such other business as may properly come before the Meeting.

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.

If you are a registered shareholder of Nextleaf and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Odyssey Trust Company, United Kingdom Building, 323 – 409 Granville Street, Vancouver, British Columbia V6C 1T2, or vote online at <https://odysseytrust.com/Transfer-Agent/Login>, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of Nextleaf 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.

DATED at Vancouver, British Columbia, as of July 25, 2019.

By Order of the Board of Directors of
NEXTLEAF SOLUTIONS LTD.

“Paul Pedersen”

Paul Pedersen
Chief Executive Officer