

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**
July 29, 2019
- 3. News Release**
The news release announcing the material change was disseminated on July 29, 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. (“Nextleaf” or the “Company”) announced its common shares commenced trading on the OTCQB Market (the “OTCQB”), a trading platform in the United States that is operated by the OTC Markets Group in New York. Nextleaf will trade on the OTCQB under the symbol “OILFF”; the Company’s common shares will continue to trade on the Canadian Securities Exchange under the symbol “OILS”.
- 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**
August 8, 2019



Nextleaf Solutions Commences Trading in the United States on the OTCQB Market

VANCOUVER, BC - July 29, 2019 - Nextleaf Solutions Ltd. (CSE: OILS) (OTCQB: OILFF) (Frankfurt: LOMA) ("Nextleaf" or the "Company"), an extraction technology company that owns a portfolio of issued and pending patents pertaining to the Company's unique, industrial-scale process of extraction and purification of cannabinoids, is pleased to announce its common shares will commence trading today on the OTCQB Market (the "OTCQB"), a trading platform in the United States that is operated by the OTC Markets Group in New York. Nextleaf will trade on the OTCQB under the symbol "OILFF"; the Company's common shares will continue to trade on the Canadian Securities Exchange under the symbol "OILS".

"We are excited to begin trading on the OTCQB which will improve liquidity and allow us to introduce Nextleaf - the first public company to be issued multiple U.S. patents for the industrial-scale extraction and purification of THC and CBD - to a broader audience of U.S. institutional and retail equity investors," said Paul Pedersen, CEO and Co-founder of Nextleaf Solutions. "Listing in the United States on the OTCQB is an important step for Nextleaf as we build on our vision to revolutionize extraction and purification with superior throughput, yield, and purity to enhance cannabis oil economics across the globe."

U.S. investors can find current financial disclosure and Real-Time Level 2 quotes for OILFF on <https://www.otcmarkets.com/>

Nextleaf Solutions to Webcast Live at [VirtualInvestorConferences.com](https://www.VirtualInvestorConferences.com) on August 1st

The Company invites individual and institutional investors, as well as advisors and analysts, to attend a real-time, 30 minute interactive presentation by Paul Pedersen, CEO of Nextleaf Solutions, discussing the Company's strategy with Canada becoming the first country to legalize cannabis concentrates, oils and edibles.

DATE: Thursday, August 1st

TIME: 1:30pm EST

LINK: <https://tinyurl.com/Aug1VIC>

This will be a live, interactive online event where investors are invited to ask the Company questions in real-time. If attendees are not able to join the event live on the day of the conference, an archived webcast will also be made available after the event. It is recommended that investors pre-register and run the online system check to expedite participation and receive event updates. Learn more about the event at www.VirtualInvestorConferences.com.

About Virtual Investor Conferences

Virtual Investor Conferences is the leading proprietary investor conference series that provides an interactive forum for publicly-traded companies to meet and present directly with investors. A real-time solution for investor engagement, Virtual Investor Conferences is part of OTC Market Group's suite of investor relations services specifically designed for more efficient Investor Access. Replicating the look and feel of on-site investor conferences, Virtual Investor Conferences combine leading-edge conferencing and investor communications capabilities with a comprehensive global investor audience network.

About OTC Markets Group Inc.

OTC Markets Group Inc. (OTCQX: OTCM) operates the OTCQX® Best Market, the OTCQB® Venture Market and the Pink® Open Market for 10,000 U.S. and global securities. Through OTC Link® ATS and OTC Link ECN, we connect a diverse network of broker-dealers that provide liquidity and execution services. We enable investors to easily trade through the broker of their choice and empower companies to improve the quality of information available for investors. To learn more about how we create better informed and more efficient markets, visit www.otcmarkets.com.

About Nextleaf Solutions Ltd.

Nextleaf Solutions Ltd. ("**OILS**") is the first publicly traded company to be issued a U.S. patent for industrial-scale extraction and purification of cannabinoids. The company owns a portfolio of 3 issued and 24 pending patents pertaining to the production of high-purity cannabinoid distillate, the precursor used in the manufacturing of standardized THC and CBD based products. Once cannabis concentrates become legal across Canada on October 17, 2019, the company plans to commercialize its intellectual property portfolio through B2B processing services and the supply of oils and concentrates to qualified Canadian and international partners.

Nextleaf Solutions trades as OILS on the Canadian Securities Exchange (CSE: OILS), OILFF on the OTCQB Market in the United States (OTCQB: OILFF) and LOMA on the Frankfurt Stock Exchange (FRA: LOMA). Follow us on [Twitter](#), [LinkedIn](#), Facebook, [Instagram](#) and [YouTube](#). www.NextleafSolutions.com

Contact:

Adel Fares, Investor Relations
604-283-2301 (ext. 201)
investors@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 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, 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 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 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's 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 continuous disclosure materials filed from time to time with securities regulators, including, but not limited to, Nextleaf's CSE Listing Statement. The forward-looking information contained in this release is made as of the date of this release. Nextleaf 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 pressrelease.