

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**
September 9, 2019
- 3. News Release**
The news release announcing the material change was disseminated on September 9, 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 that Nextleaf Labs Ltd. has received its Standard Processing Licence from Health Canada. This represents an important milestone for Nextleaf, allowing the Company to commercialize its intellectual property portfolio through the production of cannabis oils and concentrates.
- 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**
September 13, 2019

Nextleaf Solutions Announces Health Canada Standard Processing Licence Issued to Nextleaf Labs

VANCOUVER, Sept. 9, 2019 /CNW/ - Nextleaf Solutions Ltd. ("**Nextleaf Solutions**", "**OILS**", or the "**Company**") (CSE: **OILS**) (OTCQB: **OILFF**) (FSE: **LOMA**) announced today that Nextleaf Labs Ltd. ("**Nextleaf Labs**" or "**Labs**"), has received its Standard Processing Licence from Health Canada. This represents an important milestone for Nextleaf Solutions, allowing OILS to commercialize its intellectual property ("**IP**") portfolio through the production of cannabis oils and concentrates.

Nextleaf Solutions owns a portfolio of four (4) issued and 25 pending patents pertaining to the industrial-scale extraction and purification of cannabinoids, such as THC and CBD. The Company's patented cryo-ethanol extraction, filtration, refinement and molecular distillation process and hardware will support the manufacturing of standardized THC and CBD based products. Since 2017, Nextleaf Solutions has been focused on acquiring, developing, and protecting IP that enhances cannabis oil economics. OILS aims to capitalize on its first mover technical advantage, with Canada set to become the first G20 country to legalize the production and sale of cannabis oils, concentrates, and edibles later this year.

Currently, Nextleaf Labs licenses the Company's IP and infrastructure in British Columbia pursuant to a licensing agreement. As a result of the receipt of the Health Canada Standard Processing Licence by Nextleaf Labs on September 6, 2019, Labs will begin utilizing the Company's IP portfolio to commence B2B toll processing and white label production of cannabis oils and concentrates for qualified Canadian and international partners under their own brand.

"Our vision is to develop technology to revolutionize extraction throughput, yield, and purity to enhance cannabis oil economics across the globe" said Paul Pedersen, CEO of Nextleaf Solutions. "We are beyond excited to begin commercializing OILS' intellectual property portfolio for industrial-scale extraction and purification of CBD and THC", continued Mr. Pedersen.

About Nextleaf Solutions

Nextleaf Solutions Ltd. ("**OILS**") is the first publicly traded company to be issued a patent for the industrial-scale extraction and purification of cannabinoids. OILS owns a portfolio of four (4) issued and 25 pending patents pertaining to the production of high-purity cannabinoid distillate, the precursor used in the manufacturing of standardized THC and CBD based products. Nextleaf Solutions trades as OILS on the Canadian Securities Exchange (CSE: OILS), OILFF on the OTCQB in the United States (OTCQB: OILFF) and LOMA on the Frankfurt Stock Exchange (FSE: LOMA).

On Behalf of the Board of Directors of the Company,

Paul Pedersen, Co-Founder & CEO

Contact:

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For more information visit www.nextleafsolutions.com or follow OILS across social media platforms: [Twitter](#), [LinkedIn](#), Facebook, [Instagram](#) and [YouTube](#).

CAUTIONARY STATEMENT:

Certain statements contained in this press release constitute "forward-looking statements". All statements other than statements of historical fact contained in this press release, including, without limitation, those regarding the Company's ability to capitalize on its IP portfolio and enter into agreements with third parties, expected market growth, and the

statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to the risk factors discussed in the Company's MD&A for the most recent fiscal period. Management provides forward-looking statements because it believes they provide useful information to investors when considering their investment objectives and cautions investors not to place undue reliance on forward-looking information. Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this press release and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law. The CSE has not reviewed, approved or disapproved the contents of this press release.