

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**
October 16, 2019
- 3. News Release**
The news release announcing the material change was disseminated on October 16, 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 it added Dr. Sherry Boodram, former Senior Regulatory Compliance Officer with Health Canada, to its Board of Directors, effective immediately. The Company has awarded a director of the Company options to purchase up to 150,000 common shares of the Company pursuant to the Company's Stock Option Plan, exercisable at a price of \$0.50 per share.
- 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**
October 21, 2019

Nextleaf Solutions Adds Former Health Canada Inspector Dr. Sherry Boodram to Board of Directors

VANCOUVER, Oct. 16, 2019 /CNW/ - Nextleaf Solutions Ltd. ("**Nextleaf**", "**OILS**", or the "**Company**") (CSE: OILS) (OTCQB: OILFF) (FSE: LOMA), an extraction technology company that owns a portfolio of eight (8) issued and 35 pending patents pertaining to industrial-scale extraction, purification and formulation of cannabinoids, announced today that it has added Dr. Sherry Boodram, former Senior Regulatory Compliance Officer with Health Canada, to its Board of Directors, effective immediately.



Dr. Sherry Boodram (CNW Group/Nextleaf Solutions Ltd.)

Currently, Dr. Boodram is the co-founder and CEO of CannDelta Inc. ("**CannDelta**") - a regulatory and scientific cannabis consulting company based out of Toronto, Canada - where she provides regulatory expertise and develops strategies to ensure regulatory compliance within Canada's existing legal cannabis framework.

"The serious regulatory infractions by several large Canadian licensed cannabis producers, along with an expanded scope of cannabis products through legalization 2.0, reinforces the critical role that compliance oversight plays in building a cannabis company all stakeholders can be proud of," stated Paul Pedersen, co-founder and CEO of Nextleaf Solutions. "Sherry is amongst the most credible and qualified cannabis regulatory experts in Canada, and we believe her background, insights, and industry experience will add tremendous value to our Board."

Prior to founding CannDelta, Dr. Sherry Boodram spent several years in the Canadian federal government, most notably with Health Canada's Medical Cannabis Program as a Senior Regulatory Compliance and Enforcement Officer. She was responsible for licensing application reviews and on-site facility inspections under the legislative regimes of the *Marihuana for Medical Purposes Regulations* (MMPR) and *Access to Cannabis for Medical Purposes Regulations* (ACMPR). Dr. Boodram also provided field level input during the drafting of the current *Cannabis Regulations*.

"Being a company with values I can stand behind, I'm very excited to serve alongside Nextleaf's existing Board members and with their talented executive team," stated Dr. Sherry Boodram. "Moreover, I look forward to maximizing the unique knowledge and experience I gained while at Health Canada's Medical Cannabis Program, and in the cannabis industry as a whole, to provide expertise in support of Nextleaf's ongoing commitment to regulatory compliance, good governance, and long-term growth as a leader in cannabis extraction technology."

Professionals in Regulatory Affairs (CAPRA).

Option Grant

The Company has awarded a director of the Company options to purchase up to 150,000 common shares of the Company pursuant to the Company's Stock Option Plan, exercisable at a price of \$0.50 per share.

About Nextleaf Solutions

Nextleaf Solutions Ltd. ("**OILS**") is developing disruptive intellectual property for industrial-scale extraction, purification and formulation of cannabinoids. OILS owns a portfolio of eight (8) issued and 35 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, the key ingredient used in the manufacturing of standardized THC and CBD infused products. Once cannabis concentrates and edibles become legal across Canada, OILS plans to commercialize its intellectual property portfolio through IP licensing, B2B processing services, and the supply of THC and CBD 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 (**FSE: LOMA**).

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

Contact:

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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 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.