

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**
March 31, 2020
- 3. News Release**
The news release announcing the material change was disseminated on April 1, 2020, 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 the implementation of an Employee Equity participation Plan (the “Plan”) to further align the efforts and compensation of non-executive employees with the Company’s long-term business strategy. The Plan is fully voluntary and permits non-executive employees to receive common shares in the capital of the Company in lieu of a portion of an employee’s cash compensation. If utilized by employees, the Plan will allow the Company to reduce the cash component of employee compensation and further align incentives across the team. Under the Plan for the month of March, Nextleaf has issued an aggregate of 48,146 common shares at a price of \$0.19 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**
April 9, 2020

Nextleaf Solutions Announces Employee Equity Participation Plan

The Plan will allow employees to receive equity compensation and align long-term incentives across the Company.

VANCOUVER, April 1, 2020 - Nextleaf Solutions Ltd. ("**Nextleaf**", "**OILS**", or the "**Company**") (**CSE: OILS**), Canada's most innovative cannabis extractor, is announcing today the implementation of an Employee Equity participation Plan (the "**Plan**") to further align the efforts and compensation of non-executive employees with the Company's long-term business strategy. The Plan is also timely given the current COVID-19 global pandemic.

The Plan is fully voluntary and permits non-executive employees to receive common shares in the capital of the Company in lieu of a portion of an employee's cash compensation. If utilized by employees, the Plan will allow the Company to reduce the cash component of employee compensation and further align incentives across the team.

In addition to the Plan, the Company expects to supplement payroll with assistance from Canada's wage subsidy program, the federal wage support program rolled out in response to COVID-19 that could subsidize up to 75% of the wages of a qualifying business for up to three months. These changes allow Nextleaf to significantly improve cash costs over the next three months, while maintaining its nimble and strong workforce.

"We have taken significant measures in our operational preparation and response to the COVID-19 pandemic," stated Paul Pedersen, CEO of the Company. "Part of our response has been the consideration of our employees. Paying our employees through this unprecedented time is very important to us. The Plan is an opportunity for us to give our hardworking team a greater opportunity to share in the upside potential of OILS. I am proud of the team's overall response and motivation to be a part of the long-term opportunity at Nextleaf!"

Under the Plan for the month of March, Nextleaf has issued an aggregate of 48,146 common shares at a price of \$0.19 per share.

About Nextleaf Solutions

OILS is Canada's most innovative cannabis extractor, developing technology for extracting and distilling THC and CBD oils. Nextleaf owns a portfolio of over 15 issued patents and over 60 pending patents for the extraction, purification, and formulation of cannabinoids. The Company's industrial-scale extraction and purification plant in Coquitlam, B.C. has a design capacity to process 600 kg per day of dried cannabis biomass into refined oils. Nextleaf Solutions commercializes its patent portfolio through IP licensing, and supplying THC and CBD oils through Nextleaf Labs, a Health Canada licensed Standard Processor.

Nextleaf Solutions trades as **OILS** on the Canadian Securities Exchange, **OILFF** on the OTCQB Market in the United States, and **LOMA** on the Frankfurt Stock Exchange.

Follow OILS across social media platforms: [Twitter](#), [LinkedIn](#), [Facebook](#), and [Instagram](#).
www.nextleafsolutions.com

For further information, please contact:
604-283-2301 (ext. 219)
investors@nextleafsolutions.com

*On behalf of the Board of Directors of the Company,
Paul Pedersen, CEO*

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 expectations regarding the Plan and the resulting reduction in the cash component of employee compensation, the Company's ability to rely on government wage subsidy programs relating to COVID-19, and the Company's strategy, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These 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.