# Form 45-106F1 Report of Exempt Distribution

## IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYP	PE						
✓       New report         Amended report       If amended, provide filing date of report that is being amended.							
ITEM 2 – PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.							
Investment fund issuer							
✓ Issuer (other than	an investment fund)						
Underwriter							
ITEM 3 – ISSUER NAM	ME AND OTHER IDEN	TIFIERS					
Provide the following information	n about the issuer, or if the issue	r is an investment fund, about t	the fund.				
Full legal	I name Nextleaf Solutions	Ltd.					
Previous full legal name							
If the issuer's name changed in the last 12 months, provide most recent previous legal name.							
Website         www.nextleafsolutions.com         (if applicable)							
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".							
Legal entity identifier N/A							
Item 4 – Underwrit	TER INFORMATION						
If an underwriter is completing th	If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.						
Full legal name	I	N/A					
Firm NRD number		(if applicable)					
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.							
Street address				]			
Municipality		Province/State		]			
Country		Postal code/Zip code		]			
Telephone number		Website		(if applicable)			

ITEM 5 – ISSUER INFORMATION							
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to <b>Statistics Canada's NAICS industry search tool</b> .							
NAICS industry code 3 3 9 9 9 0							
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.							
Exploration Development Production							
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.							
Mortgages Real estate Commercial/business debt Consumer debt Private companies							
b) Number of employees							
Number of employees: ✓ 0 – 49 50 – 99 100 – 499 500 or more							
c) SEDAR profile number							
Does the issuer have a SEDAR profile?         No       ✓ Yes       If yes, provide SEDAR profile number       0       0       4       2       9       4       8         If the issuer does not have a SEDAR profile complete Item 5(d) – (h).							
d) Head office address							
Street address Province/State							
Municipality Postal code/Zip code							
Country Telephone number							
e) Date of formation and financial year-end							
Date of formation      Financial year-end       YYYY     MM     DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.          If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.         Image: All image: AB image: BC image: BB image: B							
g) Public listing status							
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number							
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.           Exchange names							
h) Size of issuer's assets							
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.							
\$0 to under \$5M         \$5M to under \$25M         \$25M to under \$100M           \$100M to under \$500M         \$500M to under \$1B         \$1B or over							

## ITEM 6 - INVESTMENT FUND ISSUER INFORMATION

If the issuer is an investme	ent fund, provide the fo	ollowing inf	ormation.			
a) Investment fund m	nanager information					
Full legal name			N/A			
Firm NRD Number			(if applicable)			
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street Address		<i>ianieci, piera</i>				
Municipality			Province/State			
Country			Postal code/Zip code			
Telephone number			Website (if applicable)			
b) Type of investmen	it fund					
Type of investment fund that m	ost accurately identifies the	issuer (select o	only one).			
Money market	Equity		Fixed income			
Balanced	Alternative	strategies	Other (describe)			
Indicate whether one or both of	s,	-	d.			
	in other investment fund	issuers				
Is a UCITs Fund <sup>1</sup>				и. <b>Г</b>		
collective investment schemes to ope			ds) are investment funds regulated by thorization from one member state.	the European Union (	EU) directives that allow	
c) Date of formation and financial year-end of the investment fund						
Date of formation						
d) Reporting issuer status of the investment fund						
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes						
If yes, select the jurisdictions of	Canada in which the investr	ment fund is a	reporting issuer.			
	AB BC	MB	NB NL	NT		
NS		PE	QC SK	YT		
· · · · · · · · · · · · · · · · · · ·	s of the investment fund					
If the investment fund has a CU CUSIP number	SIP number, provide below (	(first 6 digits o	nly).			
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for						
	applied for and received a lis	sting, which e	cludes, for example, automated	trading systems.		
Exchange names	L					
	IAV) of the investment fu					
		Г	cent NAV calculation (Canadian	\$).		
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M						
\$100M to under \$500M	A \$500M to unde	918 1	\$1B or over Date of	NAV calculation:	YYYY MM DD	

### ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.													
a) Currency													
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.													
Canadian dollar US dollar Euro Other (descri be)													
b) Distribution date(s)													
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.													
				Start	dat	te 2020 YYYY	05 2 <sup>-</sup> MM DD	1		Er	nd date 2020	05 28 MM DD	]
c)	De	etaile	d pure	chase	er in	formation							
Compl	ete :	Sche	dule 1	of t	his j	form for eac	h purchaser	and	attach the	sche	dule to the com	pleted report.	
d)	Ту	/pes	of sec	uritie	s di	stributed							
Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.													
				)					Niveshav	- 6	Oingle on laws at	Canadian \$	
	ecurit code	y	CUSIF (if ap	plicabl		Descript	Description of security		Number securiti		Single or lowest price	Highest price	Total amount
U	В	s	65	347A	L.	Unit (one and one wa	common sha arrant)		10,200,	738	\$0.30	\$0.30	\$3,060,221.40
e)	De	etails	of rig	hts a	nd c	convertible/ex	changeable	secu	rities				
e) Details of rights and convertible/exchangeable securities If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.													
Se	Security code Underlying Security code Underlying (Canadian \$) Lowest Highest			piry date 'Y-MM-DD)	Con vers ion ratio	Descri	be other terms (if ap	pplicable)					
w	N	т	с	М	s	\$0.50	\$0.50	2022-05-21 (first tranche) 2022-05-28 (second tranche)		1:1	on the Canadia other stock exc listed, is at a pr for a period o then the exp accelerate and days after th	an Securities E change on whic ice greater than f 10 consecutiv biry date sha will expire on the e date that	s of the company xchange, or any h the shares are \$0.70 per share ve trading days, II automatically he date that is 30 notice of such holder by way of
f) Summary of the distribution by jurisdiction and exemption													

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

	Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
	British Columbia	NI 45-106, s. 2.3	26	\$695,200.20
	British Columbia	NI 45-106, s. 2.5	16	\$303,950.10
Ī	Alberta	NI 45-106, s. 2.3	3	\$455,000.40

		Total number of unique purchasers <sup>2</sup>	80	
	\$3,060,221.40			
United Kingdom	NI 45-106, s. 2.3		1	\$30,000.00
Australia	NI 45-106, s. 2.3		3	\$193,350.00
Nova Scotia	NI 45-106, s. 2.5		5	\$79,000.20
Nova Scotia	NI 45-106, s. 2.3		14	\$838,000.20
Ontario	NI 45-106, s. 2.5		1	\$60,000.00
Ontario	NI 45-106, s. 2.3		11	\$405,720.30

<sup>2</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
N/A	
Total net proceeds to the investment fund	

<sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.	N/A			
2.				
3.				

ITEM 8 – COMPENSATION INFORMATION						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>						
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.           No         V         Yes         If yes, indicate number of persons compensated.         8						
a) Name of person compensated and registration status Indicate whether the person compensated is a registrant.						
No Yes						
If the person compensated is an individual, provide the name of the individual.						
Full legal name of individual       Family name       First given name       Secondary given names						
If the person compensated is not an individual, provide the following information.						
Full legal name of non-individual Mackie Research Capital Corporation						
Firm NRD number 3 0 7 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.						
✓ No Yes						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated	!					
Street address						
Municipality Province/State						
Country Postal code/Zip code						
Email address Telephone number						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund)						
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager						
✓ None of the above						
d) Compensation details						
Compensation details         Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.         Cash commissions paid       \$20,080.00						
Value of all securities distributed as compensation <sup>4</sup> 0     Security code 1     Security code 2       W     N     T	Security code 3					
66,933 broker warrants, each exercisable for one share at an exercise price of \$0.30 per share until May 21, 2022, provided that If the closing price of the shares on the Canadian Securities Exchange, or any other stock exchange on which the shares are listed, is at a price greater than \$0.70 per share for a period of 10 consecutive trading days, the expiry date of the warrants shall automatically accelerate and will expire on the date that is 30 days after the date that notice of such acceleration is provided to the holder by way of press release.						
Other compensation <sup>5</sup> Describe						
Total compensation paid \$20,080.00						
Check box if the person will or may receive any deferred compensation (describe the terms below)						

Item 8 – Compensation Information							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
No Ves If yes, indicate number of persons compensated. 8							
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No V Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual       Family name       First given name       Secondary given names							
Family name First given name Secondary given names If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Aligned Capital Partners Inc							
Firm NRD number 2 3 4 0 (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address							
Municipality Province/State							
Country Postal code/Zip code							
Email address Telephone number							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship to investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund)							
Director or officer of the investment fund or investment fund manager							
Employee of the issuer or investment fund manager							
✓ None of the above							
d) Compensation details							
d) Compensation details         Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.         Cash commissions paid       \$2,401.20							
Value of all securities distributed 0 Security code 1 Security code 2 Security code 3							
8,004 broker warrants, each exercisable for one share at an exercise price of \$0.30 per share until May 28, 2022, provided that If the closing price of the shares on the Canadian Securities Exchange, or any other stock exchange on which the shares are listed, is at a price greater than \$0.70 per share for a period of 10 consecutive trading days, the expiry date of the warrants shall automatically accelerate and will expire on the date that is 30 days after the date that notice of such acceleration is provided to the holder by way of press release.							
Other compensation <sup>5</sup> 0 Describe							
Total compensation paid \$2,401.20							
Check box if the person will or may receive any deferred compensation (describe the terms below)							

Item 8 – Compensation Information						
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>						
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
No 🗸 Yes If yes, indicate number of persons compensated. 8						
a) Name of person compensated and registration status						
Indicate whether the person compensated is a registrant.           Image: state of the person compensated is a registrant.           Image: state of the person compensated is a registrant.						
If the person compensated is an individual, provide the name of the individual.						
Full legal name of individual         Doyle         Jarrod           Family name         First given name         Secondary given names						
Family name       First given name       Secondary given names         If the person compensated is not an individual, provide the following information.       Secondary given names						
Full legal name of non-individual						
Firm NRD number (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.						
b) Business contact information						
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.						
Street address 16 Donaldson Street						
Municipality Paddington Province/State Queensland						
Country Australia Postal code/Zip code 4064						
Email address jarroddoyle6@gmail.com Telephone number +61-412-436-907						
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager						
✓ None of the above						
<ul> <li>d) Compensation details</li> <li>Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.</li> <li>Cash commissions paid \$5,400.00</li> </ul>						
Value of all securities distributed as compensation <sup>4</sup> 0     Security codes     Security code 1     Security code 2     Security code 3						
18,000 broker warrants, each exercisable for one share at an exercise price of \$0.30 per share until May 28, 2022, provided that If the closing price of the shares on the Canadian Securities Exchange, or any other stock exchange on which the shares are 						
Other compensation <sup>5</sup> 0 Describe						
Total compensation paid \$5,400.00						
Check box if the person will or may receive any deferred compensation (describe the terms below)						

ITEM 8 – COMPENSATION INFORMATION							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.           No         ✓         Yes         If yes, indicate number of persons compensated.         8							
a) Name of person compensated and registration status							
Indicate whether the person compensated and registration state	5						
✓ No Yes							
If the person compensated is an individual, provide the name of the inc Full legal name of individual Silver							
Full legal name of individual         Silver         Stephen           Family name         First given name         Secondary given names							
If the person compensated is not an individual, provide the following ir							
Full legal name of non-individual							
Firm NRD number	(if applicable)						
Indicate whether the person compensated facilitated the distribution the							
✓     No     Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business Street address 16 Murriverie Road, North Bor	contact information of the person being compensated. Idi, New South Wales, 2026, Australia						
Municipality North Bondi	Province/State New South Wales						
Country Australia	Postal code/Zip code 2026						
Email address Sms@eveq.com	Telephone number +61-487-887-337						
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager							
Employee of the issuer or investment fund manager							
d) Compensation details	✓ None of the above						
Provide details         Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid         Value of all securities distributed as compensation <sup>4</sup> 0         Security codes       Security code 1         Security code 2       Security code 3							
Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights 14,670 broker warrants, each exercisable for one share at an exercise price of \$0.30 per share until May 28, 2022, provided that If the closing price of the shares on the Canadian Securities Exchange, or any other stock exchange on which the shares are listed, is at a price greater than \$0.70 per share for a period of 10 consecutive trading days, the expiry date of the warrants shall automatically accelerate and will expire on the date that is 30 days after the date that notice of such acceleration is provided to the holder by way of press release.							
Other compensation <sup>5</sup> 0 Describe							
Total compensation paid \$4,401.00							
Check box if the person will or may receive any deferred c	ompensation (describe the terms below)						

ITEM 8 – COMPENSATION INFORMATION								
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.         No       Yes         If yes, indicate number of persons compensated.       8								
a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Rosenberg	Matthew           First given name         Secondary given names							
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual								
Firm NRD number	(if applicable)							
Indicate whether the person compensated facilitated the distribution through a fur								
b) Business contact information								
If a firm NRD number is not provided in Item 8(a), provide the business contact in								
Street address 7 Lord Howe St., , NSW, 2030, Australia	a							
Municipality Dover Heights	Province/State New South Wales							
Country Australia Po	stal code/Zip code 2030							
Email address mr@eveq.com	Felephone number +0414 450 241							
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid         Value of all securities distributed as compensation <sup>4</sup> 0         Security code 1       Security code 2         W       N       T								
Describe terms of warrants, options or other rights uttorna uttorna automa after the	broker warrants, each exercisable for one share at an e price of \$0.30 per share until May 28, 2022, provided that closing price of the shares on the Canadian Securities ge, or any other stock exchange on which the shares are s at a price greater than \$0.70 per share for a period of 10 utive trading days, the expiry date of the warrants shall tically accelerate and will expire on the date that is 30 days e date that notice of such acceleration is provided to the by way of press release.							
Total compensation paid \$1,800.00								
Check box if the person will or may receive any deferred compensation	on (describe the terms below)							

ITEM 8 – COMPENSATION INFORMATION								
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.								
No V Yes If yes, indicate number of persons compensated. 8								
a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No Ves								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual     Family name     First given name     Secondary given names								
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Echelon Wealth Partners Inc.								
Firm NRD number 3 2 4 2 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.								
b) Business contact information								
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.								
Street address								
Municipality Province/State								
Country Postal code/Zip code								
Email address   Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.         Connected with the issuer or investment fund manager         Insider of the issuer (other than an investment fund)         Director or officer of the investment fund or investment fund manager         Employee of the issuer or investment fund manager         ✓								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$13,440.00								
Value of all securities distributed as compensation <sup>4</sup> 0     Security code 1     Security code 2     Security code 3       W     N     T     Image: Comparison of the security code 3     Image: Comparison of the security code 3     Image: Comparison of the security code 3								
44,800 broker warrants, each exercisable for one share at an exercise price of \$0.30 per share until May 28, 2022, provided that If the closing price of the shares on the Canadian Securities Exchange, or any other stock exchange on which the shares are listed, is at a price greater than \$0.70 per share for a period of 10 consecutive trading days, the expiry date of the warrants shall automatically accelerate and will expire on the date that is 30 days after the date that notice of such acceleration is provided to the holder by way of press release.								
Other compensation <sup>5</sup> 0 Describe								
Total compensation paid \$13,440.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								

ITEM 8 – COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any con with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated</b>	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.           No         V         Yes         If yes, indicate number of persons compensated.         8	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant.	
No Ves	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual         Family name         First given name         Secondary give	en names
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual Integral Wealth Securities Limited	
Firm NRD number   3   1   0   (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensation	ted.
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund)	of "connected" in Part B(2)
Director or officer of the investment fund or investment fund manager	
Employee of the issuer or investment fund manager	
None of the above	
d) Compensation details	
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribut in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by th Cash commissions paid \$2,760.00	not report payments for c for details about, or
Value of all securities distributed as compensation <sup>4</sup> 0     Security code 1     Security code 2	Security code 3
9,200 broker warrants, each exercisable for exercise price of \$0.30 per share until provided that If the closing price of the Canadian Securities Exchange, or a exchange on which the shares are listed greater than \$0.70 per share for a period of trading days, the expiry date of the automatically accelerate and will expire of 30 days after the date that notice of suc provided to the holder by way of press rele	May 28, 2022, e shares on the iny other stock ed, is at a price of 10 consecutive e warrants shall in the date that is ch acceleration is
Other compensation <sup>5</sup> 0 Describe	
Total compensation paid \$2,760.00	
Check box if the person will or may receive any deferred compensation (describe the terms below)	

ITEM 8 – COMPENSATION INFORMATION								
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.								
No Ves If yes, indicate number of persons compensated.								
a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual       Family name       First given name       Secondary given names								
Family name       First given name       Secondary given names         If the person compensated is not an individual, provide the following information.       Secondary given names								
Full legal name of non-individual PI Financial Corp.								
Firm NRD number 5 2 9 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.								
b) Business contact information								
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.								
Street address								
Municipality Province/State								
Country Postal code/Zip code								
Email address Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B( of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund)								
Director or officer of the investment fund or investment fund manager								
Employee of the issuer or investment fund manager								
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid \$8,460.00								
Value of all securities distributed as compensation <sup>4</sup> 0     Security codes     Security code 1     Security code 2     Security code 3								
as compensation <sup>4</sup> 0       0								
Other compensation <sup>5</sup> 0 Describe								
Total compensation paid \$8,460.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								

ITEM 9 – DIRECTORS, EXEC	UTIVE OFFICERS	S AND <b>P</b> ROM	IOTERS OF 1	THE <b>I</b> SSUE	R				
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed t	to Item 10.						
Indicate whether the issuer is any of th	ne following (select a	ll that apply).							
✓ Reporting issuer in any jurisd	iction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a	reporting issuer in a	any jurisdiction	of Canada <sup>6</sup>						
Provide name	of reporting issuer								
Wholly owned subsidiary of a	foreign public issue	er <sup>6</sup>							
Provide name of fo	oreign public issuer								
Issuer distributing eligible fore	eign securities only t	to permitted clie	nts <sup>7</sup>						
If the issuer is at least one of the ab <sup>6</sup> An issuer is a wholly owned subsidiary of a r law to be owned by its directors, are beneficia <sup>7</sup> Check this box if it applies to the current dist of "eligible foreign security" and "permitted cline	reporting issuer or a fore ally owned by the reportion ribution even if the issue	ign public issuer if a ng issuer or the for er made previous di	all of the issuer's eign public issuer	outstanding vo , respectively.	-				
If the issuer is none of the a	bove, check this bo	ox and complet	e Item 9(a) – (	(c).					
a) Directors, executive office	cers and promoter	rs of the issue	r						
Provide the following information for a territory, otherwise state the country. F				ecutive Offic	er, "P" -				
Organization or company name	Family name First given name		Secondary given names	given	non-individual or			Relationship to issuer (select all that apply)	
				Provir		nce or country		0	Р
	<u> </u>								
	<u> </u>								
								_	
	L								
b) Promoter information									
If the promoter listed above is not an i locations within Canada, state the pro Officer.									
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual		Relationship to promot (select one or both if applic			
			names	Province or country		or D		0	
N/A									

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11. The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

#### IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Ackerman	Charles				
	Family name	First given nam	e	Secondary given names		
Title	CFO					
Name of issuer/underwriter/ investment fund manager	NextLeaf Solutions Ltd.					
Telephone number	902.222.6507	Email address charles@nextleafsolutions.com			tions.com	
Signature	"Charles Ackerman"	Date	2020	06	01	
			YYYY	MM	DD	

### ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as ind	ividual certifying the rep	ort				
Full legal name	Raven	Michael		Title	Solicitor	
	Family name	First given name	Secondary giv names	ven		
Name of company	Beadle Raven LLP					
Telephone number	604.899.6401		Email address	mraven@beadl	eraven.com	

#### Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.