

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**  
February 16, 2021
- 3. News Release**  
The news release announcing the material change was disseminated on February 16, 2021, through Newsfile. 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. issued an aggregate of 383,428 common shares as compensation for services provided and an aggregate of 560,000 stock options.
- 5.1 Full Description of Material Change**  
Nextleaf Solutions Ltd. issued an aggregate of 383,428 common shares at a price of \$0.285 per share, representing an aggregate value of \$109,277, to consultants of the Company, as compensation for services provided.

Nextleaf Solutions Ltd. also issued an aggregate of 560,000 stock options to the non-executive employees, each option exercisable for five years at an exercise price of \$0.35.
- 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**  
Charles Ackerman, CFO  
902.222.6507
- 9. Date of Report**  
February 16, 2021