

Nextleaf Solutions Announces \$3 Million Marketed Public Offering of Units

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DISSEMINATION IN THE UNITED STATES**

VANCOUVER, BC, December 7, 2021 - Nextleaf Solutions Ltd. ("**Nextleaf**", "**OILS**", or the "**Company**") (**CSE: OILS**) (**OTCQB: OILFF**) (**FSE: LOMA**), a federally regulated producer of cannabis oil that distributes cannabis vapes and oils under its prohibition-era brand, *Glacial Gold*[™], is pleased to announce that it has entered into an engagement letter with Research Capital Corporation (the "**Agent**") in respect of a marketed public offering (the "**Offering**") of units of the Company (the "**Units**") for minimum aggregate gross proceeds of \$3,000,000. The Agent has agreed to act as sole agent and bookrunner on a best efforts basis pursuant to the filing of a prospectus supplement (the "**Supplement**") to the Company's short form base shelf prospectus dated November 23, 2021 (the "**Prospectus**"), to offer for sale the Units at an indicative price of \$0.20 per Unit, as determined in the context of the market (the "**Offering Price**").

Each Unit will be comprised of one common share in the capital of the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant will be exercisable to acquire one Common Share at an indicative exercise price of \$0.275 per Common Share for a period of 24 months following closing of the Offering. The definitive structure, including the exercise price and the expiry date of the Warrants will be determined in the context of the market and described in the Supplement.

The Company has granted the Agent an option to purchase up to an additional 15% of the Units, and/or the components thereof, offered in the Offering on the same terms and conditions, exercisable at any time, in whole or in part, for a period of 30 days following the closing of the Offering for over-allotment and market stabilization purposes.

The Company intends to use the net proceeds of the Offering for the procurement and delivery of its cannabis products to various provincial markets nationally, for the partial repayment of principal and interest on a senior secured convertible note of the Company, for general and administrative expenses and for working capital and general corporate purposes.

The Offering is expected to close on or about December 16, 2021 and is subject to the Company fulfilling certain conditions and receiving all necessary regulatory and stock exchange approvals.

The Units will be offered by way of the Supplement to the Prospectus, to be filed in all provinces of Canada other than Québec (the "**Offering Jurisdictions**"), and accordingly will not be subject to a statutory or exchange four-month hold in the Offering Jurisdictions. The Units may also be offered in the United States on a non-brokered private placement basis on the same terms as the Offering pursuant to applicable exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the "**1933 Act**") and applicable state securities laws, and in other offshore jurisdictions provided that no prospectus filing or comparable obligation arises.

In connection with the Offering, the Company will pay to the Agent a cash commission equal to 8.0% of the gross proceeds from the Offering, including pursuant to the exercise of the Over-Allotment Option, which will be reduced in respect of sales of Units to persons identified by the Company to the Agent pursuant to a president's list. The Company will also issue to the Agent such number of non-transferable broker warrants (the "**Broker Warrants**") equal to 8.0% of the total number of Units sold under the Offering, including pursuant to the exercise of the Over-Allotment Option, which will be reduced in respect of sales of Units to persons identified by the Company to the Agent pursuant to a president's list. Each Broker Warrant will entitle the holder thereof to acquire one Unit at an exercise price equal to the Offering Price at any time prior to 5:00 p.m. (Toronto time) on the expiry date of the Warrants. In addition, the Company has agreed to pay the Agent a corporate finance fee of \$100,000 plus HST, which shall be payable on closing through the issuance to the Agent of Common Shares at a price equal to the Offering Price.

Prospective investors should read the Supplement, once filed, and the Prospectus and the documents incorporated by reference therein before making an investment decision. Copies of the Supplement, following filing thereof, and the Prospectus will be available on the Company's SEDAR profile at www.sedar.com.

The Company will host a conference call this afternoon, Tuesday December 7, 2021 at 4:15pm EST.

Investors or members of the public who wish to dial in, can join the webinar by [registering here: https://us02web.zoom.us/webinar/register/1716388243445/WN_1RqmLXwbRZmmo7q2c4qwGA](https://us02web.zoom.us/webinar/register/1716388243445/WN_1RqmLXwbRZmmo7q2c4qwGA)

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities to be offered have not been, and will not be registered under the U.S. Securities Act or under any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or an applicable exemption from such registration requirements.

About Nextleaf®

Nextleaf is a federally regulated producer of cannabis oil that distributes CBD and THC vapes and distilled oils under its award-winning prohibition-era brand, *Glacial Gold*™. Nextleaf's patented closed-loop automated extraction plant in Metro Vancouver efficiently transforms cannabis and hemp grown in B.C. and throughout Canada into high-purity cannabis distillate at an industrial scale. Nextleaf is developing proprietary delivery technology and formulations through its Health Canada Research Licence with sensory evaluation of cannabis via human testing. The Company owns 17 U.S. patents and has been issued 95 patents globally.

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](#).

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www.nextleafsolutions.com

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www.Glacial.Gold

For more information please contact:
Jason McBride, Corporate Development
604-283-2301 (ext. 219)
jason@nextleafsolutions.com

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

Forward Looking Statements

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of applicable securities laws. All statements other than statements of historical fact contained in this press release, including, without limitation, those regarding the terms of the Offering, the anticipated closing date of the Offering, the use of proceeds of the Offering, 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 Canadian Securities Exchange has not reviewed or approved the contents of this press release.