

UNDERTAKING

TO: British Columbia Securities Commission
Ontario Securities Commission
Alberta Securities Commission
The Manitoba Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities, Newfoundland and Labrador
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
(collectively, the “**Securities Regulators**”)

RE: Nextleaf Solutions Ltd. (the “**Issuer**”) Prospectus Supplement dated December 15, 2021 to the Base Shelf Prospectus dated November 23, 2021 (the “**Prospectus**”)

The undersigned, for and on behalf of the Issuer, undertakes that the Issuer will file with the Securities Regulators a copy of the Warrant Indenture governing the Warrants promptly and in any event within seven days after closing of the Offering.

All capitalized terms used and not otherwise defined herein shall have the respective meanings given thereto in the Prospectus.

DATED this 15th day of December, 2021.

NEXTLEAF SOLUTIONS LTD.

By: (s) “*Paul Pedersen*”
Name: Paul Pedersen
Title: Chief Executive Officer
