

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**

April 19, 2022

**3. News Release**

The news release announcing the material change was disseminated on April 20, 2022, 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 866,741 common shares to scientific and technical consultants of the company as compensation for services provided, awarded non-executive employees options to purchase up to 70,000 common shares pursuant to the company's stock option plan, and issued 500,000 warrants as consideration for revision of the terms of a convertible note.

**5.1 Full Description of Material Change**

Nextleaf Solutions Ltd. issued an aggregate of 866,741 common shares at a deemed price of \$0.135 per share to scientific and technical consultants of the company, as compensation for services provided.

The company awarded non-executive employees of the company options to purchase up to 70,000 common shares of the company pursuant to the company's Stock Option Plan, exercisable at a price of \$0.175 per share.

The company issued 500,000 warrants to purchase common shares of the company to the holder of the convertible note issued on March 31, 2021 (the "Note"). The warrants were issued as consideration for revision of terms of the Note and are exercisable at a price of \$0.162 per share for a period of 36 months from the date of issuance.

**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**

April 25, 2022