

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 28, 2022
- 3. News Release**
The news release announcing the material change was disseminated on April 28, 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**
Kevin Keagan was appointed as a director, the Chief Financial Officer and the Corporate Secretary of Nextleaf Solutions Ltd.
- 5.1 Full Description of Material Change**
Kevin Keagan was appointed as a director, the Chief Financial Officer and the Corporate Secretary of Nextleaf Solutions Ltd., replacing Charles Ackerman, who resigned from those positions. Mr. Ackerman will continue to support the company's finance department as well as serve as a key strategic advisor to senior management.
- 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**
Paul Pedersen, CEO
604.283.2301
- 9. Date of Report**
April 28, 2022