

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**  
May 18, 2022
- 3. News Release**  
The news release announcing the material change was disseminated on May 25, 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 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 \$0.138 per share for a period of 36 months from the date of issuance.
- 5.1 Full Description of Material Change**  
Nextleaf Solutions Ltd. 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 \$0.138 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**  
Paul Pedersen, CEO  
604.283.2301
- 9. Date of Report**  
May 25, 2022