NOTICE

and

INFORMATION CIRCULAR

for the

ANNUAL GENERAL MEETING OF SHAREHOLDERS

of

Nextleaf Solutions Ltd.

to be held on

Thursday, April 30, 2026

NEXTLEAF SOLUTIONS LTD.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the "**Meeting**") of Nextleaf Solutions Ltd. ("**Nextleaf**") will be held at 600-1090 West Georgia Street, Vancouver, BC V6E 3V7 at 10:00 a.m., on Thursday, April 30, 2026, for the following purposes:

1. To receive and consider the audited Financial Statements of Nextleaf for the fiscal year ended September 30, 2025, together with the auditor's reports thereon.
2. To fix the number of directors of Nextleaf at four.
3. To elect the directors of Nextleaf for the ensuing year.
4. To appoint an auditor of Nextleaf for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To transact such other business as may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice.

If you are a registered shareholder of Nextleaf and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Odyssey Trust Company, 1310, 1140 West Pender St, Vancouver V6E 4G1, or vote online at https://login.odysseytrust.com/pxlogin, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

If you are a non-registered shareholder of Nextleaf and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The Company intends to hold the Meeting in person. In the event it is not possible or advisable to hold the Meeting in person or a decision is made to change the date, time or location of the Meeting, the Company will announce, by press release, alternative arrangements for the Meeting as promptly as practicable. The press release will be available under the Company's profile on SEDAR+ (www.sedarplus.ca). If you are planning to attend the Meeting, please check our press releases on SEDAR+ (www.sedarplus.ca) before attending the Meeting.

DATED at Vancouver, British Columbia, as of March 25, 2026.

By Order of the Board of Directors of
NEXTLEAF SOLUTIONS LTD.

"Emma Andrews"
Emma Andrews
Chief Executive Officer

NEXTLEAF SOLUTIONS LTD.

INFORMATION CIRCULAR

(all information as at March 25, 2026, unless otherwise stated)

Nextleaf Solutions Ltd. ("**Nextleaf**" or the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the Annual General Meeting (the "**Meeting**") of Nextleaf to be held on Thursday, April 30, 2026, and at any adjournments. Nextleaf will conduct its solicitation by mail and officers and employees of Nextleaf may, without receiving special compensation, also telephone or make other personal contact. Nextleaf will pay the cost of solicitation.

PROXY RELATED INFORMATION

Appointment of Proxyholder

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of Nextleaf (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

Voting by Proxy

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of Nextleaf knows of no such amendments, variations or other matters to come before the Meeting.

Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of Nextleaf's registrar and transfer agent, Odyssey Trust Company, 1310, 1140 West Pender St, Vancouver V6E 4G1, or shareholders must vote online at https://login.odysseytrust.com/pxlogin, not later than forty-eight (48) hours, excluding Saturdays,

Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

Non-Registered Holders

Only shareholders whose names appear on the records of Nextleaf as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of Nextleaf are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, Nextleaf has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits Nextleaf to forward meeting materials directly to "non-objecting beneficial owners". If Nextleaf or its agent has sent these materials directly to you (instead of through a Nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf.

Management of the Company does not intend to pay for intermediaries to forward to Objecting Beneficial Owners ("**OBOs**") under NI 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Revocability of Proxy

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of Nextleaf, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of Nextleaf consists of an unlimited number of common shares without par value. As at the date hereof, there are issued and outstanding 169,775,371 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company has no other classes of voting securities.

Persons who are registered shareholders at the close of business on March 25, 2026, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

To the knowledge of the directors and senior officers of Nextleaf, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of Nextleaf that have the right to vote in all circumstances.

STATEMENT OF EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers.*

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company's Chief Executive Officer and Chief Financial Officer, (together, the "**Named Executive Officers**") and any director who is not a Named Executive Officer for the financial years ended September 30, 2025 and 2024. There were no other executive officers of the Company or individuals who individually earned more than $150,000 in total compensation.

Table of compensation excluding compensation securities							
Name and Position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of All Other Compensation ($)**	**Total Compensation ($)**
Emma Andrews Director, President and Chief Executive Officer [(1)]	2025 2024	164,999.94 151,431.00	Nil Nil	12,000.00 12,000.00	Nil Nil	Nil 30,000.04 [(3)]	176,999.94 193,431.04
Sam Kassem Director and Chief Financial Officer [(2)]	2025 2024	78,000 58,500.00	Nil Nil	12,000 9,000.00	Nil Nil	Nil 19,999.98 [(4)]	90,000 87,499.98
Fred Bonner Director	2025 2024	Nil Nil	Nil Nil	12,000 12,000	Nil Nil	Nil Nil	12,000 12,000
Sherry Boodram Director	2025 2024	Nil Nil	Nil Nil	12,000 12,000	Nil Nil	Nil Nil	12,000 12,000

(1) Ms. Andrews was appointed as interim CEO and President of the Company on September 8, 2023 and as a director of the Company on September 27, 2023.
(2) Mr. Kassem was appointed as interim CFO of the Company on September 27, 2023.
(3) This compensation consists of 214,286 common shares of the Company issued at a deemed value of $0.14 per share on March 1, 2024.
(4) This compensation consists of 142,857 common shares of the Company issued at a deemed value of $0.14 per share on March 1, 2024.

Stock Options and Other Compensation Securities and Instruments

No Stock Options were granted or issued to Named Executive Officers or directors during the financial year ended September 30, 2025.

No Stock Options were exercised by Named Executive Officers or directors during the most recently completed financial year ended September 30, 2025.

Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan (the "**Plan**") which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Company and is the basis for the Company's long-term incentive scheme. The key features of the Plan are as follows:

- The maximum number of common shares issuable under the Plan shall not exceed 20% of the number of common shares of the Company issued and outstanding as of each award date, inclusive of all common shares reserved for issuance pursuant to previously granted stock options.
- The options have a maximum term of five years from the date of issue.
- Options vest as the board of directors of the Company may determine upon the award of the options.
- The exercise price of options granted under the Plan will be determined by the board of directors but will not be less that the greater of the closing market price of the Company's common shares on the Canadian Securities Exchange on (a) the trading day prior to the date of grant of the options; and (b) the date of grant of the stock options.
- The expiry date of an option shall be the earlier of the date fixed by the Company's board of directors on the award date, and: (a) in the event of the death of the option holder while he or she is a director or employee (other than an employee performing investor relations activities), 12 months from the date of death of the option holder, or while he or she is a consultant or an employee performing investor relations activities, 30 days from the date of death of the option holder; (b) in the event that the option holder holds his or her option as a director and such option holder ceases to be a director of the Company other than by reason of death, 90 days following the date the option holder ceases to be a director (provided however that if the option holder continues to be engaged by the Company as an employee or consultant, the expiry date shall remain unchanged), unless the option holder ceases to be a director as a result of ceasing to meet the qualifications set forth in section 124 of the *Business Corporations Act* (British Columbia) or a special resolution passed by the shareholders of the Company pursuant to section 128(3) of the *Business Corporations Act* (British Columbia), in which case the expiry date will be the date that the option holder ceases to be a director of the Company; (c) in the event that the option holder holds his or her option as an employee or consultant of the Company (other than an employee or consultant performing investor relations activities) and such option holder ceases to be an employee or consultant of the Company other than by reason of death, 30 days following the date the option holder ceases to be an employee or consultant, unless the option holder ceases to be such as a result of termination for cause or an order of the British Columbia Securities Commission, the Canadian Securities Exchange or any regulatory body having jurisdiction to so order, in which case the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company; and (d) in the event that the option holder holds his or her option as an employee or consultant of the Company who provides investor relations activities on behalf of the Company, and such option holder ceases to be an employee or consultant of the Company other than by reason of death, the expiry date shall be the date the option holder ceases to be an employee or consultant of the Company.

The Plan may be terminated at any time by resolution of the board of directors, but any such termination will not affect or prejudice rights of participants holding options at that time. If the Plan is terminated, outstanding options will continue to be governed by the provisions of the Plan.

Employment, Consulting and Management Agreements

Emma Andrews – President and Chief Executive Officer

The Company is party to a consulting agreement with Ms. Andrews's consulting services company. Under the agreement, Ms. Andrews is entitled to receive compensation described in the foregoing compensation table.

Sam Kassem – Chief Financial Officer

The Company is party to an independent contractor agreement with Mr. Kassem. Under the agreement, Mr. Kassem is entitled to receive compensation as determined by the board of directors.

Oversight and Description of Director and Named Executive Officer Compensation

The board of directors has the responsibility for determining compensation for the directors and senior management (including the Named Executive Officers).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's equity compensation plan information as of September 30, 2025.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in second the column)
Equity compensation plans approved by securityholders	11,585,000	$0.16	22,060,781
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	**11,585,000**	**$0.10**	**22,060,781**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no director, executive officer, senior officer or nominee for director of Nextleaf or any of their associates was indebted to Nextleaf, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by Nextleaf.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of Nextleaf, no informed person or proposed director of Nextleaf and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction

since the commencement of Nextleaf's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect Nextleaf.

MANAGEMENT CONTRACTS

Other than as described below or elsewhere in this Information Circular, there are no agreements or arrangements under which management functions of Nextleaf or any subsidiary of Nextleaf are, to any substantial degree, performed by a person other than the directors or executive officers of Nextleaf or a subsidiary of Nextleaf.

CORPORATE GOVERNANCE DISCLOSURE

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**"), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company's board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.

Board of Directors

Each of Fred Bonner and Sherry Boodram is an "independent" director, according to the definition set out in NI 52-110. Each of Emma Andrews and Sam Kassem is not independent as each is currently an executive officer of the Company.

The independent directors believe that their knowledge of the Company's business and their independence are sufficient to facilitate the functioning of the board independently of management. To facilitate open and candid discussion among the board's independent directors, the independent directors have the discretion to meet in private in the absence of the other directors whenever they believe it is appropriate to do so. To date, the independent directors have not held a meeting at which non-independent directors and members of management were not in attendance.

Other Directorships

The directors of the Company are presently directors of other reporting issuers, as follows:

Director	Other Issuers
Emma Andrews	None
Sam Kassem	None
Fred Bonner	Myriad Uranium Corp.
Sherry Boodram	None

Orientation and Continuing Education

Management will ensure that a new appointee to the board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the

board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

Ethical Business Conduct

The board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

Given the Company's current stage of development and size of the board, the board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the board members, including both formal and informal discussions among board members and management of the Company.

The Company's Articles include a provision requiring advance notice of the nomination of persons to act as directors of the Company. Under this provision, subject only to the *Business Corporations Act* (British Columbia), nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice of nomination and on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set out in the advance notice provision, including without limitation that such notice must be provided to the Company (A) in the case of an annual meeting of shareholders, not more than 65 days and not less than 30 days prior to the date of the annual meeting of shareholders (provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Notice Date**"), notice by the Nominating Shareholder may be made not later than the close of business on the 10th business day following the Notice Date); and (B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th business day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Compensation

The Company does not have a Compensation Committee. Compensation matters for the Company's directors and officers are dealt with by the full board. The board meets to discuss and determine director and management compensation without reference to formal objectives, criteria or analysis.

Other Board Committees

The only board committee of the Company is the Audit Committee.

Assessments

The board annually reviews its own performance and effectiveness. Neither the Company nor the board has determined formal means or methods to regularly assess the board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the board.

The board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

AUDIT COMMITTEE DISCLOSURE

General

The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditor of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the board.

As the Company is a "venture issuer" (as defined in National Instrument 52-110 – Audit Committees ("**NI 52-110**")), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the Audit Committee and with respect to Audit Committee reporting obligations. At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis* Non-Audit Services*)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter of the Audit Committee under the heading "Responsibilities". At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors.

The Audit Committee is comprised of Emma Andrews, Fred Bonner and Sherry Boodram, all of whom are "financially literate" and two of whom are "independent", as those terms are defined in NI 52-110. Emma Andrews is not independent. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member, and in particular the education or experience that provides each member with (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and (iv) an understanding of internal controls and procedures for financial reporting, is as follows:

Emma Andrews Ms. Emma Andrews is the President and CEO of the Company, formerly serving as the Company's Director of Marketing since June 2018 in a consulting capacity. Andrews fulfilled her duties alongside work within additional cannabis verticals including retail, harvesting technology, and product commercialization. She previously held a role as an Executive Officer for a publicly traded infused beverage company and co-founded a boutique multi-national marketing agency (with clients including Nestle) building on her 10+ years working alongside fast growth companies and emerging brands in the natural product industry. Andrews notably held a pivotal role in pioneering the plant-based protein category while at Vega, concluding in a $550 million USD acquisition by White Wave Foods in 2015. Andrews graduated with a BA from the University of Calgary and has earned professional designations as a Registered Holistic Nutritionist (RHN) and New Product Development Professional (NPDP).

Fred Bonner Mr. Bonner received an Honours Geology from St. Mary's University in Halifax and Masters' Degrees in Applied Science and Urban and Rural Planning from Dalhousie University, Halifax. He is a professional geologist, a Fellow of Geoscientists Canada and a Fellow of the Society of Economic Geologists. Mr. Bonner has served as an officer and director of several reporting issuers, and in such capacities he has been responsible to review and approve their quarterly and annual financial statements.

Sherry Boodram Dr. Sherry Boodram is the Co-Founder & CEO of CannDelta, a Toronto-based regulatory and scientific cannabis consulting company. Prior to founding CannDelta, Dr. Boodram spent several years in the Canadian federal government, most notably with Health Canada's Medical Cannabis Program and Controlled Substances Program as a Senior Regulatory Compliance and Enforcement Officer. Dr. Boodram holds a Ph.D. in Chemistry from York University, a B.Sc. (Hon) from the University of Toronto, a Certificate in Cannabis Law and Regulation from Osgoode Hall Law School of York University, and a Graduate Certificate with Honours in Pharmaceutical Regulatory Affairs and Quality Operations from Seneca College.

Charter

The Audit Committee's charter is attached to this Information Circular as Appendix I.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
September 30, 2025	$116,909	Nil	Nil	Nil
September 30, 2024	$140,000	Nil	Nil	Nil

FINANCIAL STATEMENTS

The audited financial statements of Nextleaf for the year ended September 30, 2025 (the "**Nextleaf Financial Statements**"), together with the auditor's reports thereon, will be presented to the shareholders of Nextleaf at the Meeting. A form that shareholders may use to request a copy of the Nextleaf financial statements, together with the auditor's reports thereon and management's discussion and analysis of the Nextleaf financial statements, as well as the interim financial statements and management's discussion and analysis of the interim financial statements, is being mailed to the shareholders with this Information Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The directors of Nextleaf are elected at each Annual General Meeting and hold office until the next Annual General Meeting or until their successors are appointed.

Shareholder approval will be sought to fix the number of directors of Nextleaf at four.

The nominees for election as directors of the Company are set out below. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the nominees herein listed. If any of the nominees is for any reason unavailable to serve as a director, the persons named in the accompanying form of proxy shall be entitled to vote for any other individual as director in their discretion.** As of the date of this Information Circular, management of the Company is not aware that any of the proposed nominees will be unavailable to serve as director.

Name, Residence and Current Position with the Company	Principal Occupation or Employment during the Past Five Years [1]	Date Appointed [2]	Number of Common Shares
Emma Andrews [3] Victoria, British Columbia, Canada Director, President and CEO	President and CEO of the Company, formerly serving as the Company's Director of Marketing since June 2018 in a consulting capacity. Andrews fulfilled her duties alongside work within additional cannabis verticals including retail, harvesting technology, and product commercialization. She previously held a role as an Executive Officer for a publicly traded infused beverage company and co-founded a boutique multi- national marketing agency (with clients including Nestle) building on her 10+ years working alongside fast growth companies and emerging brands in the natural product industry. Andrews notably held a pivotal role in pioneering the plant-based protein category while at Vega, concluding in a $550 million USD acquisition by White Wave Foods in 2015. Andrews graduated with a BA from the University of Calgary and has earned professional designations as a Registered Holistic Nutritionist (RHN) and New Product Development Professional (NPDP).	September 8, 2023	1,000,650
Sam Kassem Coquitlam, British Columbia, Canada Director and CFO	Mr. Kassem has been serving as the CFO of the Company since October 2, 2023. He is the founder and director of Root Sciences (est. 2015), a leading distributor of cannabis processing equipment in the United States. With over a decade of expertise in the cannabis sector, Mr. Kassem has held pivotal roles, including CFO and CEO, for various public and private entities across the US and Canada.	October 2, 2023	1,354,167
Fred Bonner [3] Halifax, Nova Scotia, Canada Director	Director of the Company since March 2019; Chief Geologist of the Company (named "Legion Metals Corp.", prior to completion of the reverse takeover transaction) from March 2017 to March 2019; Chief Geologist of Myriad Metals Corp., a mineral exploration company, since March 2019; director of International Battery Metals Ltd. (formerly Rheingold Exploration Corp.), a mineral exploration company, from July 2011 to August 2018; independent consultant through Eduterra Consulting since February 2015; founder and director XT Energy Group Inc. (Canada), a renewable energy company, since June 2013; founder and director of Rural Water Watch Association (a NS charity) since May 2017.	March 14, 2019	73,214
Sherry Boodram [3] Toronto, Ontario Canada Director	Director of the Company since October 2019; CEO of CannDelta Inc., a regulatory and scientific cannabis consulting company from May 2017 to present; Service as Director of the Canadian Association of Professionals in Regulatory Affairs, a non-profit professional development organization for regulated industries, from July 2020 to present; Director/Vice President/President, Brand Institute Inc., from May 2017 to August 2018; Senior Regulatory Compliance Officer at Health Canada, Medical Cannabis Program from October 2015 to May 2017.	October 16, 2019	0

(1) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.

(2) Each director of the Company ceases to hold office immediately before an Annual General Meeting for the election of directors is held but is eligible for re-election or re-appointment.

(3) Member of the audit committee.

No director or proposed director:

a) is, as at the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any Company (including Nextleaf) that,

   i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (an "order") while that person was acting in that capacity; or

   ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in that capacity;

b) is, as of the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any Company (including Nextleaf) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

c) has within the 10 years before the date hereof, become a bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Appointment of Auditor

Shareholders are being asked to approve an ordinary resolution appointing Davidson & Company LLP, Chartered Professional Accountants, as auditor of Nextleaf to hold office until the close of the next Annual General Meeting of the shareholders, at a remuneration to be fixed by the board. In order to be effective, the ordinary resolution requires the approval of the majority of the votes cast at the Meeting in respect of the resolution. **In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants as auditor of Nextleaf and to authorize the board to fix their remuneration.**

ADDITIONAL INFORMATION

Additional information relating to Nextleaf is on SEDAR+ at www.sedarplus.ca. Shareholders may contact Nextleaf at (604) 283-2301 to request copies of Nextleaf's financial statements and MD&A.

Financial information is provided in Nextleaf's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR+ at www.sedarplus.ca.

OTHER MATTERS

Neither the Nextleaf board of directors nor management of Nextleaf is aware of any matters that will be brought before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

By order of the board of directors of

NEXTLEAF SOLUTIONS LTD.

"Emma Andrews"
Emma Andrews
Chief Executive Officer

APPENDIX I

AUDIT COMMITTEE CHARTER

General

The primary function of the Audit Committee is to assist the Board of Directors of Nextleaf (the "Board") in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and Nextleaf's external audit process and monitoring compliance with Nextleaf's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between Nextleaf's external auditors and the Board.
The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of Nextleaf's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

Relationship with External Auditors

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

Composition of Audit Committee

The Committee membership shall satisfy the laws governing Nextleaf and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to Nextleaf.

Responsibilities

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
   (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for Nextleaf; and
   (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
   (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
   (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;

(c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;

(d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management; and

(e) reviewing the evaluation of internal controls by the external auditor, together with management's response.

3. The Audit Committee shall review interim unaudited financial statements before release to the public.

4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management's discussion and analysis.

5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.

6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all non-audit services to be provided to Nextleaf or its subsidiary entities by the external auditor.

7. The Audit Committee shall ensure that adequate procedures are in place for the review of Nextleaf's public disclosure of financial information extracted or derived from Nextleaf's financial statements and shall periodically assess the adequacy of those procedures.

8. The Audit Committee shall establish procedures for:

(a) the receipt, retention and treatment of complaints received by Nextleaf regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of Nextleaf of concerns regarding questionable accounting or auditing matters.

9. The Audit Committee shall periodically review and approve Nextleaf's hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of Nextleaf.

10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

Authority

The Audit Committee shall have the authority to:

1. engage independent counsel and other advisors as it determines necessary to carry out its duties;

2. set and pay the compensation for any advisors employed by the Audit Committee; and

3. communicate directly with the external auditors.