FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

NextPoint Financial Inc. ("**NextPoint**" or the "**Company**") 500 Grapevine Hwy, Suite 402, Hurst, TX 76054

Item 2 Date of Material Change

December 30, 2021.

Item 3 News Release

The Company issued a news release with respect to the material change through the facilities of CISION on December 31, 2021, a copy of which was filed on SEDAR.

Item 4 Summary of Material Change

On December 31, 2021, the Company announced that it had completed the acquisition of Chicago-based Community Tax LLC ("**Community Tax**"), a fast-growing leader in tax debt resolution and other tax-related services for approximately US$90 million in cash and stock (subject to certain closing adjustments). The cash consideration was funded with US$70 million in borrowings made under new credit facilities entered into by a newly formed subsidiary of NextPoint through which the Company acquired and holds all the equity interests of Community Tax. The Company also issued the equivalent of US$20 million of common shares, priced at US$4.6881 per share to the former owners of Community Tax, in respect of the remaining portion of the consideration.

Item 5 Full Description of Material Change

On December 30, 2021, the Company completed the Acquisition (the "**Acquisition**") of Chicago-based Community Tax LLC ("**Community Tax**"), a fast-growing leader in tax debt resolution and other tax-related services for consideration of approximately US$90 million (subject to certain closing adjustments) consisting of (i) US$70 million in cash and (ii) US$20 million of common shares of the Company (the "Consideration Shares"), calculated based on the 5-day volume weighted average trading price of the common shares of the Company on the Toronto Stock Exchange.

Pursuant to the membership interest purchase agreement dated December 30, 2021 (the "**Purchase Agreement**"), the Company, through a newly formed subsidiary ("**CTAX Acquisition**"), acquired all of the issued and outstanding membership interests of Community Tax. Each of the parties to the Purchase Agreement made certain customary representations and warranties in the Purchase Agreement. The cash consideration was funded with US$70 million in borrowings made under new credit facilities entered into by CTAX Acquisition which holds all the equity interests of Community Tax. The credit facility is secured by CTAX Acquisition and all of its assets. In connection with the Acquisition, the former owners of Community Tax entered into customary lock-up agreements which provide that that they would not transfer 50% of the Consideration Shares for a period of 12 months following the closing of the Acquisition.

As part of the CTAX Acquisition, the Company also entered into employment agreements with key executives of Community Tax including Jacob Dayan, Esq., Co-Founder and Chief Executive Officer of Community Tax, who has assumed the role of Chief Revenue Officer and will be responsible for monetization strategies across the Company.

Founded in 2010, Community Tax quickly emerged as a leader in the tax debt resolution industry by leveraging a two-phased approach to resolving delinquent tax problems. Community Tax is a bilingual organization, with both English and Spanish speaking team members across every organizational discipline. Community Tax has offices in Chicago, Jacksonville, and Puerto Rico. Community Tax will operate as a stand-alone subsidiary within the Company.

A copy of the Purchase Agreement has been posted to SEDAR, as required under applicable Canadian securities legislation.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Further information regarding the matters described in this report may be obtained from Mike Piper, Chief Financial Officer of the Company, who is knowledgeable about the details of the material change and may be contacted at 757-493-8855 or investorrelations@nxtpt.com.

Item 9 Date of Report

January 7, 2021.

Some of the statements contained in this material change report are forward-looking statements within the meaning of applicable securities law and forward-looking information within the meaning of applicable Canadian securities laws (collectively, “forward-looking statements”). Forward-looking statements are all statements other than those of historical fact, and generally may be identified by the use of words such as “anticipate,” “believe,” “continue,” “estimate,” “expect,” “future,” “intend,” “may,” “model,” “outlook,” “plan,” “pro forma,” “project,” “seek,” “should,” “will,” “would” or other similar expressions that indicate future events or trends. These forward-looking statements include, but are not limited to, statements related to future events or future performance including with respect to Community Tax’s expected impact on the Company’s earnings, the integration of Community Tax, the Company’s objectives and priorities for fiscal year 2022 and beyond, and strategies or further actions with respect to the Company, the Company’s business operations, financial performance and condition.

These statements are based on various assumptions, whether or not identified in this material change report, and on the current expectations of the Company’s management and are not guarantees of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, assurance or definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ materially from those contained in or implied by such forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the control of the Company. Factors that could cause actual results to differ materially from the results expressed or implied by such forward-looking statements include, among others: the effect of economic conditions on the industries and markets in which the Company and Community Tax operate, including financial market conditions, fluctuations in prices, interest rates and market demand; the ability for the Company to integrate Community Tax into its operations; the effects of competition on future business; risks related to the organic and inorganic growth of future business and the timing of expected business milestones; the potential adverse effects of the ongoing COVID-19 pandemic on business and the U.S. economy; declines or unanticipated changes in consumer demand, possible departures from the Company's senior management team; integration risks associated with acquisitions; changes in applicable laws and regulations and the significant expense of operating in a highly regulated industry; the Company's ability to make payments on its indebtedness; and those factors discussed in documents of the Company filed, or to be filed with Canadian securities regulatory authorities. There may be additional risks that the Company does not know or that the Company currently believes are immaterial that could also cause actual results to differ from those expressed in or implied by these forward-looking statements. In addition, forward-looking statements reflect the Company’s expectations, plans or forecasts of future events and views as of the date of this press release. The Company undertakes no obligation to update or revise any forward-looking statements contained herein, except as may be required by law. Accordingly, undue reliance should not be placed upon these forward-looking statements.