Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

The designation of securities to which this report relates is units ("**Units**") of NXT Energy Solutions Inc. (the "**Issuer**"). Each Unit is comprised of one common share in the capital of the Issuer ("**Common Shares**") and one-third of a Common Share purchase warrant of the Issuer (each a whole warrant, a "**Warrant**"). Each whole Warrant may be exercised for the purchase of one Common Share at a price of CAD$1.20 until February 16, 2019.

The Issuer's head office is located at:

Suite 302
3320 - 17th Avenue SW
Calgary, Alberta
T3E 0B4

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Common Shares were acquired pursuant to a private placement offering of the Issuer.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Alberta Green Ventures Limited Partnership ("**AGV LP**" or the "**acquiror**") is a limited partnership established under the laws of Alberta whose principal business is venture capital investment in technology and natural resources.

<u>Head Office of AGV LP:</u>
1600 421- 7th Avenue SW
Calgary, Alberta
T2P 4K9

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On July 3, 2018, AGV LP purchased 1,054,449 Units of the Issuer, at an offering price of CAD$0.924 per Unit, pursuant to a non-brokered private placement (the "**Private Placement**").

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

On June 15, 2018, pursuant to the Private Placement, AGV LP acquired 1,054,449 Units (the "**Acquired Units**") at a price of CDN$0.924 per Unit. As a result, AGV LP now owns a total of 10,264,946 Common Shares and 3,421,646 Warrants, representing 20.0% of the Issuer's 68,432,745 outstanding Common Shares (including the Common Shares to be issued upon exercise of the Warrants).

Prior to the completion of the Private Placement, AGV LP held 9,210,496 Common Shares and 3,070,164 Warrants (approximately 18.2% of the Issuer's then outstanding Common Shares (including the Common Shares to be issued upon exercise of the Warrants).

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Please see paragraph 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Please see paragraph 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Not applicable.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

In consideration for the Acquired Units, AGV LP paid CDN$0.924 per Unit to the Issuer, for a total consideration of CDN$974,310.88.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- **(a)** **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- **(b)** **a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- **(c)** **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- **(d)** **a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- **(e)** **a material change in the present capitalization or dividend policy of the reporting issuer;**
- **(f)** **a material change in the reporting issuer's business or corporate structure;**
- **(g)** **a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- **(h)** **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- **(i)** **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- **(j)** **a solicitation of proxies from securityholders;**
- **(k)** **an action similar to any of those enumerated above.**

The Private Placement was a further closing of the second tranche and closing of the third tranche of a three-tranche private placement of Units of the Issuer whereby AGV LP acquire an aggregate of 10,264,946 Units at a price of $0.924 per Unit for total gross proceeds of approximately $9,484,810 (the "**Offering**").

Following closing of the Offering, the Issuer and AGV LP entered into an Investor Rights Agreement, pursuant to which AGV LP has the right to nominate one director for election to the board of directors of the Issuer (subject to maintaining any equity ownership of at least 10% in NXT); (b) AGV LP will be entitled to participate in future equity or convertible security offerings of the Issuer in order to maintain its pro rata equity interest in the Issuer (subject to maintaining any equity ownership of at least 10% in Issuer); (c) the Subscriber will be entitled to a similar equity offering participation right in connection with certain new entities that may be created by the

Issuer to expand the application of its proprietary technologies; and (d) AGV has agreed to a 18 month standstill from the closing date of the final tranche of the Offering and a 12 month restriction on dispositions of 75% of the securities acquired in the Offering.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

July 4, 2018

(signed) "Benjamin Shani"
Benjamin Shani, Director
Alberta Green Ventures GP Inc., general partner of Alberta Green Ventures LP