

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations* (the “Instrument”)

Item 1 Names of the Parties to the Transaction

Vegaste Technologies Corp (formerly, Winston Resources Inc.) (the “Company”)

PlantX Life Inc. (“PlantX”)

Item 2 Description of the Transaction

The Company entered into a share exchange agreement dated March 27, 2020, as amended on July 10, 2020 and July 29, 2020 (the “Share Exchange Agreement”) among the Company, PlantX and the shareholders of all of the issued and outstanding common shares of PlantX (the “Shareholders”) and the optionholder of PlantX (the “Optionholder”), pursuant to which the Company acquired (the “Acquisition”) all of the issued and outstanding common shares in the capital of PlantX (the “PlantX Shares”) in exchange for common shares in the capital of the Company (the “Common Shares”).

The Acquisition constitutes a “fundamental change” pursuant to Policy 8 – *Fundamental Changes and Change of Business* of the Canadian Securities Exchange (the “CSE”) and the Company will carry on the business of PlantX, which is now a wholly owned subsidiary of the Company.

In connection with the Acquisition, the Company consolidated its Common Shares on the basis of one post-consolidation Common Share for each 10 pre-consolidation Common Shares (the “Consolidation”) and changed its name to “Vegaste Technologies Corp.” on July 17, 2020 (the “Name Change”).

Pursuant to the terms of the Share Exchange Agreement and in consideration for the Acquisition, on closing thereof (“Closing”), the Company issued an aggregate of 35,572,220 post-consolidated Common Shares (the “Payment Shares”) to the Shareholders at a deemed price of \$0.25 per Payment Share.

At Closing, all outstanding unexercised options to acquire PlantX Shares pursuant to outstanding PlantX options (“PlantX Options”) were cancelled. In consideration for such disposition, the Optionholder received the right (a “Replacement Option”) to acquire 1,500,000 Common Shares in the capital of the Company. The exercise price under each Replacement Option is equal to the exercise price at the time of Closing under the particular PlantX Option that was cancelled in consideration for such Replacement Option.

In connection with the Acquisition, the Company issued 3,557,222 Common Shares to an arm’s length finder at a deemed price of \$0.25 per Common Share as finder’s fees and such Common Shares are subject to a contractual hold period expiring on December 6, 2020.

With the completion of the Acquisition, the Company has 54,462,036 Common Shares issued and outstanding (on an undiluted basis). The principals of the Company collectively hold 20,572,220 Common Shares, and 20,572,220 Common Shares are subject to an

Escrow Agreement pursuant to the policies of the CSE. In addition, 15,000,000 Common Shares are subject to a voluntary 18-month escrow, whereby 10% will be released on the listing date and 30% released every six months thereafter.

In connection with the completion of the Acquisition, the Company’s board of directors are as follows: Peter Simeon, Lorne Rapkin, Quinn Field-Dyte and Todd Shapiro. In addition, the Company’s executive management are as follows:

- Julia Frank – Chief Executive Officer
- Lorne Rapkin – Chief Financial Officer
- Alex Hoffman – Chief Marketing Officer

Effective at the opening of trading on August 10, 2020, the Company resumed trading on the CSE under the new ticker symbol “VEGA”.

Item 3 Effective Date of the Transaction

August 5, 2020

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

Not Applicable.

Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable

The Company’s first financial year-end subsequent to the completion of the Transaction is March 31, 2021, as the Company has adopted the financial year-end of PlantX (being the reverse take-over acquirer in accordance with Section 4.10(1)(b) of the Instrument).

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable

Financial Statements	Period and Ending Date	Comparative Period and Ending Date
Interim	Three months ended June 30, 2020	N/A
Interim	Three and six months ended September 30, 2020	N/A
Interim	Three and nine months ended December 31, 2020	The date of incorporation up to the period ended December 31, 2019
Annual	Audited financial statements for the year ended March 31, 2021	The date of incorporation up to the period ended March 31, 2020

Item 7. Documents filed under NI 51-102 that describe the Transaction

On August 7, 2019, the Company filed on SEDAR a Listing Statement dated August 5, 2020 in connection with the Acquisition.

On August 6, 2020, the Company filed on SEDAR a material change report regarding completion of the Acquisition.

On August 5, 2020, the Company filed on SEDAR a news release announcing completion of the Acquisition.

On July 17, 2020, the Company filed on SEDAR a Certificate of Change of Name.

On July 15, 2020, the Company filed on SEDAR a letter confirming the effective date for the Consolidation and Name Change.

On July 15, 2020, the Company filed on SEDAR a news release providing update on the Acquisition and effective date for the Consolidation and Name Change

On May 5, 2020, the Company filed on SEDAR a copy of the meeting materials for the annual general and special meeting held on May 29, 2020

On April 30, 2020, the Company filed on SEDAR a copy of the Share Exchange Agreement.

On April 30, 2020, the Company filed on SEDAR a Material Change Report regarding the share exchange agreement with PlantX.

On April 17, 2020 the Company filed on SEDAR a Notice of Meeting and Record Date for the annual general and special meeting held on May 29, 2020.

On April 3, 2020, the Company filed on SEDAR a news release announcing the definitive agreement for the reverse takeover transaction with PlantX.

On January 23, 2020, the Company filed on SEDAR a news release announcing the proposed reverse takeover transaction with PlantX.

DATED: September 18, 2020