

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

PlantX Life Inc. (the "**Company**")
837 West Hastings Street
Suite 400
Vancouver, British Columbia
V6C 3N6

Item 2 — Date of Material Change

The date of the material change was December 16, 2020

Item 3 — News Release

A news release disclosing the material change was disseminated by the Company through the services of PRNewswire on December 16, 2020 and was subsequently filed on SEDAR.

Item 4 — Summary of Material Change

The Company closed a non-brokered private placement offering of units of the Company for aggregate proceeds of \$11,500,000.

Item 5 — Full Description of Material Change

5.1 – Full Description of Material Change

The Company announced the closing of its non-brokered private placement offering of 20,909,091 units of the Company (the "**Units**") at a price of \$0.55 per Unit for aggregate proceeds of \$11,500,000 (the "**Offering**"). The Offering included the exercise by the Company of its over-allotment option that increased the size of the Offering by an additional 15% (the "**Over-allotment Option**") from an originally anticipated size of CAD\$10,000,000.

Each Unit was comprised of one (1) common share (each a "**Common Share**") and one (1) Common Share purchase warrant (each a "**Warrant**"). Each Warrant is exercisable for one (1) Common Share at an exercise price of CAD\$0.75 per share until December 16, 2022 (the "**Expiry Date**"). If, at any time, the trading price of the Common Shares on the CSE (or if the Common Shares are not listed on the CSE, then on such other recognized Canadian stock exchange on which the Common Shares are then listed) equals or exceeds CAD\$2.00 over any 10 consecutive trading days, the Company shall be entitled, at its option, within 10 business days following such 10-day period, accelerate the exercise period through the issuance by the Company of a press release specifying the new Expiry Date (the "**Warrant Acceleration Press Release**") and, in such case, the new Expiry Date shall be deemed to be 5:00 p.m. (Vancouver time) on the 30th day following the issuance of the Warrant Acceleration Press Release (the "**Warrant Acceleration Right**"). The Warrants shall be governed by a warrant indenture

dated December 16, 2020 between the Company and Odyssey Trust Company (the "**Warrant Indenture**").

The summary description of the Warrant Indenture included herein does not purport to be complete and is qualified in its entirety by reference to a complete copy of the Warrant Indenture to be filed under the Company's profile at www.sedar.com.

An aggregate of 88,832,159 Common Shares were issued and outstanding immediately following closing of the Offering on a non-diluted basis. An aggregate of 109,741,250 Common Shares will be issued and outstanding assuming the exercise of all the underlying Warrants.

Although the Offering was non-brokered, the Company compensated certain dealers (each, a "**Finder**" and collectively, the "**Finders**") that introduced subscribers to the Company by way of: (i) cash finders' fee to each Finder equal to 7% of the aggregate gross proceeds of the subscribers introduced to the Company by such Finder (each a "**Finder's Fee**" and collectively, the "**Finders' Fees**"); and (ii) the issuance of non-transferable Common Share purchase warrants to each Finder equal to 7% of the aggregate Units of the subscribers introduced to the Company by such Finder (each a "**Finder's Warrant**" and collectively, the "**Finders' Warrants**"). Each Finder's Warrant entitles the Finder to acquire one (1) Common Share at an exercise price of \$0.75 per share until the Expiry Date unless otherwise accelerated pursuant to the Warrant Acceleration Right. The Company paid a total of \$430,495.65 in Finders' Fees and issued an aggregate of 774,757 Finders' Warrants to the Finders in connection with the Offering.

The securities issued in connection with the Offering, including the Finders' Warrants, are subject to a four-month hold period ending on April 17, 2021 in accordance with applicable Canadian securities laws.

The Offering was co-led by Psagot Investment House Ltd. ("**Psagot**"), an Israeli investment firm and Israel's largest pension fund manager, and PlantX founder, Mr. Sean Dollinger. Psagot purchased 2,725,000 Units for gross proceeds of \$1,498,750 and Mr. Dollinger purchased 1,000,000 Units for gross proceeds of \$550,000 in the Offering

Certain insiders of the Company participated in the Offering and purchased an aggregate of 190,910 Units. Participation of such insiders in the Offering constituted a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), but was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to the insiders nor the consideration paid by the insiders exceeded 25% of the Company's market capitalization. None of the Company's directors expressed any contrary views or disagreements with respect to the foregoing. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of the insider of the Company had not been confirmed at that time.

The Company intends to use the net proceeds of the Offering for business operations and expansion of its business, and for general working capital purposes.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 — Omitted Information

Not applicable.

Item 8 — Executive Officer

Lorne Rapkin, Chief Financial Officer
604-355-5996

Item 9 — Date of Report

December 23, 2020