Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9334062

| ITEM 1 - REPORT TYPE | | | | | | | | | | | |
|--------------------------------------|--|--------------|-----------|-------------|----------|------------|------------|-----------------|------------------|----------------|-----------------|
| ✓ New report | | | | | | | | | | | |
| Amended report | If amer | nded, pro | vide fi | iling da | te of | report | that is I | being ame | ended | |) (YYYY-MM-DD) |
| ITEM 2 - PARTY CERTIFY | ING THE | REPOR | т | | | | | | | | |
| | Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. | | | | | | | | | | |
| Investment fund issuer | | | | | | | | | | | |
| ✓ Issuer (other than a | an inves | tment fu | nd) | | | | | | | | |
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| | | | | | | | | | | | |
| ITEM 3 - ISSUER NAME A | AND OTI | HER IDE | NTIFIE | RS | | | | | | | |
| Provide the following informatio | | | | | n invest | tment fu | ınd, about | t the fund. | | | |
| _ | PlantX Life Inc. | | | | | | | | | | |
| Previous full leg | us full legal name Vegaste Technologies Corp. | | | | | | | | | | |
| If the issuer's name char | nged in the | e last 12 me | onths, pi | rovide m | ost rece | ent previ | ious legal | name. | | | |
| | Website (if applicable) | | | | | | | | | | |
| If the issuer has a legal entity ide | entifier <u>,</u> pro | vide below | . Refer t | to Part B | of the l | Instructi | ons for th | ne definition o | of "legal entity | y identifier". | |
| Legal entity i | dentifier | | | | | | | | | | |
| If two or more issuers distributed | l a single s | ecurity, pro | vide the | e full lega | ıl name | e(s) of th | e co-issue | er(s) other th | an the issuer i | named above | 2. |
| Full legal name(s) of co-i | issuer(s) | | | | | | | (if applicable | e) | | |
| | | | | | | | | | | | |
| ITEM 4 - UNDERWRITER | INFORM | IATION | | | | | | | | | |
| If an underwriter is completing the | he report, p | provide the | underw | vriter's fu | ll legal | name a | nd firm N | IRD number. | | | _ |
| Full legal name | | | | | | | | | | | |
| Firm NRD number | | | | | | | (if appl | licable) | | | |
| If the underwriter does not have | a firm NRL | D number, | provide | the head | office | contact | informati | ion of the un | derwriter. | | |
| Street address | | | | | | | | | | |] |
| Municipality | | | | | | | Provir | nce/State | | | 1 |
| Country | | | | | | Pos | tal code | Zip code | | |] |
| Telephone number | | | | | | | | Website | | | (if applicable) |

| ITEM 5 - ISSUER INFORMATION |
|---|
| If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. |
| a) Primary industry |
| Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. |
| NAICS industry code 4 5 4 1 1 1 |
| If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. |
| Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. |
| Mortgages Real estate Commercial/business debt Consumer debt Private companies |
| Cryptoassets |
| b) Number of employees |
| Number of employees: 🗸 0 - 49 🗍 50 - 99 🗌 100 - 499 🗍 500 or more |
| c) SEDAR profile number |
| Does the issuer have a SEDAR profile? |
| □ No ✓ Yes If yes, provide SEDAR profile number 0 0 0 3 2 3 4 |
| If the issuer does not have SEDAR profile complete item 5(d) - (h). |
| d) Head office address |
| Street address Province/State |
| Municipality Postal code/Zip code |
| Country Telephone number |
| e) Date of formation and financial year-end |
| Date of formation Financial year-end YYYY MM DD |
| f) Reporting issuer status |
| Is the issuer a reporting issuer in any jurisdication of Canada? No Yes |
| If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. |
| All AB BC MB NB NL NT |
| 🗌 NS 🗌 NU 🗌 ON 🗌 PE 🗌 QC 🔲 SK 🗌 YT |
| g) Public listing status |
| If the issuer has a CUSIP number, provide below (first 6 digits only) |
| CUSIP number |
| If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. |
| Exchange name |
| h) Size of issuer's assets |
| Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date. |

| \$0 to under \$5M | \$5M to under \$25M | □ \$25M to under \$100M |
|-----------------------|---------------------|-------------------------|
| S100M to under \$500M | S500M to under \$1B | S1B or over |

| If the issue is an investment fund, provide the following information: a) Investment fund manager information Full legal name Furn NRD number If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State Guntry Postal code/Zip code Telephone number D Type of investment fund Tree of investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Alternative strategies Cryptoasset Other (describe) Indicate whether one or both of the following apply to the investment fund. Investment fund that most accurately identifies the issuer (select only one). Indicate whether one or both of the following apply to the investment fund. Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment fund issuers Is a UCIT's Fund' 'understaining for the Collective Investment of Transferable Securities funds (UCIT's Funds) are investment funds regulated by the European Union (C) Date of formation and financial year-end of the investment fund Suppresent fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund a reporting issuer in any jurisdication of Canada? No Yes It he investment fund hars a CUSP number, provide below (first 6 digits only) CUSP number On O Public listing status of the investment fund is a reporting issuer. All All All </th |
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| Full legal name |
| Firm NRD number (if applicable) If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality Province/State |
| If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street address Municipality County Postal code/Zip code County Telephone number Postal code/Zip code Do Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Do Type of investment fund that most accurately identifies the issuer (select only one). Do Money market De Quity De County De C |
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| CUSIP number |
| |
| name of an exchange and not a trading facility such as, for example, an automated trading system |
| |
| Exchange name |
| f) Net asset value (NAV) of the investment fund |
| Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). |
| L L \$\the under \$\mathbf{S}M \qquad L \qquad \mathbf{S}M \text{ to under \$\mathbf{S}M \qquad to |
| \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: |

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

| purchasers resident in that juris | anada completes a distribution in a juris diction of Canada only. Do not include i , which must be disclosed in Item 8. The | in Item 7 securities issu | ued as payment of c | commissions or fi | inder's fees in | | |
|--|---|---|--|---------------------|-------------------------|--|--|
| a) Currency | | | | | | | |
| Select the currency or currencies | s in which the distribution was made. Al | ll dollar amounts prov | ided in the report m | ust be in Canadi | an dollars. | | |
| ✓ Canadian dollar |] US dollar 🛛 Euro | Other (descri | be) | | | | |
| b) Distribution date(s) | | | | | | | |
| State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2020 12 16 YYYY MM DD YYYY MM | | | | | | | |
| c) Detailed purchaser infe | ormation | | | | | | |
| Complete Schedule 1 of th | is form for each purchaser and c | attach the schedul | e to the complet | ed report. | | | |
| d) Types of securities dis | tributed | | | | | | |
| Provide the following information | on for all distributions reported on a per USIP number, indicate the full 9-digit C | | | | ow to indicate the | | |
| | | 1 | | Canadian \$ | 5 | | |
| Security code CUSIP number (if applicable) | Description of security | Number of securities | Single or lowest price | Highest price | Total amount | | |
| U B S Ea col the sha | 20,909,091.0 | 0 0.5500 | | 11,500,000.00 | | | |
| e) Details of rights and co | onvertible/exchangeable securities | 5 | | | | | |
| If any rights (e.g. warrants, option | ons) were distributed, provide the exerci powersion ratio and describe any other to | se price and expiry da | - | • | exchangeable securities | | |
| Convertible / exchangeable security code Security code | Exercise price (Canadian \$) Lowest Highest | Expiry date (YYYY- MM-DD) | Conversion ratio Describe other items (if applicable) | | | | |
| W N T C M S | 0.7500 | 2022-12-16 | 1:1 | | | | |
| f) Summary of the distrib | ution by jurisdiction and exemptior | ו | L. | | | | |
| State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within Canada, state the province or territory, otherwise state the country. | | | | | | | |
| Province or country | Exemption relied of | Number of unique ² purchasers | 2ª Total a | mount (Canadian \$) | | | |
| Alberta | NI 45-106 2.3 [Accredited inv | /estor] | | 28 | 1,474,644.25 | | |
| British Columbia | NI 45-106 2.3 [Accredited inv | /estor] | 8 | 35 | 4,470,220.15 | | |
| New Brunswick | NI 45-106 2.3 [Accredited inv | /estor] | | 8 | 519,750.00 | | |
| Ontario | NI 45-106 2.3 [Accredited inv | /estor] | | 23 | 1,827,843.05 | | |
| Ontario | NI 45-106 2.5 [Family, friend associates] | s and business | | 5 | 210,250.15 | | |
| Ontario | Other | | | 1 | 25,000.00 | | |
| | | | | | | | |

| Québec | NI 45-106 2.3 [Accredited investor] | 13 | 301,469.30 | | | |
|--------------------|---|-----|--------------|--|--|--|
| Québec | NI 45-106 2.5 [Family, friends and business associates] | 3 | 52,980.40 | | | |
| Russian Federation | NI 45-106 2.3 [Accredited investor] | 1 | 550,000.00 | | | |
| United Kingdom | NI 45-106 2.3 [Accredited investor] | 1 | 79,999.70 | | | |
| Panama | NI 45-106 2.3 [Accredited investor] | 3 | 174,343.40 | | | |
| Paraguay | NI 45-106 2.3 [Accredited investor] | 1 | 28,499.90 | | | |
| United States | NI 45-106 2.3 [Accredited investor] | 1 | 124,999.60 | | | |
| Cayman Islands | NI 45-106 2.3 [Accredited investor] | 1 | 1,498,750.00 | | | |
| Costa Rica | NI 45-106 2.3 [Accredited investor] | 1 | 41,250.00 | | | |
| Germany | NI 45-106 2.3 [Accredited investor] | 1 | 15,500.10 | | | |
| Bahamas | NI 45-106 2.3 [Accredited investor] | 1 | 104,500.00 | | | |
| | Total dollar amount of securities distributed | | | | | |
| | Total number of unique purchasers ^{2b} | 177 | | | | |

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

| Province or country | Net proceeds (Canadian \$) |
|---|-------------------------------|
| | |
| Total net proceeds to the investment fund | |

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

| (Y/N) (Y/N) |
|-------------|
|-------------|

| Ітем 8 - Со | MPENSATIO | N INFORMATION | |
|----------------|-----------------|---|---|
| | | rson (as defined in NI 45-106) to whom the issuer directly provides, c litional copies of this page if more than one person was, or will | |
| Indicate wheth | her any compens | ation was paid, or will be paid, in connection with the distribution. | |
| 🗌 No | ✓ Yes | If yes, indicate number of persons compensated. | 7 |

| a) Name of person compen | sated and regis | stration status | | | | | |
|---|--|---|---|---|--|----------------------------------|---------------|
| Indicate whether the person compensated is a registrant. No Yes | | | | | | | |
| If the person compensated is an in | dividual, provide | the name of the indi | vidual. | | | | |
| Full legal name of individu | ual | | | | | | |
| | | Family name | Fir | st given nar | me | Secondary given names |] |
| If the person compensated is not a | ın individual, prov | ide the following info | ormation. | | | | |
| Full legal name of non-individual Haywood Securities Inc. | | | | | | | |
| Firm | NRD number | 1 6 3 | 3 0 | | (if app | blicable) | |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes | | | | | | | |
| b) Business contact informa | ation | | | | | | |
| If a firm NRD number is not provid | ded in Item 8 (a), _I | provide the business | contact informatio | n of the pe | erson being co | mpensated. | |
| Street address | | | | | | | |
| Municipality | | | | Pro | ovince/State | | |
| Country | | | | Postal co | ode/Zip code | | |
| Email address | | | | Teleph | one number | | |
| c) Relationship to issuer or | investment fun | d manager | | | | | |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above | | | | | | | |
| d) Compensation details | | | | | | | |
| Provide details of all compensation Canadian dollars. Include cash com incidental to the distribution, such allocation arrangements with the a Cash commissions paid Value of all securities distributed as compensation ⁴ | nmissions, securiti as clerical, printin lirectors, officers o | es-based compensat g, legal or accountin | ion, gifts, discounts g services. An issue | s or other o er is not rec ensated by | compensation. quired to ask f r the issuer. Gecurity code 1 | Do not report payments for serve | ices ernal |
| Describe terms of warrants, options or other rights for a period of purchase one Common Share at a price of \$0.75 for a period of 24 months after closing; | | | | | | | |
| Other compensation ⁵ | | Describe | • | | | | |
| Total compensation paid | 41,34 | 49.00 | | | | | |
| Check box if the perso | on will or may rec | eive any deferred co | ompensation (desc | cribe the te | erms below) | | |
| ⁴ Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit ⁵ Do not include deferred compen- | Indicate the secutional securities c | urity codes for all se | | | | | |

| a) Name of person comper | nsated and regis | stration | status | | | | | | | |
|--|--|------------------------------------|--|----------------------------------|--|--------------------------------------|--------------------------|-----------------|---------------------------------|-------------------------|
| Indicate whether the person compensated is a registrant. | | | | | | | | | | |
| If the person compensated is an ir | ndividual, provide | the name | e of the indivi | dual. | | | | | | |
| Full legal name of individ | ual | | | | | | | | | |
| | | Family na | me | | First giver | n name | | Seconda | ary given name | :S |
| If the person compensated is not c | an individual, prov | ide the fo | ollowing info | rmation. | | | | | | |
| Full legal name of | Full legal name of non-individual Canaccord Ge | | | | | | | | | |
| Firn | n NRD number | 9 | 0 0 | | | | (if app | licable) | | |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes | | | | | | | | | | |
| b) Business contact inform | ation | | | | | | | | | |
| If a firm NRD number is not provi | ded in Item 8 (a), _I | orovide tl | he business c | ontact inforn | nation of th | ne person | being cor | mpensated. | | |
| Street address | | | | | | | | | | |
| Municipality | | | | | | Provinc | ce/State | | | |
| Country | | | |] | Posta | l code/Z | ip code | | | |
| Email address | | | | | Tele | ephone | number | | | |
| c) Relationship to issuer or | investment fun | d mana | ger | - | | | | | | |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above | | | | | | | | | | |
| d) Compensation details | | | | | | | | | | |
| Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the o Cash commissions paid Value of all securities distributed as compensation ⁴ | nmissions, securiti as clerical, printin directors, officers o | es-based g, legal c r employ | compensatic or accounting rees of a non- | on, gifts, disco services. An | ounts or oth issuer is no ompensated | her comp ot require d by the i | ensation. d to ask fo | Do not report p | ayments for . ; or report on | services a, internal |
| Describe terms of warrants, options or other rights Describe terms of warrants, options or other rights 219,040 Warrants issued. Each warrant will entitle the holder to purchase one Common Share at a price of \$0.75 for a period of 24 months after closing; | | | | | | | | | | |
| Other compensation ⁵ | | | Describe | | | | | | | |
| Total compensation paid | 175,4 | 72.45 | | | | | | | | |
| Check box if the perso | | | | | | | | | | |
| ⁴ Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire add ⁵ Do not include deferred compen- ant include deferred compen- include defered compen- include deferred compen- | . Indicate the secu itional securities c | urity code | es for all sec | | | | | | | |

| a) Name of person compensate | d and registrat | ion status | | | | | | |
|---|--|--|--|--|---|-------------------|----------------|-----------------|
| Indicate whether the person compensated is a registrant. No Yes | | | | | | | | |
| If the person compensated is an individu | ial, provide the n | ame of the indivi | idual. | | | | | |
| Full legal name of individual | | | | | | | | |
| | Family name | | | | | Secondary | given names | |
| If the person compensated is not an ind | vidual, provide t | he following info | rmation. | | | | | |
| Full legal name of non-individual Echelon Wealth Partners Inc. | | | | | | | | |
| Firm NRI | D number | 3 2 4 | 2 0 | | (if app | licable) | | |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Yes | | | | | | | | |
| b) Business contact information | | | | | | | | |
| If a firm NRD number is not provided in | ltem 8 (a), provi | de the business c | ontact information | n of the pei | rson being cor | npensated. | | |
| Street address | | | | | | | | |
| Municipality | | | | Pro | vince/State | | | |
| Country | | | F | Postal coo | de/Zip code | | | |
| Email address | | | | Telepho | one number | | | |
| c) Relationship to issuer or invest | stment fund ma | anager | | | | | | |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above | | | | | | | | |
| d) Compensation details | | | | | | | | |
| Provide details of all compensation paid, Canadian dollars. Include cash commissi incidental to the distribution, such as cle allocation arrangements with the directo Cash commissions paid Value of all securities distributed as compensation ⁴ | ons, securities-bo rical, printing, leg | ased compensation gal or accounting uployees of a non- 18 | on, gifts, discounts services. An issue | or other co r is not req nsated by t | ompensation. quired to ask fo the issuer. ecurity code 1 | Do not report pay | ments for serv | vices ternal |
| Describe terms of warrants, options or other rights 9,545 Warrants issued. Each warrant will entitle the holder to purchase one Common Share at a price of \$0.75 for a period of 24 months after closing; | | | | | | | | |
| Other compensation ⁵ | | Describe | | | | | | |
| Total compensation paid | 5,249.9 | 8 | | | | | | |
| Check box if the person will | or may receive | any deferred cor | npensation (desc | ribe the ter | rms below) | | | |
| ⁴ Provide the aggregate value of all sec additional securities of the issuer. Indic rights exercisable to acquire additional ⁵ Do not include deferred compensation | ate the security securities of the | codes for all sec | | | | | | |

| a) Name of person compen | sated and regis | stration sta | tus | | | | | | | | |
|---|--|--|-------------------------------------|---|------------------------|-------------------------|--|--|---------------------------------|-------------------------|--|
| Indicate whether the person comp | ensated is a regist | trant. | | No No | \checkmark | Yes | | | | | |
| If the person compensated is an in | dividual, provide | the name of | the indivi | dual. | | | | | | | |
| Full legal name of individu | ual | | | | | | | | | | |
| | | Family name | | Fi | rst given r | name | | Second | ary given nam | es | |
| If the person compensated is not a | ın individual, prov | ide the follow | ving infor | mation. | | | | | | | |
| Full legal name of | non-individual | Mackie R | esearch | Capital Corpo | ration | | | | | | |
| Firm | NRD number | 3 (|) 7 | 0 | | | (if app | licable) | | | |
| Indicate whether the person comp | ensated facilitated | l the distribu | tion throu | ugh a funding po | rtal or ai | n interne | t-based µ | oortal. | ✓ No | Yes | |
| b) Business contact information | ation | | | | | | | | | | |
| If a firm NRD number is not provid | ded in Item 8 (a), j | provide the b | ousiness co | ontact informatio | on of the | person b | eing con | npensated. | | | |
| Street address | | | | | | | | | | | |
| Municipality | | | | | F | Province | e/State | | | | |
| Country | | | |] | Postal | code/Zip | o code | | | | |
| Email address | | | |] | Telep | bhone n | umber | | | | |
| c) Relationship to issuer or | c) Relationship to issuer or investment fund manager | | | | | | | | | | |
| Indicate the person's relationship with the Instructions and the meaning of Connect with the issuer Director or officer of the | of "control" in sec or investment fur | tion 1.4 of N nd manager | I 45-106 † | for the purposes | of comple Insider | eting this of the is | s <i>section</i> . suer (oth | nning of "conn ner than an in or investmen | vestment fun | d) | |
| d) Compensation details | | | | | | | | | | | |
| Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the c Cash commissions paid Value of all securities distributed as compensation ⁴ | nmissions, securiti as clerical, printin | es-based cor g, legal or ac or employees | mpensatic ccounting of a non- | on, gifts, discount services. An issu | s or othe er is not | r comper required | nsation. I to ask fo suer. code 1 | Do not report | payments for t, or report of | services n, internal | |
| Describe terr | ns of warrants, op | otions or oth | er rights | 251,999 War purchase on 24 months a | e Comn | non Sha | | | | | |
| Other compensation ⁵ | | [| Describe | | | | | | | | |
| Total compensation paid | 138,5 | 99.96 | | | | | | | | | |
| Check box if the perso | on will or may rec | eive any def | erred con | npensation (des | cribe the | terms b | elow) | | | | |
| ⁴ Provide the aggregate value of a additional securities of the issuer, rights exercisable to acquire addi ⁵ Do not include deferred compen- | Indicate the sec itional securities of | urity codes f | or all sect | | | | | | | | |

| a) Name of person comp | ensated and regis | stration | status | | | | | | | | |
|---|--|-------------------------------------|------------------------------|---------------------------------|------------------------|----------------------|----------------------|-----------------------|--------------|----------------------------------|----------|
| Indicate whether the person co | mpensated is a regist | rant. | | 🗌 No | | \checkmark | Yes | | | | |
| If the person compensated is ar | n individual, provide | the name | e of the indiv | vidual. | | | | | | | |
| Full legal name of indiv | vidual | | | | | | | | | | |
| | | Family na | ame | | First | given n | ame | | Secor | ndary given nam | es |
| If the person compensated is no | ot an individual, prov | ide the fo | ollowing info | ormation. | | | | | | | |
| Full legal name | of non-individual | PI Fina | ancial Corp |). | | | | | | | |
| F | irm NRD number | 5 | 2 9 | 0 | | | | (if app | licable) | | |
| Indicate whether the person co | mpensated facilitated | the dist | ribution thro | bugh a fund | ling porta | al or an | , interne | t-based | portal. | 🖌 No | Yes |
| b) Business contact info | mation | | | | | | | | | | |
| If a firm NRD number is not pro | ovided in Item 8 (a), | orovide ti | he business | contact info | ormation | of the | person b | eing coi | mpensated. | | |
| Street address | | | | | | | | | | | |
| Municipality | | | | | | Р | rovince | e/State | | | |
| Country | | | | | P | ostal c | code/Zij | o code | | | |
| Email address | | | | | | Telep | hone n | umber | | | |
| c) Relationship to issuer | or investment fun | d mana | ger | | | | | | | | |
| Indicate the person's relationsh the Instructions and the meanin Connect with the issu | ng of "control" in sec | tion 1.4 c | of NI 45-106 | | poses of | comple | eting this | s section | | nnected" in Pai nvestment fun | |
| | | | - | | | | | | | | |
| Director or officer of t | he investment fund | or invest | ment fund n | nanager | | Employ | vee of th | e issuer | or investme | nt fund manag | ler |
| ✓ None of the above | | | | | | | | | | | |
| d) Compensation details | | | | | | | | | | | |
| Provide details of all compensat Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th | commissions, securiti ch as clerical, printin ne directors, officers c | es-based g, legal c pr employ | l compensati or accountin | ion, gifts, di g services. A | scounts c An issuer | or othei is not i | r compei required | nsation. to ask fe | Do not repor | t payments for | services |
| Cash commissions pa | 22,2 | 24.28 | | | | | Security | code 1 | Security coo | de 2 Security | code 3 |
| Value of all securitie distributed as compensatio | | | | Security c | odes | | WN | Т | | | |
| Describe t | erms of warrants, o | otions or | other rights | purcha | | Comm | ion Sha | | | title the hold .75 for a per | |
| Other compensatio | n ⁵ | | Describe | | | | | | | | |
| Total compensation pa | id 22,2 | 24.28 | | | | | | | | | |
| Check box if the pe | erson will or may rec | eive any | deferred co | mpensatio | n (descri | be the | terms b | elow) | | | |
| | | | | | | | | | | | |
| ⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp | uer. Indicate the sec dditional securities d | urity cod | es for all se | | | | | | | | |

| a) Name of person compens | ated and regis | stration status | | | | | | | | | | |
|---|--|---------------------------------------|------------------------|--------------------------------------|-------------------------------------|--------------------------------|----------------------------------|----------------------------|--|--------------------------|-----------|-----------------|
| Indicate whether the person comper | nsated is a regist | rant. | | 🗌 No | [| ✓ Y | es | | | | | |
| If the person compensated is an ind | ividual, provide | the name of the ir | ndivid | dual. | | | | | | | | |
| Full legal name of individua | al | | | | | | | | | | | |
| | | Family name | | | First give | en nam | e | | Secon | dary given | names | |
| If the person compensated is not an | individual, prov | ide the following | infor | mation. | | | | | | | | |
| Full legal name of n | on-individual | Richardson W | /ealtl | h Limited | | | | | | | | |
| Firm | NRD number | 2 1 | 9 | 7 | 0 | | (| (if appli | cable) | | | |
| Indicate whether the person comper | nsated facilitated | the distribution | throu | ıgh a funding | portal o | r an in | ternet-b | pased p | ortal. | ✓ N | o 🗌 | Yes |
| b) Business contact informat | ion | | | | | | | | | | | |
| If a firm NRD number is not provide | d in Item 8 (a), _I | provide the busine | ess co | ontact inform | ation of t | the per | rson beiı | ng com | pensated. | | | |
| Street address | | | | | | | | | | | | |
| Municipality | | | | | | Prov | vince/S | State | | | | |
| Country | | | | | Post | al cod | de/Zip o | code | | | | |
| Email address | | | | | Те | lepho | ne nun | nber | | | | |
| c) Relationship to issuer or ir | nvestment fun | d manager | | 1 | | | | | <u> </u> | | | |
| Indicate the person's relationship wi the Instructions and the meaning of Connect with the issuer of Director or officer of the in None of the above | "control" in sect r investment fun | tion 1.4 of NI 45-1 Id manager | 106 f | or the purpose | es of con | der of t | <i>ig this se</i> the issu | ection. Ier (othe | ning of "con er than an ii r investmer | nvestmen | t fund) | 2) of |
| d) Compensation details | | | | | | | | | | | | |
| Provide details of all compensation p Canadian dollars. Include cash comm incidental to the distribution, such as allocation arrangements with the dir Cash commissions paid Value of all securities distributed as compensation ⁴ | nissions, securiti s clerical, printin rectors, officers c | es-based compen g, legal or accoun | satio nting non- | n, gifts, discou services. An is | unts or o ssuer is n mpensate | ther co not requ ed by t | ompenso uired to the issue | ation. D ask for er. | o not report | t payment ut, or repo | s for ser | vices ternal |
| Describe terms | s of warrants, or | otions or other rig | Ihts | 5,091 War purchase o 24 months | one Cor | mmon | h Share | | | | | |
| Other compensation ⁵ | | Descr | ribe | | | | | | | | | |
| Total compensation paid | 2,7 | 99.99 | | | | | | | | | | |
| Check box if the person | will or may rec | eive any deferred | l com | npensation (d | lescribe | the ter | ms belo | ow) | | | | |
| ⁴ Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire additio ⁵ Do not include deferred compensa | ndicate the sectonal securities c | urity codes for all | | | | | | | | | | |

| a) Name of person compe | ensated and regi | stration s | tatus | | | | | | | |
|---|---|---------------------------------|--|---|-------------------------|---------------------------------|--------------------------------|-----------------------------------|----------------|-------------------------|
| Indicate whether the person con | ppensated is a regis | trant. | | No No | \checkmark | Yes | | | | |
| If the person compensated is an | individual, provide | the name | of the indivi | dual. | | | | | | |
| Full legal name of indivi | dual | | | | | | | | | |
| | | Family nan | ne | IFi | rst given r | name | | Second | ary given name | S |
| If the person compensated is not | an individual, prov | ide the fol | llowing infor | mation. | | | | | | |
| Full legal name | of non-individual | Raymo | nd James I | Ltd. | | | | | | |
| Fi | m NRD number | 8 | 2 4 | 0 | | | (if appl | icable) | | |
| Indicate whether the person com | pensated facilitated | d the distri | ibution throu | ıgh a funding po | rtal or ai | n internet | -based p | oortal. | ✓ No [| Yes |
| b) Business contact inform | nation | | | | | | | | | |
| If a firm NRD number is not pro | vided in Item 8 (a), | provide th | e business co | ontact informatio | on of the | person be | eing com | npensated. | | |
| Street address | | | | | | | | | | |
| Municipality | | | | | F | Province | /State | | | |
| Country | | | | | Postal | code/Zip | code | | | |
| Email address | | | | | Telep | phone nu | umber | | | |
| c) Relationship to issuer or investment fund manager | | | | | | | | | | |
| Indicate the person's relationship the Instructions and the meaning Connect with the issue Director or officer of the None of the above | g of "control" in sec er or investment fur | <i>tion 1.4 of</i> nd manage | ⁵ <i>NI 45-106 †</i> er | or the purposes | of comple Insider | <i>eting this</i> of the iss | <i>section</i> . suer (oth | nning of "conn her than an inv | vestment fund | (b |
| d) Compensation details | | | | | | | | | | |
| Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the Cash commissions pai Value of all securities distributed as compensation | ommissions, securiti h as clerical, printin e directors, officers c d 44,7 | ies-based o g, legal or | compensatio accounting ees of a non- | n, gifts, discount services. An issu | rs or othe er is not | er compen required t | sation. L to ask fo uer. | Do not report p | oayments for t | services a, internal |
| Describe te | rms of warrants, o | ptions or c | other rights | 81,455 Warr purchase on 24 months a | e Comn | non Sha | | | | |
| Other compensation | 5 | | Describe | | | | | | | |
| Total compensation pai | d 44,7 | 99.99 | | | | | | | | |
| Check box if the per | son will or may rec | eive any c | deferred con | npensation (des | cribe the | terms be | elow) | | | |
| ⁴ Provide the aggregate value o additional securities of the issue rights exercisable to acquire ag ⁵ Do not include deferred competi- security of the security of the se | er. Indicate the sec ditional securities o | urity code | s for all secu | | | | | | | |

| ITEM 9 - DIRECTORS, EXECU | TIVE OFFICERS | AND PROMOT | ERS OF THE ISS | SUER | | | | | | | |
|--|---|--|---|---|-----------------------|-----------|---|----|--|--|--|
| If the issuer is an investment fund | d, do not complete | Item 9. Procced to | Item 10. | | | | | | | | |
| Indicate whether the issuer is any o | f the following (seled | ct the one that appli | es - if more than one | applies, select onl | y one). | | | | | | |
| Reporting issuer in any juris | diction of Canada | | | | | | | | | | |
| Foreign public issuer | | | | | | | | | | | |
| Wholly owned subsidiary of | a reporting issuer i | n any jurisdiction of | Canada ⁶ | | | | | | | | |
| Provide nar | ne of reporting issue | ər | | | | | |] | | | |
| Wholly owned subsidiary of | a foreign public iss | suer ⁶ | | | | | | | | | |
| Provide name of foreign public issuer | | | | | | | | | | | |
| Issuer distributing only eligi | ble foreign securitie | s and the distributio | n is to permitted clie | ents only ⁷ | | | | | | | |
| If the issuer is at least one of the | above, do not com | plete Item 9(a) – (| c). Proceed to Item | 10. | | | | | | | |
| ⁶ An issuer is a wholly owned subsid securities that are required by law to respectively. ⁷ Check this box if it applies to the cu clients. Refer to the definitions of "e | o be owned by its di urrent distribution ev ligible foreign secur | irectors, are benefic ven if the issuer mac rity" and "permitted o | ially owned by the re de previous distribut client" in Part B(1) or | eporting issuer or t ions of other types | he foreign | public is | suer, | | | | |
| a) Directors, executive officer | s and promoters | of the issuer | | | | | | | | | |
| Provide the following information for territory; otherwise state the country. | | | | | | tate the | province | or | | | |
| Organization or company name | Family name | First given name | Secondary given names | Business loc non-individu resident jurisdictio individu | ual or ail n of | | Relationship to issue (select all that apply | | | | |
| | | | | Province or country | | D | 0 | Р | | | |
| | | | | | | | | | | | |
| b) Promoter information | | | | | | | | | | | |
| If the promoter listed above is not ar within Canada, state the province or | | | | | | | | | | | |
| Organization or company name | Family name | First given name | Secondary given names | Residential jurisdiction of individual | | | nship to promoter or both if applicable | | | | |
| | | | | Province or country | | D | | 0 | | | |
| | | | | country | | | | | | | |
| | | | | country | | | | | | | |

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

| Name of issuer/underwriter/ investment fund manager/agent | PlantX Life Inc. | | | | | | | | | |
|--|------------------------------|---------------|------------------|-----------------------|----|--|--|--|--|--|
| Full legal name | Rapkin | Lorne | | | | | | | | |
| | Family name First given name | | | Secondary given names | | | | | | |
| Title | Chief Financial Officer | | | | | | | | | |
| Telephone number | 4164191415 | Email address | lorne@plantx.com | | | | | | | |
| Signature | "Lorne Rapkin" | Date | 2020 | 12 | 24 | | | | | |
| | | | YYYY | MM | DD | | | | | |

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

| Full legal name | Sherman | Adam | | | Title | Associate | |
|------------------|----------------------|------------------|---------------|-------------|---------|--------------|--|
| | Family name | First given name | Secondary | given names | | | |
| Name of company | Gowling WLG (Canada) | LLP | | | | | |
| Telephone number | 4163697278 | | Email address | adam.shern | nan@gov | vlingwlg.com | |

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information
 pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory
 authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of
 the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and
 business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the
 security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.