# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 9334062

ITEM 1 - REPORT TYPE										
New report										
Amended report	Amended report If amended, provide filing date of report that is being amended 2020 12 24 (YYYY-MM-DD)									
ITEM 2 - PARTY CERTIFYIN	TEM 2 - PARTY CERTIFYING THE REPORT									
	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 iss	uer									
✓ Issuer (other than a	n invest	ment fur	nd)							
ITEM 3 - ISSUER NAME AN										
Provide the following information	г				invesi	tment fu	ınd, about	t the fund.		
	gal name PlantX Life Inc.									
Previous full lega	Previous full legal name Vegaste Technologies Corp.									
If the issuer's name chang	ged in the	last 12 mc	onths, pr	rovide ma	ost rece	ent previ	ious legal	l name.		
V	Vebsite							(if applicabl	e)	
If the issuer has a legal entity iden	ntifier <u>,</u> prov	vide below	. Refer t	o Part B	of the l	Instructio	ons for th	ne definition	of "legal entity identifier".	
Legal entity ide	entifier									
If two or more issuers distributed of	a single se	curity, pro	vide the	full lega	l name	e(s) of th	e co-issue	er(s) other th	an the issuer named abov	е.
Full legal name(s) of co-is	suer(s)							(if applicabl	e)	
	l									
ITEM 4 - UNDERWRITER I	NFORM	ATION								
If an underwriter is completing the	e report, p	rovide the	underw	riter's ful	l legal	name a	nd firm N	NRD number.		_
Full legal name										
Firm NRD number							(if appl	licable)		
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.										
Street address										]
Municipality							Provir	nce/State		Ī
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 <b>mining industry</b> , 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	\$1B or over

If the issue is an investment fund, provide the following information:         a) Investment fund manager information         Full legal name							
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							
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 jurisd	nada completes a distribution in a juris iction of Canada only. Do not include i which must be disclosed in Item 8. The	n Item 7 securities issu	ied as payment of c	commissions or f	inder's fees in				
a) Currency									
Select the currency or currencies	in which the distribution was made. All	dollar amounts provi	ded in the report m	oust be in Canadi	an dollars.				
✓ Canadian dollar	US dollar 🗌 Euro	Other (describ	be)						
b) Distribution date(s)									
as both the start and end dates. I	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 ua	2020 12 10	End d	2020	12 16					
a) Detailed surpheses info	YYYY MM DD		YYYY	MM DD					
c) Detailed purchaser info			. to the communit	ad variant					
• -	s form for each purchaser and a	ttach the schedule	e to the complet	ea report.					
d) Types of securities dist									
	n for all distributions reported on a per ISIP number, indicate the full 9-digit Cl				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				
	h Unit consists of one	20,909,091.0	0.5500		11,500,000.00				
	nmon share in the capital of Issuer and one common								
	re purchase warrant.								
e) Details of rights and co	nvertible/exchangeable securities								
were distributed, provide the cor	ns) were distributed, provide the exercis aversion ratio and describe any other t				exchangeable securities				
Convertible / exchangeable Underlying 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 distribu	tion by jurisdiction and exemption								
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	Exemption relied c	Number of unique	Number of unique <sup>28</sup> Total amount (Canadian \$)						
Alberta	NI 45-106 2.3 [Accredited inv		purchasers	28	1,474,644.25				
British Columbia	-		28         1,474,644           85         4,470,220						
New Brunswick	NI 45-106 2.3 [Accredited inv NI 45-106 2.3 [Accredited inv	-		8	519,750.00				
Ontario	NI 45-106 2.3 [Accredited inv	-		22	1,817,842.95				
Ontario	NI 45-106 2.5 [Family, friends associates]	-		7	245,250.25				
Québec	NI 45-106 2.3 [Accredited inv	estor]		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 <sup>2b</sup> 177				

<sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup> 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.<sup>3</sup> 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	

<sup>3</sup>"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.

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 compe	ensated is a regist	trant.	🗌 No	$\checkmark$	Yes		
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individu	ual						
		Family name	I Fir	st given nar	me	Secondary given names	]
If the person compensated is not a	If the person compensated is not an individual, provide the following information.						
Full legal name of	Full legal name of non-individual Haywood Sec						
Firm NRD number    1    6    3    0    (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact informa	ation						
If a firm NRD number is not provid	ded in Item 8 (a), <sub>I</sub>	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 <sup>4</sup>	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 67,219 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 <sup>5</sup>		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)		
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer. rights exercisable to acquire addit <sup>5</sup> 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 comp	ensated is a regist	rant.		No No	V	Yes				
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individ	ual									
	Family name				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 non-individual Canaccord Ger				ty Corp.						
Firn	Firm NRD number   9   0   0   (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves										
b) Business contact inform	ation									
If a firm NRD number is not provi	ded in Item 8 (a), <sub>I</sub>	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 <sup>4</sup>	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 319,040 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 <sup>5</sup>			Describe							
Total compensation paid	175,4	72.45								
Check box if the perso										
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer rights exercisable to acquire add <sup>5</sup> 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 compensate	ed is a registrant.		No No	✓ Y	′es			
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
	Family name				ne	Secondary	given names	
If the person compensated is not an ind	If the person compensated is not an individual, provide the following information.							
Full legal name of non-	helon Wealth F	Partners Inc.						
Firm NRD number32420(if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
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 <sup>4</sup>	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 <sup>5</sup>		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)			
<sup>4</sup> Provide the aggregate value of all sec additional securities of the issuer. Indic rights exercisable to acquire additional <sup>5</sup> 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 <sup>4</sup>	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 <sup>5</sup>		[	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)				
<sup>4</sup> Provide the aggregate value of a additional securities of the issuer, rights exercisable to acquire addi <sup>5</sup> 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 <sup>5</sup>		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)			
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a <sup>5</sup> 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), <sub>I</sub>	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 <sup>4</sup>	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 <sup>5</sup>		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)				
<sup>4</sup> Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire additio <sup>5</sup> 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	<sup>5</sup> <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 ner than an inv or investment	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)			
<sup>4</sup> Provide the aggregate value o additional securities of the issue rights exercisable to acquire ag <sup>5</sup> 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 <sup>6</sup>								
Provide nar	ne of reporting issue	ər						]			
Wholly owned subsidiary of	a foreign public iss	suer <sup>6</sup>									
Provide name of foreign public issuer											
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	ents only <sup>7</sup>							
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (	c). Proceed to Item	10.							
<sup>6</sup> An issuer is a wholly owned subsid securities that are required by law to respectively. <sup>7</sup> 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		lationship to issuer elect 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			onship to promoter e or both if applicab				
				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 name					
Title	Chief Financial Officer								
Telephone number	4164191415	Email address	lorne@pl	antx.com	l				
Signature	"Lorne Rapkin"	Date	2021	01	06				
			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.