

SECOND AMENDMENT TO THE SHARE PURCHASE AGREEMENT

THIS AMENDMENT is dated as of December 22, 2020 (the “**Agreement**”).

BETWEEN:

THE PARTIES IDENTIFIED AS A “SELLER” IN SCHEDULE “A” OF THE SHARE PURCHASE AGREEMENT

(the “**Seller**”)

- and -

PLANTX LIFE INC., a company incorporated under the laws of British Columbia

(the “**Buyer**”)

- and -

SCORE ENTERPRISES LTD., a company incorporated under the laws of British Columbia

(the “**Company**”)

CONTEXT:

- A. The parties entered into a share purchase agreement dated November 26, 2020, as amended by an amendment to share purchase agreement dated December 15, 2020 (the “**Share Purchase Agreement**”).
- B. The parties wish to amend the Share Purchase Agreement to extend the Outside Date, as such term is defined in the Share Purchase Agreement.
- C. Pursuant to Sections 10.1.1 and 10.1.1.1 of the Share Purchase Agreement, Cory Balano has been appointed as the Sellers’ Representative, and has full power and authority to execute this Agreement on behalf of the Seller to amend the Share Purchase Agreement.

NOW THEREFORE THIS AGREEMENT WITNESSES THAT, for good and valuable consideration, the receipt and sufficiency of which is acknowledged by the parties, the parties hereto agree as follows:

1. Definitions

- 1.1 Capitalized terms in this Agreement have the same meanings as set out in the Share Purchase Agreement, unless otherwise specified.

2. Amendment to the Share Purchase Agreement

- 2.1 Section 1.1.46 “**Outside Date**” of the Share Purchase Agreement shall be amended by replacing the definition of “**Outside Date**” with the following:

“Outside Date” means January 8, 2021 or such other date as agreed in writing between the Buyer and the Sellers’ Representative.

3. General

- 3.1 Except as modified or amended herein, all terms and conditions of the Share Purchase Agreement remain in full force and effect, and are hereby confirmed as binding and in full force and effect.
- 3.2 On or after the date of this Agreement, any reference to “this Agreement” in the Share Purchase Agreement and any reference to the Share Purchase Agreement in any other agreement will mean the Share Purchase Agreement as amended by paragraph 2.1 of this Agreement.
- 3.3 This Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable in that Province.
- 3.4 This Agreement will enure to the benefit of and is binding upon the parties hereto and their respective successors and permitted assigns.
- 3.5 Time remains of the essence of the Share Purchase Agreement, as amended by this Agreement.
- 3.6 Each party will from time to time execute and deliver all such further documents and instruments and do all acts and things as the other party may reasonably require to carry out or better evidence or perfect the full intent and meaning of this Agreement.
- 3.7 This Agreement may be executed and delivered by the parties in one or more counterparts, each of which will be an original, and each of which may be delivered by facsimile, e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

[signature pages follows]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

PLANTX LIFE INC.

Per: signed "Lorne Rapkin"
Authorized Signatory
Name: Lorne Rapkin

SCORE ENTERPRISES LTD.

Per: signed "Cory Balano"
Authorized Signatory
Name: Cory Balano

signed "Cory Balano"
CORY BALANO, in his capacity as
Sellers' Representative pursuant to the
Share Purchase Agreement