

**MATERIAL CHANGE REPORT**

***Item 1 — Name and Address of Company***

PlantX Life Inc. (the “**Company**”)  
504-100 Park Royal South  
West Vancouver, BC, V7T 1A2

***Item 2 — Date of Material Change***

January 7, 2021

***Item 3 — News Release***

A press release disclosing the material change was released on January 7, 2021 through the facilities of Cision.

***Item 4 — Summary of Material Change***

The Company has completed the acquisition of Score Enterprises Ltd. (“**Score**”), a privately-held company that operates the Squamish-based Locavore Bar & Grill and other related businesses including the "Cloudburst Café", and "Locavore Food Truck". The Company intends to redesign the restaurant location as the PlantX Canadian flagship brick-and-mortar shop.

***Item 5 — Full Description of Material Change***

***5.1 — Full Description of Material Change***

Pursuant to the terms of the share purchase agreement (the "**Share Purchase Agreement**") between the Company, Score and the selling shareholders of Score (the "**Sellers**"), the Company acquired all the issued and outstanding common shares of Score for a purchase price of \$1,350,000, which was partially satisfied by the issuance of 1,897,152 common shares of the Company ("**Consideration Shares**") at \$0.539 per Consideration Share, that being equal to the 10-day volume weighted average trading price of the common shares of the Company on the Canadian Securities Exchange up until and including the close of business on November 25, 2020. The remaining \$327,435 was satisfied in cash.

Further to the terms of the Share Purchase Agreement, the Sellers have agreed to a voluntary lockup of the Consideration Shares whereby the Consideration Shares will be released from lock-up in accordance with the following release schedule:

- 10% of the Consideration Shares were released on closing;
- 30% of the Consideration Shares will be released from lock-up three (3) months after closing;
- 30% of the Consideration Shares will be released from lock-up six (6) month after closing; and
- the remaining 30% of the Consideration Shares will be released nine (9) months after closing.

***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***

Alexandra Hoffman  
Chief Marketing Officer  
(323) 536-7973  
alex@PlantX.com

***Item 9 — Date of Report***

January 15, 2021