

PLANTX LIFE INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

FRIDAY FEBRUARY 26, 2021

Notice is hereby given that the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shares**”) of **PlantX Life Inc.** (the “**Company**”) will be held at Bentall 5 Conference Room, Ground Floor, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5 on Friday February 26, 2021 at 1:00 p.m. (Vancouver time) for the following purposes:

- (1) to receive the Company’s audited financial statements for the years ended July 31, 2020 and July 31, 2019;
- (2) to fix the number of directors of the Company at five (5);
- (3) to elect directors;
- (4) to appoint the auditors and to authorize the directors to fix their remuneration;
- (5) to authorize and approve the Company’s new stock option plan, as more particularly described in the Circular (as defined below);
- (6) to authorize and approve the Company’s restricted share unit plan, as more particularly described in the Circular (as defined below);
- (7) to authorize and approve the Company’s performance share unit plan, as more particularly described in the Circular (as defined below); and
- (8) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular of the Company (the “**Circular**”) accompanying this Notice of Meeting.

Due to public restrictions on mass gatherings resulting from the COVID-19 pandemic, and in order to protect the health and safety of the Company’s shareholders, employees and guests, the Company strongly encourages that shareholders NOT attend the Meeting in person. The Covid-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Company can mitigate potential risks to the health and safety of shareholders, employees, and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Company urges all shareholders to vote in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:

Conference Call Number:
Canada/United States: 1-800-319-4610
Toronto: +1-416-915-3239
International: +1-604-638-5340

Shareholders who dial in to the Meeting through the call details above will NOT be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require the Company to make changes to the date, time and/or location of the Meeting it will promptly notify shareholders and communicate any changes through a press release. The Company intends to resume holding unrestricted in-person shareholder's meetings in future years.

Registered Shareholders are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Odyssey Transfer Inc. ("**Odyssey**"), at 702-67 Yonge Street, Toronto ON, M5E 1J8. *Non-registered Shareholders* who receive the Circular and voting form through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Odyssey not later than Wednesday February 24, 2021 at 1:00 p.m. (Vancouver time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

The Company's directors have fixed January 5, 2021 as the Record Date. Holders of Shares at the close of business on January 5, 2021 are entitled to receive notice of and to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

DATED the 29th day of January 2021.

By Order of the Board of Directors

"Lorne Rapkin"

Lorne Rapkin
Chief Financial Officer