PLANTX LIFE INC.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED JULY 31, 2020

FEBRUARY 12, 2021

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ITEM 1. ABOUT THIS ANNUAL INFORMATION FORM

In this annual information form ("**AIF**" or "**Annual Information Form**"), unless the context otherwise requires, the "**Company**", "**PlantX**", "**we**", "**us**" and "**our**" refers to PlantX Life Inc. together with its wholly-owned subsidiaries, as set out below under "Intercorporate Relationships".

All financial information in this Annual Information Form is prepared in Canadian dollars, except where otherwise indicated, and using IFRS as issued by the International Accounting Standards Board.

This AIF applies to the business activities and operations of the Company for the fiscal year ended July 31, 2020, with certain information updated to reflect changes occurring subsequent to July 31, 2020, up to the date of this AIF. Unless otherwise indicated, the information in this AIF is given as of February 12, 2021.

This Annual Information Form contains company names, product names, trade names, trademarks and service marks of the Company and other organizations, all of which are the property of their respective owners.

The information contained in this AIF, including news releases and other disclosure items of the Company, is available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. The Common Shares are traded on the CSE under the symbol "VEGA".

ITEM 2. CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This AIF, including information and documents incorporated by reference, contains certain information, forecasts, projections, and/or disclosures about the Company that may constitute "forward-looking information" and "forward-looking statements" under applicable securities laws (collectively, "**forward-looking statements**"). All such statements, forecasts, projections and/or disclosures included in this AIF and the documents and information incorporated by reference, other than those of historical fact, that address activities, events or developments that the Company anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking statements. Forward-looking statements are based upon the Company's current internal expectations, estimates, projections and assumptions about future events and financial trends that management believes may affect the Company's financial condition, results of operations, business strategy and financial needs, as the case may be. The forward-looking statements are subject to significant known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate", "believe", "plan", "forecast" and other words of similar import, understanding and meaning, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Actual results and developments may differ materially from those contemplated by these forward-looking statements.

Without limitation, this Annual Information Form contains forward-looking statements pertaining to:

- the expected performance of the Company's business and operations;
- the ability of the Company to sell its product offerings across its operating markets;
- the Company's ability to expand and develop its foreign operations and supply arrangements;
- the Company's ability to leverage the success of its North American operations and further develop its presence in the United Kingdom, Germany, Europe and Israel;

- the Company's use of brick-and-mortar locations;
- the Company's plans to establish a franchise model in respect of its brick-and-mortar locations;
- the Company's use of dropshipping arrangements;
- the Company's meal delivery offering and subscription service;
- the Company's grocery and pantry products;
- the Company's plant shop products;
- the Company's recipes;
- the Company's private label products;
- the Company's plans to locate warehouse space and greenhouse space to further its distribution of ready-made meals and indoor plants;
- the features and expected launch of the Company's mobile app;
- potential future strategic acquisitions;
- the ability to integrate the business of Bloombox and Score into its operations;
- expectations regarding the Company's revenues, expenses and profits;
- expectations in the growth of demand in the plant-based food and consumer product industries;
- the competitive conditions of the plant-based food industry, including ancillary industries such as plant-based cosmetics, plant-based vitamins and plant-based pet-food;
- the anticipated growth of consumer tends and preferences for plant-based offerings;
- the anticipated growth of consumer trends and preferences for online shopping;
- the Company's anticipated obligations to comply with food health and safety matters;
- the Company's anticipated obligations to comply with product safety matters;
- the Company's anticipated obligations to comply with employee health and safety matters;
- the effect of new or altered government regulations with respect to the marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of consumer products;
- the grant or renewal of licenses or governmental approvals required to conduct activities related to the Company's business;
- the Company's ability to maintain ancillary business licenses, permits and approvals required to operate effectively;
- the intentions of management of the Company;
- the Company's intention to meet and seek advice from its advisory boards;
- the Company's ability to meet sales capacity;
- the Company's ability to conduct sales and marketing activities for its products;
- the impacts of future scientific findings regarding the plant-based market;
- the Company's ability to develop or facilitate introduction of new product offerings to the market;
- the Company's ability to implement effective distribution measures;
- the Company's ability to source raw materials, products and supplies at acceptable quantities, qualities and prices;
- the Company's ability to establish partnerships with third parties, suppliers and distribution partners;
- the Company's ability to fulfil its obligations to third parties, suppliers and distribution partners;
- the Company's expectations that third parties, suppliers and distribution partners will fulfill their obligations;
- the Company's ability to retain and attract key personnel and members of management;
- the scope of protection the Company is able to establish and maintain, if any, for intellectual property rights covering its products or services;
- the Company's intention to list its Common Shares on the NASDAQ Capital Market and the associated filing of a Form 40-F Registration with the United States Securities and Exchange Commission;
- the Company's ability to raise additional funds;
- future liquidity and financial capacity;
- the Company's ability to manage cash flows;
- the Company's plan with respect to any payments of dividends;
- the Company's possible exposure to liability relating to product recalls;

- the Company's ability to cope with the operational impacts of the COVID-19 pandemic; and
- contractual obligations and commitments.

Forward-looking statements are based on certain key assumptions and analyses made by the Company in light of management's experience, perception of historical trends, current conditions, expected future developments and other factors the Company believes are relevant and reasonable in the circumstances at the date such forward-looking statements are made. These assumptions and analyses are based on information available at the time that the forward-looking statements are made. These assumptions and analyses include, but are not limited to:

- expectations regarding the Company's consolidated revenue, expenses and operations;
- the Company's anticipated cash needs, its needs for additional financing, its ability to generate cash flow from operations, and changes to its dividend policies;
- the Company's strategies to develop its business and its operations;
- current and future management will work towards the business objectives and strategies outlined in this AIF;
- the Company retaining its board of directors and management, and otherwise engaging qualified advisors having knowledge of the industry in which the Company operates;
- the Company's expectations with respect to how its products will be distributed to consumers in the United States, the United Kingdom, Germany, Israel and other international markets, if applicable;
- the United Kingdom's exit from the European Union;
- the Company's growth expectations and ability to maintain sufficient inventory;
- the Company's expectations with respect to future production costs and capacity;
- the Company's competitive position and the regulatory environment in which it operates; and
- the Company's expectations regarding the general economic, financial, regulatory and political conditions in which the Company operates.

Undue reliance should not be placed on forward-looking statements because a number of risks and factors may cause actual results to differ materially from those set out in such forward-looking statements. These include those risks identified below and also those more fully described in *Item 7.4 – Risk Factors*:

- risks associated with an industry experiencing rapid growth and competition;
- risks of managing the growth of the Company's business, including the accuracy of financial projections;
- risks associated with unfavorable publicity or consumer perception;
- risks associated with the enforceability of contracts;
- risks associated with the reliance on suppliers, service providers and third parties;
- risks associated with protecting the Company's intellectual property and licensing third party intellectual property;
- risks associated with litigation and/or product liability;
- risks inherent in the food and consumer product business;
- risks associated with economic conditions, dependence on management and key personnel, and conflicts of interest;
- risks associated with changing consumer demand and preferences; and
- risks associated with general economic and financial market conditions, including with respect to COVID-19.

Readers are cautioned that the foregoing lists of forward-looking statements, assumptions and analyses and factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking statements in this AIF and the documents incorporated by reference are reasonable, it can give no assurance that such expectations will prove to be correct. New risks, uncertainties and other factors arise from time to time and it is not possible for management to predict all of those factors or to assess, in advance, the impact of each such factor on the Company's business. Readers are cautioned that actual future results may differ materially from management's current expectations and the forward-looking statements contained in this AIF are expressly qualified in their entirety by this cautionary statement and are made as of the date of this Annual Information Form. The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. Given the risks, uncertainties and assumptions associated with the forward-looking statements, undue reliance should not be placed on forward-looking statements contained in this Annual Information Form or in documents incorporated by reference. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

ITEM 3. MARKET AND INDUSTRY DATA

This AIF may contain market and industry data and forecasts obtained from third-party sources, industry publications and publicly available information. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although management believes it to be reliable, the Company has not independently verified any of the data from third-party sources referred to in this AIF, or analyzed or verified the underlying information relied upon or referred to by such sources, or ascertained the underlying economic assumptions relied upon by such sources.

ITEM 4. GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Annual Information Form. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**Affiliate**" means a corporation that is affiliated with another corporation as described below. A corporation is an "Affiliate" of another corporation if:

(a) one of them is a subsidiary of the other; or

(b) each of them is controlled by the same Person.

"**Articles**" means the articles of the Company.

"**Audit Committee**" means the audit committee of the Board.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as may be amended from time to time.

"**Board**" means the board of directors of the Company.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Common Share**" means a common share in the capital of the Company.

"**Concurrent Financing**" means the private placement of 12,819,200 Subscription Receipts at $0.25 per Subscription Receipt, completed by the Company on July 15, 2020 for gross proceeds of $3,204,800.

"**Consolidation**" means the consolidation of the Common Shares completed in connection with the RTO Transaction, with such consolidation completed on the basis of one post-consolidation Common Share for every 10 pre-consolidation Common Shares held.

"**CSE**" or "**Exchange**" means the Canadian Securities Exchange or any Canadian stock exchange on which the Common Shares are publicly listed and posted for trading.

"**CSE Listing**" means the listing of the Common Shares on the CSE.

"**Form 51-102F4**" means a Business Acquisition Report filed pursuant to a significant acquisition as required under Part 8 of NI 51-102.

"**IFRS**" means International Financial Reporting Standards.

"**Listing Date**" means the date of the CSE Listing, which occurred on August 10, 2020.

"**MOSS Reporting**" means the VAT Mini One Stop Shop tax scheme, a special European VAT filling for providers of e-commerce services.

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*.

"**Odyssey"** means Odyssey Trust Company.

"**Options**" means stock options of the Company issued pursuant to the terms and subject to the conditions of the Stock Option Plan.

"**Performance Share Unit**" or "**PSU**" means performance shares units of the Company issued pursuant to the terms and subject to the conditions of the PSU Plan.

"**Person**" means any individual, corporation, partnership, unincorporated association, trust, joint venture, governmental body or any other legal entity whatsoever.

"**PlantX**" or the "**Company**" means PlantX Life Inc. (formerly, Vegaste Technologies Corp. and Winston Resources Inc.), a company existing under the BCBCA.

"**PSU Plan**" means the Performance Share Unit plan subject to ratification by Company's shareholders at the Annual and Special Meeting of Shareholders to be held on February 26, 2021.

"**Restricted Share Unit**" or "**RSU"** means restricted shares units of the Company issued pursuant to the terms and subject to the conditions of the RSU Plan.

"**RSU Plan**" means the Restricted Share Unit plan subject to ratification by Company's shareholders at the Annual and Special Meeting of Shareholders to be held on February 26, 2021.

"**RTO Transaction"** has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction.*

"**Share Exchange Agreement**" has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

"**Stock Option Plan"** means the stock option plan of the Company last approved by the Company's shareholders at the Annual General and Special Meeting of Shareholders on May 29, 2020.

"**Subscription Receipts**" has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

"**Subsidiaries**" means the subsidiaries of the Company, being: PlantX Living Inc., Vegaste Technologies US Corp, PlantX Living Squamish Inc., PlantX Israel Ltd. and Bloomboxclub Limited.

"**TargetCo**" has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

"**TargetCo Options**" has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

"TargetCo Shareholders" means all of the holders of TargetCo Shares immediately prior to the RTO Transaction.

"**TargetCo Shares**" has the meaning given to it as set out in *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

"**Warrant**" means a warrant to purchase a Common Share.

ITEM 5. CORPORATE STRUCTURE

5.1 Name, Address and Incorporation

The full corporate name of the Company is "PlantX Life Inc."

The Company was formed through an amalgamation between Gorilla Resources Corp. and Orca Wind Power Corp. under the BCBCA on October 14, 2011. The amalgamated entity was named "Gorilla Resources Corp." On June 22, 2012, the Company changed its name to "Winston Resources Inc."

TargetCo was incorporated on October 11, 2019 under the BCBCA.

On April 1, 2020, TargetCo's wholly-owned Subsidiary, Vegaste Technologies US Corp., was incorporated in Florida.

Pursuant to the terms of the RTO Transaction, the Company agreed to: (i) complete the Consolidation, which was completed on July 17, 2020; and (ii) complete the Concurrent Financing, which was completed on July 15, 2020.

On July 17, 2020, the Company changed its name to "Vegaste Technologies Corp."

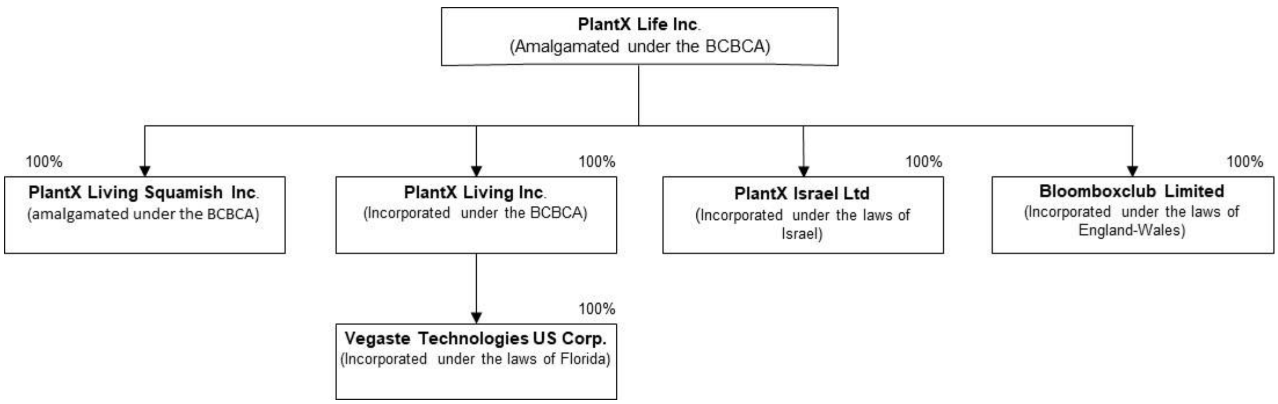
On September 28, 2020, the Company changed its name to "PlantX Life Inc."

The Common Shares are listed on the CSE under the symbol "VEGA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1". The Company is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

The Company's head office is located Suite 504, 100 Park Royal South, West Vancouver, British Columbia, V7T 1A2 and registered and records office is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

5.2 Intercorporate Relationships

The organizational chart of the Company, including the governing law or the jurisdiction of organization of each material subsidiary and the percentage of voting securities beneficially owned, directly or indirectly, by the Company, is set out below.



ITEM 6. GENERAL DEVELOPMENT OF THE BUSINESS

6.1 Three Year History

History of the Company Prior to the RTO Transaction

Prior to the completion of the RTO Transaction, the Company was an exploration stage mining company engaged in the acquisition and exploration of mineral properties in Canada.

On May 31, 2017, the Company entered into a share exchange agreement (the "**GT Agreement**") with GT Therapeutics Corporation ("**GTT**") pursuant to which the Company intended to complete a reverse takeover and acquire from the shareholders of GTT all of the issued and outstanding shares of GTT, causing GTT to become a wholly-owned subsidiary of the Company. Pursuant to the GT Agreement, the Company intended to issue an aggregate of 5,500,000 Common Shares to the existing shareholders of GTT, on a pro rata basis, at a deemed price of $0.45 per share for total consideration of $2,475,000.

On January 10, 2018, the Company assigned all of its rights and interests in the GT Agreement to Abattis Bioceuticals Corp. ("**Abattis**") and certain shareholders of GTT pursuant an assignment and novation agreement. In consideration of the assignment, Abattis issued to the Company 15,000,000 common shares of Abattis at a deemed price of $0.48. On June 7, 2018, the Company distributed the 15,000,000 common shares of Abattis to its shareholders on the basis of 0.5968 common share of Abattis for every Common Share. The Abattis share distribution was recorded as a $3,000,000 dividend paid to shareholders of the Company.

RTO Transaction

On April 3, 2020, the Company announced the entering into of a share exchange agreement with privately-held, British Columbia-based PlantX Life Inc. ("**TargetCo**") dated March 27, 2020 (the "**Share Exchange Agreement**") whereby the Company would acquire all of the outstanding common shares of

TargetCo (the "**TargetCo Shares**") in exchange for Common Shares, resulting in a reverse takeover of the Company by the TargetCo Shareholders (the "**RTO Transaction**"). TargetCo was an emerging e-commerce company that marketed, sold and distributed plant-based foods, beverages and other products throughout North America. .

To raise operating capital, on July 15, 2020, the Company completed a non-brokered private placement of 12,819,200 subscription receipts ("**Subscription Receipts**") at a price of $0.25 per Subscription Receipt for gross proceeds of $3,204,800. Each Subscription Receipt would, for no additional consideration, automatically be exchanged for one Common Share immediately prior to the closing of the RTO Transaction.

On July 17, 2020, the Company completed the Consolidation and changed its corporate name to "Vegaste Technologies Corp." in accordance with the terms of the RTO Transaction.

On August 5, 2020, the Company and TargetCo completed the RTO Transaction and the business of TargetCo became the business of the Company. The board of directors of the Company was reconstituted to be comprised of Messrs. Peter Simeon, Lorne Rapkin, Quinn Field-Dyte and Todd Shapiro. Ms. Julia Frank was appointed Chief Executive Officer and Mr. Rapkin appointed Chief Financial Officer of the Company. In accordance with the terms of the Share Exchange Agreement, TargetCo Shareholders received an aggregate of 35,572,220 Common Shares, on a post-Consolidation basis, in exchange for 35,572,220 TargetCo Shares. In addition, all outstanding options of TargetCo (the "**TargetCo Options**") were cancelled in exchange for Options on a one-for-one basis. The Company also issued 3,557,222 post-Consolidation Common Shares to an arm's length finder at a deemed price of $0.25 per Common Share as a transaction fee for introducing TargetCo to the Company. The Company also changed its financial year-end to March 31, the financial year-end of TargetCo.

On August 10, 2020, the Company resumed trading on the CSE under the new ticker symbol "VEGA".

Post-RTO Transaction Developments

On September 14, 2020, the Company announced a partnership agreement with Liv Marketplace LLC ("**Liv Marketplace**") whereby Liv Marketplace agreed to serve as the exclusive online fulfilment partner and retail distributor of the Company's products in the United States. Additionally, Liv Marketplace agreed to establish and operate retail stores, coffee shops and cafés in the United States under the "PlantX" name.

On September 28, 2020 the Company amended its Notice of Articles in accordance with the BCBCA and changed its name from "Vegaste Technologies Corp." to "PlantX Life Inc."

On November 6, 2020, the Company completed the acquisition of Bloomboxclub Limited ("**Bloombox**"), a privately held e-commerce company based in the United Kingdom that sells and delivers indoor plants, pursuant to a definitive purchase agreement between the Company and the shareholders of Bloombox (the "**Bloombox Acquisition**"). Bloombox and the Bloombox shareholders were at arm's length to the Company. The Bloombox Acquisition marked the Company's initial entrance into the United Kingdom and Europe as part of its international expansion strategy.

The Company paid a purchase price of £8 million that was satisfied by a combination of £560,000 in cash and £7,440,000 in Common Shares (the "**Bloombox Consideration Shares**"). An aggregate of 10,782,559 Bloombox Consideration Shares were issued to the sellers of Bloombox at a deemed price of C$1.17 per Common Share, that being equal to the ten (10) day volume weighted average trading price of the Common Shares immediately preceding the public announcement of the Bloombox Acquisition (the "**Bloombox Consideration Share Price**"). The Bloombox Consideration Shares are subject to a four (4) month hold period ending on March 7, 2021, in accordance with applicable Canadian securities laws.

Pursuant to the terms of the definitive purchase agreement, the Bloombox Consideration Shares were deposited into escrow whereby the Bloombox Consideration Shares will be released from escrow in accordance with the following release schedule:

- 20% of the Bloombox Consideration Shares were immediately released from escrow on closing of the Bloombox Acquisition;
- 15% were released three (3) months after the closing of the Bloombox Acquisition;
- 15% will be released six (6) month from closing of the Bloombox Acquisition;
- 15% will be released nine (9) months from closing of the Bloombox Acquisition;
- 15% will be released twelve (12) months from closing of the Bloombox Acquisition;
- 10% will be released fifteen (15) months from closing of the Bloombox Acquisition; and
- the remaining 10% will be released eighteen (18) months from closing of the Bloombox Acquisition.

Pursuant to Part 8 of NI 51-102, the Bloombox Acquisition constituted a significant acquisition and the Company filed a business acquisition report on Form 51-102F4 on January 15, 2021, which is available on SEDAR.

In connection with the Bloombox Acquisition, the Company paid a financial advisory fee equal to 10% of the value of the Bloombox Acquisition to an arm's length, third party financial advisor for its assistance in introducing, evaluating, and structuring the Bloombox Acquisition for the Company. The fee was satisfied by a combination of $135,883 in cash and 1,043,473 in Common Shares at a deemed price per share equal to the Bloombox Consideration Share Price. The Common Shares issued to the advisor are subject to a 4 month hold period ending on March 7, 2021, in accordance with applicable Canadian securities laws.

On December 1, 2020, the Company announced the formation of a medical advisory board comprised of certain doctors and specialists to provide medical expertise and guidance to the Company and its consumer market regarding the health benefits of a plant-based lifestyle (the "**Medical Advisory Board**"). The Medical Advisory Board meets with the Company on a monthly basis to review its products, meals, recipes and plants, and then makes recommendations on how each will affect consumers' health and wellness. The Medical Advisory Board also discusses advancements in the plant-based industry and how the Company can capitalize on such advancements.

On December 16, 2020 the Company completed a non-brokered private placement of 20,909,091 units of the Company (each a "**Unit**") at a price of $0.55 per Unit for aggregate gross proceeds of $11,500,000 (the "**Offering**"). The Offering included the exercise of the Company's over-allotment option that increased the size of the Offering by an additional 15% from an originally anticipated size of $10,000,000.

Each Unit consisted of one (1) Common Share of the Company and one (1) Warrant. Each Warrant entitles the holder to acquire one (1) Common Share at an exercise price of $0.75 per share until December 16, 2022 (the "**Warrant Expiry Date**"). In the event that the trading price of the Common Shares on the CSE (or such other Canadian stock exchange on which the Common Shares are listed for trading) equals or exceeds $2.00 per Common Share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the Warrant Expiry Date by issuing a press release (a "**Warrant Acceleration Press Release**"), and, in such case, the Warrant Expiry Date will be deemed to be 5:00 p.m. (Vancouver time) on the 30th day following the issuance of the Warrant Acceleration Press Release (the "**Warrant Acceleration Option**").

In connection with the Offering, the Company compensated certain dealers (each, a "**Finder**" and collectively, the "**Finders**") that introduced subscribers to the Company by way of: (i) a cash finders' fee to each Finder of up to 7% of the aggregate gross proceeds of the subscribers introduced to the Company by such Finder (each a "**Finder's Fee**" and collectively, the "**Finders' Fees**"); and (ii) the issuance of non-transferable Warrants to each Finder of up to 7% of the aggregate Units of the subscribers introduced to the Company by such Finder (each a "**Finder's Warrant**" and collectively, the "**Finders' Warrants**"). Each Finder's Warrant entitles the Finder to acquire one (1) Common Share at an exercise price of $0.75 per share until the Warrant Expiry Date unless otherwise accelerated pursuant to the Warrant Acceleration Option. The Company paid a total of $430,495.65 in Finders' Fees and issued an aggregate of 774,757 Finders' Warrants to the Finders in connection with the Offering.

The securities issued in connection with the Offering, including the Finders' Warrants, are subject to a four (4) month hold period ending on April 17, 2021 in accordance with applicable Canadian securities laws.

On December 17, 2020, the Company announced plans to expand the Company's e-commerce platform into the State of Israel. The Company's Israeli expansion would also include establishing a brick-and-mortar PlantX location in the country in the future.

On December 22, 2020, the Company announced that its Common Shares commenced trading on the OTCQB® Venture Market in the United States under the symbol "PLTXF".

On January 7, 2021, the Company completed the acquisition of Score Enterprises Ltd. ("**Score**") pursuant to a share purchase agreement between the Company and the shareholders of Score (the "**Score Acquisition**"). Score and the Score shareholders were at arm's length to the Company. Score is a privately-held company that operates the Squamish, British Columbia-based Locavore Bar & Grill and other related businesses including the "Cloudburst Café", and "Locavore Food Truck". The restaurant location will be redesigned as the PlantX Canadian flagship brick-and-mortar shop. The Company paid a purchase price of $1.35 million that was satisfied by a combination of $327,435 in cash and $1,022,565 in Common Shares ("**Score Consideration Shares**"). An aggregate of 1,897,152 Score Consideration Shares were issued to the sellers of Score at a deemed price of $0.539 per Common Share, that being equal to the ten (10) day volume weighted average trading price of the Common Shares immediately preceding the public announcement of the Score Acquisition.

Pursuant to the terms of the share purchase agreement, the Score Consideration Shares are subject to a lock-up agreement whereby the Score Consideration Shares will be released from lock-up in accordance with the following release schedule:

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

Following the closing of the Score Acquisition, Score changed its name to PlantX Living Squamish Inc. and operates as wholly-owned subsidiary of the Company.

On January 11, 2021, the Company announced that it has applied to list its Common Shares on the NASDAQ Capital Market. The Company intends to file a Form 40-F Registration with the United States Securities and Exchange Commission.

On February 3, 2021, the Company announced the formation of an advisory board comprised of reputable executives in the business, marketing and finance industries (the "**Advisory Board**"). The

Advisory Board provides the Company with advice with respect to mergers and acquisitions, logistics, marketing and innovation.

On February 4, 2020, the Company announced the expansion of Bloombox's plant subscription platform into Germany.

ITEM 7. DESCRIPTION OF THE BUSINESS

7.1 General

(a) Summary

The Company is primarily an e-commerce company that offers multiple plant-based brands at its "one-stop shop for everything plant-based". The Company's e-commerce platform is an online source for high-quality plant-based products including groceries, ingredients, food and beverages, cosmetics, pet-foods and plants. The Company makes more than 10,000 plant-based products available to consumers throughout North America on its e-commerce websites.

The Company currently operates its business using a supply-chain management system known as "dropshipping" whereby the Company and/or its Subsidiaries facilitate the delivery of the goods from a third-party manufacturer to a third party distributor and then to the end-point consumer who places the associated order. Dropshipping typically does not require the Company to own inventory. Strategically, dropshipping enables the Company's business to operate with limited overhead and inventory, thus maximizing margins and, ultimately, net revenue.

PlantX also seeks to create brand-awareness through its brick-and-mortar strategy. As of the date of this AIF, PlantX has announced brick-and-mortar locations in San Diego, California, Squamish, British Columbia, and Tel Aviv, Israel. With the exception of the Squamish location (which is corporate owned), the Company intends to execute its brick-and-mortar strategy through a franchising model. The purpose of the PlantX branded locations is to provide a customer-friendly experience where consumers can engage and become educated about the benefits of a plant-based lifestyle, sample and purchase featured plant-based products and engage in the PlantX community.

The PlantX platform also features a collaborative forum and blog to help like-minded consumers to engage through social media and via partnerships with top nutritionists, chefs and brands. By combining this online strategy with the opportunities to engage at brick-and-mortar locations, the Company seeks to cultivate a PlantX community that translates into increased sales through its e-commerce platform. Establishing a core consumer base that makes recurring purchases from the Company's e-commerce platform is critical to the execution of the Company's business model.

E-commerce Platforms

The Company has developed its e-commerce platforms into an online source for high-quality plant-based products with distribution throughout Canada, the United States, the United Kingdom, and Germany and with expansion planned to Israel. Shortly after launching the online platform, PlantX introduced its collaborative forum and blog to help likeminded consumers connect with each other. On the website, users can now start a discussion with the entire community about plant-based health, nutrition, and recipes.

The U.S. PlantX website, www.plantx.com, is the Company's primary marketing and sales tool. Since launching on April 1, 2020, the site has received over 76,000 unique visitors and has over 830 user accounts. The Canadian PlantX website, www.plantx.ca, focuses on the Canadian marketplace. Since launching on September 21, 2020, the Canadian site has received over 60,000 unique visitors and has over 1,600 user accounts.

Through both websites, consumers can:

- establish an account;
- shop from a selection of plant-based products;
- order weekly meal deliveries of prepared or ready-to-cook vegan meals (currently available in Canada only);
- participate in online forums and discussion groups; and
- order houseplants directly from our greenhouse partners.

As the popularity of home delivered prepared or ready-to-cook meal offerings continues to grow, the Company will use this delivery model to offer exclusively plant-based and vegan menus. The Company has also introduced a meal-subscription option that allows for a recurring revenue stream from consumers purchasing from PlantX meal delivery options. All meals will be pre-portioned with quality ingredients and delivered with step-by-step instructions that take only minutes to prepare. Ms. Amy Gensel has joined the Medical Advisory Board to oversee the nutritional elements and menu offerings of this business segment.

Brick-and-Mortar Locations

The PlantX brick-and-mortar locations, including its anticipated flagship stores, are expected to provide a sensory experience for customers to experience plant-based shopping. The locations are intended to attract new customers, build brand recognition, and create a loyal PlantX consumer base. All PlantX customers should expect a consistent experience - whether shopping on-line or at a flagship store. Certain brick-and-mortar stores will also be used as distribution centers that warehouse goods and ship directly to consumers from orders placed on the e-commerce platform.

The announced flagship locations in Squamish, British Columbia., San Diego, California and Tel Aviv, Israel are expected to feature plant-based education centers, cafés, and restaurants with plant-based meals designed by a team of executive chefs and nutritionists. These locations will be used as a training center for future staff. The design, layout and offerings will be another way to help make a plant-based lifestyle accessible to residents across North America and Israel.

The proposed PlantX flagship locations are strategically positioned to represent geographical locations where management believes that the plant-based lifestyle is most popular and where they believe there will be continued growth. These flagship locations complement and are integral to the broader North American strategy and expansion into Israel and Europe. The Squamish, British Columbia location is corporate owned and it is the Company's intention to use a franchising model for the remaining locations. The Company does not currently have any agreements in place with franchises and its franchise model is under development.

The Company's mobile app is currently in development and is expected to launch in March 2021 in conjunction with the US flagship brick-and-mortar store in San Diego, California. App users will be able to scan the QR codes in the PlantX stores, add items to their cart and checkout without going through a traditional checkout register. Additionally, the app will be available for general use including purchasing products from the e-commerce platform, viewing recipes, and accessing the PlantX forum.

As of the date of this AIF, the Company has only commenced brick-and-mortar operations at its location in Squamish, British Columbia. The Company believes that the brick-and-mortar strategy will be an important growth segment for the Company.

Partnerships

To execute its commercial strategy, the Company relies significantly on exclusive and non-exclusive partnerships. Partners are integral to a dropshipping business model as dropshipping partners are primarily responsible for fulfilling customer orders placed with the Company.

As of the date of this AIF, the Company has formed partnerships with:

- Ready C Food Services Inc. doing business as UpMeals, to provide a selection of plant-based meals and delivery across Canada;

- Geoponics Inc. to distribute fresh indoor plants throughout Canada;

- Liv Marketplace to serve as the exclusive online fulfilment partner and retail distributor of the Company's products in the United States. Liv Marketplace will also establish and operate retail stores and cafés in the United States under the PlantX brand beginning with the first anticipated location in San Diego, California. Under the terms of the Liv Marketplace partnership, Liv Marketplace will purchase a minimum of US$25,000,000 (approximately CAD$31,715,000) of the Company's products over a one year term for distribution in the United States. In addition, Liv Marketplace will pay the Company a 6% royalty on the gross revenue generated under their partnership agreement. The Company will not have to incur additional US labour costs and will limit carrying costs for inventory in the US due to Liv Marketplace fulfilling online orders using its own facilities and staff;

- Odacité Inc. to offer plant-based cosmetics products on the Company's U.S. e-commerce platform. The selection of skincare products will be of natural origin including fragrances and colorants;

- Kirtana Inc. ("**Kirtana**") to offer plant-based pet foods on the PlantX e-commerce platforms. PlantX intends to offer a variety of pet food products from Kirtana including Evolution Diet, Ami and Benevo brands, featuring plant-based dry kibble formulas, an assortment of wet food in cans, and delicious vegan bone treats. PlantX will offer Kirtana products that are ethically-produced and eco-friendly. The key ingredients used in the products include oats, maize, soy, pea protein, and sunflower seeds. The products have been formulated in accordance with the Association of American Feed Control Officials and European Pet Food Industry Federation nutritional standards to ensure that cats and dogs get 100% of the nutrients that they need to be healthy and thrive;

- Iris Construction Management ("**Iris**") to design and build the Company's United State flagship brick-and-mortar shop in San, Diego California, and to help develop future franchise locations across North America and Israel. Iris will help create turnkey solutions for potential PlantX franchisees looking to add a café, shop, or any other planned features. Iris specializes in design, planning, budgeting, tendering selection, money management, and quality control.

- Les Marches TAU Natural Food Stores ("**TAU**") to assist PlantX in launching a new line of PlantX private label products, make available TAU's products to the PlantX e-commerce platform and provide consulting services for PlantX's planned brick-and-mortar locations;

- House Plant Shop to assist the Company in launching house plants on the Company's U.S. e-commerce platform. The Company intends to feature House Plant Shop products on the platform. House Plant Shop supplies several e-commerce companies its house plant product lines for distribution. PlantX intends to offer House Plant Shop products at its future brick-and-mortar location in San Diego, California. The Company believes that the indoor plant market will be an important growth segment for the Company;

- Else Nutrition Holdings Inc. ("**Else Nutrition**") to offer plant-based baby formula products on the Company's U.S. e-commerce platform. Else Nutrition's plant-based baby formula contains natural and organic ingredients to create a sustainable upbringing for children that is free from dairy, GMOs, corn syrup and gluten. Intended for babies 12 months and older, the formula is made with primarily almonds, buckwheat and tapioca in addition to 20 vitamins and minerals to support growth and development at an early age;

- Nootka & Sea to sell their apothecary and cosmetic products on the Company's U.S. and Canadian e-commerce platform; and

- Farm Cup Coffee in West Hollywood, California to display and sell a selection of PlantX houseplants in their retail location.

The Company further intends to supply its products to specialty grocery stores in their plant-based and natural food aisles. The Company has also collaborated with chefs to create a rotating menu of plant-based meals for delivery and distribution throughout Canada.

The Company believes that establishing key exclusive and non-exclusive partnerships will be an important growth strategy for the Company.

(b) <u>Product and Services</u>

The Company's primary sources of revenue are sales made through its e-commerce platform, wholesale arrangements and dropshipping partnerships. Secondary revenue sources include the Company's sales made directly to restaurants, grocery stores partnerships and through food delivery service providers.

The core business of PlantX is its online marketplace that offers a wide range of plant-based food, beverages, plants, and prepared meals available for home delivery. The products and services offerings are grouped into the following categories: (i) meal delivery, (ii) grocery and pantry, (iii) plant shop, (iv) recipes and (v) private-labels products.

Meal Delivery

PlantX delivers 100% plant-based and sustainable meal deliveries directly to consumers across Canada. The PlantX menu rotates to keep the menu fresh and provide the consumer with a variety of options. The Company has also introduced meal delivery subscription options that will allow this product offering to create a recurring revenue stream and to compete with other companies in the growing meal subscription industry.

Grocery and Pantry

PlantX distributes thousands of plant-based goods from pantry items, cosmetics, pet food, and infant and children products. PlantX utilizes dropshipping arrangements so that limited inventory will be owned at any time by the Company. Consumers can purchase their items through a familiar and consolidated checkout process on the e-commerce program and different warehouses will ship their respective products.

Plant Shop

Partnerships with greenhouses in Canada and the United States allow PlantX to ship plants directly from greenhouses to customers. PlantX greenhouse partners are committed to providing fresh, hand picked, and quality-checked plants to the PlantX customers and offer ready-to-grow plants. The PlantX platform retrieves up-to-date inventory from partners ensuring that only a fresh supply of plants is available on the platform for purchase. Additionally, the acquisition of Bloombox has facilitated the distribution of plants across the UK and Germany.

Recipes

Plant-based recipes are added to the website weekly to provide customers inspiration on what to cook on a daily basis, but also to demonstrate how easily plant-based meals can be created. The recipes mainly feature products that can be purchased via the PlantX e-commerce platform. While recipes do not directly generate revenue for the Company, they are integral to the PlantX business model and the Company intends to generate e-commerce growth from engaging and broadening the PlantX community.

PlantX Private Label Products

PlantX distributes private label products, which currently include Canadian glacial water and plant-based meals, via its websites in Canada and the United States. The Company intends to add additional private label offerings, which will include PlantX Organic Black Rice, PlantX Red Pepper Tapenade, PlantX Extra Virgin Olive Oil, PlantX Chocolate Hummus and PlantX Coffee Beans. These private label products are 100% plant-based and organic and will be available on the Company's e-commerce platforms and the brick-and-mortar locations. The Company believes that private label products will be an important growth segment for PlantX.

(c) Specialized Skill and Knowledge

The Company believes that its success is largely dependent on the performance of its management and key employees, many of whom have specialized experience relating to our industry, products, regulatory environment, customers and business. The assembled management team and Board has experience in the management and growth of successful emerging enterprises.

The Company believes that it has adequate personnel with the specialized skills and knowledge to successfully carry out the Company's business and operations.

The Medical Advisory Board was formed to provide medical expertise and guidance to the Company and its consumer market regarding health benefits of a plant-based lifestyle. The members of the Medical Advisory Board, as of the date of the AIF, are set out below.

Name and Residence	Medical Advisory Board Member Since	Biography
Thomas A. Burdon, MD *Palo Alto, California*	December 1, 2020	Dr. Burdon is a Professor of Cardiothoracic Surgery at Stanford University and Chief of Surgery at the VA Palo Alto in California. He is an active surgeon and supervises more than 150 staff that perform 6,000 surgical cases a year. Dr. Burdon's commitment to improving the quality of life for his patients encompasses corrective and palliative surgical techniques, as well as providing dietary information and other methods to ameliorate and improve lifestyle habits. He is known by his colleagues and patients for the "Dr. Burdon Diet", which has helped many in his work environment.

Katie Cooper *London, England*	December 1, 2020	Dr. Cooper is a doctor of psychology based out of London, England. Dr. Cooper is the author of the book Plant Therapy, which focuses on the well-being benefits of plants and the negative effects that an indoor lifestyle can have on mental health. After seeing how powerful plants could be as therapeutic tools with clients, Dr. Cooper went on to launch Bloombox.
Edward Tam, MD, FRCPC *Vancouver, British Columbia*	December 1, 2020	Dr. Tam is a clinical hepatologist with a full time clinical practice in Vancouver, British Columbia where he is also active in clinical research, teaching, education, and community outreach. He has a focused interest in the area of non-alcoholic fatty liver disease, including the intersection of lifestyle and pharmacotherapeutic interventions.
Paul Gross, MD *Vancouver, British Columbia*	December 1, 2020	Dr. Gross is a family physician working in Vancouver, British Columbia. He completed medical school at McGill University and residency at St. Paul's Hospital. Most of his clinical practice is concentrated at Spectrum Health, a multidisciplinary primary care clinic in downtown Vancouver that provides full-service care with an emphasis on the LGBTQ community.
Eva Weinlander, MD *Stanford, California*	December 1, 2020	Dr. Weinlander is a Clinical Professor in the Department of Medicine, Division of Primary Care and Population Health at Stanford Health Care. She is a seasoned family medicine physician with a passion for high-quality primary care, medical education, primary care research and healthcare professional wellness.
Amy Gensel, RD, CSNC *Palo Alto, California*	December 7, 2020	Ms. Gensel is a registered dietitian that specializes in nutrition support at the Veterans Affairs Hospital in Palo Alto, California. She has a passion for wellness and is also a group fitness instructor. Ms. Gensel has 15 years of experience as a registered dietitian and believes nutrition plays a crucial role in disease treatment and prevention.

The Advisory Board was formed to provide the Company advice with respect to mergers and acquisitions, logistics, marketing and innovation. The members of the Advisory Board, as of the date of the AIF, are set out below.

Name and Residence	Advisory Board Member Since	Biography
Jose Abbo *Panama City, Panama* **Chairman**	February 3, 2021	Mr. Abbo has more than 30 years of experience in the financial sector as a senior executive, having developed numerous benchmark studies, financial performance analyses, competitive intelligence analyses and economic analyses and research. Mr. Abbo is a prominent speaker who is consistently invited to international events and is a published author in The Economist and the Wall Street Journal. In 2000, Mr. Abbo achieved international prestige upon publishing a book titled 'Divisando Wall Street' on analyzing securities markets and companies. In 2008, he co-authored another book called "The Big Gamble: Are You Investing or Speculating?"
Joel Milgram *Montreal, Quebec*	August 10, 2020	Mr. Milgram is the former CFO and Proprietor of Milgram & Company until the company was acquired by C.H. Robinson in 2017. C.H Robinson was ranked as one of Canada's 50 best managed companies by the National Post, Deloitte and CIBC. He has served on finance committees for various schools and charities, is currently a canvasser for Federation CJA, and focuses on mentoring in the fashion industry.
Ralph Moxness *Ottawa, Ontario*	August 10, 2020	Mr. Moxness is President of Greenfields Investment Corporation, a firm that he founded in 1987, which specializes in advisory services related to mergers and acquisitions and corporate finance. With a background in banking and finance, he is an asset to the PlantX team.
Bernie Tevel *Montreal, Quebec*	August 10, 2020	Mr. Tevel brings his background in sales and marketing to the PlantX team. He has worked in fashion and manufacturing throughout most of his professional life.

Johnny Karls *Montreal, Quebec*	August 10, 2020	Mr. Karls has decades of experience in worldwide distribution and will be able to provide logistics and distribution expertise to PlantX.
Michael Galloro *Toronto, Ontario*	August 10, 2020	Mr. Galloro is a financial executive with over 25 years of experience. He works closely with emerging private and publicly listed companies.
John Di Girolamo *Toronto, Ontario*	August 10, 2020	Mr. Di Girolamo is an experienced investor and entrepreneur with twenty years of global business experience in both the public and private sectors.
Fred Leigh *Toronto, Ontario*	August 10, 2020	Mr. Leigh has played key executive and founder roles in the junior resources sector for nearly four decades. He has been a founder, director, and investor in many public companies. He serves on the Capital Markets Team at Forbes & Manhattan, a private merchant bank, assisting CEOs and CFOs in financing, market support, and business advice.

See *Item 7.4(a) – Risks Related to the Company's Business - Retention and Acquisition of Skilled Personnel* for additional information on the risks of losing such specialized skill and knowledge.

(d) <u>Competitive Conditions</u>

The e-commerce marketplace is highly competitive. PlantX serves several high-growth industries, including online grocery delivery, online food delivery, online meal kit delivery, and online plant delivery. The Company offers product lines under a variety of brands using a centralized online platform, and fulfills orders that are predominantly fulfilled using dropshipping agreements. This allows the Company to address an array of customer needs and preferences, while mitigating risk and increasing opportunities for diversified sales. PlantX connects customers to brands they may not have previously discovered and provides partners the opportunity to expand their reach through the PlantX business.

To the knowledge of the Company, PlantX has a first mover advantage as being the first publicly-listed one-stop shop for all things plant-based. While there are numerous publicly traded companies that offer plant-based products, PlantX is currently the only company that offers such combination of products and services through a dropshipping network. This unique integrated service provision increases PlantX's competitiveness and strengthens its capital markets profile.

The global dropshipping market was valued at US$162.44 billion in 2019 and is projected to reach US$591.77 billion by 2027. This market is expected to grow at a compound annual growth rate of 18.3% from 2020 to 2027. [1] The plant-based food market is also growing, with sales of plant-based foods growing significantly across all relevant categories. Globally, this industry is expected to reach US$74.2 billion by 2027, according to Meticulous Research.[2] PlantX believes that it has a business model that is built with fundamentals appropriate to grow in sync with these two high growth markets.

PlantX expects that competition will increase as the industry continues to evolve. It is likely that there will be new market entrants and some of the existing competitors might choose to merge or consolidate. Potential new competitors could have additional resources that PlantX does not yet have, such as larger international infrastructure, greater marketing and technical capacity, or larger customer bases. All these factors could affect the market dynamics and potentially affect our market share, revenue, or stream of operations.

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[1]"Dropshipping Market Forecast to 2027 – Global COVID-19 Impact and Analysis by Product Type, Organization Size, and Geography – ResearchAndMarkets.com", businesswire (09 October 2020), online: <www.businesswire.com>.
[2]"Plant Based Food Market Worth $74.2 Billion by 2027 – Exclusive Report by Meticulous Research", Yahoo! Finance (16 July 2020), online: <finance.yahoo.com>.

PlantX is consistently increasing its competitive profile by adding new product verticals, expanding its product and service base, creating new partnerships with logistics service providers to expand its operational infrastructure and regularly engaging with new and existing investors.

(e) Components

PlantX ensures efficient distribution of its products through its partnerships with third-party vendors and shipping companies. The Company is not reliant on any particular third-party service provider, which increases its distribution flexibility and efficiency. However, relying on external service providers involves logistics considerations such as performance issues and contractual management.

PlantX has been actively monitoring and adapting to supply and demand market dynamics to determine the pricing of its products, which can be fixed or variable, based on trading prices. While plant-based products tend to be more expensive, the Company utilizes a competitive pricing strategy to improve product accessibility.

See *Item 7.4(a) – Risks Related to the Company's Business - Disruptions to Supply Chain*

(f) Intangible Properties

As of the date of this AIF, the Company has applied for the following trademarks:

- "The digital face of the plant-based community" (US serial No. 90258516);
- PlantX (word mark) (US serial No. 90190237); and
- PlantX (logo) (US serial No. 90190223).

The Company may develop or acquire new intangible properties that become an important part of the Company and enhance the Company's ability to compete in the markets within which the Company may carry on its business. At such time that management deems appropriate, the Company intends to pursue protections for its intangible properties by seeking to obtain applicable registrations where possible and developing and implementing operating procedures to protect trade secrets, technical know-how and other proprietary information. As at the date of this AIF, the Company's intangible properties are primarily comprised of its brand names, customer lists and relationships, registered and unregistered trademarks, and goodwill associated with the Company's product offerings. The Company restricts access to the Company's proprietary and confidential information through the use of confidentiality and non-disclosure agreements with contractors, consultants, customers, suppliers and other Persons with which the Company may from time to time deal with.

(g) Employees

As at the date of this AIF, there are 33 of employees of the Company.

(h) Foreign Operations

The Company intends to achieve revenue streams in the international market including, but not limited to, from the United States of America, United Kingdom, Germany and Israel. These revenue sources include (i) through e-commerce platforms, (ii) partnerships; and (iii) brick-and-mortar retail.

Since the Company's acquisition of Bloombox in November 2020, the Company has had business operations in the United Kingdom. In light of the United Kingdom's departure from the European Union ("**Brexit**"), the Company has set up their operations to ensure minimal disruption. The Company expects additional MOSS Reporting in July 2021 and has engaged advisors to assist with the Company's obligations.

See *Item 7.4(a) – Risks Related to the Company's Business – Uncertainty of Brexit*

7.2 Bankruptcy and Similar Procedures

There have been no bankruptcy or receivership proceedings against the Company or any of its Subsidiaries within the three most recently completed financial years or the current financial year.

7.3 Reorganizations

See *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*.

7.4 Risk Factors

The following are certain risk factors relating to the Company's business which prospective investors should carefully consider before deciding whether to purchase Common Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that the Company currently deem immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

(a) Risks Related to the Company's Business

Competition with Traditional Retailers

The Company competes with the traditional brick-and-mortar retailers, including restaurants and grocery stores, and an offline ordering process used by the vast majority of customers, restaurants and diners involving attending to a physical store or using the telephone and paper menus that restaurants distribute to diners, as well as traditional advertising. Changing traditional ordering and shopping habits is difficult and if customers, restaurants and diners do not embrace the transition to online grocery shopping and food ordering as the Company expects, the Company's business and results of operations could be harmed. The Company's future success could depend on its ability to (i) enhance existing products and develop new products; (ii) respond to changes in consumer preferences and demands, including technological advances and emerging industry standards and practices on a cost-effective and timely basis; and (iii) persuade restaurants and partners in its network to adopt new technologies and products in a timely manner.

Economic Conditions

The Company's performance is subject to economic conditions and their impact on levels of consumer spending. Some of the factors having an impact on discretionary consumer spending include general economic conditions, unemployment, consumer debt, reductions in net worth, residential real estate and mortgage markets, taxation, energy prices, interest rates, consumer confidence and other macroeconomic factors. Consumer purchases of discretionary items generally decline during recessionary periods and other periods in which disposable income is adversely affected. Small businesses that do not have substantial resources tend to be more adversely affected by poor economic conditions than large businesses. Also, because spending for non-essential food purchases (especially in the restaurant sector) is generally considered to be discretionary, any decline in consumer spending may have a disproportionate effect on the Company's business relative to those businesses that sell products or services considered to be necessities. If spending at many of the restaurants in the

Company's network declines, or if a significant number of these restaurants go out of business, customers may be less likely to use the Company's products, which could harm the Company's business and results of operations.

Doing Business Internationally

The Company may be subject to risks generally associated with doing business in international markets when it expands internationally. Several factors, including legal and regulatory compliance and weakened economic conditions in any of the international jurisdictions in which the Company may do business could adversely affect such expansion and growth.

Additionally, if the Company enters into new international jurisdictions, such entries would require management attention and financial resources that would otherwise be spent on other parts of the business.

International business operations expose the Company to risks and expenses inherent in operating or selling products in foreign jurisdictions. In addition to the risks mentioned elsewhere, these risks and expenses could have a material adverse effect on the Company's business, results of operations or financial condition and include without limitation:

- adverse currency rate fluctuations;
- risks associated with complying with laws and regulations in the countries in which the Company operates, and requirements to apply for and obtain licenses, permits or other approvals and the delays associated with obtaining such licenses, permits or other approvals;
- multiple, changing and often inconsistent enforcement of laws, rules and regulations;
- the imposition of additional foreign governmental controls or regulations, new or enhanced trade restrictions or non-tariff barriers to trade, or restrictions on the activities of foreign agents, and distributors;
- increases in taxes, tariffs, customs and duties, or costs associated with compliance with import and export licensing and other compliance requirements;
- the imposition of restrictions on trade, currency conversion or the transfer of funds;
- the imposition of Canadian and/or other international sanctions against a country, company, Person or entity with whom the Company may do business that would restrict or prohibit the Company's business with the sanctioned country, company, Person or entity;
- laws and business practices favoring local companies;
- political, social or economic unrest or instability;
- expropriation and nationalization and/ or renegotiation or nullification of necessary licenses, approvals, permits and contracts;
- greater risk on credit terms, longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;
- difficulties in enforcing or defending intellectual property rights; and
- the effect of disruptions caused by severe weather, natural disasters, outbreak of disease or other events that make travel to a particular region less attractive or more difficult.

Governments in certain foreign jurisdictions intervene in their economies, sometimes frequently, and occasionally make significant changes in policies and regulations. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on doing business, price controls, import controls, currency remittance, income and other taxes, royalties, the repatriation of profits, foreign investment, licenses and approvals and permits.

The Company's international efforts may not produce desired levels of sales. Furthermore, the Company's experience with selling products in Canada may not be relevant or may not necessarily translate into favorable results if it sells in other international markets. If and when the Company enters into new markets in the future, it may experience different competitive conditions, less familiarity by customers with the Company's brand and/or different customer requirements. As a result, the Company may be less successful than expected in expanding sales to new international markets. Sales into new international markets may take longer to ramp up and reach expected sales and profit levels, or may never do so, thereby affecting the Company's overall growth and profitability. To build brand awareness in these new markets, the Company may need to make greater investments in legal compliance, advertising and promotional activity than originally planned, which could negatively impact the expected profitability of sales in those markets.

The Company relies on international advisors and consultants in foreign jurisdictions. The legal and regulatory requirements in the foreign countries in which we currently or intend to operate are different from those in Canada. The Company's officers and directors must rely, to a great extent, on local legal counsel and consultants to ensure our compliance with material legal, regulatory and governmental developments as they pertain to and affect our business operations, to assist with governmental relations and enhance our understanding of and appreciation for the local business culture and practices. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond our control. The impact of any such changes may adversely affect our business, financial condition and operations.

Increases in Food, Labour, Energy and Other Costs

An increase in operating costs could cause in the Company's partners and/or suppliers to raise prices or cease operations. Factors such as inflation, increased food costs, increased labor and employee benefit costs, increased rent costs and increased energy costs may increase operating costs. Many of the factors affecting costs are beyond the Company's control. In many cases, the Company may not be able to pass along these increased costs to customers which, as a result, could harm the Company's profitability and results of operations.

Competition in the Food, Beverage and Restaurant Industries

The Company's industry is intensely competitive and it competes with many well-established food service companies on the basis of product choice, quality, affordability, service and location. With few barriers to entry, the Company's competitors include a variety of independent local operators, in addition to well-capitalized regional, national and international restaurant chains and franchises, and new competitors may emerge at any time. Furthermore, delivery aggregators and food delivery services provide consumers with convenient access to a broad range of competing restaurant chains and food retailers, particularly in urbanized areas.

The Company's ability to compete will depend on the success of our plans to improve existing products, to develop and roll-out new products, to effectively respond to consumer preferences and to manage the complexity of restaurant operations as well as the impact of our competitors' actions. In addition, our long-term success will depend on our ability to strengthen our customers' digital experience through expanded e-commerce, delivery and social interaction. Some of the Company's competitors have substantially greater financial resources, higher revenues and greater economies of scale. These advantages may allow competitors to implement their operational strategies more quickly or effectively than the Company can or benefit from changes in technologies, which could harm our competitive position. These competitive advantages may be exacerbated in a difficult economy, thereby permitting competitors to gain market share. There can be no assurance that the Company will be able to successfully respond to changing consumer preferences, including with respect to new technologies and alternative methods of delivery. If the Company is unable to maintain its competitive position, the Company could experience lower demand for products, downward pressure on prices, reduced margins, an inability to take advantage of new business opportunities, a loss of market share, reduced franchisee profitability and an inability to attract qualified franchisees in the future.

Managing Partnerships

The Company relies upon restaurants, wholesaling partners, distribution partners, retail partners and delivery partners in its network, including small and local independent businesses, and, an independent contractor driver network, to provide quality food and products on a timely basis. If these partners experience difficulty servicing consumer demand, producing quality food, providing timely delivery and good service or meeting our other requirements or standards, the Company's reputation and brand could be damaged. In addition, if restaurants or partners in the Company's network were to cease operations, temporarily or permanently, face financial distress or other business disruption, or if these relationships deteriorate, the Company may not be able to provide consumers with adequate selections and choices, In addition, if the Company fails to negotiate satisfactory pricing terms with these partners or if the Company ineffectively manages these relationships, it could harm the results of operations and business.

The Company may enter into strategic alliances or partnerships or expand the scope of currently existing relationships with third parties that we believe complement our business, financial condition and results of operation and there are risks associated with such activities. The Company has entered into, and may in the future enter into, strategic alliances or partnerships with third parties that it believes will complement or augment our existing business. Our ability to complete and develop strategic alliances and partnerships is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances and partnerships could present unforeseen regulatory issues, integration obstacles or costs, may not enhance the Company's business, and may involve risks that could adversely affect the Company, including significant amounts of management time that may be diverted from current operations in order to pursue and complete such transactions or maintain such strategic alliances and partnerships. Future strategic alliances or partnerships could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances or partnerships will achieve, or that the Company's existing strategic alliances or partnerships will continue to achieve, the expected benefits to our business or that we will be able to consummate future strategic alliances on satisfactory terms, or at all. Any of the foregoing could have a material adverse effect on our business, financial condition and operations.

Acquisition Costs

As part of the Company's business strategy, the Company has and will continue to selectively explore acquisition opportunities of companies and technologies to strengthen our platform. The identification of suitable acquisition candidates can be difficult, time consuming and costly, and the Company may not be able to successfully complete identified acquisitions. The risks in connection with acquisitions include:

- regulatory hurdles;
- anticipated benefits may not materialize;
- diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- transition of the acquired company's users to our websites and mobile applications;
- retention of employees from the acquired company;
- assimilation, integration and maintenance of the acquired company's business;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company's accounting, management information, human resources and other administrative systems;
- the need to implement or improve controls, procedures and policies at a business that prior to the acquisition may have lacked effective controls, procedures and policies;
- coordination of product development and sales and marketing functions;

- liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities; and
- litigation or other claims in connection with the acquired company, including claims from terminated employees, users, former stockholders or other third parties.

The Company's failure to address these risks or other problems encountered in connection with past or future acquisitions and investments could cause the Company to fail to realize the anticipated benefits of these acquisitions or investments, cause the Company to incur unanticipated liabilities, and harm the business generally. Future acquisitions could also result in dilutive issuances of the Company's equity securities, the incurrence of debt, contingent liabilities, amortization expenses or the impairment of goodwill, any of which could harm the business and results of operations.

Transportation Disruptions

We depend on fast, cost-effective, and efficient delivery services to distribute our product to customers. Any prolonged disruption of these services could have an adverse effect on our business, financial condition and operations. Rising costs associated with the delivery services we use to ship our products may also adversely impact our business and our ability to operate profitably.

Risks Associated with Dropshipping

Dropshipping requires that the Company rely on the efforts and services of third-party manufacturers, carriers and distributors. If issues arise at any step of the supply chain, it could cause logistical problems and delays in customers obtaining their orders that are beyond the direct control of the Company. There can be no assurance that the third-party manufacturers will continue to reliably distribute products for us at the levels of quality or in the quantities the Company requires, nor can there be any assurance that the third-party carriers and distributors will fulfill their obligations pursuant to their committed timelines. Any insufficiency or delay by third-party service providers would adversely affect the Company's financial performance.

These third-party business relationships, transactions and contracts will require that such third parties have performance, payment and other obligations to the Company. If any of these third parties were to become subject to bankruptcy, receivership or similar proceedings, the Company's rights and benefits in relation to such business relationships, contracts and transactions with such third parties could be terminated, modified in an adverse manner, or otherwise impaired. No assurances can be made that the Company would be able to arrange for alternate or replacement business relationships, transactions, or contracts on terms as favorable as the initial business relationships, transactions or contracts, if at all. Any inability on the Company's part to do so could have a material adverse effect on its business and results of operations.

Disruptions to Supply Chain

The Company's ability, or the ability of the Company's third party suppliers and partners, to source quality ingredients, plants and other products is critical to its business, and any disruption to the supply or supply chain could materially adversely affect its business.

The Company, and the Company's third party suppliers and partners, depend on frequent deliveries of ingredients, plants and other products from a variety of local, regional, national and international suppliers, and some suppliers may depend on a variety of other local, regional, national and international suppliers to fulfill the purchase orders placed with them. The availability of such ingredients, plants and other products at competitive prices depends on many factors beyond the Company's control, including the number and size of farms, ranches, vineyards and other suppliers that provide crops and other raw materials that meet our quality and production standards.

Furthermore, there are many factors beyond the Company's control which could cause shortages or interruptions in the supply of ingredients, plants and other products, including adverse weather, environmental factors, natural disasters, unanticipated demand, labor or distribution problems, changes in law or policy, food safety issues by suppliers and their supply chains, and the financial health of suppliers and their supply chains. Production of the agricultural products used in the Company's business may also be materially adversely affected by drought, water scarcity, temperature extremes, scarcity of agricultural labor, changes in government agricultural programs or subsidies, import restrictions, scarcity of suitable agricultural land, crop conditions, crop or animal diseases or crop pests. Failure to take adequate steps to mitigate the likelihood or potential effect of such events, or to effectively manage such events if they occur, may materially adversely affect our business, financial condition and operating results, particularly in circumstances where an ingredient or product is sourced from a single supplier or location.

Intellectual Property

The Company's business depends on certain intellectual property, the protection of which is crucial to the success of its business. The Company relies, or may rely upon, on a combination of patent, trademark, trade secret and copyright law and contractual restrictions to protect its intellectual property. In addition, the Company attempts to protect its intellectual property, technology and confidential information by requiring employees and consultants who develop intellectual property on its behalf to enter into confidentiality and assignment of inventions agreements and non-competition agreements, and third parties to enter into nondisclosure agreements. These agreements may not effectively prevent unauthorized use or disclosure of confidential information, intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of confidential information, intellectual property or technology. Despite efforts to protect our proprietary rights, unauthorized parties may copy aspects of our website features, software and functionality or obtain and use information that the Company considers proprietary.

The Company operates in an industry with extensive intellectual property litigation. Other parties may assert that the Company has infringed their intellectual property rights. Such litigation may involve patent holding companies or other adverse patent owners who have no relevant product revenue, and therefore the Company's own issued and pending patents may provide little or no deterrence. The Company could be required to pay substantial damages or cease using intellectual property or technology that is deemed infringing.

Ability to Innovate

The Company's success depends in part on its ability to continue to innovate. To remain competitive, the Company must continuously enhance and improve its product offerings, and the functionality and features of its platform, including its websites and mobile applications. The internet and the online commerce industry are rapidly changing and becoming more competitive. If competitors introduce new products embodying new technologies, or if new industry standards and practices emerge, the Company's existing product offerings, websites, technology and mobile applications may become obsolete.

Retention and Acquisition of Skilled Personnel

The loss of any member of the Company's management team, could have a material adverse effect on its business and results of operations. In addition, the inability to hire or the increased costs of hiring new personnel, including members of executive management, could have a material adverse effect on the Company's business and operating results. The expansion of marketing and sales of its products will require the Company to find, hire and retain additional capable employees who can understand, explain, market and sell its products. There is intense competition for capable personnel in all of these areas and the Company may not be successful in attracting, training, integrating, motivating, or retaining new personnel, vendors, or subcontractors for these required functions. New employees often require significant training and in many cases, take a significant amount of time before they achieve full productivity. As a result, the Company may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses issued in connection to equity awards, and may lose new employees to its competitors or other companies before it realizes the benefit of its investment in recruiting and training them. In addition, as the Company moves into new jurisdictions, it will need to attract and recruit skilled employees in those new areas.

Franchising

The Company intends to generate revenues in the form of royalties, fees and other amounts from franchise locations. As a result, operating results are closely tied to the success of the Company's franchisees. However, franchisees are independent operators and we cannot control many factors that impact the profitability of their operations. If sales trends or economic conditions worsen for franchisees, their financial results may deteriorate, which could result in, among other things, restaurant and store closures, delayed or reduced payments to us of royalties, advertising contributions, rents and, delayed or reduced payments for products and supplies, and an inability for such franchisees to obtain financing to fund development, location remodels or equipment initiatives on acceptable terms or at all. Furthermore, franchisees may not be willing or able to renew their franchise agreements with the Company due to low sales volumes, or high real estate costs, or may be unable to renew due to the failure to secure lease renewals. If the franchisees fail to renew their franchise agreements, the Company's revenues may decrease which in turn could materially and adversely affect the Company's business and operating results.

Consumer Trends

The Company's business is focused on the marketing and distribution of branded plant-based products as alternatives to meat-based protein products. Consumer demand could change based on a number of possible factors, including dietary habits and nutritional values, concerns regarding the health effects of ingredients and shifts in preference for various product attributes. If consumer demand for the Company's products decreases, its business and financial condition would suffer. In addition, sales of plant-based protein or meat-alternative products are subject to evolving consumer preferences that the Company may not be able to accurately predict or respond to. Consumer trends could change based on a number of possible factors, including economic factors and social trends. A significant shift in consumer demand away from the Company's products could reduce sales, which would harm its business and financial condition.

The Company's operating results may be materially adversely affected by changes in consumer tastes and preferences. Future success depends in part on the Company's ability to anticipate the tastes, eating habits and lifestyle preferences of consumers and to offer products that appeal to consumer tastes and preferences. Consumer tastes and preferences may change from time to time and can be affected by a number of different trends and other factors that are beyond our control. For example, sales could be materially adversely affected by changes in consumer demand in response to nutritional and dietary trends, dietary concerns regarding items such as the consummation of calories, sodium, carbohydrates or fat, or concerns regarding food safety. Competitors may react more efficiently and effectively to these changes than we can. The Company cannot provide any assurances regarding our ability to respond effectively to changes in consumer health perceptions or our ability to adapt our product offerings to trends in eating habits. If the Company fails to anticipate, identify or react to these changes and trends, or to introduce new and improved products on a timely basis, or if the Company ceases offering such products or fails to maintain partnerships that react to these changes and trends, the Company may experience reduced demand for products, which would harm its business and financial condition.

In addition, the business of selling food products over the internet is dynamic and continues to evolve. The market segment for food delivery has grown significantly, and this growth may not continue or may decline, including specifically with respect to the meal solutions sector. If customers cease to find value in this model or otherwise lose interest in the Company's product offerings or business model generally, the Company may not acquire new customers in numbers sufficient to maintain growth in the Company's business or retain existing customers at rates consistent with the Company's business model, and the Company's business, financial condition and operating results could be materially adversely affected.

E-commerce and Internet Usage

The Company's business and growth prospects are substantially dependent upon the continued and increasing use of the internet as an effective medium of transactions by customers. Internet use may not continue to develop at historical rates, and customers may not continue to use the internet and other online services to order and purchase their food and groceries at current or increased growth rates or at all. In addition, the internet and mobile applications may not continue to be accepted as a viable platform or resource for a number of reasons, including: (i) actual or perceived lack of security of information or privacy protection; (ii) possible disruptions; (iii) computer viruses or other damage to internet servers; (iv) users' computers or mobile applications; (v) excessive governmental regulation; and (vi) unacceptable delays due to actual or perceived limitations of wireless networks.

Legal and Regulatory Proceedings

From time to time, the Company may be a party to legal and regulatory proceedings, including matters involving governmental agencies, entities with whom it does business and other proceedings arising in the ordinary course of business. The Company will evaluate its exposure to these legal and regulatory proceedings and establish reserves for the estimated liabilities in accordance with IFRS. Assessing and predicting the outcome of these matters involves substantial uncertainties. Unexpected outcomes in these legal proceedings, or changes in management's evaluations or predictions and accompanying changes in established reserves, could have an adverse impact on the Company's financial results.

The Company's connection with the food delivery industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by third parties, other companies and/or various governmental authorities against the Company. For example, third parties could assert legal claims against the Company in connection with personal injuries related to food poisoning or tampering or accidents caused by the delivery drivers of restaurants in the Company's network or drivers in our delivery network.

Reports, whether true or not, of food-borne illnesses (including, but not limited to, E.coli, avian flu, bovine spongiform encephalopathy, hepatitis A, trichinosis or salmonella) and injuries caused by food tampering have severely injured the reputations of participants in the food business and could do so in the future as well. The potential for acts of terrorism on the food supply also exists and, if such an event occurs, it could harm our business and results of operations. In addition, reports of food-borne illnesses or food tampering, even those occurring solely at restaurants that are not in our network, could, as a result of negative publicity about the restaurant industry, harm our business and results of operations.

In addition, the Company faces potential liability and expense for claims relating to the information that it publishes on its websites and mobile applications, including claims for trademark and copyright infringement, defamation, libel and negligence, among others.

Litigation, complaints, and enforcement actions involving the Company could consume considerable amounts of financial and other corporate resources, which could have a material adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Uninsured or Uninsurable Risks

While the Company may have insurance to protect our assets, operations, and employees, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which we are exposed. No assurance can be given that such insurance will be adequate to cover the Company's liabilities or that it will be available in the future or at all, and that it will be commercially justifiable. The Company may be subject to liability for risks against which we cannot insure or against which we may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for normal business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's business, financial condition and operations.

Managing Growth

To manage growth and changes in strategy effectively, the Company must: (i) maintain adequate systems to meet customer demand; (ii) expand sales and marketing, distribution capabilities, and administrative functions; (iii) expand the skills and capabilities of its current management team; and (iv) attract and retain qualified employees. While it intends to focus on managing its costs and expenses over the long term, the Company expects to invest its earnings and capital to support its growth, but may incur additional unexpected costs. If the Company incurs unexpected costs, it may not be able to expand quickly enough to capitalize on potential market opportunities.

Disease Outbreaks May Negatively Impact the Company

A local, regional, national or international outbreak of a contagious disease, including the novel coronavirus COVID-19, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu or any other similar illness, could cause staff shortages, supply shortages and increased government regulation all of which may negatively impact the business, financial condition and results of operations of the Company. A pandemic could cause temporary or long-term disruptions in the Company's supply chains and/or delays in the delivery of the Company's inventory. Further, such risks could also adversely affect the Company's customers' financial condition, resulting in reduced spending for the products the Company sells. Moreover, an epidemic, pandemic, outbreak or other public health crisis, such as COVID-19, could cause employees to avoid the Company's properties, which could adversely affect the Company's ability to adequately staff and manage its businesses. "Shelter-in-place" or other such orders by governmental entities could also disrupt the Company's operations, if employees who cannot perform their responsibilities from home, are not able to report to work. Risks related to an epidemic, pandemic or other health crisis, such as COVID-19, could also lead to the complete or partial closure of one or more of the Company's facilities or operations of its sourcing partners. The ultimate extent of the impact of any epidemic, pandemic or other health crisis on the Company's business, financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of such epidemic, pandemic or other health crisis and actions taken to contain or prevent their further spread, among others. These and other potential impacts of an epidemic, pandemic or other health crisis, such as COVID-19, could therefore materially and adversely affect the Company's business, financial condition and results of operations.

Regulatory Compliance

Achievement of the Company's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary. The Company may not be able to obtain or maintain the necessary licenses, permits, quotas, authorizations or accreditations to operate its business, or may only be able to do so at great cost. The Company cannot predict the time required to secure all appropriate regulatory approvals for its business, or the extent of testing and documentation that may be required by local governmental authorities.

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage of food products but also including laws and regulations relating to sale of other product types, health and safety, and conduct of operations in British Columbia. Any changes to such laws, regulations and guidelines are matters beyond the control of the Company that may cause adverse effects to the operations and financial conditions of the Company's prospective returns.

At the federal level, Health Canada is responsible for establishing federal food safety and nutrition policies and standards, while the Canadian Food Inspection Agency (the "**CFIA**") is responsible for establishing other packaging and labelling requirements. The CFIA also has responsibility for enforcement of all federal food requirements, under the Food and Drugs Act (the "**FDA**") and Food and Drug Regulations (the "**FDR**"), the Safe Food for Canadians Act (the "**SFCA**") and the Safe Food For Canadians Regulations (the "**SFCR**"). The FDA and FDR set the standards for the labelling, safety and nutritional quality of all foods sold in Canada, whereas the SFCA and SFR establish requirements such as licensing, labelling, and traceability requirements for businesses in the food industry. At this time, the Company is not operating a manner that triggers the application of federal licensing and traceability requirements under the SFCR related to producing, manufacturing, importing or distributing food products.

At the provincial level, in British Columbia, food safety laws are further governed by the Ministry of Health under the Food Safety Act (the "**FSA**"), the Public Health Act (the "**PHA**") and the PHA's Food Premises Regulation (the "**FPR**"), which require that all food sold in British Columbia be safe and suitable for human consumption, and regulate the operation of a food premise within the province. The Company holds Food Service Establishment (FSE 1) permits with respect to its operations that are subject to the FPR.

The Company may incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Managing Brand

The Company believes that a strong brand is necessary to continue to attract and retain customers and, in turn, the partners in our network. The Company needs to maintain, protect and enhance its brand in order to expand our base of customers and increase their engagement with our websites and mobile applications. This will depend largely on the Company's ability to continue to provide differentiated product offerings, and it may not be able to do so effectively. While the Company may choose to engage in a broader marketing campaign to further promote its brand, this effort may not be successful or cost effective. If the Company is unable to maintain or enhance customer awareness in a cost-effective manner, our brand, business, results of operations and financial condition could be harmed. Furthermore, negative publicity about the Company, including delivery problems, quality concerns, issues with our technology and complaints about our personnel or customer service, could diminish confidence in, and the use of, the Company's products, which could harm the results of operations and business.

Limited Operating History

The Company was previously in the business of mineral exploration. Upon completion of the RTO Transaction, the Company continued the business of TargetCo. As a result, the Company has a limited operating history in e-commerce upon which its business and future prospects may be evaluated. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. For the Company to meet its future operating requirements, the Company will need to be successful in its growth, marketing and sales efforts. Additionally, where the Company experiences increased sales, the Company's current operational infrastructure may require changes to scale the Company's business efficiently and effectively to keep pace with demand, and achieve long-term profitability. If the Company's products are not accepted by new partners, the Company's operating results may be materially and adversely affected.

Reliance on Third-Party Hosting and Payment Processors

The Company's success will depend upon its relationships with third parties, including payment processor and data center hosts. The Company relies on a third-party payment processor and encryption and authentication technology licensed from third parties that is designed to effect secure transmission of personal information provided by our customers. The Company also relies on third-party data center hosts to provide a reliable network backbone with the speed, data capacity, security and hardware necessary for reliable internet access and services. If a payment processor, or a data center host or another third party does not perform adequately, terminates its relationship with the Company or refuses to renew its agreement with the Company on commercially reasonable terms, the Company may have difficulty finding an alternate provider on similar terms and in an acceptable timeframe, and the Company's costs may increase, which could harm our business and results of operations.

Privacy Laws and Information Technology

The Company collects customer data, including credit card numbers and other personally identifiable information, for various business purposes, including marketing and promotional purposes, through various forms of media. The integrity and privacy of its customers' information is important to the Company and customers a have a high expectation that the Company will adequately protect their personal information. The regulatory environment governing privacy laws is increasingly demanding and privacy laws continue to evolve and on occasion may be inconsistent from one jurisdiction to another. Maintaining compliance with applicable privacy regulations may increase the Company's operating costs and/or adversely impact the Company's ability to market its products, properties and services to its customers. Furthermore, non-compliance with applicable privacy regulations by the Company (or in some circumstances non-compliance by third parties engaged by the Company), breach of security on systems storing the Company's data, a loss of customer data or fraudulent use of customer data could adversely impact the Company's reputation or result in fines or other damages, litigation and regulatory investigations.

Despite the Company's efforts, information networks and systems may be vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by its employees or vendors, or from attacks by malicious third parties. Although steps have been taken to address these concerns, there can be no assurance that a system interruption, security breach or unauthorized access will not occur. Any such interruption, breach or unauthorized access to the Company's network or systems could adversely affect the Company's business operations and/or result in the loss of critical or sensitive confidential information or intellectual property, and could result in financial, legal, business and reputational harm. The Company transmits confidential credit card information in connection with its customer's purchases. Third parties may have the technology or knowhow to breach the security of this customer information, and the Company's security measures and those of its technology vendors may not effectively prevent others from obtaining improper access to this information. Any security breach could expose the Company to risks of data loss, litigation and liability and could seriously disrupt its operations and significantly harm its reputation.

Uncertainty of Brexit

The uncertainty related to Brexit has caused volatility in global stock markets and foreign currency exchange rate fluctuations, and the continued uncertainty about the terms and impact of Brexit may maintain such volatility and fluctuations in the future. Brexit could adversely affect the United Kingdom, regional (including European), and worldwide economic and market conditions and could contribute to instability in global financial and foreign exchange markets, including volatility in the value of the British Pound and Euro, which in turn could adversely affect the Company and its customers.

In light of the United Kingdom's departure from the European Union on January 31, 2020, the United Kingdom and Canada have reached an interim post-Brexit trade agreement, the Canada-United Kingdom Trade Continuity Agreement ("**CUKTCA**"). The Comprehensive Economic and Trade Agreement ("**CETA**") ceased to apply to Canada-United Kingdom trade on January 1, 2021. The CUKTCA replicates CETA on a bilateral basis and is meant to maintain the status quo of the Canada-United Kingdom trade relationship. The Company's management continues to monitor these developments and the possible impact of Brexit on the Company's operations.

(b) Risks Related to Financial and Accounting

Access to Capital

The Company will have further capital requirements and other expenditures as it proceeds to expand its business or take advantage of opportunities for acquisitions or other business opportunities that may be presented to it. The Company may incur major unanticipated liabilities or expenses.

Access to Additional Financing

The Company makes, and will continue to make, substantial investments and other expenditures related to acquisitions and marketing initiatives. Since the RTO Transaction, the Company has financed these expenditures through offerings of its equity securities. The Company may require equity and/or debt financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise additional financing, as needed, to fund ongoing operations, capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon the Company's business, results of operations, financial condition or prospects. The Company expects to require additional capital in the future to expand its business, expand its product lines, and establish its targeted levels of commercial production. The Company may not be able to obtain additional financing on terms acceptable to it, or at all, and the Company may have difficulty attracting investors.

If additional funds are raised through further issuances of equity or convertible debt securities, existing holders of Common Shares could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to the Common Shares. If the Company raises additional capital by incurring debt, this will result in increased interest expense payable by the Company. If the Company raises additional funds through the issuance of securities, market fluctuations in the price of its securities could limit its ability to obtain equity financing. The Company can provide no assurance that it will be able to obtain financing on reasonable terms or at all to meet the growth needs of its operations.

If the Company is unable to raise capital when needed, its business, financial condition, and results of operations would be materially adversely affected, and the Company could be forced to reduce or discontinue its operations.

Market for Securities Volatile Trading Price

The trading price of the Company's Common Shares has been and may continue to be volatile, and you could lose all or part of your investment. The Company's Common Shares primarily trade on the CSE. Factors such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward consumer trends and sector stocks may have a significant impact on the market price of the Common Shares. Global stock markets, including the CSE, have, from time-to-time, experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. There can be no assurance that an active or liquid market will develop or be sustained for the Common Share Shares.

There is no guarantee that an investment in the Common Shares will earn any positive return in the short term or long term. An investment in the Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Common Shares is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Profitability of the Company

The Company may experience difficulties in its development process, such as capacity constraints, quality control problems or other disruptions, which would make it more difficult to generate profits. A failure by the Company to achieve a low-cost structure through economies of scale or improvements in processes and design could have a material adverse effect on the Company's business, prospects, results of operations and financial condition.

Costs of Being a Public Company

As a public issuer, the Company is subject to the reporting requirements and rules and regulations under applicable Canadian securities laws and the rules of any stock exchange on which the Company's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations may increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could materially and adversely affect its business, financial condition and results of the Company. In particular, the Company is subject to reporting and other obligations under applicable Canadian securities laws, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. These reporting and other obligations place significant demands on the Company as well as on the Company's management, administrative, operational and accounting resources. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Company to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Common Shares.

Ongoing Costs and Obligations

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Failure to Maintain Listing

The Common Shares are listed on the CSE, under the trading symbol "VEGA", on the Frankfurt Stock Exchange, under the trading symbol "WNT1", and on the OTCQB® Venture Market, under the trading symbol "PLTXF". The Company must meet continuing listing standards to maintain the listing of the Common Shares on the CSE, the Frankfurt Stock Exchange, and the OTCQB® Venture Market. In the event that the Company fails to comply with such listing standards and the CSE, the Frankfurt Stock Exchange, and/or the OTCQB® Venture Market delists the Common Shares, the Company and its shareholders could face significant material adverse consequences, including, but not limited to: (i) a limited availability of market quotations for the Common Shares, (ii) reduced liquidity for the Common Shares, (iii) a limited amount of news and analyst coverage of the Company, (iv) a decrease in the Company's ability to issue additional equity securities or obtain additional equity or debt financing in the future. As a public company, the Company is subject to evolving corporate governance and public disclosure requirements under applicable laws, which may from time to time increase both the Company's compliance costs and the risk of non-compliance, all of which could have an adverse effect on the Company.

Ownership of Our Common Shares

A significant portion of the Company's issued and outstanding Common Shares is held by our existing executive officers, directors, promoters and holders of 5% or more of our outstanding Common Shares, whose interests may differ from yours. For example, these shareholders may support proposals and actions with which you may disagree or which are not in your interests or which adversely impact the value of your investment. These shareholders may be able to exercise a significant level of control over all matters requiring shareholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions. This control could have the effect of delaying or preventing a change of control in us or changes in management and could also make the approval of certain transactions difficult or impossible without the support of these stockholders, which in turn could reduce the price of our common stock.

No Dividend Payments

The Company does not anticipate declaring any cash dividends to holders of Common Shares in the foreseeable future. Consequently, investors may need to rely on sales of their Common Shares after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase Common Shares.

Competition

It is likely that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, results of operations or prospects of the Company.

The Company expects to face additional competition from new entrants. To become and remain competitive, the Company will require research and development, marketing, sales and support. The Company may not have sufficient resources to maintain research and development, marketing, sales and support efforts on a competitive basis which could materially and adversely affect the business, financial condition, results of operations or prospects of the Company.

If the number of consumers of plant-based products increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued high level of investment in marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Foreign Sales and Currency Fluctuations

The Company's functional currency is denominated in Canadian dollars. The Company currently expects that sales will be denominated in Canadian dollars and may, in the future, have sales denominated in the currencies of additional countries in which it establishes operations or distribution. In addition, the Company incurs the majority of its operating expenses in Canadian dollars. In the future, the proportion of the Company sales that are international may increase. Such sales may be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of foreign currencies may negatively impact the Company's business, financial condition and results of operations. The Company has not previously engaged in foreign currency hedging. If the Company decides to hedge its foreign currency exposure, it may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide the Company from foreign currency fluctuations and can themselves result in losses.

Estimates or Judgments Relating to Critical Accounting Policies

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, as provided in the notes to the PlantX interim financial statements and the annual financial statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. The Company's operating results may be adversely affected if these assumptions change or if actual circumstances differ from those in the assumptions, which could cause the Company's operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the price of the Common Shares. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non-financial assets, fair value of biological assets, as well as revenue and cost recognition.

Accounting Policies and Internal Controls

The Company prepares its financial reports in accordance with IFRS. In preparation of its financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company continues to assess its internal control systems for financial reporting on an ongoing basis. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, there may be circumstances where such safeguards may be ineffective.

Taxes

The Company may be subject to income and other taxes in Canada, the United States, and numerous foreign jurisdictions. A taxation authority may disagree with certain of our views, including, for example, the allocation of profits by tax jurisdiction, and the deductibility of our expenses, and may take the position that material income tax liabilities, interest, penalties, or other amounts are payable by us, in which case, we may contest such assessment. Contesting such an assessment may be lengthy and costly and if we were unsuccessful, the implications could be materially adverse to us and affect our effective income tax rate or operating income.

From time to time, the Company may subject to additional state and local income tax audits, international income tax audits and sales, franchise and value-added tax audits. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. There can be no assurance that the Canada Revenue Agency, the U.S. Internal Revenue Service and/or foreign tax authorities will agree with our interpretation of the tax aspects of reorganizations, initiatives, transactions, or any related matters associated therewith that we have undertaken.

ITEM 8. DIVIDENDS

8.1 Dividends or Distributions

The Company has not paid dividends on its Common Shares in the three most recently completed financial years, other than the Abattis share distribution, and the Company has no present intention to pay dividends in the future.

There are no restrictions in the Notice of Articles or Articles of the Company that could prevent the Company from paying dividends in the future.

The Company intends to retain any earnings to finance the growth of its business and expansion of its operations. As a result, the Company does not anticipate paying any dividends on the Common Shares in the foreseeable future. Any future determination to make any distributions on the Common Shares will be at the discretion of the Board and will depend on the financial condition, business environment, operating results and capital requirements of the business, any contractual restrictions on the payment of distributions and any other factors that the Board deems relevant.

ITEM 9. DESCRIPTION OF CAPITAL STRUCTURE

9.1 Share Capital

Common Shares

The authorized share structure of the Company consists of an unlimited number of Common Shares without par value. As of the date of this AIF, there are 91,853,972 Common Shares issued and outstanding on a non-diluted basis.

The holders of Common Shares are entitled to receive notice of, to attend and vote at all meetings of the holders of Common Shares and each Common Share shall confer the right to one (1) vote in person or by proxy at all meetings of the holders of Common Shares. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Warrants

As of the date of this AIF, an aggregate of 21,700,048 Warrants are issued and outstanding as follows:

(a) 16,200 Warrants are exercisable for one (1) Common Share per Warrant at an exercise price of $0.25 per Common Share and will expire on August 5, 2022;

(b) 20,909,091 Warrants are exercisable for one (1) Common Share per Warrant at an exercise price of $0.75 per Common Share and will expire on December 16, 2022 unless the Warrant Expiry Date is accelerated by issuing a Warrant Acceleration Press Release; and

(c) 774,757 Warrants are exercisable for one (1) Common Share per Warrant at an exercise price of $0.75 per Common Share and will expire on December 16, 2022 unless the Warrant Expiry Date is accelerated by issuing a Warrant Acceleration Press Release.

9.2 Other Convertible Securities

Options

As of the date of this AIF, there are 7,437,036 Options issued and outstanding under the Stock Option Plan. Each Option entitles the holder to the exercise the option for one (1) Common Share in accordance with the terms of the Stock Option Plan. The Options are exercisable for a term of up to five (5) years from the date of issuance.

Restricted Share Units

As of the date of this AIF, there are 4,703,000 RSUs issued and outstanding under the RSU Plan. Each RSU entitles the holder to a cash payment or one (1) Common Share at the discretion of the Company in accordance with the terms of the RSU Plan. Vesting of the issued and outstanding RSUs remains subject to shareholder approval of the RSU Plan at the meeting of the shareholders to be held on February 26, 2021.

Performance Share Units

As of the date of this AIF, there are 3,950,000 PSUs issued and outstanding under the PSU Plan. Each PSU entitles the holder to a cash payment or one (1) Common Share at the discretion of the Company in accordance with the terms of the PSU Plan. Vesting of the issued and outstanding PSUs remains subject to shareholder approval of the PSU Plan at the meeting of the shareholders to be held on February 26, 2021.

ITEM 10. MARKET FOR SECURITIES

10.1 Trading Price and Volume

The Common Shares have been listed and posted for trading on the CSE since October 31, 2011. Prior to the RTO Transaction, the Common Shares were listed for trading on the CSE under the symbol "WRW". In connection with the RTO Transaction, the Common Shares began trading under the symbol "VEGA".

The Company is a reporting issuer in the Provinces of British Columbia, Ontario and Alberta.

The following table sets forth, for the periods indicated, the marketplace, reported high and low trading prices (in the currencies in which such securities were listed and posted for trading) and the volume traded on the relevant exchange.

Month	Stock Symbol	Market	High Trading Price	Low Trading Price	Share Volume
August 2019	WRW	CSE	$0.035	$0.025	724,245
September 2019	WRW	CSE	$0.035	$0.02	1,141,218
October 2019	WRW	CSE	$0.02	$0.02	20,472
November 2019	WRW	CSE	$0.02	$0.015	148,006
December 2019	WRW	CSE	$0.01	$0.005	1,091,245
January 2020(1)	WRW	CSE	$0.01	$0.005	45,060
February 2020(1)	WRW	CSE	-	-	-
March 2020(1)	WRW	CSE	-	-	-
April 2020(1)	WRW	CSE	-	-	-
May 2020(1)	WRW	CSE	-	-	-
June 2020(1)	WRW	CSE	-	-	-
July 2020(1)	WRW	CSE	-	-	-

Notes:

(1) The Common Shares were halted on January 23, 2020, prior to the announcement of the letter of intent in connection with the RTO Transaction.

10.2 Prior Sales

The following table sets forth securities issued by the Company that are not listed or quoted on a marketplace during the year ended July 31, 2020 and to the date of this AIF.

Date	Type of Security Issued	Number/Principal Amount of Securities Issued	Issuance/Exercise Price per Security
August 5, 2020	Warrants	36,000[(1)]	$0.25 per Warrant
August 10, 2020	Options	3,962,036[(2)]	$0.25 per Option
December 2, 2020	Restricted Share Units	550,000	-
December 2, 2020	Performance Share Units	3,950,000	-
December 2, 2020	Options	1,815,000	$0.70 per Option
December 16, 2020	Restricted Share Units	4,153,000	-
December 16, 2020	Warrants	20,909,091	$0.75 per Warrant
December 16, 2020	Warrants	774,757	$0.75 per Warrant
December 16, 2020	Options	1,870,000	$1.45 per Option

Notes:

(1) Issued pursuant to the Concurrent Financing. In December 2020, 19,800 of the Warrants were exercised.

(2) In February 2020, 75,000 of the Options were exercised.

ITEM 11. ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

11.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

The following table sets out, as at the date of this AIF, the Common Shares that are, to the Company's knowledge, held in escrow or that are subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class.

Designation of Class	Number of Securities Held in Escrow or Subject to Contractual Restriction on Transfer	Percentage of Class[(1)]
Common Shares	15,429,165[(2)]	16.80%
Common Shares	7,008,663[(3)]	7.63%
Common Shares	1,707,437[(4)]	1.86%
Common Shares	9,000,000[(5)]	9.80%

Notes:

(1) On a non-diluted basis, based on 91,853,972 Common Shares being issued and outstanding as of the date of this AIF.

(2) As required under the policies of the CSE, certain principals of the Company entered into an escrow agreement pursuant to the requirements of National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**"). 20,572,220 Common Shares were deposited into escrow and will be released at scheduled at periods specified in NP 46-201 for emerging issuers, that is, 10% were released on the Listing Date followed by six subsequent releases of 15% every six months thereafter. The form of the escrow agreement is provided in NP 46-201.

(3) In accordance with the terms of the Bloombox Acquisition, 7,008,663 Common Shares remain subject to a contractual escrow agreement. See *Item 6.1 – General Development of the Business – Three Year History – Post-RTO Transaction Developments*.

(4) In accordance with the terms of the Score Acquisition, 1,707,437 Common Shares remain subject to a contractual lock-up agreement. These Common Shares will be released by Odyssey in accordance with the contractual release schedule. See *Item 6.1 – General Development of the Business – Three Year History – Post-RTO Transaction Developments*.

(5) In accordance with the RTO Transaction, 9,000,000 Common Shares remain subject to a voluntary 18-month escrow, whereby 10% were released on the Listing Date and 30% will be released every six months thereafter.

ITEM 12. DIRECTORS AND OFFICERS

12.1 Name, Occupation and Security Holding

The following table sets out the name, province or state and country of residence, positions and offices held with the Company, period served as a director and/or officer and the principal occupations during the last five (5) years, for each Person who serves as a director and/or officer of the Company as at the date of this AIF. Each director shall hold office until the next annual general meeting of the Company, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Company's Articles.

Name, Residence and Positions Held (1)	Director or Officer Since	Principal Occupation for Previous Five Years(1)
Julia Frank *Berlin, Germany* Chief Executive Officer	August 5, 2020	Chief Executive Officer of the Company since August 5, 2020; Senior Communications and Brand Manager at the mobility joint venture of BMW & Daimler AG with headquarters in Berlin; Senior Marketing Manager at BMW AG for 2 years based in Barcelona and 1 year in Munich; PR & Marketing Manager at Maro & Partner GmbH in Munich
Lorne Rapkin(4) *Toronto, Ontario* Chief Financial Officer; Director	August 5, 2020	Chief Financial Officer of the Company since August 5, 2020; Partner of Rapkin Wein LLP, overseeing the assurance & advisory group along with tax planning.
Quinn Field-Dyte(2)(3)(4) *Vancouver, British Columbia* Director	December 30, 2016	Director of Fire River Gold Corp. Fort St. James Nickel Corp. GGX Gold Corp. Quantum Cobalt Corp. Vantex Resources Ltd. and Winston Resources Inc.; CFO of Goldseek Resources Inc.
Todd Shapiro(3)(4) *Toronto, Ontario* Director	August 5, 2020	CEO of Red Light Holland and The Todd Shapiro Show; Host at Sirius XM Radio Inc.; and Director of Graph Blockchain Limited.
Peter Simeon(3)(5) *Oakville, Ontario* Director	August 5, 2020	Partner, Gowling WLG (Canada) LLP where he is Co-Leader of the Cannabis Group.
Alex Hoffman *Los Angeles, California, United States* Chief Marketing Officer	August 5, 2020	Chief Marketing Officer of the Company; Director of marketing at Falcon Marketing in Los Angeles and at Fabuwood Cabinetry in Jersey City, NJ. Lead designer and director of marketing at Jules Smith LLC.

Notes:

(1) The information as to place of residence and principal occupation has been furnished by the respective directors and officers of the Company individually.

(2) Quinn Field-Dyte was appointed as a director of the Company on December 30, 2016, appointed as Chief Executive Officer of the Company on March 30, 2017 and appointed President on May 10, 2019. Mr. Field-Dyte resigned as Chief Executive Officer and President on August 5, 2020.

(3) Member of the Audit Committee. The Chair of the Audit Committee is Quinn Field-Dyte.

(4) Member of the Compensation Committee.

(5) Member of the Disclosure Committee.

As at the date of this AIF, the directors and executive officers of PlantX, as a group, beneficially owned or controlled or directed, directly or indirectly, 11,759,669 Common Shares, representing approximately 12.80% of the issued and outstanding Common Shares. The information as to the Common Shares beneficially owned or controlled or directed, directly or indirectly, by the directors and executive officers, not being within the knowledge of the Company, has been furnished by such directors and executive officers.

12.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders and Bankruptcies

To the knowledge of the Company, no director or executive officer of the Company, or personal holding company of any of them is, as of the date of this AIF, or was within ten (10) years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including this Company) that:

i. was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days (an "**Order**") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

ii. was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that Person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, or personal holding company of any of them is, as at the date of this AIF, or has been within the ten (10) years before the date of this AIF, a director or executive officer of any company (including this Company) that, while that Person was acting in that capacity, or within a year of that Person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

To the knowledge of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, or personal holding company of any of them has, within the ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that Person.

Penalties and Sanctions

To the knowledge of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, or personal holding company of any of them, has been subject to:

i. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

ii. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

12.3 Conflicts of Interest

Certain of the directors and/or officers of the Company serve as directors and/or officers of other companies or have shareholdings in other companies. Such associations may give rise to conflicts of interest from time to time. To the knowledge of the Company, there are no known existing or potential material conflicts of interest between the Company and any director or officer of the Company.

Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest and fiduciary duties, including the procedures prescribed by the BCBCA respecting disclosable interests. The BCBCA requires, among other things, that directors and officers of the Company, who are also directors or officers of, or who have a material interest in, a party which enters into a material contract or transaction with the Company, or otherwise have a material interest in a material contract or transaction entered into by the Company, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Board to approve the contract or transaction.

ITEM 13. PROMOTERS

13.1 Promoters

Sean Dollinger is a "promoter" within the meaning of the applicable securities laws due to Mr. Dollinger's role as organizing or substantially reorganizing the business or the Company. Mr. Dollinger owns, directly or indirectly, 4,513,282 Common Shares, being 4.91% of the issued and outstanding Common Shares.

On December 20, 2019 TargetCo granted 1,500,000 TargetCo Options, exercisable at $0.10 per share to Mr. Dollinger, and on March 24, 2020 issued 1,072,220 TargetCo Shares at a deemed price of $0.25 per share in settlement of $268,055 in debt. Pursuant to the terms of the Share Exchange Agreement, Mr. Dollinger's TargetCo Shares and TargetCo Options were converted into and replaced with Common Shares and Options of the Company. On December 9, 2020, Mr. Dollinger exercised 1,500,000 Options.

On August 1, 2020, the Company engaged Mr. Dollinger to provide services through his wholly owned consulting firm, Dollinger Innovations Inc (the "**Dollinger Consulting Agreement**"). In accordance with the terms of the Dollinger Consulting Agreement, Mr. Dollinger is responsible for the providing e-commerce strategies, user experience design and architecture, business development functions and acquisition advisory. The Dollinger Consulting Agreement provides for monthly remuneration of $16,666.67 for a term of one year.

On January 4, 2021, the Company issued 207,782 Common Shares to Mr. Dollinger in satisfaction for compensation accrued under the Dollinger Consulting Agreement.

ITEM 14. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

14.1 Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings. To the knowledge of the Company, there are no existing or contemplated legal proceedings to which the Company is or was a party, or to which any of its property is or was the subject, during the financial year ended July 31, 2020 or during the period commencing August 1, 2020 to the date of this AIF.

14.2 Regulatory Actions

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended July 31, 2020, or during the period commencing August 1, 2020 to the date of this AIF. There have been no other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision. The Company has not entered into any settlement agreement before a court relating to securities legislation or with a securities regulatory authority during the financial year ended July 31, 2020, or during the period commencing August 1, 2020 to the date of this AIF.

ITEM 15. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

15.1 Interest of Management and Others in Material Transactions

No director or executive officer of the Company or a Person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities, nor any of their respective associates or Affiliates have any material interest, direct or indirect, in any transaction within the last three (3) years before the date of this AIF, or in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary of the Company.

ITEM 16. TRANSFER AGENTS AND REGISTRARS

16.1 Transfer Agents and Registrars

The transfer agent and registrar for the Common Shares and Warrants (1) of PlantX is Odyssey Trust Company, at its offices located at Suite 1230, 300 5th Avenue SW, Calgary, Alberta, T2P 3C4.

Notes:

(1) Odyssey serves as warrant agent for the Warrants issued in connection with the Offering. The Company administers the Warrants issued in accordance with the RTO Transaction. See *Item 6.1 – General Development of the Business – Three Year History – Post-RTO Transaction Developments*.

ITEM 17. MATERIAL CONTRACTS

17.1 Material Contracts

Except for contracts entered into in the ordinary course of business, the only material contracts the Company or a Subsidiary is a party to as at the date of this AIF are the following:

i. the Share Exchange Agreement, described under *Item 6.1 – General Development of the Business – Three Year History – RTO Transaction*;

ii. the Partnership Retail and Fulfillment Agreement between Liv Marketplace and the Company, dated September 11, 2020;

iii. the Share Purchase Agreement between Bloombox, the selling shareholders of Bloombox and the Company, dated November 6, 2020;

iv. the Share Purchase Agreement (as amended) between Score, the selling shareholders of Score and the Company, dated November 26, 2020; and

v. the Warrant Indenture between Odyssey and the Company, dated December 16, 2020.

ITEM 18. INTERESTS OF EXPERTS

18.1 Interests of Experts

Dale Matheson Carr-Hilton Labonte LLP located at 1500-1140 West Pender St, Vancouver, BC V6E 4G1, (the "**Auditor**") is the independent auditor of the Company and was appointed as the auditor of the Company on November 15, 2017.

The Auditor audited the annual financial statements and is independent within the meaning of the CPA Code of Professional Conduct of British Columbia. Based on information provided by the Auditor, the Auditor has not received nor will receive the direct or indirect interests in the property of the Company. The Auditor nor any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of the Company or its associates and Affiliates.

The Auditor also audited the TargetCo financial statements and are independent within the meaning of the CPA Code of Professional Conduct of British Columbia.

ITEM 19. AUDIT COMMITTEE INFORMATION

The following information regarding the Audit Committee is required to be disclosed pursuant to NI 52-110.

Pursuant to applicable laws, the policies of the Exchange and NI 52-110, the Company is required to have an audit committee composed of a minimum of three (3) members, each of whom must be a director of the Company, and a majority of whom are not officers, employees or control persons of the Company or of an Affiliate of the Company.

The overall purpose of the Audit Committee is to provide oversight of the Company's financial management and the design and implementation of an effective system of internal financial controls, to review and report to the Board on the integrity of the financial statements of the Company, and to oversee, report on and make recommendations to the Board in respect of financial and non-financial risks faced by the Company. The Audit Committee has specific responsibilities relating to the Company's financial reports, external auditors, internal controls, regulatory reports and returns, and legal and compliance matters that have a material impact on the Company. In fulfilling its responsibilities, the Audit Committee meets regularly with the external auditors and members of management.

Audit Committee Charter

The Board has adopted a written charter for the Audit Committee, which is disclosed in Appendix "A" to this AIF.

Composition of the Audit Committee

As at the date of this AIF, the following are the members of the Audit Committee. Also indicated is whether such members are "independent" and "financially literate" within the meaning of NI 52-110.

Name of Audit Committee Member	Independent(1)	Financially Literate(2)
Quinn Field-Dyte	No	Yes
Todd Shapiro	Yes	Yes
Peter Simeon	No	Yes

Notes:

(1) A member of the Audit Committee is independent if he or she has no direct or indirect material relationship with the Company. A "material relationship" is one which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.

(2) A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Audit Committee is financially literate and, collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter. The following is a description of the education and experience of each member of the Audit Committee that is, in addition to such member's general business experience, relevant to the performance of his or her responsibilities as a member of the Audit Committee.

Quinn Field-Dyte – Age: 51 – Audit Committee Chair

Mr. Field-Dyte has over nine years of experience in the financial services industry as an investment adviser and later as a consultant to Raytec Development Corp. from 1996 to 2004. He was involved in the interactive entertainment industry, working at Electronic Arts Inc. (EA Games) from 2004 to 2010 and co-founding Embassy Interactive Games before returning to the financial industry in 2010. Mr. Field-Dyte currently sits on the board of multiple publicly traded companies. Mr. Field-Dyte holds a Canadian securities diploma and has a Professional Financial Planner designation.

Todd Shapiro – Age: 46 – Audit Committee Member

Mr. Shapiro graduated from York University in 1991. After being a radio show host and an entrepreneur with over 20 years of experience, Mr. Shapiro is currently the CEO of Red Light Holland Corp. which recently successfully listed on the CSE. Mr. Shapiro also works as a media consultant for HealthSpace Data Systems, Nexus Gold Corp, Azincourt Energy and Revive Therapeutics.

Mr. Shapiro is a professional and effective brand ambassador and influencer, having worked with Canopy Growth, Samsung, Canada Goose, Canadian Tire & Boveda Inc. He most recently was an Honorary Chair for the *Road Hockey to Conquer Cancer* for the Princess Margaret Cancer Foundation and is a supporter of Centre for Addiction and Mental Heath and the Polar Bear Foundation.

Peter Simeon – Age: 43 – Audit Committee Member

Mr. Simeon has over 18 years of experience as a lawyer focused on securities, corporate finance, and mergers and acquisitions. Since February 2015 he has been a partner at Gowling WLG (Canada) LLP and has extensive experience in corporate commercial and securities law. Prior to 2015, he was a partner at Wildeboer Dellelce LLP, a boutique corporate law firm in Toronto. Mr. Simeon has a Bachelor of Arts from Queen's University and a law degree from Osgoode Hall at York University. Mr. Simeon acts as an independent director on several publicly traded companies in Canada.

Audit Committee Oversight

Since the commencement of the financial year ended July 31, 2020, and to the date of this AIF, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the financial year ended July 31, 2020 and to the date of this AIF, the Company has not relied on:

i. the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*),

ii. the exemption in subsection 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*),

iii. the exemption in subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*),

iv. the exemption in subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*), or

v. an exemption from the requirements of NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

The Company is a "venture Issuer" for the purposes of NI 52-110. The Company is relying upon the exemption in section 6.1 of NI 52-110, providing that the Company is exempt from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee will pre-approve all non-audit services to be provided to the Company by the external auditors, as required by the Audit Committee Charter. The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services, so long as the pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

External Auditor Service Fees

	Fiscal Year Ended July 31, 2019	Fiscal Year Ended July 31, 2018
Audit Fees(1)	$11,134.20	$27,540.00
Audit-Related Fees(2)	$Nil	$Nil
Tax Fees(3)	$Nil	$Nil
All Other Fees(4)	$Nil	$Nil
	$11,134.20	$27,540.00

Notes:

(1) "**Audit Fees**" include fees necessary to perform the annual audit of the Company's consolidated financial statements and for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "**Audit-Related Fees**" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "**Tax Fees**" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes

assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.

(4) "**All Other Fees**" include all other non-audit services.

ITEM 20. ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's management information circular for its most recent annual and special meeting of shareholders of the Company to be held on February 26, 2021. Additional information is also provided in the Company's financial statements and management's discussion and analysis for its most recently completed financial year.

APPENDIX A

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

1. serve as an independent and objective party to monitor the Corporation's financial reporting and internal control systems and review the Corporation's financial statements;

2. review and appraise the performance of the Corporation's external auditors; and

3. provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting.

Meetings

The Audit Committee shall meet frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the external auditors.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.

2. Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

3. Confirm that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.

External Auditors

1. Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Corporation.

2. Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Corporation, consistent with the Independence Standards Board Standard 1.

3. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

4. Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.

5. Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

6. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.

7. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

8. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

9. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

   (a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;

   (b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and

   (c) such services are promptly brought to the attention of the Audit Committee by the Corporation and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

1. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external

2. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

3. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.

4. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

5. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

6. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

7. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

8. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

9. Review certification process.

10. Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.