

**National Instrument 44-101  
SHORT FORM PROSPECTUS DISTRIBUTIONS**

**Qualification Certificate under  
National Instrument 44-101  
Short Form Prospectus Distributions  
("NI 44-101")**

To: British Columbia Securities Commission, as Principal Regulator  
Ontario Securities Commission  
Alberta Securities Commission

Re: **PlantX Life Inc.**  
**Preliminary Short Form Prospectus dated February 16, 2021**

I, Lorne Rapkin, the Chief Financial Officer of PlantX Life Inc. (the "**Issuer**"), hereby certify as an officer of and on behalf of the Issuer and not in my personal capacity as follows:

1. The Issuer is relying on Sections 2.1 and 4.1(1)(a)(ii) of National Instrument 44-101 - Short Form Prospectus Distributions, relating to the qualification of the Issuer to file prospectus in the form of a short form prospectus in connection with its offering of Units (the "**Offering**").
2. The Issuer satisfies all the following criteria as set out in Section 2.2 of NI 44-101 (capitalized terms utilized hereafter have the meaning assigned thereto in NI44-101):
  - (a) The Issuer is an electronic filer under NI13-101;
  - (b) The Issuer is a reporting issuer in at least on jurisdiction of Canada;
  - (c) The Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction (i) under applicable securities legislation, (ii) pursuant to an order issued by the securities regulatory authority, or (iii) pursuant to an undertaking to the securities regulatory authority, as applicable;
  - (d) The Issuer has filed its current annual financial statements on November 11, 2020;
  - (e) The Issuer has filed an annual information form on February 16, 2021;
  - (f) The Issuer's equity securities are listed and posted for trading on the Canadian and Securities Exchange (the "**CSE**") and the Issuer is not an issuer (i) whose operations have ceased, or (ii) whose principal asset is case, cash equivalents, or its exchange listing.
3. All of the material incorporated by reference in the preliminary short form prospectus dated February 16, 2021 in connection with the Offering has been previously filed.

**PLANTX LIFE INC.**

By: "Lorne Rapkin"  
Lorne Rapkin  
Chief Financial Officer