

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

PlantX Life Inc ("**PlantX**" or the "**Company**")
Suite 2300, Bentall 5
550 Burrard Street
Vancouver, British Columbia, V6C 2B5

Item 2 — Date of Material Change

June 25, 2021

Item 3 — News Release

On June 25, 2021, a news release in respect of the material change was disseminated via Cision.

Item 4 — Summary of Material Change

On June 25, 2021, PlantX announced the completion of its acquisition of certain assets of LIV Marketplace LLC ("**LIV Marketplace**") for an aggregate price of US\$3,246,928.73 (the "**Acquisition**").

Item 5 — Full Description of Material Change

5.1 — Full Description of Material Change

On June 25, 2021, the Company, through its wholly-owned subsidiary, New Deli Hillcrest LLC, completed the acquisition of certain assets of LIV Marketplace for an aggregate purchase price of US\$3,246,928.73. The purchase price was satisfied by a combination of (i) US\$450,000 in cash, (ii) 3,777,778 common shares at a deemed price of \$0.55 per common share in the authorized share structure of the Company ("**Consideration Shares**"), (iii) the assumption of US\$1,000,000 in debt and (iv) US\$96,938.73 of inventory. California-based LIV Marketplace was the exclusive online fulfillment partner and retail distributor of PlantX products within the United States and was responsible for building and operating PlantX's 4,515-square-foot brick-and-mortar retail store in San Diego, California. Upon completion of the Acquisition, the San Diego location will be rebranded as *New Deli by PlantX*, as a Company-owned corporate location. LIV Marketplace will continue to lead the Company's wholesale division so that PlantX can continue to focus its efforts on improving its brick-and-mortar operations in San Diego.

The Consideration Shares are subject to a 4-month statutory hold period in accordance with applicable Canadian securities laws.

5.2 — Disclosure for Restructuring Transactions

Not applicable.

Item 6 — Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 — Omitted Information

Not applicable.

Item 8 — Executive Officer

Lorne Rapkin
Chief Financial Officer
604-355-6100

Item 9 — Date of Report

June 30, 2021

Forward Looking-Information

This document contains "forward-looking information" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. The forward-looking information contained herein includes, without limitation, the business and strategic plans of the Company. By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this document including, without limitation: the Company's ability to comply with all applicable governmental regulations including all applicable food safety laws and regulations; impacts to the business and operations of the Company due to the COVID-19 pandemic; the Company's limited operating history, the ability of the Company to access capital to meet future financing needs; the Company's reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; and general economic, market or business conditions. Additional risk factors can also be found in the Company's continuous disclosure documents which have been filed on SEDAR and can be accessed at www.sedar.com. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.