

**FORM 51-102F3
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

September 9, 2021

Item 3 – News Release

A news release disclosing the material change was disseminated by the Company through the services of Cision on September 9, 2021 and was subsequently filed on SEDAR.

Item 4 – Summary of Material Change

On September 9, 2021, the Company announced its intention to commence a normal course issuer bid (“**NCIB**”), under which the Company may purchase up to 5% of its issued and outstanding common shares (the “**Shares**”). The NCIB is expected to commence on September 15, 2021 and terminate on September 14, 2022. All Shares purchased under the NCIB will be purchased on the open market through the facilities of the Canadian Securities Exchange (the “**CSE**”) at prevailing market prices. Any Shares acquired by the Company under the NCIB will be cancelled.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On September 9, 2021, the Company announced its intention to commence the NCIB, under which the Company may purchase up to 6,071,757 Shares, representing approximately 5% of its issued and outstanding Shares as at September 9, 2021. The Company is commencing the NCIB because it believes that, from time to time, the market price of its Shares may not fully reflect the underlying value of the Company’s business and future prospects. The Company believes that, at such times, the repurchase of its Shares for cancellation represents an appropriate use of the Company’s financial resources and will enhance shareholder value.

The NCIB is expected to commence on September 15, 2021 and terminate on September 14, 2022. All Shares purchased under the NCIB will be purchased on the open market through the facilities of the CSE. All purchases made under the NCIB will be at the prevailing CSE market price for the Shares at the time of purchase. Shares acquired by the Company under the NCIB are being purchased for cancellation.

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 Executive Officer
604-355-6100

Item 9 – Date of Report

September 9, 2021