

FORM 51-102F3

**MATERIAL CHANGE REPORT**

**1. NAME AND ADDRESS OF COMPANY**

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

**2. DATE OF MATERIAL CHANGE**

November 10, 2021

**3. PRESS RELEASE**

The press release was issued on November 10, 2021, and was disseminated through the facilities of recognized newswire services. A copy of the press release was filed on the System for Electronic Document Analysis and Retrieval (SEDAR) and is attached to this report as Schedule "A".

**4. SUMMARY OF MATERIAL CHANGE**

On November 10, 2021, PlantX announced that it acquired approximately 53.5% and 51% of the issued and outstanding shares in the capital of each of Eh Coffee Corp. and Portfolio Coffee Inc. (together, the "**Companies**"), respectively, for a combined purchase price comprised of an aggregate of 913,320 common shares of PlantX ("**PlantX Shares**") and an aggregate of \$434,058.14 in cash, each payable in accordance with the terms and conditions of a share purchase agreement dated November 10, 2021 (the "**Purchase Agreement**") among PlantX, the Companies and the Companies' shareholders (the "**Selling Shareholders**") and subject to adjustment (the "**Transaction**").

The Purchase Agreement provides that, over the course of the three calendar years immediately following the closing of the Transaction, PlantX will have the option to purchase up to all of the remaining shares in the capital of the Companies held by the Selling Shareholders for a purchase price comprised of PlantX Shares, on and subject to the terms and conditions of the Purchase Agreement and applicable securities laws. Additionally, the Purchase Agreement provides that certain of the Selling Shareholders can require that PlantX exercise its option in respect of the remaining shares of either Company upon the achievement of certain financial performance milestones during the three calendar years immediately following the closing of the Transaction.

All PlantX Shares issued and to be issued in connection with the Transaction are, and are expected to be upon issuance, subject to a restrictive hold period of four months and one day. Additionally, the Purchase Agreement provides that the Selling Shareholders who received PlantX Shares will not, on any given day, sell such number of PlantX Shares that exceeds 10% of the average trading volume of the PlantX Shares on the

Canadian Securities Exchange during the immediately preceding trading days, subject to certain exceptions.

## **5. FULL DESCRIPTION OF MATERIAL CHANGE**

### **5.1 Full Description of Material Change**

See the press release dated November 10, 2021, attached hereto as Schedule "A" for additional information.

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

## **7. OMITTED INFORMATION**

No information has been intentionally omitted from this form.

## **8. EXECUTIVE OFFICER**

For further information contact:

Lorne Rapkin  
Chief Executive Officer  
(604) 355-6100

## **9. DATE OF REPORT**

November 19, 2021.

### **Forward Looking-Information**

This press release 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, statements in respect of matters related to the Transaction (including, without limitation, intended or potential issuances of PlantX Shares), the planned integration of the Companies into the business of PlantX (including sales of their products), and the business and strategic plans of PlantX.

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 press release including, without limitation: the receipt of all necessary regulatory approvals for any corporate action, PlantX's ability to comply with all applicable governmental regulations including all applicable food safety laws and regulations; impacts to the business and operations of PlantX due to the COVID-19 pandemic; PlantX's and the Companies' limited operating histories, the ability of PlantX to access capital to meet future financing needs; PlantX's reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; the fluctuation in the trading price of the PlantX Shares; and general economic, market or business conditions.

Additional risk factors can also be found in PlantX's continuous disclosure documents which have been filed on SEDAR and can be accessed at [www.sedar.com](http://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. PlantX 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.

**SCHEDULE "A"**

(See attached.)

# PlantX Acquires Majority Interests in Eh Coffee and Portfolio Coffee

VANCOUVER, BC, Nov. 11, 2021 /CNW/ - PlantX Life Inc. ("**PlantX**") (CSE: VEGA) (Frankfurt: WNT1) (OTCQB: PLTXF) is pleased to announce that PlantX has acquired majority equity interests in each of Eh Coffee Corp. ("**Eh Coffee**") and Portfolio Coffee Inc. ("**Portfolio Coffee**", and together with Eh Coffee, the "**Companies**", and each is a "**Company**") from their respective shareholders (the "**Selling Shareholders**") for a purchase price comprised of common shares of PlantX ("**PlantX Shares**", and each is a "**PlantX Share**") and cash (the "**Transaction**"). For further details about the Transaction, please see "About the Transaction."



PlantX Acquires Majority Interests in Eh Coffee and Portfolio Coffee (CNW Group/PlantX Life Inc.)

With this acquisition, PlantX plans to sell the Companies' products on its online platform and its physical locations. PlantX will also exclusively use these curated beans to make the coffee beverages in its state-of-the-art cafe's located in XMarket Squamish, XMarket Venice Beach, XMarket Hillcrest, XMarket Tel Aviv, and the two upcoming XMarkets located in Hudson's Bay stores (Yorkdale & Rideau). By featuring the Portfolio brand at the XMarket Cafés, PlantX can offer same day delivery throughout Vancouver, Los Angeles, San Diego, Tel Aviv, Toronto and Ottawa.

PlantX will also leverage its e-commerce knowledge and distribution experience to bring Portfolio Coffee's e-commerce subscription to new heights, similar to PlantX's ramping of both the Bloombox Club and Little West businesses through the integration of a subscription-based model.

## About the Companies

Eh Coffee and Portfolio Coffee source, roast, and distribute specialty coffees for a memorable farm to cup experience. Headquartered in Toronto, Ontario, Eh Coffee sources specialty coffee beans from renowned family farms worldwide and custom roasts these harvests in Canada. Branded "Portfolio" – Portfolio Coffee distributes these wide ranges of specialty coffees, featuring different roasts, flavour profiles and regions. Portfolio Coffee prides itself on its direct trade approach that empowers local farmers, and its direct-to-consumer green, sustainable packaging. All portions of the Eh Coffee to Portfolio Coffee supply chain remain transparent – ensuring origin, quality and consistency. Typically, this calibre of coffee is only available for coffee shops, but through Portfolio Coffee, is made accessible to everyday consumers. All Portfolio Coffee ranks 80 and above on the Specialty Coffee Association scale, delivering the most delicious coffee to your home. Eh Coffee has similarly built a successful distribution model, supplying many leading specialty coffee shops in Canada, including Dineen Coffee Company.

The visionaries behind Eh Coffee and Portfolio Coffee are founders Jacob Fortier, Victor Nucci and Andre Dalben, who will remain the Companies' operators. They bring decades of experience to PlantX in this new chapter of growth. "We are very excited to join the PlantX team and bring the joys of coffee drinking and connoisseurship to XMarket stores and PlantX consumers," collectively stated the founders. "We believe that curated farm-to-cup specialty coffee from renowned crop growing regions is the sustainable path of the future for specialty coffee."

PlantX plans on distributing globally through the continuation of the local Canadian EH Coffee roasting business, driving growth of Portfolio Coffee's subscription model for tailored coffee delivery, distribution of a wide range of Portfolio Coffee at PlantX's online platform, as well as launching cafés serving Portfolio Coffee in the brick-and-mortar XMarket locations.

"We are delighted to welcome the Eh Coffee and Portfolio Coffee teams to the fold of the PlantX family," stated the CEO of PlantX, Lorne Rapkin. "Coffee is perhaps the most widely accepted plant-based product – and a universal drink to start our days. We are beyond thrilled to join together our teams to launch the Portfolio Coffee offerings roasted right here in Canada for a farm to cup experience of premium specialty coffees on the PlantX website, XMarket stores and future cafés."

According to Business Wire, last year (2020) the global coffee market was valued at USD \$102.02 Billion, and between 2021-2025, is projected to grow at a CAGR of 4.28%.

## About the Transaction

Pursuant to the terms and conditions of a share purchase agreement dated November 10, 2021 among PlantX, the Companies and the Selling Shareholders (the "**Purchase Agreement**"), PlantX acquired from the Selling Shareholders 53.5% and 51% of the outstanding shares in the capital of each of Eh Coffee and Portfolio Coffee (respectively) for a purchase price comprised of

an aggregate of 913,320 PlantX Shares (the "**Share Consideration**") and an aggregate of \$434,058.14 in cash (the "**Cash Consideration**"), each payable in accordance with the terms and conditions of the Purchase Agreement and subject to adjustment. Further, nominees of PlantX now hold three out of the five board seats of each Company, but the Companies' existing management teams will remain involved in the day-to-day operations of the Companies' businesses going forward.

Upon the closing the Transaction, the Cash Consideration was paid to the Selling Shareholders and 182,664 of the PlantX Shares comprising the Share Consideration were issued at a deemed issuance price of \$0.4096 per PlantX Share, representing the 10-day volume-weighted average price of the PlantX Shares on the Canadian Securities Exchange (the "**CSE**") as of November 8, 2021. The other 730,656 of the PlantX Shares comprising the Share Consideration are to be issued in four equal tranches of 182,664 PlantX Shares on the 3-month, 6-month, 9-month and 12-month anniversaries of the closing date of the Transaction, respectively, subject to the terms and conditions of the Purchase Agreement and applicable securities laws.

The Purchase Agreement provides that, over the course of the three calendar years immediately following the closing of the Transaction, PlantX will have the option to purchase up to all of the remaining shares in the capital of the Companies held by the Selling Shareholders for a purchase price comprised of PlantX Shares, on and subject to the terms and conditions of the Purchase Agreement and applicable securities laws. Additionally, the Purchase Agreement provides that certain of the Selling Shareholders can require that PlantX exercise its option in respect of the remaining shares of either Company upon the achievement of certain financial performance milestones during the three calendar years immediately following the closing of the Transaction.

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In addition, in connection with the Transaction, PlantX has agreed to pay an aggregate of \$60,611.55 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares, subject to applicable securities laws.

### **About PlantX Life Inc.**

As the digital face of the plant-based community, PlantX's platform is the one-stop-shop for everything plant-based. With its fast-growing category verticals, PlantX offers customers across North America more than 5,000 plant-based products. In addition to offering meal and indoor plant deliveries, PlantX currently has plans underway to expand its product lines to include cosmetics, clothing, and its own water brand — but the business is not limited to an ecommerce platform. PlantX uses its digital platform to build a community of like-minded consumers, and most importantly, provide education. Its successful enterprise is being built and fortified on partnerships with top nutritionists, chefs and brands. PlantX eliminates the barriers to entry for anyone interested in living a plant-based lifestyle and thriving in a longer, healthier and happier life.

### **About Eh Coffee Corp. and Portfolio Coffee Inc.**

Portfolio Coffee is led by an executive team with over 20 years of experience working with award winning farms through the global coffee supply chain, and roasting and retailing specialty coffees. Through its wholesale roaster, Eh Coffee Corp., Portfolio Coffee delivers exquisite, everyday specialty coffees to homes and businesses globally. Portfolio Coffee is a Toronto-based specialty coffee and tea retailer and e-commerce platform ([portfoliocoffee.store](http://portfoliocoffee.store)) that connects customers with directly traded barista-quality beans from esteemed family farms, which are typically reserved only for coffee shops. Founded in 2016 and 2019 respectively, Eh Coffee and Portfolio Coffee work jointly to carefully consider harvest selection and best practices in warehousing, transportation and coffee grading to ensure their specialty lots maintain integrity throughout the supply chain. EH Coffee and Portfolio Coffee are committed to cultivating more transparency and opening dialogues with coffee consumers about what to look for in a "good coffee".

PlantX's website is <http://investor.PlantX.com/>.

To visit PlantX's YouTube channel, [click here](#).

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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 press release including, without limitation: the receipt of all necessary regulatory approvals for any corporate action, PlantX's ability to comply with all applicable governmental regulations including all applicable food safety laws and regulations; impacts to the business and operations of PlantX due to the COVID-19 pandemic; PlantX's and the Companies' limited operating histories, the ability of PlantX to access capital to meet future financing needs; PlantX's reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; the fluctuation in the trading price of the PlantX Shares; and general economic, market or business conditions.

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CO: PlantX Life Inc.

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