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**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
PLANTX LIFE INC.**

TO BE HELD ON THURSDAY, JANUARY 13, 2022

AND

MANAGEMENT INFORMATION CIRCULAR

DATED DECEMBER 9, 2021

PLANTX LIFE INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

THURSDAY, JANUARY 13, 2022

Notice is hereby given that the annual general meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of **PlantX Life Inc.** (the “**Company**”) will be held at 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5 on Thursday, January 13, 2022 at 9:00 a.m. (Toronto time) for the following purposes:

- (1) to receive the Company’s audited financial statements for the year ended March 31, 2021;
- (2) to fix the number of directors of the Company at six (6);
- (3) to elect directors of the Company;
- (4) to appoint MNP LLP as the new auditors of the Company for the ensuing year per the Audit Committee’s recommendation for the change of auditor, and authorize the directors to fix the remuneration of the auditors; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular of the Company (the “**Circular**”) accompanying this Notice of Meeting.

Due to public restrictions on mass gatherings resulting from the COVID-19 pandemic, and in order to protect the health and safety of the Company’s shareholders, employees and guests, the Company strongly encourages that shareholders NOT attend the Meeting in person. The COVID-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Company can mitigate potential risks to the health and safety of shareholders, employees, and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Company urges all shareholders to vote in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call, details of which are provided below:

Canada/United States: (866) 201-0079, passcode 864 380
International: +1-858-380-4068, passcode 864 380

Shareholders who dial in to the Meeting through the call details above will NOT be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require the Company to make changes to the date, time and/or location of the Meeting, it will promptly notify shareholders and communicate any changes through a press release. The Company intends to resume holding unrestricted in-person shareholder’s meetings in future years.

Registered Shareholders are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other

authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Odyssey Transfer Inc. ("**Odyssey**"), at 702-67 Yonge Street, Toronto, Ontario, M5E 1J8.

Non-registered Shareholders who receive the Circular and voting form through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Odyssey not later than Tuesday, January 11, 2022 at 9:00 a.m. (Toronto time) or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

The Company's directors have fixed December 9, 2021 as the Record Date. Holders of Common Shares at the close of business on December 9, 2021 are entitled to receive notice of and to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

DATED the 9th day of December, 2021.

By Order of the Board of Directors

"Lorne Rapkin"

Lorne Rapkin
Chief Executive Officer

GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Circular. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

“**Audit Committee**” means the audit committee of the Board of Directors of the Company.

“**Beneficial Holder**” has the meaning set out in the section, *Advice to Beneficial Shareholders*

“**Board**” or “**Board of Directors**” means the board of directors of the Company.

“**Broadridge**” means Broadridge Financial Solutions, Inc.

“**CEO**” means Chief Executive Officer.

“**CDS**” means Clearing and Depository Services Inc.

“**CFO**” means Chief Financial Officer.

“**Circular**” means this management information circular of the Company dated December 9, 2021 and all documents attached to or incorporated by reference into the circular.

“**CMO**” means Chief Marketing Officer.

“**Common Shares**” means the common shares in the authorized share structure of the Company.

“**Company**” or “**PlantX**” means PlantX Life Inc., a company existing under the laws of British Columbia.

“**Compensation Committee**” means the compensation committee of the Board of Directors of the Company.

“**COO**” means Chief Operating Officer.

“**Disclosure Committee**” means the disclosure committee of the Board of Directors of the Company.

“**DMCL**” means Dale-Matheson Carr-Hilton Labonte LLP, Chartered Professional Accounts.

“**Exchange**” or “**CSE**” means the Canadian Securities Exchange.

“**HST**” means the Harmonized Sales Tax.

“**Insider**” means “Insider” as defined in the *Securities Act* (British Columbia), as amended from time to time.

“**Meeting**” means the annual general meeting of the Shareholders of the Company on January 13, 2022 and any adjournment or postponement thereof.

“**MNP**” means MNP LLP.

“**Named Executive Officers**” or “**NEOs**” means the named executive officers of the Company as contemplated under Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

“**NI 51-102**” means National Instrument 51-102 - *Continuous Disclosure Obligations*

“**NI 52-110**” means National Instrument 52-110 - *Audit Committees*.

“**NI 54-101**” means National Instrument 54-101 – *Communications with Beneficial Owners of Securities*.

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

“**NOBOs**” has the meaning set out in the section, *Advice to Beneficial Shareholders*

“**Notice of Meeting**” means the Notice of Annual Meeting of Shareholders.

“**OBOs**” has the meaning set out in the section, *Advice to Beneficial Shareholders*

“**Odyssey**” means Odyssey Transfer Inc.

“**Option**” means an incentive stock option to purchase Common Shares issued pursuant to the Stock Option Plan.

“**Performance Share Unit**” or “**PSU**” means performance share units of the Company issued pursuant to the PSU Plan.

“**PSU Plan**” means the performance share unit plan of the Company last approved by shareholders of the Company on February 26, 2021.

“**Record Date**” means December 9, 2021.

“**Restricted Share Unit**” or “**RSU**” means restricted share units of the Company issued pursuant to the RSU Plan.

“**RSU Plan**” means the restricted share unit plan of the Company last approved by shareholders of the Company on February 26, 2021.

“**Securities-Based Compensation Arrangements**” means, collectively, the Stock Option Plan, the RSU Plan and the PSU Plan.

“**Shareholders**” means the holders of the Common Shares.

“**Stock Option Plan**” means the current incentive stock option plan of the Company last approved by shareholders of the Company on February 26, 2021.

PLANTX LIFE INC.

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 13, 2022

PROXIES

This management information circular is furnished in connection with the solicitation of proxies by and on behalf of the management of PlantX Life Inc. for use at the annual meeting of Shareholders to be held at 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5 on Thursday, January 13, 2022 at 9:00 a.m. (Toronto time) or at any postponement(s) or adjournment(s) thereof.

The Meeting has been called for the purposes set forth in the Notice of Meeting that accompanies this Circular. No director of the Company has informed management of the Company that he or she intends to oppose any action intended to be taken by management of the Company.

References in this Circular to “we”, “us”, “our” and similar terms, as well as references to the “**Company**”, refer to PlantX Life Inc. and references to the “**Board**” or “**Board of Directors**” refers to the board of directors of the Company.

No person has been authorized to give any information or to make any representation in connection with any other matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Company without special compensation, or by the Company’s transfer agent, Odyssey at nominal cost. The cost of solicitation will be borne by the Company.

Due to public restrictions on mass gatherings resulting from the COVID-19 pandemic, and in order to protect the health and safety of the Company’s shareholders, employees and guests, the Company strongly encourages that shareholders NOT attend the Meeting in person. The COVID-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Company can mitigate potential risks to the health and safety of shareholders, employees, and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry.

The Company urges all shareholders to vote in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call, details of which are provided below:

Canada/United States: (866) 201-0079, passcode 864 380
International: +1-858-380-4068, passcode 864 380

Shareholders who dial in to the Meeting through the call details above will NOT be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require the Company to make changes to the date, time and/or location of the Meeting, it will promptly notify shareholders and communicate any changes through a press release. The Company intends to resume holding unrestricted in-person shareholder’s meetings in future years.

Appointment of Proxyholder

The person(s) designated by management of the Company in the enclosed form of proxy are directors or officers of the Company. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a Shareholder of the Company) other than the person(s) or company(ies) designated by**

management of the Company in the enclosed form of proxy to attend and act on the Shareholder's behalf at the Meeting or at any adjournment thereof. Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

Registered Shareholders not attending the Meeting in person are requested to read the Circular and the form of proxy which accompanies the Notice of Meeting and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Odyssey Transfer Inc., 702-67 Yonge Street, Toronto, Ontario, M5E 1J8.

Non-registered Shareholders who receive the Circular and voting form through an intermediary must deliver the voting form in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Odyssey not later than Tuesday January 11, 2022 at 9:00 a.m. (Toronto time) or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

Revocation of Proxy

A Shareholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been held pursuant to its authority by an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized and deposited at either the above mentioned office of Odyssey by no later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment or postponement thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. Notwithstanding the foregoing, if a registered Shareholder attends personally at the Meeting, such Shareholder may revoke the proxy and vote in person.

Voting of Proxies

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Advice to Beneficial Shareholders

The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. In many cases, such Common Shares are registered either (a) in the name of an intermediary that the holder deals with in respect of the Common Shares or (b) in the name of a depository (such as Clearing and Depository Services Inc.) In such cases where the Common Shares are not directly registered to such Shareholder, the Shareholder is the "beneficial" owner of the Common Shares (a "**Beneficial Holder**"). Intermediaries include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans. Beneficial Holders should note that only proxies deposited by Shareholders who are registered Shareholders (that is, Shareholders whose names appear on the records maintained by the registrar and transfer agent for the Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Holder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are

registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, each Beneficial Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to forward meeting materials to Beneficial Holders, unless the Beneficial Holder has waived the right to receive them, and seek voting instructions from Beneficial Holders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting.

The voting instruction form supplied to such Beneficial Holders by their broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) on how to vote on behalf of the Beneficial Holder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Holders and asks Beneficial Holders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Holder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, CDS & Co. or another intermediary, the Beneficial Holder may attend the Meeting as proxyholder and vote the Common Shares in that capacity. **Beneficial Holders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

Beneficial Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own (each an "OBO") and those who do not object to their identity being made known to the issuers of the securities which they own (each a "NOBO"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or Odyssey has sent the Meeting materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf. The Company's OBOs can expect to be contacted by their respective intermediaries. The Company does not intend to pay for intermediaries to deliver the Meeting materials to OBOs.

All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

VOTING COMMON SHARES

Voting Common Shares and Record Date

The Board of Directors has fixed December 9, 2021 as the Record Date for the purpose of determining holders of Common Shares entitled to receive notice of, and to vote at, the Meeting. Any holder of Common Shares of record at the close of business on the Record Date is entitled to vote the Common Shares registered in such Shareholder's name at that date on each matter to be acted upon at the Meeting. As at the close of business on the Record Date,

the Company had 127,189,511 Common Shares outstanding, each carrying the right to one vote per Common Share. Except as otherwise noted in this Circular, a simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote. All Shareholders have the right to vote for directors. The persons named in the accompanying form of proxy will vote the Common Shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. **In absence of such direction, those Common Shares will be voted in favour of (“FOR”) all resolutions.**

Principal Shareholders

To the knowledge of the directors and executive officers of the Company, as at the date of this Circular, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Common Shares of the Company.

MATTERS TO BE ACTED UPON AT MEETING

1. Financial Statements

The audited financial statements of the Company for the year ended March 31, 2021 together with the auditors' reports thereon will be presented at the Meeting. No formal action will be taken at the Meeting to approve the financial statements.

2. Fixing the Number of Directors

The Company is required to have a minimum of three directors. At the Meeting, Shareholders will be asked to fix the number of directors of the Company at six (6).

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the fixing of the number of directors of the Company at six.

3. Election of Directors

Under the articles of the Company, directors of the Company are elected annually. Each director will hold office until the conclusion of the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the articles.

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed nominee's name. Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Company in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each person proposed to be nominated for election as a director, including the number of Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at the date of this Circular. The information as to Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective proposed nominees individually.

Nominee Name and Place of Residence	Present and Principal Occupation, Business or Employment for Previous 5 years	Became Director	Number of Common Shares beneficially owned, controlled or directed ⁽¹⁾
Quinn Field-Dyte ⁽²⁾⁽³⁾⁽⁴⁾ <i>Vancouver, British Columbia</i>	Director of PlantX Life Inc., Director of Fire River Gold Corp., Director of Fort St. James Nickel Corp., Director of GGX Gold Corp., Director and Corporate Secretary of Quantum Colbalt Corp., Director of Intact Gold Corp., Director of Great Atlantic Resources Corp., Chief Financial Officer and Director of Goldseek Resources Inc., President, Chief Executive Officer and Director of Winston Resources Inc., Chief Executive Officer of Hadley Mining Inc., Chief Executive Officer of Scorpion Resources Inc., Chief Financial Officer, President and Chief Executive Officer of Vantex Resources Ltd.	December 30, 2016	142,500
Alexandra Hoffman ⁽⁴⁾ <i>Miami, Florida</i>	Chief Marketing Officer of PlantX Life Inc.; Director of Marketing of Falcon Marketing; Director of Marketing of Fabuwood Cabinetry Corp.; Director of Design and Digital Marketing at Jules Smith LLC	February 26, 2021	5,740,910 ⁽⁵⁾
Fred Leigh <i>Toronto, Ontario</i>	Self-employed; entrepreneur and angel investor	September 3, 2021	3,350,000 ⁽⁶⁾
Ralph Moxness ⁽³⁾ <i>Ottawa, Ontario</i>	President and Director of Greenfields Investment Corporation	February 26, 2021	141,755 ⁽⁷⁾
Lorne Rapkin ⁽⁸⁾ <i>Toronto, Ontario</i>	Partner of Rapkin Wein LLP; CEO of PlantX Life Inc.	August 5, 2020	6,872,043 ⁽⁹⁾
Peter Simeon ⁽³⁾⁽⁸⁾ <i>Oakville, Ontario</i>	Partner, Gowling WLG (Canada) LLP	August 5, 2020	210,000

Notes:

- (1) The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Quinn Field-Dyte was previously appointed as a director of the Company on December 30, 2016, appointed as Chief Executive Officer of the Company on August 1, 2017 and appointed as President on May 10, 2019. Mr. Field-Dyte resigned as Chief Executive Officer and President on August 5, 2020 in connection with the Company's reverse takeover transaction.
- (3) Member of the Audit Committee. The Chairperson of the Audit Committee is Quinn Field-Dyte.
- (4) Member of the Compensation Committee. The Chairperson of the Compensation Committee is Quinn Field-Dyte.
- (5) 5,600,000 Common Shares are held by Anmoho LLC.
- (6) 1,000,000 Common Shares are held by VC7K Capital Inc.
- (7) 76,755 Common Shares are held by Greenfields Investment Corporation.
- (8) Member of the Disclosure Committee. The Chairperson of the Disclosure Committee is Lorne Rapkin.
- (9) 290,543 Common Shares are held by BSL Consulting Inc.

Corporate Cease Trade Orders or Bankruptcies

No person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or

- (b) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued after the proposed director 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.

No person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director or executive officer of any company (including the 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.

No person proposed to be nominated for election as a director at the Meeting is or has, within the preceding ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has 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 such person.

4. Appointment of Independent Auditors

Effective November 5, 2021, DMCL resigned as auditors at the request of the Company. The Audit Committee made a recommendation to the Board for the change of auditor due to the Company's desire to engage a different audit firm. Effective November 12, 2021, the Company retained MNP as its new audit firm to audit the Company's consolidated financial statements as of and for the fiscal year ending March 31, 2022.

Attached to this Circular's Schedule "A" is a copy of the reporting package, as defined in NI 51-102, that was filed with the requisite securities regulatory authorities. The reporting package consists of (i) the Notice of Change of Auditor; (ii) Letter from DMCL as former auditor; and (iii) Letter from MNP as successor auditor.

The report of DMCL on the Company's financial statements as of and for the fiscal year ended March 31, 2021 did not contain any adverse opinion or disclaimer of opinion and was not qualified or modified to uncertainty, audit scope or accounting principles. There were no "reportable events" as such term is defined under NI 51-102.

At the Meeting, the Shareholders will be requested to appoint MNP as auditors of the Company to hold office until the next annual meeting of Shareholders and to authorize the Board of Directors to fix the auditors' remuneration.

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the appointment of MNP as auditors of the Company to hold office until the next annual meeting of Shareholders and to authorize the Board of Directors to fix the auditors' remuneration.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at the date of this Circular whose total compensation was more than \$150,000 for the financial year of the Company ended March 31, 2021, other than for the Chief Executive Officer and Chief Financial Officer (collectively the Named Executive Officers) and for the directors of the Company.

Summary Compensation Table

The following table (presented in accordance with Form 51-102F6V—*Statement of Executive Compensation—Venture Issuers* under NI-51-102) sets out all direct and indirect compensation for, or in connection with, services provided to the Company and its subsidiaries for the most recently completed financial years of the Company ended March 31, 2021 and July 31, 2020, in respect of the Named Executive Officers as well as the directors of the Company.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Year	Salary Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisit es (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Lorne Rapkin ⁽¹⁾ <i>Director, Chief Executive Officer, former Chief Financial Officer</i>	2021 ⁽¹⁵⁾ 2020	311,491 nil	35,000 nil	nil nil	nil nil	nil nil	346,491 ⁽¹⁶⁾ nil
Shariq Khan ⁽²⁾ <i>Chief Financial Officer</i>	2021 ⁽¹⁵⁾ 2020	8,055 nil	nil nil	nil nil	nil nil	nil nil	8,055 nil
Julia Frank ⁽³⁾ <i>Chief Operating Officer, former Chief Executive Officer</i>	2021 ⁽¹⁵⁾ 2020	107,688 nil	nil nil	nil nil	nil nil	nil nil	107,688 nil
Quinn Field-Dyde ⁽⁴⁾ <i>Director, former President, former Chief Executive Officer</i>	2021 ⁽¹⁵⁾ 2020	36,000 39,250	10,000 nil	nil nil	nil nil	nil nil	46,000 39,250
Alexandra Hoffman ⁽⁵⁾ <i>Director, Chief Marketing Officer</i>	2021 ⁽¹⁵⁾ 2020	159,950 nil	65,108 nil	nil nil	nil nil	nil nil	225,058 nil
Fred Leigh ⁽⁶⁾ <i>Director, Executive Chairman</i>	2021 ⁽¹⁵⁾ 2020	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Ralph Moxness ⁽⁷⁾ <i>Director</i>	2021 ⁽¹⁵⁾ 2020	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Peter Simeon ⁽⁸⁾ <i>Director</i>	2021 ⁽¹⁵⁾ 2020	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Todd Shapiro ⁽⁹⁾ <i>Former Director</i>	2021 ⁽¹⁵⁾ 2020	25,000 nil	nil nil	nil nil	nil nil	nil nil	25,000 nil
David Whitney ⁽¹⁰⁾ <i>Former Director</i>	2021 ⁽¹⁵⁾ 2020	nil 18,375	nil nil	nil nil	nil nil	nil nil	nil 18,375
Von Torres ⁽¹¹⁾ <i>Former Corporate Secretary, former Director</i>	2021 ⁽¹⁵⁾ 2020	nil 17,000	nil nil	nil nil	nil nil	nil nil	nil 17,000
Richard Grieve ⁽¹²⁾ <i>Former Director</i>	2021 ⁽¹⁵⁾ 2020	nil 17,000	nil nil	nil nil	nil nil	nil nil	nil 17,000
Dino Minichiello ⁽¹³⁾ <i>Former Director</i>	2021 ⁽¹⁵⁾ 2020	nil 6,000	nil nil	nil nil	nil nil	nil nil	nil 6,000
David Jenkins ⁽¹⁴⁾ <i>Former Director</i>	2021 ⁽¹⁵⁾ 2020	nil 4,500	nil nil	nil nil	nil nil	nil nil	nil 4,500

Notes:

- (1) Lorne Rapkin was appointed as a director and Chief Financial Officer of the Company on August 5, 2020 and was appointed as Chief Executive Officer of the Company on August 3, 2021.
- (2) Shariq Khan was appointed as Chief Financial Officer of the Company on August 3, 2021.
- (3) Julia Frank was appointed as Chief Executive Officer of the Company on August 5, 2020 and was appointed as Chief Operating Officer of the Company on August 3, 2021.
- (4) Quinn Field-Dyde 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 as President on May 10, 2019. Mr. Field-Dyde resigned as Chief Executive Officer and President on August 5, 2020.
- (5) Alexandra Hoffman was appointed as Chief Marketing Officer on August 5, 2020 and elected as a director of the Company on February 26, 2021.
- (6) Fred Leigh was appointed as a director and Executive Chairman of the Company on September 3, 2021.

- (7) Ralph Moxness was elected as a director of the Company on February 26, 2021.
- (8) Peter Simeon was appointed as a director of the Company on August 5, 2021.
- (9) Todd Shapiro did not seek re-election at the annual and special meeting of the shareholders of the Company held on February 26, 2021.
- (10) David Whitney was appointed as Chief Financial Officer of the Company on May 10, 2019 and resigned on August 5, 2020. Payments were made to Sea Island Consulting Inc.
- (11) Von Torres was elected as a director of the Company on May 10, 2019. Von Torres was appointed as Corporate Secretary of the Company on May 10, 2019. Von Torres resigned as director and Corporate Secretary on August 5, 2020. Payments were made to Essos Corporate Services Inc.
- (12) Richard Grieve was elected as a director of the Company on May 10, 2019 and resigned on August 5, 2020.
- (13) Dino Minichiello served as director of the Company from May 10, 2019 to December 3, 2019.
- (14) David Jenkins served as a director of the Company from December 3, 2019 to July 10, 2020.
- (15) The Company changed its financial year end on August 5, 2020 from July 31 to March 31. As such, the year ended March 31, 2021 is an eight (8) month transition period, and the amounts disclosed in this table are representative of an eight (8) month time period.
- (16) Lorne Rapkin's compensation was attributable to his then-position of Chief Financial Officer of the Company.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, director or indirectly, other than those set out below under "Employment, Consulting and Management Agreements".

Stock Options and Other Compensation Securities

The following table sets out the 4,75,036 compensation securities that were granted or issued to directors and Named Executive Officers of the Company during the most recently completed financial year ended March 31, 2021.

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Lorne Rapkin ⁽¹⁾ <i>Director, Chief Executive Officer, former Chief Financial Officer</i>	Options	250,000 Options exercisable for 250,000 Common Shares (0.20%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	RSUs	200,000 RSUs convertible for 200,000 Common Shares (0.16%)	12/02/2020	N/A	0.70	0.60	12/02/2021

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
	RSUs	133,000 RSUs convertible for 133,000 Common Shares (0.10%)	12/17/2020	N/A	1.53	0.60	12/17/2021
Shariq Khan <i>Chief Financial Officer</i>	-	-	-	-	-	-	-
Julia Frank ⁽²⁾ <i>Chief Operating Officer, former Chief Executive Officer</i>	Options	250,000 Options exercisable for 250,000 Common Shares (0.20%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	PSUs	100,000 PSUs convertible for 100,000 Common Shares ⁽¹⁰⁾ (0.10%)	12/02/2020	N/A	0.70	0.60	12/02/2021
Quinn Field-Dyte ⁽³⁾ <i>Director, former President, former Chief Executive Officer</i>	Options	250,000 Options exercisable for 250,000 Common Shares (0.20%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	RSUs	150,000 RSUs convertible for 150,000 Common Shares (0.12%)	12/02/2020	N/A	0.70	0.60	12/02/2021
	RSUs	10,000 RSUs convertible for 10,000 Common Shares (0.01%)	12/17/2020	N/A	1.53	0.60	12/17/2021

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Alexandra Hoffman ⁽⁴⁾ Director, Chief Marketing Officer	Options	997,036 Options exercisable for 997,036 Common Shares (0.78%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	Options	465,000 Options exercisable for 465,000 Common Shares (0.37%)	12/02/2020	0.70	0.70	0.60	12/02/2021
	PSUs	1,000,000 PSUs convertible for 1,000,000 Common Shares ⁽¹⁰⁾ (0.79%)	12/02/2020	N/A	0.70	0.60	12/02/2021
	RSUs	50,000 RSUs convertible for 50,000 Common Shares (0.04%)	12/17/2020	N/A	1.53	0.60	12/17/2021
Fred Leigh ⁽⁵⁾ Director, Executive Chairman	Options	200,000 Options exercisable for 200,000 Common Shares (0.16%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	Options	100,000 Options exercisable for 100,000 Common Shares (0.08%)	12/02/2020	0.70	0.70	0.60	12/02/2025

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Ralph Moxness ⁽⁶⁾ <i>Director</i>	Options	100,000 Options exercisable into 100,000 Common Shares (0.08%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	Options	50,000 Options exercisable into 50,000 Common Shares (0.04%)	12/02/2020	0.70	0.70	0.60	12/02/2025
Peter Simeon ⁽⁷⁾ <i>Director</i>	Options	100,000 Options exercisable into 100,000 Common Shares (0.08%)	08/10/2020	0.25	N/A	0.60	08/10/2025
	RSUs	100,000 RSUs convertible into 100,000 Common Shares (0.08%)	12/02/2020	N/A	0.70	0.60	12/02/2021
	RSUs	20,000 RSUs convertible into 20,000 Common Shares (0.02%)	12/17/2020	N/A	1.53	0.60	12/17/2021
Todd Shapiro ⁽⁸⁾ <i>Former Director</i>	Options	100,000 Options exercisable into 100,000 Common Shares (0.08%)	08/10/2020	0.25	N/A	0.60	08/10/2025

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
	RSUs	100,000 RSUs convertible into 100,000 Common Shares (0.08%)	2/02/2020	N/A	0.70	0.60	12/02/2021
	RSUs	25,000 RSUs convertible into 25,000 Common Shares (0.02%)	12/17/2020	N/A	1.53	0.60	12/17/2021
David Whitney <i>Former Director</i>	-	-	-	-	-	-	-
Von Torres <i>Former Corporate Secretary, former Director</i>	-	-	-	-	-	-	-
Richard Grieve <i>Former Director</i>	-	-	-	-	-	-	-
Dino Minichiello <i>Former Director</i>	-	-	-	-	-	-	-
David Jenkins <i>Former Director</i>	-	-	-	-	-	-	-
David Whitney <i>Former Director</i>	-	-	-	-	-	-	-

Notes:

- (1) As at March 31, 2021, Lorne Rapkin held 250,000 Options and 333,000 RSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each RSU granted will vest every three (3) months from the date of grant.
- (2) As at March 31, 2021, Julia Frank held 250,000 Options and 100,000 PSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each PSU granted will vest every three (3) months from the date of grant and is subject to revenue based performance vesting criteria.
- (3) As at March 31, 2021, Quinn Field-Dyde held 240,000 Options and 160,000 RSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each RSU granted will vest every three (3) months from the date of grant.
- (4) As at March 31, 2021, Alexandra Hoffman held 1,462,036 Options, 50,000 RSUs and 1,000,000 PSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each RSU granted will vest every three (3) months from the date of grant. One quarter (1/4) of each PSU granted will vest every three (3) months from the date of grant and is subject to revenue based vesting performance criteria.
- (5) As at March 31, 2021, Fred Leigh held 300,000 Options. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant.
- (6) As at March 31, 2021, Ralph Moxness held 150,000 Options. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant.

- (7) As at March 31, 2021, Peter Simeon held 100,000 Options and 120,000 RSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each RSU granted will vest every three (3) months from the date of grant.
- (8) As at March 31, 2021, Todd Shapiro held 100,000 Options and 125,000 RSUs. One quarter (1/4) of each Option grant vested every three (3) months from the date of grant. One quarter (1/4) of each RSU granted will vest every three (3) months from the date of grant.
- (9) Based on 127,189,511 Common Shares outstanding as of the date hereof.
- (10) Each outstanding PSU is convertible for one (1) Common Share subject to satisfaction of the performance revenue based vesting performance criteria and time vesting criteria. The outstanding PSUs do not have a performance multiplier.

The following table sets out the 10,000 Options that were exercised by directors or Named Executive Officers or settled during the most recently completed financial year ended March 31, 2021.

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOs							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price (\$)	Date of Exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Lorne Rapkin <i>Director, Chief Executive Officer, former Chief Financial Officer</i>	-	-	-	-	-	-	-
Shariq Khan <i>Chief Financial Officer</i>	-	-	-	-	-	-	-
Julia Frank <i>Chief Operating Officer, former Chief Executive Officer</i>	-	-	-	-	-	-	-
Quinn Field-Dyte <i>Director, former President, former Chief Executive Officer</i>	Options	10,000	\$0.25	03/31/2021	0.60	0.35	875
Alexandra Hoffman <i>Director, Chief Marketing Officer</i>	-	-	-	-	-	-	-
Fred Leigh <i>Director</i>	-	-	-	-	-	-	-
Ralph Moxness <i>Director</i>	-	-	-	-	-	-	-
Peter Simeon <i>Director</i>	-	-	-	-	-	-	-
Todd Shapiro <i>Former Director</i>	-	-	-	-	-	-	-
David Whitney <i>Former Director</i>	-	-	-	-	-	-	-

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOs

Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price (\$)	Date of Exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Von Torres <i>Former Corporate Secretary, former Director</i>	-	-	-	-	-	-	-
Richard Grieve <i>Former Director</i>	-	-	-	-	-	-	-
Dino Minichiello <i>Former Director</i>	-	-	-	-	-	-	-
David Jenkins <i>Former Director</i>	-	-	-	-	-	-	-
David Whitney <i>Former Director</i>	-	-	-	-	-	-	-

Stock Option Plans and Other Incentive Plans

Stock Option Plan

The Stock Option Plan provides incentive to qualified participants to acquire a proprietary interest in, and therefore a greater concern for, the welfare and success of the Company, to encourage Option participants to remain with the Company and any subsidiaries and to attract new employees, directors, officers and consultants. The Company's directors, officers, employees and consultants are eligible to participate in the Stock Option Plan. The Stock Option Plan is intended to supplement the RSU Plan and PSU Plan provided that the aggregate issuances under all the Securities-Based Compensation Arrangements do not exceed 20% of the issued and outstanding Common Shares on a non-diluted basis immediately prior to the proposed grant of the applicable Options.

The Stock Option Plan is administered by the Board but the Board may delegate its powers, rights and obligations under the Stock Option Plan to the Compensation Committee. The Board (or the Compensation Committee) has the authority to grant Options to Option participants and determine the terms and conditions applicable to the exercise of those Options including the number of Common Shares issuable under each Option, the exercise price, the expiry date, vesting conditions, if any, and the events that give rise to a termination or expiry of the Option participant's rights under the Options, and the period in which such termination or expiry can occur. The minimum exercise price of an Option is subject to the applicable policies of the Exchange. An Option may only be granted to a consultant under the Stock Option Plan if the number of Common Shares reserved for issuance under that Option, when combined with the number of Common Shares reserved for issuance under all Options within the one-year period before the grant date to consultants, does not exceed, in aggregate, 2% of the outstanding Common Shares on such grant date. Furthermore, the total number of Options that may be reserved for issuance to related persons (as a group) under the Stock Option Plan and any other Securities-Based Compensation Arrangements, in aggregate, will not exceed, at any time, or within any 12-month period, 10% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any Options under the Stock Option Plan. The total number of Options that may be reserved for issuance and granted to any person under the Stock Option Plan and all other Securities-Based Compensation Arrangements, in aggregate, cannot exceed at any time, or within a 12-month period, 5% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any Options under the Stock Option Plan. The Board may terminate the Stock Option Plan at any time in its absolute discretion, without shareholder approval.

The Stock Option Plan was last approved by the Shareholders on February 26, 2021. There are currently 8,065,536 Options issued and outstanding pursuant to the Stock Option Plan. An aggregate of 8,065,536 Common Shares have been reserved for issuance pursuant to such Options representing 6.34% of the issued and outstanding Common Shares.

RSU Plan

The RSU Plan was established to provide a financial incentive for directors, officers, employees and consultants of the Company to devote their best efforts towards the long-term success of the Company's business by aligning RSU participants' financial interests with those of the Company and the Shareholders, to assist the Company in attracting and retaining individuals with top-level talent, passion and ability and to ensure that the total compensation provided to RSU participants is competitive. The RSU Plan is intended to supplement the PSU Plan and the Stock Option Plan provided that the aggregate issuances under all the Securities-Based Compensation Arrangements do not exceed 20% of the issued and outstanding Common Shares on a non-diluted basis immediately prior to the proposed grant of the applicable RSUs.

The RSU Plan is administered by the Board, which may delegate its powers and authorities under the RSU Plan to the Compensation Committee. The Board (or the Compensation Committee) may grant RSUs to qualified participants at such times as the Board (or Compensation Committee) in its sole and absolute discretion may determine. The Board (or Compensation Committee) determines the time vesting conditions for each RSU grant, which is set out in the RSU participant's award agreement. Vested RSUs are payable in cash or Common Shares, or a combination of both cash and Common Shares, issued by the Company at the sole discretion of the Board or the Compensation Committee. Absent exceptional circumstances, the Company expects that all RSUs will be settled in Common Shares issued by the Company. By settling vested RSUs in Common Shares, the Company is able to reduce its cash compensation obligations and re-allocate such funds to other corporate initiatives. Where the payout is to be settled in cash, the Company will provide the RSU participant with a cash payment determined by multiplying the number of RSUs being redeemed for cash, by the fair market value of one Common Share on the vesting date, less any applicable taxes and other source deductions required to be withheld by the Company.

Unless permitted by the Exchange or the Company has received disinterested shareholder approval to do so, the total number of Common Shares issuable to related persons (as a group), including under the RSU Plan and all other Securities-Based Compensation Arrangements, cannot exceed at any time, or within any 12-month period, 10% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any RSU. Furthermore, unless permitted by the Exchange or the Company has received disinterested shareholder approval to do so, the total number of Common Shares issuable to any one person, including under this RSU Plan and all other Securities-Based Compensation Arrangements, cannot exceed at any time, or within any 12-month period, 5% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any RSU.

A grant of RSUs does not entitle any RSU participant to rights attaching to the ownership of Common Shares or other securities of the Company, including, without limitation, voting rights, dividend entitlement rights or rights on liquidation, nor will a RSU participant be considered the owner of Common Shares by virtue of the award of RSUs. The Board may terminate, discontinue, or amend the RSU Plan at any time without the consent of an RSU participant, provided that such termination, discontinuance or amendment does not adversely affect such RSU participant's rights under any RSU granted.

The RSU Plan was last approved by the Shareholders on February 26, 2021. There are currently 4,763,000 RSUs issued and outstanding pursuant to the RSU Plan. An aggregate of 4,763,000 Common Shares have been reserved for issuance pursuant to such RSUs representing 3.74% of the issued and outstanding Common Shares.

PSU Plan

The PSU Plan was established to provide a financial incentive for officers, employees and consultants of the Company to devote their best efforts towards the long-term success of the Company business by aligning PSU participants' financial interests with those of the Company and its Shareholders, to assist the Company in attracting and retaining individuals with top-level talent, passion and ability and to ensure that the total compensation provided to PSU participants is at competitive levels. Directors of the Company are not eligible to participate in the PSU Plan. The PSU Plan is intended to supplement the RSU Plan and the Stock Option Plan provided that the aggregate issuances under all the Securities-Based Compensation Arrangements do not exceed 20% of the issued

and outstanding Common Shares on a non-diluted basis immediately prior to the proposed grant of the applicable PSUs.

The PSU Plan is administered by the Board, which may delegate its powers and authorities under the PSU Plan to the Compensation Committee. The Board (or the Compensation Committee) may grant PSUs to qualified participants at such times as the Board (or the Compensation Committee) in its sole and absolute discretion may determine. The Board (or the Compensation Committee) determines the time vesting and performance vesting conditions, and any applicable performance multiplier, for each PSU grant in its absolute discretion, which is set out in the PSU participant's award agreement. Vested PSUs are payable in cash or Common Shares issued by the Company at the sole discretion of the Board or Compensation Committee. Absent exceptional circumstances, the Company expects that all PSUs will be settled in Common Shares issued by the Company. By settling vested PSUs in Common Shares, the Company is able to reduce its cash compensation obligations and re-allocate such funds to other corporate initiatives. Where the payout is to be settled in Common Shares, the Company will provide the PSU participant with a number of whole Common Shares issued by the Company calculated by multiplying $A \times B$ where A is the number of vested PSUs on the vesting date to the relevant performance period and B is the performance multiplier for such performance period. Where the payout is to be settled in cash, the Company will pay the PSU participant a cash amount calculated by multiplying $A \times B \times C$ where A is the number of vested PSUs on the vesting date relating to the relevant performance period, B is the performance multiplier for such performance period and C is the market trading price of a Common Share on the vesting date.

Unless permitted by the Exchange or the Company has received disinterested Shareholder approval to do so, the total number of Common Shares issuable to related persons (as a group), including under this PSU Plan and all other Securities-Based Compensation Arrangements, shall not exceed at any time, or within any 12-month period, 10% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any PSU. Furthermore, unless permitted by the Exchange or the Company has received disinterested shareholder approval to do so, the total number of Common Shares issuable to any one person, including under this PSU Plan and all other Securities-Based Compensation Arrangements, shall not exceed at any time, or within any 12-month period, 5% of the issued and outstanding Common Shares, on a fully diluted basis, as at the date of grant of any PSU.

A grant of PSUs does not entitle any PSU participant to rights attaching to the ownership of Common Shares or other securities of the Company, including, without limitation, voting rights, dividend entitlement rights or rights on liquidation, nor will a PSU participant be considered the owner of Common Shares by virtue of the award of PSUs. The Board has the right to amend, modify, suspend or terminate the PSU Plan at any time without notice to or approval by shareholders of the Company, provided that all material amendments to the PSU Plan will require the prior approval of a majority of shareholders of the Company which, for greater certainty, will include any proposed amendment to increase the maximum number of Common Shares available for issuance under the PSU Plan.

The PSU Plan was last approved by the Shareholders on February 26, 2021. There are currently 4,000,000 PSUs issued and outstanding pursuant to the PSU Plan. An aggregate of 4,000,000 Common Shares have been reserved for issuance pursuant to such PSUs representing 3.14% of the issued and outstanding Common Shares.

Employment, Consulting and Management Agreements

Other than as set out herein, the Company does not have any agreements or arrangements under which compensation was provided during the most recently completed financial year ended March 31, 2021 or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO.

Julia Frank

Ms. Julia Frank served as the Company's CEO pursuant to the terms and conditions of an executive service agreement governed by the laws of the Federal Republic of Germany and made effective August 5, 2020. During the year ended March 31, 2021, Ms. Frank served as CEO on a full-time basis. Subsequent to the year end, Ms. Frank was reassigned to serve as COO of the Company. As CEO, Ms. Frank received a base salary of \$160,000, was entitled to annual cash bonus(es) to be determined by the Board, in an amount of up to 50% of the base salary, and received 250,000 Options pursuant to the Stock Option Plan in connection with her appointment as CEO.

The employment agreement can be terminated by either Ms. Frank or the Company with a notice period of eight (8) weeks.

Lorne Rapkin

Mr. Lorne Rapkin served as the Company's CFO pursuant to the terms and conditions of an independent contractor agreement made effective August 5, 2020. During the year ended March 31, 2021, and in accordance with the terms the independent contractor agreement, Mr. Rapkin provided CFO services through his wholly owned corporation, BSL Consulting Inc. Subsequent to the year end, Mr. Rapkin was appointed CEO of the Company. Mr. Rapkin was contracted to serve as CFO on a full-time basis for an indefinite period of time unless terminated in accordance with the terms of his agreement. Under the agreement, Mr. Rapkin received (i) a monthly fee of \$14,166.67 plus HST and (ii) an M&A success fee equal to 1.5% of the total purchase price of any bona fide, arm's length business acquisition with a minimum purchase price of \$1,000,000.

The agreement can be terminated by either Mr. Rapkin or the Company with a notice period of ninety (90) days.

Mr. Rapkin's agreement includes a customary non-disclosure provision and a 12-month non-solicitation provision following the termination of his services.

Alexandra Hoffman

Ms. Alexandra Hoffman served as the Company's CMO pursuant to the terms and conditions of an independent contractor agreement made effective August 5, 2020. During the year ended March 31, 2021, and in accordance with the terms of her independent contractor agreement, Ms. Hoffman provided CMO services through her wholly owned corporation, ANMOHO LLC. Ms. Hoffman serves as CMO on a full-time basis for an indefinite period of time unless terminated in accordance with the terms of her agreement. Under the agreement, Ms. Hoffman is paid a monthly fee of US\$15,000 and was granted 1,000,000 PSUs pursuant to the PSU Plan in connection with her appointment as CMO.

During the year ended March 31, 2021, Ms. Hoffman received a cash bonus of US\$50,000.

Ms. Hoffman's agreement includes a customary non-disclosure provision and a 12-month non-solicitation provision following the termination of her services.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for approving compensation, including long-term incentives in the form of Options, RSUs, and PSUs to be granted to the CEO, the CFO and the directors.

The Company's executive compensation program is comprised of base salary and discretionary annual incentive and long-term incentives. Together, these components support the Company's long-term growth strategy and the following objectives:

- to align executive compensation with Shareholders' interests;
- to attract and retain highly qualified management; and
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results.

The compensation program is designed to reward for performance. Employees, including senior executives, are rewarded for the achievement of annual operating and financial goals, progress in executing the Company's long-term growth strategy and delivering strong total shareholder return performance.

The Company reviews industry compensation information and compares its level of overall compensation with those of comparable sized resource companies involved in the technology, e-commerce and food service business specializing in plants and plant-based foods. Generally, the Company targets base salaries at levels approximating those holding similar positions in comparably sized companies in the technology, e-commerce and food service industry and hopes to achieve comparable total compensation levels through the fixed and variable components.

The Company's total compensation mix places a significant portion of the executive's compensation at risk. The design takes into account individual and corporate performance. Compensation practices, including the mix of base salary, short-term incentives and long-term incentives, are regularly assessed to ensure they are competitive, take account of the external market trends, and support the Company's long-term growth strategies.

Compensation Review Process

The Compensation Committee is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Compensation Committee reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the Named Executive Officers. The Compensation Committee makes decisions with respect to base salary and participation in Securities-Based Compensation Arrangements for each executive officer. In considering executive officers other than the CEO, the Compensation Committee takes into account the recommendation of the CEO.

The Company does not have a formal compensation program with set benchmarks, however, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all executive officers.

This Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's compensation policies and practices. The Board intends to review at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of base salary, short-term incentive in the form of cash bonuses and long-term incentive in the form of Options, RSUs and PSUs. This structure ensures that a significant portion of executive compensation is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the Shareholders is extremely limited. Furthermore, salary and short-term incentives of the executive compensation represents a relatively small part of the total compensation. As a result, it is unlikely that an officer would take inappropriate or excessive risks at the expense of the Company or Shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Shareholders.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) Base salary or consulting fees;

- (b) Bonus payments; and
- (c) Options, RSUs and PSUs.

Base Salary

Base salary is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual salary adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Bonus Payments

Annual incentives, in the form of cash bonus payments, are designed to add a variable component of compensation based on overall corporate performance and the executive's individual performance. Each executive is eligible for an annual bonus, payable in cash or through share-based compensation. The amount paid is based on the Board's assessment, following the Compensation Committee's recommendation, of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as revenue, cash flow and share price performance) and operational criteria (such as significant acquisitions and the attainment of corporate milestones).

Options, RSUs and PSUs

Long-term incentive is accomplished through the Company's Stock Option Plan, RSU Plan and PSU Plan. Options, RSUs and PSUs are granted to executives taking into account a number of factors, including the amount and term of Options, RSUs and PSUs previously granted, base salary, bonuses and competitive factors. The amounts and terms of Options, RSUs and PSUs granted are determined by the recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of Option, RSU and PSU grants to maintain executive motivation.

Director Compensation

Other than for Options and RSUs, the directors of the Company do not receive any compensation for attending meetings of the Board or a committee of the Board.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors.

Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides Shareholder value, such as ensuring the health of executives.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Indebtedness of Directors and Executive Officers

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out information concerning the number and price of securities to be issued under equity compensation plans to employees and others as at the year ended March 31, 2021.

Plan Category	Number of Securities to be Issued upon Exercise of Options, Warrants and Rights	Weighted – Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Securityholders	1,772,500	\$0.60	5,367,811 ⁽¹⁾
Equity Compensation Plans Not Approved by Securityholders	0	0	0
Total	1,772,500	\$0.60	5,367,811

Note:

(1) As at March 31, 2021, there were 4,763,000 RSUs issued and outstanding pursuant to the RSU Plan and 4,000,000 PSUs issued and outstanding pursuant to the PSU Plan.

AUDIT COMMITTEE

Under NI 52-110, the Company is required to include in this Circular the disclosure required under Form 52-110F2 with respect to the Audit Committee of the Board, including the composition of the Audit Committee, the text of the Audit Committee charter (attached hereto as Schedule "B"), and the fees paid to the external auditor.

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Name	Independence ⁽¹⁾	Financial Literacy
Quinn Field-Dyde	Not Independent ^{(2),(4)}	Financially Literate
Peter Simeon	Not Independent ⁽³⁾	Financially Literate
Ralph Moxness	Independent	Financially Literate

Notes:

- (1) The Company is a “venture issuer” for the purposes of NI 52-110. As such, the Company is exempt from the requirement to have the Audit Committee comprised entirely of independent members.
- (2) Quinn Field-Dyde is not independent by virtue of having served as Chief Executive Officer within the last three years.
- (3) Peter Simeon is not independent by virtue of having a material relationship with the Company.
- (4) Quinn-Field-Dyde is the Chairperson of the Audit Committee.

Relevant Education and Experience

Quinn Field-Dyde, Director - Mr. Field-Dyde 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-Dyde currently sits on the board of multiple publicly traded companies. Mr. Field-Dyde holds a Canadian securities diploma and has a Professional Financial Planner designation.

Peter Simeon, Director - Mr. Simeon has over 20 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.

Ralph Moxness, Director – Mr. Moxness has over 30 years of experience in banking, venture capital, corporate finance and M&A consulting. Since September 1996, he has held the position of President and Director of Greenfields Investment Corporation which provides consulting services in M&A and Corporate Finance. Mr. Moxness held positions as Director, VP & CFO of ESM International Inc. and subsidiaries; Singsnap Corporation, Singsnap (US) Inc., all active in the internet field of music and community and of 6493475 Canada Ltd (inactive). He was also President and Director of SkinnyCode Corporation which owned real estate used by the foregoing companies.

His background includes the position of Assistant Superintendent Investments - Canada, Investment Manager - Quebec, Regional Credit Officer and Term Lender, Federal Business Development Bank, Vice President & CFO of the Canadian subsidiary of Jac Jacobsen A/S, a European multinational and Vice President & CFO of DBM Industries Ltd. and Bank of Montreal as part of a special development program.

Mr. Moxness graduated from Algonquin College in Business Administration. He has held the position of director on several publicly traded Canadian companies.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial period has the Company relied on the exemption in:

- (a) Section 2.4 of NI 52-110 (De Minimis Non-audit Services);
- (b) Subsection 6.1.1(4) of NI 52-110 (Circumstances Affecting the Business or Operations of the Venture Issuer);
- (c) Subsection 6.1.1(5) of NI 52-110 (Events Outside Control of Member);
- (d) Subsection 6.1.1(6) of NI 52-110 (Death, Incapacity or Resignation),

or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is relying on the exemption provided in Section 6.1 of NI 52-110 as the Company is a “venture issuer”. As a result, 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 has adopted specific policies and procedures for the engagement of non-audit services as described in Schedule “B” attached hereto.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor for each of two most recently completed financial years.

Financial Period Ended	Audit Fees⁽¹⁾	Audit-Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
March 31, 2021	\$135,000	nil	nil	\$38,000
July 31, 2020	\$20,183	nil	nil	nil

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**” includes all other non-audit services.

MANAGEMENT CONTRACTS

Other than as described elsewhere in this Circular, the Company does not have any agreement or arrangement under which management functions are performed other than by directors or executive officers since the start of the most recently completed financial year.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or officer of the Company, nor any other Insider of the Company, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial period ended March 31, 2021, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Circular, no person who has been a director or officer of the Company at any time since the beginning of the Company’s most recently completed financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

Auditor, Transfer Agent and Registrar

The auditors of the Company are MNP. The auditors were first appointed effective November 12, 2021. The transfer agent and registrar for the Company is Odyssey Transfer Inc., 702-67 Yonge Street, Toronto, Ontario, M5E 1J8.

CORPORATE GOVERNANCE

The Board views effective corporate governance as an essential element for the effective and efficient operation of the Company. The Company believes that effective corporate governance improves corporate performance and benefits all of its Shareholders. The following statement of corporate governance practices sets out the Board's review of the Company's governance practices relative to Form 58-101F2 under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines*.

Board of Directors

The Board is responsible for supervising the management of the business and affairs of the Company. The Board is currently comprised of one (1) independent director and five (5) non-independent directors. The independent director (being "independent" as such term is defined under NI 58-101) is Ralph Moxness. Lorne Rapkin as Chief Executive Officer, Quinn Field-Dyde as former Chief Executive Officer, Fred Leigh as Executive Chairman, Alexandra Hoffman as Chief Marketing Officer and Peter Simeon by virtue of his material relationship with the Company, are not independent. The Board facilitates its exercise of independent supervision over the Company's management through frequent discussions with management and regular meetings of the Board.

Directorships

The following directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name	Name of Reporting Issuer	Exchange or Market
Quinn Field-Dyde	Vantex Resources Ltd.	TSXV
	Quantum Cobalt Corp.	CSE
	Goldseek Resources Inc.	CSE
	Intact Gold Corp.	TSXV
	Fort St. James Nickel Corp. GGX Gold Corp.	TSXV TSXV
Fred Leigh	Savanna Capital Corp.	TSXV
Peter Simeon	AF2 Capital Corp.	TSXV
	Amilot Capital Inc. (formerly Tolima Gold Inc.)	NEX
	Bald Eagle Gold Corp.	TSXV
	Atmofizer Technologies Inc.	CSE
	Choom Holdings Inc. Ready Set Gold Corp.	CSE CSE

Orientation and Continuing Education of Board Members

The Company does not currently have any formal orientation or continuing education programs in place for new directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable

circumstances, and disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

Nomination of Directors

The Board is responsible for identifying individuals believed to be qualified to become board members, consistent with criteria approved by the Board, and to nominate to stand for election at the Company's annual meeting of Shareholders or, if applicable, at a special meeting of the Shareholders. In case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Board shall fill each such vacancy either through appointment by the Board or through election by Shareholders. In recommending candidates, the Board shall take into consideration the opinions of management of the Company, the criteria approved by the Board and such other factors as it deems appropriate. These factors shall include judgment, skill, integrity, independence, diversity, experience with business and organizations of comparable size, the interplay of a candidate's experience with the experience of other Board members, willingness to commit the necessary time and energy to serve as director, and a genuine interest in the Company's business, and the extent to which a candidate would be a desirable addition to the Board or any committees of the Board.

Compensation of Directors and Officers

The Board provides an annual review of director and executive compensation to ensure development of a compensation strategy that properly aligns the interests of directors and executives with the long-term interests of the Company and its Shareholders.

Other Board Committees

As of the date of this Circular, the Board has no standing committees other than the Audit Committee, the Compensation Committee, and the Disclosure Committee.

Assessment of Directors, the Board and Board Committees

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its committees, to satisfy itself that the Board, its committees and its individual directors are performing effectively.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements and the accompanying management's discussion and analysis for its most recently completed financial year.

Shareholders of the Company may request copies of the Company's financial statements and accompanying management's discussion and analysis by contacting the Chief Financial Officer of the Company at info@plantx.com.

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SCHEDULE "A"

CHANGE OF AUDITOR REPORTING PACKAGE

See attached.

PLANTX LIFE INC.
NOTICE OF CHANGE OF AUDITOR

TO: DALE MATHESON CARR-HILTON LABONTE LLP

AND TO: MNP LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

PlantX Life Inc. (the “**Company**”) hereby delivers the following notice in accordance with Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”):

1. Dale Matheson Carr-Hilton Labonte LLP (the “**Former Auditor**”) has resigned as auditors of the Company on its own initiative effective November 5, 2021.
2. MNP LLP (the “**Successor Auditor**”) has been appointed as the Company’s new auditors effective November 12, 2021.
3. The resignation of the Former Auditor and the appointment of the Successor Auditor were each considered by the audit committee of the board of directors and the board of directors of the Company.
4. There were no modified opinions in the Former Auditor’s reports in connection with the audits of the Company for the period commencing at the beginning of the Company’s two most recently completed financial years and ending on the date of Former Auditor’s resignation. There have been no further audits of financial statements subsequent to the Company’s most recently completed fiscal year and ending on the date of the Former Auditor’s resignation.
5. There are no “reportable events”, as defined in NI 51-102.

DATED this 8th day of November, 2021.

PLANTX LIFE INC.

“Lorne Rapkin”

Name: Lorne Rapkin

Title: Chief Executive Officer



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

November 8, 2021

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9TH Floor – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Canadian Securities Exchange
9th Floor – 220 Bay Street
Toronto, ON M5J 2W4

Alberta Securities Commission
Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Dear Sirs:

Re: PlantX Life Inc. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our resignation as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated November 8, 2021 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS



November 12, 2021

TO: PlantX Life Inc. (the "Company")
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/ Mesdames:

RE: PlantX Life Inc.

This Notice is made pursuant to Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations, we have read the Company's Notice of Change of Auditor dated November 8, 2021 (the "Notice"). Based on our knowledge of the information as of the date of this letter, we agree with each statement in the Notice as it pertains to MNP LLP.

Yours truly,

A handwritten signature in black ink that reads 'MNP LLP' in a stylized, cursive font.

**Chartered Professional Accountants
Licensed Public Accountants**

SCHEDULE "B"

AUDIT COMMITTEE CHARTER OF PLANTX LIFE INC. (THE "CORPORATION")

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.

