

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Name and Address of Company

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

Item 2 – Date of Material Change

July 11, 2022

Item 3 – News Release

A news release disclosing the material change was disseminated by the Company through the services of Cision on July 11, 2022 and was subsequently filed on SEDAR.

Item 4 – Summary of Material Change

The Company has applied to the British Columbia Securities Commission (“**BCSC**”), as principal regulator, for a management cease trade order (“**MCTO**”).

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On July 11, 2022, the Company announced it may not be in a position to file its audited annual financial statements, management’s discussion and analysis and related certifications for the fiscal year ended March 31, 2022 on or before July 29, 2022, as required, due to the additional time needed to complete the previously announced restatement of the Company’s annual audited comparative financial statements for the fiscal year ending March 31, 2021 and to implement additional internal control procedures as a result of the restatement process.

Accordingly, the Company has requested, and has applied for, the issuance of an MCTO under the provisions of National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”) from the BCSC, as principal regulator, so as to permit the continued trading in the Company’s common shares by persons other than by the Company’s chief executive officer, chief financial officer and any other persons or companies at the discretion of the securities regulator should the Company miss the required filing deadline. Although the MCTO application has been made, there is no guarantee or assurance that the MCTO will be granted.

The Company also confirms that it intends to satisfy the provisions of NP 12-203 and issue bi-weekly default status reports for so long as the Company remains in default of the annual filing requirement. The Company is not subject to any insolvency proceedings nor is there any other material information concerning the affairs of the Company that has not been generally disclosed.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Executive Officer

Lorne Rapkin
Chief Executive Officer
604-355-6100

July 21, 2022