

**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 25, 2022

Item 3 – News Release

A news release disclosing the material change was disseminated by the Company through the services of Cision on July 26, 2022 and was subsequently filed on SEDAR.

Item 4 – Summary of Material Change

The Company obtained debt financing whereby it may borrow a principal amount of up to \$10,000,000 (the “**Facility Limit**”) from Cay Innovations Inc. (the “**Holder**”), an arm’s length creditor, pursuant to the terms and subject to the conditions of a secured convertible promissory note (the “**Convertible Note**”) issued to the Holder.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

The Company obtained debt financing whereby it may borrow a principal amount of up to the Facility Limit from the Holder, an arm’s length creditor, pursuant to the terms and subject to the conditions of the Convertible Note.

The Convertible Note bears interest at rate of 5.0% per annum, payable monthly and matures on May 1, 2024 (the “**Maturity Date**”). Proceeds under the Convertible Note will be advanced by the Holder to the Company, at the request of the Company, from time to time, provided that any advance shall be for a minimum of \$250,000. The Convertible Note is secured by a general security interest over substantially all of the present and after-acquired personal property of the Company and certain subsidiaries and guaranteed by the same subsidiaries. The Company intends to use the proceeds for working capital and general corporate purposes.

The Holder may, at any time up to and including the Maturity Date, convert, in whole or in part, the then outstanding principal and accrued and unpaid interest (the “**Eligible Conversion Amount**”) into common shares of the Company (“**Common Shares**”) at a conversion price equal to the closing trading price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) on the last trading day immediately prior to the delivery of a written conversion notice by the Holder, provided that the in no event shall the conversion price per Common Share be less than \$0.05 per Common Share (the “**Conversion Price**”), subject to adjustment in accordance with the terms of the Convertible Note.

Additionally, in the event the ten (10) day volume weighted average trading price of the Common Shares on the CSE is greater than \$0.25 per Common Share at any time following the date issuance of the

Convertible Note, then the Company shall be entitled to convert all of the Eligible Conversion Amount into Common Shares at the Conversion Price.

Notwithstanding the foregoing, the Convertible Note shall not be permitted to be converted by either the Holder or the Company, whether in whole or in part, where such conversion results in the Holder having beneficial ownership of, or control or direction over, whether direct or indirect, or any combination thereof, equal to or more than 10% of the then issued and outstanding Common Shares, such amount taking into account any other Common Shares issuable pursuant to any other convertible securities beneficially owned, controlled or directed by the Holder on a post-conversion basis.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Executive Officer

Lorne Rapkin
Chief Executive Officer
604-355-6100

Item 9 – Date of Report

August 2, 2022