

**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

October 14, 2022

Item 3 – News Release

A news release disclosing the material change was disseminated by the Company through the services of Cision on October 17, 2022.

Item 4 – Summary of Material Change

On October 14, 2022, the Company completed its previously announced acquisition of the online domain www.veganessentials.com together with certain associated intellectual property and associated assets pursuant to the terms and subject to the conditions of an asset purchase agreement dated September 18, 2022 between the Company, its wholly-owned subsidiary, PlantX Lifestyle USA Inc. (“**PlantX USA**”), Veji Holdings Ltd. (“**Veji**”) and Veg Essentials LLC (“**Essentials**”), as amended October 14, 2022, for an aggregate purchase price of C\$893,000 (the “**Acquisition**”).

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On October 14, 2022, the Company completed its previously announced acquisition, through its wholly-owned subsidiary, PlantX USA, of the online domain www.veganessentials.com together with certain associated intellectual property and associated assets from Veji and Essentials for an amended aggregate purchase price of C\$893,000. The purchase price was satisfied by: (i) cash in the amount of C\$143,000; and (ii) an aggregate of 1,071,428 common shares (the “**Consideration Shares**”) at a deemed issue price of C\$0.70 per share.

In connection with the Acquisition, the Company paid a finder’s fee of 102,857 common shares at a deemed issue price of \$0.70 (the “**Finder’s Fee Shares**”) to an arm’s length finder for its assistance in introducing Veji to the Company.

The Consideration Shares and the Finder’s Fee Shares are subject to a four-month hold period in accordance with applicable Canadian securities laws and the policies of the Canadian Securities Exchange.

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

October 24, 2022