

**FORM 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

PlantX Life Inc. (the “Company” or “PlantX”)  
504 100 Park Royal South  
West Vancouver, British Columbia, V7T 1A2, Canada

**Item 2 Date of Material Change**

October 10, 2023

**Item 3 News Release**

News release attached hereto as Schedule “A” was disseminated on October 12, 2023.

**Item 4 Summary of Material Change**

On October 12, 2023, the Company announced the completion on October 10, 2023 of a debt settlement transaction (the “Debt Settlement”) consisting of the issuance of 2,000,000 common shares (each, a “Debt Settlement Share”) in the capital of the Company at a price per Debt Settlement Share of \$0.05 to settle \$100,000 in outstanding debt. All of the Debt Settlement Shares will be subject to a hold period expiring four months and one day from the date of closing of the Debt Settlement.

**Item 5 Full Description of Material Change.**

*5.1 Full Description of Material Change*

A full description of the material change is described in Item 4 above and in the News Releases which have been filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Contact: Lorne Rapkin, Chief Executive Officer Telephone: 1 (604) 355-6100

**Item 9 Date of Report**

October 18, 2023

**THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR  
DISSEMINATION IN THE UNITED STATES**



## **PlantX Announces Closing of Debt Settlement**

VANCOUVER, British Columbia — October 12, 2023 — PlantX Life Inc. (CSE: VEGA) (Frankfurt: WNT1) (OTCQB: PLTXF) (“PlantX” or the “Company”), the digital face of the plant-based community, operating a one-stop shop for plant-based products, announces that it has completed a debt settlement transaction (the “Debt Settlement”) effective October 10, 2023 consisting of the issuance of 2,000,000 common shares (each, a “Debt Settlement Share”) in the capital of the Company at a price per Debt Settlement Share of \$0.05 to settle \$100,000 in outstanding debt.

All of the Debt Settlement Shares will be subject to a hold period expiring four months and one day from the date of closing of the Debt Settlement.

None of the securities acquired in the Debt Settlement will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

### **About PlantX Life**

As the digital face of the plant-based community, PlantX’s platform is a one-stop shop for plant-based products. With its fast-growing category verticals, PlantX offers customers across North America more than 5,000 plant-based products. PlantX also has other brands in the PlantX portfolio including a juice brand, a coffee company, a plant shop, and brick-and-mortar grocery stores. PlantX uses its digital platform to build a community of like-minded consumers and, most importantly, to provide education. PlantX’s digital presence eliminates entry barriers for anyone interested in living a plant-based lifestyle and thriving in a longer, healthier, and happier life.

Connect with PlantX: [Email](#) | [Website](#) | [Facebook](#) | [LinkedIn](#) | [Twitter](#) | [Instagram](#) | [YouTube](#) | [TikTok](#)

### **Contact**

Lorne Rapkin  
Chief Executive Officer  
(416) 419-1415

### **Forward-looking Information**

This press release contains “forward-looking information” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as

“may,” “will,” “expect,” “likely”, “should,” “would,” “plan,” “anticipate,” “intend,” “potential,” “proposed,” “estimate,” “believe” or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. The forward-looking information contained herein includes, without limitation, statements regarding the business and strategic plans of the Company.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking information in this press release including, without limitation: receiving sufficient demand for the Offering; the Company’s ability to comply with all applicable governmental regulations including all applicable food safety laws and regulations; impacts to the business and operations of the Company due to the COVID-19 epidemic; the conflict in eastern Europe; having a limited operating history; the ability of the Company to access capital to meet future financing needs; the Company’s reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; and general economic, market or business conditions.

Additional risk factors can also be found in the Company’s continuous disclosure documents, which have been filed on SEDAR+ and can be accessed at [www.sedarplus.ca](http://www.sedarplus.ca). Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.