

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

**Item 1: Name and Address of Reporting Issuer**

PlantFuel Life Inc. (the “**Company**”)  
2500 Meadowpine Blvd., Unit 202  
Mississauga, ON L5N 6C4

**Item 2: Date of Material Change**

July 15, 2021.

**Item 3: News Release**

A news release was issued and disseminated on July 16, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has entered into a revolving loan facility and security agreement with Colby Capital Limited (the “**Lender**”), in which the Lender agrees to provide a credit limit of \$2,000,000 (the “**Loan**”) to the Company at an interest rate of 10% per annum, calculated daily, which shall be reduced to 8% per annum, calculated daily, once a Permitted Purchase Order (defined in the Agreement as purchase orders of products of the Company that have been approved by Lender Representative), has been repaid in full. See Item 5.

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

The Company announced that it has entered into a revolving loan facility and security agreement with the Lender, in which the Lender agrees to provide the Loan to the Company at an interest rate of 10% per annum, calculated daily, which shall be reduced to 8% per annum, calculated daily, once a Permitted Purchase Order (defined in the Agreement as purchase orders of products of the Company that have been approved by Lender Representative), has been repaid in full.

“The Company is pleased to have arranged this non-dilutive financing which will allow it to grow aggressively through the execution of its previously announced purchase orders”, stated Wally Rudensky, a member of the Board of Directors of the Company. An advance of \$500,000 (the “**Initial Advance**”) is requested by the Company and, simultaneously with the Initial Advance, the Company shall issue to the Lender 200,000 common shares of the Company (the “**Shares**”) as a set-up fee for the Loan at a deemed price of \$0.30 per Share. The Shares are subject to a four month hold period.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

Brian Polla, CEO  
Contact: [ir@plantfuel.com](mailto:ir@plantfuel.com)

**Item 9: Date of Report**

July 16, 2021.