

**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**

August 9, 2021.

**Item 3: News Release**

A news release was issued and disseminated on August 9, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced it has completed a non-brokered private placement (the “**Private Placement**”) of 12,000,000 units (the “**Units**”) at a price of \$0.25 per Unit for gross proceeds of \$3,000,000.

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

The Company announced that, further to its press releases dated July 27, 2021 and July 29, 2021, it has completed a non-brokered Private Placement of Units at a price of \$0.25 per Unit for gross proceeds of \$3,000,000. Each Unit was comprised of one common share (each a “**Share**”) and one-half of one common share purchase warrant (each a “**Warrant**”). Each whole Warrant entitles the holder to purchase one additional Share of the Company at a price of \$0.40 per Share for a period of 18 months from the date of issuance.

The Company paid cash finder’s fees to certain registered dealers of up to 6% of the proceeds derived from subscriptions introduced to the Company under the Private Placement. The Shares and Warrants are subject to a statutory hold period until the date that is four months and one day from the date of issuance.

The Company intends to use the proceeds from the Private Placement to support its GNC launch and for general working capital.

**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:

Brad Pyatt, CEO  
Contact: [ir@plantfuel.com](mailto:ir@plantfuel.com)

**Item 9: Date of Report**

August 9, 2021.