

**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

September 22, 2021.

Item 3: News Release

A news release was issued and disseminated on September 29, 2021 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has entered into set-off agreements with each Debtor (as defined below) to set-off the loan amounts of \$350,000 each owing to the Company by each Debtor against the surrender and cancellation of 700,000 post-consolidated common shares (the “**Shares**”) of the Company by each Debtor.

Item 5: Full Description of Material Change

The Company announced that further to its news release dated April 3, 2020 announcing loan agreements with each of 1610896 Ontario Inc. (a company owned and operated by Domenic Crudo, the former CFO of the Company), Natural Lines Inc. (a company owned and operated by Michael Lines, a director of the Company), and Layton Hipfner (the Master Grower of the Company) (together, the “**Debtors**”), the Company has entered into set-off agreements with each Debtor to set-off the loan amounts of \$350,000 each owing to the Company by each Debtor against the surrender and cancellation of 700,000 post-consolidated Shares of the Company by each Debtor.

The Company confirms that a total of 2,100,000 Shares were cancelled and returned to treasury and, henceforth, the Company has released the Debtors of all obligations in connection with the loans.

Additionally, the Company announces that pursuant to an agreement (the “**Agreement**”) entered into with a consultant (the “**Consultant**”), it proposes to issue an aggregate of 107,974 common shares (the “**Shares**”) of the Company at a deemed price of \$0.295 per Share for past services provided by the Consultant to settle fees of US\$25,000 (CAD\$31,852.50) owing to the Consultant.

All Shares are subject to a mandatory four month hold period from the date of issuance.

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

Item 9: Date of Report

September 29, 2021.