

**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**

November 25, 2021.

**Item 3: News Release**

A news release was issued and disseminated on November 30, 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**”). See Item 5 for further details.

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

The Company announced that it has closed its Private Placement of 4,613,854 units (the “**Units**”) at a price of \$0.26 per Unit for gross proceeds of \$1,199,602.40. Each Unit is 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 24 months from the date of issuance.

The Company paid finder’s fees of \$68,502.14 and 263,470 finder’s warrants (the “**Finder’s Warrants**”) to Echelon Wealth Partners Inc. The Finder’s Warrants are exercisable at \$0.26 per Share for a period of 12 months from the date of issuance.

The Shares, Warrants and Finder’s 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 inventory purchases, marketing 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**

November 30, 2021.