

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

March 1, 2022 and March 9, 2022.

Item 3: News Release

News releases were issued and disseminated on March 1, 2022 and March 9, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced it has completed its non-brokered private placements (the “**Private Placement**”). See Item 5 for further details.

Item 5: Full Description of Material Change

On March 1, 2022, the Company announced the completion of its first tranche of its Private Placement and issued aggregate of 5,980,000 units (each a “**Unit**”) at a price of \$0.50 per Unit raising aggregate gross proceeds of \$2,990,000.

In connection with the first tranche, the Company paid finder’s fees of \$55,620 and 111,240 finder’s warrants (the “**Finder’s Warrants**”) to Echelon Wealth Partners and Research Capital Corporation.

On March 9, 2022, the Company announced the completion of its second tranche of its Private Placement and issued 771,000 Units at a price of \$0.50 per Unit raising additional aggregate gross proceeds of \$385,500.

In connection with the second tranche, the Company paid finder’s fees of \$14,130 and 28,260 Finder’s Warrants to Echelon Wealth Partners.

The Company raised total aggregate proceeds of \$3,375,500 through the issuance of 6,751,000 Units in both tranches of the Private Placement.

Each Unit is comprised of one common share (each a “**Share**”) and one transferable common share purchase warrant (each a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share of the Company, at a price of \$0.62 per Share for a period of 24 months from the date of issuance (the “**Expiry Date**”).

The Finder’s Warrants issued in the Private Placement are non-transferable and exercisable at \$0.50 per Finder’s Warrant until the Expiry Date.

The Shares, Warrants and Finder’s Warrants issued are subject to a four-month hold period, pursuant to securities laws in Canada. The Company intends to use the proceeds from the Private Placement to support its launch at Amazon and GNC and 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

Item 9: Date of Report

March 9, 2022.