

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, 2022.

Item 3: News Release

A news release was issued and disseminated on August 9, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the issuance of performance warrants (the “**Warrants**”) to GNC Ventures (“**GNC**”). See Item 5 for details.

Item 5: Full Description of Material Change

The Company announced that further to its news release dated August 4, 2022, it has completed the first step of its partnership with GNC.

In connection with the partnership, the Company issued a total of 5,000,000 Warrants to GNC. Each Warrant entitles the holder to purchase one common share of the Company at a price of CAD\$0.23 for a period of 5 years from the date of issuance. The Warrants will only become exercisable upon the achievement of certain milestones (with 1,050,000 of the Warrants being exercisable upon the Company having received US\$1,500,000 in total purchases from GNC during calendar 2022, 1,850,000 of the Warrants being exercisable upon the Company having received US\$3,000,000 in total purchases from GNC during calendar 2023 and 2,100,000 of the Warrants being exercisable upon the Company having received US\$4,000,000 in total purchases from GNC during calendar 2024). Additionally, the Warrants contain a feature that would permit the “net issuance” of the Warrants on a “cashless exercise” basis, based on the market price of the Company’s at the time of the exercise.

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

August 9, 2022.