

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 30, 2022.

Item 3: News Release

A news release was issued and disseminated on August 29, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has entered into a revolving loan facility and security agreement (the “**Loan Agreement**”) with PlantFuel, Inc., (the “**Borrower**”) a wholly-owned subsidiary of the Company located in Colorado, USA and Tasty Idea, LLC (the “**Lender**”), a company located in Colorado, USA. See Item 5 for details.

Item 5: Full Description of Material Change

The Company announced that it has entered into a Loan Agreement with the Borrower and the Lender.

Pursuant to the Loan Agreement, the Lender will loan the Borrower a principal sum of US\$1,000,000 (the “**Loan**”). The Loan has an interest rate of 10% and will mature on September 1, 2023.

Concurrent with the execution of the Loan Agreement, the Company issued to the Lender 500,000 common shares (the “**Shares**”) in the capital of the Company at a deemed price of \$0.175 per Share as payment for the set-up for the Loan. The Shares are subject to a mandatory 4 month and 1 day hold period, pursuant to securities laws in Canada.

The Lender, Tasty Idea, LLC, is a company owned and operated by Brad Pyatt, the CEO and a director of the Company. As a result, the Loan and execution of the Loan Agreement is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company relied upon the “*Issuer Not Listed on Specified Markets*” exemption from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

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 30, 2022.