

**AMENDED 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.

The Loan will assist the Company and the Borrower for marketing and general corporate purposes.

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.

On closing of the transaction, the Company issued to the Lender 500,000 Shares, representing 1.4% of the issued and outstanding share capital of the Company.

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 on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to subsections 5.5(a) and 5.7(1)(a) as the fair market value of the Loan and the Shares issued to the Lender do not exceed 25% of the Company’s market capitalization.

On August 23, 2022, the board of directors of the Company considered that the Loan Agreement and issuance of shares was on commercially reasonable terms and approved the Loan Agreement and issuance of the Shares to the Lender with Brad Pyatt, a director of the Company, abstaining as to his material interest in the Loan and the Loan Agreement. No member of the board of directors expressed or made any materially contrary view or abstained from approving the Loan Agreement and the issuance of shares in connection therewith.

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 26, 2022.