

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

PlantFuel Life Inc. (the “**Company**” or “**PlantFuel**”)
2500 Meadowpine Blvd., Unit 202
Mississauga, ON L5N 6C4

Item 2: Date of Material Change

October 28, 2022 and November 1, 2022.

Item 3: News Release

News releases were issued and disseminated on October 31, 2022 and November 1, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has closed its non-brokered private placement (the “**Private Placement**”) and completed management and director changes. See Item 5 for details.

Item 5: Full Description of Material Change

On October 31, 2022, the Company announced that, further to its news release dated October 19, 2022, it has closed the first tranche of its Private Placement issuing a total of 7,777,500 units (each a “**Unit**”) at a price of \$0.08 per Unit raising aggregate gross proceeds of \$622,200.

Each Unit is comprised of one common share (each a “**Share**”) and one-half of one common share purchase warrant (each a “**Warrant**”) with each whole Warrant entitling the holder to purchase one additional Share of the Company at a price of \$0.20 per Share for a period of 36 months from the date of issuance. In the event that the Company’s common shares have a closing price on the CSE (or such other exchange on which the Common Shares may be traded at such time) of greater than \$0.30 per common share for a period of 10 consecutive trading days, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given to the holder by the Company.

The Company paid finder’s fees of \$10,656 and 133,200 finder’s warrants (the “**Finder’s Warrants**”) to Research Capital Corporation. The Finder’s Warrants are non-transferable and exercisable at \$0.08 per Finder’s Warrant for a period of 12 months from the date of issuance.

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 the re-launch of the PlantFuel brand with GNC in December and also for general working capital.

On November 1, 2022, the Company announced the appointment of George Scorsis as a member of the board of directors of the Company (the “**Board**”) and the appointment of Mark Miller as CFO and Corporate Secretary of the Company effective November 1, 2022.

Mr. Scorsis, with nearly 20 years of commercial experience in the consumer packaged goods (CPG), beverage and the cannabis industries. Mr. Scorsis currently serves on the board of directors of two publicly traded companies, and is widely recognized for building high-performing teams. As former CEO and director of Liberty Health Sciences, Mr. Scorsis led that company’s expansion into the U.S.-medical cannabis market. He also served as the president of one of Canada’s first public cannabis companies, Mettrum Health Corp., where he was instrumental in a successful exit valued at approximately \$430 million. Prior to joining the cannabis industry, Mr. Scorsis was General Manager of Red Bull Canada where he helped restructure that company geographically, increasing business revenues by \$150 million annually.

Mr. Miller has extensive experience in the consumer-packaged goods (CPG), construction, and oil and gas industries spanning over 20 years with several business that had over \$100m in annual revenues that include MusclePharm Corporation, and Corr-Jenson Inc.

To facilitate the appointments, Michael Lines resigned as a director of the Company and Volodymyr (Vlad) Ivanov resigned as CFO and Corporate Secretary of the Company, effective November 1, 2022. The Company wishes Mr. Lines and Mr. Ivanov all the best in their future endeavors.

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

November 16, 2022.