

**AMENDED  
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**

November 28, 2022.

**Item 3: News Release**

A news release was issued and disseminated on November 29, 2022 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

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

**Item 5: Full Description of Material Change**

The Company announced that, further to its news release dated November 21, 2022, it has closed the second tranche of its Private Placement issuing a total of 2,812,500 units (each a “**Unit**”) at a price of \$0.08 per Unit raising aggregate gross proceeds of \$225,000.

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.

Brad Pyatt, CEO and a director of the Company, subscribed for 1,562,500 Units through his corporation, Tasty Idea LLC. As a result, the Private Placement 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 exemption under Section 5.5(b) “Issuer Not Listed on Specified Markets” of MI 61-101 from the requirement for a formal valuation and relied upon the exemption under Section 5.7(1)(a) “Fair Market Value Not More Than \$2,500,000” from the requirement for minority shareholder approval.

The Shares and 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.

**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](mailto:ir@plantfuel.com)

**Item 9: Date of Report**

December 15, 2022.