

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

December 30, 2022.

Item 3: News Release

A news release was issued and disseminated on December 30, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has completed a debt settlement. See Item 5 for details.

Item 5: Full Description of Material Change

The Company announced that it has issued an aggregate of 5,245,648 common shares (each a “Share”) at a deemed price of \$0.09 per Share, to settle \$472,108.34 in debt (the “Debt Settlement”) for past management and consulting services provided to the Company.

Brad Pyatt, CEO and a director of the Company received 1,857,459 Shares, Brian Cavanaugh, a director of the Company received 2,257,773 Shares and Mark Miller, CFO of the Company received 1,130,417 Shares.

As a result, the Debt Settlement transaction 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 section 5.5(a) and 5.7(1)(a), the “Fair Market Value Not More than 25% of Market Capitalization” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

All securities issued pursuant to the Debt Settlement are subject to a mandatory 4 month hold period.

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

December 30, 2022.