

**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

February 9 and February 10, 2023.

Item 3: News Release

A news release was issued and disseminated on February 10, 2023 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

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

Item 5: Full Description of Material Change

The Company announced that it has issued 833,333 common shares (each a “**Share**”) at a deemed price of \$0.09 per Share settling \$75,000 in debt owing to a creditor (the “**Debt Settlement**”) for past consulting services provided to the Company.

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

The Company also announces that, further to its news release of December 30, 2022, it has cancelled an aggregate of 2,257,773 Shares issued to Brian Cavanaugh, a director of the Company, pursuant to a Debt Settlement. The Shares are being cancelled at the request of Mr. Cavanaugh.

The cancellation of 2,257,773 Shares issued to Brian Cavanaugh, a director of the Company, 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.

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

February 10, 2023.