

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Eurolife Brands Inc. (the “Company” or “Eurolife”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

November 6, 2020.

Item 3: News Release

A news release was issued and disseminated on November 26, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the completion of a purchase agreement transaction and issuance of shares to a director.

Item 5: Full Description of Material Change

The Company announced that, further to its news release of August 20, 2020, it has closed the acquisition of all of the assets of Plant & Co Marche Inc. (“**Plant & Co Marche**”) in consideration for 2,336,000 common shares (the “**Shares**”) of the Company pursuant to an amended and restated asset purchase agreement (the “**Purchase Agreement**”) with Plant & Co Marche.

The Purchase Agreement replaces the previously executed share exchange agreement (the “**Share Exchange Agreement**”) among the Company, Plant & Co Marche, and the Plant & Co Marche shareholders which had originally provided for the acquisition of all of the outstanding shares of Plant & Co Marche. The Company believes that it is in the best interests of the Company to adjust the structure of the transaction to acquire the assets of Plant & Co Marche rather than the acquisition of the corporate vehicle and its associated liabilities. There was no change in the consideration payable for the Plant & Co Marche’s assets as a result of the amended transaction structure.

Plant & Co Marche is a privately held Canadian corporation which owns and operates "Plant & Co Marche" in Toronto, Ontario. Plant & Co Marche is a hybrid health and wellness brand with a retail location offering niche products catering to health and wellness conscious consumers with a focus on plant-based, vegan, vegetarian, hemp, and specialty immune boosting products. The transaction signifies the Company's first foray into the burgeoning health and wellness sector in North America.

The Company has issued 200,000 Shares at a deemed price of \$0.25 per Share to JJ Wolf Investments Ltd. as a finder’s fee for the facilitation of the execution of Purchase Agreement.

The Company also announces that it has issued an aggregate of 83,333 Shares to a director pursuant to a consulting agreement. The Shares were issued at \$0.18 per Share for a deemed value of \$15,000.

Lindsay Hamelin, a director of the Company received 83,333 Shares. As a result, the issuance 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 “*Issuer Not Listed on Specified Markets*” exemption from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

The Shares issued to Ms. Hamelin are subject to a 4 month hold period pursuant to securities laws.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

Corporate update information and name change intention announced in the news release dated November 26, 2020 was not included in this material change report.

Item 8: Executive Officer

For further information, please contact:

EuroLifeBrands.com

Contact: ir@eurolifebrands.com

Item 9: Date of Report

November 27, 2020.