

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Plant&Co. Brands Ltd. (the “Company” or “Plant&Co.”)  
804-750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

February 4, 2021.

**Item 3: News Release**

A news release was issued and disseminated on February 4, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced the appointment of Donna Reddy as President. See Item 5 for full details.

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

The Company announced the appointment of Donna Reddy to the position of President of Plant&Co, effective immediately. Ms. Donna Reddy, a strategic and results-driven leader in the marketing and branding industry, will be responsible to lead the operations of the Company through its next phase of growth focused on expanding both the number of products offered and total addressable market.

Ms. Reddy has a successful track record in the food and beverage sector as the VP of Brand Elevation at GreenSpace Brands, a food and beverage start-up, where she was responsible for overseeing Product Development, Branding, Marketing, and Design of 9 brands across Canada, including Love Child Organics baby food brand. Reddy also worked at Consumer Impact Marketing, a full-service marketing agency, and Universal Studios where she was responsible for driving growth in select retail locations. Reddy is also the recipient of various awards, including the Honorary Degree of Doctor of Business Mentorships from the University of Guelph, and a 2008 CIM Mark of a Leader Winner for Innovation.

Most recently Ms. Reddy held the position of President of Holy Crap Foods Inc. Since joining Holy Crap in 2019, she has been instrumental in repositioning the brand and overseeing the rebrand for all four of the Holy Crap breakfast cereal flavours as well as increasing its product development efforts. Reddy also re-established a successful distribution model, developed a close relationship with BuyBC and other BC and Canada-wide enterprises. Due to Reddy’s efforts, Holy Crap products are available for sale in many well-known Canadian retailers such as Whole Foods, London Drugs, Save On Foods, Organic Garage, Nature’s Emporium, Choices Markets, The Big Carrot, Ambrosia, and Natures Fare Markets, online through its website [www.holycrap.com](http://www.holycrap.com) and [www.amazon.ca](http://www.amazon.ca). Donna continues to build a loyal consumer base valuing the importance of each individual consumer interaction with the brand.

**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:

**Plant&Co. Brands Ltd.**  
Contact: [ir@plantandco.com](mailto:ir@plantandco.com)

**Item 9: Date of Report**

February 4, 2021.