

**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 12, 2021.

**Item 3: News Release**

A news release was issued and disseminated on February 12, 2021 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

On February 12, the Company completed its acquisition of Holy Crap Brands Inc. (“**Holy Crap**”) pursuant to an amalgamation agreement among the Company, a wholly-owned subsidiary of the Company (“**Subco**”) and Holy Crap dated November 25, 2020 (the “**Transaction**”). Holy Crap produces organic breakfast cereals that help maintain a healthy gut. The Holy Crap products are manufactured in Gibsons, British Columbia and are available for sale in many well-known Canadian retailers such as Whole Foods, Save-On-Foods and London Drugs, as well as online through its website at [www.holycrap.com](http://www.holycrap.com) and through [www.amazon.ca](http://www.amazon.ca).

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

On February 12, the Company completed its acquisition of Holy Crap pursuant to an amalgamation agreement among the Company, Subco and Holy Crap dated November 25, 2020 pursuant to which the Company agreed to acquire Holy Crap via an amalgamation, whereby Subco will amalgamate with Holy Crap to form one corporation (“**Amalco**”) under section 269 of the *Business Corporations Act* (British Columbia). Holy Crap produces organic breakfast cereals that help maintain a healthy gut. The Holy Crap products are manufactured in Gibsons, British Columbia and are available for sale in many well-known Canadian retailers such as Whole Foods, Save-On-Foods and London Drugs, as well as online through its website at [www.holycrap.com](http://www.holycrap.com) and through [www.amazon.ca](http://www.amazon.ca). The Transaction forms a new division at Plant&Co focused on creating innovative brands and products, inspired to improve lives through high-quality plant-based ingredients focused on gut-health wellness.

On closing of the Transaction, the Company issued (a) 29,300,000 common shares of the Company (the “**Consideration Shares**”) at a deemed price of \$0.25 per Consideration Share to the shareholders of Holy Crap on record as at the close of business on February 12, 2021, in exchange for every common share of Holy Crap held and the Holy Crap common shares were cancelled; and (b) 4,000,000 share purchase warrants entitling the holder thereof to purchase one common share of the Company at a price of \$0.40 to the current warrant holders of Holy Crap, and otherwise on substantially the same terms and the existing Holy Crap , and the Holy Crap warrants were cancelled. and Amalco became a wholly-owned subsidiary of the Company. As a result of completing the Transaction, Amalco has made an application for an order under the securities legislation of British Columbia and Ontario to cease being a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

**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.**  
Shawn Moniz, CEO  
604.290.8100  
Contact: [ir@plantandco.com](mailto:ir@plantandco.com)

**Item 9: Date of Report**

February 12, 2021.