

NOTICE OF CHANGE IN CORPORATE STRUCTURE

National Instrument 51-102 - Section 4.9

Item 1: Names of the Parties to the Transaction

Holy Crap Brands Inc. (“**Holy Crap**”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Plant&Co. Brands Ltd. (formerly, Eurolife Brands Inc.) (“**Plant&Co.**”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Plant & Company Brands Group Inc. (“**Subco**”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

(collectively, the “**Parties**”).

Item 2: Description of the Transaction

The Parties are pleased to announce that on February 12, 2021 (the “**Effective Date**”) Plant&Co. acquired Holy Crap through the completion of a three-cornered amalgamation (the “**Transaction**”) under section 269 of the *Business Corporations Act* (British Columbia).

Pursuant to the Transaction, Subco and Holy Crap amalgamated into one company, Plant & Company Brands Group Inc. (“**Amalco**”), and Plant&Co. issued 1.926088818 common shares in the capital of Plant&Co. (the “**Plant Shares**”) for every one common share of Holy Crap held, resulting in the issuance of 29,300,000 Plant Shares to the shareholders of Holy Crap in exchange for 100% of the issued and outstanding common shares of Holy Crap and 4,000,000 common share purchase warrants entitling the holder thereof to purchase one Plant Share at a price of \$0.40 per Plant Share until May 2, 2022 to the current warrant holders of Holy Crap (the “**Warrant Exchange**”).

On completion of the Amalgamation, following the aforementioned exchange of shares and warrants, the issued and outstanding common shares of Holy Crap were cancelled without any repayment of capital in respect thereof and the outstanding warrants of Holy Crap were cancelled, and Amalco became a wholly-owned subsidiary of Plant&Co.

As a result of completing the Transaction, Amalco will expeditiously make 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.

Completion of the Transaction, as set forth in the amalgamation agreement dated November 25, 2020 (the “**Amalgamation Agreement**”) entered into among the Parties, was approved by the shareholders of Holy Crap at the annual general and special meeting held on January 6, 2021, and on November 25, 2020, by the board of directors of Holy Crap, the board of directors of Plant&Co., the sole director of Subco and the sole shareholder of Subco. The Amalgamation Agreement was approved by 99.96% of Holy Crap shares represented at the meeting.

Item 3: Effective Date of the Transaction

February 12, 2021.

Item 4: Names of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and name of the continuing entities

On completion of the Transaction, Subco and Holy Crap amalgamated to form Amalco, and Amalco then became a wholly-owned subsidiary of Plant&Co. Plant&Co. continues to be a listed issuer on the Canadian Securities Exchange and a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

Subsequent to the completion of the Transaction, Holy Crap will expeditiously make 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 5: The date of the reporting issuer's first financial year-end after the Transaction

December 31.

Item 6: The periods, including the comparative periods, if any, of the interim and annual Financial statements required to be filed for the reporting issuers' first financial year after the Transaction

After the completion of the amalgamation, Amalco became a wholly owned subsidiary of Plant&Co. The financial statements of Amalco will be incorporated into the financial statements of Plant&Co.

Financial Statement Period	Filing Due Date	Comparatives
December 31, 2020 (Annual)	April 30, 2021	Not applicable
March 31, 2021 (Q1 Interim)	May 31, 2021	Not applicable
June 30, 2021 (Q2 Interim)	August 30, 2021	Not applicable
September 30, 2021 (Q3 Interim)	November 29, 2021	Not applicable

Item 7: Documents filed under National Instrument 51-102 that describe the Arrangement and where those documents can be found in electronic format

Please refer to the Amalgamation Agreement dated November 25, 2020, information circular of Holy Crap dated November 30, 2020 and the news release of Holy Crap dated December 29, 2020, which were filed on SEDAR under Holy Crap's profile at www.sedar.com on November 27, 2020, December 15, 2020 and December 29, 2020.

DATED at Vancouver, British Columbia, as of this 19th day of February, 2021.

Plant & Company Brands Group Inc.

"Shawn Moniz"

Shawn Moniz
Director