

EARLY WARNING REPORT (Form 62-103F1)
Made Pursuant to National Instrument 62-103

The Early Warning System and Related Take-Over Bid and Insider Reporting Issues

Item 1. – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Issuer: Plant&Co. Brands Ltd. (the “**Company**”)
400-1681 Chestnut Street
Vancouver, British Columbia V6J 4M6

Securities: This report relates to the issuance of common shares in the capital of the Company (the “**Shares**”) and Share purchase warrants of the Company (“**Advisory Warrants**”). The Advisory Warrants are exercisable into Shares at an exercise price of \$0.20 per Share expiring on June 18, 2026, and are subject to a vesting provision. The Advisory Warrants vest upon the occurrence of the vesting triggers (the “**Vesting Trigger**”) noted below:

Number of Advisory Warrants Vested	Vesting Trigger
5,000,000	Private Placement Closing (achieved)
2,500,000	\$0.50 ⁽¹⁾
2,500,000	\$0.75 ⁽¹⁾
5,000,000	\$1.00 ⁽¹⁾
5,000,000	\$1.50 ⁽¹⁾
5,000,000	\$2.00 ⁽¹⁾

Note: (1) Closing price of the Shares on the Canadian Securities Exchange (or any other stock exchange that the Shares may trade) required to trigger vesting of Advisory Warrants.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. See item 2.2. The Shares trade on the Canadian Securities Exchange (the “**Exchange**”) under the symbol “VEGN”.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

2085086 Ontario Inc. (the “**Acquiror**”)
209 Chester Avenue
Mont-Royal, QC H3R 1W4

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On June 18, 2021, the Acquiror acquired ownership of 500,000 units (the “**Units**”) at a price of \$0.20 per Unit pursuant to a non-brokered private placement. Each Unit consists of 500,000 Shares and 500,000 Share purchase warrants (“**Warrants**”) exercisable into Shares of the Company at a price of \$0.20 until June 18, 2024.

Additionally, on June 18, 2021, the Acquiror was granted 25,000,000 Advisory Warrants as consideration for the entry into the strategic advisory agreement (the “**Advisory Agreement**”) dated June 1, 2021, entered into among the Company, the Acquiror and Maricom Inc. Pursuant to the terms of the Agreement, the Acquiror and Maricom Inc. agreed to assist the Company with a non-brokered private placement of a minimum of \$300,000 and arranged for the appointments of Alex Rechichi, Mark Rechichi and Kevin Cole to the board of directors of the Company in exchange for an aggregate of 25,000,000 Advisory Warrants issued to the Acquiror.

The Advisory Warrants issued pursuant to the Agreement are exercisable at \$0.20 per Share until June 18, 2026, and are subject to the Vesting Triggers.

Further details on the private placement and Agreement may be found in the news releases of the Company dated and filed on SEDAR on June 2, 2021 and June 21, 2021.

2.3 State the names of any joint actors.

Mark Rechichi and Alex Rechichi.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's security holding percentage in the class of securities.

Prior to the issuance of the Shares, Warrants and Advisory Warrants, the Acquiror held nil securities of the Company.

As a result of the issuance of the Shares and Advisory Warrants on June 18, 2021, the Acquiror now holds 500,000 Shares, 500,000 Warrants and 25,000,000 Advisory Warrants. The Acquiror's non-diluted shareholdings now represent approximately 0.48% of the Company's issued and outstanding Shares. Thus, on a partially diluted basis (i.e., assuming full exercise of all Warrants and Advisory Warrants and no other issuances of Shares by the Company), the Acquiror would hold a total of 26,000,000 Shares representing approximately 20.04% of the Company's issued and outstanding Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror acquired direct ownership of the Shares, Warrants and Advisory Warrants. See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's security holding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.1/3.4 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

\$100,000 was paid by the Acquiror for the purchase of 500,000 Units pursuant to the private placement. No consideration was paid for the 25,000,000 Advisory Warrants.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 2.2.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders; and/or
- (k) an action similar to any of those enumerated above.

The Shares were acquired pursuant to a private placement and entry into the Advisory Agreement, and did not take place through the facilities of any market for the Company's securities. The Acquiror acquired the Units and Warrants for investment purposes. The Acquiror may, depending on market and other conditions, increase or decrease his beneficial ownership of or control or direction over the Company's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities, subject in each case to applicable securities laws.

Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: June 30, 2021.

2085086 ONTARIO INC.

"Alex Rechichi"

Authorized Signatory