

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Plant&Co. Brands Ltd. (the “**Company**” or “**Plant&Co.**”)
400-1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

July 26, 2021.

Item 3: News Release

A news release was issued and disseminated on August 9, 2021 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company entered into an arrangement agreement (the “**Arrangement Agreement**”). See Item 5 for full details.

Item 5: Full Description of Material Change

The Company announced that it has entered into an Arrangement Agreement dated July 26, 2021 with 1309185 BC Ltd. (“**Spinco**”) whereby the Company has transferred the assets (the “**Assets**”), being all cannabis related assets into Spinco, and is proceeding with a plan of arrangement (the “**Arrangement**”) pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia). On completion of the Arrangement, Spinco will become a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario.

Prior to entering into the Arrangement Agreement, the Company entered into an asset purchase agreement (the “**Asset Purchase Agreement**”) with Spinco whereby Spinco purchased the Assets from the Company for a purchase price of \$1,000,000 payable by the issuance of 10,000,000 common shares of Spinco (the “**Spinco Shares**”) at a deemed price of \$0.10 per Spinco Share.

The purpose of the Arrangement and the Asset Purchase Agreement is to unlock dormant shareholder value through the spinout of the Assets into a separate private company with the intension of going public in the future. Spinco is led by a team of seasoned entrepreneurs, own a portfolio of revenue generating cannabis assets, and focus on technology related to the cannabis sector. The sale of the Assets and the Arrangement benefits Plant&Co shareholders (the “**Plant&Co Shareholders**”) two ways:

1. Plant&Co has received \$1 million in Spinco Shares for the sale of the Assets,
2. Pursuant to the Arrangement, and on the share distribution date (to be determined), the Plant&Co Shareholders will receive a total of 10,000,000 Spinco Shares, based on the share conversion factor of 0.09582452.

When the Arrangement has completed, the Company will be singularly focused on plant-based foods and technical operations, including its Holy Crap Breakfast Cereal brand and its YamChops plant-based deli operations.

The Arrangement will be subject to the approval of the Supreme Court of British Columbia, as well as approval by the Plant&Co Shareholders at an annual general and special meeting to be held on September 2, 2021 (the “**Meeting**”).

Details of the proposed Arrangement are provided in the Information Circular (the “**Circular**”) of the Company that will be mailed to the Plant&Co Shareholders on record as of July 22, 2021, the record date for the Meeting (the “**Record Date**”). At the Meeting, the Plant&Co Shareholders will be asked to vote on a special resolution approving the Arrangement. The Plant&Co Shareholders of record as at the Record Date will be eligible to vote on the Arrangement. The Arrangement Agreement and Circular will be posted on SEDAR under the profile of Plant&Co.

The effective date of the Arrangement is expected to be in September 2021. A further press release will be issued by the Company with additional details regarding the Arrangement and when the effective date is confirmed.

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

Item 9: Date of Report

August 9, 2021.