

**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 11, 2022.

Item 3: News Release

A news release was issued and disseminated on July 11, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has closed the second tranche of its non-brokered private placement (the “**Private Placement**”) of unsecured convertible debentures (the “**Debentures**”) for total gross proceeds of \$705,000.

Item 5: Full Description of Material Change

The Company announced that it has closed the second tranche of its Private Placement of Debentures raising additional gross proceeds of \$705,000. The Company has now raised a total of \$2,000,000 combined in both tranches of its Private Placement.

Each Debenture has a principal amount of \$1,000, a 24 month term, earning interest at the rate of twelve percent (12%) per annum payable quarterly after the Closing Date, maturing on the date that is the second anniversary of the first date that the Debentures are issued (the “**Maturity Date**”) and are convertible at the holder’s option into common shares of the Company every three months after the closing date (the “**Closing Date**”), but prior to the Maturity Date, into common shares at a conversion price equal to (a) C\$0.20 per common share if converted in the first 12 months after the Closing Date; or (b) C\$0.25 per common share if converted after the first 12 months after the Closing Date, provided that not less than 25% of the outstanding principal, and any interest amounts owed, is converted.

On the Maturity Date, any outstanding principal amount of the Debentures, plus any accrued and unpaid interest, shall be paid in cash. All securities issued in connection with the closing of the Private Placement are subject to a four-month and one-day statutory hold period in accordance with applicable securities laws.

In connection with the closing of the second tranche of the Private Placement, the Company paid \$35,400 to Echelon Wealth Partners Inc. as a finder’s fee.

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: shawn@plantandco.com

Item 9: Date of Report

July 14, 2022.