

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

PlantFuel Life Inc. (the “**Company**” or “**PlantFuel**”)
2500 Meadowpine Blvd., Unit 202
Mississauga, ON L5N 6C4

Item 2 Date of Material Change

April 25, 2023

Item 3 News Release

A news release disclosing the material change was disseminated on April 25, 2023 (the “**News Release**”) through the facilities of Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval at www.sedar.com (“**SEDAR**”).

Item 4 Summary of Material Changes

The Company announced the resignation of Brad Pyatt as a director and Chief Executive Officer (“**CEO**”) and the appointment of Connor Yuen as the new CEO. The Company also announced the appointment of Andy Wu, the Company’s current Chief Financial Officer to the board of directors.

The Company announced that it has engaged Creative Direct Marketing Group Inc. (“**CDMG**”) and Carsten Schmider Media Relations for marketing services.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On April 25, 2023, the Company announced that Connor Yuen has been named as the new CEO, effective immediately. Yuen has been brought on to expand business initiatives and foster relationships with retailers replacing Brad Pyatt, who will continue to serve the Company as its Founder and act as a strategic consultant.

The Company also announced the appointment of Andy Wu to the board of directors.

Marketing

The Company has engaged CDMG for marketing services. CDMG will, as appropriate, create campaigns, reportlogs, newsalogs, e-mails series, and native and display ads for physical and digital mediums, set up and manage remarketing campaigns, and bring attention to the business of the company in consideration of \$1,060,000 (U.S.). The promotional activity will occur by print, e-mail and social media during the first quarter of 2023.

The Company has also engaged Carsten Schmider Media Realtions to utilize its on-line programs with the aim of broadening the Company's reach within the investment community, increasing investor awareness of the Company, and attracting potential new investors through various on-line platforms and methods of engagement in consideration of up to 300,000 euros. The marketing services include project management and consulting for an on-line marketing campaign, coordinating marketing actions, maintaining and optimizing AdWords campaigns, adapting AdWords bidding strategies, optimizing AdWords ads, and creating and optimizing landing pages. The promotional activity will occur by email, Facebook and Google.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Connor Yuen
Chief Executive Officer
Contact: ir@plantfuel.com
Phone: 888 630-6938

Item 9 Date of Report

May 3, 2023

Forward-Looking Statements

This press release contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities laws (collectively, “forward-looking information”). Forward-looking information are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect”, “likely” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. Forward-looking information in this press release includes, without limitation, statements relating to future opportunities and expansion. Developing forward-looking information involves reliance on several assumptions and considerations of certain risks and uncertainties, some of which are specific to PlantFuel and others that apply to the industry generally. The risk factors and uncertainties that could cause actual results to differ materially from the anticipated results or expectations expressed in this press release. For additional information about assumptions and risks and uncertainties applicable to PlantFuel, please refer to PlantFuel's listing statement dated August 22, 2019 which is available on PlantFuel's SEDAR profile at www.sedar.com. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forwardlooking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.