

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Take notice that the 2022 annual general and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Plantify Foods, Inc. (the “**Corporation**”) will be held on Monday, December 12, 2022 at 8:00 AM (PST). The Meeting will be conducted in a virtual-only format via live audio webcast as provided in the details below. The live audio webcast will allow Shareholders to have an equal opportunity to participate at the Meeting regardless of their geographic location or particular circumstances. Shareholders will not be able to attend the Meeting in person.

The Meeting will have the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended January 31, 2022, together with the auditor’s report thereon;
2. **TO SET AND CONSIDER** the number of directors of the Corporation for the ensuing year at five (5) members, and empower the board of directors (the “**Board**”) to determine the number of directors of the Corporation hereafter from time to time, by resolution of the Board as more particularly described in the Corporation’s management information circular;
3. **TO ELECT** and, if thought advisable, to pass, with or without variation, an ordinary resolution to elect five (5) directors to hold office until the close of the next annual meeting of Shareholders as more particularly described in the Corporation’s management information circular ;
4. **TO RE-APPOINT** Ziv Haft, certified public accountants (isr.), a BDO member firm as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration, as more particularly described in the Corporation’s management information circular;
5. **TO CONSIDER** and, if thought advisable, to pass, with or without variation, an ordinary resolution to establish and approve the omnibus equity incentive plan, as more particularly described in the Corporation’s management information circular;
6. **TO CONSIDER** and, if thought advisable, to pass a special resolution authorizing and approving an amendment to the Corporation’s articles to effect a consolidation of the Corporation’s issued and outstanding common shares, as more particularly described in the Corporation’s management information circular; and
7. **TO TRANSACT** such other business as may properly come before the Meeting.

The management information circular (the “**Information Circular**”) which accompanies this Notice of Meeting contains the text of the proposed resolutions and further information relating to the above matters. Also accompanying this Notice is a form of proxy.

The Board has fixed the close of business on October 31, 2022 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting virtually and who wish to ensure that their shares will be voted at the Meeting are requested to complete, sign and date the enclosed Proxy, and forward the Proxy via email in accordance with the instructions set out therein and in the Information Circular accompanying this Notice.

The Corporation will provide to any Shareholder, upon request to Computershare Investor Services Inc. ("**Computershare**"), the Corporation's transfer agent, a paper copy of the Information Circular and the audited financial statements of the Corporation for the fiscal year ended January 31, 2022 and management's discussion and analysis of the Corporation filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for requesting shareholders to receive and review a paper copy of the Information Circular or other document prior to the proxy deadline (as specified below), any Shareholder who wishes to receive paper copies of any of the Meeting materials should contact Computershare by November 30, 2022 by calling toll-free within North America at 1-866-962-0498 or direct, from outside North America, at (514) 982-8716 and entering in your control number as indicated on your voting instruction form (the "**VIF**") or the form of proxy (the "**Proxy**"). Shareholders are reminded to review the Information Circular prior to voting.

Virtual Meeting Details

In order to streamline the virtual meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the VIF or the Proxy mailed to them with the Meeting materials.

Registered Shareholders and duly appointed proxyholders will be able to attend and participate in the Meeting via a live teleconference. Specifically, registered Shareholders and duly appointed proxy holders who have properly pre-registered to participate in the Meeting as outlined below will have the opportunity to (i) speak at the Meeting, and (ii) provided they have not already submitted their votes, participate in telephone voting during the Meeting.

Non-registered Shareholders (being Shareholders who hold their common shares of the Corporation through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests. Guests will not be able to vote or ask questions at the Meeting.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND ATTEND THE MEETING VIRTUALLY. THE CONFERENCE NUMBER IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL.

Registered Shareholders or Duly Appointed Proxyholders Access:

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed proxy and send it in the enclosed envelope or otherwise to the Corporation's transfer agent, Computershare, in accordance with the instructions set forth in the Information Circular and in the enclosed Proxy. Electronic voting is also available for this Meeting through www.investorvote.com and telephone voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper Proxy. Further details on the electronic voting process are provided in the Proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the VIF in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted or Chairperson of the Meeting in his discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.

Date: December 12, 2022
Time: 8:00 a.m. (PST)

Canada:
1-855-703-8985
US:
1-888-475-4499
Israel:
1801-227-228
International:
972-3-978-6688

Meeting ID: 859 0386 4714
Passcode: 022949

To register in advance:

<https://mindengross.zoom.us/meeting/register/tZEkd-qgqD8tG9Dn6h8CfKYuV42vxLDgfbUW>

Dated at Toronto, Ontario, October 31, 2022.

BY ORDER OF THE BOARD

"Roy Borochoy"

Roy Borochoy

Chief Executive Officer, President and Director

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Statement Regarding Forward-Looking Information

Certain statements and information contained herein are not based on historical facts and constitute forward-looking information and forward-looking statements, within the meaning of Canadian securities laws, that are based on expectations, estimates and projections as at the date of this Circular. Forward-looking information is often identified by the words "**may**", "**would**", "**could**", "**should**", "**will**", "**intend**", "**plan**", "**anticipate**", "**believe**", "**estimate**", "**expect**" or similar expressions and includes, among others, information regarding: statements relating to the business and future activities of, and developments related, to the Company after the date of this information circular; expectations for other economic, business, regulatory and/or competitive factors related to the Company generally, including but not limited to the effects caused by COVID-19; and other events or conditions that may occur in the future.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in general economic, business and political conditions, including changes in the financial, foreign exchange and commodity markets caused by the spread of COVID-19; changes in applicable laws; and compliance with extensive government regulation, including obtaining government approvals.

This forward-looking information may be affected by risks and uncertainties in the business of the Corporation and market conditions. Some of the important risks and uncertainties that could affect forward-looking information are described further under the heading "**Risk Factors**" in the Corporation's filing statement dated July 26, 2022 (the "**Filing Statement**") filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com.

Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Accordingly, readers should not place undue reliance on forward-looking information. This forward-looking information is made as of the date of this Circular. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.