

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Reporting Issuer**

Plantify Foods, Inc. (the “**Company**”)  
2264 East 11<sup>th</sup> Avenue  
Vancouver, BC V5N 1Z6

**Item 2. Date of Material Change**

December 20, 2024

**Item 3. News Release**

A news release dated December 20, 2024 was disseminated through TheNewswire.

**Item 4. Summary of Material Changes**

The Company closed the non-brokered private placement (the “**Private Placement**”) announced in its news release of December 9, 2024.

**Item 5. Full Description of Material Change**

The Company issued 5,333,333 units of the Company (each, a “**Unit**”) under the Private Placement at a price of \$0.1875 per Unit to raise gross proceeds of approximately \$1 million. Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one common share purchase warrant of the Company (a “**Warrant**”). Each Warrant entitles the holder to purchase one common share in the capital of the Company (a “**Warrant Share**”) for a period of twenty-four (24) months from the date of issue at an exercise price of \$0.25 per Warrant Share.

In connection with the Private Placement, the Company paid Capitalink Ltd. and LIA Pure Capital Ltd. (the “**Finders**”) aggregate cash fees of \$70,125 and issued to the Finders, in aggregate, 566,666 common shares (the “**Finders’ Shares**”).

All securities issued in connection with the Private Placement (including the Finders’ Shares) are subject to a statutory four-month hold period under applicable securities laws, which expires on April 20, 2025. The Finders’ Shares are also subject to a TSX Venture Exchange hold period, which expires on April 20, 2025.

**Item 5.2 Disclosure of Restructuring Transactions**

Not applicable.

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

*If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for such reliance.*

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

Gabriel Kabazo, CFO and Corporate Secretary  
(778) 601-8420

**Item 9. Date of Report**

December 30, 2024