

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

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

Item 2. Date of Material Change

November 27, 2025

Item 3. News Release

A news release dated November 27, 2025 was disseminated through TheNewswire.

Item 4. Summary of Material Changes

The Company announced that it intends to issue rights to holders of record of its common shares for the purchase of up to a total of 11,440,489 of its common shares (“**Common Shares**”) at a price of \$0.12 per Common Share.

Item 5. Full Description of Material Change

The Company intends to issue rights (the “**Rights Offering**”) to holders of record of Common Shares as of 2:00 p.m. (Pacific) on December 5, 2025 (the “**Record Date**”) for the purchase of up to a total of 11,440,489 Common Shares. Pursuant to the Rights Offering, each shareholder of the Company (a “**Shareholder**”) will receive one transferable right (each, a “**Right**”) for every Common Share held as of the Record Date. One Right will entitle the holder thereof to subscribe for one Common Share at a subscription price of \$0.12 per Common Share (the “**Basic Subscription Privilege**”) until 2:00 p.m. (Pacific) on December 31, 2025 (the “**Expiry**”). Assuming the exercise of all Rights, the Rights Offering will raise gross proceeds of \$1,372,859.

The Rights will be issued to Shareholders resident in a jurisdiction of Canada (the “**Eligible Jurisdictions**”) and those Shareholders resident outside of the Eligible Jurisdictions who have satisfied the Company as to their ability to legally receive the Rights. Accordingly, and subject to the detailed provisions of the right offering circular dated November 27, 2025 (the “**Circular**”), Rights direct registration system statements (“**Rights DRS**”) will not be mailed to Shareholders resident outside of the Eligible Jurisdictions unless such Shareholders are able to establish to the satisfaction of the Company, on or before December 17, 2025, that they are eligible to participate in the Rights Offering. Shareholders who fully exercise their Rights will be entitled to subscribe pro rata for Common Shares, if any, not otherwise subscribed for by other holders of Rights prior to the Expiry pursuant to the Basic Subscription Privilege.

Complete details of the Rights Offering are set out in the Circular and the rights offering notice (the “**Notice**”), which are filed under the Company’s profile at www.sedarplus.ca. Registered Shareholders who wish to exercise their Rights must complete and forward the Rights DRS, together with applicable funds, to Computershare Investor Services Inc., the depositary for the Rights Offering, on or before the Expiry. Shareholders who own Common Shares through an intermediary, such as a securities dealer or broker, will receive materials and instructions from their intermediary.

Neither the Rights nor the Common Shares issuable upon exercise of the Rights have been or will be registered under the *United States Securities Act of 1933*, as amended, and may not be exercised, offered or sold, as applicable, in the United States absent registration or an applicable exemption from the registration requirements. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy Common Shares. There shall be no offer or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification of such securities under the laws of any such jurisdiction.

Item 5.2 Disclosure of 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

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

Item 9. Date of Report

December 1, 2025