

**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**

February 18, 2026

**Item 3. News Release**

A news release dated February 18, 2026 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 January 5, 2026.

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

The Company issued 19,600,000 units of the Company (each, a “Unit”) under the Private Placement at a price of \$0.09 per Unit to raise gross proceeds of \$1,764,000. Each Unit consists of one common share in the capital of the Company (a “Share”) and one Share purchase warrant of the Company (a “Warrant”). Each Warrant entitles the holder to purchase one Share for a period of 36 months from the date of issue at an exercise price of \$0.12 per Share.

The proceeds from the Private Placement will be used to pay the costs of the Private Placement, repay debt owed to creditors who were not subscribers in the Private Placement, to provide a reserve for due diligence and other costs related to the possible acquisition of a new business (the search for which will now commence) and to provide for an estimated 12 months of overhead expenses.

In connection with the Private Placement, the Company paid to Amir Uziel Economic Consultant Ltd. (the “Finder”) a cash finder’s fee of \$145,530 and issued to the Finder 2,450,000 Shares.

All securities issued in connection with the Private Placement are subject to a four-month hold period.

**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  
(604) 833-6820

**Item 9. Date of Report**

February 25, 2026