FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities[1])

Name of Listed Issuer:	Symbol(s):
PlantX Life Inc. (formerly Vegaste Technologies Corp.) (the “Issuer”).	**“VEGA”**

Date: **November 5, 2020**

Is this an updating or amending Notice: ☒Yes ☐No

If yes provide date(s) of prior Notices: **September 24, 2020.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **54,462,036 common shares in the capital of the Issuer (“Common Shares”).**

Pricing

Date of news release announcing proposed issuance: **September 24, 2020** or

Date of confidential request for price protection: **N/A.**

Closing Market Price on Day Preceding the news release: **$1.14** or

Day preceding request for price protection: **N/A.**

Closing

Number of securities to be issued: **11,826,032 Common Shares.**

Issued and outstanding securities following issuance: **66,288,068 Common Shares.**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction

6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
N/A	**N/A**	**N/A**	**N/A**
Total number of purchasers:	**N/A**	**N/A**	**N/A**
Total dollar value of distribution in all jurisdictions:			**N/A**

Table 1B – Related Persons

Full Name &Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	TotalSecurities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **N/A.**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **N/A.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A.**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. **N/A.**

5. Description of securities to be issued:

   (a) Class **N/A**.

   (b) Number **N/A**.

   (c) Price per security **N/A**.

   (d) Voting rights **N/A**.

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

   (a) Number **N/A.**

   (b) Number of securities eligible to be purchased on exercise of warrants (or options) **N/A.**

   (c) Exercise price **N/A.**

   (d) Expiry date **N/A.**

7. Provide the following information if debt securities are to be issued:

   (a) Aggregate principal amount **N/A.**

   (b) Maturity date **N/A.**

   (c) Interest rate **N/A.**

   (d) Conversion terms **N/A.**

   (e) Default provisions **N/A.**

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **N/A.**

   (b) Cash **N/A.**

   (c) Securities **N/A.**

   (d) Other **N/A.**

(e) Expiry date of any options, warrants etc. **N/A.**

(f) Exercise price of any options, warrants etc. **N/A.**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship **N/A.**

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **N/A.**

11. State whether the private placement will result in a change of control. **N/A.**

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **N/A.**

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities. **N/A.**

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

   The Issuer proposes to acquire all of the issued and outstanding shares of Bloomboxclub Limited ("BloomBox"), a privately-held UK-based e-commerce platform that sells and delivers indoor plants to its customers via subscription service and online shop. Upon completion of the acquisition, BloomBox will operate as a wholly-owned subsidiary of the Issuer, managed by BloomBox founder, Dr. Katie Cooper. BloomBox will help broaden the Issuer's houseplant product offerings, expand its online community, and serve as a platform for the Issuer's future expansion into Europe.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

   Pursuant to the terms of the letter of intent between the Issuer and BloomBox entered into on September 24, 2020 (the "LOI"), the Issuer will acquire all of the issued and outstanding shares of BloomBox for a total purchase price of £8 million to be satisfied by a combination of cash and common shares in the capital of the Issuer. BloomBox and its securityholders are at arm's length to the Issuer. The transaction remains subject to the execution of a definitive purchase agreement, satisfactory due diligence by the Issuer and the receipt of all necessary governmental, corporate, and regulatory approvals. Closing is expected to occur on or about November 6, 2020 or as otherwise agreed to by the parties.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: **$13,626,280.00**.

   (b) Cash: **£560,000**.

   (c) Securities (including options, warrants etc.) and dollar value:

   Pursuant to the LOI, the Issuer will issue 10,782,559 common shares to the shareholders of BloomBox, at a deemed price of CAD$1.17 per Common Share (equal to the volume-weighted average trading price of the Common Shares for the 10 trading

<u>days immediately preceding the date of the public announcement of the transaction).</u>

(d) Other: **<u>N/A</u>.**

(e) Expiry date of options, warrants, etc. if any: **<u>N/A</u>**.

(f) Exercise price of options, warrants, etc. if any: **<u>N/A</u>**.

(g) Work commitments: **<u>N/A</u>.**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. <u>The purchase price was determined through arm's length negotiations between the parties as informed by their respective due diligence investigations.</u>

6. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **<u>N/A</u>**.

7. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	**Number and Type of Securities to be Issued**	**Dollar value per Security (CDN$)**	**Conversion price (if applicable)**	**Prospectus Exemption**	**Total Securities, Previously Owned, Controlled or Directed by Party**	**Relationship to Issuer (1)**
Katie Gilbert	3,006,104 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
John Gilbert	2,585,107 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Lars Peter Busch	927,771 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
FF Homecare & Hygiene Ltd	704,903 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Busch Invest Aps	660,975 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Lana Novak	406,554 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Andrew Houston	303,765 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length

Peter Redhead	283,058 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Gideon Reeves	278,410 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Colin Dartnell	216,079 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Offham Assets Ltd	194,216 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Inno Software Ltd	194,047 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Ben Pritchard	182,248 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Sarah Lawton	145,926 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Crowdcube Nominees Ltd	145,212 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Vjenceslav Novak	119,800 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Alex Scott	98,972 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Julian Stortt	78,749 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Beena Goyal	48,512 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Ashish Goyal	48,512 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Nisha Goyal	48,512 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Ram Goyal	48,512 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Andrew Meikle	38,811 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length
Bruno Felgueiras	17,804 Common Shares	$1.17 per Common Share	N/A	BC Instrument 72-503 *Distribution of Securities outside British Columbia*	Nil	Arm's length

(1) Indicate if Related Person

8. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Management and counsel to the Issuer will conduct customary business and legal due diligence respectively in respect of BloomBox and its subsidiaries.

9. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

In the event the transaction is completed, Sorger & Company Inc. will receive a financial advisory fee equal to 10% of the value of the transaction, that being £800,000, which will be satisfied by a combination of cash and Common Shares.

(b) Cash: **$135,883**

(c) Securities **1,043,473 Common Shares at a deemed price equal to $1.17 per Common Share**.

(d) Other **N/A**.

(e) Expiry date of any options, warrants etc. **N/A**.

(f) Exercise price of any options, warrants etc. **N/A**.

10. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **N/A.**

11. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A.**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated November 5, 2020.

Lorne Rapkin_______________
Name of Director or Senior Officer

*"Lorne Rapkin"*______________
Signature

Chief Financial Officer________
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.