

PlantX Acquires Assets of Plant-Based Market, Peter Rubi, LLC



Acquisition increases PlantX's storage and fulfillment capabilities in the United States

VANCOUVER, British Columbia, December 13, 2021 /CSW/ — PlantX Life Inc. (the “**Company**” or “**PlantX**”) (CSE: VEGA) (Frankfurt: WNT1) (OTCQB: PLTXF) is pleased to announce that the Company, through its indirect wholly-owned subsidiary, PlantX Midwest Inc. (“**PlantX Midwest**”), has entered into an asset purchase agreement dated December 12, 2021 (the “**Purchase Agreement**”) pursuant to which PlantX Midwest has acquired substantially all of the assets and assumed certain of the liabilities of Peter Rubi, LLC (“**Peter Rubi**”) (the “**Acquisition**”) for a valuation multiple of less than 1x 2021 (unaudited) revenue. Based on Q3 2021 (unaudited) financials for the three months ended September 30, 2021, Peter Rubi operates at a yearly revenue run-rate in excess of \$7,000,000⁽¹⁾. For further details about the Acquisition, please see “About the Acquisition”.

Peter Rubi is an innovative plant-based market, e-commerce platform and two brick-and-mortar stores located in Chicago, Illinois (Montrose Avenue) and Plainfield, Illinois (Route 59). The Peter Rubi brand is known for its plant-based grocery items, plant-based catering services and the delivery of carefully designed plant-based dishes, dips and seasonal fruit and vegetable trays from local vendors.

PlantX intends to relaunch both Peter Rubi retail locations under the Company's “XMarket” brand. Peter Rubi's mission to improve health and wellness through plant-based living is highly aligned with the Company's XMarket vision and operating model for its brick-and-mortar locations. The stores will be operated in collaboration with the Peter Rubi founders, who have extensive operational experience in establishing a sustainable plant-based infrastructure in the US. The Illinois stores will also serve as new storage and fulfillment centers that will diversify the Company's distribution capabilities including assisting with orders processed through www.PlantX.com. The locations will also feature the XMarket interactive shopping model to help expand PlantX brand awareness.

In line with the XMarket e-commerce enhancing strategy, the Company will leverage Peter Rubi's warehousing facilities, operational potential, extensive customer base, and plant-based merchandising expertise to boost its e-commerce growth in the US. The stores will serve as new storage and fulfillment

centers that will increase and diversify the Company's distribution capabilities. This will enable the Company to serve e-commerce customers more efficiently across the Midwestern US, while driving online sales. Additionally, the stores will be capitalizing on the XMarket interactive shopping model to help expand PlantX brand awareness and foster online customer engagement.

"We are extremely proud to welcome Peter Rubi into our growing PlantX family under the increasingly iconic XMarket brand", said Sean Dollinger, PlantX Founder. "Building on Peter Rubi's influential presence in the Chicagoland area, this accretive acquisition gives PlantX access to an impressive new community in and around the third largest city in the US, while solidifying our e-commerce market presence and impact in the Midwestern US. The new acquisition, alongside our ongoing partnership with Chicago Bears Quarterback Justin Fields, one of America's most beloved plant-based athletes, demonstrates PlantX's unique approach to building a sustainable legacy in the US."

About the Acquisition

Under the terms of Purchase Agreement, PlantX acquired the Peter Rubi assets in exchange for (i) US\$1,200,000 in cash plus (ii) 9,188,897 common shares in the authorized share structure of the Company ("**Common Shares**") at a deemed price of \$0.2774 per share, being equal to the ten (10) day volume weighted average trading price of the Common Shares as of December 3, 2021 (the "**Consideration Shares**"). The Consideration Shares will be issued and delivered to the vendors over an 18 month period as follows:

- 10% of the Consideration Shares promptly following December 12, 2021 (the "**Closing Date**");
- 15% of the Consideration Shares will be issued on the first business day following the three-month anniversary of the Closing Date;
- 15% of the Consideration Shares will be issued on the first business day following the six-month anniversary of the Closing Date;
- 15% of the Consideration Shares will be issued on the first business day following the nine-month anniversary of the Closing Date;
- 15% of the Consideration Shares will be issued on the first business day following the 12-month anniversary of the Closing Date;
- 15% of the Consideration Shares will be issued on the first business day following the 15-month anniversary of the Closing Date; and
- 15% of the Consideration Shares will be issued on the first business day following the 18-month anniversary of the closing date.

The Company has also assumed certain of the liabilities of Peter Rubi under the terms of the Purchase Agreement.

The Consideration Shares are subject to a 4-month statutory hold period from the date of issue in accordance with applicable Canadian securities laws. Additionally, the Purchase Agreement provides that the Consideration Shares will not, on any given day, be sold in such number of Common Shares that exceeds 10% of the average trading volume of the Common Shares on the Canadian Securities Exchange during the immediately preceding trading days, subject to certain exceptions.

In connection with the Purchase Agreement, the Company has agreed to pay a finder's fee of 1,029,156 Common Shares at a deemed issue price of \$0.2774 per share to the founder of the Company. Furthermore, the Company has agreed to pay a financial advisory fee to an arm's length financial advisor, which will be satisfied by cash in the aggregate amount of US\$18,000 and the issuance of an aggregate of 166,763 Common Shares at a deemed issue price of \$0.2774 per share.

Non-Brokered Private Placement of Convertible Debentures of up to \$10,000,000

The Company is also pleased to announce that it intends to complete a non-brokered private placement of up to \$10,000,000 in unsecured convertible debentures of the Company (the “**Debentures**”) (the “**Offering**”). Pursuant to the terms of the Offering, the Debentures will be convertible into units of the Company (“**Units**”) at the lesser of: (a) 20% discount to the closing market price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) on the last trading day immediately prior the date of conversion (the “**Conversion Date**”); and (b) the maximum permissible discounted price on the Conversion Date pursuant to the policies of the CSE. The Debentures will mature and be repayable 24 months from their date of issuance (the “**Maturity Date**”) and bear interest at a rate of 12% per annum.

Each Unit will be comprised of one (1) Common Share and one (1) Common Share purchase warrant of the Company (a “**Warrant**”). Each Warrant will entitle the holder to acquire one (1) Common Share for a period of 24 months from the date of issuance of the Warrant, at an exercise price equal to the closing trading price of the Common Shares on the CSE on the Conversion Date.

The Company intends to use the net proceeds from the Offering for general working capital purposes. The Offering, which is expected to close in one or more tranches, will be led by certain directors, officers and the founder of the Company.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or “U.S. Persons”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements

About PlantX Life Inc.

PlantX aims to be the digital face of the plant-based community, by utilizing its platform to be the one-stop-shop for everything plant-based. With its fast-growing category verticals, the Company offers customers across North America more than 10,000 plant-based products. In addition to offering meal and indoor plant deliveries, the Company currently has plans underway to expand its product lines to include cosmetics, clothing, and its own water brand — but the business is not limited to an e-commerce platform. The Company uses its digital platform to build a community of like-minded consumers, and most importantly, provide education. Its successful enterprise is being built and fortified on partnerships with top nutritionists, chefs and brands. The Company eliminates the barriers to entry for anyone interested in living a plant-based lifestyle and thriving in a longer, healthier and happier life.

About Peter Rubi

Founded in 2012 by John and Maria Graves, Peter Rubi is considered the original, first of its kind plant-based market that helped catalyze the plant-based movement across the United States. Having grown exponentially since its conception, Peter Rubi is now a well-established brand, popular among Chicago’s growing plant-based community due to its diverse offerings of plant-based grocery items, including fresh produce, wholesome pantry goods from local and global purveyors, and grab-and-go items to inspire a healthier lifestyle.

CONTACT INFORMATION

For additional information, please contact:

Alexandra Hoffman
Chief Marketing Officer

(323)536-7973
Alex@PlantX.com

The Company website is <http://investor.PlantX.com/>.

To visit the Company's YouTube channel, click [here](#).

(1) Preliminary and unaudited financial results are subject to customary financial statement procedures by the Company and its auditors. Actual results could be affected by subsequent events or determinations. While the Company believes there is a reasonable basis for these preliminary financial results, the results involve known and unknown risks and uncertainties that may cause actual results to differ materially. These preliminary fiscal results represent forward-looking information. See "Forward-Looking Information" and "Financial Outlook".

Financial Outlook

This news release contains a financial outlook within the meaning of applicable Canadian securities laws. The financial outlook has been prepared by management of Peter Rubi and the Company to provide an outlook for Peter Rubi's forecasted annual revenue run rate for the three months period ended September 30, 2021 and may not be appropriate for any other purpose. The financial outlook has been prepared based on a number of assumptions including the assumptions discussed under the heading "Forward-Looking Information" below. The actual results of Peter Rubi's operations for any period will likely vary from the amounts set forth in these projections and such variations may be material. The Company and its management believe that the financial outlook has been prepared on a reasonable basis. However, because this information is highly subjective and subject to numerous risks, including the risks discussed under the heading "Forward-Looking Information" below, it should not be relied on as necessarily indicative of future results.

Forward Looking-Information

This press release contains "forward-looking information" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. The forward-looking information contained herein includes, without limitation, the Company's plans regarding the acquired Peter Rubi assets, the timing and amounts of consideration shares still to be delivered to the vendors of Peter Rubi, payments to be made to the Company's advisors, the expected terms and size of the Offering, the expected participation of certain of the Company's directors, officers and founder in the Offering, the proposed use of proceeds of the Offering and the business and strategic plans of the Company.

By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond the Company's control, could cause actual results to differ materially from the forward-looking information in this press release including, without limitation: the Company's ability to comply with all applicable governmental regulations including all applicable food safety laws and regulations; impacts to the business and operations of the Company due to the COVID-19 pandemic; a limited operating history; the ability of the Company to access capital to meet future

financing needs; the Company's reliance on management and key personnel; competition; changes in consumer trends; foreign currency fluctuations; and general economic, market or business conditions.

Additional risk factors can also be found in the Company's continuous disclosure documents which have been filed on SEDAR and can be accessed at www.sedar.com. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.