

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Vegaste Technologies Corp. (the “**Company**”)
504 – 100 Park Royal South
West Vancouver, BC
V7T 1A2

Item 2. Date of Material Change

September 14, 2020

Item 3. News Release

The press release disclosing the material change was released on September 14, 2020 through the facilities of CNW.

Item 4. Summary of Material Change

On September 14, 2020 the Company announced that it has entered into a partnership agreement (the “**Agreement**”) with Liv Marketplace LLC (“**Liv Marketplace**”) whereby Liv Marketplace will serve as the exclusive online fulfillment partner and retail distributor of the Company’s products in the United States. In addition, Liv Marketplace will establish and operate retail stores, coffee shops and cafes in the United States under the PlantX name beginning with the Company’s first store location in San Diego, California that is scheduled to open on December 1, 2020.

Under the terms of the Agreement, Liv Marketplace will purchase a minimum of US\$25,000,000 (approximately CAD\$33,000,000) of the Company’s products over a one year term for distribution in the United States. In addition, Liv Marketplace will pay the Company a 6% royalty on the gross revenue generated under the Agreement. Under this model, the Company will not have to incur additional US labour costs and will virtually have no carrying costs for inventory in the US due to Liv Marketplace fulfilling online orders using its facilities and staff.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On September 14, 2020 the Company announced that it has entered into an Agreement with Liv Marketplace whereby Liv Marketplace will serve as the exclusive online fulfillment partner and retail distributor of the Company’s products in the United States. In addition, Liv Marketplace will establish and operate retail stores, coffee shops and cafes in the United States under the PlantX name beginning with the Company’s first store location in San Diego, California that is scheduled to open on December 1, 2020.

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additional US labour costs and will virtually have no carrying costs for inventory in the US due to Liv Marketplace fulfilling online orders using its facilities and staff.

Liv Marketplace will build and operate the Company's first brick and mortar retail location in San Diego, California. The 4,515 square foot store will be located at 3930 5th Avenue in San Diego, California and will serve as the Company's showcase store in the United States with over 5,000 plant-based products available for purchase and bring the Company's current Canadian meal delivery service to the United States. The store will be a working prototype where consumers will be able to shop and check out products using their mobile device via the Company's mobile app. COVID-19 safety protocols will be implemented in the store. The store will also serve as a training center for future staff to replicate the experience for future potential franchises.

The Company plans to make available plant-based vitamins and supplements from Stay Wyld Organics, Mid-Day Squares plant-based chocolate bars, groceries from popular plant-based brands, private label products and PlantX-branded water in its retail stores. In addition, the San Diego store will include amenities such as a plant-based education center, coffee shop, a restaurant with plant-based meals made by LA-based chef Gregg Drusinsky, and grab-and-go meals from PlantX's menu featured on PlantX.com/plan-based-meal-delivery.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

Item 7. Omitted Information

None.

Item 8. Executive Officer

Julia Frank
Chief Executive Officer
604-355-6100
julia@plantx.com

Item 9. Date of Report

September 22, 2020

Forward-Looking Information

This report 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 statements regarding the Company's plans to establish retail locations in the United States through its partner, Liv Marketplace, the opening of the

Company's first retail store in San Diego, California, the size and location of the first store, the amount of the Company's products to be purchased by Liv Marketplace for distribution in the United States, the royalty fee to be paid to the Company by Liv Marketplace, the products to be offered in the Company's first store, the extension of the Company's meal delivery service into the United States, the use of the Company's mobile app to check out products, the implementation of Covid-19 protocols in the first store, the future franchising of stores, the planned amenities in the first store, the Company's platform emerging as an industry leader, the growth of the plant-based sector 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 our control, could cause actual results to differ materially from the forward-looking information in this report 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 epidemic; 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 report 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.