

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Vegaste Technologies Corp (formerly, Winston Resources Inc.)  
400 - 837 West Hastings Street  
Vancouver, BC  
V6C 3N6

**Item 2. Date of Material Change**

July 17, 2020 and August 5, 2020

**Item 3. News Release**

A news release dated August 5, 2020 was disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company completed acquisition of PlantX Life Inc. and completed a share consolidation and change of name.

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

**5.1 Full Description of Material Change**

On August 5, 2020, the Company completed its previously announced acquisition (the “**Transaction**”) of PlantX Life Inc. (“**PlantX**”). In connection with the Transaction, the Company consolidated its common shares on the basis of one post-consolidation share for each 10 pre-consolidation shares (the “**Consolidation**”) and changed its name to “Vegaste Technologies Corp.” on July 17, 2020. The Transaction constitutes a “fundamental change” pursuant to Policy 8 – *Fundamental Changes and Change of Business* of the Canadian Securities Exchange (the “**CSE**”) and the Company will carry on the business of PlantX, which is now a wholly owned subsidiary of the Company.

The CSE issued its conditional approval of the Transaction on July 27, 2020. The Company’s post-Consolidation common shares (the “**Common Shares**”) will resume trading on the CSE under the new ticker symbol “VEGA” after the CSE’s conditions for listing are satisfied and the CSE issues its final exchange bulletin confirming the completion of the Transaction. The Common Shares are anticipated to resume trading by next week.

PlantX is a digital based, one-stop-shop and distribution company with a fast-growing database with plan to offer customers across North America more than 3,000 products by the end of August, 2020. In addition to offering pre-made meals and indoor plant deliveries, PlantX currently has plans underway to expand its product lines to include cosmetics, vitamins, clothing, and its own water brand. In addition, PlantX will use its digital platform, [www.Plantx.com](http://www.Plantx.com), to build a community of like-minded consumers and most importantly, provide education. The Company's business is not limited to an e-commerce platform, and also includes partnerships with top nutritionists, chefs, and brands.

The Company acquired all of the issued and outstanding shares of PlantX through an amended and restated share exchange agreement dated July 10, 2020, as amended on July 29, 2020, among the Company, PlantX and all of the shareholders of PlantX. Pursuant to the Transaction, the Company issued to the shareholders of PlantX an aggregate of 35,572,220 Common Shares. Outstanding stock options of PlantX by their terms became exercisable for an aggregate of 1,500,000 Common Shares.

In connection with the Transaction, the Company issued 3,557,222 Common Shares to an arm's length finder at a deemed price of \$0.25 per Common Share as finder's fees and such Common Shares are subject to a contractual hold period expiring on December 6, 2020.

With the completion of the Transaction, the Company has 54,462,036 Common Shares issued and outstanding (on an undiluted basis). The principals of the Company collectively hold 18,061,667 Common Shares, and 18,061,667 Common Shares are subject to an Escrow Agreement pursuant to the policies of the CSE. In addition, 17,510,553 Common Shares are subject to a voluntary 18-month escrow, whereby 10% will be released on the listing date and 30% released every six months thereafter.

In connection with the completion of the Transaction, the Company's board of directors will be as follows: Peter Simeon, Lorne Rapkin, Quinn Field-Dyde and Todd Shapiro. In addition, the Company's executive management will be as follows:

- Julia Frank – Chief Executive Officer
- Lorne Rapkin – Chief Financial Officer
- Alex Hoffman – Chief Marketing Officer

Additional information in respect of the Company's business is available in the Company's listing statement dated August 5, 2020, available under the Company's profile on [www.sedar.com](http://www.sedar.com).

## **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 Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Julia Frank  
Chief Executive Officer  
julia@plantx.com

**Item 9. Date of Report**

August 5, 2020