PLANTX LIFE INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended December 31, 2021 and 2020

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This management discussion and analysis (**"MD&A"**) is to accompany the unaudited condensed interim consolidated financial statements of PlantX Life Inc. (**"PlantX"** or the **"Company"**) for the three and nine months ended December 31, 2021 and 2020.

This MD&A is dated February 28, 2022.

The following MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the three and nine months ended December, 2021 and 2020 and with the audited consolidated financial statements and the notes thereto for the year ended March 31, 2021, which were prepared in accordance with International Financial Reporting Standards (**"IFRS"**). Unless otherwise noted, all currency amounts are in Canadian dollars.

Management is responsible for the information contained in the MD&A and its consistency with information presented, reviewed and approved by the audit committee of the Company (the **"Audit Committee"**) and board of directors of the Company (the **"Board"**).

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "designed", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

DESCRIPTION OF THE BUSINESS

Overview

The Company is incorporated under the laws of the province of British Columbia. PlantX was formerly an exploration stage company engaged in the acquisition and exploration of mineral resource properties in Canada.

On August 5, 2020, the Company completed the acquisition of privately-held PlantX Living Inc. (formerly PlantX Life Inc.) (**"PlantX Living"**). The acquisition constituted a reverse takeover of the Company and the Company would carry on the business of PlantX Living (the **"RTO Transaction"**). Pursuant to the RTO Transaction, the Company changed its name from "Winston Resources Inc." to "Vegaste Technologies Corp."

On September 28, 2020, the Company changed its name to "PlantX Life Inc." PlantX is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario and lists its common shares (**"Common Shares"**) for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "VEGA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1".

The head office of the Company is located at 504-100 Park Royal South, West Vancouver, BC, V7T 1A2, Canada.

Strategy

The Company is primarily an e-commerce company that offers multiple plant-based brands at its "one-stop shop for everything plant-based". The Company's e-commerce platform is an online source for high-quality plant-based products including groceries, ingredients, food and beverages, cosmetics, pet-foods and plants. The Company makes more than 5,000 plant-based products available to consumers throughout North America on its e-commerce websites.

The Company currently operates its business under a direct shipping model, whereby the Company facilitates the delivery of the goods from its warehouses directly to the end-point consumer who places the order. Additionally, the Company, under its wholly-owned subsidiary Bloomboxclub Limited (**"Bloombox Club"**), also operates its business relevant to Bloombox Club using a supply-chain management system known as "dropshipping" whereby Bloombox Club facilitates the delivery of the goods from a third-party manufacturer to a third party distributor and then to the end-point consumer who places the associated order. Dropshipping typically does not require Bloombox Club to own inventory. Strategically, dropshipping enables the Company's business to operate with limited overhead and inventory, thus maximizing margins and, ultimately, net profit.

During the nine-month period ended December 31, 2021, the Company's management focused on building certain verticals, including, but not limited to, Bloombox Club and New Deli Hillcrest. The focus was on rebranding the brick and mortar locations to XMarket and equipping each location with the ability to fulfill orders under the direct shipping models. PlantX also seeks to create brand-awareness and customer engagement through its brick-and-mortar strategy. As of the date of this MD&A, PlantX has announced or opened brick-and-mortar locations in San Diego, California, Squamish, British Columbia, Venice Beach, California, Toronto, Ontario, Ottawa, Ontario, and Tel Aviv, Israel. The purpose of the PlantX branded locations is to provide a customer-friendly experience where consumers can engage and become educated about the benefits of a plant-based lifestyle, sample and purchase featured plant-based products and engage in the PlantX community.

Additionally, PlantX has acquired majority equity interests in each of Eh Coffee Corp. ("**Eh Coffee**") and Portfolio Coffee Inc. ("**Portfolio Coffee**") to expand its verticals. With this acquisition, PlantX plans to sell Eh Coffee and Portfolio Coffee products on its online platform and at its physical locations. PlantX will also exclusively use these curated beans to make the coffee beverages in its state-of-the-art cafés located in XMarket Squamish, XMarket Venice Beach, XMarket Hillcrest, XMarket Tel, and the two XMarkets located in Hudson's Bay stores (located in Yorkdale Shopping Centre and CF Rideau Centre). By featuring the Portfolio Coffee brand at the XMarket Cafés, PlantX offers or intends to offer same day delivery throughout Vancouver, Los Angeles, San Diego, Tel Aviv, Toronto and Ottawa. The stores in the HBC locations (Yorkdale & Rideau) - are also being used as warehousing for east coast Canadian customers.

Furthermore, PlantX, through its wholly owned subsidiary, PlantX Midwest Inc., has acquired substantially all of the assets and assumed certain of the liabilities of Peter Rubi, LLC ("**Peter Rubi**"). PlantX relaunched both Peter Rubi retail locations under the Company's "Xmarket" brand. In line with the XMarket e-commerce enhancing strategy, the Company seeks to leverage the Peter Rubi warehousing facilities, operational potential, customer base, and plant-based merchandising expertise to boost its e-commerce growth in the United States. 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 United States, while driving online sales. Additionally, the new locations will seek to capitalize on the XMarket interactive shopping model to help expand PlantX brand awareness and foster online customer engagement. With the acquisition of Peter Rubi the uptown location was retrofitted into a warehouse for the midwest and east coast customers.


XMarket Venice


XMarket San Diego


XMarket Yorkdale


XMarket Israel


XMarket Rideau


XMarket Squamish

The PlantX platform also features a collaborative forum and blog to help like-minded consumers to engage through social media and via partnerships with top nutritionists, chefs and brands. By combining this online strategy with the opportunities to engage at brick-and-mortar locations, the Company seeks to cultivate a PlantX community that translates into increased sales through its e-commerce platform. Establishing a core consumer base that makes recurring purchases from the Company's e-commerce platform is critical to the execution of the Company's business model.

OPERATIONAL HIGHLIGHTS

On October 19, 2021, Bloombox Club expanded its direct-to-consumer indoor plant selling business platform into Canada.

On October 25, 2021, the Company announced its plans to launch two XMarket locations at Yorkdale Shopping Centre in Toronto, Ontario and at CF Rideau Centre in Ottawa, Ontario. On December 2021, the XMarket location opened at Yorkdale Shopping Centre and on January 2022, the XMarket location opened at CF Rideau Centre. The stores in these locations (Yorkdale & Rideau) are also being used as warehousing for east coast Canadian customers.

On November 11, 2021, PlantX acquired majority equity interests in Eh Coffee and Portfolio Coffee from their respective shareholders for a purchase price comprised of an aggregate of 913,320 Common Shares ("**EHC Consideration Shares**") at a deemed price of $ $0.4096 per share and an aggregate of $434,058 in cash. 730,656 of the EHC Consideration Shares are to be issued in four equal tranches of 182,664 EHC Consideration Shares on the 3-month, 6-month, 9-month and 12-month anniversaries of the closing date of the transaction.

On November 22, 2021, the Company launched its new product subscription service that allows customers to arrange automatic fulfillments of PlantX products at a discount on a pre-set interval.

On December 12, 2021, the Company, through its indirect wholly owned subsidiary, PlantX Midwest Inc. has acquired substantially all of the assets and assumed certain of the liabilities of Peter Rubi, LLC.

The Company sought to improve its operational efficiencies and accessibility to consumers during the quarter. The Company also expanded its Canadian meal delivery service with the addition of a second shipping day each week, in an effort to increase the Company's outreach. The Canadian operations were further assisted by the opening of a PlantX warehouse in Squamish, British Columbia. The new warehouse is a critical component of the company's expansion plans and will be used to support the company's supply chain for the distribution of indoor plants across Canada.

MANAGEMENT CHANGES

The Company did not have any management changes during the 3-months ended December 31, 2021.

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

The condensed interim consolidated financial statements of the Company have been prepared on the basis of accounting principles applicable to a going concern under IFRS. The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

Management's current strategy is careful cost control while pursuing opportunities within various market sectors. Management recognizes the Company's need to increase its cash reserves in the coming year if it intends to adhere to its plans and has evaluated its potential sources of funds. Although management intends to assess and act on these options throughout the course of the year, there can be no assurance that the steps management takes will be successful.

In the event that cash flow from operations, together with the proceeds from any future financings are insufficient to cover planned expenditures, management will allocate available resources in such manner as deemed to be in the Company's best interest. This may result in a significant reduction in the scope of existing and planned operations.

During the three and nine months ended December 31, 2021, the Company generated revenue of $2,740,419 and $9,656,914 (December 31, 2020 - $1,832,484 and $2,292,376) and as of December 31, 2021 had a deficit of $52,141,365 (March 31, 2021 - $26,855,273). The revenue growth of $7,364,538 compared to the same period of the prior year was driven by increasing sales on the e-commerce sites along with the strategic acquisitions that were able to service customer needs by providing food and plant deliveries to homes and other businesses.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon its ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

Accordingly, the condensed interim consolidated financial statements do not give effect to adjustments that would be necessary, should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. These adjustments could be material.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruptions to business globally in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic is unknown at this time. As consumers gravitated towards e-commerce shopping during this pandemic, the Company experienced a positive trend for the demand in online food and plant delivery.

SUMMARY OF FINANCIAL RESULTS

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
	$	$	$	$
Revenue	2,740,419	2,826,790	4,089,705	4,294,016
Cost of Sales	(1,743,907)	(1,533,857)	(2,952,592)	(3,295,120)
Net Loss	(7,385,845)	(7,617,163)	(10,283,084)	(14,498,837)
Basic and Diluted Loss Per Share	(0.07)	(0.07)	(0.09)	(0.26)
Total Assets	33,537,037	35,054,634	38,362,103	33,842,121
Total Liabilities	5,727,100	4,777,468	3,823,949	4,577,441

RESULTS OF OPERATIONS

<u>Period from October 1, 2021, to December 31, 2021</u>

During the three months ended December 31, 2021, the Company reported a net loss of $7,385,845 of which $1,911,612 was the result of share-based compensation and a loss per share of $0.07. The Company incurred $33,137 in accounting and audit fees in the normal course of operations, $1,513,988 in advertising and promotion, $201,499 in amortization, $1,041,344 in consulting and management fees, $1,762,133 in general and administrative expenses, $48,962 in insurance expense, $520,894 in legal fees, $1,168,943 in salaries expense, $8,443 in transfer agent and filing fees, $292,783 in travel expense, $77,761 in foreign exchange gain, and earned $2,586 in interest income and $41,034 in other income.

During the three months ended December 31, 2020, the Company reported a net loss of $8,110,841 of which $2,513,646 was the result of share-based compensation and a loss per share of $0.12. The Company incurred $4,373 in accounting and audit fees in the normal course of operations, $1,438,594 in advertising and promotion, $6,309 in amortization, $3,023,525 in consulting and management fees, $208,089 in general and administrative expenses, $23,806 in insurance expenses, $100,717 in salaries expense,

$26,918 in transfer agent and filing fees, $68,781 in travel expense, $113,448 in foreign exchange loss, and earned $1,096 in interest income and $(2,192,833) in listing expense.

During the nine months ended December 31, 2021, the Company reported a net loss of $25,286,092 of which $11,243,623 was the result of share-based compensation and a loss per share of $0.21. The Company incurred $267,457 in accounting and audit fees in the normal course of operations, $5,438,918 in advertising and promotion, $459,803 in amortization, $3,073,463 in consulting and management fees, $3,457,287 in general and administrative expenses, $126,086 in insurance expense, $1,146,011 in legal fees, $2,992,363 in salaries expense, $63,120 in transfer agent and filing fees, $673,598 in travel expense, $108,056 in foreign exchange gain, and earned $16,487 in interest income and $107,864 in other income.

During the nine months ended December 31, 2020, the Company reported a net loss of $12,014,050 of which $3,442,799 was the result of share-based compensation and a loss per share of $0.27. The Company incurred $33,135 in accounting and audit fees in the normal course of operations, $1,777,923 in advertising and promotion, $12,948 in amortization, $3,277,914 in consulting and management fees, $252,429 in general and administrative expenses, $38,973 in insurance expenses, $130,382 in salaries expense, $48,310 in transfer agent and filing fees, $122,620 in travel expense, $103,637 in foreign exchange loss, and earned $2,601 in interest income and $(2,192,833) in listing expense.

Advertising and promotion increased significantly compared to the same period of the prior year as the Company engaged different platforms to promote the products of the Company.

Management is strategically investing in marketing to increase brand awareness and provide a platform to educate in an emerging industry.

Consulting and management fees, general and administrative expenses and salaries expense increased significantly compared to the same period of the prior year as the overall organizational structure has been growing. The Company strongly believes that a sufficient amount of dedicated resources is needed to enhance productivity, efficiency and growth of the business.

Legal fees of $1,146,011 are consistent with the closing of the acquisitions during the relevant periods and the advice and support received for general matters.

SELECTED FINANCIAL INFORMATION

For the Period Ended	September 30, 2020	December 31, 2020	March 31, 2021	June 30, 2021	September 30, 2021	December 31, 2021
	$	$	$	$	$	$
Revenue	327,002	1,832,484	4,294,016	4,089,705	**2,826,790**	**2,740,419**
Gross Profit	15,913	366,605	998,896	1,137,113	**1,292,963**	**996,512**

Gross Profit (%)	5	20	23	28	**46**	**36**
Operating Expenses	1,605,065	8,365,094	14,018,558	11,375,819	**9,065,532**	**8,503,738**

The revenue of the Company remained relatively consistent when comparing the 3-month period ended December 31, 2021 to the 3-month period ended September 30, 2021. However, gross profit of the Company decreased by 10% compared to September 30, 2021 as a result of seasonality of the industry. Operating expenses decreased by $561,794 compared to September 30, 2021, as a result of operational efficiencies and cost-cutting measures.

The revenue of the Company increased by $907,935 in the 3-month period ended December 31, 2021, compared to the 3-month period ended December 31, 2020. Additionally, the revenue of the Company increased by $7,364,538 in the 9-month period ended December 31, 2021, compared to the 9-month period ended December 31, 2020.

Operating expenses increased by $138,644 (3-month period) and $18,831,803 (9-month period) compared to the same three and nine months ended December 31, 2020.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2021, the Company had working capital of $2,246,893, inclusive of cash of $1,979,429, as compared to working capital of $22,140,276, inclusive of cash of $20,364,895 as of March 31, 2021.

As of December 31, 2020, the Company had working capital of $7,379,858 inclusive of cash of $7,924,486.

The Company invests heavily in operational activities to achieve its strategic growth plan. This growth strategy focuses primarily on marketing, product & service diversity, supply chain expansion, geographic expansion, acquisitions and dedicated resources. Since launching the Company's e-commerce platform, www.PlantX.com, on March 31, 2020, the Company has increased these operational activities, both by heavily expanding its capital investment as well as focusing the Company's attention and other resources, to grow and expand the e-commerce platform.

Management has determined that in order to facilitate the growth and accommodate the demand for products being delivered within one to two business days, the Company plans to open storage facilities across North America. The opening of the warehouses began in September 2021 and by December 2022, the Company is seeking to have three operational warehouses in the United States. There is currently one operational warehouse in Nevada which provides the Company with strong geographic coverage for distribution. Furthermore, the expansion of additional brick-and-mortar PlantX locations will further augment the consumer experience.

To date, this path to market has been "capital expenditure light" and the physical brick-and-mortar locations have been a source of brand awareness for e-commerce. In addition to the existing flagship stores in Squamish, British Columbia, San Diego, California, Venice Beach, California, and the stores in Hudson's Bay locations in Toronto and Ottawa and the recently acquired Plant Based Deli LLC store, the Company has opened additional PlantX stores in North America and Israel. The Company expects to enter additional partnerships and franchise relationships to help further scale this roll-out throughout North America. In Israel, the Company expects to retrofit an existing brick-and-mortar location in Tel Aviv to the PlantX brand. The expected cost to complete the Israel location is approximately US$800,000 to build-out and product-stock this location. The Company has spent approximately US$660,000 to-date.

As a recently established company, lead generation of new consumers that are linked to the e-commerce platform is expected to serve as a correlated driver of sales and revenue. To increase brand awareness and promote 'lead generation' to the Company's e-commerce platform, the Company has made, and continues to make, key partnerships with plant-based online influencers, athletes and celebrities. This strategy is not only to generate leads to the website, but also to educate potential customers about the benefit of a plant-based diet. One way the company aims to achieve this strategy is through key partnerships and expanded product categories to create a differentiated one-stop-shop. Media and publicity have also served as an important tool through unique content creation, such as the Company's YouTube channel with programming led by Adam Kruger.

In addition to organic growth, the Company completed strategic acquisitions of highly synergistic plant-based companies. These companies operate in high-growth segments, exhibit strong business fundamentals, provide valuable know-how, integrate an existing customer base and supply-chains, and are complementary to the existing e-commerce platform. These acquired companies have generated revenue, expanded the customer base, geographic reach and enhanced Company platform.

Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

Liquidity and Solvency

The following table summarizes the Company's cash on hand, working capital and cash flow:

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
	$	$	$	$	$
Cash	**1,979,429**	9,582,510	13,573,427	20,364,895	7,924,486
Working Capital	**2,246,893**	10,153,199	14,905,700	22,140,276	7,379,858
Cash Used in Operating Activities	**(13,309,472)**	(8,562,727)	(5,257,258)	(11,879,883)	(6,012,255)

Cash Used in Investing Activities	**(4,749,741)**	(2,069,154)	(1,779,226)	(1,028,711)	(657,759)
Cash Provided in Financing Activities	**(253,959)**	(94,385)	246,457	33,109,642	14,497,160
Net Change in Cash	**(18,385,466)**	(10,782,385)	(6,791,468)	20,267,555	7,827,146

Cash used in operating activities was $13,309,472 for the nine months ended December 31, 2021 which primarily consisted of inventory purchases and settlement of accounts payable and other liabilities. Cash used in investing activities was $4,749,741 for the nine months ended December 31, 2021, which was mainly attributable to the share and asset acquisitions and the purchase of equipment. Cash used in financing activities was $253,959 for the nine months ended December 31, 2021, which consisted of the proceeds from exercise of stock options, proceeds from loans, payment of lease liabilities, net of repayment and share subscriptions received.

Cash used in operating activities was $6,012,255 for the nine months ended December 31, 2020. Cash generated from investing activities was $657,759 for the nine months ended December 31, 2020. Cash provided by financing activities was $14,497,160 for the nine months ended December 31, 2020.

The Company may have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company may be forced to curtail its business activities.

Capital Resources

The Company's primary assets as of December 31, 2021, are cash, receivables, inventoryand goodwill.

The expected cost to complete the Israel location is approximately US$800,000 to build-out and product-stock this location. The Company has spent approximately US$660,000 to-date.

The Company has no commitments for capital expenditures except as mentioned above and there are no known trends or expected fluctuations in the Company's capital resources.

SHARE CAPITAL

<u>Common Shares</u>

The Company's authorized share structure consists of an unlimited number of Common Shares without par value. As the date of this MD&A there are, 188,652,578. Common Shares issued and outstanding. Holders of Common Shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate ratably in any distribution of property or assets upon the liquidation, winding up or dissolution of the Company.

During the three months ended December 31, 2021, the Company issued an aggregate of 2,547,750 Common Shares in settlement of vested performance share units ("PSUs") and restricted share units **("RSUs")** to certain directors, officers, employees and consultants of the Company.

Warrants

During the three and nine months ended December 31, 2021, the Company did not issue any Common Share purchase warrants (**"Warrants"**).

As of December 31, 2021 an aggregate of 41,726,756 Warrants are issued and outstanding.

Options

As of the date of this MD&A, there are 11,920,536 stock options ("Options") issued and outstanding under the Company's stock option plan (the **"Stock Option Plan"**). Each Option entitles the holder to exercise the Option for one (1) Common Share in accordance with the terms of the Stock Option Plan. 800,000 Options are exercisable for a term of ten (10) years from the date of issuance and the remaining Options are exercisable for a term of five (5) years from the date of issuance.

Restricted Share Units

Restricted Share Units ("RSU"s) are granted by the Board to eligible persons pursuant to the Company's restricted share unit plan (the **"RSU Plan"**). During the three months ended December 31, 2021, the Company granted nil RSUs and issued 2,547,750 Common Shares were issued in settlement of vested RSUs. The fair market value of Common Shares issued was $2,480,715.

As of the date of this MD&A, there are 4,738,109 RSUs issued and outstanding under the RSU Plan. Each RSU entitles the holder to a cash payment or one (1) Common Share at the discretion of the Company in accordance with the terms of the RSU Plan. Each outstanding RSU has a term of one year of which one quarter of the RSUs will vest every three months from the date of grant.

Performance Share Units

Performance Share Units ("PSUs") are granted by the Board to eligible persons pursuant to the Company's performance share unit plan (the **"PSU Plan"**). During the three months ended December 31, 2021, nil Common Shares were issued in settlement of vested PSUs. The Company did not issue any PSUs during the three months ended December 31, 2021.

As of the date of this MD&A, there are 2,025,000 PSUs issued and outstanding under the PSU Plan. Each PSU entitles the holder to a cash payment or one (1) Common Share at the discretion of the Company in accordance with the terms of the grants and of the PSU Plan. Each outstanding PSU has a term of one year and will vest as to one third every four months from the date of grant, subject to the achievement of certain performance metrics related to gross sales.

OUTLOOK AND CAPITAL REQUIREMENTS

There are no immediate plans to raise additional capital as management believes there are sufficient cash reserves for operations and for financing future acquisitions.

TRANSACTIONS WITH RELATED PARTIES

Related parties include key management personnel and the entities controlled or directed by key management personnel. Key management personnel include the Board and key executives of the Company together with certain individuals responsible for outsourced services who in the opinion of the Company have satisfied relevant criteria to be considered, key management personnel under applicable accounting standards based on the information available as of the date of issuance of these consolidated financial statements. Transactions with related parties are as follows:

		Three months ended December 31, 2021		**Nine months ended December 31, 2021**		Three months ended December 31, 2020		Nine months ended December 31, 2020
Consulting expenses	**$**	**310,899**	**$**	**1,023,914**	$	323,018	$	379,464
Other operating expense		**49,492**		**397,165**		-		-
Share-based compensation		**2,048,931**		**5,922,253**		1,105,836		1,105,836
	$	**2,094,322**	**$**	**7,343,332**	$	1,428,854	$	1,485,300

As at December 31, 2021, $166,112 (March 31, 2021 - $39,347) is included in accounts payable and accrued liabilities owing to a directors or officers for consulting and director fees. The amounts due are unsecured, due on demand, and bear no interest.

During the three months ended December 31, 2021, the Company incurred legal fees of $375,546 with a law firm at which a director, is a partner.

Other operating expenses include administrative expenses for the three and nine months ended December 31, 2021, of $37,385 and $130,565 and travel expenses for the three and nine months ended December 31, 2021 of $60,809 and $270,205 that were paid on behalf of key management in the normal course of operations.

The increase in administrative and travel expenses occurred to support the Company's rapid expansion, proven by the consistent revenue growth year over year.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

SUBSEQUENT EVENTS

On February 17, 2022, the Company announced the launch of XFitness, the Company's new online fitness service featuring a variety of live and on-demand fitness classes delivered by professional instructors. XFitness will be accessible to members of XVIP, the newly launched membership program providing PlantX customers with access to a diverse range of benefits and exclusive membership offers.

Subsequent to the quarter end, on February 17, 2022, the Company completed an oversubscribed non-brokered private placement of 52,296,660 units of the Company (each a "**Unit**") at a price of $0.105 per Unit for approximate aggregate gross proceeds of $5,491,150 (the "**Offering**").

Each Unit consisted of (1) Common Shares and one (1) Warrant to purchase one additional Common Share at an exercise price of CAD$0.14 for a period of two years from February 17, 2022 (the "**Warrant Expiry Date**"). In the event that the trading price of the Common Shares on the CSE (or other Canadian stock exchange on which the Common Shares are listed for trading) equals or exceeds $1.50 per Common Share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the Warrant Expiry Date by issuing a press release (a "**Warrant Acceleration Press Release**"), and in such case, the Warrant Expiry Date will be deemed to be 5:00pm (Vancouver time) on the 30th day following the issuance of the Warrant Acceleration Press Release.

Certain insiders of the Company participated in the Offering and purchased an aggregate of 6,949,999 Units.

PROPOSED TRANSACTIONS

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

COMMITMENTS

In the normal course of business, the Company enters into significant commitments for the purchase of goods and services, such as the purchase of inventory, most of which are short-term in nature and are settled under normal trade terms.

SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies are described in Note 4 of the unaudited condensed interim consolidated financial statements for the three and nine months ended December 31, 2021 and audited consolidated financial statements for the year ended March 31, 2021.

Future accounting pronouncements

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that are expected to have a material impact on the Company's consolidated financial statements.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Significant estimates and assumptions

The preparation of the financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting period include:

Deferred taxes

The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of tax laws. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

Estimated useful lives and depreciation of intangible assets

Depreciation of finite-life intangible assets is dependent upon estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with generally accepted Canadian accounting principles and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board supervises the financial statements and other financial information through the Audit Committee, which is composed of a majority of non-management directors.

The Audit Committee's role is to examine the financial statements and recommend if the Board approve the financial statements, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. To do so, the Audit Committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This Audit Committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and

Level 3 inputs for the asset or liability that are not based upon observable market data.

As of December 31, 2021, the carrying value of the Company's financial instruments approximates their fair value due to their short terms to maturity.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is in its cash accounts and accounts receivable. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. Accounts receivable mainly consists of receivables from its customers. At December 31, 2021, 76% of the Company's accounts receivable were from one customer. The Company considers that no bad debt provision for the trade receivable is necessary based on the current business situation of its debtors at the reporting date.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At December 31, 2021, the Company had a cash balance of $1,979,429 and current liabilities of $4,269,700. All of the Company's financial liabilities have contractual maturities of less than 90 days.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital. As at December 31, 2021, the Company is not exposed to significant market risk.

BUSINESS RISK AND UNCERTAINTIES

The following are major risk factors management has identified which relate to the Company's business activities. Though the following are major risk factors identified by management, they do not comprise a definitive list of all risk factors related to the Company's business and operations. Other specific risk factors are discussed elsewhere in this MD&A.

History of Operating Losses

The Company was incorporated on October 11, 2019 and has not generated profit from its activities. The Company has an accumulated deficit since its incorporation through December 31, 2021 of $52,141,365.

Competitive Risk

There is competition within the innovative plant-based food, meal delivery and beverages market. The Company will compete with other companies, many of which have been on the market longer, have greater financial, technical and other resources than the Company, for, among other things, the recruitment and retention of qualified employees and other personnel.

Industry Risk

The Company is operating in comparison with other industries in a relatively young market. Typically, emerging industries grow faster but face greater uncertainty than mature industries. The plant-based industry is not fully developed yet, which means there is growth potential for companies in this sector. On the other hand, the overall acceptance and education about the plant-based industry is still relatively low, which makes companies in that industry face higher risk than in more mature industries.

Intellectual Property Risk

The Company has developed online platforms offering plant-based products available for fast home delivery. The Company may be unable to prevent competitors from independently developing e-commerce and online platforms similar to or duplicate of the Company, and there can be no assurance that the resources invested by the Company to protect the intellectual property will be sufficient. The Company may be unable to secure or retain ownership or rights.

Reliance on Management, Dependence on Key Personnel, and Conflict of Interest

The success of the Company will be largely dependent upon the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company’s business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Certain directors and officers of the Company may also serve as directors and officers of other companies involved in similar offering of plant-based products and its development and consequently the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the

Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

For additional risk factors, please see section titled "*Risk Factors*" in the Company's most recently filed Annual Information Form available on SEDAR at www.sedar.com.

PERSONNEL

Current Directors and Officers

Lorne Rapkin, CEO, Director
Julia Frank, COO
Alex Hoffman, CMO, Director
Shariq Khan, CFO
Ralph Moxness, Director
Peter Simeon, Director
Quinn Field-Dyte, Director
Fred Leigh, Executive Chairman
Sean Dollinger, Founder and Promoter

OTHER

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.PlantX.com and its profile on SEDAR at www.sedar.com.