



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of PlantX Life Inc. (the “**Company**”) will be held in virtual format on Friday, May 3, 2024 at 9:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the Company’s audited financial statements for the year ended March 31, 2023;
- (2) to fix the number of directors of the Company at four (4);
- (3) to elect directors of the Company;
- (4) to re-appoint GreenGrowth CPAs Inc. as the new auditors of the Company for the ensuing year and authorize the directors to fix the remuneration of the auditors;
- (5) to consider, and if deemed advisable, to approve, with or without amendment, a resolution to re-approve the Company’s “Security-Based Compensation Arrangements”, as defined and more fully described in the accompanying management information circular of the Company (the “**Circular**”);
- (6) to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution authorizing and approving the proposed consolidation of the issued and outstanding common shares of the Company on the basis of a consolidation ratio to be selected by the Board, within a range of between two (2) pre-consolidation common shares for one (1) post-consolidation common share and sixty (60) pre-consolidation common shares for one (1) post-consolidation common share (the “**Consolidation**”), as more fully described in the Circular; and
- (7) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular accompanying this Notice of Meeting.

We are inviting shareholders to attend the Meeting via Microsoft Teams videoconference. To participate in the Meeting, please visit www.microsoft.com/microsoft-teams/join-a-meeting and enter the following meeting ID and passcode:

Meeting ID: 296 333 428 587
Meeting Passcode: vU2CKd

Registered Shareholders are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company’s transfer agent, Odyssey Transfer Inc. (“**Odyssey**”), at 702-67 Yonge Street, Toronto, Ontario, M5E 1J8. As described in the “Notice and Access” notification mailed to shareholders of the Company, the Company has opted to deliver its Meeting materials to shareholders by posting them on its website (www.plantx.com). The Meeting materials will be available on the Company’s website on April 3, 2024 and will remain on the website for one year. The Meeting materials will also be available on SEDAR+ at www.sedarplus.ca on April 3, 2024. Shareholders who wish to receive paper copies of the Meeting materials may request copies by sending an email to info@plantx.com or by phoning 833-407-0747. For shareholders who wish to receive paper copies of the Circular in advance of the voting deadline, requests must not be received no later than April 23, 2024.

Non-registered Shareholders who receive the Circular and voting form through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary.

To be effective, proxies must be received by Odyssey not later than May 1, 2024 at 9:00 a.m. (Vancouver time) or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

The Company's directors have fixed March 4, 2024 as the Record Date. Holders of Common Shares at the close of business on March 4, 2024 are entitled to receive notice of and to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

DATED the 4th day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Lorne Rapkin"

Chief Executive Officer and Director