

May 6, 2024

**VIA E-MAIL**

Canadian Securities Exchange  
Suite 7210 - 100 King Street West  
First Canadian Place  
Toronto, ON M5X 1E1

**Attention:** *Listings Manager, Listings & Regulation*

Dear Sirs/Mesdames:

**Re: Modern Plant Based Foods Inc. (the "Company") – Consolidation of Common Shares**

We act as counsel for the Company in connection with the provision of an opinion to the Canadian Securities Exchange with respect to the consolidation of the issued and outstanding common shares of the Company ("**Common Shares**") on the basis of ten (10) pre-consolidation Common Shares into one (1) post-consolidation Common Shares (the "**Consolidation**").

In connection with the opinion hereinafter expressed, we have examined all corporate action taken by the Company in connection with the Consolidation, together with such other records and documents as we have deemed relevant or necessary as the basis for the opinion set forth herein.

The opinion set forth herein applies only insofar as the laws of the Province of British Columbia and the federal laws of Canada applicable therein may be concerned, each as of the date hereof, and insofar as the laws of any other jurisdiction may be relevant to the opinions herein expressed, we express no opinion thereon.

Based on the foregoing, we are of the opinion that all necessary steps have been taken to validly effect the Consolidation in accordance with applicable law.

This opinion may not be furnished to, or relied upon, for any person other than the addressee hereof or for any purpose other than in connection with the transactions specified herein.

Yours truly,

FARRIS LLP

A handwritten signature in black ink that reads "Farris LLP". The signature is stylized, with a large, sweeping initial "F" and the letters "arris" written in a cursive-like script. The "LLP" is written in a more formal, blocky style at the end.

**FARRIS LLP**

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