Primo Nutraceuticals Inc.
(formerly Bougainville Ventures Inc.)

FINANCIAL STATEMENTS

For the Nine Months Ended April 30, 2020 and 2019

(Expressed in Canadian Dollars)

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Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.)
NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim financial statements; the statements must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor. The company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Management has prepared the information and representations in this interim report. The condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect management's best estimates and judgment. The financial information presented throughout this report is consistent with the data presented in the condensed interim financial statements.

The company maintains adequate systems of internal accounting and administrative controls, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that relevant and reliable financial information is produced.

"Amandip Jagpal"
Director

June 30, 2020

Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.)
Unaudited Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

As At	April 30, 2020	July 31 2019
	$	$
Assets		
Current		
Cash	4,545	1,150
Accounts receivable (Note 5)	21,257	16,761
Marketable securities (Note 10)	5,404	39,444
Prepaid Expenses	-	15,000
	31,206	72,355
Loan receivables (Note 12)	281,415	281,415
Due from shareholder (Note 15)	197,160	197,160
Due from related parties (Note 15)	46,041	106,588
Asset development (Note 13)	918,083	918,083
Investments (Note 11)	819,000	-
Land (Note 7)	907,000	907,000
Total assets	3,199,905	2,482,601
Liabilities and Shareholders' Deficiency		
Current		
Accounts payable and accrued liabilities	221,814	306,481
Due to joint venture partner (Note 13)	1,643,500	1,643,500
Loans (Note 14)	465,925	596,600
Due to related parties (Note 15)	307,375	479,840
Total Liabilities	2,638,614	3,026,421
Shareholders' Deficiency		
Share Capital (Note 7)	7,703,893	5,400,099
Obligation to issue shares (Note 7)	-	-
Reserves (Note 7(c))	82,452	82,452
Deficit	(7,225,054)	(6,026,371)
	561,291	(543,820)
Total shareholders' equity and liabilities	3,199,905	2,482,601

Nature and Continuance of operations (Note 1)
Subsequent events (Note 17)
Approved and authorized for issuance by the Board of Directors on June 30, 2020

"Amandip Jagpal" ***"Richard Cindric"***

Amandip Jagpal, Director Richard Cindric, Director

The accompanying notes are an integral part of these financial statements

Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.)
Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months period ended		**For the Nine months period ended**	
	April 30, 2020	**April 30, 2019**	**April 30, 2020**	**April 30, 2019**
	$	**$**		
General & Administration Expenses				
Administration and Office fees	-	500	-	4,058
Accounting Fees (Note 10)	27,512	1,900	27,512	8,900
Bank fees	197	506	1,397	1,926
Brokerage fees			-	
Foreign exchange	-	30,578	(82)	38,950
Legal Fees	-	-	-	9,981
Management fees (Note 10)	54,000	44,000	162,000	206,000
Marketing	-	22,500	111,461	55,800
Consulting fees	177,275	42,315	718,782	411,346
Regulatory Filings	2,250	2,370	9,945	17,026
Rent	650	-	4,550	-
Transfer Agent fees	-	-	583	11,933
Net Loss for the period	**(261,884)**	**(144,669)**	**(1,036,149,921)**	**(765,920)**
Other items:				
Gain (Loss) on contract termination (Note 11)	**(128,493)**	**(1,375,000)**	**(128,493)**	**(1,375,000)**
Unrealised gain(loss) on securities	**-**	**(134,130)**	**(34,040)**	**(134,130)**
Loss and comprehensive loss for the period	**(390,377)**	**(1,653,799)**	**(1,198,683)**	**(2,275,050)**
Basic and diluted loss per common share	**(0.00)**	**(0.03)**	**(0.01)**	**(0.04)**
Weighted average number of common shares outstanding – basic and diluted	**141,626,564**	**62,653,029**	**126,264,991**	**62,198,098**

The accompanying notes are an integral part of these financial statements

Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.)
Statement of Changes in Shareholders' Deficiency
(Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Obligation to issue shares	Reserves	Deficit	Total Shareholders' Deficiency
Balance, July 31, 2018	49,380,541	974,355	100,000	-	(900,986)	173,369
Obligation to issue shares			1,014,977		-	1,014,977
Shares issued for debt	510,000	127,500	-		-	127,500
Shares issued for Private placement	1,282,000	320,500	(320,500)		-	-
Shares issued to Gene Bank Research	25,000,000	50,000,000	-	-	-	5,000,000
Shares issued for debt	577,833	19,910				19,910
Shares Cancelled	(18,125,000)	(3,625,000)				(3,625,000)
Net loss for the period	-	-	-		(2,275,050)	(2,275,050))
Balance, April 30, 2019	**58,625,424**	**2,812,265**	**794,477**		**(3,176,036)**	**435,706**
Shares issued to Worm Casting Farms	10,000,000	1,200,000	(96,563)	-	-	1,103,437
Shares issued to Island Biopharma Inc.	10,000,000	700,000	-	-	-	700,000
Shares issued for cash	3,318,666	199,500	(199,500)	-	-	-
Shares issue costs	-	(10,080)	-	-	-	(10,080)
Share issued for services	1,501,741	191,466	(191,466)	-	-	-
Shares issued for debt	4,953,374	528,105	(306,948)	-	-	-
Stock-based compensation	-	-	-	82,452	-	82,452
Net loss for the year	-	-	-	-	(2,850,335)	(2,850,335)
Balance, July 31, 2019	**87,821,322**	**5,400,099**	**-**	**82,452**	**(6,026,371)**	**(543,820)**
Share issued	**63,599,025**	**2,303,794**				**2,303,794**
Net loss for the period					**(1,198,283)**	**(1,198,283)**
Balance, April 30, 2020	**151,420,347**	**7,703,893**		**82,452**	**(7,224,654)**	**561,691**

The accompanying notes are an integral part of these financial statements

Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.)
Unaudited Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the Nine Months Ended	
Cash provided by (used in):	**April 30, 2020**	**April 30, 2019**
Operating activities		
Net loss for the period	**(1,198,283)**	**(2,275,050)**
Items not involving cash		
Unrealized foreign exchange	(81)	38,959
Unrealized loss on Securities	34,040	134,130
Loss on contract termination	128,493	1,375,000
Change in non-cash working capital components		
Amounts receivable	1,503	-
Prepaid	15,000	45,000
Accounts payable and accrued liabilities	(81,708)	(108,387)
Net cash used in operating activities	**(1,101,036)**	**(790,348)**
Investing activity		
Assets development	-	(409,232)
Loans receivable	(123,458)	
Joint venture partner	(2,958)	(304,027)
Net cash used in investing activity	**(126,416)**	**(713,259)**
Financing activities		
Loans		422,138
Due to (from) to related parties	(119,135)	98,147
Share subscriptions received	-	694,477
Shares issued	1,349,982	320,500
Net cash provided by financing activities	**1,230,847**	**1,535,262**
Change in cash	**3,395**	**31,655**
Cash , beginning of the period	**1,150**	**242**
Cash, end of the period	**4,545**	**31,897**
Cash paid for interest expense		
Cash paid for income taxes		

The accompanying notes are an integral part of these financial statement

1. NATURE AND CONTINUANCE OF OPERATIONS

Primo Nutraceuticals Inc. (formerly Bougainville Ventures Inc.) (the "Company") was incorporated under the Business Corporations Act on April 29, 2014 as a wholly owned subsidiary of 0941092 B.C. Ltd. ("BC0941092"). The Company and BC0941092 entered into the Arrangement Agreement on June 25, 2014 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to commence its operations as a preclinical stage biotechnology, upon the approval from the shareholders of BC0941092 and GEEC.

Upon completion of the Arrangement, BC0941092 will transfer to the Company all of BC0941092's interest in the letter of intent with Network Immunology Inc. in consideration for 1,225,209 the Company's Class A Preferred Shares multiplied by the Conversion Factor, which shares will be distributed to the BC0941092 Shareholders who hold BC0941092 Shares on the Share Distribution Record Date on the basis of one Company Share for each BC0941092 Share held. On August 14, 2017 the shares were issued.

On June 11, 2015 Network Immunology Inc. and BC0941092 confirmed the performance conditions for entering into an amalgamation agreement were not met and the letter of intent was terminated.

On October 24, 2019 the Company changed its name to Primo Nutraceuticals Inc.

On April 3, 2017 the Company entered into the agreement with Marijuana Company of America Inc ("MCOA'') to form a joint venture that includes the organization of a limited liability company to engage in the development and promotion of the products in the high yield crop industry in Washington State USA (Note 15).

On July 1, 2017 the Company entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $907,000. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility. On August 14, 2017 the purchase was complete.

On August 2, 2018 the Company has filed and obtained a receipt from the British Columbia Securities Commission for its Final Non-Offering Prospectus ("Prospectus"). A copy of the Prospectus is available on SEDAR under the Company's profile at www.sedar.com.

On August 31, 2018 the Company was listed on the Canadian Securities Exchange (the "CSE") under the symbol BOG. On October 24, 2019 the symbol changed to PRMO.

The address of the Company's corporate office and place of business is 440 - 890 W Pender Street, Vancouver, British Columbia, Canada..

Going concern of operations

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at April 30, 2020 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $7,225,054 (2019- $3,176,036), a working capital deficiency of $2,607,408 (2019 - $2,082,002), and expects to incur further losses in the development of its business, indicate the existence of a material uncertainty all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These financial statements are prepared on a historical cost basis except for financial instruments classified as at fair value through profit or loss ("FVTPL") as described in Note 3, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information

3. SIGNIFICANT ACCOUNTING POLICIES

a. Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less

b. Share-based Payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. No options are granted at present.

c. Deferred Income Taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.
To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

d. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As April 30, 2020, and 2019, no provision has been recorded in the Company.

e. Loss Per Share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

f. Foreign currency translation

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Canadian dollars which is the company’s functional and presentation currency.

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of loss and comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

g. Financial Instruments

The Company adopted IFRS 9 in its financial statements on August 1, 2018. Due to the nature of its financial instruments, the adoption of IFRS 9 had no impact on the opening deficit balance on August 1, 2018. The impact on the classification and measurement of its financial instruments is set out below. The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument:

Financial instrument	Original classification (IAS 39)	New Classification (IFRS 9)
Cash and cash equivalents	Fair value through profit or loss ("FVTPL")	Amortized cost
Amounts receivable	Loans and receivables	Amortized cost
Marketable securities	Fair value through profit or loss ("FVTPL")	Fair value through profit or loss ("FVTPL")
Due from related party	Loans and receivables	Amortized cost
Loan receivables	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Loans	Other liabilities	Amortized cost

The original carrying value of the Company's financial instruments under IAS 39 has not changed under IFRS 9.

Financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the year. Financial assets classified at amortized cost are measured at amortized cost using the effective interest method.

Financial assets

The Company classifies its financial assets into the following categories, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. Financial assets are derecognized when the contractual rights to cash flows from the financial asset receipt or when the contractual rights to those assets are transferred.

Amortized cost

Amortized cost are those assets which are held within a business whose objective is to hold financial assets to collect contractual cash flows; and the terms of the financial assets must provide on specified dates cashflows solely through the collection of principal and interest.
Fair value through other comprehensive income ("FVOCI")

VOCI assets are those assets which are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial asset give rise on specified dates to cash flows solely through the collection of principal and interest.

FVTPL

A financial asset shall be measured at fair value through profit or loss unless it is measured at amortized cost or FVOCI. The Company may however make the irrevocable option to classify particular investments as FVTPL.

<u>Financial liabilities</u>

Management determines the classification of its financial liabilities at initial recognition.

Amortized cost

The Company classifies all financial liabilities as subsequently measured at amortized cost using the effective interest method, except for financial liabilities carried at FVTPL and other certain exceptions.

FVTPL

A financial liability shall be measured at fair value through profit or loss unless it is measured at amortized cost or FVOCI. The Company may however make the irrevocable option to classify particular investments as FVTPL.

Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, there are presented as non-current liabilities.

The fair value hierarchy that prioritizes the inputs used to measure fair value is as follows:

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

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

The fair value of cash is determined based on Level 1 inputs which consist of quoted prices in active markets for identical assets. As at April 30, 2020 and 2019 the Company believes that the carrying values of cash and cash equivalents, accounts receivable, due from related party, loan receivables, accounts payable & accrued liabilities, due to joint venture, and loan payables approximate the fair values because of their nature and relatively short maturity dates or durations..

h. Impairment

i) Non-financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) Financial Assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

i. Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

j. Segment Reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. As at April 30, 2020 the Company has only one operating segment.

k. New accounting standards not yet adopted

The following standard will be effective for annual periods beginning on or after January 1, 2018:

i. IFRS 16, "Leases", In January 2016, the IASB issued IFRS 16, Leases, effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. IFRS 16 will replace IAS 17, Leases. The Company adopted this standard on August 1, 2019 with no material impact on its statement of financial position or results of operations.

4. Significant Accounting Judgements and Estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Judgements and estimates made by management that have the most significant effect on the financial statements include, but are not limited to, the followings:

Judgments

i. Going concern assumption

The continued use of the going concern assumption is based on the Company's judgments regarding the availability, timing, and costs of obtaining financing. The use of the going concern assumption is also based on the Company's judgments regarding the continued support and patience of related parties and third party creditors. In applying the going concern assumption, the Company has not taken into account the uncertainty surrounding the timing of receipt of the restricted cash and the uncertainty surrounding the timing of payments of accounts and loans payable in determining the fair values of its financial instruments.

ii. Impairment

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

(Expressed in Canadian Dollars)

Estimation

i. The fair value of financial instruments

The fair value of certain financial instruments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates made by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

5. AMOUNTS RECEIVABLE

Amounts receivable consist of the following:

As at		April 30, 2020	July 31, 2019
Subscription receivables	$	16,750	15,000
Other receivables		4,507	-
Allowance for doubtful accounts		-	-
	$	21,507	15,000

6. LAND

On July 1, 2017 the Company has entered into a purchase agreement of real estate consisting of a lot in Okanagan County, Washington, USA for $907,000. The lot consists of 4.33 acres parcel of land and 2,000 square foot warehouse processing facility. On August 14, 2017, the company issued 45,368,666 shares to settle the purchase agreement.

7. SHARE CAPITAL DISCLOSURES

a. Authorized:

Unlimited Common shares without par value

b. Issued and Outstanding:

During the year ended July 31, 2018, the Company issued the following common shares:

On August 8, 2017 a resolution was passed to consolidate the capital stock on the basis of seven (7) old common shares into one (1) new common share. All share and per share information included in the financial statements and accompanying notes have been adjusted to reflect this share split for all periods presented.

On August 14, 2017, the Company issued 1,225,209 common shares pursuant to the obligation under the Plan of Arrangement.

On August 14, 2017, the Company issued 2,600,000 common shares for debt settlement of $52,000.

On August 14, 2017 the Company issued 45,368,666 common shares with a value of $907,000 for a real estate lot purchase (Note 6).

On November 6, 2017 the Company issued 186,666 units for $0.15 per unit. Each unit consists of: 1 common share of the Company, ½ of one common share purchase warrant with an exercise price of $0.50 and ½ of one common share purchase warrant with an exercise price of $0.75. The Company has outstanding $15,000 in share subscription receivable.

During the year ended July 31, 2019, the Company issued the following common shares:

On October 15, 2018, the Company issued 510,000 common shares at a price of $0.25 per share for consulting services of $127,500.

On October 23, 2018, Company issued 354,000 common shares at a price of $0.25 per share for gross proceeds of $88,500. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.50 for a period of one year.

On October 23, 2018, the Company issued 32,285 common shares at a price of $0.28 per share for marketing services of $9,040.

On November 8, 2018, the Company has issued 25,000,000 common shares at a price of $0.17 per share as securities for intangible assets of Gene Bank Research Inc. Subsequently, the asset purchase transaction was cancelled. On February 26, 2019, 18,125,000 common shares of Company were cancelled and returned to the company treasury. The remaining 6,875,000 shares were already deposited into CDS and were unable to be cancelled (Note 6).

On November 21, 2018, the Company issued 930,000 common shares at a price of $0.25 per share for gross proceeds of $232,500. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.50 for a period of one year. Obligation to issued shares of $100,000 was reclassified to share capital.

On November 26, 2018, the Company issued 50,000 common shares at a price of $0.105 per share to a former Director for past consulting services of $5,250.

On April 1, 2019, the Company issued 492,883 common shares at a price of $0.02-0.03 per share for legal services of $14,361. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.09 for a period of one year.

On April 1, 2019, the Company issued 85,000 common shares at a price of $0.035-0.25 per share for consulting services of $5,125.

On May 22, 2019, the Company issued 3,316,666 common shares at a price of $0.06 per share for gross proceeds of $199,000. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.10 for a period of two years.

On May 23, 2019, the Company issued 10,000,000 common shares at price of $0.12 per share to Worm Castings Farms Inc. pursuant to the letter of intent (Note 6).

On May 24, 2019, the Company issued 5,463,374 common shares at a price of $0.12 per share to partial settle loan payables in the amount of $655,605. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.25 for a period of one year.

On April 1, 2019, the Company issued 50,000 common shares at a price of $0.15 per share for consulting services of $7,500.

On July 5, 2019, the Company issued 10,000,000 common shares at price of $0.07 per share to Island Biopharma Inc. pursuant to the Asset Purchase Agreement (Note 8).

On July 5, 2019, the Company issued 200,000 common shares at a price of $0.07-0.09 per share for consulting services of $16,000.

On July 5, 2019, the Company issued 81,573 common shares at a price of $0.06-0.10 per share for legal services of $6,693. Each unit consists of one common share of the Company, and one common share purchase warrant with each warrant exercisable into one additional common share at a price of $0.09 for a period of one year.

On September 3, 2019 The Company issued 13,264,910 common shares at a price of $0.05 for debt settlement of $663,246.

On October 15, 2019 the Company issued 18,200,000 common shares at a price of $0.045 with a fair value of $819,000 to acquire 39% interest in Thrive Nutrition Products Ltd.

On October 23, 2019, the Company issued 17,775,782 common shares at a price of $0.03-0.35 for debt settlement of $548,274.

On November 7, 2019, the Company issued 1,500,000 common shares at a price of $0.05 for debt settlement of $75,000

On December 3, 2020, the Company issued 40,000 common shares at a price of $0.15 for debt settlement of $6,000

On April 9, 2020, the Company issued 12,818,333 common shares at a price of $0.015 for debt settlement of $192,275

c. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange’s requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

(Expressed in Canadian Dollars)

On May 13, 2019, 1,000,000 options were granted to directors of the Company; 500,000 options were granted to consultants, exercisable at $0.25 per share for a period of two years. The options shall vest immediately. The options were valued at $42,751 using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 1.58%, expected life of 2 years, volatility of 100% and a dividend yield of 0%.

On May 13, 2019, 1,000,000 options were granted to a consultant, exercisable at $0.15 per share for a period of two years. The options shall vest immediately. The options were valued at $39,702 using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 1.58%, expected life of 2 years, volatility of 100% and a dividend yield of 0%.

A summary of the Company's stock option activity during the period ended April 30, 2010is as follows:

	Options	Expiry Date	Weighted Average Exercise Price	Weighted Average Remaining Life
			$	
Opening balance	**-**	**-**	**-**	**-**
Granted – during the period ended July 31, 2019	2,500,000	May 13, 2021	0.21	2
Outstanding and exercisable, April 30, 2020	**2,500,000**		**0.21**	**1.01**

The following table summarizes the Company's stock options outstanding at April 30, 2020:

Number of options	Exercise Price	Expiry Date
1,500,000	$0.25	May 13, 2021
1,000,000	$0.15	May 13, 2021
2,500,000		

d. Warrants

As at April 30, 2020, the Company had warrants outstanding enabling holders to acquire the following:

Number of shares	Exercise Price	Expiry Date
5,463,374	$0.25	May 24, 2020
81,573	$0.09	July5, 2020
3,316,666	$0.10	May 22, 2021
8,861,613		

(Expressed in Canadian Dollars)

A summary of the Company's issued and outstanding share purchase warrants as at April 30, 2010and July 31, 2019 and changes during those years are presented below:

	Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Balance, July 31, 2019	10,731,829	$0.23	1.05 years
Issued	-	-	
Expired/Cancelled	(1,870,216)		
Balance, April 30, 2020	**8,861,613**	**$0.19**	**0.45 years**

8. CAPITAL DISCLOSURES

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company.

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

9. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, taxes recoverable, accounts payable, and due to the related parties the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks
Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2020, the Company had $31,206 (2019 – $258,309) in current assets and current liabilities of $2,638,614 (2019 – $2,340,311).

Interest risk
Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Foreign currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company holds loans that are denominated in USD currency. A change in foreign currency exchange rates can have an impact on net income and comprehensive income. The result of sensitivity analysis shows an increase or decrease of 5% in exchange rates, with all other variables held constant, could have increased or decreased the net income and comprehensive income by approximately $85,145 (2019 - $50,119).

10. MARKETABLE SECURITIES

The Company's marketable securities consist of shares of public companies. During the year the Company received 15,000,000 common shares of MCOA as part of the amended joint venture agreement (Note 11). The Company transferred 5,000,000 million MCOA shares to a director of the Company and 5,000,000 million shares to a shareholder of the Company during the year (Note 13). The shares held at April 30, 2020 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
MCOA	83,333	200,946	5,404
		200,946	5,404

The Company's marketable securities held at January 31, 2019 were as follows:

	Number of Shares or Units	Cost $	Fair Value $
MCOA	5,000,000	197,130	197,130
		197,130	197,130

11. INVESTMENTS

In October 2019 the Company issued 18,200,000 common shares at a price of $0.045 with a fair value of $819,000 to acquire 39% interest in Thrive Nutrition Products Ltd.

(Expressed in Canadian Dollars)

12. LOANS RECEIVABLE

During the year ended July, 2019, the Company advanced $52,556 ($39,036 USD) (2018 - $218,488 ($175,000 USD)) to Green Venture Capital Corp, a company related by virtue of common Director and Officer:

- $ 214,036 USD of the loan receivable is due on demand and is unsecured, non-interest bearing, extensions and repayment of loan is at the discretion of the Company.

As at April 30, 2020 the loan balance is $ 281,415 ($214,036 USD) (2019-$234,903 ($175,000USD).

13. DUE TO JOINT VENTURE PARTNER

On November 6, 2017, the Company and MCOA amended the original Joint Venture agreement signed on April 3, 2017. MCOA must provide funding of $800,000 USD (completed) and give the Company 15,000,000 restricted common shares in MCOA (completed) as part of the new amended Joint Venture Agreement. The joint venture company, BV-MCOA Management LLC was formed on May 17, 2017 but due to the death of one of the original joint venture parties no activities have occurred in BV-MCOA Management LLC since inception. The company has incurred $918,083 (2019 -$1,071,778) for development of operational facilities of the venture which is recorded as asset development on the statement of financial position.

During the year ended July 31, 2019, MCOA has filed a complaint in the Superior Court of Washington for Okanogan County against the Company for various claims such as: breach of contract, breach of fiduciary duty and recession of the joint venture agreement. The parties are currently working through the litigation process. The trial is set to begin on January 26, 2021. At this time the potential damages from the claim is not determinable. The proceeds received from MCOA ($800,000USD) and the value of the 15,000,000 shares received of MCOA have been included in the amount due to joint venture partner totalling $1,643,500 (2019 - $1,677,875) as at April 30, 2020.

14. LOANS PAYABLE

The following table summarizes unsecured demand loans for the period ended April 30, 2020:

	Balance, July 31, 2019	Loan Proceeds	Loan Repayments	Debt Settlement	Balance, June 30, 2018
	$	$	$	$	$
Amounts owing to third parties	596,600	-	-	(130,675)	465,925
Total	596,600	-	-	(130,675)	465,925

Amounts owing to third parties are unsecured, non-interest bearing with no specific terms of repayment.

15. RELATED PARTY TRANSACTIONS

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the period ended April 30, 2020 and 2019.

For the three months period ended April 30, 2020 management fees of $18,000 (2019 - $18,000) were charged by a company controlled by the Chief Financial Officer (CFO).

For the three months period ended April 30, 2020 management fees of $18,000 (2019- $18,000) were charged by the CEO, and $180,000 (2018 - $NIL) of debt was settled for 6,000,000 (2018 - Nil) common shares.

For the three months period ended April 30, 2020 management fees of $18,000 (2019- $18,000) were charged by a director of the Company, and $188,100 (2019 - $NIL) of debt was settled for 6,270,000 (2019 - Nil) common shares.

As at April 30, 2020, the Company had $7,217 (2019 - $79,217) due from a company controlled by the CFO.

As at April 30, 2020 the Company had $160,364 (2019 - $18,905 due to) due to the CEO. The Company had $197,160 ($150,000 USD) (2019 - $191,190 ($150,000 USD) due from the CEO recorded as a shareholder loan on the statements of financial position.

As at April 30, 2020 the Company had $34,970 (2019 - $134,521) due to a director of the Company.

As at April 30, 2020 the Company had $66,000 (2019 - $nil) due to a director of the Company.

These balances are non-interest bearing and are due on demand.

(Expressed in Canadian Dollars)

16. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported dates is as follows:

	2020	2019
	$	$
Loss for the year	(1,198,682)	(5,125,385)
Computed income taxes recovery at statutory rate at 27% (2019 – 27%)	(323,644)	(1,383,854)
Non-deductible expenses and other deductions	-	1,020,521
Change in income tax rate	-	8,354
True-up adjustment	-	(956,889)
Change in unrecognized deferred tax assets	323,644	1,311,868
	-	-

The significant components of the Company's future tax assets, after applying enacted corporation income tax rates of 26%, are as follows:

	2020	2019
	$	$
Intangible assets and others	960,128	960,128
Non-capital losses	930,243	589,710
Total unrecognized deferred tax assets	1,890,371	1,549,838

At April 30, 2020, the Company had deductible temporary differences for which deferred tax assets have not been recognized because it is not probable that the related tax benefit will be realized.

At April 30, 2020, the Company has accumulated non-capital losses of approximately $3,445,345 which may be available to offset future income for income tax purposes. Tax attributes are subject to revision and potential adjustment by tax authorities. The non-capital losses expire as follows:

Years of Expiry	Losses
	$
2034	351
2035	14,962
2036	47,240
2037	54,822
2038	783,611
2039	1,345,677
2040	1,198,682
Total	**3,445,345**

17. SUBSEQUENT EVENTS

On May 4, 2020 the Company announced that it has signed a definitive agreement to complete the "Transaction" with Beauty Kitchen, a company that manufactures fresh handmade beauty care, personal care and cosmetic products. The signing of the definitive agreement gives Primo 25% ownership in Marianna Naturals Corp.

On May 4, 2020 the Company announced that it has received the ability to import Hand Sanitizer for the duration of the COVID19 emergency response from the Health Products and Food Branch of Health Canada.

On June 3, 2020 the Company announced that it has signed a non-binding letter of intent ("LOI") to provide funding and to acquire up to 100% of the assets and inventory of World Agri Minerals Ltd.