

FORM 7
MONTHLY PROGRESS REPORT
For the Month of January, 2020

Name of CSE Issuer: **Primo Nutraceuticals Inc. (the “Issuer” or “Company”)**

Trading Symbol: **PRMO**

Number of Outstanding Listed Securities: **137,062,014 common shares**

Date of filing: **February 5, 2020**

Report on Business

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

The Issuer has signed a lease agreement with Aqua Farming Tech, Inc. (Aqua Farming Tech) to grow certified organic sun-grown hemp on an aggregate 20 acre plot of land from Aqua Farming Tech’s southern California property located near Palm Springs, California.

Primo intends to leverage Aqua Farming Tech’s success in aquaculture and agriculture by utilizing its already established resource and infrastructure in place. Primo will be able to capitalize on the sustainable features of the Aqua Farming Tech operations which include:

- Any electricity used will be generated by solar power**
- The 20 Acre plot has a water drip system already in place located in the N.E corner of the 120 acre farm**
- Nutrient dense “fish feed” comes from algae and moringa organically grown on site**
- The water used to raise the fish is re-circulated through ponds that contain plants which clean the water for re-use**
- The nutrient rich fish pond water used to irrigate the moringa crops will also be used to water the 20 acre hemp farm**
- This in-turn will make our product “Certified Organic Hemp”**

This lease agreement combines Primo’s hemp growing experience in Oregon and the prime California outdoor cultivation location to allow the Company to grow all year round with the potential to harvest three crops a year using Aqua Farming Tech’s Self-Sufficient Sustainable growing technology in aquaculture and agriculture operations.

Throughout the month of January the Issuer has continued to provide strategic capital to the thriving cannabis cultivation sector through ownership and development of commercial real estate and farm friendly properties. The Issuer continues to dedicate itself to funding the rapid growth in production, processing, retail and branding of cannabis and cannabis related products in Canada and the United States.

The Issuer continued to provide fully built out turnkey facilities equipped with state-of-the-art growing infrastructure to cannabis growers and processors, including the Company's flagship hemp project in Oregon State and its Greenhouse campus in Washington State. The Issuer has invested in several brands and is pursuing partnerships with retailers and distribution companies in Canada and the United States. The Issuer is in the process of building a corporate roadmap to further vertically integrate itself, specifically by way of "Primo" branded retail outlets - offering "Thrive," "Primo," and a selection of curated partner brands. The Issuer possesses proprietary formulas for cannabis edibles, topical, and tinctures and is focused on building a strong presence in the hemp industry with the objective of extracting and selling cannabinoids (CBD) products in both Canada and the United States.

The Company has applied for a voluntary management cease trade order in accordance with National Policy 12-203 due to the Company being unable to file its annual financial statements and MD&A for the year ended July 31, 2019 on SEDAR within 120 days of its financial year-end.

The Company requires additional time to file its annual financial statements and MD&A for the financial year ended July, 2019 due to this being the first annual financial statements of the consolidated company following an amalgamation and additional time is required to complete the review and procedures. As a result, the Company concluded that it would not be in a position to complete the year-end audit within the time periods required by National Instrument 51-102. The Company anticipates that it will be in a position to file its annual financial statements and MD&A for the year ended July 31, 2019 on or before January 20, 2020.

The Company intends to satisfy the provisions of the alternative information guidelines of National Policy 12-203 until the revocation of the management cease trade order. The Company is not subject to any insolvency proceedings.

2. Provide a general overview and discussion of the activities of management.

See Item 1 above.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

None.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

None.

15. Provide details of any changes in directors, officers or committee members.

- **On January 3, 2020 the Company announced that TJ Singh resigned as a member of the board directors and as a member of the audit committee of the Company effective as of November 26, 2019.**

16. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

None.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CSE Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: February 5, 2020

Andy Jagpal
Name of Director or Senior Officer

"Andy Jagpal"
Signature

President
Official Capacity

Issuer Details		
Name of Issuer Primo Nutraceuticals Inc.	For Month End January, 2020	Date of Report YY/M1M/D 2020/02/05
Issuer Address 440 – 890 W. Pender Street		
City/Province/Postal Code Vancouver, BC V6C 1J9	Issuer Fax No. ()	Issuer Telephone No. (844) 734-8420
Contact Name Andy Jagpal	Contact Position President	Contact Telephone No. (844) 734-8420