

FORM 7

MONTHLY PROGRESS REPORT

Name of CNSX Issuer:

PAC ROOTS CANNABIS CORP. (the "Issuers").

Trading Symbol: **"PACR"**

Number of Outstanding Listed Securities: **87,027,899**

Date: **March 5 2021**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

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.

On February 17, 2021 the issuer announced the execution of a Share Purchase Agreement with the shareholders of Lords of Grasstown Holdings Ltd., a company existing under the laws of British Columbia (“Grasstown”) pursuant to which the Company will acquire all the issued and outstanding shares of Grasstown (the “Transaction”). Grasstown is a well-established Cannabis Motorcycle lifestyle brand. After short due diligence period, Pac Roots announced the closing of the acquisition on Feb 22, 2021.

Consideration for the share purchase agreement with Grasstown, the total purchase price will be comprised of a cash payment of \$50,000, payable within 30 days of the closing date for the Transaction and the issuance of an aggregate of 6,000,000 common shares of the Company within five business days of the closing date for the Transaction. The aggregate cash and share consideration will be distributed pro rata to the shareholders of Grasstown.

On February 24, 2021 the issuer announced the closing of the previously announced non-brokered private placement. Aggregate gross proceeds of \$1,340,685.90 were raised through the issuance of 7,448,255 units (each a “Unit”). Each Unit consists of one common shares and one share purchase warrant. Each warrant is exercisable at a price of \$0.30 per share until February 23, 2024.

Aggregate finder’s fees of \$75,294.51 in cash and 408,303 finder’s warrants (each a “Finders Warrant”) were paid to registrants. Each Finders Warrant is exercisable into one common share at a price of \$0.18 per share until February 23, 2024.

All securities issued in the private placement are subject to a four month hold period expiring on June 24, 2021.

The net proceeds from the private placement are intended to be used for installments payments and development activities on the 250 acres property in the Fraser Valley, final commissioning of the Lake Country project, brand development and US business development with Lords of Grasstown and for general working capital.

On February 24, 2021 the Company has retained Hybrid Financial Ltd. (“Hybrid”) to enhance market and brand awareness for Pac Roots and broaden reach within the investment community. Hybrid has been engaged by the Company for an initial period of nine months (the “Initial Term”) for a fee of \$135,000.00, plus applicable taxes.

The initial payment of \$200,000 due pursuant to the acquisition of 1088070 BC. LTD. (see press release dated September 18, 2020), the holder of 250 acres of land in the Fraser Valley Region of British Columbia was delayed by 56 days and now made. Both parties agreed Pac Roots would pay a late fee of \$317.81 per day for a total of \$17,797.26. The next installment is not due until

September 2021.

400,000 stock options were granted to consultants. (release Feb 24, 2021).

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

Management primarily focused on preparing for the 2021 cultivation season on the joint venture with Rock Creek Farms, the final commissioning of the Lake Country project, brand development and US business development with Lords of Grasstown.

2. 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 to report.

3. 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 to report.

4. 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 to Report**

5. 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 to report

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 either from, or if the disposition was to a Related Person of the Issuer, and provide details of the relationship.

None to report.

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

None to report.

7. 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 to report

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

None to report.

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

None to report.

10. 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 to report.

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

None to report.

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

Security	Number Issued	Details of Issuance	Use of Proceeds(1)
Common Shares	7,448,255	\$0.18 per share for a total consideration of \$1,340,685.90 (4-month hold)	
Options	400,000	Strike Price \$0.235 Exercisable for 3 years. See Form 11 posted on March 3, 2021	
Warrants	7,448,255	Strike Price \$0.30 on Feb 23, 2021. Exercisable for 3 years.	
Finder's Warrants	408,303	Strike Price \$0.18 on Feb 23, 2021. Exercisable for 3 years.	

13. Provide details of any loans to or by Related Persons.

None to report.

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

None to report

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

None to report.

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 no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
- 4. All of the information in this Form 7 Monthly Progress Report is true.

Dated March 5, 2021.

Patrick Elliott
Name of Director or Senior Officer

Signature
/s/ “Patrick Elliott”

President, CEO & Director
Official Capacity

Issuer Details	For Month Ending	Date of Report
Name of Issuer	February 28, 2021	YY/MM/D 21/03/05
PAC ROOTS CANNABIS CORP.		
Issuer Address		
300-1055 West Hastings Street		



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