

FORM 7

**MONTHLY PROGRESS REPORT**

Name of Listed Issuer: **EuroLife Brands Inc.** (the “Issuer” or “EuroLife”).

Trading Symbol: **EURO**

Number of Outstanding Listed Securities: **373,730,289**

Date: **February 6, 2020**

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 Exchange 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 Exchange 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 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**

- 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.

**See Item 2 below for a complete overview and discussion of the Issuer’s activities for the month of January 2020.**

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

**On January 14, 2020, the Issuer announced its return to Europe to assess opportunities in the CBD Hemp sector and to meet with leading European hemp companies. Shawn Moniz, CEO of EuroLife, to identify and assess opportunities within premium CBD markets in Europe on behalf of EuroLife.**

**With a population of over 700 Million citizens, and over 500 Million in the EU alone, the European opportunity within the hemp and cannabidiol marketplace is large growing at a substantial pace. A robust hemp market exists in the EU today, with production in most member nations. In 2018, European cultivation grew by over 40% from 2015 to more than 40,000 hectares of production. Hemp production is centered in France, the Netherlands, Lithuania, Romania, with Germany making inroads and playing an increasingly important role in the hemp market share.**

**The Issuer also announces it has arranged for a non-brokered private placement (the “Private Placement”) of 10,000,000 units (each a “Unit”) of the Issuer at a price of \$0.05 per unit for gross proceeds of \$500,000. Each unit consists of one common share (a “Share”) and one common share purchase warrant (a “Warrant”). Each warrant entitles the holder to acquire one Share at an exercise price of \$0.075 per common share at any time on or before the 24-month anniversary of the closing of the offering.**

On January 15, 2020, the Issuer announced that it has closed its Private Placement, previously announced on January 14, 2020, by selling 12,110,000 of the Issuer at a price of \$0.05 per Unit for gross proceeds of \$605,500, oversubscribing the Private Placement by \$105,500.

Insiders Shawn Moniz, CEO and a director of the Issuer, subscribed for 2,000,000 Units through a company he controls and Lindsay Hamelin, a director of the Issuer, subscribed for 150,000 Units through a company she controls. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Issuer relied upon the “Issuer Not Listed on Specified Markets” and “Fair Market Value Not More Than \$2,500,000” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

Each Unit of the Issuer consisted of one Share and one transferable Warrant. Each Warrant entitles the holder to acquire one additional Share at an exercise price of \$0.075 per Share at any time on or before the 24-month anniversary of the closing of the Private Placement. No finder’s fees were paid.

All securities issued are subject to a four-month hold period expiring on May 16, 2020.

Net proceeds raised in the Private Placement will be used to complete the acquisition of the Dresden Hemp transaction, and continued expansion across Europe.

On January 27, 2020, the Issuer announced that it has entered into a definitive financing agreement (the “Agreement”) with European Equity Group, an international merchant bank with a primary focus on growth oriented small-cap companies, to secure a credit facility (the “Facility”) in the amount of up to \$2.5 million CDN (approximately €1,700,000). The Facility provides EuroLife with the capital and flexibility required to continue its expansion across Europe and carry out its corporate objectives for 2020 and 2021. EuroLife intends to use the Facility to continually fund expansion across Europe and for general working capital purposes.

Pursuant to the Agreement, the Issuer may request up to CDN\$100,000 per month from European Equity Group in exchange for the issuance of Units of the Issuer. Each Unit will consist of Shares of the Issuer and Warrants.

The Shares may be issued at a maximum of 10% discount to the 20-day VWAP of the Issuer’s Shares. The Warrants will be issued at a 50% premium to the price of the Units. All securities issued by the Issuer to European Equity Group will be subject to a four-month hold period.

EuroLife previously announced an intent (the “LOI”) to acquire a 20% interest in a state-of-the-art industrial hemp cultivation operation located near Dresden, Germany. The operation consists of a robust portfolio of assets including prime agricultural land, cultivation equipment, post production facilities, and inventory. When acquired the ownership position will be EuroLife’s key asset and one of the largest fully operational outdoor hemp cultivation projects in Europe. Upon finalizing the definitive purchase agreement for the interest in the Dresden hemp operations, which is expected to be finalized in Q1 2020, the partners look to maximize the value of the approximately 110,000 kilograms of existing hemp biomass.

On January 30, 2020, the Issuer announced that it has finalized an agreement with a leading global cannabis company with a market cap greater than \$1 billion, to develop its online education portal, accessed by many hundreds of cannabis retailers and staff across Canada. The budtender portal was designed to facilitate knowledge retention by having each user complete a quiz after each module and complete a final-course exam. Upon completion of each module and a final course exam, budtenders earn an e-learning certificate showing proof they have completed the course.

EuroLife has leveraged the skills of its design and technology teams to design and develop a budtender education portal. The concept will include easy access to product information and educational articles on topics ranging from cannabis taxonomy, safety in the household, responsible usage and a strong focus on vaping. The platform also incorporates dynamic and interactive elements to facilitate learning with detailed reporting and analytics, options for gamification and social elements such as shareable completion badges. Once launched, legal cannabis retailers across Canada will have the opportunity to direct employees to the platform to learn in more detail about

**the product brands while increasing their knowledge of all aspects of cannabis through visually stimulating educational content.**

**The objective of the project is to create a secure and effective education portal to budtenders nationwide to be well versed with the cannabis company's brands and branded products. Budtenders will register for the portal access through a secure online application process and once accepted, they will be able to begin working through a number of courses on cannabis 101 topics, brand products and processes, as part of their certification.**

**Launch of the Canada-wide budtender learning portal is projected for the first quarter 2020. Development and ongoing maintenance fees of the online portal will contribute to the financial success of the EuroLife Brands group of companies.**

**The Issuer also announces it has granted incentive stock options to purchase a total of 3,300,000 common shares at an exercise price of \$0.05 per share for a period of two years to certain directors and officers in accordance with the provisions of its stock option plan.**

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.

**See Item 2. European Equity Group is a non-related party of the Issuer.**

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.

**N/A.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, 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.

**N/A.**

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

Security	Number Issued	Details of Issuance	Use of Proceeds
Shares	5,666,667	Common shares issued at \$0.06/share pursuant to an asset purchase agreement dated Nov. 26/19.	N/A
Units	12,110,000	Units, consisting of Shares and Warrants, issued at \$0.05/Share pursuant to a Private Placement.	M&A activity and opportunities in Europe and general working capital.
Options	6,850,000	Stock options granted to consultants at \$0.05/Share for a period of 2 years.	N/A
Options	4,300,000	Stock options granted to certain directors, officers and consultants at \$0.05/Share for a period of 2 years.	N/A

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

**N/A.**

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

**N/A.**

17. 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 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: **February 6, 2020** \_\_\_\_\_.

Shawn Moniz  
Name of Director or Senior Officer

"Shawn Moniz"  
Signature

CEO & Director  
Official Capacity

<b><i>Issuer Details</i></b> Name of Issuer	For Month End	Date of Report YY/MM/D
<b>Eurolife Brands Inc.</b>	<b>January 2020</b>	<b>20/02/06</b>
Issuer Address <b>804-750 West Pender Street</b>		
City/Province/Postal Code <b>Vancouver, BC V6C 2T7</b>	Issuer Fax No. <b>604.685.6905</b>	Issuer Telephone No. <b>604.682.2928</b>
Contact Name <b>Shawn Moniz</b>	Contact Position <b>CEO &amp; Director</b>	Contact Telephone No. <b>604.682.2928</b>
Contact Email Address <a href="mailto:info@eurolifebrands.com">info@eurolifebrands.com</a>	Web Site Address <a href="https://eurolifebrands.com/">https://eurolifebrands.com/</a>	