

FORM 7

**MONTHLY PROGRESS REPORT**

Name of Listed Issuer: Eurolife Brands Inc. (the "Issuer" or "Eurolife").

Trading Symbol: EURO

Number of Outstanding Listed Securities: 382,515,789

Date: May 8, 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 April 2020.**

**The Issuer confirms that the impact of COVID-19 on its business and operations has been minimal. The Issuer is continuing to move forward with its proposed acquisition and due diligence of CWE European Holdings Inc.**

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

**On April 2, 2020, the Issuer announced a shareholder relief plan regarding the exercise of the Issuer's outstanding warrants in direct response to the impact of the COVID-19 crisis and its affects on the public markets. In consideration of warrant holders, the Issuer intends to reprice an aggregate of 59,295,920 common share purchase warrants (the "Warrants") to \$0.05 per common share until May 4, 2020. The reprice will extend to all outstanding warrants.**

**The shareholder relief plan was created to combat the negative impact of the COVID-19 pandemic to public markets and the value of EuroLife common shares. It extends to outstanding Warrants with an exercise price between \$0.05 and \$0.125 and an expiry date between May 4, 2020 and January 15, 2022, in an effort to be more reflective of current market conditions.**

**The shareholder relief plan provides a lower exercise price which increases the likelihood that warrant holders will be able to exercise their Warrants prior to May 4, 2020. If all the Warrants, subject to the shareholder relief plan, are exercised during the proposed exercise period, EuroLife**

expects to receive gross proceeds of approximately \$2.96 million and issue approximately 59,295,920 common shares on or before May 4, 2020.

The proposed extension constitutes a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”) as related parties of the Company hold Warrants being amended. However, in accordance with MI 61-101, the exemptions from formal valuation and minority approval requirements can be relied upon as the fair market value of the Warrants does not exceed 25% of the Company’s market capitalization.

The transaction is subject to the receipt of all final regulatory approvals including those from the CSE. Any Warrants that are not exercised before May 4, 2020 will remain outstanding and will be exercisable for common shares of the Company on the same terms applicable to such Warrants as they existed prior to the shareholder relief plan and will no longer be eligible to the reduced exercise price of the Warrants. For clarity, the Warrants issued on May 4, 2018 will expire after 5 pm PST on May 4, 2020.

On April 22, 2020, the Issuer announced that, as a result of the COVID-19 pandemic, it will be relying on the coordinated relief provided by the securities regulators which consists of a 45-day extension for certain periodic filings, as announced by the Canadian Securities Administrators (“CSA”) on March 18, 2020, with respect to the filing of its annual financial statements, management's discussion and analysis, and related officer certificates for its financial year ended December 31, 2019.

The notice released by the CSA stated that securities regulators will be providing coordinated relief consisting of a 45-day extension for certain periodic filings required to be made on or prior to June 1, 2020 as a result of the COVID-19 pandemic. As such, the British Columbia Securities Commission (“BCSC”) has enacted BC Instrument 51-515, Temporary Exemption from Certain Corporate Finance Requirements (“BCI 51-515”).

The Issuer will be relying on the temporary exemption pursuant to BCI 51-515 in respect to the following provisions:

- the requirement to file audited financial statements for the year ended December 31, 2019 (the “Financial Statements”) within 120 days of the Issuer’s financial year end as required by section 4.2(b) of National Instrument 51-102 (“NI 51-102”);
- the requirement to file management discussion and analysis (the “MD&A”) for the period covered by the Financial Statements within 120 days of the Issuer’s financial year end as required by section 5.1(2) of NI 51-102; and
- the requirement to file certifications of the Financial Statements (the “Certificates” and together with the Financial Statements, the “Annual Filings”) pursuant to section 4.1 of National Instrument 52-109. Section 4.2(b) [filing deadline for annual financial statements] NI 51-102.

The Issuer is continuing to work diligently with its auditors to file the Annual Filings by June 15, 2020.

The Issuer confirmed that there have been no material developments, other than those disclosed through news releases, since the filing of its condensed interim consolidated financial statements for the period ended September 30, 2019.

Additionally, the Company advised that management and other insiders of the Issuer are subject to a trading black-out policy as described, in principle, in section 9 of National Policy 11-207, Failure to-File Cease Trade Orders and Revocations in Multiple Jurisdictions.

On April 23, 2020, the Issuer announced that it has entered into a Letter of Intent (the “LOI”) to acquire 100% of the issued and outstanding securities of CWE European Holdings Inc. (“HANF”), a Canadian Corporation, which owns and operates HANF Hemp Stores in Germany and Luxembourg, is operating a seed-to-sale hemp CBD business in German speaking countries in Europe, will become

a fully owned subsidiary by way of share exchange in consideration for the issuance of 100,000,000 common shares (the “Shares”) of EuroLife at a deemed price of \$0.05 per Share to the shareholders of CWE for a deemed value of \$5 million (the “Acquisition”). Upon completion of the transaction, CWE will become a wholly-owned subsidiary of the Issuer.

The Shares issuable pursuant to the Acquisition are subject to escrow provisions over 36-months under a lock-up agreement with the CEO of the Issuer.

The parties will negotiate in good faith to finalize and execute a definitive agreement within 90 days of executing the LOL. The closing of the Acquisition is subject to customary terms and conditions and regulatory approval.

On April 27, 2020, the Issuer announced that Mr. Shawn Moniz, CEO of the Issuer has exercised over 1.5 million share purchase warrants at a price of \$0.05, a price that is currently above market offer. This brings open market purchases by Mr. Shawn Moniz to over 2 million shares in the past 60 days.

On April 29, 2020, the Issuer announced that it has commenced building the framework for its entry into the mushroom superfood segment in Europe. In conjunction with its network of cooperative partners, internally referred to as the European Associates Retail Network, EuroLife has been exploring additional areas within the Health and Wellness segment that could both supplement and complement its current roll-out plans in the hemp and hemp derived products space.

With a myriad of potential health benefits and exhibiting anti-viral, anti-inflammatory, and neutropic properties, the utilization of mushrooms as superfoods has been gaining traction. As announced in the latter half of 2019, EuroLife secured agreements with two Canadian companies operating in this vertical. Since that time, further investigation and due diligence was conducted in order to assess whether the European market (including EU and Non-EU countries) may be ready for the introduction of such products, and eventual inclusion into the EuroLife portfolio of brands.

Via utilization of its existing infrastructure, namely its Canvas.me technology platform, EuroLife will aim to curate a repository of educational content centred around the use of mushrooms as superfoods and in various burgeoning applications for medical use. Concurrently, EuroLife has embarked on a review of additional mushroom superfood related products which may be suitable candidates for partnership and/or distribution within the EuroLife ecosystem. Pending compliance and legal review of EU food product regulations, EuroLife will apply the same formula it used to build out its portfolio of Hemp based products to now include mushroom and mushroom superfood derivatives.

Growth in the medicinal mushrooms market is being driven by the potential benefits of consuming of mushrooms and products made from extracts. The promotion active and healthy lifestyles as well as an increase in vegan populations around the world is anticipated to also boost the growth of the medicinal mushrooms market in future years. A Data Bridge Marketing Research report suggests the medicinal mushroom market could reach US\$78.8 billion by 2025, growing at a CAGR of 9.5% during the forecast period of 2018 to 2025.

Tradition mushrooms are rich in nutrients such as potassium, calcium, amino acids, fiber, and vitamins B & D, which are known to improve antioxidant activity by reducing free radicals in the human body. Medicinal mushrooms such as chaga mushrooms are known to increase the white blood cell count in the bone marrow, reduce inflammation in colon cells, aid in the treatment of inflammatory bowel diseases.

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. CWE European Holdings Inc. is not a Related Person 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.

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds</b>
<b>Shares</b>	<b>1,588,000</b>	<b>Shares issued pursuant to a warrant exercise.</b>	<b>General working capital.</b>
<b>Options</b>	<b>750,000</b>	<b>Stock options granted to a consultant at \$0.05/Share for a period of 2 years.</b>	<b>N/A</b>

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: May 8, 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>April 2020</b>	<b>20/05/08</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>	