

Form 7
MONTHLY PROGRESS REPORT
July 2020

Name of CSE Issuer: **Biome Grow Inc. (formerly Orca Touchscreen Technologies Ltd.) (the “Issuer” or “Company”)**

Trading Symbol: **BIO**

Number of Outstanding Listed Securities: **111,599,899**

Date: **Aug 7, 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.

During the month, the Company entered into a strategic transaction agreement with MYM Neutraceuticals (“MYM”) whereby MYM has agreed to acquire 100% of Biome's wholly-owned subsidiary Highland Grow Inc. (“HGI”), which is licensed under the *Cannabis Act (Canada)* to cultivate, process, and distribute cannabis from its facility located in Antigonish, Nova Scotia.

As part of the transaction, Biome will become the largest shareholder of MYM.

HGI will continue its operations under MYM.

HGI continued to monitor and adjust workspaces and corresponding operating and health & safety protocols amid COVID-19.

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

See Note 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.

During the month, the Company entered into a strategic transaction agreement with MYM Neutraceuticals ("MYM") whereby MYM acquired 100% of Biome's wholly-owned subsidiary Highland Grow Inc. ("HGI"), which is licensed under the *Cannabis Act (Canada)* to cultivate, process, and distribute cannabis from its facility located in Antigonish, Nova Scotia.

As part of the transaction, Biome became the largest shareholder of MYM.

HGI will continue its operations under MYM.

The total consideration paid by MYM for the acquisition is approximately \$12,898,727 consisting of: (i) \$1.5 million in cash; (ii) 42,813,985 common shares in the capital of MYM (each a "MYM Share") at a deemed per share price of \$0.065, representing 19% of MYM's total issued and outstanding share capital post-closing (the "Consideration Shares"); and (iii) 132,551,040 newly-created non-voting Class A Special Shares of MYM International Brands Inc., which non-voting shares may be exchanged for MYM Shares in accordance with the Class A Special Shares' rights and restrictions; and (iv) MYM's agreement to make the Loan (as described below).

MYM agreed to loan Biome an amount equal to \$1 million (the "MYM Loan") for a term of 18 months with an option to extend for an additional 6 months at the sole discretion of Biome upon Biome paying an extension fee. The MYM Loan shall bear interest at a face rate of 17.5% per annum. Biome shall also pay a set-up fee equal to 3% of the amount advanced and an immediate interest payment equal to 5% of the amount advanced separate from and in addition to the 17.5% per annum interest payable under the MYM Loan. Interest on the Loan shall be payable monthly beginning on the day that is 4 months following the advance of the Loan. Requiring no further loan of cash by MYM, the principal amount of the MYM Loan shall be increased by the amount of certain liabilities of HGI, which will continue to be owing by HGI post-closing estimated to be approximately \$1.4M.

The cash proceeds of the transaction and the Biome Loan will principally be used by Biome to satisfy outstanding obligations owing to its senior lender. In connection with the pre-payment of that loan facility, Biome has agreed to pay a pre-payment fee of \$44,402.81, which amount will be satisfied by Biome issuing 417,535 common shares in the capital of Biome at a deemed price per share of \$0.08.

As security for the Loan, 38,461,538 Consideration Shares were placed into escrow and will be released to Biome on regular intervals. Any proceeds received by Biome from the sale of such Consideration Shares shall be used to repay the Loan until such time as the Biome Loan is discharged in full.

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.

With the Sale of HGI, the Health Canada License for HGI, the HGI brands, and HGI customer lists were transitioned to MYM and its wholly owned Subsidiaries

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

See Note 16

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.

On July 31, the Company paid down the full balance of the CVN credit facility with interest for a total payment of \$2,098,040.

The Company also entered into a settlement agreement with a supplier to reduce the outstanding amount owing from \$530,207 to \$159,062 and paid the amount owing in full.

On July 31, 2020 MYM loaned Biome \$1 million (the "MYM Loan") for a term of 18 months with an option to extend for an additional 6 months at the sole discretion of Biome upon Biome paying an extension fee. The MYM Loan bears interest at a face rate of 17.5% per annum. Biome paid a set-up fee equal to 3% of the amount advanced and an immediate interest payment equal to 5% of the amount advanced separate from and in addition to the 17.5% per annum interest payable under the MYM Loan. Interest on the Loan shall be payable monthly beginning on the day that is 4 months following the advance of the Loan. Requiring no further loan of cash by MYM, the principal amount of the MYM Loan shall be increased by the amount of certain liabilities of HGI, which will continue to be owing by HGI post-closing estimated to be approximately \$1.4M.

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

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
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Common Shares	None	n/a	n/a
Options	None	n/a	n/a
Warrants	None	n/a	n/a

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

The Issuer borrowed funds from a director during a prior month in the form of a Demand Promissory Note (the “Note”); whereas, the Note is secured by the inventory purchased or the finished goods created from products purchased via a specified supplier. A non-refundable origination fee of \$4,000 (1%) and prorated interest of \$9,000 (15%/month) was prepaid from the advance of funds. The amount advanced is due for repayment in 45 days (April 23, 2020).

The Issuer requested, and the Lender agreed to, an extension of the note for up to 45 additional days to June 7, 2020 (the “Revised Due Date”). The Company has agreed to pay the Principal amount outstanding and interest accrued from April 23, 2020 up to and including the date of repayment to the Lender on or before the Revised Due Date.

The Issuer requested, and the Lender agreed to, an extension of the Revised Due Date on the remaining balance of the note for up to 45 additional days to July 22, 2020. The Company agrees to pay the Principal Amount outstanding and interest accrued from May 23, 2020 up to and including the date of repayment to the Lender on or before the Revised Due Date

The Issuer has paid back the Principal amount to the Lender and applicable interest and amounts due \$100,000 on May 15, 2020 and \$300,000 on July 27, 2020.

The funds borrowed were used to increase inventory levels.

Summary of Transactions for the month ended July 31, 2020

Director/Officer	Opening Balance	Advances	Repayments	Closing Balance
Michael Wiener, Director	\$300,000-	\$-	\$300,000	\$0

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

Director, Michael Wiener, resigned from board of directors effective July 31, 2020.

During the month, an officer of HGI was terminated and removed from the HGI corporate registry in all capacities. James Wyatt, Responsible Person (“RP”) for HGI added to the HGI corporate registry as Director, President and Secretary.

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

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. It has adversely affected global workforces, economies, and financial markets, triggering an economic downturn and is expected to impact many retail businesses including dispensaries. It is not possible at this time for the Company to predict the duration or magnitude of the adverse results of the outbreak nor its effects on the Company’s business or operations.

Other trends and risks which are likely to impact the Issuer are detailed on pages 72 to 82 “Part IV – Risk Factors” of the Issuer’s Form 2A Listing Statement dated as at October 3, 2018.

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

Dated: **as at Aug 7, 2020**

Khurram Malik

Name of Director or Senior Officer

/s/ “Khurram Malik”

CEO

Official Capacity

Issuer Details		
Name of Issuer: Biome Grow Inc. (formerly Orca Touchscreen Technologies Ltd.)	For Month End July 2020	Date of Report: YYYYMMDD 2020/08/7
Issuer Address: 480 University Avenue		
City/Province/Postal Code: Toronto, ON M5G 1V2	Issuer Fax No.:	Issuer Telephone No. 416-805-7895
Contact Name: Khurram Malik	Contact Position: CEO	Contact Telephone No. 416-805-7895
Contact Email Address: kmalik@biomegrow.com	Web Site Address: www.biomegrow.com	