

# FORM 7

## MONTHLY PROGRESS REPORT

Name of Listed Issuer: **Billy Goat Brands Ltd.** (the "Issuer").

Trading Symbol: **GOAT**

Number of Outstanding Listed Securities: **102,205,339 as of November 30, 2021.**

Date: **December 6, 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 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.

**The Issuer is a venture capital platform focused on investing in high-potential companies operating in the blue economy. It intends to accomplish these goals through the identification of and investment in the securities of private businesses that are involved in the food and beverage industry, with a focus on: (i) plant-based protein, (ii) functional foods, (iii) food technology, and (iv) fermented foods.**

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

**During the month of November 2021, management's principal activities consisted of:**

- **Filing a preliminary short form base shelf prospectus**

- **Announcing that the Issuer's wholly owned portfolio business, FunGuys Beverages has entered an agreement to secure a manufacturing and distribution fulfilment facility in Texas.**
  - **Preparing and filing of the interim financial statements for the nine months ended September 30, 2021.**
  - **Announcing that the Issuer's portfolio company, The Vegetarian Butcher has begun the permitting process in order to open its third retail location, which will be situated in White Rock, BC.**
  - **Issuing an aggregate of 345,000 restricted share units to certain arm's length consultants.**
  - **Attending to general administration matters.**
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.
- The Issuer's Investee business The Vegetarian Butcher has begun process of opening its third retail location.**
- The Issuer's Investee business Sophie's Kitchen has partnered with Southwind Foods, LLC to offer its plant-based options alongside the distributor.**
- The Issuer's Portfolio Business has been invited to speak and the 2<sup>nd</sup> Annual Aquatic Life Conference.**
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.
- No products or services were discontinued during the month of November 2021.**
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.
- During the month of November 2021, the Issuer's Investee business Sophie's Kitchen has partnered with Southwind Foods, LLC to offer its plant-based options alongside the distributor.**
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.
- No contracts or agreements expired or were terminated during the month of November 2021.**
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.
- There were no acquisitions or dispositions of the Issuer's assets occurred during the preceding month of October 2021.**

8. Describe the acquisition of new customers or loss of customers.  
**There were no acquisitions of new customers or loss of customers during the month of November 2021.**
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.  
**There were no new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchise, licenses, patents, software, subscription lists and trade-marks during the month of November 2021.**
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
**There were no employee hirings, terminations or lay-offs by the Issuer during the month of November 2021.**
11. Report on any labour disputes and resolutions of those disputes if applicable.  
**There were no labour disputes during the month of November 2021.**
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.  
**There were no legal proceedings to which the Issuer became a party to during the month of November 2021.**
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.  
**No indebtedness was incurred or repaid during the month of November 2021**
14. Provide details of any securities issued and options or warrants granted.

**During the month of October 2021, the following securities were issued:**

Security	Number Issued	Details of Issuance	Use of Proceeds
Common	150,000	Warrant Exercise	Working capital
Restricted Share Units	345,000	Restricted Share Unit Issuance	n/a

15. Provide details of any loans to or by Related Persons.  
**There were no loans to or by Related Persons during the month of November 2021.**
16. Provide details of any changes in directors, officers or committee members.  
**There were no changes to the directors or officers during the month of November 2021.**
17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.  
**The trends and risks which are likely to impact the Issuer are detailed in the Issuer's Filing Statement filed on SEDAR on September 15, 2021 under the heading "RISK FACTORS".**

In addition to the trends and risks detailed in the Filing Statement, COVID-19 is likely to impact the Issuer:

#### COVID-19

The outbreak of the corona virus pandemic has impacted the Issuer's plans and activities. The Issuer may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Issuer. There can be no assurance that the Issuer's personnel will not be impacted by these pandemic diseases and ultimately that the Issuer would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Issuer's operations and access to capital. There can be no assurance that the Issuer will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

#### 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 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 CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: December 6, 2021

**Kris Dahl**

\_\_\_\_\_  
Name of Director or Senior Officer

*/s/ Kris Dahl*

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Signature

**Director**

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Official Capacity

<b>Issuer Details</b>		For Month End	Date of Report YY/MM/D
Name of Issuer  Billy Goat Brands Ltd.		November 2021	21/12/06
Issuer Address  2200 HSBC Building, 885 West Georgia Street			
City/Province/Postal Code  Vancouver, BC, V6C 3E8		Issuer Fax No.	Issuer Telephone No.  (778) 991-6135
Contact Name  Kris Dahl		Contact Position  Director	Contact Telephone No.  (778) 991-6135
Contact Email Address  <a href="mailto:kris_dahl@outlook.com">kris_dahl@outlook.com</a>		Web Site Address  www.billygoatbrands.com	