

## FORM 7

### MONTHLY PROGRESS REPORT – JANUARY 2020

Name of Listed Issuer: **GREENSTAR BIOSCIENCES CORP.** (the “Issuer” or the “Company”).

Trading Symbol: **GSTR**

Number of Outstanding Listed Securities: **70,831,891**

Date: **February 6, 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.

**Management has spent the month pursuing its business plan objectives. See the Issuer’s CSE Form 2A Listing Statement dated May 28, 2019 for a description of the Issuer’s business and business objectives. The Company plans to execute an aggressive growth plan over the short and medium term.**

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

**In Washington State, the Issuer continues to lease assets and provide services to its tenant partner, Cowlitz County Cannabis Cultivation, Inc. (“Cowlitz”).**

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.

**Not applicable.**

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.

**Not applicable.**

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.

**Not applicable.**

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.

**Not applicable.**

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.

**Not applicable.**

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

**Not applicable.**

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.

**Not applicable.**

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

**Not applicable.**

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

**Not applicable.**

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.

**Not applicable.**

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

**Not applicable.**

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<sup>(1)</sup></b>
Common Shares	507,692	Refer to footnote <sup>(2)</sup>	Debt Settlement
Stock Options	1,900,000	Refer to footnote <sup>(3)</sup>	N/A

*(1) State aggregate proceeds and intended allocation of proceeds.*

- (2) On December 6, 2019, the Company announced that it has entered into debt settlement agreements with two creditors for the settlement of debt in the aggregate amount of \$66,000. The debt was settled through the issuance of an aggregate of 507,692 common shares in the capital of the Company (each, a “Share”) at a deemed issue price of \$0.13 per Share (the “Debt Settlement”). In connection with the Debt Settlement, ACM Management Inc. (“ACM”), a company controlled by Alex McAulay, the Company’s former Chief Financial Officer, agreed to settle debt totalling \$40,000 through the issuance of 307,692 Shares at a price of \$0.13 per Share. Since Mr. McAulay was an officer of the Company at the time the Debt Settlement was agreed to, ACM is considered a “related party” within the meaning of MI 61-101.
- (3) Refer to Form 11 filed on January 16, 2020.

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

**Not applicable.**

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

**Not applicable.**

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

**The Issuer’s flagship investments are in Washington State and currently management expects the legal and regulatory regimes in the United States (on a federal level), Washington State, and Canada to be the most relevant to its business.**

### **United States**

**While the use of cannabis appears to be substantially increasing at the state legalized level in the United States, the status of Federal legalization of cannabis in is uncertain. On February 14, 2019, William Barr was confirmed by the U.S. Senate as the next Attorney General. On January 15, 2019, during his confirmation hearing, Mr. Barr indicated that he personally believes cannabis should remain illegal but he also stated that if confirmed, he would not “go after companies that have relied on the 2013 Cole Memorandum and that his approach with regard to federal cannabis law enforcement would be “not to upset settled expectations.” Mr. Barr’s approach to cannabis federal law enforcement may prove less aggressive than Attorney General Session’s get-tough on cannabis stance and could reduce the uncertainty stemming from Attorney General Session’s tenure. However, Mr. Barr has made it clear that he does not support federal legalization and until he begins implementing these policies, considerable uncertainty remains. Jeff Sessions the former U.S. Attorney General was publicly opposed to the use of cannabis and on January 4, 2018, rescinded the Cole Memorandum, stating it was unnecessary. The Cole Memorandum was a document formerly issued by the Attorney General’s office (2013/2014) that gave guidance to prosecutors to focus their enforcement resources for marijuana offences on 8 priorities, including preventing distribution to minors, preventing revenue**

from going to organized crime and preventing impaired driving. It is likely that the States which have legalized marijuana for medical and/or recreational uses will fight any prohibition on the production, sale and use of cannabis, as they are receiving significant amounts of tax revenue in connection with these activities. The rescission of the Cole Memorandum introduced uncertainty to the market for the Company's products. On December 20, 2018, the Agriculture Improvement Act of 2018 (the "2018 Farm Bill") was passed into law. Marked as genuinely historic for the cannabis industry, the passing of the 2018 Farm Bill has removed all confusion associated with "industrial hemp". While the Issuer has always utilized organically sourced US Dept. of Agriculture approved industrial hemp in its CBD products, "hemp", defined as "the plant Cannabis sativa L. and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol concentration of not more than 0.3 percent on a dry weight basis," has now been officially removed from the Controlled Substances Act in the United States. While the Issuer is still assessing the various implications of the new law, the development is extremely positive for the Issuer and its future development plans in the U.S. and elsewhere. The safety of CBD and cannabis related products will remain of paramount importance for the Issuer and will continue to be a focus for consumers and regulators alike. Regulation of the industry is expected to increase, including new regulations anticipated from the US Food and Drug Administration (FDA). Despite these challenges and a general lack of access to banking, the cannabis industry has so far enjoyed access to capital markets. The situation is constantly evolving and there is a great degree of uncertainty over how matters will be settled, however, it is likely that these US states that have legalized cannabis will fight any prohibition on its use as they are receiving significant amounts of tax revenue from the sale of cannabis. Despite the legal, regulatory, and political obstacles the marijuana industry currently faces, the industry has continued to grow.

On November 20, 2019 the House Judiciary Committee voted 24-10 to pass the Marijuana Opportunity Reinvestment and Expungement Bill of 2019 ("MORE") which removed marijuana from Schedule 1 of the Controlled Substances Act. For federal legalization to occur the MORE act will need to pass a House-wide vote as well as a vote in the Senate and then be signed into law by the President.

### Washington State

On October 16, 2017, the Canadian Securities Administrators published Staff Notice 51-352 Issuers with U.S. Marijuana-Related Activities ("Staff Notice 51- 352") which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the United States as permitted within a particular state's regulatory framework. All issuers with United States cannabis-related

**activities are expected to clearly and prominently disclose certain prescribed information in prospectus filings and other required disclosure documents. As a result of the Issuer's investments in certain United States entities, the Issuer is subject to Staff Notice 51-352. See also the Issuer's CSE Form 2A Listing Statement dated May 28, 2019.**

## 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: February 6, 2020

Rahim Rajwani  
Name of Director or Senior  
Officer

(Signed) "Rahim Rajwani"  
Signature

Chief Executive Officer  
Official Capacity

<b><i>Issuer Details</i></b>	For Month End	Date of Report
Name of Issuer GreenStar Biosciences Corp.	January 31, 2020	YY/MM/D 20/02/06
Issuer Address Suite 717, 1030 West Georgia Street		
City/Province/Postal Code Vancouver, BC V6E 2Y3	Issuer Fax No. N/A	Issuer Telephone No. 604-834-9499
Contact Name Rahim Rajwani	Contact Position CEO	Contact Telephone No. 604-834-9499
Contact Email Address <a href="mailto:info@greenstarbiosciences.com">info@greenstarbiosciences.com</a>	Web Site Address <a href="http://www.greenstarbiosciences.com">www.greenstarbiosciences.com</a>	