

# FORM 7

## MONTHLY PROGRESS REPORT

Name of CNSX Issuer: Torino Power Solutions Inc. (the "Issuer").

Trading Symbol: TPS

Number of Outstanding Listed Securities: 59,722,988 common shares

Date: for January 5, 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 the CNSX 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 CNSX.ca 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 CNSX Policies. The discussion in this report must be factual, balanced and non-promotional. \*See cautionary note on forward looking statements at the end of this report.

### 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, "Torino Power Solutions Inc.", or "Torino", or "the Company" or "the Corporation" is a provider of Power Line Monitoring (PLM) systems, also known as Dynamic Thermal Circuit Rating (DTCR) technology that increases the capacity of congested high voltage power lines of electric utilities by providing real-time temperature

data to utilities and other vital information.

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

The Corporation is commercializing its patented Power Line Monitoring (PLM) System or Dynamic Thermal Circuit Rating (DTCR) technology and proprietary system architecture for application in overhead transmission lines to address the growing demand by electric utilities to adequately increase the capacity of congested transmission lines of electric utilities in North America and Europe. The Corporation does not currently generate revenue.

The Company is also working on a definitive agreement with KABN Systems North America Inc. in relation to a proposed reverse takeover (the “**RTO**”) as described in a news release dated November 26, 2019.

The proposed RTO is an arm’s length transaction and constitutes a fundamental change under the policies of the CSE and completion is subject to shareholder and CSE approval. Accordingly, trading in the shares of Torino has been halted, and will remain halted until the requirements of the CSE have been met and the resumption of trading is approved by the CSE. No finder’s fee is proposed for the transaction.

Torino will file an application with the CSE to approve the RTO and for them to approve the listing of the shares of the Resulting Issuer on the CSE. The Company will be calling a special meeting of shareholders to approve the fundamental change and related matters and will be filing a management information circular containing disclosure on KABN North America, the Resulting Issuer and the RTO, which will be provided to shareholders of the Company prior to the shareholders' meeting.

The final structure for the RTO transaction is subject to satisfactory due diligence by both parties, legal and financial advice and applicable securities laws and policies of the CSE.

Completion of the proposed RTO transaction is subject to a number of conditions, including all necessary shareholder and regulatory approvals, the execution of a definitive agreement and related transaction documents, and conditional approval of the Canadian Securities Exchange (the “**CSE**”) for the listing of the common shares of the Resulting Issuer following the completion of the RTO transaction.

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 to report.

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.

There were no products or services discontinued.

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 to report.

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.

There were no expirations or terminations of material contracts or agreement, nor cancellations of previously announced financing arrangements.

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 material acquisitions or dispositions by the Issuer.

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

None to report.

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.

None to report.

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

None to report.

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

There were no material labour disputes during the month.

11. 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 during the month.

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

None to report.

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

None to report.

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

There were no new loans to, or by, Related Persons during the month.

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

None to report.

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

The electrical grid faces (at least) three looming challenges to meet future growth requirements:

1. Existing limitations in its organization;
2. Technical ability to meet 25 and 50-year of electricity needs;
3. Capacity to increase efficiency without diminishing reliability and security.

Global investment for Transmission & Distribution (T&D) has been steadily increasing over the past few years and is expected reach into the hundreds of billions of dollars over the next 15 years. Much of this investment is necessary to support the global explosion of growth of new generation sources, particularly new renewable energy resources. The need to expand and modernize inadequate infrastructure to deliver power to a wider customer base is another key driver for growth in this sector of the industry. In many parts of the world, there is a movement to close existing fossil fuel power stations, making it necessary to bring power to load centers from other sources. In other instances, there are world regions where demand from growing industrial installations is driving the need for T&D system improvements and increase efficiency. Torino's Power Line Monitoring system focusses on key T&D system improvements with regards to: real time data collection for the improved Asset Management and planning. Additional benefits include improved overhead line resiliency, reliability and analytics.

## 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: January 5, 2020\_\_\_\_\_.

Rav Mlait  
 Name of Director or Senior Officer  
(signed) "Rav Mlait"  
 Signature

Chief Executive Officer  
 Official Capacity

<b>Issuer Details</b>		For Month End	Date of Report YY/MM/DD
Name of Issuer			
Torino Power Solutions Inc.		Dec 31, 2019	2020/01/05
Issuer Address			
7934 Government Rd			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Burnaby, BC, V5A 2E2		604-676- 2767	604-551- 783 1
Contact Name		Contact Position	Contact Telephone No.
Rav Mlait		CEO	604-551- 783 1
Contact Email Address		Web Site Address	
info@ torinopower.com		http://www.torinopower.com	

## \*Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as final development of a commercial or prototype product(s), successful trial or pilot of company technologies, no assurance that commercial sales of any kind actually materialize; no assurance the Company will have sufficient funds to complete product development. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks regarding protection of proprietary technology; (iii) the ability of the Company to complete financings; (v) the ability of the Company to develop and market its future product; and (vi) risks regarding government regulation, managing and maintaining growth, the effect of adverse publicity, litigation, competition and other factors which may be identified from time to time in the Company's public announcements and filings. There is no assurance that the DTCR/PLM business will provide any benefit to the Company, and no assurance that any proposed new products will be built, work successfully or proceed. There is no assurance that existing "patent pending" technologies licensed by the Company will receive patent status by regulatory authorities. The Company is not currently selling DTCR/PLM systems. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.