FORM 5

QUARTERLY LISTING STATEMENT
[for the interim period ended September 30, 2020]

Name of Listed Issuer: **Plant&Co. Brands Ltd.** (the "Issuer").

Trading Symbol: **VEGN**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement 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 Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement 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 following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed 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.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

See Note 9 to interim financial statements for six months ended September 30, 2020

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Aug. 10/20	Common Shares	Private Placement	5,979,999	$0.18	$826,400	Cash	(1)	Nil
Total:			**5,979,999**		**$826,400**			

(1) Of these 5,979,999 common shares issued, 1,111,111 common shares were issued to 1202103 BC Ltd., a company owned and operated by Shawn Moniz, CEO and a director of the Issuer, 41,667 common shares were issued to 1130970 BC Ltd., a company owned and operated by Lindsay Hamelin, who was a director of the Issuer at the time of closing of the private placement and 69,444 common shares were issued to Dean Callaway, CFO of the Issuer. All other investors were non-related parties of the Issuer.

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Nil						
Total:						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized	Par Value
Common shares	Unlimited	NPV

(b) number and recorded value for shares issued and outstanding,

Description	Number Issued & Outstanding	Amount
Common shares	44,181,581	$14,291,869

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and

Description	Number Outstanding	Exercise Price	Expiry Date
Options	4,800	$0.13	October 20, 2020
Options	475,600	$0.75	February 4, 2021
Options	270,500	$0.50	November 22, 2021
Options	625,000	$0.50	January 28, 2022
Options	60,000	$0.50	January 28, 2021
Options	330,000	$0.50	January 28, 2022
Options	100,000	$0.50	March 9, 2023
Options	10,000	$0.50	April 1, 2021
Options	75,000	$0.50	April 28, 2022
Total Options:	**1,950,900**		
Warrants	1,968,000	$0.75	July 16, 2021
Warrants	1,028,900	$0.75	July 24, 2021
Warrants	1,190,000	$0.75	July 26, 2021
Warrants	1,211,000	$0.75	January 14, 2022
Warrants	200,000	$0.75	March 11, 2023
Total Warrants:	**5,597,900**		
Total Options and Warrants:	**7,548,800**		

(a) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number Held in Escrow	Number Released During the Period
Common shares	Nil	Nil

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Positions Held	Since
Shawn Moniz	CEO	Sept. 12, 2017
	Director	June 9, 2017
	Chairman	Dec. 31, 2018
	Secretary	Feb. 3, 2020
Donna Reddy	President	Feb. 4, 2021
Dean Callaway	CFO	Feb. 3, 2020
Marco Contardi	Director	April 4, 2018
Alex Rechichi	Director	Jun. 21, 2021
Mark Rechichi	Director	Jun. 21, 2021
Kevin Cole	Director	Jun. 21, 2021

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

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 Quarterly Listing Statement.

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 CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated July 21, 2021.

Shawn Moniz
Name of Director or Senior Officer

"Shawn Moniz"
Signature

CEO
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Plant&Co. Brands Ltd.	September 30, 2020	2021/07/21
Issuer Address 400-1681 Chestnut Street		
City/Province/Postal Code Vancouver, BC V6J 4M6	Issuer Fax No. 604.737.1140	Issuer Telephone No. 604.737.2303
Contact Name Shawn Moniz	Contact Position CEO	Contact Telephone No. As above
Contact Email Address info@plantandco.com	Web Site Address https://plantandco.com	

EUROLIFE BRANDS INC.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended September 30, 2020

Eurolife Brands Inc.
Interim Condensed Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)

As at	Note	September 30, 2020	December 31, 2019
		$	$
ASSETS			
Current assets			
Cash		**731,798**	303,026
Account receivable		**386,728**	27,600
Equity investment	4	**250,000**	-
Prepaids		**107,660**	67,597
HST recoverable		**57,085**	503,201
		1,533,271	901,424
Equipment	5	**22,735**	25,628
Licenses and other intangible assets	6	**637,200**	463,833
TOTAL ASSETS		**2,193,206**	1,390,885
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	10	**42,365**	279,378
Deferred revenue		**208,333**	4,000
Other liabilities		**-**	9,948
TOTAL CURRENT LIABILITIES		**250,698**	293,326
Canada Emergency Business Account (CEBA)	7	**40,000**	-
		290,698	-
SHAREHOLDERS' EQUITY			
Share capital	8	**14,291,869**	12,033,390
Share subscriptions receivable	8	**(377,030)**	(299,157)
Share-based payment reserve	8	**2,651,069**	2,017,580
Deficit		**(14,663,400)**	(12,654,254)
TOTAL SHAREHOLDERS' EQUITY		**1,902,508**	1,097,559
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**2,193,206**	1,390,885

Nature and continuance of operations (Note 1)

Eurolife Brands Inc.
Interim Condensed Consolidated Statements of Comprehensive Loss (Unaudited)
(Expressed in Canadian Dollars)

	Notes	Three Months Ended September 30,		Nine months Ended September 30,	
		2020	2019	**2020**	2019
Revenue		**36,934**	2,400	**131,517**	13,950
Expenses					
Accounting and legal		**12,416**	7,527	**62,374**	24,658
Advertising and marketing		**49,575**	87,703	**449,379**	177,283
Amortization	5,6	**21,047**	5,899	**60,404**	17,579
Compliance and regulatory		**26,575**	13,868	**61,692**	50,193
Consulting		**50,717**	149,368	**233,013**	332,940
Hosting, licenses, and subscriptions		**26,581**	5,323	**44,594**	18,272
Investor relations		**3,000**	126,451	**26,260**	228,066
Office and sundry		**13,022**	21,855	**144,950**	64,035
Platform development		**79,625**	226,369	**162,581**	520,189
Share-based compensation	8	**6,555**	1,392,824	**444,126**	3,133,951
Business development		**299,374**	1,000	**457,169**	385,904
		588,487	2,038,187	**2,146,542**	4,953,070
		(551,553)	(2,035,787)	**(2,015,025)**	(4,939,120)
Other items					
Other income		**-**	-	**5,879**	-
Total comprehensive loss		**(551,553)**	(2,035,787)	**(2,009,146)**	(4,939,120)
Per Share Information					
Net loss per share – basic and diluted		**$(0.01)**	$(0.10)	**$(0.05)**	$(0.25)
Weighted average number of common shares outstanding		**43,465,782**	20,010,048	**39,830,114**	19,737,145

Eurolife Brands Inc.
Interim Condensed Consolidated Statement of Changes in Shareholders' Equity (Unaudited)
(Expressed in Canadian Dollars)

	Note	Share capital: Number of shares *	Share capital: Amount	Share-based payment reserve	Share subscriptions receivable	Deficit	Total
			$	$	$	$	$
Balance at December 31, 2018		181,697,844	6,505,299	321,376	(744,475)	(5,670,811)	411,389
Issuance of common shares for cash	8	42,050,000	2,102,500	-	(50,010)	-	2,052,490
Share issue costs		-	(24,173)	8,223	-	-	(15,950)
Issuance of common shares for debt and services	8	6,874,290	412,150	-	-	-	412,150
Issuance of common shares upon exercise of options	8	17,166,844	1,718,981	(640,925)	(198,272)	-	530,150
Issuance of common shares upon milestone achievement	8	27,535,400	1,583,609	-	-	-	1,583,609
Share based compensation	8	-	-	1,877,530	-	-	1,877,520
Cancellation of exercised options	8	(5,440,000)	(1,144,976)	451,376	693,600	-	-
Share exchange for licenses	8	88,000,000	880,000	-	-	-	880,000
Net and comprehensive loss		-	-	-	-	(6,983,443)	(6,983,443)
Balance at December 31, 2019		**357,884,378**	**12,033,390**	**2,017,580**	**(299,157)**	**(12,654,254)**	**1,097,559**
Issuance of common shares for cash	8	**5,784,815**	**1,245,424**	**247,363**	**(200,000)**	**-**	**1,292,787**
Share subscription receivable		**-**	**-**	**-**	**201,527**	**-**	**201,527**
Issuance of common shares for debt and services	8	**2,125,934**	**548,988**	**-**	**-**	**-**	**548,988**
Issuance of common shares upon exercise of options	8	**200,000**	**158,000**	**(58,000)**	**-**	**-**	**100,000**
Issuance of common shares upon exercise of warrants	8	**158,800**	**79,400**	**-**	**(79,400)**	**-**	**-**
Cancellation of common shares issued upon milestone achievement		**(250,000)**	**-**	**-**	**-**	**-**	**-**
Share based compensation	8	**-**	**-**	**444,126**	**-**	**-**	**444,126**
Cancellation of exercised options	8	**(193,076)**	**-**	**-**	**-**	**-**	**-**
Share exchange for licenses	8	**566,667**	**226,667**	**-**	**-**	**-**	**226,667**
Net and comprehensive loss		**-**	**-**	**-**	**-**	**(2,009,146)**	**(2,009,146)**
Balance at September 30**, 2020**		**44,181,581**	**14,291,869**	**2,651,069**	**(377,030)**	**(14,663,400)**	**1,902,508**

* On July 3, 2020 the Company completed a 10:1 share consolidation. All share numbers have been restated to reflect the consolidation.

Eurolife Brands Inc.
Interim Condensed Consolidated Statements of Cash Flows (Unaudited)
(Expressed in Canadian Dollars)

	Notes	Three Months Ended September 30, 2020	2019	Nine months Ended September 30, 2020	2019
Operating Activities					
Net loss from continuing operations		**(551,553)**	(2,035,785)	**(2,009,146)**	(4,939,118)
Items not affecting cash and cash equivalents:					
Amortization		**21,047**	5,899	**60,404**	17,579
Share based compensation		**6,555**	1,392,824	**444,126**	3,133,951
		(523,951)	(637,062)	- **(1,504,616)**	(1,787,588)
Accounts receivable		**(105,813)**	-	**(259,128)**	19,408
Equity investment		**(250,000)**	-	**(250,000)**	-
Related party loan		**46,046**	-	**-**	-
Prepaid expenses		**(56,611)**	(429,651)	**(40,063)**	(390,120)
HST recoverable		**(27,094)**	(142,190)	**446,115**	(142,190)
Accounts payable and accrued liabilities		**222,888**	(269,333)	**311,976**	(186,848)
Deferred revenue		**208,333**	(2,400)	**204,333**	(2,975)
Net change in non-cash working capital related to operations		**37,749**	(843,574)	**413,233**	(702,725)
Cash flows from/(used in) operating activities		**(486,202)**	(1,480,636)	**(1,091,383)**	(2,490,313)
Investing Activities					
Property and equipment expenditures		**(1,366)**	-	**(4,211)**	(1,087)
Acquisition of licenses		**-**	(4,000,000)	**-**	(4,000,000)
Cash flows used in investing activities		**(1,366)**	(4,000,000)	**(4,211)**	(4,001,087)
Financing Activities					
Proceeds from the issuance of shares (net of issuance costs)		**787,287**	6,252,295	**1,292,787**	6,903,773
Canada Emergency Business Account (CEBA)		**-**	-	**40,000**	-
Proceeds from option exercises		**-**	-	**100,000**	-
Share subscriptions receivable		**173,442**	-	**201,527**	-
Accounts receivable		**-**	-	**(100,000)**	-
Obligation to issue shares		**-**	-	**(9,948)**	-
Net change in non-cash working capital related to financing		**173,442**	-	- **91,579**	-
Cash flows from financing activities		**960,729**	6,252,295	**1,524,366**	6,903,773
Increase/(decrease) in cash and cash equivalents		**473,161**	771,659	**428,772**	412,373
Cash and cash equivalents, beginning of period		**258,637**	(141,781)	**303,026**	217,505
Cash and cash equivalents, end of period		**731,798**	629,878	**731,798**	629,878
Non-cash transactions:					
Licenses acquired for share exchange		**-**	4,000,000	**226,667**	4,000,000
Subscriptions receivable on exercise of stock options		**-**	(430,413)	**-**	609,587
Accounts payable net-off by subscriptions receivable		**-**	(268,480)	**79,400**	260,202
Common shares issued for debt		**289,113**	(18,931)	**548,988**	328,931

1. NATURE AND GOING CONCERN

Eurolife Brands Inc. (formerly Cannvas MedTech Inc.) (the "Company"or "Eurolife") was incorporated pursuant to the Canada Business Corporations Act on November 24, 2014. On June 23, 2017, the Company continued from the federal jurisdiction to the jurisdiction of British Columbia. The Company's corporate office is located at Suite 804, 750 Pender Street, Vancouver, British Columbia V6C 2T7.

On May 12, 2015, AgraFlora Organics International Inc. ("Agra"), a company listed on the Canadian Securities Exchange, acquired 100% of the Company's issued shares. At December 31, 2017, Agra owned 21% of the Company's issued shares. On January 16, 2018, Agra distributed its investment in the Company to its shareholders. The Company became a reporting issuer in British Columbia on July 3, 2018.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred a net loss for the nine months ended September 30, 2020 of $2,009,146 (2019 – $4,939,120), and had a deficit of $14,663,400 as at September 30, 2020 and $12,654,254 as at December 31, 2019. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. Further discussion of liquidity risk has been disclosed in Note 11. The Company relies upon the issuance of securities for financing of its operations. The Company intends to continue relying upon the issuance of securities to finance its operations to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments would be required to the carrying value of assets and liabilities and the statement of financial position classifications used. These consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements (the "Interim Financial Statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting.

The Interim Financial Statements should be read in conjunction with the audited annual consolidated financial statements of Eurolife as at and for the years ended December 31, 2019 and 2018 and the notes thereto (the "Annual Financial Statements"). The Interim Financial Statements have been prepared on a basis consistent with the accounting, estimation and valuation policies described in the Annual Financial Statements.

The Interim Financial Statements were approved and authorized for issue by the Audit Committee of the Board of Directors of Eurolife on November 25, 2020.

Basis of consolidation

A subsidiary is an entity the Company controls when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. These consolidated financial statements include the accounts of the Company and its Canadian wholly-owned subsidiary Cannvas Data Inc., Cannvas Creative Inc., Cannvas Cannabis Acquisitions Corp. and 1216165 BC Ltd.. Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

Presentation and functional currency

The functional currency of the parent company is the Canadian dollar, which is also the presentation currency of the consolidated financial statements. The functional currency of the Company's Canadian subsidiaries is also the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Significant accounting judgments and estimates

The preparation of Interim Financial Statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies are outlined in the Annual Financial Statements.

On January 30, 2020, the World Health Organization declared the Coronavirus disease (COVID-19) outbreak a Public Health Emergency of International Concern and, on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of COVID-19 include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. These measures have caused and will continue to cause significant disruption to business operations and a significant increase in economic uncertainty. The potential direct and indirect impacts of the economic downturn have been considered in management's estimates, and assumptions at period end have been reflected in our results.

The COVID-19 pandemic is an evolving situation that will continue to have widespread implications for our business environment, operations and financial condition. Management cannot reasonably estimate the length or severity of this pandemic, or the extent to which the disruption may materially impact our financial results in 2020.

Estimates and judgements are continually evaluated and are based on management 's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies under IFRS are presented in Note 3 to the Annual Financial Statements. Certain information and disclosures normally required to be included in the notes to the Annual Financial Statements prepared in accordance with IFRS have been condensed or omitted in the Interim Financial Statement.

4. EQUITY INVESTMENT

The Company received 2,500,000 common shares at a deemed value of $250,000 of Empower Clinics (CBDT:CN) as part of its licencing agreement. On May 15, 2020, the Company signed a definitive agreement with Empower Clinics Inc. The agreement grants Empower an exclusive license to Eurolife's Cannvas.me cloud based online educational platform in certain international jurisdictions. The agreement includes a three-year term with a three-year renewable option. An annual licensing fee will be paid over the life of the proposed agreement, consisting of a mixture of cash and stock totaling $460,000 of top line revenue for Eurolife over the next 3 years.

5. EQUIPMENT

	Computer equipment	Furniture and fixtures	Total
Cost:	$	$	$
December 31, 2018	26,493	23,014	49,507
Additions	3,496	-	3,496
December 31, 2019	**29,989**	**23,014**	**53,003**
Additions	**4,211**	**-**	**4,211**
September 30, 2020	**34,200**	**23,014**	**57,214**
Amortization:			
December 31, 2018	8,737	4,961	13,698
Amortization	9,074	4,603	13,677
December 31, 2019	17,811	9,564	27,375
Amortization	**4,549**	**2,555**	**7,104**
September 30, 2020	**22,360**	**12,119**	**34,479**
Net book value:			
December 31, 2019	12,178	13,450	25,628
September 30, 2020	**11,840**	**10,895**	**22,735**

6. LICENSES AND OTHER INTANGIBLE ASSETS

On July 29, 2019 the Company purchased 1216165 B.C. Ltd. ("TF" or "True Focus") for 20,000,000 common shares of the Company. TF is the beneficial owner of an exclusive license to develop and market products under the "True Focus" trade name, utilizing proprietary intellectual property in the jurisdictions of South America, Albania, Belarus, Bosnia, Kosovo, Moldova, Montenegro, Russia, Serbia, Turkey and Ukraine. TF also has an option on pursuing a joint-venture arrangement in which it will be permitted to utilize the True Focus proprietary intellectual property on a non-exclusive basis for the marketing of products in Mexico.

The fair market value for the license was determined to be $800,000. The value is based upon market assessment of various factors relating to the True Focus brand in the marketplace. In addition, a finder's fee of 2,000,000 shares was granted which were valued at $80,000.

In late 2019, the cannabis market in general declined significantly and the Company has impaired the value of True Focus by approximately 45%.

On January 10, 2020, the Company acquired intellectual property in exchange for 5,666,667 common shares valued at a fair market value of $226,667.

The licenses and other intangible assets will be depreciated over a period of 10 years.

	$
Balance, December 31, 2018	**-**
Additions	880,000
Amortization	(36,667)
Impairment expense	(379,500)
Balance, December 31, 2019	463,833
Additions	**226,667**
Amortization	**(53,300)**
Balance, September 30, 2020	**637,200**

7. CANADA EMERGENCY BUSINESS ACCOUNT (CEBA)

During the second quarter of 2020, the Company received a $40,000 CEBA loan. The terms of the loan are as follows:

- Repayment of 75%, or up to $30,000, of the contribution amount, on or before December 31, 2022, will result in the forgiveness of 25%, or up to $10,000 of the total contribution;
- No scheduled monthly repayments are required until after December 31, 2022;
- If 75% of the contribution amount is not repaid by December 31, 2022, the balance owing will be converted to an additional three (3) year term repayable contribution (with a fixed monthly repayment schedule), beginning January 2023, with no forgivable portion;
- The full balance, of the contribution amount must be repaid no later than December 31, 2025.

8. SHARE CAPITAL

a) Common shares

Authorized:

Unlimited number of common shares without par value.

Issued:

As at September 30, 2020 the Company has 44,181,581 shares issued and outstanding (December 31, 2019 – 35,788,441).

On July 3, 2020 the Company completed a 10:1 share consolidation. All share numbers have been retroactively restated to reflect the consolidation.

On January 18, 2019, the Company issued 600,000 common shares to directors and officers of the Company on exercise of stock options for proceeds of $420,000.

On January 18, 2019, the Company issued 23,481 common shares with a fair value of $17,611 for settlement of $17,611 of accounts payable to consultants.

On January 21, 2019, the Company issued 400,000 common shares to directors and officers of the Company for milestone achievements attained during the period.

On January 24, 2019, the Company issued 195,000 common shares with a fair value of $146,250 for settlement of $146,250 of accounts payable to directors and consultants.

On March 26, 2019, the Company issued 15,200 common shares to a consultant of the Company with a fair value of $10,070 as settlement for services rendered.

On March 27, 2019, the Company issued 300,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $187,500.

On June 11, 2019, the Company cancelled 544,000 common shares issued to directors and officers of the Company for exercised stock options that remained unpaid.

On June 26, 2019, the Company issued 1,193,540 common shares to directors and officers of the Company for milestone achievements attained during the period.

On July 9, 2019, the Company issued 302,439 common shares with a fair value of $155,000 for settlement of $155,000 of services rendered by consultants.

On July 16, 2019, the Company issued 2,003,000 common shares at a price of $0.50 per share for gross proceeds of $1,001,500 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire an additional common share at $0.75 per share. In addition, 15,000 finder's warrants were granted with a fair value of

$3,821 which was calculated using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 95%, risk free interest rates of 1.56%, expected life of 2 years and no dividend yield.

On July 24, 2019, the Company issued 1,012,000 common shares at a price of $0.50 per share for gross proceeds of $506,000 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire an additional common share at $0.75 per share. In addition, 16,900 finder's warrants were granted with a fair value of $4,402, which was calculated using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 95%, risk free interest rates of 1.43%, expected life of 2 years and no dividend yield.

On July 26, 2019, the Company issued 1,190,000 common shares at a price of $0.50 per share for gross proceeds of $595,000 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of $0.75 per share for a period of 2 years.

On August 7, 2019, the Company issued 8,800,000 common shares with a fair value of $880,000 as part of a share for share exchange to acquire licenses (Note 5).

On August 7, 2019, the Company issued 1,160,000 common shares to directors and officers of the Company for milestone achievements attained during the year.

On August 13, 2019, the Company issued 104,400 common shares to a consultant of the Company on exercise of stock options for proceeds of $78,300.

On September 24, 2019, the Company issued 7,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $5,950.

On October 21, 2019, the Company issued 80,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $58,400.

On November 27, 2019, the Company issued 151,309 common shares for settlement of $83,220 of services rendered by consultants.

On December 4, 2019, the Company issued 625,284 common shares to a consultant and a director of the Company on exercise of stock options for proceeds of $327,906.

As at December 31, 2019, a total of $299,157 (2018 - $744,475) in proceeds from option exercises were outstanding, of which $62,500 (2018 - $62,500) was due from a third-party consultant and $236,657 (2018 - $681,975) was due from directors and officers.

On January 10, 2020, the Company issued 566,667 common shares to acquire intellectual property from 9385-4594 Quebec Inc.

On January 15, 2020, the Company issued 1,211,000 units at $0.50 per unit raising gross proceeds of $605,500. Each unit consisted of one common share of the Company and one transferable common share purchase warrant exercisable at $0.75 per warrant for 2 years.

On January 24, 2020, the Company cancelled an aggregate of 193,076 common shares.

On March 10, 2020, the Company issued 200,000 units of the Company at a price of $0.50 per unit. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.75 per share, expiring 2 years from the date of grant.

On March 11, 2020, the Company issued 519,750 common shares to consultants of the Company to settle debt in the amount of $259,875. The common shares were issued at a price of $0.50 per common share.

On April 14, 2020, the Company issued 158,800 common shares on the exercise of warrants for settlement of $79,400 of debt.

On May 12, 2020, the Company issued 200,000 common shares on exercise of options for total proceeds of $100,000.

On May 13, 2020, the Company cancelled 250,000 shares returned by a director and officer of the company, previously issued for milestone achievements.

On August 10, 2020, the Company issued 5,979,999 common shares on exercise of options for total proceeds of $1,076,400.

b) Share Purchase Warrants

The issuances of the share purchase warrants are summarized as follows:

	Three months ended September 30, 2020		Year ended December 31, 2019	
	Number of Warrants	**Weighted average exercise price**	Number of Warrants	Weighted average exercise price
Warrants outstanding, beginning of Period	5,941,492	0.94	1,704,592	1.30
Issued July 16, 2019	-	-	2,018,000	0.75
Issued July 24, 2019	-	-	1,028,900	0.75
Issued July 26, 2019	-	-	1,190,000	0.75
Issued January 14, 2020	1,211,000	0.75	-	-
Issued March 11, 2020	200,000	0.75	-	-
Exercised	(158,800)	0.50	-	-
Expired	(1,595,792)	1.25	-	-
Warrants outstanding, end of period	5,597,900	0.75	5,941,492	0.94

On April 2, 2020 the Company repriced an aggregate of 59,295,920 common share purchase warrants (the "Warrants") to $0.05 per common share until May 4, 2020. The reprice extended 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.

As at September 30, 2020, the Company had outstanding warrants as follows:

Expiry date	**Exercise price**	**Remaining life (years)**	**Warrants outstanding**
July 16, 2021	0.75	0.79	1,968,000
July 24, 2021	0.75	0.81	1,028,900
July 26, 2021	0.75	0.82	1,190,000
January 14, 2022	0.75	1.29	1,211,000
March 11, 2023	0.75	2.44	200,000
	0.75		5,597,900

c) Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares.

A summary of the Company's stock option transactions is presented below:

	Nine months Ended September 30, 2020		Year Ended December 31, 2018	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
Options outstanding, beginning of period	**2,345,900**	**0.71**	1,121,800	0.75
Granted	**1,400,000**	**0.50**	4,062,284	0.62
Exercised	**(200,000)**	**0.50**	(1,716,684)	0.63
Expired	**(810,000)**	**0.58**	(139,000)	0.77
Cancelled	**(785,000)**	**0.89**	(982,500)	1.00
Options outstanding, end of period	**1,950,900**	**0.56**	2,345,900	0.71
Options exercisable, end of period	**1,950,900**	**0.56**	2,345,900	0.71

The share options outstanding as at September 30, 2020 are as follows:

Grant date	**Number of options outstanding ***	**Exercise price***	**Expiry date**
October 20, 2017	4,800	0.13	October 20, 2020
February 4, 2019	475,600	0.75	February 4, 2021
November 22, 2019	270,500	0.50	November 22, 2021
January 28, 2020	625,000	0.50	January 28, 2022
January 28, 2020	60,000	0.50	January 28, 2021
January 30, 2020	330,000	0.50	January 28, 2022
March 9, 2020	100,000	0.50	March 9, 2023
April 1, 2020	10,000	0.50	April 1, 2021
April 28, 2020	75,000	0.50	April 28, 2022
	1,950,900	0.56	

The Company recognized $444,126 (2019: $3,133,951) in share-based compensation in the nine months ended September 30, 2020.

The fair value of options was estimated using the Black-Scholes Option Pricing Model based on the date of grant and using the following assumptions:

Grant date	**Risk-free interest rate**	**Expected stock price volatility**	**Expected life**	**Fair value Option price (post consolidation)**
February 4, 2019	1.83%	110%	2	0.75
November 22, 2019	1.61%	109%	2	0.13
January 28, 2020	1.52%	125%	1	0.20
January 28, 2020	1.48%	149%	2	0.31
January 30, 2020	1.47%	149%	2	0.27
March 9, 2020	0.55%	152%	3	0.27
April 1, 2020	0.44%	159%	1	0.07
April 28, 2020	0.34%	150%	2	0.36

All option grants have an expended dividend yield of 0% and a forfeiture rate of 0%.

On January 14, 2019, the Company granted 600,000 stock options to directors and officers of the company, exercisable at $0.7 for a period of five years. These options vest immediately on the date of grant.

On February 4, 2019, the Company granted 580,000 stock options to a consultant of the Company, exercisable at $0.75 for a period of five years. 18% of the options vest on date of grant, with 12% of the options vesting ever quarter thereafter with the final quarter vesting the remaining 10%.

On February 6, 2019, the Company granted 55,000 stock options to consultants of the Company, exercisable at $0.75 for a period of one year. 40% of the options vest on date of grant, with 20% of the options vesting every quarter thereafter.

On March 14, 2019, the Company granted 80,000 stock options to a consultant of the Company, exercisable at $0.725 for a period of one year.

On March 27, 2019, the Company granted 400,000 stock options to directors and officers of the company, exercisable at $0.69 for a period of five years. These options vest immediately on the date of grant.

On July 9, 2019, a total of 80,000 options stock options were granted to purchase common shares, exercisable on or before July 9, 2020, at an exercise price of $0.51 per share.

On July 30, 2019, a total of 660,000 options stock options were granted to purchase common shares, exercisable on or before July 30, 2020, at an exercise price of $0.5 per share.

On July 31, 2019, a total of 46,000 options stock options were granted to purchase common shares, exercisable on or before July 31, 2020, at an exercise price of $0.7 per share.

On September 3, 2019, a total of 97500 options were granted to purchase common shares, exercisable on or before September 3, 2021, at an exercise price of $1.10 per share. Of these 975.500 options granted, 375,000 options were cancelled on November 20, 2019 and 225,500 options were cancelled on November 26, 2019.

On September 24, 2019, a total of 10,000 options were granted to purchase common shares, exercisable on or before September 24, 2020, at an exercise price of $1.05 per share. The options vest immediately on the date of grant.

On November 18, 2019, the Company granted 305,284 stock options to a consultant, exercisable at $0.55 per share for a period of 2 years. The options vest immediately on the date of grant. These options were exercised in full on December 4, 2019.

On November 22, 2019, the Company granted 270,500 stock options to various consultants and a director of the Company exercisable at $0.5 per share for a period of 2 years. The options vest immediately on the date of grant.

On January 28, 2020, the Company granted 685,000 stock options to certain directors, officers and consultants of the Company exercisable at $0.5 per common share expiring 1-2 years from the date of grant.

On January 30, 2020, the Company granted 430,000 stock options to certain directors, officers and consultants of the Company exercisable at $0.5 per common share expiring 2 years from the date of grant.

On March 9, 2020, the Company granted 200,000 stock options to certain consultants of the Company exercisable at $0.5 per common share expiring 3 years from the date of grant.

On April 1, 2020, the Company granted 10,000 stock options to a consultant of the Company exercisable at $0.5 per common share expiring 1 year from the date of grant.

On April 28, 2020, the Company granted 75,000 stock options to a consultant of the Company exercisable at $0.5 per common share expiring 2 years from the date of grant.

d) Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

9. RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

	September 30, 2020	December 31, 2019
Consulting and other fees	**152,844**	89,598
Stock-based compensation	**62,478**	226,727
	215,322	316,325

As at September 30, 2020, the CEO and related companies owed the Company $99,985.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at September 30, 2020, the Company has total accounts payable and accrued liabilities of $42,365 (December 31, 2019 - $279,378). Such costs relate mainly to payables for work fees and general operating expenses.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial instruments

The carrying values of cash, receivables, trade payables, and other liabilities approximate their carrying values due to the immediate or short-term nature of these instruments.

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:
Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is measured using level 1 inputs.

Financial risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing and revenue generation. Cash on hand at September 30, 2020 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs. The Company may need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof. Liquidity risk is assessed as high.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

EUROLIFE BRANDS INC.
(formerly Cannvas MedTech Inc.)

Management's Discussion and Analysis

For the Period Ended September 30, 2020

(Expressed in Canadian Dollars)

EUROLIFE BRANDS INC.

MANAGEMENT DISCUSSION AND ANALYSIS

PERIOD ENDED SEPTEMBER 30, 2020

INTRODUCTION

This management discussion and analysis ("**MD&A**"), prepared on November 25, 2020, should be read in conjunction with the unaudited consolidated financial statements for the period ended September 30, 2020 and the audited consolidated financial statements for the year ended December 31, 2019. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Eurolife Brands Inc. ("the **Company**").

Management of the Company is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, are complete and reliable. The Company's board of directors (the "**Board**") follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Company's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating and internal control matters. The read is encouraged to review the Company's statutory filing on www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions or results "will", "may", "could", or "should" occur or be achieved. The forward-looking statements may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainty of estimates in capital and operating costs, recovery rates, production estimates and economic return; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; uncertainty regarding legalization; uncertainty regarding changes in laws, regulations and guidelines; and uncertainty as to timely availability of licenses, permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policy that all forward-looking statements are based on the Company's beliefs and assumptions, which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as at November 25, 2020, and are subject to change after this date and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is a significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties, and other factors such as those described above. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company's head office in Vancouver.

Company Background

The Company was incorporated on November 24, 2014 pursuant to the Canada Business Corporations Act on June 23, 2017. On September 11, 2017, the name of the Company was changed from Vapetronix Holdings Inc. to Weed Points Loyalty Inc. and on December 13, 2017, the name of the Company was changed to Cannvas Medtech Inc. On January 18, 2018, the Company completed a statutory arrangement under a plan of arrangement (the "**Arrangement**") with AgraFlora Organics International Inc. ("**Agra**") and the name changed to Eurolife Brands Inc. The registered and records office of the Company is located at 804-750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7.

As a result of completing the Arrangement, the Company became a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Completion of the Arrangement, as set forth in the arrangement agreement and plan of arrangement dated September 7, 2017, as amended on October 11, 2017 (the "**Arrangement Agreement**"), between Agra and then Vapetronix Holdings Inc. (formerly, Weed Points Loyalty Inc., now Eurolife Brands Inc.), was approved by the shareholders of Agra on November 24, 2017 and by a Final Order granted by the Supreme Court of British Columbia on November 30, 2017 in accordance with Part 9 of the Business Corporations Act (British Columbia).

Company Operations

Eurolife Brands (formerly Cannvas Medtech) is a vertically integrated enterprise focused on the health and wellness sector. In 2019 the company initiated a paradigm shift to expand its business model and seek greater growth opportunities within the health and wellness sector in the European market.

Since September 2017 Eurolife has established three (3) distinct technology platforms primarily focused on the health and wellness aspects of CBD and THC products. We have had many LOI agreements with various businesses since then, yet the economic environment of our clients had unfortunately not allowed them to fiscally proceed with definitive contracts with Eurolife. This has put negative pressure in our sales forecasts and revenue generation models.

It is widely known that the Canadian Cannabis market was once hailed as the leader in the global cannabis markets and LP forecasts were leveraged to peak multipliers. The market has now corrected itself where it has illuminated companies as having overstated and overextended themselves, leaving a vacant gap in the Canadian cannabis markets. Many clients did not have the operations or the monetary funds to proceed with payment to Eurolife for our services.

Eurolife had to make a business shift and reflect the changing Canadian landscape in its business models, its business approach, and ultimately its clientele.

In order to expand the monetization of existing assets (our technologies), a broader approach to the business model was needed to include a holistic health and wellness approach outside of just CBD and THC product applications. A *trickle down economics model* was formulated, and a robust technology subscription framework was initiated.

In the latter half of 2019 and into 2020 the Company focused on establishing a percentage ownership within each of the verticals comprising the customer journey of health and wellness products. Eurolife was making strategic M&A decisions in Europe that will allow our technology to be used at each step of the process from manufacturing, packaging and labeling, distribution, retail and e-com sales.

With the declining and wide-spread collapse of the cannabis markets Eurolife changed its audience and clientele focus from the Canadian markets to the European markets. Therefore, we changed the Company name and ticker symbol in the latter half of 2019. It was a change that opens a potential audience from a previous 37 million consumers to over 740 million consumers. The business landscape is in its infancy in Europe, therefore allowing for a much greater business opportunity to forge revenue partnership in early stage developments. Furthermore, the technology assets of Eurolife are being implemented in over 5 customer journey verticals vs the one vertical we were in before.

In Q2 of 2020 another blow was dealt to the stage of world economics with COVID-19 take a crippling hold on many previously well-established markets. With a pending acquisition of several retail stores (HANF and CEW Holdings) within the European Union, the continued outbreak of COVID-19 created a business barrierr that the company had to deal with, and in the end a multitude of factors such as: preserving shareholder value, legal obstacles and shutdowns, insurance uncertainties, and due diligence unable to be facilitated within the period of the acquisition, the company had to yet again make corrective business decisions due to the world economic impact. It was decided in Q3 2020 that any sort of economic retail revenue achievement would be too steep an uphill obstacle for Eurolife. The company made a strategic move into the broadening umbrella of health and wellness that ultimately led to its further departure of the cannabis sector. With the acquisition of a plant-based company assets, Plant&Co, Eurolife is striving for retail sales and product-based revenue within the Canadian markets.

In summary, Eurolife has opened its business verticals to a much greater audience potential, its clientele's access to capital is greater and more secure, while having increased its revenue potential from one vertical to over five, and now in two major categories. This shift has allowed Eurolife to have a greater outlook on stability for revenue and asset growth in 2020.

Company Operations

Business Mission: To encapsulate a derivative structure of portfolio entities, their products, brands, technologies and revenue generating business models. Enabling a synergistic effect of cross-pollinating entities and business models to interact and elevate one another as the benefactors of being under the Eurolife Corporate Structures.

As part of its proprietary service offering, the Company's executive team has been cultivating experts in the field of health sciences, pharmacovigilance, consumer analysis and purchase behavior, omni-channel consumer-centric marketing, distribution and inventory supply chain management, technical platform architecture, and other subject matter experts that bring decades of experience in their craft to ensure the Company is positioned as a top contender in their field. Each field expert has been asked to join the team because of their unique lens on how to curate the orchestration of their craft to elevate the status quo of current day industry. Each field expert works in tandem with one another to amplify their integrated effects upon one another to clearly articulate the consumer centric value offering in the Company's business platform.

Company Highlights and Outlook

- In August 2019, the Company completed its name change from "Cannvas MedTech Inc." to "EuroLife Brands Inc." to better reflect the direction of the Company's business. The Company's trading symbol on the Canadian Securities Exchange (the "CSE") was changed to "EURO". The trading symbol on the Frankfurt Stock Exchange changed to "3CM1" and on the OTC Pink Sheets changed to EURPF. The Company's common shares commenced trading under the new name effective at the opening of trading on August 14, 2019.

  Following the name change, the Company completed a subdivision (the "Stock Split") of its issued and outstanding common shares on the basis of four (4) to one (1). For greater clarity, shareholders of record as at August 15, 2019 (the "Record Date") will received three (3) additional common shares for every one (1) common share held. In accordance with the Company's Articles, shareholder approval was not required for the Stock Split. The Company's common shares commenced trading on a split-adjusted basis on August 14, 2019.

- On August 21, 2019, the Company announced the completion of its corporate rebranding and repositioning within the cannabis industry with the launch of its EuroLifeBrands.com company website and corporate refocus.

- On September 10, 2019, the Company announced its first international cannabis education offering for the German market, the biggest international medical cannabis market outside of North America; one that is expected to grow to $2.7 billion by 2023 according to research by the Brightfield Group.

- On January 10, 2020, the Company issued 5,666,667 common shares to acquire intellectual property from 9385-4594 Quebec Inc. for a value of $226,667.

- On January 15, 2020, the Company issued 12,110,000 units pursuant to a non-brokered private placement raising gross proceeds of $605,500. Each unit consisted of one common share at $0.05 and one transferable common share purchase warrant exercisable at $0.075 per common share until January 15, 2022.

- On April 2, 2020 the Company announced its intention 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.

- On April 23, 2020 the Company entered into a Letter of Intent to acquire 100% of the issued and outstanding securities of CWE European Holdings Inc. ("CWE"), a Canadian Corporation, which owns and operates HANF Hemp Stores ("HANF") in Germany and Luxembourg. HANF is operating a seed-to-sale hemp CBD business in German-speaking countries in Europe, and will become a fully owned subsidiary by way of share exchange in consideration for the issuance of 100,000,000 common shares of the Company at a deemed price of $0.05 per share to the shareholders of CWE for a deemed value of $5 million. Upon completion of the transaction, CWE will become a wholly-owned subsidiary of the Company.

- On May 15, 2020, the Company signed a definitive agreement with Empower Clinics Inc. The agreement grants Empower an exclusive license to Eurolife's Cannvas.me cloud based online educational platform in certain international jurisdictions. The agreement includes a three-year term with a three-year renewable option. An annual licensing fee will be paid over the life of the proposed agreement, consisting of a mixture of cash and stock totaling $460,000 of top line revenue for Eurolife over the next 3 years.

- On August 11, 2020 the Company provided a corporate update on Operations. With a goal of leveraging its previous Canadian medicinal cannabis experience and consumer analytics depository, EuroLife is targeting tertiary segments of the fast-growing health and wellness sector in Canada and North America. Specifically, the Company's management team has laid out a preliminary plan to establish a network of health and wellness retail locations that will focus on healthy lifestyle options including specialty plant-based foods. In this regard, EuroLife has initiated discussions with leading Canadian manufacturers, distributors and brokers to offer a vast selection of health and wellness products. EuroLife's management expects to continue assessment of this opportunity and shall provide further updates in the near term.

  EuroLife's Technology Division continues to be on track to post a positive return of cash flow this year through existing multi-year contracts:

  - A $460,000 licencing agreement with Empower Clinics to deliver brand, product, and industry knowledge to employees and over 165,000 patients across Empower's six corporate clinics in Arizona, Oregon, and Oklahoma and its nationwide tele-health platform, through EuroLife's "Cannvas.me" cloud based online educational platform.

  - A Budtending Program with Aphria Inc., an online education portal, accessed by many hundreds of cannabis retailers and staff across Canada.

  Due to COVID-19 related delays and resulting logistical issues, including the inability to safely and fully complete fulsome physical asset inspection and due diligence, combined with uncertainty surrounding the present economic climate in the European Union, EuroLife has elected not to proceed with the acquisition of CWE European Holdings Inc. (CWE), a Canadian Corporation, which owns and operates several HANF Hemp Stores in Germany and Luxembourg, as was disclosed via press release on April 23, 2020.

  Further, in relation to the Company's pending acquisition of a 5% interest in Farmhaus as was more particularly outlined via press release on July 7, 2020, EuroLife has elected to postpone closing of the transaction pending further on-site due diligence. The Company will revisit its due diligence efforts when COVID related travel restrictions are lifted.

  The Company also announced that it has closed on a non-brokered private placement (the "Private Placement") of 5,979,999 common shares (each a "Share") of the Company at a price of $0.18 per Share for gross proceeds of $1,076,400.00. Net proceeds raised in the Private Placement will be used to launch North American operations. Securities issued will be subject to a four-month hold period.

- On August 20, 2020 the Company announced that it has entered into a Definitive Agreement (the "Agreement") dated August 18th, 2020 pursuant to which it will acquire 100 percent of the issued and outstanding securities of privately-held Plant & Co Marche Inc. by way of a share exchange agreement (the "Transaction"). Plant & Co Marche Inc. is a privately held Canadian corporation which owns and operates "Plant & Co Marche" in Toronto, Ontario. Plant & Co Marche is a hybrid health and wellness brand offering niche products catering to health and wellness conscious consumers with a focus on plant-based, vegan, vegetarian, hemp, and specialty immune boosting products. The transaction signifies the Company's first foray into the burgeoning health and wellness sector in North America.

  "The acquisition of the Plant & Co Marche brand is an excellent segue into the growing health and wellness sector in Canada. It secures our foothold into the Canadian retail space in a key demographical area that is heavily populated, giving us tremendous commerce opportunity, as well as delivery and online e-com," said Shawn Moniz, CEO of EuroLife. "The location in Toronto will be emulated in other key demographic markets and larger centres across the country. Utilizing our previous experience in consumer behaviour and consumer targeting and analytics, we will aim to take this unique brand in the health and wellness sector to greater heights. We have an aggressive plan for expansion and will continue to look for opportune acquisition targets in Canada and North America."

- EuroLife and Plant & Co Marche have been collaborating with a variety of retail and consumer packaged goods experts to determine the final inventory product SKU's as well as identify potential additional retail locations throughout Ontario, Quebec, and British Columbia. In addition, the Company has completed a go-to-market retail plan for various products within the EuroLife family of brands, which will tie in private label "Plant & Co" capabilities within retail, e-commerce, and home-delivery options.

- Pursuant to the Agreement, EURO will acquire 100 per cent of the issued and outstanding shares in the capital of Plant & Co Marche Inc. in exchange for 2,336,000 common shares in the capital of the Company at a deemed price per share equal to $0.25.

- The closing of the acquisition is subject to customary terms and conditions, and regulatory approval

- On September 18th, 2020 the company announced that it has appointed Mr. Jerry Habuda to the Board of Directors effective immediately. Possessing over 35 years of experience in law enforcement and specialized units, including stints in drug squadron and narcotics trafficking divisions, Mr. Habuda was able to successfully parlay his skillsets into the capital markets where he has been active as an investor, advisor and director to a number of public companies in highly regulated industries such as cannabis, hemp, and psychedelic medicine.

FINANCIAL PERFORMANCE

SELECTED FINANCIAL INFORMATION

	For the nine months ended September 30, 2020	For the nine months ended September 30, 2019
Total Revenue	**131,517**	13,950
Net (loss) for the period	**(2,009,146)**	(4,939,120)
Net (loss) per share	**(0.05)**	(0.25)
Total comprehensive (loss)	**(2,009,146)**	(4,939,120)

	As at September 30, 2020	As at December 31, 2019
Total assets	**2,193,206**	1,390,885
Total long term financial liabilities	**290,698**	nil
Working capital	**1,282,573**	608,098
Capital expenditures	**4,211**	1,087

RESULTS OF OPERATIONS

The following paragraphs provide information about the results of the Company's on-going operations for the period-end September 30, 2020 and 2019.

Revenue

For the three and nine months ended September 30, 2020 the Company generated revenue of $36,934 and 131,517 respectively as compared to $2,400 and $13,950 for the corresponding periods of 2019. Revenue is generated from the various contracts the Company holds as outlined in the operations section above.

Net Loss for the period-end

For the three and nine months ended September 30, 2020, the Company recorded a net loss of $551,553 and $2,009,146 respectively as compared to a net loss of $2,035,787 and $4,939,120 for the respective periods of 2019. The loss was primarily due to the shift in the capital markets, the collapse of the Canadian Cannabis Sector, and the company shift towards a European focused company with new objectives, business models, and corporate targets.

General and administrative expense

For the three and nine months ended September 30, 2020, general and administrative expense totaled $428,104 and $1,373,145 respectively compared to $393,904 and $1,212,886 for the corresponding periods in 2019. General and administrative costs were higher as compared to the same period 2019 mostly due to increased advertising, marketing and business development costs which were higher due to a ramped-up campaign with focus on the European and Canadian marketplace.

The following table provides a breakdown of general and administrative expense for the periods end September 30, 2020 and 2019:

	Three Months Ended September 30,		**Nine months Ended September 30,**	
	2020	2019	**2020**	2019
Accounting and legal	**12,416**	7,527	**62,374**	24,658
Advertising and marketing	**49,575**	87,703	**449,379**	177,283
Investor relations	**3,000**	126,451	**26,260**	228,066
Consulting	**50,717**	149,368	**233,013**	332,940
Office and sundry	**13,022**	21,855	**144,950**	64,035
Business development	**299,374**	1,000	**457,169**	385,904
Total General and Administrative	**428,104**	393,904	**1,373,145**	1,212,886

Share Based Compensation

For the three and nine months ended September 30, 2020 share-based compensation totaled $6,555 and $444,126 respectively as compared to $1,392,824 and $3,133,951 for the corresponding periods of 2019. The Company uses share-based compensation as a supplement to regular compensation in order to conserve cash. Two-year vesting provisions create a large expense during these periods.

Impairment of Assets

An impairment of $379,500 was recorded for the valuation of True Focus due to the significant changes that occurred in the cannabis sector late in 2019. The valuation is reflective of the value as at September 30, 2020. The Company will amortize the value of True Focus over the ten-year term of the license agreement.

Depreciation and amortization expense

The carrying value of office assets (computers, furniture and fixtures) on September 30, 2020 is $22,735 (December 31, 2019: $25,628). Amortization expense for office assets for the nine-month period ended September 30, 2020 was $7,104 (September 30, 2019: $17,579)

Capital expenditures

Capital expenditures of $4,211 for the nine months ended September 30, 2020 were mostly of computer equipment.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements for the eight quarters ending September 30, 2020:

Quarter Ended	Revenue	Loss for the Period ($)	Loss per Share ($) (Basic and Diluted)
September 30, 2020	**36,934**	**(551,553)**	**(0.01)**
June 30, 2020	46,333	(240,101)	(0.01)
March 31, 2020	54,129	(1,217,492)	(0.03)
December 31, 2019	72,900	(2,044,324)	(0.30)
September 30, 2019	2,400	(2,035,786)	(0.10)
June 30, 2019	2,050	(1,273,132)	(0.30)
March 31, 2019	9,500	(1,630,201)	(0.30)
December 31, 2018	104,225	(1,593,168)	(0.30)

LIQUIDITY AND CAPITAL RESOURCES

Cash and Working Capital

The Company's cash on hand at September 30, 2020 is $731,798 up from $303,026 at December 31, 2019, mostly due to the proceeds from the August share private placement. The Company had a working capital surplus of $1,282,573 as at September 30, 2020. This compared to a working capital surplus of $608,098 for the year ended December 31, 2019 as the Company had a large HST receivable at year end.

As at the date of this MD&A, the Company has sufficient working capital to meet its ongoing financial obligations for the coming year.

Cash Used in Operating Activities

For the three and nine months ended September 30, 2020, cash flows used in operating activities was $486,202 and $1,091,383 as compared cash used in operating activities of $1,480,636 and $2,490,313 in the three and nine months ended September 30, 2019. Cash used in operating activities was used for general operating activities.

Outstanding Share Data

The Common shares of the Company trade on the Canadian Stock Exchange ("CSE") under the symbol 'EURO'.

As at September 30, 2020 the Company has 44,181,581 shares issued and outstanding (December 31, 2019 – 35,788,441).

On July 3, 2020 the Company completed a 10:1 share consolidation. All share numbers have been retroactively restated to reflect the consolidation.

On January 18, 2019, the Company issued 600,000 common shares to directors and officers of the Company on exercise of stock options for proceeds of $420,000.

On January 18, 2019, the Company issued 23,481 common shares with a fair value of $17,611 for settlement of $17,611 of accounts payable to consultants.

On January 21, 2019, the Company issued 400,000 common shares to directors and officers of the Company for milestone achievements attained during the period.

On January 24, 2019, the Company issued 195,000 common shares with a fair value of $146,250 for settlement of $146,250 of accounts payable to directors and consultants.

On March 26, 2019, the Company issued 15,200 common shares to a consultant of the Company with a fair value of $10,070 as settlement for services rendered.

On March 27, 2019, the Company issued 300,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $187,500.

On June 11, 2019, the Company cancelled 544,000 common shares issued to directors and officers of the Company for exercised stock options that remained unpaid.

On June 26, 2019, the Company issued 1,193,540 common shares to directors and officers of the Company for milestone achievements attained during the period.

On July 9, 2019, the Company issued 302,439 common shares with a fair value of $155,000 for settlement of $155,000 of services rendered by consultants.

On July 16, 2019, the Company issued 2,003,000 common shares at a price of $0.50 per share for gross proceeds of $1,001,500 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire an additional common share at $0.75 per share. In addition, 15,000 finder's warrants were granted with a fair value of $3,821 which was calculated using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 95%, risk free interest rates of 1.56%, expected life of 2 years and no dividend yield.

On July 24, 2019, the Company issued 1,012,000 common shares at a price of $0.50 per share for gross proceeds of $506,000 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant entitling the holder to acquire an additional common share at $0.75 per share. In addition, 16,900 finder's warrants were granted with a fair value of $4,402, which was calculated using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 95%, risk free interest rates of 1.43%, expected life of 2 years and no dividend yield.

On July 26, 2019, the Company issued 1,190,000 common shares at a price of $0.50 per share for gross proceeds of $595,000 pursuant to a non-brokered private placement of units. Each unit consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of $0.75 per share for a period of 2 years.

On August 7, 2019, the Company issued 8,800,000 common shares with a fair value of $880,000 as part of a share for share exchange to acquire licenses (Note 5).

On August 7, 2019, the Company issued 1,160,000 common shares to directors and officers of the Company for milestone achievements attained during the year.

On August 13, 2019, the Company issued 104,400 common shares to a consultant of the Company on exercise of stock options for proceeds of $78,300.

On September 24, 2019, the Company issued 7,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $5,950.

On October 21, 2019, the Company issued 80,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $58,400.

On November 27, 2019, the Company issued 151,309 common shares for settlement of $83,220 of services rendered by consultants.

On December 4, 2019, the Company issued 625,284 common shares to a consultant and a director of the Company on exercise of stock options for proceeds of $327,906.

As at December 31, 2019, a total of $299,157 (2018 - $744,475) in proceeds from option exercises were outstanding, of which $62,500 (2018 - $62,500) was due from a third-party consultant and $236,657 (2018 - $681,975) was due from directors and officers.

On January 10, 2020, the Company issued 566,667 common shares to acquire intellectual property from 9385-4594 Quebec Inc.

On January 15, 2020, the Company issued 1,211,000 units at $0.50 per unit raising gross proceeds of $605,500. Each unit consisted of one common share of the Company and one transferable common share purchase warrant exercisable at $0.75 per warrant for 2 years.

On January 24, 2020, the Company cancelled an aggregate of 193,076 common shares.

On March 10, 2020, the Company issued 200,000 units of the Company at a price of $0.50 per unit. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.75 per share, expiring 2 years from the date of grant.

On March 11, 2020, the Company issued 519,750 common shares to consultants of the Company to settle debt in the amount of $259,875. The common shares were issued at a price of $0.50 per common share.

On April 14, 2020, the Company issued 158,800 common shares on the exercise of warrants for settlement of $79,400 of debt.

On May 12, 2020, the Company issued 200,000 common shares on exercise of options for total proceeds of $100,000.

On May 13, 2020, the Company cancelled 250,000 shares returned by a director and officer of the company, previously issued for milestone achievements.

On August 10, 2020, the Company issued 5,979,999 common shares on exercise of options for total proceeds of $1,076,400.

The Company has a stock option plan that allows it to grant options to its directors, officers, employees and consultants, provided that the aggregate number of options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company.

As at September 30, 2020, there were 1,950,900 stock options outstanding for the purchase of common shares (December 31, 2019: 2,345,900).

The share options outstanding as at September 30, 2020 are as follows:

Grant date	Number of options outstanding *	Exercise price*	Expiry date
October 20, 2017	4,800	0.13	October 20, 2020
February 4, 2019	475,600	0.75	February 4, 2021
November 22, 2019	270,500	0.50	November 22, 2021
January 28, 2020	625,000	0.50	January 28, 2022
January 28, 2020	60,000	0.50	January 28, 2021
January 30, 2020	330,000	0.50	January 28, 2022
March 9, 2020	100,000	0.50	March 9, 2023
April 1, 2020	10,000	0.50	April 1, 2021
April 28, 2020	75,000	0.50	April 28, 2022
	1,950,900	0.56	

The Company recognized $444,126 (2019: $3,133,951) in share-based compensation in the nine months ended September 30, 2020.

RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

For the period ended	September 30, 2020	December 31 2019
Consulting and other fees	**152,844**	89,598
Stock-based compensation	**62,478**	226,727
	215,322	316,325

As at September 30, 2020, the CEO and related companies owed the Company $99,985.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Commitments - Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities or commitments relating to the Company's activities.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of the Company approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing, Revenue from its digital platforms, and through revenue producing M&A activities. Cash on hand as of September 30, 2020 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs.

Market risk

Market risk is a risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk at minimal levels.

Current financial assets and current financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. At September 30, 2020, the Company was not affected by interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

FORWARD-LOOKING INFORMATION

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently reactivated and acquired a business, which will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.
Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MD&A, the directors of the Company are Shawn Moniz, Marco Contardi, Jerry Habuda and Lindsay Hamelin.