

**FORM 7**  
**MONTHLY PROGRESS REPORT**

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

Trading Symbol: VEGN

Number of Outstanding Listed Securities: 98,165,831

Date: March 8, 2021

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**See Item 2 below for a complete overview and discussion of the Issuer's activities for the month of February 2021.**

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

**On February 4, 2021, the Issuer announced the appointment of Donna Reddy as President of the Issuer. Ms. Reddy will be responsible to lead the operations of the Issuer through its next phase of growth focused on expanding both the number of products offered and total addressable market.**

**On February 9, 2021, the Issuer provided an update on its recent acquisition of YamChops™ ~ *Grown Not Raised*™ ~ ("YamChops").**

**YamChops, which specializes in the preparation, distribution, and retail sales of over 20 plus proprietary plant-based meats, chicken, pork, fish, and various other vegan food products, experienced 689% increase in online sales in the second half of 2020 versus the same period in 2019. The increase of sales from the YamChops website is attributable to local marketing efforts, the increasing popularity of plant-based foods, as well as the impact of the COVID-19 pandemic.**

**Once featured on TV's famous *Dragons Den*, named *NOW Magazine* Reader's Choice Award for "Best Butcher & Best Deli" in Toronto, and recently recognized in a *Wall Street Journal* article as a leader in the race for a piece of the faux-meat market, YamChops is North America's first Plant-Based Butcher Shop. For over 12 successful years, it has specialized in the development, preparation, and distribution of plant-based meats and other vegan food products. YamChops has a retail location in the heart of Toronto's food district, a dynamic website, and it enjoys a high demand on five of the most popular food delivery platforms: Uber Eats, Skip the Dishes, Door Dash, Corner Shop and Ritual One.**

Plant&Co's strategy is to leverage their existing distribution networks and B2B relationships for large and bulk ordering of plant-based product already in place with nation-wide distributors and retailers, such as Grande Cheese, United Natural Foods Inc (UNFI), Whole Foods, London Drugs, Save On Foods, Organic Garage, Nature's Emporium, Choices Markets, The Big Carrot, Natural Foods Ambrosia, and Natures Fare Markets, to rapidly grow and expand the 20 plus proprietary plant-based products of YamChops to new and emerging markets not only in Canada but to the explosive US markets. YamChops currently has B2B distribution to Sobey's London, Pusateri's, and Nature's Emporium.

Today, plant-based food products have entered the mainstream and are included on shopping lists of many consumers across North America. The sales of plant-based meats in North America, a food category that did not exist a decade ago, grew to almost US \$800 million in 2019, up 37 per cent from 2017. According to research firm Euromonitor International, plant-based meats sales could reach over US \$2.5 billion by 2023.

On February 12, 2021, the Issuer announced that it has completed its acquisition of Holy Crap Brands Inc. ("Holy Crap"). The acquisition of Holy Crap forms a new division focused on creating innovative brands and products, inspired to improve lives through high-quality plant-based ingredients focused on gut-health wellness.

Holy Crap breakfast cereal is a high-quality product that tastes great, helps maintain a healthy gut, and makes consumers feel good inside and out. Holy Crap offers four distinct SKUs all of which contain certified organic, non-GMO, kosher and gluten free ingredients, such as hemp seed, buckwheat, chia seeds, and gluten-free oats. The tasty, nutrient-packed breakfast cereals have high levels of essential amino and fatty acids, a kick of fiber, and are free from the top 9 allergens and free from any additives like added flavors, preservatives, chemicals, color, salt, or oils.

Emerging research has connected a healthy gut with a healthy mind, and Holy Crap customers' reviews continue to confirm that its breakfast cereals contribute to a healthful digestive tract. With many people experiencing digestive sensitivities, Holy Crap has developed the right formulation to get people moving.

As featured on CBC's *Dragons Den*, Holy Crap is focused on creating innovative brands and products inspired to improve lives through simple, quality ingredients. The Holy Crap products are manufactured in Gibsons, British Columbia and are available for sale in many well-known Canadian retailers such as Whole Foods, Save-On-Foods and London Drugs, as well as online through its website at [www.holycrap.com](http://www.holycrap.com) and through [www.amazon.ca](http://www.amazon.ca).

### Transaction

On November 25, 2020, the Issuer, and a wholly-owned subsidiary of the Issuer ("Subco") entered into an amalgamation agreement (the "Amalgamation Agreement") with Holy Crap, pursuant to which the Issuer agreed to acquire Holy Crap via an amalgamation, whereby Subco would amalgamate with Holy Crap to form one corporation ("Amalco") under section 269 of the *Business Corporations Act* (British Columbia) and Amalco would become a wholly-owned subsidiary of Plant&Co (the "Transaction"). The Transaction was approved by the shareholders of Holy Crap at the annual general and special meeting held on January 6, 2021, and on November 25, 2020, by the board of directors of Holy Crap, the board of directors of Plant&Co., the sole director of Subco and the sole shareholder of Subco.

On closing of the Transaction, the Issuer issued (a) 29,300,000 common shares of the Issuer (the "Consideration Shares") at a deemed price of \$0.25 per Consideration Share to the shareholders of Holy Crap on record as at the close of business on February 12, 2021, in exchange for every common share of Holy Crap held, and the Holy Crap common shares were cancelled; and (b) 4,000,000 share purchase warrants entitling the holder thereof to purchase one common share of the Issuer at a price of \$0.40 to the current warrant holders of Holy Crap, and otherwise on substantially the same terms and the Holy Crap warrants, and the Holy Crap warrants were cancelled. As a result of completing the Transaction, Amalco has made an application for an order under the securities legislation of British Columbia and Ontario to cease being a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

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.

**See Item 2.**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**None.**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**See Item 2. None of the parties described in Item 2 are related parties of the Issuer.**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**None.**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**See Item 2.**

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

**N/A.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, franchises, licenses, patents, software, subscription lists and trade-marks.

**None.**

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

**None.**

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

**None.**

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**None.**

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

**N/A.**

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

**On February 2, 2021, the Issuer issued 50,000 common shares at \$0.255 per common share pursuant to an option exercise.**

**On February 12, 2021, the Issuer issued 29,300,000 Consideration Shares and 4,000,000 Warrants pursuant to the acquisition of with Holy Crap. See Item 2 for further details.**

**On February 18, 2021, the Issuer issued 21,000 common shares at \$0.25 per common share pursuant to a warrant exercise.**

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

**N/A.**

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

**On February 4, 2021, the Issuer appointed Donna Reddy as President.**

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

**None.**

## 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: March 8, 2021 .

Shawn Moniz  
Name of Director or Senior Officer

"Shawn Moniz"  
Signature

CEO & Director  
Official Capacity

<b><i>Issuer Details</i></b> Name of Issuer	For Month End	Date of Report YY/MM/D
<b>Plant&amp;Co. Brands Ltd.</b>	<b>February 2021</b>	<b>2021/03/08</b>
Issuer Address <b>400-1681 Chestnut Street</b>		
City/Province/Postal Code <b>Vancouver, BC V6J 4M6</b>	Issuer Fax No. <b>604.737.1140</b>	Issuer Telephone No. <b>833.375.2682</b>
Contact Name <b>Shawn Moniz</b>	Contact Position <b>CEO &amp; Director</b>	Contact Telephone No. <b>833.375.2682</b>
Contact Email Address <a href="mailto:info@plantandco.com">info@plantandco.com</a>	Web Site Address <a href="https://plantandco.com">https://plantandco.com</a>	