

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: 104,257,421

Date: June 30, 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 June 2021.

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

On June 2, 2021, the Issuer announced proposed changes to its board of directors (the “Board**”), including the appointment of Alex Rechichi, Mark Rechichi and Kevin Cole concurrent with the resignations of Lindsay Hamelin and Jerry Habuda. The Board changes were effected on June 21, 2021.**

On June 17, 2021, the Issuer announced that its common shares will commence trading on the OTC Markets Group’s OTCQB Venture Market in the United States under the symbol “VGANF**” effective at the opening of trading on Thursday, June 17, 2021 and will continue to trade on the Canadian Securities Exchange (the “**CSE**”) under the ticker symbol “**VEGN**”. Existing U.S. shareholders of the Issuer will now find common shares quoted on the OTCQB without any further action needed.**

The OTCQB is recognized as an established public financial market for international companies, including natural resource companies in the exploration industry, to trade in the U.S. The OTCQB Venture Market offers companies the opportunity to build their visibility, expand their liquidity and diversify their shareholder base on an established, public market. The OTCQB offers transparent trading in early stage, exploration companies and provides annual verification and certification of management to investors thereby improving their level of information and trading experience.

On June 21, 2021, the Issuer announced that it has closed a strategic non-brokered private placement (the “Private Placement**”) raising gross proceeds of \$600,000 through the issuance of 3,000,000 units (the “**Units**”) at \$0.20 per Unit.**

Kevin Cole, a director of the Issuer subscribed for 125,000 Units and Mark Rechichi and Alex Rechichi, directors of the Company, subscribed for 500,000 Units through their company, 2085086 Ontario Inc. on the same terms as the other investors in the Private Placement for gross proceeds of \$125,000 (the “Insider Participation”). Sean Black, CFO of CraveIT Restaurant Group, subscribed for 800,000 Units for gross proceeds of \$160,000.

Each Unit of the private placement consists of one common share in the capital of the Issuer (a “Share”) and one transferable common share purchase warrant (a “Warrant”), with each Warrant exercisable into Shares of the Issuer at a price of \$0.20 per Share for a period of three (3) years from the date of closing of the Private Placement on June 18, 2021 (the “Closing”). All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months and one day. No finder’s fees were paid in connection with the Private Placement. The Issuer intends to use the net proceeds from the Private Placement for merger and acquisition opportunities in the plant-based food market and for general working capital.

The Insider Participation constitutes a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Issuer is exempt from the requirement to obtain a formal valuation or minority shareholder approval in connection with the Insider Participation under MI 61-101 in reliance on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 due to the fair market value of the Insiders Participation being below 25% of the Company’s market capitalization for purposes of MI 61-101. The Issuer did not file a material change report 21 days prior to the expected closing date of the Private Placement as the details of the Insider Participation in the Private Placement had not been finalized at that time. The Private Placement was approved by the Board of the Issuer prior to Kevin Cole, Mark Rechichi and Alex Rechichi joining the Board. The Issuer has not received, nor has it requested a valuation of its securities or the subject matter of the Insider Participation in the 24 months prior to the date hereof.

Strategic Advisory Agreement

On June 1, 2021, the Issuer entered into a strategic advisory agreement (the “Advisory Agreement”) with Maricom Inc. and 2085086 Ontario Inc. (the “Advisors”) represented by Sean Black, Mark Rechichi and Alex Rechichi to assist with the Private Placement and to arrange for Alex Rechichi, Mark Rechichi and Kevin Cole to join the Board of the Issuer. In consideration for the assistance with the Private Placement and the arrangement of strategic appointments to the Board (the “Strategic Board Appointments”), the Issuer agreed to issue an aggregate of 27,000,000 non-transferrable share purchase warrants (“Advisory Warrants”) to the Advisors. Each Advisory Warrant entitles the holder to acquire one Share at a price of \$0.20 for a period of five (5) years from their date of issue and vest upon the occurrence of the vesting triggers noted below:

Number of Advisory Warrants Vested	Vesting Trigger
5,200,000	Closing of the Private Placement
2,700,000	\$0.50 ⁽¹⁾
2,750,000	\$0.75 ⁽¹⁾
5,400,000	\$1.00 ⁽¹⁾
5,450,000	\$1.50 ⁽¹⁾
5,500,000	\$2.00 ⁽¹⁾

Note: (1) Closing price of the Shares on the CSE (or any other stock exchange that the Shares may trade) required to trigger vesting of Advisory Warrants.

Pursuant to the Advisory Agreement, Shawn Moniz, CEO, Secretary and a director of the Issuer, Donna Reddy, President of the Issuer and Dean Callaway, CFO of the Issuer, have agreed to enter into lock-up agreements preventing the sale and transfer of any securities of the Issuer.

In connection with the Closing and the Strategic Board Appointments, the Issuer issued the Advisory Warrants effective June 18, 2021. The Advisory Warrants and any securities issued upon exercise thereof are subject to a four month hold period pursuant to the policies of the CSE. For further information on the Strategic Board Appointments, please see the Issuer’s press release dated June 2, 2021.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.
None.
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.
None.
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.
N/A.
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 June 9, 2021, 16,590 Shares were issued pursuant to the exercise of Warrants at \$0.25 per Share.

On June 14, 2021, 400,000 Shares were issued pursuant to the exercise of Warrants at \$0.25 per Share.

On June 18, 2021, the Issuer closed its Private Placement and issued 3,000,000 Units at a price of \$0.20 per Unit raising gross proceeds of \$600,000.

Concurrent with the closing of the Private Placement, the Issuer issued 27,000,000 Advisory Warrants which are exercisable at \$0.20 per Share until June 18, 2026 and vest in accordance with the table set out in Item 2 above.

On June 28, 2021, 100,000 Shares were issued pursuant to the exercise of Warrants at \$0.25 per Share.

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 June 21, 2021, Alex Rechichi, Mark Rechichi and Kevin Cole were appointed to the Board and Lindsay Hamelin and Jerry Habuda resigned from the Board.

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: **June 30, 2021** _____.

Shawn Moniz
Name of Director or Senior Officer

"Shawn Moniz"
Signature

CEO & Director
Official Capacity

<i>Issuer Details</i> Name of Issuer	For Month End	Date of Report YY/MM/D
Plant&Co. Brands Ltd.	June 2021	2021/06/30
Issuer Address 400-1681 Chestnut Street		
City/Province/Postal Code Vancouver, BC V6J 4M6	Issuer Fax No. 604.737.1140	Issuer Telephone No. 833.375.2682
Contact Name Shawn Moniz	Contact Position CEO & Director	Contact Telephone No. 833.375.2682
Contact Email Address info@plantandco.com	Web Site Address https://plantandco.com	