**EUROLIFE BRANDS INC.**
**(formerly Cannvas MedTech Inc.)**

**Management's Discussion and Analysis**

**For the Year Ended December 31, 2019**

**(Expressed in Canadian Dollars)**

**EUROLIFE BRANDS INC.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**YEAR ENDED DECEMBER 31, 2019**

## INTRODUCTION

This management discussion and analysis ("**MD&A**"), prepared on June 3, 2020, should be read in conjunction with 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 June 3, 2020 and are subject to change after this dated 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 pan-European 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 vs the Canadian 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 is focusing on establishing a percentage ownership within each of the verticals comprising the customer journey of health and wellness products. Eurolife is 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.

We have changed our audience and clientele focus from the Canadian markets to the European markets. Therefore, we changed our 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 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. 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 2019

- On January 17, 2019, the Company announced the signing of a definitive contract with Advica Health whereby Cannvas.Me will be the exclusive provider of cannabis education and information to the Advica Health community. Advica Health offers members access to the best facilities at home or abroad and assists in obtaining advice, treatment options and solutions to current health care situations in the most efficient manner possible. Each case is approached on an individual and personalized basis to help navigate the healthcare system and collaboratively create an effective health plan with ongoing care management and support from nurse navigators. Advica is constantly bringing innovative healthcare solutions to its membership with a strong focus on preventative health and wellness, and helps members focus on healthy living to positively impact their overall productivity and quality of life. Advica is dedicated to support Canadians who want to personalize their individual medical treatment. Advica acts as thoughtful advisors to assist patients to improve health and wellness. For additional information about Advica Health, visit advicahealth.com. Cannvas.Me will have the entirety of its platform accessible to Advica Health members, and will work closely with Advica's network of leading clinics, doctors and specialists, caregivers and home support to source information and collaborate on articles and learning modules to meet the needs of Advica members across Canada. As of December 31 2019, these activities have come to a conclusion.

- On March 11, 2019, the Company announced the appointment of Dinesh Kandanchatha to its newly-formed AI, Technology and Data Advisory Board. Mr. Kandanchatha will act as lead and brings with him a wealth of knowledge and expertise in the technology sector as founder and former Chief Technology Officer of Patriot One Technologies (CVE:PAT) (OTCMKTS: PTOTF) (FRA:0PL), a concealed weapons detection system that promises a safer world. Mr. Kandanchatha has over 20 years of experience in start-up and early-stage companies, having raised over $100M dollars translating into over $1B in shareholder value. He has overseen two IPOs, eight acquisitions and been part of many early stage companies. He is a founder and former President and CTO of Patriot One Technologies. Currently he is Chief Operating Officer of Macadamian Technologies one of the leading healthcare product consultancies in Canada. A seasoned investor and mentor, Mr. Kandanchatha holds both a bachelor's degree and MBA from the University of Ottawa, is a Top 40 under 40 winner, serves as a board member on multiple public and private organizations, and has been featured in the Canadian Business Journal's entrepreneur spotlight. The newly-formed AI, Technology and Data Advisory Board will provide independent consultation and oversight for Cannvas Data, the Company's cannabis analytics platform providing AI-driven cannabis data and analytics to organizations looking to learn more about the audiences in the cannabis space. With the global legal cannabis market projected to reach a valuation of $27 billion dollars by 2020 and $146.5 billion by 2025, Cannvas Data is positioning itself as a leader in cannabis analytics delving deep into the consumer behaviors, purchasing patterns and industry trends shaping the global cannabis sector.

- On April 30, 2019, the Company announced that it has signed a revenue sharing agreement with Medical Marihuana Patient Relief Inc. ("MM Patient Relief"), a private locally-owned producer based in Tecumseh, Ontario focused on creating high-quality, in-demand medical cannabis strains. The Company and MM Patient Relief are jointly deploying technologies to increase value-added services offered between company platforms while driving customer integration. The Company expects to leverage its data analysis capabilities and work with MM Patient Relief to generate revenue through tracking the number of Cannvas.Me users who choose MM Patient Relief as their primary cannabis provider, and can track purchases made throughout the lifetime of a patient. Established in 2014, Medical Marihuana Patient Relief Inc. is currently in the final stages of review and approval under Health Canada's MMPR/ACMPR (Access to Cannabis for Medical Purposes Regulations). Established in 2014, Medical Marihuana Patient Relief Inc. (MM Patient Relief) is a private, locally-owned business based in Tecumseh, Ontario focused on creating high-quality, in-demand medical cannabis strains for pain, arthritis, and cancer. Using advanced cultivation methods that maximize production and have increased the number of yearly crop cycles from four to six, MM Patient Relief is in the final stage of Health Canada MMPR / ACMPR (Access to Cannabis for Medical Purposes Regulation) approval and finalizing construction of its state-of-the-art stand-alone facility. For more information: www.mmpatientrelief.com

- On May 14, 2019, the Company announced that it continues to increase its digital assets, grow traffic to its digital cannabis education platform Cannvas.Me and drive new user sign-ups through the acquisition of nearly 1000 unique domains relating to health and cannabis education, cannabis data and analytics and pet healthcare through cannabis. In the span of one calendar year, the Company has increased its digital assets by 240%, acquiring a total of 835 digital properties designed to increase user flow to Cannvas.Me and accumulate additional data to complement the information already actively analyzed by the Company. Multiple domains pointing back at Cannvas.Me also improves search engine optimization (SEO) and the Company is focused on ensuring its digital cannabis learning platform ranks high in global searches for cannabis education and related terms. Since its launch in October 2018, Cannvas.Me has seen consistent month-to-month user growth of 30%, with a spectacular rise of 524% in March of this year. Attributed largely to its aggressive acquisition of strategic domains related to cannabis education, health care and data, the Company is now on track to have over 4 million unique users accessing its free and unbiased cannabis education in 2019, with over 50 million views of the Company articles and courses before year's end. This puts the Company on track to have over 90% of countries around the world engaging with its content before the end of 2019.

- On May 15, 2019, the Company announced that it has undertaken expansion plans across the European market, implementing a similar revenue growth strategy to the one it successfully followed to enter the U.S. space. Similar to recent U.S.-based partnerships with the likes of Empower Clinics (CSE: CBDT) (FRA: 8EC) (OTC: EPWCCF) and US Cannabis Pharmaceutical Research and Development, the Company plans to pursue strategic collaborations with European entities active in the cannabis and health sciences space, including physician's offices, health clinics and pharmacies, insurance and government agencies, medical and educational institutions and more. The Company plans to aggressively market its Cannvas Kiosk concept to EU nations as a cost-efficient and data-driven avenue of education delivery to citizens where they learn, work, eat and live. Focused first on establishing a kiosk network across health clinics, pharmacies and hospitals, the Company's team will also be reaching out to retailers, entertainment facilities, educational institutions and government agencies. While the Company expects to derive revenue from its kiosk network, it also expects a receptive audience to its white label solutions for cannabis education, providing organizations with evidence-based cannabis learning modules powered by its Cannvas.Me platform. Sectors to be targeted for education solutions include medical, retail, cannabis production and distribution, government and higher learning. The Company also expects a robust demand for contextual media and ad placement across its platforms as an additional driver of revenue. As of December 31 2019, the Kiosk activities have come to a conclusion

- On May 21, 2019, the Issuer announced that it has signed a definitive contract positioning Cannvas.Me as the exclusive provider of cannabis education and information to members of Medical Marihuana Patient Relief Inc. ("MM Patient Relief"), a private, locally-owned business based in Tecumseh, Ontario focused on creating high-quality, in-demand medical cannabis strains. Established in 2014, MM Patient Relief is currently in the final stages of review and approval under Health Canada's MMPR/ACMPR (Access to Cannabis for Medical Purposes Regulations). Once approved, it plans to use its proprietary technology to increase the crop yield and quality of cannabis produced in its newly-renovated stand-alone 10,000 sq.ft. building in Tecumseh, Ontario. Once fully integrated with the MM Patient Relief portal, members will be able to Cannvas.Me content from anywhere in the world. Cannvas.Me will work closely with MM Patient Relief's partner network to source information and collaborate on articles to meet the needs of MM Patient Relief clients across Canada. Established in 2014, Medical Marihuana Patient Relief Inc. (MMPatient Relief) is a private, locally-owned business based in Tecumseh, Ontario focused on creating high-quality, in-demand medical cannabis strains for pain, arthritis, and cancer. Using advanced cultivation methods that maximize production and have increased the number of yearly crop cycles from four to six, MM Patient Relief is in the final stage of Health Canada MMPR / ACMPR (Access to Cannabis for Medical Purposes Regulation) approval and finalizing construction of its state-of-the-art stand-alone facility. For more information: www.mmpatientrelief.com.

- On May 28, 2019, the Company announced that it has signed an agreement to be the exclusive provider of unbiased cannabis education for Liberty Leaf Holdings Ltd. (CSE: LIB) (OTC: LIBFF) (FSE: HN3P) ("Liberty Leaf"), who among other assets, is operating a cannabis accessories e-commerce platform, SignaturebyLibertyLeaf.com. The agreement calls for the Company to provide original evidence-based educational content, progressive learning modules and value-added services to the Liberty Leaf platform through white labeling solutions powered by the Cannvas.Me educational platform. Under the terms of the agreement, the Company will provide subscription-based white-label educational services based on its original educational content, created and curated by its independent Medical, Educational and Cannabis Sciences Advisory Boards. Consideration for the services reflected in the agreement comes in the form of a 12-month paid subscription with an annual sum to be reviewed following each year and with ample room for expansion of services and offerings. Liberty Leaf is a Canadian-based public company whose objective is to be at the forefront of the cannabis industry, accelerating the expansion of revenue-generating businesses within the rapidly growing sector. Its business strategy places Liberty Leaf's vertically integrated legal cannabis grower/processor/distributor operations in the middle of an expected multibillion-dollar cannabis boom. Once fully integrated with the Liberty Leaf platform, its audience will be able to access Cannvas.Me educational content from anywhere in the world, and the Company expects to work closely with Liberty Leaf's partner network to source information and collaborate on articles to meet the needs of the communities it serves across Canada.

- In July 2019, the Company announced its planned expansion into Europe is on track with a renewed focus on providing consumer-facing intelligent cannabis education to potential and active medical and adult-use cannabis consumers through its international cannabis education platform Cannvas.Me. With its expansion into Germany underway, the Company is turning their attention to the United Kingdom as well as other emerging cannabis markets across the European Union.

- In July 2019, the Company closed a private placement of units, issuing 20,030,000 units ("Units") issued at a price of $0.05 per Unit, raising gross proceeds of CDN$1,001,500 in the first tranche, 10,120,000 Units at $0.05 per unit for aggregate gross proceeds of $506,000 raised in the second tranche and 11,900,000 Units for gross proceeds of $595,000 raised in the third and final tranche. The Company also issued an aggregate of 3,024,388 common shares at a deemed price of $0.0513 per share to certain consultants in lieu of cash.

- On July 30, 2019, the Company announced that it has entered into a definitive share exchange agreement (the "Agreement") with 1216165 B.C. Ltd. ("True Focus") thereby obtaining the exclusive licensing rights for the marketing, development, and distribution of True Focus' product suite and proprietary intellectual property portfolio across South America and in select markets throughout Europe for a period of 10 years. True Focus' all natural, nutraceutical formulations are delivered via an oral spray treatment and are aimed at mitigating the effects of THC overconsumption. The True Focus proprietary formulation is considered 'patent-pending' by way of a United States Patent and Trademark Office patent application. Through its Cannvas.Me and Cannvas Data platforms, the Company plans to expand the True Focus brand into strategic and emerging regions where CBD is legal. The acquisition of True Focus is a key strategic move for the Company as it pursues strategic collaborations with European entities active in the cannabis and health sciences space, including health clinics and pharmacies, insurance and government agencies, and medical and educational institutions.

- 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 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.

## FINANCIAL PERFORMANCE

### SELECTED FINANCIAL INFORMATION

| | **For the year-ended December 31, 2019** | For the year-ended December 31, 2018 |
|---|---|---|
| Total Revenue | **86,850** | **130,920** |
| Net (loss) for the period | **(6,983,443)** | **(4,737,755)** |
| Net (loss) per share | **(0.03)** | (0.03) |
| Total comprehensive (loss) | **(6,983,443)** | (4,737,755) |
| Total assets | **1,390,885** | 657,775 |
| Total long term financial liabilities | **nil** | nil |
| Working capital | **608,098** | 338,008 |
| Capital expenditures | **3,496** | 32,444 |

### RESULTS OF OPERATIONS

The following paragraphs provide information about the results of the Company's on-going operations for the year-end December 31, 2019 and 2018.

***Revenue***

For the year ended December 31, 2019 the Company generated revenue of $86,850 compared to $130,920 for the year ended December 31, 2018. Revenue is generated from the various contracts the Company holds as outlined in the operations section above.

***Net Loss for the Year-end periods***

For the year ended December 31, 2019, the Company recorded a net loss of $6,983,443 (2018 – $4,737,755). 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. In addition, the Company wrote-down its investment in True Focus to reflect market conditions.

***General and administrative expense***

For the year ended December 31, 2019, general and administrative expense totaled $2,220,674 compared to $1,980,464 for the corresponding period in 2018. General and administrative costs included advertising and marketing which were fairly constant in 2019 and 2018 with focus on the European marketplace, consulting expenses were lower in 2019 compared to 2018 as the Company pared back such expense, investor relations activity was higher in 2019 than 2018 as the Company focused on True Focus and Europe, platform development expenses remained flat as the Company continued its focus on building out various educational platforms and travel and business development activity increased.

The following table provides a breakdown of general and administrative expense for the year end December 31, 2019 and 2018 :

| | For the year-ended December 31, 2019 | For the year-ended December 31, 2018 |
|---|---|---|
| Accounting and legal | 72,452 | 47,158 |
| Advertising and marketing | 607,615 | 620,291 |
| Investor relations | 429,542 | 74,075 |
| Consulting | 396,541 | 758,051 |
| Office and sundry | 47,166 | 101,274 |
| Travel and business development | 667,358 | 379,615 |
| Total General & Administrative Expense | 2,220,674 | 1,980,464 |

***Share Based Compensation***

Share based compensation of $3,461,129 was recorded for the year ended December 31, 2019 (December 31, 2018: $2,435,109). 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 December 31, 2019. 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 December 31, 2019 is $25,628 (December 31, 2018: $35,809). Leasehold improvements of $37,572 were written off due to the Company terminating its lease with the landlord in 2019. Amortization expense for office assets as at December 31, 2019 is $13,677 (December 31, 2018: $23,481)

***Capital expenditures***

During the year ended December 31, 2019 capital expenditures relating to the purchase of the True Focus licensing arrangement which is valued at $463,833 on the balance sheet. In 2018, there were minimal capital expenditures.

## 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 December 31, 2019:

| Quarter Ended | Revenue | Loss for the Period ($) | Loss per Share ($) (Basic and Diluted) |
|---|---|---|---|
| December 31, 2019 | 72,900 | (2,044,324) | (0.03) |
| September 30, 2019 | 2,400 | (2,035,786) | (0.01) |
| June 30, 2019 | 2,050 | (1,273,132) | (0.03) |
| March 31, 2019 | 9,500 | (1,630,201) | (0.03) |
| December 31, 2018 | 104,225 | (1,593,168) | (0.03) |
| September 30, 2018 | 15,195 | (1,847,062) | (0.05) |
| June 30, 2018 | 11.500 | (918,712) | (0.03) |
| March 31, 2018 | 0 | (378,813) | (0.01) |

## LIQUIDITY AND CAPITAL RESOURCES

### *Cash and Working Capital*

The Company's cash on hand increased from $217,505 to $303,026 for the periods December 31, 2018 to December 31, 2019. The Company had a working capital surplus of $608,098 as at December 31, 2019 mainly due to a HST receivable of $503,201. This compared to a working capital surplus of $338,008 for the year ended December 31, 2018.

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 year ended December 31, 2019, cash used for continuing operating activities was $2,436,209 as compared to $2,206,337 for the same period in 2018. 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 December 31, 2019 the Company has 357,884,378 shares issued and outstanding (2018 – 181,697,844).

On August 16, 2019 the Company completed a 4:1 share split. All share numbers have been restated to reflect the split.

On January 18, 2019, the Company issued 6,000,000 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 234,812 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 4,000,000 common shares to directors and officers of the Company for milestone achievements attained during the period.

On January 24, 2019, the Company issued 1,950,000 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 152,000 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 3,000,000 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 5,440,000 common shares issued to directors and officers of the Company for exercised stock options that remained unpaid.

On June 26, 2019, the Company issued 11,935,400 common shares to directors and officers of the Company for milestone achievements attained during the period.

On July 9, 2019, the Company issued 3,024,388 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 20,030,000 common shares at a price of $0.05 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 $0.075 per share. In addition, 150,000 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 10,120,000 common shares at a price of $0.20 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 $0.075 per share. In addition, 169,000 finder's warrants were granted with a fair value of $4,402, which was calculated using the Black-Scholes 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 11,900,000 common shares at a price of $0.05 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 $0.075 per share for a period of 2 years.

On August 7, 2019, the Company issued 88,000,000 common shares with a fair value of $880,000 as part of a share for share exchange to acquire licenses.

On August 7, 2019, the Company issued 11,600,000 common shares to directors and officers of the Company for milestone achievements attained during the year.

On August 13, 2019, the Company issued 1,044,000 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 70,000 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 800,000 common shares to a consultant of the Company on exercise of stock options for proceeds of $58,400.

On November 4, 2019, the Company issued 1,040,250 common shares for settlement of $83,220 of services rendered by consultants.

On November 27, 2019, the Company cancelled an aggregate of 1,040,250 common shares previously issued to consultants of the Company for services rendered to the Company.

On November 27, 2019, the Company issued 1,513,090 common shares for settlement of $83,220 of services rendered by consultants.

On December 4, 2019, the Company issued 6,252,844 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, the Company has 59,414,920 warrants outstanding at an average exercise price of 9 cents per share. On April 2, 2020 the Company announced its intention to reprice an aggregate of 59,295,920 common share purchase warrants to $0.05 per common share until May 4, 2020.

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 December 31, 2019, there were 23,459,000 stock options outstanding for the purchase of common shares (December 31, 2018: 11,218,000).

The share options outstanding as at December 31, 2019 are as follows:

| Grant date | Number of options outstanding * | Exercise price* | Expiry date |
|---|---|---|---|
| October 20, 2017 | 48,000 | 0.013 | October 20, 2020 |
| February 6, 2018 | 100,000 | 0.063 | February 6, 2020 |
| February 13, 2018 | 200,000 | 0.063 | February 13, 2020 |
| April 3, 2018 | 800,000 | 0.063 | April 3, 2020 |

| | | | |
|---|---|---|---|
| May 4, 2018 | 1,490,000 | 0.063 | May 4, 2020 |
| June 6, 2018 | 40,000 | 0.063 | June 6, 2020 |
| August 15, 2018 | 260,000 | 0.085 | August 15, 2020 |
| February 4, 2019 | 4,756,000 | 0.075 | February 4, 2021 |
| February 6, 2019 | 550,000 | 0.075 | February 6, 2020 |
| March 27, 2019 | 4,000,000 | 0.069 | March 27, 2024 |
| July 9, 2019 | 800,000 | 0.051 | July 9, 2020 |
| July 30, 2019 | 3,400,000 | 0.050 | July 30, 2020 |
| July 31, 2019 | 460,000 | 0.070 | July 31, 2020 |
| September 3, 2019 | 3,750,000 | 0.110 | September 3, 2021 |
| September 24, 2019 | 100,000 | 0.105 | September 24, 2020 |
| November 22, 2019 | 2,705,000 | 0.050 | November 22, 2021 |
| | 23,459,000 | 0.07 | |

## RELATED PARTY TRANSACTIONS

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

| | Years ended | |
|---|---|---|
| | Dec 31, 2019 | Dec 31 2018 |
| Consulting and other fees | $ 330,291 | $ 586,103 |
| Travel and business development | 87,345 | 79,091 |
| Stock-based compensation | 1,289,220 | 657,323 |
| Milestone shares issued | 1,583,599 | 1,461,250 |
| | $ 3,290,455 | $ 2,783,767 |

As at December 31, 2019, the CEO owed the Company $9,864 and a director and a company related to him owed the Company $247,753 for subscriptions receivable.

As at December 31, 2017, a balance of $129,662 was due to Agra, which was unsecured, non-interest bearing, and had no fixed terms of repayment. During the year ended December 31, 2018, the full balance of the debt was forgiven by Agra. The Company recognized a gain on forgiveness of debt in the amount of $129,662 during the year.

## 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 December 31, 2019 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 December 31, 2019, 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.

## SUBSEQUENT EVENTS

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

On January 13, 2020, the Company entered into a drawdown equity facility agreement to obtain up to $2,500,000 by issuing securities at a purchase price at a 10% discount to the current market price. One security unit includes one common shares and one share purchase warrant. The warrant has an exercise price equal to a 50% premium to the purchase price and exercisable for 36 months following each closing date

On January 15, 2020, the Company issued 12,110,000 units at $0.05 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 $0.075 per warrant for 2 years.

On January 24, 2020, the Issuer cancelled an aggregate of 1,930,756 common shares.

On January 28, 2020, the Company granted 6,850,000 stock options to certain directors, officers and consultants of the Company exercisable at $0.05 per common share expiring 1-2 years from the date of grant.

On January 30, 2020, the Company granted 4,300,000 stock options to certain directors, officers and consultants of the Company exercisable at $0.05 per common share expiring 2 years from the date of grant.

On March 9, 2020, the Company granted 2,000,000 stock options to certain consultants of the Company exercisable at $0.05 per common share expiring 3 years from the date of grant.

On March 10, 2020, the Company accessed the European Equity Group credit facility with by drawing down CAD$100,000 by issuing 2,000,000 units of the Company at a price of $0.05 per unit. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.075/ share, expiring in 24-month anniversary of the draw.

On March 11, 2020, the Company issued 5,197,500 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 $0.05 per common share.

On Apr 1, 2020, the Company granted 100,000 options to a consultant of the company, exercisable at $0.05 for a period of one year. These options vest immediately on the date of grant.

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. It extends 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.

On April 14, 2020, the Company issued 1,588,000 common shares pursuant to a warrant exercise at a price of $0.05 per share for aggregate proceeds of $79,400.

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 $5,000,000. Upon completion of the transaction, CWE will become a wholly-owned subsidiary of the Company.

On April 28, 2020, the Company granted 750,000 options to a consultant of the company, exercisable at $0.05 for a period of two years. These options vest immediately on the date of grant.

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.

COVID-19: Since December 31, 2019 the outbreak of the novel strain of Coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self – imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

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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 and Lindsay Hamelin.