

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of CSE Issuer: Blueberries Medical Corp. (the "Company or "Issuer").

Trading Symbol: BBM

Number of Outstanding Listed Securities: 106,622,772

Date: **February 2019**

#### **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.

**On February 5, the Issuer announced the completion of its business combination with Blueberries Cannabis Corp. (the "Private Company"), a leading Colombia-based licensed producer of medicinal cannabis and cannabis-derived products (the "Transaction"). Trading in the common shares of Blueberries (the "Blueberries Shares") commenced on the Canadian Securities Exchange (the "CSE") at market open on Wednesday, February 6, 2019 under the symbol "BBM", following the issuance by the CSE of its final bulletin in respect of the Transaction.**

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

**On February 1, the Issuer announced that Blueberries has completed the previously announced private placement of subscription receipts (the "Subscription Receipts") raising gross proceeds of C\$8.8 million (the "Offering"). The Offering was completed in multiple tranches, with Blueberries issuing an aggregate of 35,230,000 Subscription Receipts at a price of C\$0.25 (the "Offering Price") per Subscription Receipt.**

**On completion of the Transaction, each Subscription Receipt converted into one unit (a "Unit") in the capital of the resulting issuer arising from the Transaction (the "Resulting Issuer"), which was renamed "Blueberries Medical Corp." Each Unit consisted of one common share of the Resulting Issuer (a "Resulting Issuer Share") and one-half of one Resulting Issuer Share purchase warrant (each whole warrant, a "Resulting Issuer Warrant"). Each Resulting Issuer Warrant entitles the holder thereof to acquire one Resulting Issuer Share at a price of C\$0.40 for a period of 24 months following the completion of the Transaction. The proceeds from the Offering were released to the Resulting**

**Issuer on completion of the Transaction. Blueberries will provide sufficient funds to offset any such shortfall.**

**In connection with the Offering, a cash finder's fee of \$616,525, representing 7% of the gross proceeds of the Offering, will be paid to an eligible finder, and 2,466,100 finder warrants (the "Finder Warrants"), representing 7% of the number of Subscription Receipts sold, was issued to an eligible finder on satisfaction of the Escrow Release Conditions. Each Finder Warrant will entitle the holder to acquire one Unit for \$0.25 for a period of 24 months after the completion of the Transaction.**

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**N/A**

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.

**N/A**

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.

**On February 1, the Issuer announced that it signed a definitive business combination agreement effective as of February 1, 2019 (the "Agreement") with a wholly-owned subsidiary of CDNM which outlined the terms and conditions pursuant to which CDNM and Blueberries will complete the Transaction. Upon completion of the Transaction, the Resulting Issuer continued to focus on the cultivation, manufacturing and exporting of medical cannabis in Colombia.**

**On February 14, the Issuer announced that it had entered into a letter of intent (the "Letter Agreement") dated February 13, 2019 for a joint venture (the "Joint Venture") with Harmony and Life S.A.S., operating as El Manantial medical centers ("El Manantial"). The Joint Venture will further the development and commercialization of Blueberries' medicinal cannabis products through El Manantial's rapidly growing patient base and collaboration with El Manantial's team of physicians, pharmacists and technicians with deep expertise in a variety of medical areas. It will also provide a direct distribution channel to an established and rapidly growing patient by selling exclusively Blueberries'**

cannabis-derived products. The Company has also set out to build two BPE (Good Elaboration Practices) certified pharmacies in support of the initiative which will provide additional sales channels for Blueberries' products. Blueberries and El Manantial will also develop a treatment-focused medical education program designed to assist physicians in prescribing cannabis-based treatment plans to patients.

On February 25, the Issuer announced that had entered into a letter of intent (the "Agreement") for a joint venture (the "Joint Venture") with India Colorada S.A.S., ("India Colorada"), one of the leading Colombian artisanal brewers and producer of the oldest craft beer in Colombia, Cerveza Colón, to research, develop and commercialize non-alcoholic cannabis-based beverages.

The Joint Venture is expected to undertake the research, development and commercialization of non-alcoholic cannabis-based beverages with the goal of being first to market in Latin America. Pursuant to the Joint Venture, both companies will apply their respective expertise toward the research and development of beverages containing tetrahydrocannabinol (THC), the psychoactive chemical compound in cannabis, as well as cannabidiol (CBD), the non-psychoactive compound. The Joint Venture is expected to commercialize newly developed cannabis-based beverages through India Colorada's established and growing distribution channels in addition to Blueberries' distribution channels. The Joint Venture will make decisions regarding commercialization of the products in different countries where permitted by regulation on an individual market basis. Pursuant to the terms of the Agreement, the parties intend to complete the development of new products and commercialization plan over the following 12 months. India Colorada is arms'-length to the Company.

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.

**N/A**

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.

**On February 20, the Issuer announced that is had completed the acquisition of a 37-acre (15 hectare) agricultural property in the Bogota Savannah (the**

"Zipaquira Property"). The total purchase price for the Zipaquirá Property was USD \$1.5 million. The Company also has the ability to acquire or lease additional land contiguous to the Zipaquirá Property for future project and capacity expansion. Description of the Zipaquirá Property The Zipaquirá Property consists of flat, fertile land ideally located in the Bogotá Savannah, approximately 24km from the Company's existing 107,000 ft<sup>2</sup> fully operational cannabis greenhouse facility on its 7.4-acre (3 hectare) Guatavita property. The Zipaquirá Property has ideal growing conditions to cultivate consistent, high quality dried flower. There is ample supply of natural spring water and the area's abundant access to natural sunlight is expected to result in electricity costs that are significantly below market.

Blueberries is currently finalizing plans for a large-scale 1,300,000 ft<sup>2</sup> cannabis greenhouse facility on the Zipaquirá Property which is expected to yield approximately 72,000 kg of dried cannabis per year once completed. Build-out of the new facility is being planned over three phases, with the first fully-funded phase of approximately 500,000 ft<sup>2</sup> expected to yield approximately 30,000 kg of dried cannabis per year once completed. The Company anticipates that the first phase of the build-out will be completed and operational in Q4 2019 at an estimated cost of approximately \$2.0 million. Further information regarding the build-out of the additional phases will be released in due course on finalization of construction design and budget.

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, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.  
**N/A**
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
**N/A**
11. Report on any labour disputes and resolutions of those disputes if applicable.  
**N/A**
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.

**N/A**

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.

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
Common Shares	32,230,000	Private Placement	Working capital
Warrants	17,615,000	Private Placement	Working capital
Finder Warrants	2,466,100	Private Placement	Finder's Fee
Options	4,865,000	Option Grant	N/A

*(1) State aggregate proceeds and intended allocation of proceeds.*

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.

**New Board of Directors following the Transaction:**

**Christian Toro**  
**Andres Vidal**  
**Francisco Sole**  
**Paola Castaneda**  
**Patricio Villalba**  
**Catherine Lathwell**  
**Matthew Bajurny**

**Officers following the Transaction:**

**Christian Toro – Chief Executive Officer**  
**Chris Reid – Interim Chief Financial Officer**  
**Camilo Villalba – Chief Operating Officer**  
**Andres Castaneda – Country Manager**

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


**N/A**

## 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 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 7, 2019.

Chris Reid  
**Name of Director or Senior Officer**  
  
**Signature**  
Chief Financial Officer  
**Official Capacity**

<b>Issuer Details</b>	For Month	Date of Report
Name of Issuer	End	YY/MM/DD
Blueberries Medical Corp.	February 2019	2019/03/07
Issuer Address		
885 West Georgia Street, Suite 2200, HSBC Building		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6C 3E8		
Contact Name	Contact Position	Contact Telephone No.
Camilo Villalba	COO	
Contact Email Address	Web Site Address	
<a href="mailto:cvillalba@blueberriesmed.com">cvillalba@blueberriesmed.com</a>	<a href="http://www.bueberriesmed.com">www.bueberriesmed.com</a>	