

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of Listed Issuer: [ICC International Cannabis Corp.](#) (the "Issuer").

Trading Symbol: [WRLD.U](#)

Number of Outstanding Listed Securities: [479,728,033 common shares were issued and outstanding as of April 30, 2019.](#)

Date: [May 6, 2019 \(for the month of April 2019\)](#)

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.

[\*\*The Issuer continues to evaluate potential marijuana projects and cannabis related companies for potential acquisition and growth. The Issuer continues to concentrate on assembling a robust portfolio of licences globally specializing in the cultivation, extraction and distribution of\*\*](#)

medical cannabis and CBD products with a specific emphasis on both the European Union and Latin American regions, and a keen interest in Africa and Australasia, Southeast Asia, and the Pacific Rim.

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

During the month of April 2019, the Issuer:

- Applauds Wayland Group Corp.'s recent announcement regarding their selection by the German Federal Institute for Drugs and Medical Devices ("BfArM"), through its German joint venture Demecan GmbH, to begin domestic production of medical cannabis for the rapidly growing German patient population. Wayland is one of three groups that have been selected and is subject to a review period, after which a final decision will be made no earlier than April 17, 2019.
- Announced the completion of a USD \$1.2 million strategic investment into Biotii Technologies Corp. ("Biotii"), a leading private biotechnology company, based out of Boston, Massachusetts, USA.
- Announced its intentions to pursue a public listing on a major international stock exchange, a potential listing on NASDAQ, the New York Stock Exchange (the "NYSE") or the Alternative Investment Market ("AIM"), a division of the London Stock Exchange (the "LSE"). The Company plans to proceed with a public listing on the stock exchange that will provide the Company the most measurable long-term benefits.
- Announced it has entered into an agreement with AgraFlora Organics International Inc. ("AgraFlora"), whereby AgraFlora will transfer its portfolio of exotic, native Columbian cannabis genetics to ICC for international marketing and distribution purposes.
- Appointed Mr. David Shpilt as Chief Executive Officer in place of Eugene Beukman, who will remain a director of the Company.
- Announced the formal onboarding of key operational team members to the Company roster. The Company is pleased to welcome Ms. Lauren Magda as Chief of Staff and Mr. Jonathan Beland as Vice President of Corporate Development.
- Wayland Group Corp. has signed a definitive agreement to sell a 49.9-per-cent interest in Wayland's international portfolio of assets to ICC International Cannabis Corp.

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.

There were no new products or services developed or offered during the month of April 2019.

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.

There were no products or services discontinued during the month of April 2019.

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 April 8, 2019, the Issuer announced the completion of a USD \$1.2 million strategic investment into Biotii Technologies Corp. ("Biotii"), a leading private biotechnology company, based out of Boston, Massachusetts, USA.

Biotii is actively pursuing genetically engineered microorganisms that express cannabinoid profiles identical to those found in nature, at a fraction of the cost of current cannabis production methods and with more consistent production quality. Biotii is also endeavoring to replicate similar target drug molecules that cannot be easily manufactured utilizing chemical processes alone.

On April 9, 2019, the Issuer announced it entered into an agreement with AgraFlora Organics International Inc. ("AgraFlora", whereby AgraFlora will transfer its portfolio of exotic, native Columbian cannabis genetics to ICC for international marketing and distribution purposes. The Companies genetics portfolio consists of rare, native cannabis strains from the region of Valle del Cauca, Cauca, Magdalena and Antioquia in Columbia. Under the terms of the agreement, AgraFlora will retain the rights to the genetics library for its own uses within North America, with International Cannabis being granted exclusive rights elsewhere globally. In consideration for the transfer of the genetics library, the Company will issue one million common shares of ICC to AgraFlora. The valuation of the shares will be based upon the five-day VWAP of ICC's common shares for the five trading sessions prior to the announcement of the agreement.

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.

Not applicable to the Issuer during the month of April 2019.

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 April 23, 2019, the Issuer announced that the Company has signed a definitive agreement to acquire 49.9% of Wayland Group Corp.'s (CSE: WAYL)(FWB: 75M)(OTCQB: MRRCF) ("Wayland") international asset and license portfolio. The terms of the definitive agreement are consistent with the Letter of Intent ("LOI") announced on January 15, 2019.

Under the terms of the definitive agreement, International Cannabis will issue Wayland 300,000,000 shares in the capital of ICC, representing approximately 38% of the current outstanding ICC shares on a fully diluted basis.

Under the proposed transaction, Wayland also will enter into a three-year supply agreement with ICC that will supply ICC with 10,000kg annually of EU-GMP compliant dried cannabis flower grown at Wayland's EU-GMP certified Langton, Ontario licensed production facility. The aggregate of 30,000,000 grams will be destined for high value distribution channels in the European medical marketplace, with an approximate economic benefit to ICC upwards of 8 Euro per gram.

Prior to closing, Wayland's international asset and license portfolio will be reorganized into "Wayland International", a subsidiary which will be jointly owned and operated by ICC and Wayland. Wayland will retain the right to appoint the board of directors and management of the Wayland international subsidiary.

Together, ICC and Wayland boast operations in 18 distinct geographies, all with a central function to supply high quality cannabis to the global market. Equipped with experienced cross-functional teams, healthy treasuries, and the most robust licence and asset portfolio in the industry, the companies will collectively champion the global consumer's THC/CBD experience".

The Companies expect to realize material synergies from this transaction, resulting in accelerated revenues, as well as the continued enhancement of shareholder value. International Cannabis and Wayland will capitalize on economies of scale to develop optimized production and distribution strategies, develop and license a house of brands, and gain market share with an early adopter status in new and emerging cannabis markets and verticals.

The proposed transaction with Wayland remains subject to conditions to closing, including receipt of any applicable third party, securityholder and regulatory consents and approvals, the completion of a reorganization of Wayland's international business and the receipt by each of ICC and Wayland of fairness opinions from their respective financial advisors and other customary conditions to closing a transaction of this nature. A copy of the definitive agreement will be filed under Wayland's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

8. Describe the acquisition of new customers or loss of customers.  
Not applicable to the Issuer during the month of April 2019.
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.  
Not applicable to the Issuer during the month of April 2019.
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
The Issuer appointed Mr. David Shpilt as Chief Executive Officer in place of Eugene Beukman and hired Ms. Lauren Magda as Chief of Staff and Mr. Jonathan Beland as Vice President of Corporate Development.
11. Report on any labour disputes and resolutions of those disputes if applicable.  
Not applicable to the Issuer during the month of April 2019.
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.  
Not applicable to the Issuer during the month of April 2019.
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.  
Not applicable to the Issuer during the month of April 2019.
14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>
<u>Common Shares</u>	<u>35,209,737</u>	<u>April 8, 2019</u>	<u>Consulting Agreement and a Licensing Agreement</u>
<u>Common Shares</u>	<u>1,000,000</u>	<u>April 25, 2019</u>	<u>Cannabis Strain and Genetics Transfer Agreement</u>

15. Provide details of any loans to or by Related Persons.  
[Not applicable to the Issuer during the month of April 2019.](#)
16. Provide details of any changes in directors, officers or committee members.  
[Not applicable to the Issuer during the month of April 2019.](#)
17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.  
[The trends and risks which are likely to impact the Issuer are detailed in the Issuer's Management Discussion & Analysis dated January 28, 2019 \(the "MD&A"\). The MD&A is available on the Issuer's SEDAR profile at \[www.sedar.com\]\(http://www.sedar.com\).](#)

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## 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 the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated May 6, 2019.

Eugene Beukman  
Name of Director or Senior  
Officer

"Eugene Beukman"  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b> Name of Issuer <b>ICC International Cannabis Corp</b>	For Month End <b>April 2019</b>	Date of Report YY/MM/D <b>19/05/6</b>
Issuer Address <b>810 – 789 West Pender Street</b>		
City/Province/Postal Code <b>Vancouver, BC V6C 1H</b>	Issuer Fax No. <b>604-687-3141</b>	Issuer Telephone No. <b>604-687-2308</b>
Contact Name <b>Eugene Beukman</b>	Contact Position <b>CEO, Director</b>	Contact Telephone No. <b>604-782-4191</b>
Contact Email Address <b>Ebeukman@pendergroup.ca</b>	Web Site Address <b>N/A</b>	