

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: [WRLD.U](#)

Number of Outstanding Listed Securities: [674,936,231 as of May 31, 2019.](#)

Date: [June 5, 2019 \(for the month of May 2019\)](#)

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 **May 2019**, the Issuer:

- Entered into a distribution and cannabis processing/finishing agreement with Organic Flower Investments Group Inc.
 - Completed a US\$1.5 million strategic investment into the Indus Cannabis Company Corporation, a private entity actively pursuing cannabinoid commercialization with the Republic of India.
 - Entered into a binding letter of intent with IndusCann pursuant to which the companies will enter into a commercial rights and supply agreement.
 - Entered into a definitive agreement with the Toronto Wolfpack RLFC and HowelBrands to manufacture and distribute a suite of athlete-focused, cannabidiol performance products.
 - Entered into a commercial rights and off-take agreement with AgraFlora Organics International Inc., whereby the Issuer may purchase up to 100,000,000 grams of premium dried cannabis flower from AgraFlora's Delta Greenhouse Complex cultivation operations.
 - Secured the exclusive European master license to the Affinity Alpha Unit, a cannabinoid extraction system.
 - Entered into a binding letter of intent with AgraFlora Organics International Inc. to acquire 100% of AgraFlora's Colombian pharmacy operation, Farma Swiss S.A.S.
 - Completed a transaction with Wayland Group Corp. relating to the sale of a 49.9% interest in Maricann BV, pursuant to which ICC acquired 49.9 percent interest in the balance of Wayland's international portfolio of assets.
 - Entered into a design and automation agreement, alongside Biotii Technologies Corp., with Y Combinator backed Opentrons Labworks Inc.
 - Announced the resignation of Kent Ausburn as a Director and the appointment of Matt Fish as a Director.
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.

Not applicable to the Issuer for the month of **May 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.

Not applicable to the Issuer for the month of **May 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 **May 8, 2019** the Issuer announced that it and Organic Flower Investments Group Corp. entered into a distribution and cannabis processing/finishing agreement (the "Downstream Agreement"). Under the terms of the Downstream Agreement, the Issuer will permit Organic Flower unbridled access to its European distribution network, comprised of 80,000 retail outlets and pharmacies, as well as grant Organic Flower commercial rights for cannabis processing/finishing at its EU-GMP certified facilities. Organic Flower will also remunerate International Cannabis according to a floating royalty matrix, based upon the net sales of Organic Flower products sold through ICC's European distribution channels.

On **May 10, 2019** the Issuer announced it had completed a US\$1.5 million strategic investment into the Indus Cannabis Company Corporation ("IndusCann"), a private entity actively pursuing cannabinoid commercialization within the Republic of India. IndusCann has entered into a three-year exclusive Research and Development Partnership Agreement (the "RDPA") with the Indian Institute of Integrative Medicine ("IIIM"). The IIIM is a premier national research institute under the Council of Scientific & Industrial Research ("CSIR") of India, dedicated to the discovery of pharmaceuticals derived from natural products such as medicinal plants and microbial species. IndusCann also anticipates receipt of an Indian cannabis import/export license, which is expected to permit the export of EU-GMP certified medical cannabis to the European Union ("EU") and the Asia Pacific region.

Concurrently, the Issuer and the company have entered into binding letter of intent ("LOI"), dated April 28, 2019 pursuant to which the Companies will enter into a commercial rights and supply agreement, contingent to IndusCann receiving the aforementioned import/export license, whereby:

- The Issuer will supply the company with up to 30,000,000 grams of premium cannabis flower, as well as bulk cannabis resin, bulk CBD isolate and bulk CBD distillate for initial R&D initiatives and eventual commercial applications;

- The Issuer has secured right-of-first-refusal (“ROFR”) to purchase a portion of the IndusCann’s future EU-GMP compliant production at cost plus 20 per cent;
- The Issuer will act as the companies European distributor for cannabis products;
- The Issuer will be granted co-ownership of data derived from the company’s cannabidiol clinical trials with product supplied by ICC; and,
- The Issuer will be granted co-ownership in all cannabis product formulations developed under the IndusCann corporate umbrella
- The Issuer has been granted a call-option for further equity participation in IndusCann Private Ltd. for an additional US\$4 million.

A finder’s fee is payable on this transaction.

On **May 13, 2019** the Issuer and Organic Flower Investments Group Inc. (“Organic Flower”) entered into definitive agreements with the Toronto Wolfpack RLFC (“Toronto Wolfpack” or “TWP”) and HowlBrands to manufacture and distribute a suite of athlete-focused, cannabidiol (“CBD”) performance products. Under the terms of the agreements, ICC and Organic Flower will become TWP’s exclusive international and North American manufacturing and distribution partners.

With the launch of HowlBrands’ portfolio of CBD-infused formulations, TWP is set to emerge as the world’s first professional sports team to introduce its own branded CBD-infused product line.

The Companies will leverage ICC’s European distribution network of 80,000 retail outlets/pharmacies, EU-GMP certified cannabis processing facilities, as well as Organic Flower’s unique domestic downstream asset portfolio to manufacture sport-centric CBD-infused product lines, including:

- CBD-infused topical creams;
- Therapeutic relief balms;
- Sport Pain CBD tinctures;
- CBD-infused soaks; and,
- CBD-infused roll-ons and healing sticks- engineered for optimal topical absorption.

Under the terms of the agreement, ICC and Organic Flower will each issue common shares with a value of \$2.5-million to the Toronto Wolfpack. The valuation of the shares will be based upon the five-day VWAP of ICC and Organic Flower’s common shares for the five trading sessions prior to the announcement of the licensing agreement. The shares are subject to voluntary escrow agreements.

On **May 22, 2019** the Issuer entered into a commercial rights and off-take agreement with AgraFlora Organics International Inc. (“AgraFlora”), whereby the Issuer may purchase up to 100,000,000 grams of premium dried cannabis flower from AgraFlora’s Delta Greenhouse Complex cultivation operations, over a five year term.

Boasting 2.2 million square feet of grow space under glass, AgraFlora and its Joint Venture partner have been collaborating with Health Canada since June 2018 to prepare the large-scale, ready-made Delta Greenhouse Complex for licensing. As a result of this commercial rights and off-take agreement, AgraFlora has committed to allocating 10 per cent of the Delta Greenhouse Complex’s cumulative flower footprint to the Issuer.

AgraFlora’s Delta Greenhouse Complex is widely considered to be one of the most technically advanced and environmentally friendly greenhouse operations in the World, equipped with industry leading cultivation infrastructure.

In anticipation of the Company’s inaugural off-take delivery from AgraFlora, the Issuer is architecting its first purpose-built, EU-GMP-complaint cannabis processing, manufacturing and packaging facility (the “Finishing Facility”). It is anticipated that the Issuer’s Finishing Facility will function as a premier European cannabis-processing hub, through which:

1. Cannabis produced/procured from ICC’s contract farming and off-take agreements can be securely shipped to the Finishing Facility;
2. Cannabis manufacturing and processing will then be initiated at ICC’s Finishing Facility according to GMP-certified manufacturing specifications and SOPs;
3. The now finished GMP-certified cannabis can be packaged for export and/or leveraged as GMP-compliant cannabis inputs to produce a portfolio of diverse, designer product formulations;

Subject to the terms of the commercial rights and off-take agreement, the Issuer may purchase up to 20,000 kg of dried cannabis per annum for a 5-year term from AgraFlora’s large-scale Delta Greenhouse Complex, representing 100,000,000 grams over the duration of the initial term. The aforementioned commercial rights and off-take agreements are contingent on AgraFlora’s receiving its cultivation and sales licences from Health Canada for its Delta Greenhouse Complex operations. A finder’s fee is payable on this transaction.

On **May 27, 2019** the Issuer secured the exclusive European master license to the Affinity Alpha Unit (“Affinity Technology” or “Affinity Unit”), a revolutionary cannabinoid extraction system. The Affinity Unit deploys a two-phase extraction process to facilitate the mass production of highly purified THC, CBD, CBG and terpene extracts at 10 times (“10x”) the throughput of conventional extraction technologies.

The Affinity Unit leverages patented and proprietary molecular imprinting (“MIP”) and advanced processing nanotechnologies to provide:

- Near-quantitative levels of purity;
- Product uniformity and predictability;
- Improved durability;
- Continuous process flow; and,
- Nil production bottlenecks.

The Issuer plans to integrate the Affinity Unit into its vertically integrated cannabis asset portfolio spanning 20 countries across 4 continents; resulting in optimized production efficacy of its proprietary formulations and form factors.

Developed by Atom Energy Inc. (“Atom”), in collaboration with Sixth Wave Innovations Inc. (“6W”) the Affinity Unit leverages a portfolio of patented 6W technologies uniquely formulated for high volume inorganic applications. 6W has amassed patents in over 40 countries for its proprietary MIP and advanced processing nanotechnologies. The Issuer will also leverage the Affinity Unit to expedite post harvest production of finished goods from of its existing extraction-ready CBD inventories in Germany, Switzerland, Serbia and Croatia.

Under the terms of the ROFR, the Issuer has been granted the first-in-line option to acquire the exclusive master licensing rights (the “Master Rights”) for the deployment and use of the Affinity Technology throughout the Sovereign States and Dependent Territories of Europe (the “Master Territory”).

The Master Rights, to be fully defined in a mutually agreeable Master License Agreement (“MLA”) to be executed by the parties concurrent with the execution of the ROFR, and will allow the following exclusive rights to accrue to ICC:

(i) Direct Use License – A license to deploy the Affinity Technology on a direct-use basis via ICC-operated facilities within the Master Territory.

(ii) Authority to Sub License – The authority to grant sub licenses for the use of the Affinity Technology throughout the Master Territory (the “Sub Licenses”), and to collect a metered royalty rate based on the biomass volumes processed by all Sub Licensees using the Affinity Technology platform.

Under the terms of the ROFR and subject to the completion of mutually agreeable license agreements between the parties pertaining to special strategic process locations, ICC will have additional license rights not contemplated by the Master Territory:

(i) India – The right to establish ICC-operated facilities within the Republic of India, without the obligation or right of sub licensing. ICC has additionally been granted first-mover status within India, with an option to install the first Affinity Technology processing site within that jurisdiction, ahead of all other prospective licensees.

(ii) Greece – The parties have agreed that Greece will be a special exclusion from the defined Master Territory, with ICC having the right to establish ICC-operated facilities in that jurisdiction, without the obligation or right of sub licensing.

Under the terms of the Agreement, the Issuer has agreed to pay \$3,500,000 in common shares in the capital of the Issuer upon the exercise of the ROFR and the concurrent MLA (the “Consideration”). As a condition precedent of the payment of the Consideration, Atom has agreed to deliver the first Affinity purification unit to ICC for use within the Master Territory, to the satisfaction of ICC.

In addition to the foregoing, the Issuer has agreed to invest \$1,500,000 in Atom at an issue price of \$0.75 per share, to close on or before May 31, 2019.

A finder’s fee is payable on this transaction.

On **May 28, 2019**, the Issuer entered into a binding Letter of Intent (the “Agreement”) with AgraFlora Organics International Inc. (“AgraFlora”), to acquire 100 per cent of AgraFlora’s Colombian pharmacy operation, Farma Swiss S.A.S. (“Farma Swiss”).

The Agreement provides the Issuer with a coveted LATAM brick-and-mortar presence, as well as existing high-profile commercial agreement, further augmenting the Company’s THC/CBD cultivation capabilities and robust logistical infrastructure. The Issuer’s addition of a premier downstream Colombian asset thus conceives a compliant and secure platform for the distribution of medical cannabis and cannabinoid-derived products within Colombia.

It is anticipated that the Issuer will deploy a custom-made pharmacy compound strategy, originating with its inaugural Farma Swiss Colombian location.

Farma Swiss operates a licensed pharmacy strategically situated within a high traffic, commercial neighbourhood of Medellin, Colombia. Farma Swiss’ fully licenced brick and mortar pharmacy operation is equipped with the following ancillary, value-added services:

- Inbound prescription call centre, augmented by advanced supply chain and CRM software suites;
- Domestic delivery service, providing local clientele with a vast array of medical pharmaceutical and over-the-counter (“OTC”) products;
- On-site health related services and consulting;
- Proposed cannabinoid education and doctor detailing staging ground; and,
- Virtual channel capabilities.

The Issuer is also actively investigating complementary pharmacy related assets within Colombia that may serve as synergistic accompaniments to its acquisition of Farma Swiss. Further details will be provided in due course as due diligence progresses.

As per the terms of the Agreement, International Cannabis will issue AgraFlora such number of common shares in the capital of ICC that is equal to \$250,000 based upon the five-day variable weighted average price of ICC's common shares for the five trading sessions prior to the announcement of the agreement.

On **May 30, 2019**, the Issuer announced that, alongside Biotii Technologies Corp. ("Biotii") it has entered into a design and automation agreement (the "Agreement") with Y Combinator backed Opentrons Labworks Inc. ("Opentrons"). The companies will collaborate to architect and construct Canada's first privately owned high-throughput Bioworks Foundry. It is anticipated that the Bioworks Foundry will accelerate the Companies' cannabinoid research and development capabilities, thereby capturing significant IP within the fast-developing biosynthesis market for cannabinoids

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.

The Issuer terminated its previously announced acquisition of Balkan Cannabis Corp. (see the Issuer's news releases dated December 21, 2018).

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 **May 29, 2019** the Issuer and Wayland Group Corp. completed a transaction relating to the sale of a 49.9% interest in Maricann BV to the Issuer, pursuant to the terms of an amended and restated transaction agreement and related subscription agreement.

Under the terms of the Amended Transaction Agreement, Wayland International has agreed to issue to the Issuer, and the Issuer has agreed to subscribe for a number of Wayland International Shares that will result in the Issuer holding 49.9% of the issued and outstanding Wayland International Shares (the "Wayland International Subscribed Shares"). The Issuer shall satisfy the subscription price payable for the Wayland International Subscribed Shares by the issuance of 246,613,995 common shares of the capital of the Issuer to Wayland International.

Under the terms of the Amended Transaction Agreement, Wayland will also enter into a three-year supply agreement with the Issuer, which provides that Wayland will supply the Issuer with 10,000kg annually of EU-GMP compliant dried cannabis flower grown at Wayland's EU-GMP certified Langton, Ontario licensed production facility.

Wayland International will be jointly owned by the Issuer and Wayland. Wayland will retain the right to appoint the board of directors and management of Wayland International.

8. Describe the acquisition of new customers or loss of customers.
Not applicable to the Issuer for the month of **May 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 for the month of **May 2019**.
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.
Not applicable to the Issuer for the month of **May 2019**.
11. Report on any labour disputes and resolutions of those disputes if applicable.
Not applicable to the Issuer for the month of **May 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 for the month of **May 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 for the month of **May 2019**.
14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance
Common Shares	1,400,000	Exercise of a Stock Option Grant.
Common Shares	246,613,995	Issued pursuant to an Amended and Restated Transaction Agreement dated May 28, 2019.
Common shares	8,386,703	Issuer pursuant to Supply, Packaging, and Distribution Agreement dated April 24, 2019.

15. Provide details of any loans to or by Related Persons.
Not applicable to the Issuer for the month of **May 2019**.
16. Provide details of any changes in directors, officers or committee members.
On **May 30, 2019**, the Issuer announced the resignation of Kent Ausburn as a director and the appointment of Matthew Fish as a Director.

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.

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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 June 6, 2019.

Eugene Beukman
Name of Director or Senior
Officer

"Eugene Beukman"
Signature

Chief Executive Officer
Official Capacity

Issuer Details		For Month	Date of Report
Name of Issuer		End	YY/MM/DD
ICC International Cannabis Corp		May 2019	19/06/05
Issuer Address			
810 – 789 West Pender Street			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6C 1H		604-687-3141	604-687-2308
Contact Name		Contact Position	Contact Telephone No.
Eugene Beukman		CEO, Director	604-782-4191
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