



Beleave Announces Adoption of Advance Notice By-Law

October 18th, 2016, Toronto, ON – Beleave Inc. (“Beleave” or the “Company”) (CSE: “BE”) its board of directors (the "Board") has amended the Company's by-laws to include an advance notice requirement in connection with shareholders intending to nominate directors in certain circumstances (the "By-Law Amendment").

The advance notice requirement fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Secretary of the Company prior to any annual meeting of shareholders (or any special meeting of shareholders if one of the purposes for which the special meeting is called is the election of one or more directors) and sets forth the specific information that a nominating shareholder must include in the written notice to the Secretary of the Company for a nomination to be valid.

The Board understands that amending the Company’s by-laws to include an advance notice requirement is consistent with an emerging corporate governance trend among Canadian issuers. The Board and management believe that the By-Law Amendment provides shareholders, directors and management with a transparent, structured and fair framework for nominating directors. In addition, the Board and management believe that the advance notice requirement will facilitate an orderly and efficient annual or special meeting process, ensure that all shareholders receive adequate notice and information concerning nominees and provide shareholders reasonable time for appropriate deliberation in advance of the meeting.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The By-Law Amendment is effective as of October 17, 2016 and will be placed before shareholders for ratification at the annual and special meeting of shareholders of the Company on November 18, 2016 (the “Meeting”). A copy of the By-Law Amendment will be filed under the Company's profile at www.sedar.com.

The By-Law Amendment is in effect until it is confirmed, confirmed as amended or rejected by shareholders at the Meeting and, if the By-Law Amendment is confirmed at the Meeting, it will continue in effect in the form in which it was so confirmed.



About Beleave

Beleave Inc. is a biotech company committed to becoming a licensed producer under the *Access to Cannabis for Medical Purposes Regulations* (“**ACMPR**”). Beleave’s wholly owned subsidiary First Access Medical Inc. (“**FAM**”) has applied for a licence to cultivate and sell medical marihuana pursuant to the *Marihuana for Medical Purposes Regulations*, now the ACMPR. As of the date hereof, FAM has successfully advanced past the security clearance stage and is currently in the review stage of the licensing process. Beleave's purpose built facility is located near Hamilton, Ontario. Beleave is traded on the CSE under the symbol BE, with 23,675,693 Common Shares outstanding (34,201,356 on a fully diluted basis).

Forward-Looking Statements

This news release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. This news release includes forward-looking statements with respect to the completion of the ACMPR licensing process, meeting the requirements of the ACMPR, and the start of production. No assurances are given as to the anticipated timing of delivering the confirmations to Health Canada described in this press release nor the anticipated timing of any pre-licensing inspection. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this news release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents, which can be found under the Company's profile on www.sedar.com.

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