FORM 7  
  
MONTHLY PROGRESS REPORT

Name of Listed Issuer: **Beleave Inc.** (the “Issuer”).

Trading Symbol: **BE**

Number of Outstanding Listed Securities: **482,054,816**

Date: **March 5, 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**

1. 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.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. 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.

**Core Operations**

Beleave continued to focus on its core business of cultivating dry flower and fulfilling orders to provincial wholesalers. Beleave received its first oil purchase since receiving Health Canada authorization to sell oils in January 2019. During the reporting period Beleave also concluded two bulk purchase agreements with other license holders for oil and dried flower, which are expected to ship in the near future. Beleave has initiated and continues to discuss international distribution with potential partners in several emerging international markets.

**Board of Director and Management Refresh**

During the reporting period Beleave announced a refresh of its Board of Directors with the appointment of three new Independent Directors and one Inside Director to enhance the Company's focus on governance, and emerging and capital markets.  The Board also appointed an Independent Chairman, and Independent majorities on its Audit and Governance Committees and a balanced Compensation Committee. See number 15 of this report for more details.

**Medi-Green and My Grow**

Beleave’s wholly owned subsidiary Medi-Green held a grand opening of its clinic at 211 Dundas Street, London, Ontario on February 15, 2019. The opening was well attended and showcased Medi-Green’s clinic and gave Beleave and Medi-Green staff an opportunity to engage with clients, members of the community, shareholders, and other partners. The clinic assists in the education and access of safe medical cannabis through consultation, education and ongoing support.

**Procannmed SAS (Colombia)**

Beleave conducted an extensive mission to Colombia during the reporting period to assess its Colombia operations and to engage in planning and budgeting discussions. Beleave officials visited Procannmed head-offices in Bogota, the proposed site for construction of its processing facility in Valle del Cauca, and proposed land for the cultivation of psychoactive and non-psychoactive cannabis. Beleave officials met key partners, including construction manager, architects, engineers and engaged in detailed planning exercises.

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

Beleave’s newly constituted Board of Directors had its inaugural meeting on February 28, 2019 at which time key appointments were made to strengthen its independent functioning. The Board named James (Jim) Wasserstrom (Independent) as its Chairman, Vasilios (Bill) Panagiotakopoulos as its Managing Director, Kevin Keagan as Treasurer, and Grant McLeod as the Secretary (non-Director, Beleave staff position).

The Audit Committee is now comprised of Andrew Steane (Independent), James Wasserstrom (Independent), and Kevin Keagan. The Compensation Committee is comprised of Amy Nederlander (Independent), Andrew Steane (Independent), Bill Panagiotakopoulos, and Roger Ferreira. Finally, the Governance Committee is comprised of Amy Nederlander (Independent), James Wasserstrom (Independent), and Kevin Keagan.

1. 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.

Beleave started to offer pre-rolled joints under the Seven Oaks brand.

1. 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**
2. 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.

Beleave engaged Grant Thornton Corporate Finance, Inc. to act as a financial advisor.

1. 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 engagement of PwC ended during the reporting period.

1. 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. **N/A**
2. Describe the acquisition of new customers or loss of customers. **N/A**
3. 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**
4. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs. **N/A**
5. Report on any labour disputes and resolutions of those disputes if applicable. **N/A**
6. 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**
7. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

During the period the Company has continued to pay down its obligations to Auxly Cannabis Group (formerly Cannabis Wheaton Income Corp.) under the non-dilutive debt financing instrument evidencing a debt obligation repayable in product equivalents (the "D.O.P.E. Note").

1. Provide details of any securities issued and options or warrants granted.

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| --- | --- | --- | --- |
| **Security** | **Number Issued** | **Details of Issuance** | **Use of Proceeds(1)** |
| Common Shares | 184,909 | Debt Settlement @ .11 | G&A |
| Common Shares | 3,486,842 | Acquisition @ .19 | G&A |

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

1. Provide details of any loans to or by Related Persons. **N/A**
2. Provide details of any changes in directors, officers or committee members.

During the reporting period Beleave refreshed its Board of Directors with the appointment of three new Independent Directors and one Inside Director to enhance the Company's focus on governance, and emerging and capital markets. The newly appointed Directors are:

**James (Jim) Wasserstrom (Independent):** A native of New York, Jim has extensive international experience and expertise in governance, compliance and internal control. Jim spent the early part of his career in various corporate capacities, including as a global partnerships executive for American Express Travel Related Services. In 2002, Jim led the United Nations operation overseeing Kosovo's public utilities representing $4 billion in assets transforming many into modern and profitable businesses. From 2009-2014, Mr. Wasserstrom led the US effort to combat corruption for the United States Government in Afghanistan, engaging extensively with the military, and international organizations and governments. Jim has participated in a variety of boards and committees worldwide, predominantly focused on governance and transparency.

**Andrew Steane (Independent):** With over 25 years of software industry experience, Mr. Steane has extensive experience in sales, marketing, operations and governance with industry giants such as Microsoft and SAP as well as start-ups. Working with legal and compliance teams, he has co-authored global policy documents and managed governance processes for multi-million-dollar marketing budgets including spend controls and measurement. In addition, Mr. Steane has led sales operations for a software business in excess of $800 million in revenue, identifying key business trends used to set strategic direction across a global organization. He has directed cross-functional teams to build software tools required to support global KPI adoption. A creative and strategic thinker, Mr. Steane consistently manages positive change via process, product and people to produce sustainable impact. He holds an Honors B.A. from York University in Toronto.

**Kevin Keagan:** Mr. Keagan brings over 25 years’ experience in capital markets and financial services to provide oversight to the operation, expansion, and direction of Beleave's communications and capital markets initiatives. Having spent over 13 years as Head of Equity Trading at two of the largest asset managers in Canada, Mr. Keagan offers unique insight to the inner workings of investment decision-making process and has developed a close working relationship with broker dealers and investment managers on a global scale. Mr. Keagan was a member of the International Trader Forum advisory committee, and was a board member of both the Canadian Securities Trader Association and Institutional Equity Trader Association. He holds the CIM designation.

**Amy Nederlander (Independent):** Based in New York, Ms. Nederlander is an entrepreneur and has extensive experience in strategic business development. She works with world leading executives, corporations, start-ups, non-profits and social impact initiatives to create profitability through content and brand development, consumer engagement, and strategic partnerships. Ms. Nederlander is the CEO and Co-Founder of L!FE Leaders, Inc. which focuses on teaching skills for career success. She also built eProv Studio into a multi-platform business promoting entrepreneurship and is well known for her extensive involvement in the theater and entertainment business having produced a number of Broadway and off-Broadway productions. Ms. Nederlander has an MBA from Columbia Business School and a Bachelors form the University of Michigan. Her appointment fills a vacancy created by the withdrawal of Jason Wuttunee due to scheduling conflicts.

**The Board and its Committees are now comprised of:**

**Board of Directors**

Chairman: James Wasserstrom (Independent)

Managing Director: Bill Panagiotakopoulos

Treasurer: Kevin Keagan

Andrew Stean (Independent)

Amy Nederlander (Independent)

Roger Ferreira

**Audit Committee**

Andrew Steane (Independent)

James Wasserstrom (Independent)

Kevin Keagan

**Compensation Committee**

Amy Nederlander (Independent)

Andrew Steane (Independent)

Bill Panagiotakopoulos

Roger Ferreira

**Governance Committee**

Amy Nederlander (Independent)

James Wasserstrom (Independent)

Kevin Keagan

Prior to the new appointments, Mr. Andrew Wnek, Bojan Krasic, Mark Miles, and Mark Heselton resigned as directors, with Mr. Wnek and Mr. Krasic also resigning from their respective CEO and CFO roles. Mr. Panagiotakopoulos was appointed by the Board to serve as CEO, with Mr. Keagan being appointed to take on the role of interim CFO until such time as a permanent CFO is selected.

1. 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 was 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: **March 5, 2019**

**Vasilios Panagiotakopoulous**  
Name of Director or Senior Officer

   
Signature

**Director**   
Official Capacity

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| ***Issuer Details***  **Beleave Inc.** | For Month End of **February 2019** | Date of Report  **March 5, 2019** |
| Issuer Address  **1653 Hwy 6 North** | | |
| City/Province/Postal Code  **Flamborough/Ontario/L8N 2Z7** | Issuer Fax No.  (N/A) | Issuer Telephone No.  **1.844.235.3283** |
| Contact Name  **Vasilios Panagiotakopoulous** | Contact Position **Executive Chairman** | Contact Telephone No.  **905.979.2937** |
| Contact Email Address  **bill@beleave.com** | Web Site Address  **www.beleave.com** | |