FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **BE**

Number of Outstanding Listed Securities: 478,383,065

Date: **February 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.

**Health Canada Authorization to Sell Oil**

**On January 11, 2019 Beleave's wholly-owned subsidiary, Beleave Kannabis Corp. ("BKC"), was authorized by Health Canada to sell cannabis oil products.**

**ISO Certification**

**On January 31, 2019, Beleave announced that BKC has obtained ISO 9001:2015 Certification for the research, development, and production of cannabis products for medicinal and recreational purposes at its Hamilton, Ontario facility.**

**ISO 9001 is a quality management system standard developed by the International Organization for Standardization, an association of governmental and nongovernmental organizations from many countries.**

**ISO 9001:2015 is the most up-to-date standard and achievement of this certification and shows Beleave’s commitment to high quality products, customer satisfaction, and continuous improvement.**

**Medi-Green and My Grow**

**Beleave conducted a review of Medi-Green’s clinic operation and My-Grow’s online customer referral business. As a result, management of Beleave have developed an approach to ramp up these business lines and maximize revenue.** **Both Medi-Green and My Grow are wholly owned subsidiaries of Beleave and are focused on bridging the gap between medical clients and licensed producers.**

**Cannymed (Germany)**

**Beleave continued to engage in the German licensing process for its partner in Germany, Cannymed.**

**Chilliwack and Abbotsford Expansions**

**Beleave was notified by Health Canada that the applications for licenses in Chilliwack and Abbotsford had moved to the review stage.**

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

**See responses to item 1 above.**

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. **N/A**
2. 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**

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 PWC during the reporting period to advise on a financial model and capitalization approach.**

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.

**Beleave has reviewed a number of its contracts in an on-going effort to ensure value-for-money. A number of contracts were cancelled, including the Company's contract with retired Lieutenant Colonel Dana Gidlow, who served as the company’s Head of Veteran Affairs and Community Outreach. Beleave will be re-launching a program to strengthen veteran outreach in the future.**

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.

**On January 17, 2019 Beleave provided an update on its participation and cooperation regarding the ongoing investigation by the BC Securities Commission (BCSC). The Executive Director of the BCSC sought an extension of the Temporary Order pending the conclusion of the BCSC's investigation into the Respondents' reliance on the Consultant Exemption. On December 7, 2018, the BCSC held a hearing to consider the Extension Request and, on January 15, 2019, the BCSC issued a decision approving the Extension Request in the case of certain of the Respondents. As a result of the decision, Beleave is no longer subject to the Temporary Order or the terms of the Extension Request. The BCSC's investigation is ongoing. Beleave will continue to cooperate with the BCSC.**

1. 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 | 4,044,963 | Purchase Acquisition Payment for Seven Oaks, Inc. @ 0.17 | 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, Inc. appointed Vasilios Panagiotakopoulos, Grant McLeod, and Roger Ferreira as directors of its wholly owned subsidiary Seven Oaks, Inc.**

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

**Health Canada announced its proposed regulatory framework for edibles, extracts and topicals in December 2018. Beleave has identified a number of products of interest under development for launch when the new regulations come into force. Beleave participated in Health Canada's consultation on edibles, extracts, and topical regulations held in January.**

**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: **February 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 **January 2019** | Date of Report**February 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** |