FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **BE**

Number of Outstanding Listed Securities: 471,133,763

Date: **April 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’s dried flower product is available in BC, Manitoba and Ontario under the Seven Oaks brand. During the reporting period Beleave also completed delivery of two bulk sales – one for dried flower and one for oil and it is anticipated revenues for the final quarter of financial year 2018 will see an increase compared to the previous quarter.

During the reporting period Beleave has focused on scaling up and increasing efficiency of its oil production. Process improvements have been identified and implemented, while baselines have been established to track the success of those improvements. Beleave has also identified clones as a source of additional revenues and has secured the genetics and packaging to bring this product to market in the near future.

The Hamilton expansion attained a significant milestone having addressed Ministry of Transportation concerns regarding access to the property. This progress has cleared the way for consideration by the City of Hamilton, which is anticipated in the coming weeks.

Beleave continues to engage in efforts to secure distribution channels to Germany, having secured a consulting firm to review its facility and procedures to ensure compliance with European GMP and selecting packaging for products intended to be sold in Germany.

Beleave is seeking to strengthen its internal control and the veracity of its previous statements and disclosures with the retention of a new audit firm engaged to review the previous three-quarter financial statements. A year-end inventory audit was recently conducted to support this effort.

Beleave continues to participate in external events and engage in the broader discussion around legal and policy issues facing the cannabis industry, including provision of a scholarship to Niagara College and speaking events with the Ontario Bar Association.

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

During the reporting period Beleave’s management team has focused on strengthening internal controls, reviewing contracts to ensure value-for-money, setting strategic priorities, and securing funds for the execution of the company’s projects. These efforts have resulted in considerable reduction of expenses and maximization of revenues. The company has also engaged an audit firm to review its previous financial statements and public disclosures to ensure appropriateness and accuracy.

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 has contracted to purchase mother plants so it may offer clones to medical and recreational consumers who wish to grow their own cannabis, which will be available in the near future.

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 has retained the services of UHY McGovern Hurley LLP to conduct a review of its previous financial statements for the first nine months of financial year 2018.

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 and Rollins Group Inc. executed a mutual release from its previously announced Strategic Alliance Agreement due to changes to Ontario’s cannabis retail regime making it impossible for the agreement to be fulfilled.

Beleave’s retention of MNP LLP as its auditor of record ended during the reporting period. Beleave has retained UHY McGovern Hurley LLP as its new auditor.

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.

A member of the marketing team was terminated during the reporting period to reduce the headcount and shift accountability to external marketing providers. There were two hires during the reporting period, one Quality Assurance specialist and one Customer Service member.

1. Report on any labour disputes and resolutions of those disputes if applicable. **N/A**
2. 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**
3. 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 | 6,578,947 | Private Placement @ 0.076 | 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. **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: **April 5, 2019**

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

 
Signature

**CEO + Director**
Official Capacity

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| ***Issuer Details*****Beleave Inc.** | For Month End of **March 2019** | Date of Report**April 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 **CEO** | Contact Telephone No.**905.979.2937** |
| Contact Email Address**bill@beleave.com** | Web Site Address**www.beleave.com** |