FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: BE

Number of Outstanding Listed Securities: 59,887,913

Date: November 4th, 2018

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.
* The company is pleased to announce that it has signed an agreement with Canymed GmbH ("Canymed") to supply the German market with medical cannabis. This move is the first of a series of strategic initiatives to penetrate the robust European cannabis market and marks the Company's expansion into its third continent alongside both North and South America.
* Beleave is pleased to announce that Kevin Keagan has joined the Company as Chief Communications Officer, and a member of the Executive Team.
* Beleave is pleased to announce that it is has filed an application with Health Canada and, once approved, is ready to proceed with phase one in Chilliwack of the its recently-announced indoor cultivation cannabis project in British Columbia. Less than two weeks ago, the Company announced the ambitious new project, jointly-designed by Beleave and Kannavis Biotech Corp., on a 50/50 operating expenditure and revenue partnership, that will encompass a total of ten indoor growing facilities approximately 87,000 square feet each. This project is fully capitalized and will carry newest products including strains of cannabis not yet offered in Canada, as well processing of newly acquired and developed products that will include edibles, drinks, and other non-combustible cannabis products that Beleave will be releasing to the general public in the near future.
* The company announced it has entered into a non-exclusive investment agreement with Alumina Partners, LLC, a New York-based private investment partnership, providing the availability of up to CAD $20 million over a 24-month period, to take advantage of new opportunities, increase operating flexibility, and strengthen the Company's balance sheet. The terms of the agreement will allow Beleave to draw down capital at will, on an as-needed basis, in a series of equity private placements of a minimum of CAD $2 million in accordance with exchange policies. The objective is to provide Beleave with more flexible access to capital at the Company's sole discretion.
* Beleave has announced it has finalized plans to acquire 250,000 square feet of greenhouse space and 85 acres of land in London, Ontario to cultivate and harvest cannabis for distribution and sale in Canada.
* Beleave has secured a prime location for its first Saskatchewan retail store in the city of Lloydminster.
* The company has received its first purchase order from the BC Liquor Distribution Branch ("BCLDB"). The Company was selected by the BCLDB as an official supplier earlier last month following a comprehensive approval process
* Beleave has announced that it has received its first purchase order from the Ontario Cannabis Store ("OCS"). This makes it one of the very first suppliers to support the sale of recreational cannabis in the province of Ontario.
1. Provide a general overview and discussion of the activities of management.
2. 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
3. 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
4. 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. N/A
5. 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. N/A
6. 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
7. Describe the acquisition of new customers or loss of customers. N/A
8. 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
9. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs. N/A
10. Report on any labour disputes and resolutions of those disputes if applicable. N/A
11. 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
12. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.
* At the time of this report Beleave does not have any indebtedness
1. Provide details of any securities issued and options or warrants granted.

|  |  |  |  |
| --- | --- | --- | --- |
| **Security** | **Number Issued** | **Details of Issuance** | **Use of Proceeds(1)** |
| Common Shares | 18,750 | Debt Settlement @ $1.33 | G&A |
| Common Shares | 577,850 | Purchase Acquisition @ $1.19 | 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. N/A
3. 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: November 4th, 2018.

Bojan Krasic

 
Signature

Director/CFO

|  |  |  |
| --- | --- | --- |
| ***Issuer Details***Beleave Inc. | For Month End of October 2018 | Date of ReportNovember 4th, 2018 |
| Issuer Address1653 Hwy 6 North |
| City/Province/Postal CodeFlamborough/Ontario/L8N 2Z7 | Issuer Fax No.( N/A ) | Issuer Telephone No.1.844.235.3283  |
| Contact NameBojan Krasic | Contact Position Director/CFO | Contact Telephone No.905.979.2937 |
| Contact Email Addressbojan@beleave.com | Web Site Addresswww.beleave.com |