

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Beleave Inc. (the "Issuer").

Trading Symbol: BE

Number of Outstanding Listed Securities: 493,888,796.

Date: October 03, 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

- (a) 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.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) 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.

On September 30, 2019 the Company filed its quarterly financial statements for the period ending June 30, 2019 in compliance with the extension request made to the OSC postponing the original filing deadline of August 30, 2019.

On September 20, 2019 the company provided a status update on the management cease trade order (the "MCTO") which was granted by the Ontario Securities Commission (the "OSC") last month and the release of its Q1 2019 financials.

Beleave stated it would release its Q1 2019 financial statements by Monday, September 30, 2019. The Company made an extension request to the OSC to postpone the release of its Q1 2019 financial statements, originally due August 30, 2019, for the three months ended June 30, 2019.

On September 19, 2019 the Company announced an update to its shareholders and prospective investors regarding the sale of the Lloydminster retail location, the London cultivation facility leaseback, the release date of its Q1 2019 financials, and the potential merger with Terrafarma Inc.

Lloydminster Retail Sale Update

As previously disclosed on August 29, 2019, the Company is selling its retail location in Lloydminster, Saskatchewan. Beleave has agreed to sell the location for \$2 Million CAD, and the Company is expecting to receive the funds within the next 30 days. The new owners will take possession of the store in mid-October and will continue cannabis retail operations in the space.

London Facility Leaseback Update

DAs previously disclosed on August 29, 2019, the Company signed of a letter of intent on Tuesday, August 27, 2019, to negotiate with a private purchaser to sell the Company's London, Ontario cultivation facility. Beleave will lease back 50 percent of the property after the sale is finalized to continue using the facility for cannabis production.

Beleave will earn a total \$7 Million CAD for the sale of the property, with an initial cash payment of \$3 Million CAD to be paid once the deal is finalized.

Release of Q1 2019 Financials

Beleave announced it would release its Q1 2019 financial statements by Monday, September 30, 2019 as per the extension request made to the OSC to postpone the release of its Q1 2019 financial statements, originally due August 30, 2019, for the three months ended June 30, 2019.

Update on Terrafarma Merger LOI

The Company has completed discussions with Terrafarma Inc. ("Terrafarma") regarding the intent of both parties (the "Parties") to merge their respective businesses. After lengthy discussions, the Parties have agreed to not pursue a merger at this time

2. Provide a general overview and discussion of the activities of management. **N/A**
3. 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**
4. 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**
5. 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**
6. 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**
7. 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**
8. Describe the acquisition of new customers or loss of customers. **N/A**
9. 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**
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

A member of the logistics team was terminated during the period; the Company is currently reviewing operational roles across the company to address current needs.

11. Report on any labour disputes and resolutions of those disputes if applicable. **N/A**
12. 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**
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

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

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
Common Shares	4,237,500	Debt Settlement @ 0.04	G&A

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

15. Provide details of any loans to or by Related Persons. **N/A**

16. Provide details of any changes in directors, officers or committee members. **N/A**

17. 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 were is 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 October 01, 2019

Vasilios Panagiotakopoulos

Name of Director or Senior
Officer



Signature

CEO + Director

Official Capacity

Issuer Details Beleave Inc.	For Month End of September 2019	Date of Report <u>October 03, 2019</u>
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 Panagiotakopoulos	Contact Position CEO	Contact Telephone No. 905.979.2937
Contact Email Address bill@beleave.com	Web Site Address www.beleave.com	