FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **BE**

Number of Outstanding Listed Securities: **483,180,568**

Date: **June 7, 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.

**On May 15, 2019 The Hamilton Planning Committee unanimously approved Beleave’s request to rezone their facility in Hamilton,approval has subsequently been finalized.**

**Beleave’s Hamilton facility continues to provide high-efficiency extraction, R&D, product development and cultivation of cannabis and cannabis derived products throughout this approval process. The facility's significant expansion, if approved City Council, will provide the ability to expand its current production capacity.**

**The Hamilton facility houses growing space for Beleave’s line of cannabis products, and continues to be its main hub for extraction, packaging, and distribution. The proposed expansion will allow the Company to greatly increase the efficiency and productivity of its growing and distribution strategy.**

**On May 22, 2019 Hamilton City Council approved the expansion of Beleave’s facility in Hamilton.**

**Beleave’s Hamilton facility is a state-of-the-art hub for high-efficiency extraction, processing, and cultivation of cannabis and cannabis-derived products. The newly-approved expansion will provide the ability to significantly increase current operations, distribution, and sales beyond what they are today.**

**The Hamilton expansion is one of two major projects underway in Ontario for Beleave as it prepares for the anticipated increase in demand of cannabis and cannabis-derived products for the Canadian recreational and medical markets.**

**On May 30, 2019 Beleave announced it had completed its first order to the Ontario Cannabis Store (“OCS”), for it’s own branded product

San Fernando Valley, the initial strain to be sold under the new Beleave recreational label, marks the first time Beleave has marketed recreational cannabis under its own brand.**

**San Fernando Valley is a particularly smart choice to launch the new label. It has an energetic profile and was bred to provide a more cerebral experience. The bud has light green flowers with sparkling trichomes and a citrus aroma, reminiscent of fruity candy. San Fernando Valley is a relative of OG Kush and a parent of SFV OG.**

**San Fernando Valley will be sold in 3.5g pouches through the OCS online store. It is expected to be available for customers to order by mid-June 2019. Beleave looks forward to providing more information about the expanded line of products and distribution agreements as developments occur.**

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. **The company has refocused its investor relations activities internally and has subsequently canceled an agreement with an external investor relations consultant.**
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.
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. **N/A**
13. 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 |
| Stock Options | 7,894,734 | Issued to Officers & Directors @ 0.95 | N/A |
| Stock Options | 385,500 | Issued to Employees @ 0.10 | N/A |
| Common Shares | 4,515,000 | Option Exercise @ 0.07 | 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: **June 7, 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 **May 2019** | Date of Report**June 7, 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** |