FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **BE**

Number of Outstanding Listed Securities: 475,178,726

Date: **May 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 April 1, 2019 the City of London granted a building permit allowing Beleave to change the cladding on its pre-existing greenhouse. Beleave purchased the 250,000 sq. ft. greenhouse facility in September 2018 and has since installed 10 megawatts of electrical capacity fully serviced by London Hydro, HVAC, equipment, and site engineering. Beleave has invested roughly $8 million in the property to date and, once completed as expected later this year, will provide an additional 115,000 sq. ft. of greenhouse grow space and 11,600 sq. ft. of indoor grow space. The 85-acre London property is home to 15 acres of outdoor land specifically allocated to cultivation, which is more cost-effective and produces product with higher margins while maintaining quality controls.

On April 2, 2019 Health Canada notified Beleave’s wholly owned subsidiary – Seven Oaks, Inc. – it has completed the Intake and Screening stage and has moved to queue for Detailed Review and Initiation of Security Clearance Process where the application will be reviewed against the licensing and personnel security requirements of the regulations.

On April 5, 2019 the Company was informed its partner Canymed was not selected by the German regulatory authority BfArM to cultivate medical marijuana in Germany. Although Canymed was not selected, they are still moving forward as an import partner for Beleave.

Beleave continued to focus on its core business of cultivating dry flower and fulfilling orders to provincial wholesalers, while increasing extraction capacity and efficiency. Beleave’s dried flower product is available in BC, Manitoba and Ontario under the Seven Oaks brand.

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

During the reporting period the Company continued to focus on strengthening corporate governance, including an extensive meeting of the Board of Directors on April 1, 2019, a meeting of the Audit Committee on April 2, 2019, meetings of the Compensation Committee on April 9, 16, and 23rd, and a meeting of the Governance Committee on April 24th.

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**
3. 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**
4. 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**
5. 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**
6. Describe the acquisition of new customers or loss of customers. **N/A**
7. 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.

During the reporting period, Beleave’s subsidiary Seven Oaks, Inc. exchanged correspondence with a private entity operating outside of the cannabis sector related to concerns its intellectual property and trademark applications may cause confusion in the marketplace as to the origins of its products.

1. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

A senior accountant was added to the finance team.

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. **N/A**
4. 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. **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: **May 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 **April 2019** | Date of Report**May 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** |