



May 14, 2018

Canadian Securities Exchange
220 Bay Street, 9th Floor
Toronto, Ontario M5J 2W4

Dear Sirs/Mesdames:

Re: Beleave Inc.'s Acquisition of 100% of the Issued and Outstanding Common Shares of 9334416 Canada Inc., o/a Medi-Green, Karmacann, and My-Grow ("Medi-Green").

We have acted as Canadian counsel to Beleave Inc. ("**Beleave**" or the "**Corporation**") in connection with the acquisition (the "**Acquisition**") by the Corporation of 100% of the issued and outstanding common shares in the capital of Medi-Green (the "**Acquired Shares**"), and the issuance of common shares in the capital of the Corporation having an aggregate value of up to \$5,000,000 (the "**Beleave Shares**") to the Medi-Green shareholders as consideration for the Acquired Shares.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates and documents as we have deemed necessary or relevant for the purpose of the opinion hereinafter expressed.

We have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies or facsimiles and the authenticity of all originals of such documents and the veracity of all facts contained therein.

The opinion expressed herein is confined to matters of the laws of the Province of Ontario and the federal laws of Canada applicable therein and we express no opinion as to the laws of any other jurisdiction.

Based and relying upon and subject to the foregoing, we are of the opinion that the Beleave Shares have been duly authorized and validly issued to the Medi-Green shareholders as fully paid and non-assessable shares of the Corporation.

This opinion may not be relied upon by any person for any other purpose without our prior written consent.

Sincerely,

BENNETT JONES LLP