

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: **Tree of Knowledge International Corp.** (the "Issuer").

Trading Symbol: **CSE: TOKI; OTCBB: TOKIF**

Number of Outstanding Listed Securities (April 30, 2020): **224,848,858 Common Shares**

Date: **June 4, 2020**

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.
The Issuer has been pursuing its business plan in accordance with the COVID-19 requirements and continues to monitor the effects that COVID-19 may have on its operations. Also see Item 3 below.
2. Provide a general overview and discussion of the activities of management.
Management has spent the month actively pursuing its business plan.
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.

On April 22, 2020 the Issuer (“TOKI” or “Company”) announced that that the Company is now trading on the Jamaica Stock Exchange. The Issuer is the first company to be cross-listed between the Canadian Securities Exchange (CSE) and the Jamaican Stock Exchange (JSE).

The listing was recognized by Jamaica’s Minister of Industry and Trade Audley Shaw: “TOKI now provides the bridge between Jamaica and the world for Health and wellness as well as providing members of the Diaspora with the opportunity to invest in Jamaica through this public listing.

“The CSE has been sharing knowledge and ideas with the Jamaica Stock Exchange with a view to providing new opportunities for companies on both exchanges in the capital markets of Jamaica and Canada” stated Rob Cook, Senior VP of Market Development of the Canadian Securities Exchange. “The cross-listing of growing companies like TOKI on the JSE is one of the opportunities that we contemplated and the CSE congratulates TOKI on taking this step.”

Mrs. Marlene Street Forrest, Managing Director of the JSE, commenting on TOKI’s listing stated, “The listing of Tree of Knowledge International Corp. has come into being due to the hard work we have been doing in Canada. In spite of the challenging times, we are seeing some very positive results and I am encouraging Jamaicans to continue to look to the markets for wealth creation as exciting times are ahead.”

Along with its local partner in Jamaica - Timeless Herbal Care, TOKI has already received approval from Health Canada to import specific cannabis strains into Canada which will be used to formulate pain relief products for the Canadian and international markets. Pursuant to a joint venture between the two companies, these products will be developed in an EU/GMP certified Health Canada licensed facility allowing access to the Canadian Market as well as the coveted European Union market. Dr. Kevin Rod, Medical Advisor to TOKI board of directors, explained: "Jamaica has many unique medicinal plants with special characteristics that are relevant to our current global health challenges. Our aim in collaboration with local universities, experts and partners is to bring those unique plant strains to the forefront of research and medicine.”

According to Timeless CEO, Courtney Betty: “This listing culminates 10 years of vision and leadership. I thank Marlene Street Forrest for building one of the best exchanges in the world, giving members of the diaspora great confidence in investing in Jamaica and helping to build the country”

On April 28, 2020 the Issuer (“TOKI” or “Company”) announced the appointment of Dr. Kevin Rod, the current Chief Medical Officer of the Company, as a director and Chief Executive Officer and an arm’s length convertible debenture financing.

Dr. Rod is a Family Physician with focused practice in chronic pain. Dr. Rod is currently also the medical director of the TPC clinics (subsidiaries of the Company) and a lecturer with the University of Toronto DFCM as a clinical teacher. Dr. Rod acts as Medical Investigator, Peer and Facility Assessor for the College of Physicians and Surgeons of Ontario. Dr. Rod has received Awards of Excellence from University of Toronto DFCM FMLE in 2013 and the Ontario College of Family Physicians in 2008. He is a guest course contributor to Harvard Medical School department of Continuing Education. Dr. Rod has special research interest in applications of HIFU in chronic pain and neurosurgery. Dr. Rod works on a joint research program with

Ryerson University for invention of new medical devices with HIFU applications. Dr Rod has established the online patient self management education initiative mypain.ca to promote physical and mental health. Dr. Rod's also received a Certificate of Recognition on behalf of the Prime Minister of Canada in 2014 for teaching activities and contribution to Canada's Pluralism.

With respect to his appointment, Dr. Rod stated "The art and science of medicine is at the core of Tree of Knowledge International Corp.'s business philosophy. I am excited to apply this art and science for the betterment of health of our patients and clients with my position as the director and CEO of the Company".

In addition, the Company is pleased to announce the closing of a convertible debenture financing with an arm's length party in the aggregate principal amount of \$600,000 (the "Debenture"). The Debenture bears interest at a rate of 10% per annum and matures on April 22, 2021. Interest is payable monthly with principal payable at maturity. Subject to the policies of the Canadian Securities Exchange (the "CSE"), the principal amount of the debenture is convertible into units of the Company ("Units") at a price equal to the 10 day weighted average closing price of the common shares of the Company ("Common Shares") on the CSE during the 10 days prior to the conversion date less: (i) twenty-five percent (25%); or (ii) the maximum allowable discount (as per the CSE), if greater than twenty-five percent (25%), subject to a minimum issue price of \$0.05 per Unit (in accordance with CSE policies). Each Unit consists of one Common Share and one purchase warrant (each a "Warrant"), with each Warrant exercisable for period of 3 years from the date of issuance into a Common Share at a price equal to the minimum price allowable by the CSE on the date of issuance.

The Company intends to use the proceeds of the Debenture for the development of their clinical business, new product development and general working capital.

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.

None.

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.

None.

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.

None.

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.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

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.

None.

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

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

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.

The Issuer is not currently a party to any legal proceedings, however, Tree of Kindness, Inc., one of the Issuer's U.S. subsidiaries, is currently involved in a legal proceeding as a defendant. The plaintiff in this aforementioned legal proceeding is Brian Main and this matter relates to repayments under the loan described in Section 15. Please see Item 15 below for further details.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

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

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
Units	Up to 12,000,000 Common Shares and up to 12,000,000 Warrants ⁽³⁾	Pursuant to a Convertible Debenture financing ⁽²⁾	\$600,000 for the development of the clinical business, new products and general working capital

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

(2) The Debenture bears interest at a rate of 10% per annum and matures on April 22, 2021.

(3) The Debenture principal amount is convertible into Units of the Issuer at a price equal to the 10 day weighted average closing price of the common shares of the Issuer on the CSE during the 10 days prior to the conversion date less (i) 25%; or (ii) the maximum allowable discount (as per the CSE policies - to a minimum price of \$0.05 per Unit). Each Unit consists of one common share and one common share purchase warrant with each warrant exercisable for a period of 3 years from the date of issuance at a price equal to the minimum price allowable by the CSE.

15. Provide details of any loans to or by Related Persons.

One of the Issuer's subsidiaries owes one of its former principals – Brian Main an aggregate sum of US\$197,726.50. The subsidiary entered into a promissory note with Mr. Main dated effective September 1, 2018, to evidence this historical debt that existed prior to the reverse take-over of the Issuer in July 2018. The amount was due December 31, 2019 and bears no interest. This repayment was not made. In addition, the Issuer subsidiary entered into a grid promissory note dated effective October 1, 2018, with each of the current and former principals as to US\$145,839.60 for Brian Main and US\$285,305.52 for Michael Caridi. The amounts are due December 31, 2020, and bear no interest. The notes were repayable as to \$20,000 per month per note starting January 1, 2019. The repayments have not yet commenced. Brian Main has sued the subsidiary for repayment, see Item 12.

16. Provide details of any changes in directors, officers or committee members.

On April 28, 2020 the Issuer announced the appointment of Dr. Kevin Rod, the current Chief Medical Officer of the Company, as a director and Chief Executive Officer

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The use of cannabis and its general acceptance, particularly for medical uses, continues to grow in the United States, Canada and internationally, as evidenced by the increasing number of jurisdictions adopting regulations to govern its use. However, it is not legal at the federal level in the United States and Canada has yet to implement its legalization process. CBD, in particular has garnered recent attention for efficacy in a variety of products, most notably, for the treatment of rare epileptic related disorders in children, however, until recently the legal status of CBD in the United States at a federal level was also tied to cannabis generally.

On December 20, 2018, the Agriculture Improvement Act of 2018 (the "2018 Farm Bill") was passed into law. Marked as genuinely historic for the cannabis industry, the passing of the 2018 Farm Bill has removed all confusion associated with "industrial hemp". While the Issuer has always utilized organically sourced US Dept. of Agriculture approved industrial hemp in its products, "hemp", defined as "the plant Cannabis sativa L. and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol concentration of not more than 0.3 percent on a dry weight basis," has now been officially removed from the Controlled Substances Act in the United States. While the Issuer is still assessing the various implications of the new law, the development is extremely positive for the Issuer and its future development plans in the U.S. and elsewhere. See "Narrative Description of the Business – Regulatory Considerations" in the Listing Statement.

CBD has also been cited for benefits in the treatment of schizophrenia, some forms of cancer, type 1 diabetes, Alzheimer's, post-traumatic stress disorder, pain and inflammation, anxiety, addictions, mood symptoms, insomnia and acne. See "Narrative Description of the Business – Principal Products or Services" in the Listing Statement. A recent trend includes use of CBD in the beauty products industry. Evidence of the benefits appears to be primarily anecdotal, however, an increasing number of studies and trials are being conducted to test the efficacy of

CBD, particularly internationally. There are also an increasing number of delivery methods including vaporizers, oils, sprays, creams, capsules and microencapsulation (a process for putting CBD into tiny capsules to make it more readily absorbed by the body). As demand increases we can expect to see a number of technological advances.

The safety of CBD and cannabis related products will remain of paramount importance for the Issuer and will continue to be a focus for consumers and regulators alike. Regulation of the industry is expected to increase, including new regulations anticipated from the US Food and Drug Administration (FDA). Despite these challenges and a general lack of access to banking, the cannabis industry has so far enjoyed access to capital markets. The situation is constantly evolving and there is a great degree of uncertainty over how matters will be settled, however, it is likely that these US states that have legalized cannabis will fight any prohibition on its use as they are receiving significant amounts of tax revenue from the sale of cannabis. See “Narrative Description of the Business – Regulatory Considerations” and “Risk Factors” in the Listing Statement.

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) except in respect of filing certain Monthly Progress Reports and an updated Annual Listing Statement.
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: June 4, 2020.

Michael Caridi
Name of Director or Senior Officer


Signature

Chairman
Official Capacity

Issuer Details Name of Issuer TREE OF KNOWLEDGE INTERNATIONAL CORP.	For Month End April	Date of Report YY/MM/D 20/06/04
Issuer Address c/o Toronto Poly Clinic Unit 209, 5460 Yonge Street		
City/Province/Postal Code Toronto, Ontario M2N 6K7	Issuer Fax No. ()	Issuer Telephone No. 1-877-283-1569
Contact Name Michael Caridi	Contact Position Chairman	Contact Telephone No. (917) 295-1374
Contact Email Address Michael@tokicorp.com	Web Site Address www.tokicorp.ca	