

## 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, 2021): **253,238,010 Common Shares**

Date: **May 5, 2021**

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 2 below.***

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

***Management has spent the month actively pursuing its business plan.***

***On April 15, 2021 the Issuer announced that it may not be able to make the filing deadline, of April 30, 2021, for its Annual Financial Statements, Management's Discussion and Analysis and related CEO and CFO Certificates. The Issuer***

**announced at this time that it has applied to the Ontario Securities Commission for a management cease trade order.**

**On May 3, 2021, the Issuer announced that further to its press release dated April 15, 2021, the Issuer's principal regulator, the Ontario Securities Commission, had accepted the Company's application for, and granted, a management cease trade order (the "MCTO"). The application for the MCTO was made by the Issuer due to a delay in the filing of its audited annual financial statements, accompanying management discussion and analysis and related CEO and CFO certifications for the year ended December 31, 2020 (the "Annual Filings").**

**The Issuer has also announced that it plans to hold its annual general meeting of shareholders and the date and time of this meeting is being confirmed. Further information and disclose regarding this meeting will be disclosed in due course.**

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.

**None.**

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.

**Tree of Kindness, Inc., one of the Issuer's U.S. subsidiaries, is currently involved in a legal proceeding as a defendant. The Issuer is not liable to pay for the debts of Tree of Kindness, Inc. 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.**

**Tree of Knowledge (a subsidiary), the Issuer, and others, have been made aware of a Statement of Claim filed in the Ontario Superior Court of Justice on August 6, 2020. The claim alleges breach of contract, and other things, all related to a contract agreed to by Tree of Knowledge, Inc. Based on the information received to date, Management believes that Issuer has been misnamed by the Plaintiff such that there is no merit to the claims made against it. The claim seeks damages in the amount of \$11,200,000 as well as punitive damages of CAD\$500,000 and other relief including an order appointing a receiver/manager over all the assets, undertaking and property of TOKI. The Company is vigorously pursuing its defences. With respect to the ongoing dispute, in December 2020, the Ontario Superior Court ordered a Mareva injunction with respect to the assets and operations of the Defendants (defined above). See Item 2 above for further details.**

**On June 5, 2020, a lawsuit was filed against Tree of Kindness, Inc. and Tree of Knowledge, Inc. in respect of their premises. The companies were evicted from the premises, no longer have access to the property and equipment and effectively ceased operations there.**

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

**None.**

14.

Security	Number Issued	Details of Issuance

**None.**

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.

**None.**

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.***

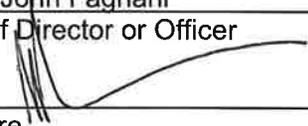
**Certificate Of Compliance**

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: May 5, 2021.

Ommid John Faghani  
Name of Director or Officer

  
Signature

Director  
Official Capacity

<b>Issuer Details</b> Name of Issuer <b>TREE OF KNOWLEDGE INTERNATIONAL CORP.</b>		For Month End <b>April</b>	Date of Report YY/MM/D <b>21/05/05</b>
<b>Issuer Address</b>  c/o Toronto Poly Clinic Unit 209, 5460 Yonge Street			
City/Province/Postal Code Toronto, Ontario M2N 6K7		Issuer Fax No. ( )	Issuer Telephone No. <b>1-877-283-1569</b>
Contact Name <b>Ommid John Faghani</b>		Contact Position <b>Chairman</b>	Contact Telephone No. <del>(647) 607-9044</del> <b>(416) 250 1812</b>
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