

BELEAVE INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Beleave Inc. (the "**Corporation**" or "**Beleave**")
1653 Hwy No. 6 North
Flamborough, Ontario
L8N 2Z7
Phone: 905 979-5173

Item 2. Date of Material Change

September 21, 2016.

Item 3. News Release

A news release with respect to the material change referred to in this report was issued by the Corporation through Marketwired on September 21, 2016. A copy was subsequently filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com and included below as Appendix A.

Item 4. Summary of Material Change

The Corporation closed a non-brokered private placement financing (the "**Financing**") for gross proceeds of \$1,405,000 through the issuance of 3,512,500 Units (each a "**Unit**"). Each Unit consists of one common share ("**Common Share**") and one Common Share purchase warrant ("**Warrant**").

Item 5. Full Description of Material Change

The Corporation closed the Financing for gross proceeds of \$1,405,000. Upon closing the Financing, the Corporation issued 3,512,500 Units at a price of \$0.40 per Unit. Each Unit includes one Common Share and one Warrant. Each Warrant is exercisable for one Common Share at a price of \$0.50 for a period of two years from the date of closing. The Corporation will use the net proceeds of the Financing to complete its proposed facility, and for general working capital purposes

The issuance is subject to applicable regulatory (including the Canadian Securities Exchange) approvals.

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8. Executive Officer

For further information, please contact:

Sebastian de Kloet
(905) 979-5173

Item 9. Date of Report

September 29, 2016

APPENDIX A

Beleave Inc.

CSE : BE



September 21, 2016 22:04 ET

Beleave Closes Non-Brokered Private Placement for Gross Proceeds of \$1,405,000

TORONTO, ONTARIO--(Marketwired - Sept. 21, 2016) - Beleave Inc. ("Beleave" or the "Company") (CSE:BE) is pleased to announce the closing today of a non-brokered private placement financing (the "**Financing**") for gross proceeds of \$1,405,000. Pursuant to the Financing the Company issued an aggregate of 3,512,500 Units (each a "**Unit**") at a price of \$0.40 per Unit. Each Unit consists of one common share ("**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant is exercisable for one Common Share at a price of \$0.50 for a period of two years from date of closing. The Company will use the net proceeds of the Financing to complete its proposed facility and for general working capital purposes.

"The current financing was very strategic in nature," commented Roger Ferreira, CEO of Beleave. "The company has accepted capital from a group of investors that will further aid in the company's cost-effective expansion plans, research programs, and client acquisition strategy. We remain committed to becoming a licensed producer under Health Canada's *Access to Cannabis for Medical Purposes Regulations*, while ensuring that we scale from a strategic economic perspective."

The Common Shares and Warrants issued pursuant to the Financing are subject to a four-month hold period. No finder's fees were paid in connection with the Financing.

About Beleave

Beleave Inc. is a biotech company committed to becoming a licensed producer under the *Access to Cannabis for Medical Purposes Regulations* (the "**ACMPR**"). Beleave's wholly owned subsidiary First Access Medical Inc. ("**FAM**") has applied for a licence to cultivate and sell medical marihuana pursuant to the *Marihuana for Medical Purposes Regulations*, now the ACMPR. As of the date hereof, FAM has successfully advanced past the security clearance stage and is currently in the review stage of the licensing process. Beleave's purpose built facility is located near Hamilton, Ontario. Beleave is traded on the CSE under the symbol BE, with 21,518,355 Common Shares outstanding (33,784,690 on a fully diluted basis).

Forward-Looking Statements

This news release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. This news release includes forward-looking statements with respect to the completion of the ACMPR licensing process and the start of production. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this news release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents, which can be found under the Company's profile on www.sedar.com.

CONTACT INFORMATION

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