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

October 7, 2016

October 12, 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 October 7, 2016 and a copy was subsequently filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

A news release with respect to the material change referred to in this report was issued by the Corporation through Marketwired on October 12, 2016 and a copy was subsequently filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4. Summary of Material Change

The Corporation announced that it closed a private placement financing (the "**Financing**") for gross proceeds of $250,000.00 through the issuance of 416,666 units (each a "**Unit**"). Each Unit consisting of one common share ("**Common Share**") and one Common Share purchase warrant ("**Warrant**").

The Corporation also announced it completed a shares-for-debt transaction ("**Debt Settlement**") with certain consultants and creditors of the Corporation.

The Corporation also issued Common Shares to officers and directors of the Corporation to fulfill certain success based contractual obligations

Item 5. Full Description of Material Change

The Corporation closed the Financing for gross proceeds of $250,000.00. Upon closing the Financing, Beleave issued 416,6666 Units at a price of $0.60 per Unit.

Each Unit includes one Common Share and one Warrant. Each Warrant is exercisable for one Common Share at a price of $0.75 for a period of two years from closing.

The Corporation completed the Debt Settlement with certain consultants and creditors of the Corporation. The Corporation settled $265,819 of existing debt through the issuance of 237,338 Common Shares. The deemed price of the issued Common Shares was $1.12.

The Corporation completed the issuance of 750,000 Common Shares to various officers, and directors of the Corporation to fulfill certain success based contractual obligations.

Certain of these issuances have been made to directors and/or officers of the Corporation (the "**Insider Issuances**"). The Insider Issuances constitute a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Insider Issuances are approved by all non-interested directors of the Corporation, and the interested directors abstained from approval of the same. The Corporation is relying on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101.

All issuances are subject to applicable regulatory (including the Canadian Securities Exchange) approvals.

Item 5.2 **<u>Disclosure of Restructuring Transactions</u>**

Not applicable.

Item 6. **<u>Reliance on Subsection 7.1(2) of National Instrument 51-102</u>**

Not applicable.

Item 7. **<u>Omitted Information</u>**

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

Item 8. **<u>Executive Officer</u>**

For further information, please contact:

Sebastian de Kloet
(905) 979-5173

Item 9. **<u>Date of Report</u>**

October 14, 2016

beleave

Beleave Announces Non-Brokered Private Placement for Gross Proceeds of $250,000

October 6th, 2016, Toronto, ON – Beleave Inc. ("Beleave" or the "Company") (CSE: "BE") is pleased to announce that it has closed a non-brokered private placement financing (the "**Financing**") for gross proceeds of $250,000. Upon closing the Financing, Beleave issued 416,666 units (each a "**Unit**") at a price of $0.60 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 $0.75 for a period of two years from closing. The Financing was placed to a number of strategic industry advisors at a 50% premium to Beleave's recently completed $1,405,000 financing. No finder's fees were paid in connection with the Financing. The Company will use the net proceeds of the Financing to complete its proposed facility and for general working capital purposes.

The Financing remains subject to the completion by Beleave of customary close-out filings, including the filing of a Form 9, with the Canadian Securities Exchange. The Common Shares and Warrants issued pursuant to the Financing are subject to a four-month hold period.

About Beleave

Beleave Inc. is a biotech company committed to becoming a licensed producer under 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 22,688,355 Common Shares outstanding (34,201,356 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, meeting the requirements of the ACMPR, 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

Beleave Inc.
www.beleave.com

Sebastian de Kloet
+1-905-979-5173
Sebastian@beleave.com

beleave

Beleave Announces Debt Settlement

October 12th, 2016, Toronto, ON – Beleave Inc. ("Beleave" or the "Company") (CSE: "BE") wishes to announce it has completed a shares-for-debt transaction (the "**Debt Settlement**") with certain consultants and creditors of the Company whereby Beleave will issue common shares at a deemed price of $1.12 for the settlement of existing debt (the "**Debt Settlement Shares**"). Pursuant to the Debt Settlement, the Company will settle $265,819 of existing debt through the issuance of 237,338 Debt Settlement Shares.

In addition the Company issued 750,000 common shares to officers and directors, to fulfill certain success based contractual obligations.

All issuances are subject to applicable regulatory (including the Canadian Securities Exchange) approvals.

<u>About Beleave</u>

Beleave Inc. is a biotech company committed to becoming a licensed producer under the *Access to Cannabis for Medical Purposes Regulations* ("**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 23,675,693 Common Shares outstanding (34,201,356 on a fully diluted basis).

Forward-Looking Statements

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