



## Beleave to Acquire Medi-Green Cannabis Clinic Network

**Toronto, ON – May 1, 2018** – Beleave Inc. ("**Beleave**" or the "**Company**") (CSE: BE; OTCQX: BLEVF) is pleased to announce that it has entered into a definitive agreement to purchase all of the outstanding shares of 9334416 Canada Inc., o/a Medi-Green, Karmacann, and My-Grow ("**Medi-Green**"), a leading network of medical cannabis clinics with three current locations across Ontario (the "**Transaction**"). Subject to customary closing conditions, including the completion of certain filings with the Canadian Securities Exchange (the "**CSE**"), the Transaction is expected to close on or about May 8, 2018 (the "**Closing Date**").

Under the terms of the Transaction, Beleave will pay an aggregate purchase price of \$3 million to the Medi-Green shareholders payable through the issuance of common shares in the capital of the Company (the "**Beleave Shares**") with price determined based on the Company's 10-day VWAP leading up to closing. The Medi-Green shareholders will also be entitled to receive up to \$2 million of additional Beleave Shares if certain operational milestones are attained following the first twelve months of the Closing Date.

"The acquisition of Medi-Green marks the first step in executing the Company's client acquisition strategy while becoming more closely involved in an integral part of the patient experience. Integrating with clinics is a proven model which provides a significant and fluid referral program between medical practitioners and prescribing doctors," commented Andrew Wnek, Beleave's Chief Executive Officer. "The Company plans to expand the reach of Medi-Green's clinic network across Canada."

Medi-Green has operated since 2015 and since then has opened 3 locations with plans to rapidly expand its footprint over the next 12 months. The company currently has an active patient base of approximately 4,000 with average patient subscriptions in the 2 to 3 gram per day range. Medi-Green has no long-term debt and had annual revenue of approximately \$2.9 Million in 2017. As part of the agreement the Medi-Green leadership team will remain on board and will continue operating the business as a wholly-owned subsidiary of Beleave.

"Our team is eager and excited to work under the Beleave brand. We feel our team aligns nicely with Beleave and their attention to quality assurance and sound science will be beneficial to our patients," commented Trevor Hands, C.E.O. of Medi-Green. "Together I think we can bring strong vision and expertise to multiple areas of the ACMPR market, the newly emerging recreational sector, as well as other domestic and international opportunities. We plan on adding at least six more locations by the end of 2018."

### **About Beleave**

Beleave Inc. is a biotech company and Beleave's wholly-owned subsidiary Beleave Cannabis Corp. (formerly First Access Medical Inc.) is a licensed producer pursuant to the ACMPR. Beleave's purpose-built facility is located in Hamilton, Ontario

### **For further information please contact:**

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### **Forward-Looking Statements**

*This news release contains "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"). The use of any of the words "plan", "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and other similar words, or statements that certain events or conditions "may" or "will" occur are intended to identify forward-looking information. These statements are only predictions. Although the Company believes that the expectations and assumptions on which the forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. These risks and uncertainties include, but are not limited to, the Company's ability to satisfy the conditions associated with its cultivation license, the Company's ability to obtain a sales license and the related timing considerations, the availability of further financing, consumer interest in its products, competition, regulation, operational and technological risks, and anticipated and unanticipated costs and delays. Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. This information 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](http://www.sedar.com).*

