

**Form 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

THC BioMed Intl Ltd. (“the **Issuer**”)  
Suite 1500 – 888 Dunsmuir Street  
Vancouver, BC V6C 3K4

**Item 2: Date of Material Change**

April 28, 2015

**Item 3: News Release**

A news release was issued and disseminated on April 28, 2015 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

The Issuer announced that its Common Shares have commenced trading on the Canadian Securities Exchange under the symbol “THC” at market open on April 29, 2015.

**Item 5: Full Description of Material Change**

Please see the attached Schedule “A”.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

John Miller, CEO and President  
Email: [info@thcbiomed.com](mailto:info@thcbiomed.com)

**Item 9: Date of Report**

April 28, 2015

## **Schedule "A"**

**THC BIOMED INTL LTD.**  
Suite 1500 – 888 Dunsmuir Street  
Vancouver, BC V6C 3K4  
[www.thcbiomed.com](http://www.thcbiomed.com)

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### **THC TO COMMENCE TRADING ON THE CSE**

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#### **TFHC.F**

**Vancouver, B.C. – (April 28, 2015)** THC BioMed Intl Ltd. ("THC") is pleased to announce that its common shares will commence trading on the Canadian Stock Exchange ("CSE") under the symbol "THC" at market open on April 29, 2015.

THC has two Marihuana for Medical Purposes Regulations ("MMPR") Licensed Producer applications being evaluated by Health Canada, one application having been submitted by each of THC's two wholly-owned subsidiaries. THC BioMed Ltd. ("BioMed"), one of THC's two subsidiaries, is at an advanced stage of the Health Canada MMPR application process. Health Canada has completed its Pre-License Inspection of BioMed's facility in Kelowna B.C. While there can be no assurance that an MMPR License will be granted, pursuant to the information provided by Health Canada, THC is now at the seventh and final stage of Health Canada's MMPR application process: "Licensing." Please see [www.hc-sc.gc.ca](http://www.hc-sc.gc.ca) "Application Process Steps for becoming a Licensed Producer." If BioMed's application is approved, the next step is expected to be the granting of an MMPR License by Health Canada to BioMed. If an MMPR License is granted, it may authorize BioMed to produce marijuana but not sell it to the public until it has graduated to "Fully Authorized Licensed Producer" status, which would allow BioMed to produce marijuana and sell it to eligible persons under the MMPR.

In addition to THC's intention to become an MMPR Licensed Producer, THC currently offers consulting services for aspiring MMPR Licensed Producers and MMPR Licensed Producers. THC offers its services to aspiring MMPR Licensed Producers to guide and advise them throughout the MMPR License application process and to MMPR Licensed Producers to assist them through the graduated licensing process from cultivation only to fully authorized Licensed Producers. THC will also offers analytical services once licensed, using its state of the art equipment to ensure product meets all quality control standards, and conduct research and development for MMPR Licensed Producers.

THC also intends to develop other products and services for MMPR Licensed producers, focusing on medical cannabis research & development, plant innovation and life sciences. BioMed previously operated a medical marijuana research program through its facility in Kelowna B.C. under a Section 56 Exemption of Canada's Controlled Drugs and Substances Act and intends to put its experience in this field to good use in the advancement of research and development applied to the medical cannabis industry.

For more information, please see THC's full CSE Listing Statement on [www.sedar.com](http://www.sedar.com).

**On behalf of the Board:**

John Miller

THC Biomed Intl Ltd.

T: 604 682-1643

E: [info@thcbiomed.com](mailto:info@thcbiomed.com)

**Forward-Looking Information:**

This press release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. These statements are based on is based on expectations and assumptions made by the management of THC Biomed Intl Ltd. at the date the information is provided, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing THC and its business and affairs, readers should refer to THC’s Listing Statement and its Management’s Discussion and Analysis on [www.sedar.com](http://www.sedar.com).

Forward-looking statements in this press release include that (a) THC’s common shares will commence trading on the CSE on April 29, 2015, (b) THC will receive and MMPR License and (c) THC will develop products and services for MMPR Licensed producers. Although THC believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because THC cannot provide any assurance that it will prove to be correct. Forward-looking information in this press release is provided as of the date of this release and THC disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.