Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE	
✓ New report	
Amended report If amended, provide filing date of report that is being amended.	ИM-DD)
ITEM 2 – PARTY CERTIFYING THE REPORT	
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1. National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.	l of
Investment fund issuer	
Issuer (other than an investment fund)	
Underwriter	
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS	
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.	-
Full legal name THC BioMed Intl Ltd.	<u> </u>
Previous full legal name	
If the issuer's name changed in the last 12 months, provide most recent previous legal name.	
Website www.thcbiomed.com (if applicable)	
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".	
Legal entity identifier	
ITEM 4 – UNDERWRITER INFORMATION	
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number	r
Full legal name	•
Firm NRD number (if applicable)	
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.	
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Telephone number Website (if applic	able)

Primary industry Primary Prima	ITEM 5 – ISSUER INFORMATION
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code S 4 1 7 1 2 If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry, select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies b) Number of employees: Number of employees: Number of employees: V 0 - 49 50 - 99 100 - 499 500 or more c) SEDAR profile number Does the issuer have a SEDAR profile complete Item 5(d) - (h). d) Head office address Street address Street address Street address Municipality Postal code/Zip code Telephone number e) Date of formation and financial year-end Date of formation and financial year-end Date of formation of Canada in which the Issuer is a reporting issuer. If the issuer is publicly listed, provide the nomes of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer is applied for and received a listing, which excludes, for example, automated trading systems. Exchange names If the issuer is assets to ris most recent financial year-end (Canadian \$), If the issuer has not existed for a full financial year, provide the sister of the issuer's assets for its most recent financial year-end (Canadian \$), If the issuer has not existed for a full financial year, provide the sister of the issuer's assets for its most recent financial year-end (Canadian \$), If the issuer has not existed for a full financial year, provide the sister of the issuer's assets and	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
AlCS industry search tool. NAICS industry search tool. Not permission of apply yet select of that apply in the mining industry, indicate the stage of operations. Number of employees on vest search search in any of the following? If yes, select oil that apply. Private companies Number of employees No	a) Primary industry
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production	activity. For more information on finding the NAICS industry code go to Statistics Canada 's NAICS industry search tool .
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Mortgages Real estate Commercial/business debt Consumer debt Private companies b) Number of employees: Number of employees: 0 - 49	
Number of employees:	
c) SEDAR profile number Does the issuer have a SEDAR profile No Ves If yes, provide SEDAR profile number 0 0 0 5 6 1 2 If the issuer does not have a SEDAR profile complete Item 5(d) - (h). d) Head office address Street address Province/State Municipality Postal code/Zip code Country Telephone number	b) Number of employees
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Street address	
Municipality	d) Head office address
e) Date of formation and financial year-end Date of formation	Street address Province/State Province/State
e) Date of formation and financial year-end Date of formation	Municipality Postal code/Zip code
Date of formation	Country Telephone number
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h) Size of issuer's assets Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M	
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\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M	\cdot

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ITEM 6 – INVESTMENT FUND ISSUER INFORMATION
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD Number (if applicable)
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. Street Address
Municipality Province/State
Country Postal code/Zip code
Telephone number Website (if applicable)
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one).
Money market Equity Fixed income
Balanced Alternative strategies Other (describe)
Indicate whether one or both of the following apply to the investment fund.
Invests primarily in other investment fund issuers
Is a UCITs Fund ¹ 1 Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow
collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation and financial year-end of the investment fund
Date of formation Financial year-end
YYYY MM DD MM DD
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.
AII AB BC MB NB NL NT
e) Public listing status of the investment fund
If the investment fund has a CUSIP number, provide below (first 6 digits only).
CUSIP number
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange names
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation:
YYYY MM DD

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		INFURIMATION	ADOUL LUE F	JISTRIDUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a)	Currency	Ī
Select th	e currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar US dollar Euro Other (describe)	_
b)	Distribution date(s)	
date as b	e distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for ibution period covered by the report.	
	Start date 2019 01 22 End date 2019 01 22	

YYYY

DD

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian	\$
,	Securi code		CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U	В	S	87243W	Common Shares	1,479,289	0.338		\$500,000

e) Details of rights and convertible/exchangeable securities

YYYY

MM

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Sec	curity c	ode		nderlyi			e price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)	
			sec	urity c	ode	Lowest	Highest	(YYYY-MM-DD)	ratio		
W	N	Т	С	М	S	0.563	0.563	2022-01-22	1:1		

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 s.2.3	1	500,000
	Total dollar amount of sec	urities distributed	500,000
	Total number of unique purchasers ²	1	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that

TULISULCION OF CUMUUU ONLY. FOI TULISULCIONS WILHIN CUMUUU, SLULE THE DIOVINCE OF LEFT LIOLY, OTHERWISE STULE THE COR	jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory	v. otherwise state the count
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Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No Yes If yes, indicate number of persons compensated.
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information. Full legal name of non-individual
Firm NRD number (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
□ No □ Yes
b) Business contact information
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager
Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager
Employee of the issuer or investment fund manager
None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer. Cash commissions paid
Value of all securities distributed as compensation ⁴ Security code 1 Security code 2 Security code 3 Securi
Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation paid
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXEC	CUTIVE OFFICERS	AND PROM	OTERS OF	THE IS	SUER				
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed t	to Item 10.						
Indicate whether the issuer is any of the	he following (select a	ll that apply).							
✓ Reporting issuer in any juriso	liction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a	a reporting issuer in a	any jurisdiction o	of Canada ⁶						
Provide name of reporting issuer									
Wholly owned subsidiary of a	a foreign public issue	r ⁶							
Provide name of foreign public issuer									
Issuer distributing eligible for	eign securities only t	o permitted clie	nts ⁷						
If the issuer is at least one of the all 6An issuer is a wholly owned subsidiary of a law to be owned by its directors, are beneficial.	reporting issuer or a forei ally owned by the reportii	ign public issuer if a ng issuer or the for	all of the issuer's eign public issuer	outstandii , respecti	ng voting secu vely.				
⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
If the issuer is none of the d	above, check this bo	x and complete	e Item 9(a) – ((c).					
a) Directors, executive offi	cers and promoter	s of the issue	r						
Provide the following information for territory, otherwise state the country.					Officer, "P" -	- Promoter.	da, stat	e the pro	ovince or
Organization or company name	Family name	First given name	Secondary given names		Business location of non-individual or residential jurisdiction of individual		Relationship to issuer (select all that apply)		
						or country	D	0	Р
b) Promoter information									
If the promoter listed above is not an a locations within Canada, state the pro Officer.									
Organization or company name	Family name	First given name	Secondary given names	juriso ind	idential diction of ividual		Relationship to promoter elect one or both if applicable)		
			Hames		vince or ountry	D		0	
c) Residential address of e	each individual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and

attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

604-697-5637

Full legal name	Miller	John			
	Family name	First given name	Э	Secondary gi	iven names
Title	President, Chief Executive Officer and Director				
Name of issuer/underwriter/ investment fund manager	THC BioMed Intl Ltd.				
Telephone number	250-870-2512	Email address		jm@thcmed:	s.ca
Signature	"John Miller"	Date	2019	01	23
			YYYY	MM	DD

ITEM 11 - CONTACT PERSON

Telephone number

Provide the following business questions regarding the conten					ulator may contact with any		
Same as individual certifying the report							
Full legal name	Stephens	Erin	Anne	Title	Paralegal Practicum Student		
	Family name	First given name	Secondary given names				
Name of company		Owen Bird Law	/ Corporation				

Notice - Collection and use of personal information

Email address

estephens@owenbird.com

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.