

Form 51-102F3

**MATERIAL CHANGE REPORT**

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

THC BioMed Intl. Ltd.  
P.O. Box 20033 Towne Centre  
Kelowna, B.C. V1Y 9H2

**Item 2: Date of Material Change**

February 8, 2019

**Item 3: News Release**

A news release was issued and disseminated on February 8, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

The Issuer has completed another draw down of \$500,000 pursuant to the capital commitment agreement with Alumina Partners (Ontario) Ltd ("Alumina").

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

The Issuer has completed another draw down of \$500,000 pursuant to the capital commitment agreement with Alumina Partners (Ontario) Ltd ("Alumina").

On February 8, 2019 the Company issued to Alumina 1,449,275 units ("Units") at a price of \$0.345 per Unit, for total proceeds of \$500,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company for a period of 36 months from closing at a price of \$0.575 per share.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

John Miller, President & CEO  
Telephone:1-844-THCMEDS

**Item 9: Date of Report**

February 8, 2019

**Schedule "A"**



THC BIOMED INTL LTD.  
P.O. Box 20033 Towne Centre  
Kelowna, B.C. V1Y 9H2  
[www.thcbiomed.com](http://www.thcbiomed.com)

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**THC Draws Down \$500,000 from Capital Commitment**

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**THC.CSE**

**THCBF – OTC**

**TFHC.F**

**Vancouver, B.C. – (February 8, 2019)** THC BioMed Intl Ltd. (CSE: THC), ("THC" or the "Company") completed an additional draw down of \$500,000 pursuant to the capital commitment agreement with Alumina Partners (Ontario) Ltd. ("Alumina").

The Company issued to Alumina 1,449,275 units ("Units") at a price of \$0.345 per Unit, for total proceeds of \$500,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company for a period of 36 months from closing at a price of \$0.575 per share. This private placement is being carried out in connection with the capital commitment agreement with Alumina that THC announced on August 11, 2017.

The proceeds raised through the private placement will be used for general working capital and expansion of THC's facilities.

**About THC**

THC's vision is to be on the leading edge of scientific research, development of products and services related to the medical cannabis industry while creating a standard of excellence. As the industry develops, it will become more important to focus on scientific research and development of products and services related to medical cannabis. Management believes THC is well-positioned to be in the forefront of this rapidly growing industry.

Please visit our website for a more detailed description of our business and services available.  
[www.thcbiomed.com](http://www.thcbiomed.com)

**President and CEO:**

John Miller  
THC Biomed Intl Ltd.  
T: 1-844-THCMEDS  
E: [info@thcbiomed.com](mailto:info@thcbiomed.com)

*The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.*

**Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of THC. Forward-looking information is based on certain key expectations and assumptions made by the management of THC. In some cases, you can identify forward-looking statements by the use of words such as “will,” “may,” “would,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “could” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. 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 can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release and include that: (a) the investments will be used for the stated purposes; (b) THC's vision is to be on the leading edge of scientific research, development of products and services related to the medical cannabis industry while creating a standard of excellence, (c) as the medical marijuana industry develops, it will become more important to focus on scientific research and development of products and services related to medical cannabis, and (d) THC will be in the forefront of this rapidly growing industry.

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.