

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Securities: Common shares (“**Shares**”)

Issuer: THC BioMed Intl Ltd. (the “**Issuer**”) of  
P.O Box 20033 Towne Centre,  
Kelowna, BC V1Y 9H2

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The Shares were acquired through a private transfer.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

John Miller (the “**acquiror**”)  
#27 – 2550 Acland Road  
Kelowna, BC V1X 7L4

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On February 13, 2019 the acquiror acquired 4,510,204 Shares of the Issuer pursuant to the Earn Out Share provisions of the original share exchange agreement dated October, 2014, as amended on January 14, 2015, (the “**Agreement**”) for the reverse takeover taking the Issuer public in April of 2015.

**2.3 State the names of any joint actors.**

Hee Jung Chun may be considered a joint actor of the Acquiror.

### Item 3 – Interest in Securities of the Reporting Issuer

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

4,510,204 common shares were acquired. There is a positive 1.6% change in the acquiror’s securityholding percentage in the class of securities.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

The acquiror acquired ownership of the Shares.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the acquisition the acquiror owned 20,807,867 Shares, 1,000,000 stock options to purchase common shares (“**Stock Options**”) and 4,353,737 common share purchase warrants (“**Warrants**”) which, if fully exercised, represented approximately 19.8% of the then issued an outstanding Shares on a partially-diluted basis.

Following the acquiror’s acquisition of Shares on February 13, 2019 the acquiror owns 25,318,867 Shares, 1,000,000 Stock Options and 4,353,737 Warrants which, if fully exercised, represents approximately 20.9% of the current issued and outstanding Shares on a partially-diluted basis.

**3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Together, the acquiror and Hee Jung Chun own an aggregate of 43,352,643 Shares, 2,000,000 Stock Options, and 4,353,737 Warrants representing approximately 30.7% of the current issued and outstanding Shares on a non-diluted basis and 33.68% on a partially-diluted basis assuming exercise of the Stock Options and Warrants.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Not applicable.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Shares were issued pursuant to the Agreement.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.**

The Shares were issued in accordance with the Earn-Out Share provisions of the Agreement.

**Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

The acquiror may from time to time increase or decrease ownership or control of securities of the Issuer depending on the market or other conditions.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

None.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

None.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

None.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer**

None.

- (f) a material change in the reporting issuer's business or corporate structure;**

None.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company**

None.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace**

None.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

None.

- (j) a solicitation of proxies from securityholders;**

None.

(k) an action similar to any of those enumerated above.

None.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Each of the acquiror and Hee Jung Chun’s shares are subject to voluntary lock up agreements (“**Lock Up Agreements**”) dated January 11, 2019. Their shares will be released pursuant to the lock up agreements over a period of 36 months.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.**

Not applicable.

#### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

NI 45-106 2.24. The acquiror is a director of the Issuer.

#### **Item 9 – Certification**

The Acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the Acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

**Certificate**

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 13<sup>th</sup> day of February, 2019.

*“John Miller”*

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**JOHN MILLER**