

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 28, 2019

**Item 3: News Release**

A news release was issued and disseminated on March 1, 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 28, 2019 the Company issued to Alumina 1,623,377 units ("Units") at a price of \$0.308 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 \$0.512 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**

March 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 BioMed draws down \$500,000 from capital commitment**

**THC BioMed purchases an additional lot in its current Kelowna location**

**THC BioMed ships its best-selling cannabis products to Ontario**

**THC BioMed applies for variance to grow cannabis on West Kelowna industrial property**

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**THC.CSE**

**THCBF – OTC**

**TFHC.F**

**Vancouver, B.C. – (March 1, 2019)** THC BioMed Intl Ltd. (CSE: THC), ("THC BioMed" or the "Company")

**\$500,000 Private Placement of Units**

THC BioMed announces the completion of an additional draw down of \$500,000 pursuant to the capital commitment agreement with Alumina Partners (Ontario) Ltd. ("Alumina").

The Company issued to Alumina 1,623,377 units ("Units") at a price of \$0.308 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 \$0.512 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.

**Purchase of Additional Strata Lot in Kelowna, B.C.**

THC announces the purchase an additional strata lot in the industrial complex in Kelowna it currently occupies. THC previously announced the purchase of additional strata units in this building in January of this year and in December, October, and June of 2018. THC purchased this property as a part of its expansion plan due to high demand for its products.

The purchase price was \$350,000 plus fees and taxes, for a total of \$367,256.30. THC purchased the strata lot for cash and did not require a mortgage.

The new strata lot will be used for production purposes as part of THC BioMed's expansion plan.

### THC BioMed Ships it's Best-Selling Pre-Roll Cannabis Products to Ontario

THC BioMed Ltd. is pleased to announce it has shipped its best seller pre-rolls to the province of Ontario for recreational cannabis distribution. Additional shipments of our other popular adult-use Cannabis products are expected soon.

"THC BioMed's cannabis has been a best-seller in B.C. and we hope to continue that trend in Ontario," said John Miller, President and CEO of THC BioMed.

### THC BioMed Applies for Variance to Grow Cannabis on West Kelowna Industrial Property

THC BioMed has applied to the City of West Kelowna for a development variance permit to allow cannabis production on a property located within the city. THC Biomed has entered into a conditional Contract of Purchase and Sale for the property.

## **About THC**

THC is an ACMPR Licensed Producer and Canada's largest supplier of legal Cannabis Genetics. THC is on the leading edge of scientific research and the development of products and services related to the medical cannabis industry. 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 BioMed. Forward-looking information is based on certain key expectations and assumptions made by the management of THC BioMed. 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 BioMed 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 BioMed 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 include that (a) the private placement funds will be used for the stated purposes, (b) the property will be used for production purposes, (c) additional shipments of THC BioMed's products to Ontario will be made in the near future, (d) THC BioMed's products will be best-sellers in Ontario, (e) THC BioMed will obtain the variance that it is seeking (f) THC BioMed will purchase the property for which it is seeking the variance, 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, (f) THC BioMed will be in the forefront of this rapidly

growing industry. THC BioMed 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.

***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.***