

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**

October 23, 2019

**Item 3: News Release**

A news release was issued and disseminated on October 23, 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 a non-brokered private placement of convertible debentures for gross proceeds of \$261,857.09.

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

The Issuer has completed a non-brokered private placement of convertible debentures for gross proceeds of \$261,857.09 (the "Debenture").

Dated October 23, 2019, the term of the Debenture is 12 months and bears interest at 10% per annum calculated on an annual basis and payable quarterly in arrears. The Debenture is convertible into common shares at a price of \$0.20 per share, at any time at the election of the holder.

**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, President & CEO  
Telephone:1-844-THCMEDS

**Item 9: Date of Report**

October 29, 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 Closes Non-Brokered Private Placement of Convertible Debentures**

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**THC.CSE**

**THCBF – OTC**

**TFHC.F**

**Vancouver, B.C. – (October 23, 2019)** THC BioMed Intl Ltd. (CSE: THC), ("**THC**" or the "**Company**") announces it has closed a non-brokered private placement of convertible debentures for gross proceeds of \$261,857.09 (the "**Debenture**"). Dated October 23, 2019, the term of the Debenture is 12 months and bears interest at 10% per annum calculated on an annual basis and payable quarterly in arrears. The Debenture is convertible into common shares at a price of \$0.20 per share, at any time at the election of the holder.

The proceeds of the Debenture will be used by the Company towards funding the continuous growth and expansion of the Company as well as general working capital.

**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.