

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

March 9, 2020

Item 3: News Release

A news release was issued and disseminated on March 9, 2020 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer announced that Penelope Laine had joined its board of directors. The Issuer also announced the resignation of its director, George Smitherman.

Item 5: Full Description of Material Change

Please see the attached Schedule "A".

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

March 16, 2020

Schedule "A"



THC BIOMED INTL LTD.
P.O. Box 20033 Towne Centre
Kelowna, B.C. V1Y 9H2
www.thcbiomed.com

THC Announces New Director

and

Return to Treasury of Shares Pursuant to Normal Course Issuer Bid

THC.CSE

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Vancouver, BC – (March 9, 2020) THC BioMed Intl Ltd. (“**THC BioMed**” or the “**Company**”) is pleased to announce the appointment of a new member of its board of directors, Ms. Penelope Laine, effective immediately.

Ms. Laine is an experienced and licensed pharmacist and has her MBA from the University of Toronto. Ms. Laine is a graduate of the Canadian Securities Course and Trader Training Course at the Canadian Securities Institute.

“We are very pleased to have Penelope Laine join the Board. Her experience in science and healthcare combined with her education in business and finance is a great fit for the Company,” said John Miller, President & CEO of THC BioMed, “Her abilities, perspective and experience make her a welcome addition to the Board.”

Concurrent with Ms. Laine’s appointment, the Company’s Board has authorized and approved 50,000 stock options to be granted to her today under the Company’s stock option plan. The stock options have an exercise price of CAN \$0.15 per share and an expiry date of March 9, 2022. The stock options will vest at 25% per quarter, starting on the date of grant.

THC BioMed also announces the resignation of its director, George Smitherman. Mr. Smitherman has taken a position advancing issues for the cannabis sector through a national organization. His new position will be announced shortly. We wish Mr. Smitherman well in his new role.

The Company also reports that it has returned 657,000 common shares (the “**Common Shares**”) to treasury for cancellation. The Common Shares were repurchased pursuant to the normal course issuer bid (“**NCIB**”) announced on February 6, 2020. Following the cancellation, the Company will have 158,886,056 common shares issued and outstanding.

About THC

THC BioMed is a *Cannabis Act* Licensed Producer of medical and recreational cannabis. It is licensed to cultivate and sell dried, extract, edible and topical cannabis. THC BioMed is Canada’s largest supplier of legal cannabis genetics. The Company is on the leading edge of scientific research and the development of products and services related in the medical cannabis industry. Management believes THC BioMed is

well-positioned to be in the forefront of this rapidly growing industry.

President and CEO:

John Miller
THC Biomed Intl Ltd.
T: 1-844-THCMEDS
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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 and include that (a) THC will have 158,886,056 issued and outstanding common shares following the cancellation and (b) THC BioMed will be on 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.