

Form 51-102F3
MATERIAL CHANGE REPORT
& NOTICE OF CHANGE IN CORPORATE STRUCTURE

Item 1: Name and Address of Company

True Leaf Medicine International Ltd. (“the **Issuer**”)
32 – 100 Kalamalka Lake Road
Vernon, BC V1T 9G1

Item 2: Date of Material Change

February 5, 2015

Item 3: News Release

A news release was issued and disseminated on February 6, 2015 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

On February 5, 2015, the Issuer completed a statutory arrangement under a plan of arrangement (the “**Arrangement**”) with Noor Energy Corporation (“**Pubco**”) and True Leaf Investments Corp. (“**TLI**”). As a result of completing the Arrangement, the Issuer became a reporting issuer in Alberta and British Columbia.

Item 5: Full Description of Material Change

5.1 Summary of the Arrangement and Corporate Information

On June 9, 2014, the Issuer entered into an arrangement agreement including the Arrangement (“**Arrangement Agreement**”) with Pubco and TLI.

On July 21, 2014, completion of the Arrangement was approved by the shareholders of TLI and on July 23, 2014, the Supreme Court of British Columbia, in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement Agreement, the following principal steps occurred and were deemed to occur in the following order to complete the Arrangement:

- TLI acquired all issued and outstanding common shares of the Issuer from Pubco (the “**Purchase Shares**”) for consideration of \$20,000, \$19,900 payable on signing and \$100 to be payable on closing;
- the Issuer acquired all the issued and outstanding shares of TLI from all the shareholders of TLI through a 1-for-1 share exchange;
- Pubco issued 5,000 common shares to the Issuer (the “**Pubco Exchange Shares**”) and, in turn, the Issuer issued a net of 355,000 common shares to Pubco (the “**Issuer Distribution Shares**”);

- The Issuer Distribution Shares were distributed to the shareholders of Pubco as of the record date of October 28, 2014, on a pro-rated basis according to their shareholdings; and
- the Purchase Shares were then cancelled.

On February 5, 2015, upon completion of the Arrangement, the Issuer became a reporting issuer in the jurisdictions of Alberta and British Columbia.

The CUSIP number for the Issuer’s common shares is **89785C107**.

The Issuer was incorporated on June 9, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, the Issuer has one wholly-owned subsidiary, TLI, incorporated on March 26, 2014. TLI has one wholly-owned subsidiary, True Leaf Medicine Inc. (“**TLM**”).

5.2 Disclosure for Restructuring Transactions

Pursuant to section 4.9 of National Instrument 51-102, we provide the following additional information:

Name of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and of each continuing entity:

No party ceased to be a reporting issuer. The name of each continuing entity is:

- True Leaf Medicine International Ltd. (the Issuer and a reporting issuer);
- Noor Energy Corporation (a reporting issuer); and
- True Leaf Investments Corp. (a private company and a wholly-owned subsidiary of the Issuer on completion of the Arrangement). Note: TLI did not become a reporting issuer under the Arrangement, as the Issuer’s share exchange with Pubco occurred after the share exchange with TLI.

Date of the Reporting Issuer’s first financial year end subsequent to the Transaction:

March 31, 2015

The periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the Transaction:

Financial Statement Period	Filing Due Date	Comparatives
Annual financial statements for the year ended March 31, 2015	July 29, 2015	n/a
Interim financial statements for the first quarter ended June 30, 2015	August 31, 2015	n/a

Interim financial statements for the second quarter ended September 30, 2015	November 30, 2015	n/a
Interim financial statements for the third quarter ended December 31, 2015	February 29, 2016	n/a

Documents Filed under National Instrument 51-102 describing the Transaction and Filing Location of Same:

Documents	Location of Filing
Financial Statements of TLI for the period from its incorporation on March 26, 2014 to March 31, 2014	SEDAR profile of the Issuer
Financial Statements of TLM for the period from its incorporation on July 4, 2014 to March 31, 2014	SEDAR profile of the Issuer
Condensed Consolidated Interim Financial Statements of TLI from March 31, 2014 to September 30, 2014 (unaudited)	SEDAR profile of the Issuer
Interim Financial Statements of the Issuer from the date of its incorporation on June 9, 2014 to December 31, 2014 (unaudited)	SEDAR profile of the Issuer
Articles of the Issuer	SEDAR profile of the Issuer
Listing Statement dated February 6, 2015	SEDAR profile of the Issuer
Arrangement Agreement dated June 9, 2014	SEDAR profile of the Issuer
Final Order of the Supreme Court of British Columbia granted July 23, 2014	SEDAR profile of the Issuer
News release dated February 6, 2015 (attached as Schedule A)	SEDAR profile of the Issuer
This Material Change Report and Notice of Change in Corporate Structure	SEDAR profile of the Issuer

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Kevin Bottomley, Director
Telephone: 778.389.9933

Item 9: Date of Report

February 6, 2015

Schedule "A"
NEWS RELEASE

NOOR ENERGY CORPORATION
2000 – 1177 West Hastings Street
Vancouver, BC V6E 2K3



32 – 100 Kalamalka Lake Road
Vernon, BC V1T 9G1

**NOOR ENERGY CORPORATION CLOSES A PLAN OF ARRANGEMENT WITH
TRUE LEAF MEDICINE INTERNATIONAL LTD. & TRUE LEAF INVESTMENTS CORP.**

Vancouver, B.C. – (February 6, 2015) Noor Energy Corporation ("Noor") and True Leaf Medicine International Ltd. ("TLM International"). Noor and TLM International are pleased to announce that on February 5, 2015 they completed a statutory plan of arrangement under a plan of arrangement (the "**Arrangement**") among Noor, TLM International, and True Leaf Investments Corp. ("**TLI**"). As a result of completing the Arrangement, TLM International became a reporting issuer in Alberta and British Columbia, and TLI became a wholly-owned subsidiary of TLM International.

On June 9, 2014, Noor, TLM International and TLI entered into an Arrangement Agreement and Plan of Arrangement (the "**Arrangement Agreement**").

Completion of the Arrangement as set forth in the Arrangement Agreement was approved at a special meeting of the shareholders of TLI on July 21, 2014, and a final order was granted by the Supreme Court of British Columbia on July 23, 2014 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the following principal steps were completed on February 5, 2015:

- TLI purchased all the issued and outstanding Common Shares of TLM International from Noor;
- TLM International acquired 37,956,663 Common Shares of TLI, being all the issued and outstanding share capital, from all the shareholders of TLI through a 1-for-1 share exchange; and
- TLM International issued a net amount of 355,000 Common Shares of TLM International to Noor, which were subsequently distributed to the shareholders of Noor as of the record date of February 5, 2015, on a pro-rated basis according to their shareholdings.

Upon the Arrangement becoming effective on February 5, 2015, TLM International became a reporting issuer in the jurisdictions of Alberta and British Columbia, and has issued a total of 37,956,663 Common Shares. The CUSIP for the Common Shares of TLM International is 89785C107.

TLM International was incorporated on June 9, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, TLM International has one wholly-owned subsidiary, TLI, which was incorporated on March 26, 2014.

For further information on Noor, please contact:

Kyle Stevenson
President & Chief Executive Officer
Noor Energy Corporation
(604) 687-1779
E: kyle@stevensonir.com

True Leaf Medicine International Ltd.

The Company has filed an application under Health Canada's Marihuana for Medicinal Purposes Regulations (MMPR) to become a licensed producer with a facility located in the Village of Lumby BC. The company has passed through the preliminary and enhanced screening process of Health Canada's review and is currently awaiting a 'ready-to-build' approval.

For further information on TLM International, please contact:

Kevin Bottomley
Director
True Leaf Medicine International Ltd.
Telephone 778.389.9933
Email: kevin@trueleaf.com

Forward-Looking Information:

This press release may include forward-looking information within the meaning of Canadian securities legislation. The forward-looking information is based on certain key expectations and assumptions made by the management of Fundamental and Salient. Although the companies believe 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 the companies cannot provide any assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release and the companies 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.