

Form 51-102F3
MATERIAL CHANGE REPORT

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

August 11, 2015

Item 3: News Release

A news release was issued and disseminated on August 11, 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

The Company announced that it had completed a non-brokered private placement issuing 1,425,000 units at a price of \$0.08 per common share for total proceeds of \$114,000.

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

Kevin Bottomley
Telephone: 778.389.9933
Email: kevin@trueleaf.com

Item 9: Date of Report

August 11, 2015

Schedule "A"

INSERTED AS FOLLOWING PAGES



True Leaf Medicine Closes Private Placement

Vancouver, BC, August 11, 2015 – True Leaf Medicine International Ltd. (the “Company”) (CSE:MJ) has closed a private placement of 1,425,000 units at a price of \$0.08 per unit, yielding gross proceeds of \$114,000 to be used for general working capital purposes.

Each unit is comprised of 1 common share and 1 warrant. Each warrant is exercisable to purchase 1 additional common share of the Company at an exercise price of \$0.15 per share for a period of 24 months from the issuance date of such warrants.

The common shares and the warrants comprising the units are subject to a hold period of 4 months and 1 day from their date of issuance.

About True Leaf International Ltd.

True Leaf Medicine International Ltd. 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 more information, please see True Leaf’s website at www.trueleaf.com

On Behalf of the Board of Directors True Leaf Medicine International Ltd.

Michael Harcourt
Chairman

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements

because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this press release. Actual results could differ materially from those currently anticipated due to a number of factors and risks various risk factors discussed in the Company's Management's Discussion and Analysis under the Company's profile on www.sedar.com. While the Company may elect to, it does not undertake to update this information at any particular time.

For more information please contact:

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