

**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**

January 18, 2016

**Item 3: News Release**

A news release was issued and disseminated on January 19, 2016 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 Company announced that it had completed a non-brokered private placement issuing 2,005,953 units at a price of \$0.105 per unit for total proceeds of \$210,625. The Company also announced that it completed a debt conversion to convert \$15,000 of its debt into 142,857 common shares at a deemed price of \$0.105 per share.

**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](mailto:kevin@trueleaf.com)

**Item 9: Date of Report**

January 19, 2016

**Schedule "A"**

**INSERTED AS FOLLOWING PAGES**



## **True Leaf Medicine Announces Close of Private Placement and Debt Conversion**

**Vancouver, BC, January 19, 2016 – True Leaf Medicine International Ltd.** (the “**Company**”) (CSE: MJ), is pleased to announce that it has closed a private placement of 2,005,953 units at a price of \$0.105 per unit, yielding gross proceeds of \$210,625 to be used to facilitate a move to a larger-scale manufacturing facility in Ontario, Canada and also for general working capital.

Each unit is comprised of 1 common share and one-half of one warrant. Each whole 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.

A commission of 8% cash and 8% broker’s warrants were payable in relation to the private placement.

The Company also announces that it has effected a conversion of \$15,000 of its debt into common shares of the Company at a price of \$0.105 per share (the “**Debt Conversion**”). The Debt Conversion resulted in the issuance of 142,857 common shares in the capital of the Company. No commission was payable in relation to the Debt Conversion.

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](http://www.trueleaf.com)

### **Contact:**

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**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](http://www.sedar.com). While the Company may elect to, it does not undertake to update this information at any particular time.