True Leaf Medicine International Ltd.
Condensed Consolidated Interim Financial Statements
For the Nine Months ended December 31, 2015 and December 31, 2014

(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

The accompanying unaudited condensed consolidated interim financial statements of True Leaf Medicine International Ltd. for the nine months ended December 31, 2015 and December 31, 2014 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditors.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Condensed Consolidated Interim Statements of Financial Position

(Unaudited - Prepared by Management)
(Expressed in Canadian dollars)

	December 31, 2015	March 31, 2015
Assets		
Current assets		
Cash	$ 90,830	$ 37,286
Receivables	10,251	-
Prepaid expenses	55,390	3,750
Total current assets	156,471	41,036
Non-current assets		
Marketable securities (Note 6)	50	50
Capital assets (Note 7)	9,489	8,306
Intangible asset (Note 13)	29,688	-
Total assets	**$ 195,698**	**$ 49,392**
Liabilities and shareholders' equity (deficit)		
Current liabilities		
Accounts payable and accrued liabilities	$ 387,249	$ 122,934
Convertible debt - liability (Note 11)	57,865	-
Due to related parties (Note 8)	104,026	32,093
Total liabilities	**549,140**	**155,027**
Shareholders' equity (deficit)		
Share subscriptions received (Note 14)	208,000	-
Share capital (Note 9)	2,199,933	2,046,933
Convertible debt - equity (Note 11)	4,373	-
Shares committed for issuance (Note 9)	-	24,000
Reserves	273,300	67,454
Deficit	(3,039,048)	(2,244,022)
Total shareholders' equity (deficit)	**(353,442)**	**(105,635)**
Total liabilities and shareholders' equity (deficit)	**$ 195,698**	**$ 49,392**

Nature of Operations and Going Concern (Note 1)
Commitments (Note 11)
Events After the Reporting Period (Note 14)

Approved on behalf of the Board of Directors

/s/ Kevin Bottomley	**Director**	*/s/ Darcy Bomford*	**Director**
Kevin Bottomley		Darcy Bomford	

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Condensed Consolidated Interim Statements of Comprehensive Loss

(Unaudited - Prepared by Management)
(Expressed in Canadian dollars)

	For the Three Months Ended December 31 2015	For the Three Months Ended December 31 2014	For the Nine Months Ended December 31 2015	For the Nine Months Ended December 31 2014
Sales	$ 9,072	$ –	$ 20,062	$ –
Cost of sales	8,962	–	8,962	–
	110	–	11,100	–
Operating Expenditures				
Accounting and legal (Note 8)	17,823	27,332	106,622	283,874
Accretion expense (Note 11)	2,238	-	2,238	-
Administrative and office	41,483	55,035	129,790	145,947
Advertising and marketing	65,465	1,232	168,068	33,482
Consulting fees	61,686	41,328	132,597	123,243
Management fees (Note 8)	14,899	–	45,000	–
Depreciation (Note 7)	773	–	2,318	–
Director’s fees (Note 8)	1,875	–	5,625	–
Research	598	1,063	8,022	21,768
Share-based compensation (Notes 8 and 9)	–	–	205,846	–
Total operating expenditures	(206,840)	(125,990)	(806,126)	(608,314)
Transaction costs (Note 4)	–	–	–	(878,340)
Loss and comprehensive loss for the period	$ (206,730)	$ (125,990)	$ (795,026)	$ (1,486,654)
Loss per common share – basic and diluted	$ (0.01)	$ (0.00)	$ (0.02)	$ (0.07)
Weighted average number of common shares outstanding - basic and diluted	39,796,663	37,083,330	39,796,663	22,459,723

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit)

(Unaudited - Prepared by Management)
(Expressed in Canadian dollars)

	Number of Shares	Share Subscriptions Received	Shares Committed For Issuance	Share Capital	Convertible Debt - Equity	Reserves	Deficit	Total Shareholders' Equity (Deficit)
Balance, March 31, 2014	**382**	**$-**	**$-**	**$12**	**$-**	**$-**	$**(77,217)**	$**(77,205)**
Shares issued for debt settlement	2,499,618	-	-	78,616	-	-	-	78,616
Share restructuring – TL Medicine	(2,500,000)	-	-	-	-	-	-	-
Share restructuring – TL Investments	350,000	-	-	-	-	-	-	-
Shares issued pursuant to Share Exchange	25,000,000	-	-	1,250,000	-	-	-	1,250,000
Finder's shares issued on acquisition of TL Medicine Inc.	550,000	-	-	27,500		-	-	27,500
Private placements, net of share issue costs	11,183,330	-	-	569,255	-	41,600	-	610,855
Loss for the period	-	-	-	-	-	-	(1,486,654)	(1,486,654)
Balance, December 31, 2014	**37,083,330**	**-**	**-**	**1,925,383**	**-**	**41,600**	**(1,563,871)**	**403,112**
Balance, March 31, 2015	**37,956,663**		**24,000**	**2,046,933**	**-**	**67454**	**(2,244,022)**	**(105,653)**
Share subscriptions received	-	208,000	-	-	-	-	**-**	208,000
Shares issued for past consulting services	240,000	-	(24,000)	24,000	-	-	**-**	-
Convertible debt	-	-	-	-	4,373	-	**-**	4,373
Shares issued for debt settlement	50,000	-	-	5,000	-	-	**-**	5,000
Private placement, net of share issue costs	1,550,000	-	-	124,000	-	-	**-**	124,000
Share-based compensation	-	-	-	-	-	205,846	-	205,846
Loss for the period	-	-	-	-	-	-	(795,026)	(795,026)
Balance, December 31, 2015	**39,796,663**	**$208,000**	**$ -**	**$2,199,933**	**$4,373**	**$273,300**	**$(3,039,048)**	**$(353,442)**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - Prepared by Management)
(Expressed in Canadian dollars)

	Nine months ended December 31, 2015	Nine months ended December 31, 2014
Operating activities		
Loss for the period	$ (795,026)	$ (1,486,654)
Items not affecting cash:		
Depreciation	2,318	-
Accretion expense	2,238	-
Transaction costs	-	878,340
Share-based compensation	205,846	-
Changes in non-cash working capital items:		
Receivables	(10,251)	-
Prepaid expenses	(51,640)	(37,900)
Accounts payable and accrued liabilities	280,315	(32,466)
Due to related parties	60,933	42,549
Net cash used in operating activities	(305,267)	(636,131)
Investing activities		
Purchase of capital assets	(3,501)	(9,405)
Purchase of intangible asset	(29,688)	-
Net cash used in investing activities	(33,189)	(9,405)
Financing activities		
Proceeds from issuance of share capital	124,000	604,355
Share subscriptions received	208,000	-
Convertible debt	60,000	
Net cash provided by financing activities	392,000	604,355
Change in cash for the period	53,544	41,181
Cash, beginning of the period	37,286	1,404
Cash end of the period	$ 90,830	$ 42,585

Supplemental disclosure with respect to cash flows (Note 12)

The accompanying notes are an integral part of these condensed consolidated interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

True Leaf Medicine International Ltd. (the "Company") was incorporated under the Business Corporations Act of the Province of British Columbia on June 9, 2014 and is the legal parent of True Leaf Investments Corp. ("TL Investments") and True Leaf Medicine Inc. ("TL Medicine"). TL Investments and TL Medicine were both incorporated under the Business Corporations Act of the Province of British Columbia on March 26, 2014 and July 4, 2013 respectively. The Company's head office and registered office is located at Suite 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2.

On May 23, 2014, TL Investments completed a Share Exchange Agreement with TL Medicine in which TL Investments issued 25,000,000 common shares valued at $1,250,000 for all of the outstanding common shares of TL Medicine (Note 4). The Share Exchange Agreement constituted a reverse takeover, with the sole shareholder of TL Medicine acquiring a control position in TL Investments.

On February 2, 2015, the Company executed a Plan of Arrangement as further described in Note 5. The Plan of Arrangement constituted a reverse takeover, with the shareholders of TL Investments acquiring a control position in the Company. As a result of the Plan of Arrangement, the consolidated financial statements have been presented as a continuation of TL Medicine. On February 9, 2015, the Company began trading on the Canadian Securities Exchange (the "CSE") under the symbol "MJ".

The Company, through TL Medicine, is seeking to become a licensed producer of medical marijuana under Canada's *Marihuana for Medical Purposes Regulations* ("MMPR") program administered by Health Canada. As at March 31, 2015, the Company does not have a license with the MMPR and no products are in commercial production or use. The Company has not been granted an MMPR license and will be required to satisfy additional obligations in order to qualify including the completion of a compliant facility on a parcel of leased land in Lumby, British Columbia. There is a significant risk that the Company will not receive an MMPR license, thus rendering the Company unable to proceed with its business model. The Company continues to work diligently to comply with all of the requirements of Health Canada.

As the Company awaits approval of its license application from Health Canada it is looking at new opportunities with hemp-based nutrition for pets. True Leaf Pet Inc. ("TL Pet") was incorporated under the Business Corporations Act of the Province of British Columbia on November 18, 2015 and has entered the Canadian market and is planning to enter the US natural pet product market with a product line consisting of hemp-based functional chews and supplemental products for pets (Note 13).

(a) Going Concern

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the nine month period ended December 31, 2015, the Company incurred a loss of $795,026 and has earned $ 20,062 in revenues since inception. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional funding through private placement financings. Management is of the opinion that it does not have sufficient working capital to fund future operations and will require external financing. There is a risk that financing will not be available on a timely basis or on terms acceptable to the Company. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. BASIS OF PREPARATION *(continued)*

(b) Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), including International Accounting Standard 34, Interim Financial Reporting ("IAS 34").

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the Company's most recent annual financial statements and should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended March 31, 2015.

(c) Consolidation

These consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The consolidated financial statements include the accounts of the Company and its direct wholly-owned Canadian subsidiaries: TL Investments, TL Medicine and TL Pet. All significant intercompany transactions and balances have been eliminated on consolidation.

(d) Basis of Measurement and Use of Estimates

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. All amounts on the consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the period. These estimates are, by their nature, uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based concurrent and future economic conditions another factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

2. BASIS OF PREPARATION (*continued)*

(i) Share-based payments and compensation

The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration and shares determined to have been issued at a discount. Shares are valued at the fair value of the equity instruments granted at the date the Company receives the goods or services. Prior to listing on the CSE, the Company estimated the fair value of shares issued with reference to private placements with arm's length parties.

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share- based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

(ii) Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for income taxes.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>Financial instruments</u>

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value net of transaction costs, if applicable. Measurement in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit or loss," "loans and receivables," "available-for-sale," "held-to-maturity," or "financial liabilities measured at amortized cost" as follows:

(i) Financial assets

Financial assets classified as fair value through profit or loss are measured at fair value with unrealized gains and losses recognized in net loss for the period in which such gains or losses occur. The Company's cash and marketable securities are classified as fair value through profit or loss.

Financial assets classified as loans and receivables and held-to-maturity are measured at amortized cost using the effective interest rate method. Under this method, all cash flows from these instruments are discounted, where material, to their present value. Over time, this present value is accreted to the future value of remaining cash flows, and this accretion is recorded as interest income. The Company's receivables are classified as loans and receivables.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income except for losses in value that are considered other than temporary. Upon disposal of an available-for-sale financial asset, any accumulated other comprehensive income or loss at the time of disposal is recognized in profit or loss. The Company does not hold any financial assets that have been classified as available-for-sale or held to maturity.

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

(ii) Financial liabilities

For financial liabilities classified as other financial liabilities measured at amortized cost using the effective interest rate method, all cash flows from these instruments are discounted, where material, to their present value. Over time, this present value is accreted to the future value of the remaining cash flows, and this accretion is recorded as interest expense. The Company's accounts payable and accrued liabilities, liability component of convertible debt and due to related parties are classified as other financial liabilities measured at amortized cost, but as the terms of payment are generally of short duration, they are recorded at present value as the impact of discounting is immaterial.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, bank deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and/or with original maturities of three months or less. As at December 31, 2015 and March 31, 2015, the Company did not hold any cash equivalents.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares, warrants and stock options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their estimated fair value. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share-based payments

The Company has a stock option plan that provides for the granting of options to Officers, Directors, related company employees and consultants to acquire shares of the Company. The fair value of the options is measured on grant date and is recognized as an expense with a corresponding increase in reserves as the options vest.

Options granted to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. Fair value is determined using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis.

Options granted to non-employees are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

On vesting, share-based payments are recorded as an operating expense and as reserves. When options are exercised the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as reserves are transferred to share capital. When an option is cancelled or expires, the initial recorded value is reversed and charged to reserves.

Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenue when the risks and rewards of ownership have been transferred to the buyer, the amount of revenue can be measured reliably and it is probable that future economic benefits will flow to the entity.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to equity shareholders of the Company by the weighted average number of common shares issued and outstanding during the period. Diluted loss per share is calculated by adjusting the loss attributable to equity shareholders and the weighted average number of common shares outstanding for the effects of all potentially dilutive common shares. The calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive convertible debt, stock options and warrants are used to repurchase common shares at the average market price during the period.

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statement of comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income taxes *(continued)*

expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Capital assets

Capital assets are carried at cost, less accumulated depreciation and accumulated impairment losses. Depreciation is recognized using the straight-line method at the following rates:

Office equipment – 5 years
Website costs – 3 years

Costs incurred toward the construction of a research facility on the Company's leased land will be deferred and capitalized until the facility is considered substantially complete and ready for use.

The Company's capital assets are reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the asset's recoverable amount is estimated. Impairment losses are recognized in profit or loss. An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

Intangible asset

The Company owns an intangible asset consisting of costs associated with the acquisition of a trademark. Intangible assets are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred. The Company does not hold any intangible assets with indefinite lives.

Provisions

Provisions are recorded when a present legal, statutory or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, if the effect is material, its carrying amount is the present value of those cash flows.

(Expressed in Canadian dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

New standard not yet adopted

IFRS 9 Financial Instruments (Revised) was issued by the IASB in October 2010. It incorporates revised requirements for the classification and measurement of financial liabilities and carrying over the existing recognition requirements from IAS 39 Financial instruments: recognition and measurement. The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The impact of IFRS 9 on the Company's consolidated financial instruments has not yet been determined.

4. SHARE EXCHANGE AGREEMENT

On May 23, 2014, pursuant to the terms of the Share Exchange Agreement (the "Agreement"), TL Investments acquired 100% of the issued and outstanding capital stock of TL Medicine by issuing 25,000,000 common shares representing one common share of TL Investments for every ten common shares of Telemedicine.

As a result of the Agreement, the former shareholder of TL Medicine (for accounting purposes) is considered to have acquired control of TL Investments. Accordingly, the Agreement has been accounted for as a reverse takeover. As TL Investments did not meet the definition of a business the transaction was accounted for as a purchase of the net assets (liabilities) of TL Investments. The net purchase price was determined as an equity settled share-based payment under IFRS 2, Share-based Payment. As TL Medicine is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation on July 4, 2013 are included in the consolidated financial statements at their historical carrying value. The consolidated financial statements are a continuation of TL Medicine in accordance with accounting standards. TL Investments' results of operations are included from May 23, 2014 onwards. At the time of the execution of the Agreement, TL Investments was in a net liability position as follows:

	As at May 23, 2014
Cash	$44,979
Funds held in trust	177,124
Receivables	30,000
Accounts payable and accrued liabilities	(5,000)
Other liabilities	(292,005)
Net liabilities	**$(44,902)**

On completion of the Agreement, TL Medicine recognized transaction costs of $1,322,402 associated with the acquisition of TL Investments, representing the fair value of the 25,000,000 common shares issued ($1,250,000), 550,000 common shares valued at $27,500 issued as finders' shares, as well as the net liabilities assumed on execution of the Agreement.

5. PLAN OF ARRANGEMENT

In June 2014, the Company entered into a Plan of Arrangement (the "Arrangement") with Noor Energy Corporation ("Noor"), which was the former parent of the Company, and TL Investments for the purpose of becoming a publicly traded entity. The Arrangement was executed on February 2, 2015. Pursuant to the terms of the Arrangement:

(i) TL Investments purchased all the issued and outstanding shares of the Company (the "Purchase Shares") from Noor for consideration of $20,000 (paid);
(ii) The Company acquired all of the 37,083,330 outstanding shares off TL Investments from the TL Investments shareholders through a 1-for-1 share exchange;
(iii) Nor issued 5,000 of its common shares to the Company and received in exchange 355,000 common shares of the Company (the "Distribution Shares");
(iv) The Distribution Shares were distributed as dividends to Moor's shareholders on a pro rata basis; and The Purchase Shares were then cancelled.

As a result of the Arrangement, the former shareholders of TL Investments (for accounting purposes) are considered to have acquired control of the Company. Accordingly, the Arrangement has been accounted for as a reverse takeover. As the Company did not meet the definition of a business, the transaction was accounted for as a purchase of the net assets of the Company. The net purchase price was determined as an equity settled share-based payment under IFRS 2, Share-based Payment. TL Medicine is deemed to be the acquirer for accounting purposes. The consolidated financial statements are a continuation of TL Medicine in accordance with accounting standards. The Company's results of operations are included from February 2, 2015 onwards. At the time of the execution of the Arrangement, the Company had net assets totaling $1 consisting of a nominal cash balance with no other assets or liabilities.

The listing expense of $49,949 was determined as follows:

(i) Number of common shares of TL Investments held by former TL Investments shareholders outstanding prior to the RTO was 37,083,330 or 99.97% of the combined entity.
(ii) Number of outstanding shares of the Company prior to the RTO is determined to be 10,000 or 0.03% of the combined entity.
(iii) Estimated fair value of TL Investments being $5,562,500 based on the financing price of $0.15 per common share being completed concurrently with the RTO being executed. The Company had a fair value of $1,500 under these measurements.
(iv) The difference between the fair value of the 200,000 shares (net of 155,000 shares subsequently returned to treasury and cancelled) issued ($30,000) being the consideration paid and the estimated fair value of the net assets of the Company of $1, in addition to the payment made to the Noor shareholders of $20,000 (net of the fair value of the 5,000 common shares of Noor that were received of $50), amounts to a listing expense of $49,949.

Upon issuance of the Distribution Shares, 155,000 shares were returned to treasury and immediately cancelled in accordance with the Arrangement.

(Expressed in Canadian dollars)

6. MARKETABLE SECURITIES

In connection with the Arrangement (Note 5), the Company received 5,000 common shares of Noor Energy Corporation valued at $0.01 per share.

7. CAPITAL ASSETS

Cost:	Website	Office Equipment	Total
Balance, March 31, 2014	$ -	$ -	$ -
Additions	7,300	2,105	9,405
Balance, March 31, 2015	7,300	2,105	9,405
Additions	3,501	-	3,501
Balance, December 31, 2015	$ 10,801	$ 2,105	$ 12,906
Accumulated depreciation:			
Balance, March 31, 2014	$ -	$ -	$ -
Depreciation for the year	957	142	1,099
Balance, March 31, 2015	957	142	1,099
Depreciation for the period	2,024	294	2,318
Balance, December 31, 2015	$ 2,981	$ 436	$ 3,417
Net book values			
As at March 31, 2015	$ 6,343	$ 1,963	$ 8,306
As at December 31, 2015	$ 7,820	$ 1,669	$ 9,489

8. RELATED PARTY PAYABLES AND TRANSACTIONS

During the nine month period ended December 31, 2015, the Company:

1. Paid or accrued a total of $45,000 (2014 - $nil) to its Chief Executive Officer for management fees;
2. Paid or accrued a total of $18,000(2014 - $nil) to its Chief Financial Officer for accounting fees; and
3. Paid or accrued a total of $5,625(2014 - $nil) in directors' fees.

As at December 31, 2015, the Company is indebted to its Chief Executive Officer in the amount of $82,841 (March 31, 2015 – $23,033) for management fees and expenses paid on the Company's behalf, its Chief Financial Officer in the amount of $11,000 (March 31, 2015 – $2,000) for accounting fees and expenses paid on the Company's behalf and $10,185 (March 31, 2015 – $7,060) in director's fees and expense reimbursement to the Company's other directors. The amounts are unsecured, non-interest bearing with no scheduled terms of repayment.

On March 19, 2015, the Company granted a total of 3,750,000 stock options, 2,000,000 of which were to directors and officers of the Company having a fair value of $121,653. During the nine month period ended December 31, 2015, the Company recognized $109,784 (2014 – $nil) in share-based compensation expense associated with the stock options granted to related parties.

9. SHARE CAPITAL

Authorized:

Unlimited Common voting shares with no par value
Unlimited Preferred non-voting shares with no par value

Issued:

On incorporation, 382 common shares were issued at $0.03 per share. No other common shares were issued during the period ended March 31, 2014.

The Company had the following share capital transaction during the nine month period ended December 31, 2014:

1. On April 22, 2014, the Company issued 2,499,618 to its sole shareholder to settle debt totaling $78,616.
2. On April 24, 2014, the Company completed a private placement by issuing 2,950,000 common shares at a price of $0.01 per share for gross proceeds of $29,500.
3. On May 6, 2014, the Company completed a private placement by issuing 1,666,666 units at a price of $0.03 per unit for gross proceeds of $50,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into an additional common share at $0.20 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering completed.
4. On May 23, 2014, the Company issued 25,000,000 common shares with a fair value of $1,250,000 in accordance with the Share Exchange Agreement described in Note 4. The Company also issued 550,000 common shares with a fair value of $27,500 as finder's shares associated with the Agreement.
5. On May 25, 2014, the Company completed a private placement by issuing 4,200,000 units at a price of $0.05 per unit for gross proceeds of $210,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into an additional common share at $0.20 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering completed.
6. On June 24, 2014, the Company completed a private placement by issuing 1,420,000 units at a price of $0.25 per unit for gross proceeds of $355,000. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant is exercisable into an additional common share at $0.40 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering completed. The Company incurred cash share issue costs of $33,645 associated with this private placement and issued 142,000 broker's warrants exercisable into common shares of the Company at a price of $0.25 for a period of two years. The fair value of the warrants was estimated at $21,600 using the Black-Scholes option pricing model with the following assumptions: term of 2 years, expected volatility of 120%, risk-free rate of 1.21% and expected dividends of $nil.
7. On October 23, 2014, the Company adjusted the pricing on the unit offering completed on June 24, 2014, whereby the Company reduced the subscription price from $0.25 to $0.15. Accordingly, the Company issued an additional 946,664 units to the subscribers, and adjusted the exercise price of all warrants attached to the subscriber units from $0.40 to $0.25 while extending the expiration date to October 23, 2016. The Company also issued an additional 94,661 broker's warrants, reduced the exercise price from $0.25 to $0.15 and extended the expiration date to October 23, 2016. The Company recorded an additional share issue cost of $20,000 associated with the revision to the terms of the broker's warrants, using the Black-Scholes option pricing model with the following revised assumptions: term of 2 years, expected volatility of 120%, risk-free rate of 1.21% and expected dividends of $nil.

(Expressed in Canadian dollars)

9. SHARE CAPITAL *(continued)*

The Company had the following share capital transaction during the nine month period ended December 31, 2015:

1. August 11, 2015, the Company completed a private placement by issuing 1,550,000 units at a price of $0.08 per unit for gross proceeds of $124,000. Each unity is comprised of one common share and one share purchase warrant. Each warrant is exercisable into an additional common share at $0.15 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering completed.
2. On September 24, 2015, the Company issued 240,000 common shares with a fair value of $24,000 for past consulting services provided. The amount had been accrued as a commitment to issue shares as at March 31, 2015.
3. On September 24, 2015, the Company issued 50,000 common shares with a fair value of $5,000 pursuant to a debt settlement agreement.

Share subscriptions received:

During the nine month period ended December 31, 2015, the Company received $208,000 towards a future financing to be completed. The terms of the financing have not yet been completed. Subsequent to December 31, 2015, the Company completed the private placement (Note 14).

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, March 31, 2014	-	$	-
Warrants and broker warrants issued	7,662,327		0.21
Balance, March 31, 2015	7,662,327		0.21
Warrants issued	1,550,000		0.15
Balance, December 31, 2015	**9,212,327**	**$**	**0.18**

(Expressed in Canadian dollars)

9. SHARE CAPITAL *(continued)*

As at December 31, 2015 the following warrants are outstanding:

	Number of Warrants	Exercise Price ($)	Expiry Date
Warrants	1,666,666	0.20	May 6, 2016
Warrants	4,200,000	0.20	May 25, 2016
Warrants	1,183,333	0.25	October 23, 2016
Broker warrants	236,661	0.15	October 23, 2016
Warrants	336,667	0.25	February 2, 2017
Broker warrants	39,000	0.15	February 2, 2017
Warrants	1,550,000	0.15	August 11, 2017
	9,212,327		

Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 5% (5% for individuals, 4% for consultants and 1% for investor relation consultants) of the issued and outstanding common stock of the Company in any 12 month period. Under the plan, the exercise price of each option is subject to a minimum exercise price of $0.10 and may not be less than the closing market price of the shares on the trading day immediately preceding the date of grant of the options. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2014	-	$ -
Stock options issued	3,750,000	0.10
Balance, March 31, 2015 and December 31, 2015	**3,750,000**	**$ 0.10**

(Expressed in Canadian dollars)

9. SHARE CAPITAL *(continued)*

Stock options *(continued)*

As at December 31, 2015 the following stock options are outstanding:

	Number of Options	Exercise Price ($)	Expiry Date
Stock options	3,750,000	0.10	March 19, 2017
	3,750,000		

On March 19, 2015, the Company granted a total of 3,750,000 stock options to directors, officers and employees that vested on July 20, 2015. The stock options were valued at $228,100 ($0.06 per option) using the Black-Scholes option pricing model with the following assumptions: term of 2 years, expected volatility of 120%, risk-free rate of 1.10% and expected dividends of $nil.

As of December 31, 2015 the stock options have fully vested and the Company has recognized a total of $205,846 in share-based compensation on a pro-rata basis for the nine month period ended December 31, 2015.

10. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT

Fair Value

Financial instruments recorded at fair value on the condensed consolidated interim statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and

c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of accounts payable and accrued liabilities and due to related parties approximates their fair value because of the short-term nature of these instruments.

The fair values of cash and marketable securities are measured based on level 1 inputs of the fair value hierarchy.

10. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT *(continued)*

Risk

The Company is exposed to various risks through its financial instruments and has a risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Company's risk exposure and concentration as of December 31, 2015:

Credit risk

Credit risk refers to the risk that another entity will default on its contractual obligations which will result in a loss for the Company. At December 31, 2015, the Company's maximum exposure to credit risk was the carrying value of cash. The Company limits its credit exposure on cash by holding its deposits mainly with Canadian chartered banks.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting future obligations with financial liabilities. The Company is exposed to this risk mainly in respect to finance future growth. As at December 31, 2015, the Company has cash of $90,830 to settle current liabilities of $549,140.

Currency risk

The Company is not exposed to any currency risk as of December 31, 2015.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risk from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. The Company is not at risk as of December 31, 2015.

Capital Management

The Company's capital includes share capital and the accumulated deficit. The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares in order to meet its financial obligations. The Company has not changed its approach to capital management during the nine month period ended December 31, 2015

11. COMMITMENTS

The Company has the following commitments as of December 31, 2015:

1. On May 1, 2014, the Company entered into a contractual agreement with its Chief Executive Officer whereby the Company will pay or accrue $5,000 per month for management fees.
2. On May 20, 2014, the Company entered into a contractual agreement with its Chief Financial Officer whereby the Company will pay or accrue $2,000 per month for accounting and financial reporting services rendered for an initial term of 2 years.
3. On March 27, 2014, the Company entered into an agreement to lease a property located in Lumby, British Columbia for purposes of its future medical marijuana production. The option agreement has an initial term of 1 year at a rate of $2,000 per month commencing April 1, 2014. The owner of the property has the right to cancel the option to lease within 30 days notice if no significant progress or feedback is shown in regards to the Company's medical marijuana license application.
4. On June 1, 2014, the Company entered into a consulting agreement with its Controller whereby the Company will pay or accrue a maximum of $6,500 per month for accounting and financial reporting services rendered for an initial term of 1 year.
5. On October 30, 2015, the Company entered into a convertible debt agreement with First Pacific Enterprises Inc. ("First Pacific"), pursuant to which First Pacific loaned the Company a total of $60,000. First Pacific is a company controlled by the Company's CEO. The loan is due on April 30, 2016 and bears interest at a rate of 10% per annum. First Pacific has the right to convert all or any portion of the loan and interest into units of the Company at a conversion price of $0.105 per unit. Each unit would consist of one common share of the Company and one half of one share purchase warrant, with each full warrant being exercisable into an additional common share of the Company at a price of $0.15 for a period of two years..

   During the nine month period ended December 31, 2015, the Company recognized $2,238 (2014 - $nil) in accretion expense associated with the liability component of the convertible debt.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the nine month period ended December 31, 2015, the Company had the following non-cash investing and financing activities:

1. The Company issued 50,000 common shares with a fair value of $5,000 to settle accounts payable and accrued liabilities.
2. The Company issued 240,000 common shares with a fair value of $24,000 for past consulting services provided.

The Company had no non-cash investing or financing activities during the nine month period ended December 31, 2015.

13. PROPOSED ACQUISITION

The Company had entered into a Right of First Refusal (the "Right") to match any offers received by the shareholders of Wodema Industries Ltd. ("Wodema") in regards to the purchase of all or any of the Wodema shares, for a 24 month period ending May 1, 2017. Wodema is a private company based out of Vernon, British Columbia that carries on business as a manufacturer and distributor of pet treats. While Wodema and the Company discussed the possibility of Wodema manufacturing the Company's hemp-based treats commencing during fiscal 2016, it was agreed this was not a possibility because of the Company's volume and product specification requirements and the Right was subsequently terminated.

PROPOSED ACQUISITION *(continued)*

During the nine month period ended December 31, 2015, the Company incurred $29,688 in costs associated with acquiring a trademark for use in the pet treat segment of the Company's future operations. No amortization has been recorded for the nine month period ended December 31, 2015, and the Company expects to incur additional costs associated with the trademark process.

14. EVENTS AFTER THE REPORTING PERIOD

1. On January 18, 2016 the Company 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 into a larger-scale manufacturing facility in Ontario, Canada and also for general working capital. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant is exercisable to purchase one 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. The common shares and warrants comprising the units are subject to a hold period of four months and one day from the date of their issuance.
2. On January 19, 2016 the Company also effected a debt conversion of $15,000 of the Company's accounts payable and accrued liabilities into common shares of the Company at a price of $0.105 per share.
3. On February 9, 2016 the Company entered into an agreement with CP Network Consoltoria Empresarial LTDA ("Capital Pros") , whereby Capital Pros will offer the Company business advisory services which will include a review of business documentation and an introduction to capital sources for the purpose of obtaining up to USD $5,000,000 of invested capital for business expansion. The Company is committed to paying professional fees totaling USD $15,000 payable, USD $10,000 in cash and USD $5,000 in Company stock. In addition, the Company is committed to paying a success fee of 6% of the value received in cash from the proceeds of the capital raised.
4. On February 16, 2016 TL Pet entered into a three-year agreement with Pet Horizons Ltd, UK ("Pet Horizons") whereby Pet Horizons will develop strategic plans to launch the TL Pet products in Europe. The agreement is scheduled to start February 1, 2016 and continue for an initial period of three years. The sales territory includes the European Union, Switzerland, Norway, as well as, central and eastern Europe including Russia, Ukraine and Belarus. TL Pet has agreed to pay remuneration to Pet Horizons of $5,000 per month from February to April 2016 and $7,500 per month from May 2016 to June 2019. Once distributors for the TL Pet products have been appointed, remuneration to Pet Horizons will be at the rate of a 7% commission for the year ended June 30, 2017 and for the second and third year of the agreement the commission is reduced to 5%.