

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

True Leaf Medicine International Ltd. (the "Issuer")
100 Kalamalka Lake Road, Unit 32
Vernon, BC V1T 9G1

Item 2: Date of Material Change

December 30, 2016

Item 3: News Release

A news release was issued and disseminated on January 9, 2017 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 December 30, 2016, the Issuer, through its wholly owned subsidiary True Leaf Pet Inc. ("TLP"), completed the acquisition of all the assets owned by T.L.M. Developments Ltd. ("TLM") related to the manufacture, distribution and sale of oil of oregano products for animal consumption and animal use under the brand name "OregaPet", including, among other things, intellectual property, product formulas, inventory and goodwill, for the aggregate purchase price of \$325,000, with \$125,000 of that amount subject to adjustment pending the completion of an inventory audit. The terms of the acquisition were governed by an asset purchase agreement between TLP and TLM, a private British Columbia company at arm's length to the Issuer, dated December 22, 2016. At the closing, the Issuer issued 476,190 common shares to TLM valued at \$100,000 and TLP issued a non-interest bearing promissory note to TLM in the amount of \$125,000 (subject to adjustment as described above), payable in 36 equal monthly instalments beginning on January 31, 2017.

Item 5: Full Description of Material Change

Please see Schedule "A" attached hereto.

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

January 9, 2017

SCHEDULE "A"

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