

**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

May 29, 2017

Item 3: News Release

A news release was issued and disseminated on May 29, 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 May 29, 2017, the Issuer closed the first tranche of a non-brokered private placement by issuing an aggregate of 3,099,829 units (each, a “**Unit**”) at a price of \$0.30 per Unit for aggregate gross proceeds of \$929,950. Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one warrant exercisable into one Common Share at an exercise price of \$0.45 per share for a period of 24 months.

Also on May 29, 2017, the Issuer granted options to purchase an aggregate of 3,900,000 Common Shares to certain of its directors, officers, employees and consultants at an exercise price of \$0.395 per share for a maximum term of two years.

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

Darcy Bomford, CEO
Telephone: 778.475.5323
Email: darcy@trueleaf.com

Item 9: Date of Report

May 31, 2017

SCHEDULE "A"

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True Leaf Announces First Tranche Closing of Private Placement and Stock Option Grants

Vancouver, BC, May 29, 2017 – True Leaf Medicine International Ltd. (the "Company") (MJ: CSE)(TLA: FSE) is pleased to announce that it has closed the first tranche of its recently-announced non-brokered private placement by issuing an aggregate of 3,099,829 units (each, a "Unit") at a price of C\$0.30 per Unit for aggregate gross proceeds of C\$929,950 (the "**Private Placement**"). Each Unit consists of one common share of the Company (each, a "**Common Share**") and one warrant exercisable into one Common Share at an exercise price of \$0.45 for a period of 24 months. One insider of the Company subscribed for 666,666 Units, representing C\$200,000 of the gross proceeds.

In connection with the Private Placement, the Company paid an aggregate of \$12,474 in cash commissions to two finders, equal to 7% of the gross proceeds received from investors introduced to the Company by those finders.

The Company intends to use the proceeds of the Private Placement as disclosed in its news release dated May 3, 2017, and in particular, to develop the business of its True Leaf Medicine, True Leaf Pet and True Leaf Pet Europe subsidiaries.

All securities issued pursuant to the Private Placement are subject to a statutory hold period of four month and one day.

In addition, the Company is pleased to announce that it has granted options to purchase an aggregate of 3,900,000 Common Shares to certain of its directors, officers, employees and consultants at an exercise price of \$0.395 per share for a maximum term of two years. Of this group, five insiders of the Company received a total of 1,400,000 options. All of the options vest immediately.

As a result of this grant, the Company now has a total of 6,064,285 options outstanding, representing approximately 9.4% of its issued and outstanding Common Shares.

This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United

States except in compliance with one or more exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

About True Leaf:

True Leaf Medicine International Ltd., through its wholly-owned subsidiary 'True Leaf Pet', has entered the \$104.9 billion global pet care industry with a line of hemp-focused pet chews and supplements marketed through natural pet health and veterinary channels in Canada, the United States and Europe. The Company has also filed an application under Health Canada's Access to Cannabis for Medical Purposes Regulations (ACMPR) to become a Canadian licensed producer through its 'True Leaf Medicine' subsidiary. It has passed through the security screening process of Health Canada's review and is currently in the final review stage before the 'pre-licensing inspection' approval.

For more information, please see the Company's website at www.trueleaf.com

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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 discussed in the Company's continuous disclosure filings available 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.