Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

em 1 - Report Type					
☐ New report☐ Amended reportIf amended, provident	de filing date of report that is being amended 2017 06 08 (YYYY-MM-DD)				
Amended report — If amended, provid-	de filing date of report that is being amended 2017 06 08 (YYYY-MM-DD)				
ITEM 2 - PARTY CERTIFYING THE REPORT					
Indicate the party certifying the report (select only one). Fo National Instrument 81-106 Investment Fund Continuous	or guidance regarding whether an issuer is an investment fund, refer to section 1.1 of 5 Disclosure and the companion policy to NI 81-106.				
☐ Investment fund issuer					
Issuer (other than an investment fund)					
Underwriter					
ITEM 3 - ISSUER NAME AND OTHER IDENTI					
Provide the following information about the issuer, or if the					
Full legal name True Leaf I	Medicine International Ltd.				
Previous full legal name					
If the issuer's name changed in the last 12 mor	onths, provide most recent previous legal name.				
Website	(if applicable)				
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier					
ITEM 4 - UNDERWRITER INFORMATION					
If an underwriter is completing the report, provide the und	derwriter's full legal name and firm National Registration Database (NRD) number.				
Full legal name					
Firm NRD number	(if applicable)				
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.					
Street address					
Municipality	Province/State				
Country	Postal code/Zip code				
Telephone number	Website (if applicable)				

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 3
Exploration Development Production
b) Number of employees
Number of employees:
c) SEDAR profile number
Does the issuer have a SEDAR profile? ☐ No ☑ Yes If yes, provide SEDAR profile number 0 0 0 3 6 8 2 7 If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
L AII L AB L BC L MB L NB L NL L NT
NS NU ON PE QC SK YT g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only)
CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over

ITEM 6 - INVESTMENT	T FUND ISSUER INFORMATION
If the issuer is an invest	ment fund, provide the following information.
a) Investment fund ma	anager information
Full legal name	
Firm NRD number	(if applicable)
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street address	
Municipality	Province/State Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment	fund
Type of investment fund tha	t most accurately identifies the issuer (select only one) .
☐ Money market	☐ Equity ☐ Fixed income
☐ Balanced	Alternative strategies Other (describe)
Indicate whether one or boti	h of the following apply to the investment fund .
☐ Invests primarily in	other investment fund issuers
☐ Is a UCITs Fund¹	
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation a	and financial year-end of the investment fund
Date of format	
d) Reporting issuer st	YYYY MM DD MM DD atus of the investment fund
, 1	
	orting issuer in any jurisdication of Canada? No Yes of Canada in which the investment fund is a reporting issuer.
All	AB BC MB NB NL NT
□ NS □	NU ON PE QC SK TT
e) Public listing status	s of the investment fund
If the investment fund has a	CUSIP number, provide below (first 6 digits only)
	CUSIP number
	olicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for for and received a listing, which excludes, for example, automated trading systems.
Exchange nam	es
f) Net asset value (NA	AV) of the investment fund
Select the NAV range of the	investment fund as of the date of the most recent NAV calculation (Canadian \$). \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION
If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.
a) Currency
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.
✓ Canadian dollar US dollar Euro Other (describe)
b) Distribution date(s)
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.
Start date 2017 05 29 End date 2017 05 29
YYYY MM DD YYYY MM DD
c) Detailed purchaser information
Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.
d) Types of securities distributed
Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being

di	distributed. The information included in item 7d must reconcile to item 7f. For examples on how to report convertible securities, see our <u>Frequently Asked Questions.</u>						, ,
						Canadian \$	
	Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount

Security CUSIP number (if applicable)		Description of security	Number of securities	Single or lowest price	Highest price	Total amount
UBS		one common share and one share purchase warrant exercisable at \$0.45 per common share for a period of 24 months from the date of issuance	3,099,829.00	0.3000		929,949.80

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

	curit			derly urity (_	Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)
						Lowest	Highest			
W	N	Т	С	М	S	0.4500		2019-05-29		

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction

For jurisdictions within Canada, state the province or territory, otherwise state the country.

	· · · · · · · · · · · · · · · · · · ·		
Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	6	289,700.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	8	79,900.00
British Columbia	Investment dealer- exemption (BC, AB, SK, MB, NB)	7	189,900.00
Alberta	NI 45-106 2.3 [Accredited investor]	1	7,500.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	60,000.00
Ontario	NI 45-106 2.5 [Family, friends and business associates]	3	36,150.00

Québec	NI 45-106 2.3 [Accredited investor]	4	30,000.00
Québec	NI 45-106 2.5 [Family, friends and business associates]	7	53,799.80
Newfoundland and Labrador	NI 45-106 2.3 [Accredited investor]	4	33,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	12,000.00
Estonia	NI 45-106 2.3 [Accredited investor]	1	9,000.00
Germany	NI 45-106 2.5 [Family, friends and business associates]	1	46,500.00
Luxembourg	NI 45-106 2.5 [Family, friends and business associates]	1	7,500.00
Switzerland	NI 45-106 2.3 [Accredited investor]	1	75,000.00
	929,949.80		

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

TEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 2
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Canaccord Genuity Corp.
Firm NRD number 9 0 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
✓ None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 7,140.00 Security codes Security code 1 Security code 2 Security code 3
Value of all securities distributed as
compensation ⁴
Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation paid 7,140.00
Check how if the negroup will be may receive any deferred companyation (describe the terms helps)
Check box if the person will or may receive any deferred compensation (describe the terms below)
Check box if the person will of may receive any deferred compensation (describe the terms below)

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No Ves								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
Family name First given name Secondary given names								
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual PI Financial Corp.								
Firm NRD number 5 2 9 0 (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes								
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.								
Street address								
Municipality Province/State								
Country Postal code/Zip code								
Email address Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.								
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)								
Director or officer of the investment fund or investment fund manager								
✓ None of the above								
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.								
Cash commissions paid 5,334.00 Security codes Security code 1 Security code 2 Security code 3								
Value of all securities distributed as compensation ⁴								
Describe terms of warrants, options or other rights								
Other compensation ⁵ Describe								
Total compensation paid 5,334.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.								

ГЕМ	9 - DIRECTORS, EXECUTIV	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER						
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.											
Indicate whether the issuer is any of the following (select all that apply).											
Reporting issuer in any jurisdiction of Canada											
Foreign public issuer											
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶											
	Provide name of reporting issuer										
Wholly owned subsidiary of a foreign public issuer ⁶											
	Provide name of for	eign public issuer									
Issuer distributing eligible foreign securities only to permitted clients ⁷											
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. 7 Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. 1 If the issuer is none of the above, check this box and complete Item 9(a) - (c).											
a)											
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.											
	Organization or company name	Family name	First given name	Secondary given juris		cation of dual or ntail ion of dual	Relationship to issuer (select all that apply)		that		
					Province o	r country	D	0	Р		
b)	Promoter information										
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.											
	Organization or company name	Family name	First given name	Secondary given names			tionship to promoter ne or both if applicable)				
					Province or country	D		C)		
c)	Residential address of each in	ndividual									

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Bottomley	Kevin							
	Family name	First given name	<u>-</u>	Secondary give	en names				
Title	Director								
Name of issuer/underwriter/ investment fund manager	True Leaf Medicine International Ltd.								
Telephone number	7783899933	Email address	kevin@trueleaf.com						
Signature	"Kevin Bottomley"	y" Date 2017 06		06	12				
		_	YYYY	MM	DD				

ITEM 11- CONTACT PERSON Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10. Same as individual certifying the report Full legal name Little Christopher Lawyer Family name Secondary given First given name names Bacchus Law Corporation Name of company Email address clittle@bacchuscorplaw.com Telephone number 6046321281

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.