

**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

June 12, 2017

Item 3: News Release

A news release was issued and disseminated on June 13, 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 June 12, 2017, the Issuer closed the second tranche of a non-brokered private placement by issuing an aggregate of 4,641,816 units (each, a “**Unit**”) at a price of \$0.30 per Unit for aggregate gross proceeds of \$1,392,545. Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one warrant exercisable into one Common Share at a price of \$0.45 per share for a period of 24 months.

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

June 13, 2017

SCHEDULE "A"

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.



True Leaf Announces Second Tranche Closing of Private Placement

Vancouver, BC, June 13, 2017 – True Leaf Medicine International Ltd. (the “Company”) (CSE: MJ, OTC: TLFMF, FSE: TLA) is pleased to announce that it has closed the second tranche of its recently-announced non-brokered private placement by issuing an aggregate of 4,641,816 units (each, a “Unit”) at a price of C\$0.30 per Unit for aggregate gross proceeds of C\$1,392,545 (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 a price of \$0.45 for a period of 24 months. One insider of the Company subscribed for 85,000 Units, representing C\$25,500 of the gross proceeds.

In connection with the Private Placement, the Company paid an aggregate of \$18,617 in cash commissions to three 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.

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.

Investor Contact:

Kevin Bottomley
Director and Corporate Relations
kevin@trueleaf.com
M: 778-389-9933

Media Contact:

Paul Sullivan
BreakThrough Communications
p.sullivan@breakthroughpr.com
O: 604-685-4742
M: 604-603-7358

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATION SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS PRESS 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 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.