

**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

September 21, 2017

Item 3: News Release

A news release was issued and disseminated on September 28, 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 September 21, 2017, the Issuer, through its wholly owned subsidiary True Leaf Medicine Inc. (“**TLM**”), acquired the option to purchase a 40-acre parcel of land in Lumby, BC (the “**Property**”) from a private British Columbia company at arm’s length to the Issuer (the “**Optionor**”) in consideration for the sum of \$100,000. The option is exercisable until December 31, 2017 for an additional \$3,200,000 plus GST.

TLM currently leases a portion of the Property from the Optionor and expects to use the Property, as well as the existing building thereon, in connection with its proposed medical cannabis operations.

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

October 3, 2017

SCHEDULE “A”



True Leaf Acquires Option to Purchase 40-acre Site in Lumby, B.C. to Build Cannabis Production Facility

Company ready to expand upon acquiring license to produce

Vancouver, Canada – (September 28, 2017) – True Leaf Medicine International Ltd. (“**True Leaf**” or the “**Company**”) (CSE: MJ) (FSE: TLA) (OTCQB: TRLFF), has acquired an option (the “**Option**”) to purchase the 40 acres of land that encompasses its facility in Lumby, B.C. (the “**Property**”), through its wholly owned subsidiary True Leaf Medicine Inc.

The Option is exercisable until December 31, 2017 at a total cost of \$3.3 million CAD, \$100,000 of which has already been paid to the vendor in the form of an up-front fee for the purpose of securing the Option.

True Leaf’s application to produce and distribute cannabis under Health Canada’s Access to Cannabis for Medical Purposes Regulations (ACMPR) has completed the security clearance stage and the Company has initiated plans to refit the 16,000 square foot building on the Property. Upon exercise, True Leaf’s ownership of the Property will allow the Company to rapidly expand operations once it is approved as a licensed producer from Health Canada.

“This is a milestone for True Leaf,” commented CEO Darcy Bomford. “This property gives us the capacity to expand to meet the increased demand that is widely expected. With government approvals, the size of this site could allow us to build a 1,000,000 square foot facility and produce more than 125,000 kilograms of cannabis.”

True Leaf anticipates that the first phase will include annual production of 2,500 kilograms of dried cannabis once the facility passes Health Canada’s inspection and the Company becomes a licensed producer.

“True Leaf appreciates the support expressed for the company’s license submission by the Mayor of Lumby Kevin Acton, and the community,” continued Mr. Bomford. “We expect to become a significant employer in Lumby, a hard-hit logging community of 1,700 in the northeast corner of the Okanagan Valley in southern British Columbia.”

This significant company milestone comes at a time that True Leaf is preparing to launch a \$10 million CAD round of financing using the Regulation A+ model in the United States and corresponding exemptions from the prospectus requirements in Canada.

About True Leaf

True Leaf Medicine International Ltd., through its wholly owned subsidiary ‘True Leaf Pet’, has entered the \$104.9 billion global pet industry with a line of hemp-focused pet chews and supplements 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 of medical cannabis through its 'True Leaf Medicine' subsidiary. It has passed through the preliminary and enhanced screening process of Health Canada's review and has recently received approval to build its facility.

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 True Leaf 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 True Leaf'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.