

**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

July 10, 2018

Item 3: News Release

A news release was issued and disseminated on July 10, 2018 and July 18, 2018 and filed on SEDAR (www.sedar.com). A copy of the news releases are attached as Schedule "A" and Schedule "B" hereto.

Item 4: Summary of Material Change

On July 10, 2018, Christopher Spooner resigned as a director of the Issuer. The Issuer appointed Sylvain Toutant as a director to fill the casual vacancy until the next annual general meeting of the shareholders. Mr. Spooner will continue to act as Chief Scientific Officer of the Company and resigned his position from the Board in order to focus his efforts on this role.

Item 5: Full Description of Material Change

Please see Schedule "A" and Schedule "B" 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

July 18, 2018

Schedule "A"

Former DAVIDsTEA CEO Joins True Leaf as Director

Sylvain Toutant will help guide the company's continued growth as a leading plant-forward wellness brand for people and pets

Vernon, British Columbia--(Newsfile Corp. - July 10, 2018) - True Leaf Medicine International Ltd. (CSE: MJ) (OTCQB: TRLFF) (FSE: TLA) ("True Leaf"), a plant-forward wellness brand for people and their pets, announced today that Sylvain Toutant has been appointed to its Board of Directors as an independent member.

Mr. Toutant has more than 17 years of experience as an executive in the beverage and consumer packaged goods industries and is a recognized specialist in retailing. He most recently served as the Chief Executive Officer and President of DAVIDsTEA, Canada's largest specialty tea boutique, where he was responsible for the company's growth in Canada, the United States, and around the world. He also led the company's successful IPO to NASDAQ.

Previously he served as President of Keurig Canada, where he accelerated growth through a strategic alliance with Keurig Green Mountain in the United States. He also headed Keurig's operations in the United Kingdom. Before that, he joined TC Global through the acquisition of Van Houtte and served as the Chief Operating Officer of its Canadian business unit. He also served as President of Reno-Depot, a chain of Canadian home supply stores, and was President and Chief Executive Officer of the Société des alcools du Québec (SAQ), Quebec's liquor board.

"Mr. Toutant has a solid history of building strong brands and sales-driven organizations — we are extremely happy to have him as part of our team," said Darcy Bomford, Founder and Chief Executive Officer of True Leaf. "His expertise will be invaluable as we continue to grow True Leaf into a global brand. Our pet supplements are in more than 1,800 stores worldwide, and with Mr. Toutant's guidance, we look forward to expanding into new countries and more stores."

"When I found out about True Leaf's pet supplements I was very intrigued about their use of hemp," said Mr. Toutant. "I have two older dogs and inflammation is always a problem. I'm always looking for the best treats to help them live a better life. True Leaf has a unique growth opportunity to be a leader in the pet wellness industry while also operating in the cannabis space. I have the passion and drive to help take True Leaf to the next level."

Mr. Toutant joins Chair Mike Harcourt and Director of Corporate Communications, Kevin Bottomley, on the company's Board of Directors.

About True Leaf

True Leaf is a plant-forward wellness brand for people and their pets. Founded in 2013, True Leaf has two main operating divisions: True Leaf Medicine Inc. and True Leaf Pet Inc.

True Leaf Medicine Inc. is in the final stages of approval to become a licensed producer of federally-approved medicinal cannabis for the Canadian market. The license is subject to a Health Canada inspection to allow for the production, manufacture, and distribution of cannabis products upon the completion of True Leaf Campus: the company's cannabis cultivation facility being built in Lumby, British Columbia. Construction is expected to be completed in fall 2018.

Established in 2015, True Leaf Pet Inc. is one of the first companies to market hemp-based products for pets worldwide. The company is initially marketing a line of hemp-seed based supplements for pets. True Hemp™ chews, dental sticks, and supplement oils are sold in more than 1,800 stores across North America and Europe.

www.trueleaf.com

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Forward-Looking Statements

This news release contains forward-looking statements and management may make additional forward-looking statements in response to your questions. Such written and oral disclosures are made pursuant to the Safe Harbor provision of the Private Securities Litigation Reform Act of 1995 and True Leaf hereby claims such safe harbour protection for all forward-looking statements. True Leaf believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions; however, True Leaf's actual results and performance and the value of its securities could differ materially from those set forth in the forward-looking statements due to the impact of many factors summarized in the "Risk Factors" section of True Leaf's Offering Circular Form 1-A filed with the U.S. Securities and Exchange Commission and Canadian securities regulatory authorities and other discussions of risk factors contained in True Leaf's periodic filings or supplements to the offering circular. True Leaf's Offering Circular Form 1-A can be found at www.trueleaf.com/pages/investor. Forward-looking statements speak only as of the date they are made. True Leaf undertakes no obligation to update or revise any such information for any reason after the date of this presentation unless required by law.

Schedule "B"

True Leaf Campus Project Remains on Schedule for Fall 2018 Completion

Steel structure complete; crews now installing building envelope

Vernon, British Columbia--(Newsfile Corp. - July 18, 2018) - True Leaf Medicine International Ltd. (CSE: MJ) (OTCQB: TRLFF) (FSE: TLA) ("**True Leaf**"), a plant-forward wellness brand for people and their pets, announced today that construction of its cannabis cultivation and production facility, True Leaf Campus, remains on schedule for fall 2018 completion.

The first phase of the project includes a two-storey 9,000 square foot central hub for the initial grow area, laboratory services, whole-plant extraction, and the production of therapeutic cannabis products, followed by a 16,000 square foot wing for cannabis cultivation. The facilities, being built in Lumby, British Columbia, will be a hub for the development of the company's medicinal cannabis products.



Figure 1: True Leaf's Campus Project construction as of July 2018

To view an enhanced version of Figure 1, please visit:

https://orders.newsfilecorp.com/files/3826/36033_trueleafcampusjuly2018.jpg

Deep utilities, trenching, and other civil works began in early July and the formwork and structural steel construction of the administration area was completed by mid-June. Crews are now installing the roof and first floor decking, leading up to completion of the building envelope by end of August.

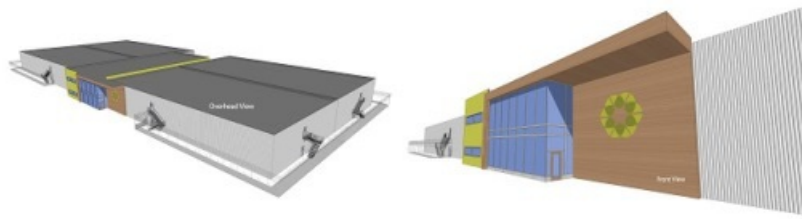
"Our build team continues to make significant progress on True Leaf Campus," said Darcy Bomford, Founder and Chief Executive Officer of True Leaf. "This means True Leaf is getting closer to its inspection by Health Canada and nearing the final milestone of receiving our license to produce cannabis. We're eager to develop a line of medicinal cannabis products and bring it to market."

True Leaf also announced today that Dr. Chris Spooner has resigned as a member of the True Leaf Board of Directors to concentrate on his role as the company's Chief Scientific Officer (CSO). Dr. Spooner's resignation from the board was effective July 10, 2018.

As CSO, Dr. Spooner's role is to oversee the True Leaf Medical Advisory Board (MAB) and its continued development. Dr. Spooner is joined by Dr. Caroline MacCallum and Dr. Zeid Mohamedali, two of the most progressive medical doctors advising the cannabis industry today.

Dr. Spooner and the MAB are leading the company's research and development of a highly-effective medicinal cannabis product line to address, among others, neurological, musculoskeletal, gynaecological and gastrointestinal conditions.

Dr. Spooner is a North Okanagan naturopathic doctor with more than 20 years of experience in naturopathic medicine. He is also a board member of the College of Naturopathic Physicians of British Columbia and Adjunct Professor at Boucher Institute of Naturopathic Medicine and other institutions.



Premium Cannabis Production - Laboratory Services - Extraction and Post-Production Processing

Figure 2: Rendering of the True Leaf Campus Project

To view an enhanced version of Figure 2, please visit:

https://orders.newsfilecorp.com/files/3826/36033_TrueLeafCampus_Rendering.jpg

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