



**TREE OF KNOWLEDGE INTERNATIONAL CORP. ANNOUNCES
CLOSING OF OFFER TO ACQUIRE ASTERION BIO MED INC.**

Toronto, ON, December 20, 2018 – Tree of Knowledge International Corp. (**CSE:TOKI; OTC:TRKWF**) (the “**Company**” or “**TOK**”) is pleased to announce that further to its detailed press release dated December 3, 2018, it has completed the acquisition of Asterion Bio Med Inc. (“**Asterion**”) in accordance with a pre-acquisition agreement dated November 30, 2018 (the “**Definitive Agreement**”). Through an exclusive strategic alliance agreement with Jack Nathan Medical Inc., which operates over 70 Jack Nathan Health medical clinics in six provinces across Canada, Asterion has access to one of the largest healthcare systems across Canada for its education and research platform, with over 1.5 million patient visits annually (<http://jacknathanhealth.com/>).

Led by Jean-Paul Gaillard, an architect and turn-around specialist for major brands such as Nespresso and Marlboro Classic, the expanded management for the Company now includes Dr. Kevin Rod as Chief Medical Officer of TOK, and the board of directors consists of the Honorable. Ernie Eves as Chairman, Michael Caridi, Dr. Kevin Rod, Peter Saunders and Scott Reeves. In addition, Brian Main and George Barakat, CEO of Jack Nathan Medical Inc., will be appointed as observers to the TOK board and Mr. Barakat will be presented by management to be elected as a director at the next annual meeting of the TOK shareholders. John Bonin, the COO of Asterion, will also be joining TOK’s Advisory Board. See the press release of the Company dated December 3, 2018, for detailed bios of the new additions to the board of directors and management of the Company.

“Coming from the Tobacco and consumer products industries, I feel very strongly about the need for data and empirical evidence to drive our product development and commercial strategy. By acquiring Asterion, our combined company is now armed with the elements we need to execute our mission to develop, expand, and commercialize our portfolio of cannabinoid natural health and therapeutic consumer products using data driven insight,” said Jean-Paul Gaillard, CEO of the Company. “In pursuing our goals, we intend to leverage our globally recognized pain expertise, our exclusive strategic alliance with Jack Nathan Medical Inc., and our international clinic platforms that provide key insight from millions of consumers and patients each year,” continued Gaillard.

“Statistically significant data regarding the efficacy of natural health and therapeutic products using cannabinoids is still nascent. We feel we have been in a unique position to rigorously document and gather this type of data through observational results we have witnessed over the past several years at Asterion’s Toronto Poly Clinics,” said Dr Kevin Rod, Chief Medical Officer

of the Company. “In the midst of rapid cannabis regulatory reform, TOK has established a sizeable North American platform for continued research and product development driven by empirical evidence and data that we believe will be a must for physicians, industry operators, regulators, investors, and society as a whole before cannabis is truly accepted as a valid therapeutic option,” continued Dr Rod.

Pursuant to the Definitive Agreement, TOK made an offer to the Asterion shareholders to purchase all the shares of Asterion on the basis of 2.1894 common shares of TOK (“**TOK Shares**”) for each one (1) common share of Asterion (the “**Offer**”). The Offer was accepted by 100% of the shareholders of Asterion and TOK issued an aggregate of 96,695,271 TOK Shares to the former holders of Asterion.

As a condition to completing the Offer, completed a private placement financing (the “**Financing**”) where TOK issued 12,464,393 units at a price of \$0.22 per unit for gross proceeds of \$2.74 million (including conversion of debt held by an insider in the amount of \$259,854), with each unit consisting of one TOK Share and one share purchase warrant. Each whole warrant entitles the holder to acquire a TOK Share at a price of \$0.39 per share for a period of forty-eight months, subject to the ability of the Company to accelerate the expiry date if at any time during the term of the warrants the volume weighted average closing price of the TOK Shares on the Canadian Securities Exchange is \$1.00 or more for 10 consecutive trading days. The TOK Shares and warrants will bear a four-month hold period from the date of issue.

Following completion of the Offer and the Financing, there are 201,896,623 TOK Shares issued and outstanding with the former Asterion shareholders holding approximately 47.9% of the TOK Shares (non-diluted). In addition, TOK issued options to purchase an aggregate of 8,135,810 TOK Shares in connection with the exchange of outstanding options issued by Asterion and warrants to purchase an aggregate of 12,917,460 TOK Shares in connection with the exchange of outstanding warrants issued by Asterion.

The headquarters for the combined company will be in Toronto, Ontario, Canada with a significant office presence in Asterion’s former headquarters in North York, Ontario, Canada.

ABOUT TREE OF KNOWLEDGE

The Company produces and sells hemp-based cannabidiol (“**CBD**”) products in certain jurisdictions in the United States, as well as in Europe, South America and China. Cannabidiol/CBD is a natural constituent of hemp which is purported to contain wellness properties. TOK’s CBD product line contains EVR Premium Hemp Oil, which is an organically grown and handled, gluten-free, vegan, non-GMO, synergistic compound that is derived from U.S. Department of Agriculture (USDA) approved industrial hemp grown in the United States. TOK currently offers several CBD products, which may be used in connection with the treatment of a number of ailments and for general wellness purposes.

ABOUT ASTERION BIO MED

Asterion is a leading healthcare provider specializing in multidisciplinary pain clinics operating under the banner; Toronto Poly Clinic (collectively, “**TPC**”). The core pillars of TPC are: a multidisciplinary pain program designed to improve physical and psychological management of pain, patient self-management tools, and medical cannabis research and product development.

TPC has become a healthcare leader in the ethical and controlled use of medical cannabis, managing over 4,800 cannabis patients. TPC has been involved in one of the largest longitudinal IRB approved observational studies to date on medical cannabis. As a result of this experience, practitioners have learned that education and research are paramount to realizing the medical benefits of cannabis on a diverse population of patients. TPC has refined its collective knowledge and focused on the creation of the MCERP (Medical Cannabis Education, Research and Best Practice Platform) and MCORP (Medical Cannabis Opioid Reduction Program). Currently TPC has research agreements with multiple universities for medical cannabis research and new medical grade products development. Through an exclusive strategic alliance agreement with Jack Nathan Medical Inc., which operates over 70 Jack Nathan Health medical clinics in six provinces across Canada, Asterion has access to one of the largest healthcare systems across Canada for its education and research platform, with over 1.5 million patient visits annually (<http://jacknathanhealth.com/>).

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THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

Forward Looking Statements

This news release contains forward-looking statements relating to the benefits to be received from completing the Offer, the future operations of TOK as combined with Asterion and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the combined TOK/Asterion company and the future plans and objectives of TOK, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from TOK's expectations are risks detailed from time to time in the filings made by TOK with securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of TOK. As a result, TOK cannot guarantee that the Offer will be completed and that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and TOK will update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.