

December 20, 2018

Canadian Securities Exchange  
220 Bay Street, 9th Floor  
Toronto, ON M5J 2W4

Dear Sirs/Mesdames;

**Re: Tree of Knowledge International Corp. – Acquisition**

We have acted as counsel to Tree of Knowledge International Corp. (the **Company**) in connection with a the acquisition of Asterion Bio Med Inc. (**Asterion**) pursuant to an exempt take-over bid. On December 19, 2018, the Company issued 96,695,271 common shares (the **Common Shares**) at a deemed price of Cdn\$0.22 per share, issued 8,135,810 stock options (the **Options**) in exchange for options held by former Asterion option holders and 12,917,460 share purchase warrants (the **Warrants**) in exchange for warrants held by former Asterion warrant holders. In addition, the Company issued an aggregate of 15,366,040 units to its advisors in connection with the transaction whereby each unit consisted of Common Share and one share purchase warrant (an **Advisor Warrant**). The Options, Warrants and Advisor Warrants are collectively referred to herein as the “**Convertible Securities**”.

We have examined all such corporate records and other documents as we have deemed relevant and necessary in order to give this opinion, including, but not limited to, executed copies of subscription agreements between the Company and various subscribers.

We are members of the Law Society of Alberta, are not permitted to practice in any other provinces in Canada and are not experts in the laws of other provinces of Canada or of any other jurisdiction. This opinion is rendered solely with respect to the laws of the Province of Alberta (the “**Province**”) and the federal laws of Canada applicable therein.

In reviewing the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic or original documents of all documents submitted to us as certified, true, facsimile or photostatic copies.

Based upon and subject to the qualifications herein expressed, we are of the opinion that:

1. The Common Shares have been duly issued and are outstanding and the Common Shares have been issued as fully paid and non-assessable Common Shares of the Company.
2. The Common Shares underlying the Convertible Securities have been duly authorized for issuance and upon payment therefor, will be duly issued and outstanding as fully paid and non-assessable Common Shares of the Company.

This opinion is delivered to the CSE for the purpose of the listing and trading of the Common Shares and the Common Shares underlying the Convertible Securities on the CSE and may not be relied upon by any person or for any other purpose without our prior written consent. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein.

This opinion is given to you as of the date hereof and we disclaim any obligation to advise you of any change after the date hereof in any matter set forth herein, and we express no opinion as to the effect of any subsequent course of dealing or conduct between the parties referred to herein.

Yours truly,

**TINGLEMERRETT LLP**

Per:

A handwritten signature in black ink, appearing to be 'A. J. Tingle', written over a horizontal line.