



**THC BIOMED INTL LTD.**

**Form 2A  
ANNUAL LISTING STATEMENT**

**Dated: November 27, 2017**

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## Glossary of Terms

The following is a glossary of certain terms used in this Annual Listing Statement. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

“**ACMPR**” means *Access to Cannabis for Medical Purposes Regulations*, effective as of August 24, 2016.

“**Annual Listing Statement**” means this Form 2A annual listing statement dated November 27, 2017.

“**BCBCA**” means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

“**Board**” means the board of directors of the Issuer.

“**CEO**” means an individual who acted as our chief executive officer, or acted in a similar capacity, for any part of the most recently completed financial year.

“**CFO**” means an individual who acted as our chief financial officer, or acted in a similar capacity, for any part of the most recently completed financial year.

“**Common Shares**” means the common shares without par value of the Issuer.

“**Exchange**” means the Canadian Securities Exchange.

“**Financially Literate**” means an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer’s financial statements.

“**Issuer**”, “**THC BioMed**” or “**THC BioMed Intl.**” means THC BioMed Intl. Ltd.;

“**Licensed Producer**” means a producer of medical marijuana who has been granted a Producer’s License under the MMPR or the ACMPR.

“**Listing Date**” means April 29, 2015, the date on which our Common Shares were listed for trading on the Exchange.

“**Listing Statement**” means the Exchange Form 2A Listing Statement of the Issuer dated April 28, 2015.

“**MMPR**” means *Marihuana for Medical Purposes Regulations*.

“**NEO**” means “NEO” or “named executive officer” means each of the following individuals:

- (a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;
- (c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Issuer, and was not acting in a similar capacity, at the end of that financial year;

“**Plan**” means the Issuer’s incentive stock option plan dated for reference February 10, 2015.

**“Related Person”** means an **“Insider”**, which has the meaning set forth in the *Securities Act* (British Columbia) being:

- (a) a director or senior officer of the company that is an insider or subsidiary of the issuer;
- (b) a director or senior officer of the issuer;
- (c) a person that beneficially owns or controls, directly or indirectly, voting share carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities.

**“THC BioMed”** means THC Biomed Ltd. (formerly T.H.C. Medical Systems Ltd.), a wholly owned subsidiary of the Issuer

**“THC Meds”** means THC Meds Inc., a wholly owned subsidiary of the Issuer

**“we”, “us”, “our”** or **“the Company”** means THC BioMed Intl. and our wholly owned subsidiaries THC BioMed and THC Meds.

## Forward-Looking Statements

The information provided in this Annual Listing Statement, including information incorporated by reference, may contain “forward-looking statements” about us. In addition, we may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by us that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as of the date they are made and are based on information currently available and on our then current expectations and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest;
- market competition and advances of competitive products;
- the growth of the Company’s product line, its geographical expansion and the acceptance of its products by the market;
- the ability to successfully market, sell, and distribute the products, and to expand our customer base; and
- other risks described in this Annual Listing Statement and described from time to time in our documents filed with Canadian securities regulatory authorities

Consequently, all forward-looking statements made in this Annual Listing Statement and our other documents are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences or effects. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that we and/or persons acting on our behalf may issue. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation. See “Section 17 – Risk Factors”.

## Market and Industry Data

This Annual Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. We believe that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Annual Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

## 2. Corporate Structure

Our full corporate name is THC Biomed Intl Ltd. The Company's corporate office and principal place of business is at Unit 1 – 2550 Acland Road, Kelowna, British Columbia, Canada, V1X 7L4. Our registered and records office is located at Suite 2900, 595 Burrard Street, Vancouver, British Columbia V7X 1J5 Canada.

THC BioMed Intl. Ltd. was incorporated under the name "AnSCO Resources (B.C. Ltd.)" under the provisions of the BCCA on February 2, 1982. The Issuer was continued under the BCBCA on July 23, 2004. On March 23, 2015, the Issuer changed its name from "Thelon Capital Ltd." to "THC BioMed Intl. Ltd."

The Issuer traded on the TSX Venture Exchange from February 4, 2010 until December 22, 2014 when the Issuer requested the Issuer's common shares be delisted. The Issuer consolidated its share capital on a six to one new basis on December 23, 2014.

On January 14 and 22, 2015, the Issuer completed its acquisition of a 100% interest in two companies: THC Meds Inc. and THC BioMed Ltd. which are now the Issuer's wholly-owned operating subsidiaries.

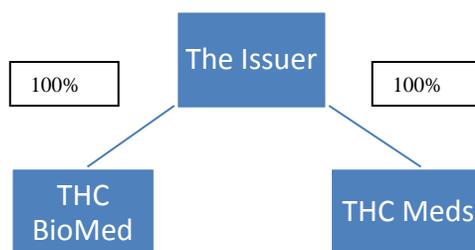
On January 14, 2015, the Issuer acquired 78% of THC Meds and THC BioMed in exchange for 44,612,736 common shares of the Issuer pursuant to the Share Exchange Agreement. On January 22, 2015, the Issuer completed the acquisition of the remaining 22% of THC Meds and THC BioMed in exchange for 12,363,510 common shares of the Issuer pursuant to the Share Exchange Agreement. The Issuer therefore purchased 100% of the issued and outstanding shares of THC Meds and THC BioMed in exchange for 56,976,246 of the Issuer's common shares.

The following diagram summarizes the structure of the entities prior to and after completion of the Acquisition:

### PRE-ACQUISITION



### POST-ACQUISITION



The Issuer is not requalifying following a fundamental change nor are we proposing an acquisition, amalgamation, merger, reorganization or arrangement.

Throughout this Annual Listing Statement, the Issuer's business and financial position are described, alongside the business and financial position of the Issuer's subsidiaries: THC Meds and THC Biomed.

When we refer to “us”, “we” and “our” throughout this Annual Listing Statement, we are referring to the consolidated operations of the Issuer, THC Meds and THC Biomed unless otherwise stated.

### 3. General Development of the Business

Our long-term business plan is to be on the leading edge of scientific research and development of products and services related to the medical cannabis industry, as well as supplying a superior line of products while creating a standard of excellence. As the industry develops, it will become more important to focus on scientific research and development of products and services related to medical cannabis.

The Issuer applied to Health Canada for two medical marijuana production and distribution licenses (each an “**MMPR License**”) under the Marijuana for Medical Purposes Regulations (“**MMPR**”), which came into effect on April 1, 2014. The Issuer was granted a full license under the MMPR on May 24, 2016. On August 24, 2016, the MMPR was replaced by the Access to Cannabis for Medical Purposes Regulations.

The Issuer had an exemption from Health Canada under Section 56 of Canada’s *Controlled Drugs and Substances Act*. The exemption permitted THC BioMed to produce, possess and conduct research and development on marijuana at its facility in Kelowna, British Columbia. The exemption did not authorize THC BioMed to re-sell the cannabis grown at its licensed facility. The exemption was in effect from August 2013 to August 2014. The Issuer modified its existing medical marijuana growing facility to the standards required by Health Canada in anticipation of the MMPR License being issued to THC BioMed.

On January 22, 2015, Health Canada conducted its pre-licensing inspection of the Issuer’s existing facility in Kelowna. On February 25, 2015, Health Canada confirmed receipt of the confirmation that THC BioMed had completed the further modifications and its readiness for the granting of the MMPR license to THC BioMed.

On August 20, 2015, THC BioMed passed a second pre-licensing inspection conducted by Health Canada inspectors.

On February 18, 2016, THC BioMed Ltd. received its license to grow medical marijuana.

On May 24, 2016 the Issuer’s license was amended to include the production of fresh marijuana, cannabis oil, and cannabis resin.

On August 24, 2016, the MMPR was replaced by the Access to Cannabis for Medical Purposes Regulations.

On September 26, 2016, the Issuer announced that it signed a Letter of Intent to purchase 100% of Clone Shipper LLC (“**Clone Shipper**”), a US based company specializing in the packaging products used to transport live plants, for US\$1,000,000. This is a strategic acquisition to allow the Company to penetrate the US and International cannabis market along with the ability to securely ship live plants with the increased legalization of medical marijuana. Clone Shipper is currently the only device that meets the legal requirements governing the transportation of controlled live plants. Clone Shipper products are currently available for sale at gardening supply outlets throughout the US and on popular sites like Amazon.com.

On October 17, 2016, the Issuer had its license amended again to be able to sell fresh marijuana, cannabis oil, and cannabis resin to other Licensed Producers.

As an interim step until the acquisition of Clone Shipper was completed, the Issuer signed a Distribution Agreement with Clone Shipper LLC on October 27, 2016. The Distribution Agreement was for a period of two years and the Issuer paid Clone Shipper LLC US\$75,000 for the Company to have the distribution rights for all Clone Shipper products in Canada.

On December 19, 2016, Health Canada amended THC BioMed Ltd.’s license to allow the sale of “starting materials” or marijuana plants immediately to legally authorized patients under the Access to Cannabis for Medical Purposes Regulations (“ACMPR”).

In January 2017, the Issuer began sales of clones using the Clone Shipper packaging.

On March 16, 2017, the Issuer announced that it entered into a Capital Commitment Agreement with GEM Global Yield Fund LLC SCS (“**GEM**”) for a \$10 million capital commitment from GEM to invest into THC. Proceeds raised from the investment will be used for working capital and general corporate purposes, and in particular, to close the Clone Shipper acquisition.

On May 8, 2017, the acquisition of Clone Shipper was completed and \$500,000 of the GEM facility was used to complete the transaction.

The Issuer announced on June 22, 2017 that they received an order to export dried marijuana to Germany. THC has initiated the process to meet the regulatory requirements to export to the European Union.

On July 21, 2017, the Issuer entered into a capital commitment from Alumina Partners (Ontario) Ltd. (“**Alumina**”) for up to \$12,000,000.

On August 24, 2017, the Issuer announced that Health Canada amended the license again to allow the sale of dried marijuana to registered patients under the ACMPR.

On September 1, 2017, the Issuer signed a Secondary Site License Agreement (“**Agreement**”) with Canadian Biotechnology and Development Services Ltd. (“**CBD**”). The Agreement provides for the Issuer to apply to Health Canada for a second site license, the location to be determined by CBD, and the use of the Issuer’s laboratory facilities to conduct experiments in accordance with the ACMPR and the Issuer’s current licensing. CBD will pay the Issuer a total of \$250,000 of which \$130,000 is to be paid up front, and an additional \$20,000 per month commencing October 1, 2017 to and including March 1, 2018.

On November 1, 2017, the Issuer completed the acquisition of two additional units to add to its existing facilities in Kelowna, British Columbia. The total purchase price of the two units was \$485,000 in an arm’s-length transaction. \$185,000 was paid in cash and a \$300,000 mortgage was obtained by the Company. An agent’s fee of \$10,000 per unit was paid to an arm’s length party. These additional units add 4,000 square feet to the Issuer’s facility. This acquisition increases the Issuer’s footprint to 20,000 square feet of owned and rented premises.

On November 20, 2017, the Issuer announced the creation of THC2GO Dispensaries Ltd., a wholly-owned subsidiary. The Issuer has begun the application process to become a cannabis retailer in Manitoba and intends to apply for retail outlets in each Canadian province that permits private cannabis outlets.

The Issuer aims to become a leader in the industry by producing a product of high quality and reliable quantity. The Issuer expects to be selling its medical marijuana product and earning revenues by concentrating on:

1. Target market: the Issuer intends to sell its products and services, including medical marijuana, to other Licensed Producers, patients, and physicians;
2. Marketing and branding: the Issuer will develop recognition of its brand and quality through a high quality web presence and participation in industry events. The Issuer has developed the website [www.thcbiomed.com](http://www.thcbiomed.com). The Issuer intends to comply with all advertising prohibitions and marketing restrictions of the Food and Drug Act, the Narcotic Control Regulations, and the ACMPR;
3. Personnel: the Issuer intends to engage new professionals as required for its board of directors, sales and marketing to fulfill the Issuer’s current business objectives, and to prepare the Issuer for changes and developing opportunities in the industry; and
4. Monitoring and development of growing plan: the Issuer intends to continuously monitor and attempt to maximize the quantity and quality of its medical marijuana products. The Issuer further intends to continue to develop technologies, products, and services that will assist the Issuer and

other Licensed Producers to grow the best product possible, in sufficient quantity, and for reasonable costs.

#### Significant Acquisitions and Dispositions

The Issuer acquired 100% of certain assets of Clone Shipper, a US based company specializing in packaging products used to transport live plants for the purchase price of USD \$1,000,000.

#### Trends, Commitments, Events or Uncertainties

We do not know of any other trends, commitments, events or uncertainties that are expected to materially affect our business, financial condition or results of operations other than as disclosed in "Section 3, General Development of the Business" and "Section 17, Risk Factors" herein.

### **4. Narrative Description of the Business**

We are a Licensed Producer under the Access to Cannabis for Medical Purposes ("ACMPR") and are licensed to cultivate, produce and sell cannabis for medical purposes in dried form, fresh or oil and as starting materials, meaning plants. Our business objectives for the next twelve months are as follows:

#### Principal Products and Services

The Issuer is offering or developing the following products and services:

#### Sale of Cannabis for Medical Purposes

##### **Plants**

THC BioMed offers marijuana plants to legally authorized patients under the ACMPR. These marijuana plants are known as clones and are to be used as starting materials.

We have priced our starting material ("**Clones**") at \$20 per Clone, plus packaging and shipping. THC currently has 29 strains in stock. Please visit [thcbiomed.com](http://thcbiomed.com) for information and ordering.

##### **Seeds**

The Company has set the foundation for the development of Seeds R Us, to focus on establishing a national supply chain for cannabis genetics. The Company is in possession of a diverse selection of seeds imported from Holland. The imported genetics include high CBD and high THC producing strains. Profiling for both genotypes and phenotypes for each of the 29 strains is currently underway.

#### Consulting Services for Aspiring Licensed Producers and Licensed Producers

The Issuer offers its services to guide aspiring Licensed Producers through the preliminary and enhanced screening application process:

- Consulting – finding solutions to ACMPR related questions by:
  - Application Review – Prior to initial submission to guarantee accurate completion, with the aim of the efficient advancement of the client's application through the Health Canada process

- Standard Operating Procedures – Basic development of unique Standard Operating Procedures (SOPs) to mandate systems and measures for the whole operation in compliance with the Access to Cannabis for Medicinal Purposes Regulations (ACMPR)
- Acting Liaison – Communicating, in the place of the applicant, on a continuous basis with Health Canada and the Office of Controlled Substances

Training Program for Licensed Producer candidates in the final stages of the application process

Once a client has obtained security clearance from Health Canada, he or she may enroll in the Issuer's training program; either in-house or at the client's facility. The Issuer's training program covers all aspects of applicable regulatory compliance standards, in preparation for a pre-licensing inspection. In addition, the Issuer will visit the client's facility to scrutinize the environments and confirm that everything necessary has been implemented to achieve compliance. Where necessary, the Issuer will provide alternatives or solutions to existing deficiencies.

- Consulting – finding solutions to ACMPR related questions by:
  - Acting Liaison – If the client wishes it, the Issuer can continue to communicate with Health Canada and the Office of Controlled Substances on behalf of the client during this stage of the process.
  - Standard Operating Procedures – Further development of unique Standard Operating Procedures (SOPs) to mandate systems and measures for the whole operation, that comply with the Access to Cannabis for Medicinal Purposes Regulations (ACMPR)
  - Inspection/Audit Representative – Presence during a pre-licensing inspection or audit allowing the client to have someone readily available to address questions and concerns, advise on issues and provide solutions
  - Personnel Training – Training employees on Standard Operating Procedures (SOPs) and record keeping that have been integrated to govern production processes in entirety
- Quality Assurance Training – The Issuer can provide training in Quality Assurance protocols, Good Production Practices (GPP) for production, packaging, labelling and storage, Hazard Analysis and Critical Control Point (HACCP).
- Horticulture Training – The Issuer can provide education in botany basics, plant identification, soil science and nursery techniques to streamline the client's growth model from germination to harvest
- Simulated Inspections – Preparations for pre-licensing inspections by Health Canada. Providing a solution to reduce potential hazards, identifying critical control points, implementing measures to prevent any potential for contamination
- Record Keeping / Documenting – Providing an efficient and meticulous way to track and document all aspects of production, packaging, labelling and storage, while achieving regulatory compliance

- Physical Security Plans – Advice on choosing and implementing an appropriate security monitoring system to conform to Access to Cannabis for Medicinal Purposes Regulations (ACMPR) requirements

#### Assisting Authorized Licensed Producers

The Issuer also offers assistance to clients with the graduated licensing process in the following key areas:

- Quality Assurance Training – a more robust and in depth training, to ensure Good Production Practices (GPP) and Hazard Analysis and Critical Control Point (HACCP), are meeting the requirements outlined in the Access to Cannabis for Medicinal Purposes Regulations (ACMPR)
- Horticultural Training – assisting clients in achieving optimal growth and streamlining your production goals to ensure that the first batch of finished product meet Good Production Practices (GPP) requirements. This may include education in botany basics, plant id, soil science and nursery techniques, if desired
- Record Keeping / Documenting – reviewing the client’s current methods of record keeping / documenting to confirm that they are compliant with Access to Cannabis for Medicinal Purposes Regulations (ACMPR)

In addition to the above listed services, authorized Licensed Producers can also benefit from the Issuer’s assistance with:

- *Analytical Services* – a comprehensive spectrum of product testing is available to verify that the client’s finished product meets or exceeds the quality control requirements (microbial and chemical) before it is available for sale.
- *Research & Development*

#### Research and Development

Our license allows THC BioMed scientists to do in-house analytical testing. This will allow us to conduct testing for research and development purposes.

#### Marketing Strategy

We intend to obtain clients for our Licensed Producer business, by providing information to the public in accordance with all applicable laws and regulations. The Issuer hosts a website at [www.thcbiomed.com](http://www.thcbiomed.com) to provide a user-friendly and attractive interface for Licensed Producers to learn about and contact the Issuer. We intend to generate traffic to our website and interest in our products and services through content marketing, search engines and community outreach. We also intend on engaging in trade marketing to promote new products and connect with distributors and retailers in the industry.

To obtain clients for its consulting services, the Issuer has been in contact with several groups who intend to make ACMPR License applications. The Issuer believes that its experience and approach to the process of applying for an ACMPR License will be of great use and savings of time and money to aspiring ACMPR Licensed Producers. The Issuer also intends to provide a description of its consulting services in this regard on its website.

The goal of the marketing plan is to make the Issuer’s medical marihuana, technologies, supplies and services for Licensed Producers known by Licensed Producers across Canada and connect the Issuer’s

brand with high quality products in the minds of its target market. In order to achieve its marketing goals, the Issuer is prepared to engage additional employees or consultants to carry out the job of marketing and sales as well as to prepare and present marketing, trade show and general educational and informational presentations.

#### Distribution Plan

Distribution of the Issuer's products and services will be determined pursuant to the needs of the customers and the practicalities relating to the particular product or service. The medical marijuana will be distributed in strict accordance with all applicable laws and regulations.

#### Business Objectives

On July 31, 2017, our working capital deficiency was \$3,881,358. During the year ended July 31, 2017, the Issuer secured two capital commitments: the first for \$10 million with GEM and the second for \$12 million with Alumina. We intend to use the funds for general operating capital and the expansion of our facilities. In the event that we need additional cash and that cash is not obtained through revenues, then we will attempt to raise additional funds through our Capital Commitment Agreements. The following disclosure is based upon our ability to raise additional funds which may not be possible if market conditions are not favourable. We may reallocate funds for sound business reasons.

We aim to accomplish the following business objectives in the forthcoming twelve month period:

<b>Business Objective</b>	<b>Completion Date</b>	<b>Allocation of Funds</b>
Expand Facilities	Ongoing	\$10,000,000
Open Retail Outlets	As soon as regulations allow	\$4,000,000

On July 31, 2017, our working capital deficiency was \$3,881,358. During the year ended July 31, 2017, the company secured two capital commitments: the first with GEM and the second with Alumina. In the event that we do not raise additional funds, we will allocate our current working capital towards the following principal purposes for the next twelve months:

<b>Expenses for Next Twelve Months</b>	<b>Amount (\$)</b>
Expansion of Facilities	10,000,000
Open Retail Outlets	4,000,000
General Working Capital	4,000,000
<b>Total</b>	<b>18,000,000</b>

#### Revenues

In the year ended July 31, 2016, we did not receive any revenues from our principal products or services. In the year ended July 31, 2017, we received revenues from our principal products or services of \$59,876.

The revenue model will differ from item to item. The Issuer intends to establish competitive prices and arrangements for the provision of services to ACMPR Licensed Producers. Those prices and arrangements have not yet been established.

#### Specialized Skill and Knowledge

See "Narrative Description of the Business".

#### Intellectual Property

The Issuer intends to develop intellectual property through the development of its products and services.

The Issuer intends to protect its intellectual property through patents and patents pending where such protection is determined to be advisable and commercially reasonable by the Issuer's management.

#### Employees

At the end of the most recent financial year end, we had sixteen employees, being employees, executive officers and management of the Company as well as the consultants preparing the medical marihuana research and development facility. In due course, the Issuer plans to engage additional employees or consultants in the areas of product and service development.

#### Risks Associated with Foreign Operations

Not Applicable.

#### No Bankruptcy or Similar Proceedings

The Issuer has not had any bankruptcies or similar proceedings.

#### Environmental or Social Policies

We have not implemented any social or environmental policies that are fundamental to our operations.

#### Competition

The following Licensed Producers are the Issuer's direct competition, as authorized Licensed Producers of dried and fresh marihuana and cannabis oil for medical purposes:

Licensed producer	Province / Territory	Licence type (plants/dried)	Licence type (fresh/oil)
7 Acres	ON	Cultivation and Sale	N/A
Abba Medix Corp.	ON	Cultivation	N/A
ABcann Medicinals Inc.	ON	Cultivation and Sale	N/A
A B Laboratories	ON	Cultivation	N/A
Acreage Pharms Ltd.	AB	Cultivation	N/A
Aero Farms Canada	ON	Cultivation	N/A
Agrima Botanicals Corp.	BC	Cultivation	Prouction
Agripharm Corp.	ON	Cultivation and Sale	Production and Sale
Agro-Greens Natural Products Ltd.	SK	Cultivation	Production
Aphria	ON	Cultivation and Sale	Production and Sale
Aurora Cannabis Enterprises Inc.	AB	Cultivation and Sale	Production and Sale
Aurora Cannabis Enterprises Inc. (2 <sup>nd</sup> Site)	QC	Cultivation	N/A
Bedrocan Canada Inc.	ON	Sale	N/A
Bedrocan Canada Inc. (2 <sup>nd</sup> Site)	ON	Cultivation and Sale	Production and Sale
Beleave Kannabis Corp.	ON	Cultivation	N/A
Bloomera Inc.	ON	Cultivation	N/A
Bonify Medical Cannabis	MB	Cultivation	N/A
Breathing Green Solutions Inc.	NS	Cultivation	N/A
Broken Coast Cannabis Ltd.	BC	Cultivation and Sale	Production and Sale
Canada's Island Garden Inc.	PEI	Cultivation and Sale	N/A
Canna Farms Ltd.	BC	Cultivation and Sale	Production and Sale
CanniMed Ltd.	SK	Sale	Sale
CannTrust Inc.	ON	Cultivation and Sale	Production and Sale
CannTrust Inc. (2 <sup>nd</sup> Site)	ON	Cultivation	Production
Canveda Inc.	ON	Cultivation	N/A
DelShen Therapeutics Corp.	ON	Cultivation	N/A
Delta 9 Bio-Tech Inc.	MB	Cultivation and Sale	N/A

Licensed producer	Province / Territory	Licence type (plants/dried)	Licence type (fresh/oil)
Emblem Cannabis Corp.	ON	Cultivation and Sale	Production and Sale
Emerald Health Botanicals Inc.	BC	Cultivation and Sale	Production and Sale
Emerald Health Botanicals Inc. (2 <sup>nd</sup> Site)	BC	Sale	Sale
Evergreen Medicinal Supply Inc.	BC	Cultivation	Production
Experion Biotechnologies Inc.	BC	Cultivation	N/A
FV Pharma Inc.	ON	Cultivation	N/A
Green Relief Inc.	ON	Cultivation and Sale	N/A
GrenEx Pharms Inc.	AB	Cultivation	N/A
Hydrophothecary	QC	Cultivation and Sale	Production and Sale
HydRx Farms Ltd.	ON	Cultivation	N/A
Indiva Inc.	ON	Cultivation	N/A
International Herbs Medical Marijuana Ltd.	BC	Cultivation	N/A
International Herbs Medical Marijuana Ltd. (2 <sup>nd</sup> Site)	NB	Cultivation	N/A
James E. Wagner Cultivation Ltd.	ON	Cultivation	N/A
MariCann Inc.	ON	Cultivation and Sale	Production and Sale
MariCann Inc. (2 <sup>nd</sup> Site)	ON	Sale	Sale
MedReleaf Corp.	ON	Cultivation and Sale	Production and Sale
MedReleaf Corp. (2 <sup>nd</sup> Site)	ON	Cultivation and Sale	N/A
Mettrum (Bennett North) Ltd.	ON	Cultivation and Sale	Production and Sale
Mettrum Ltd.	ON	Cultivation and Sale	Production and Sale
Natura Naturals Inc.	ON	Cultivation	N/A
Natural Med Company	ON	Cultivation	N/A
Northern Lights Marijuana Company Ltd.	BC	Cultivation	N/A
Original BC Ltd.	BC	Cultivation and Sale	N/A
OrganiGram Inc.	NB	Cultivation and Sale	Production and Sale
Peace Naturals Project Inc.	ON	Cultivation and Sale	Production and Sale
Potanicals Green Growers Inc.	BC	Cultivation	N/A
Prairie Plant Systems Inc.	SK	Cultivation	Production
Quality Green Inc.	ON	Cultivation	N/A
RedeCan Pharm	ON	Cultivation and Sale	N/A
RedeCan Pharm (2 <sup>nd</sup> Site)	ON	Cultivation	Production
RockGarden Medicinals (2014) Inc.	ON	Cultivation	N/A
rTrees Producers Limited	SK	Cultivation	N/A
Solace Health Inc.	ON	Cultivation	N/A
Sundial Drowers Inc.	AB	Cultivation	N/A
Tantalus Labs Ltd.	BC	Cultivation	N/A
The Green Organic Dutchman Ltd.	ON	Cultivation and Sale	N/A
Tilray	BC	Cultivation and Sale	Production and Sale
Tweed Farms Inc.	ON	Cultivation and Sale	N/A
Tweed Inc.	ON	Cultivation and Sale	Production and Sale
United Greeneries Inc.	BC	Cultivation and Sale	N/A
UP Cannabis Inc.	ON	Cultivation	Production
We Grow BC Ltd.	BC	Cultivation	N/A
WeedMD	ON	Cultivation and Sale	Production

Licensed producer	Province / Territory	Licence type (plants/dried)	Licence type (fresh/oil)
Whistler Medical Marijuana Corp.	BC	Cultivation and Sale	Production and Sale
WILL Cannabis Group	ON	Cultivation	N/A

#### Trends, Commitments, Events or Uncertainties

We do not know of any other trends, commitments, events or uncertainties that are expected to materially affect our business, financial condition or results of operations other than as disclosed in “Section 3, General Development of the Business” and “Section 17, Risk Factors” herein.

## 5. Selected Consolidated Financial Information

### Annual Information

Our fiscal year end is July 31<sup>st</sup>. The following information for the financial years ended July 31, 2017 and 2016 is extracted from our audited consolidated financial statements and should be read in conjunction with those statements. The audited consolidated financial statements for the financial years ended July 31, 2017 and 2016 are incorporated by reference into this Annual Listing Statement. These financial statements have been posted on the Issuer’s profile and are also available for viewing with the Issuer’s other public disclosure documents at the SEDAR website ([www.sedar.com](http://www.sedar.com)).

The following information should be read in conjunction with the referenced financial statements and the notes thereto.

### **Selected Annual Information**

(Information extracted from the Issuer’s audited consolidated financial statements)

	Year ended July 31, 2017 (audited) (\$)	Year ended July 31, 2016 (audited) (\$)
Total revenue	59,876	0
Total expenses	1,569,395	1,034,335
Other Income	904,652	497,995
Loss from operations	604,867	536,340
Basic and diluted earnings (loss) per share	(0.01)	(0.01)
Dividends	0.00	0.00
Total assets	6,963,292	1,600,973
Total liabilities	4,983,997	1,250,306
Total long term liabilities	375,250	404,668

### Dividends

Dividends can be declared by our Board when deemed appropriate from time to time. To date, we have not declared any dividends on our Common Shares and it is unlikely that we will pay dividends in the foreseeable future. We are in the start-up phase and we intend to retain our earnings, if any, to finance the development and growth of our business. The payment of dividends in the future will depend on our earnings and financial condition and such other factors as our Board may consider appropriate.

### Foreign GAAP

Not applicable.

## 6. Management's Discussion and Analysis

Please see the management's discussion and analysis for the years ended July 31, 2017 and 2016, a copy of which can be found on SEDAR website ([www.sedar.com](http://www.sedar.com)).

## 7. Market for Securities

The Common Shares are listed on the Exchange under the trading symbol "THC" and on the OTCQB under the trading symbol "THCBF".

## 8. Consolidated Capitalization

There has been no material change in our share and loan capital since the date of the consolidated financial statements of our most recently completed financial year ended July 31, 2017.

## 9. Options to Purchase Securities

Our Board adopted an incentive stock option plan (the "**Plan**"), dated for reference February 10, 2015. The exercise price of each stock option is based on the market price of our Common Shares at the date of the grant, subject to a minimum price of \$0.10. The Plan contains limits with respect to how many stock options individuals and consultants can receive, as well as limits on the amounts of stock options that may be granted for investor relations activities. The Plan does not specify a maximum amount of stock options that can be granted under the Plan.

As of the date of this Annual Listing Statement, there are 4,138,750 outstanding options (the "**Outstanding Options**") to purchase Common Shares held by employees of the Company.

The Outstanding Options were granted on July 25, 2017, and expire on July 25, 2019. The Outstanding Options vested in accordance with the following schedule:

- (a) 10% vested on the grant date;
- (b) 15% vested 3 months after the grant date;
- (c) 25% vested 6 months after the grant date;
- (d) 25% vested 8 months after the grant date; and
- (e) the remaining 25% vested 12 months from the grant date.

## 10. Description of the Securities

### Common Shares.

Our authorized capital consists of an unlimited number of Common Shares, of which 110,821,731 are issued and outstanding as at the date of this Annual Listing Statement. Holders of our Common Shares are entitled to vote at all meetings of our common shareholders declared by our directors and may participate rateably in any distribution of our property or assets upon the liquidation, winding-up or other dissolution of the company.

### Warrants

As of the date of this Annual Listing Statement, The Issuer currently has the following warrants outstanding in its authorized capital.

Number of Warrants Issued	Exercise Price	Date of Issuance	Date of Expiry
483,870	\$0.3875	August 9, 2017	August 9, 2020
6,635,000	\$1.20	October 12, 2017	March 13, 2022

403,226	\$0.96	October 2, 2017	October 2, 2020
359,196	\$1.0875	October 5, 2017	October 5, 2020
355,115	\$1.10	October 12, 2017	October 12, 2020
333,333	\$0.94	October 20, 2017	October 20, 2020
333,333	\$0.94	October 23, 2017	October 23, 2020
362,318	\$0.8625	October 31, 2017	October 31, 2020
513,698	\$0.9125	November 8, 2017	November 8, 2020
666,666	\$0.9375	November 14, 2017	November 14, 2020
1,488,095	\$1.05	November 22, 2017	November 22, 2020
<b>11,933,850</b>			

### Options

Pursuant to the Issuer's stock option plan and as of the date of this Annual Listing Statement, there are a total of 4,138,750 outstanding stock options that were granted to our employees for the purchase of up to an aggregate of 4,138,750 common shares at an exercise price of \$0.385 per share, expiring July 25, 2019.

### Debt Securities or other securities

We do not have any debt securities or other securities listed on the Exchange.

### Modification of Terms

Subject to the BCBCA, our directors may, by special resolution, create special rights or restrictions for and attach those special rights or restrictions to, or vary or delete any special rights or restrictions attached to, the shares of any class or series of shares, whether or not any or all of those shares have been issued, and alter our Notice of Articles and Articles accordingly.

### Other Attributes

We may, if authorized by our directors, purchase, redeem or otherwise acquire any of our issued and outstanding Common Shares at such price and upon such terms as determined by resolutions of our directors.

### Prior Sales

The following issuances were issued by the Issuer during the 12 months prior to the date of this Annual Listing Statement:

<b>Date of Issuance</b>	<b>Description of Securities Issued</b>	<b>Price per Security Issued</b>	<b>Purpose of Issuance</b>
June 22, 2017	133,172 common shares	Deemed price of \$0.44	Issued pursuant to debt settlement

<b>Date of Issuance</b>	<b>Description of Securities Issued</b>	<b>Price per Security Issued</b>	<b>Purpose of Issuance</b>
August 9, 2017	483,870 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.3875 per share for a period of 36 months from the date of issuance.	\$0.31 per unit for gross proceeds of \$150,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 2, 2017	403,226 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.96 per share for a period of 36 months from the date of issuance.	\$0.62 per unit for gross proceeds of \$250,000.12	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 5, 2017	359,196 Units consisting of one common share and one share purchase warrant exercisable at a price of \$1.0875 per share for a period of 36 months from the date of issuance.	\$0.696 per Unit for gross proceeds of \$250,000.54	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 12, 2017	355,115 Units consisting of one common share and one share purchase warrant exercisable at a price of \$1.10 per share for a period of 36 months from the date of issuance.	\$0.704 per unit for gross proceeds of \$250,000.96	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 12, 2017	1,430,000 Units consisting of one common share and one share purchase warrant exercisable at a price of \$1.20 per share until March 13, 2022. 5,205,000 broker's warrants to acquire one share common share exercisable at a price of \$1.20 per share until March 13, 2022.	\$0.5873940559 for gross proceeds of \$839,974	Private Placement pursuant to capital commitment agreement among THC, GEM and GEM Investments America, LLC date March 13, 2017
October 20, 2017	333,333 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.94 per share for a period of 36 months from the date of issuance.	\$0.60 per unit for gross proceeds of \$200,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 23, 2017	333,333 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.94 per share for a period of 36 months from the date of issuance.	\$0.60 per unit for gross proceeds of \$200,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
October 31, 2017	362,318 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.8625 per share for a period of 36 months from the date of issuance.	\$0.552 per unit for gross proceeds of \$200,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
November 8, 2017	513,698 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.9125 per share for a period of 36 months from the date of issuance.	\$0.584 per unit for gross proceeds of \$300,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017

Date of Issuance	Description of Securities Issued	Price per Security Issued	Purpose of Issuance
November 14, 2017	666,666 Units consisting of one common share and one share purchase warrant exercisable at a price of \$0.9375 per share for a period of 36 months from the date of issuance.	\$0.60 per unit for gross proceeds of \$400,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017
November 23, 2017	1,488,095 Units consisting of one common share and one share purchase warrant exercisable at a price of \$1.05 per share for a period of 36 months from the date of issuance.	\$0.672 per unit for gross proceeds of \$1,000,000	Private Placement pursuant to investment agreement among THC and Alumina dated July 21, 2017

### Stock Exchange Prices

Period	High	Low	Trading Volume # of Common Shares
<b>2017</b>			
November 1 – date of Annual Listing Statement	\$0.94	\$0.70	19,701,970
October	\$1.03	\$0.69	20,177,600
September	\$0.81	\$0.46	13,069,390
August	\$0.82	\$0.295	24,143,930
July	\$0.41	\$0.35	3,784,130
June	\$0.55	\$0.385	4,588,220
May	\$0.70	\$0.50	7,015,660
April	\$0.84	\$0.53	11,635,610
March	\$0.87	\$0.74	5,386,260
February	\$1.00	\$0.73	9,369,900
January	\$0.99	\$0.71	7,267,580

## 11. Escrowed Securities

The following table sets out the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, under stock restriction agreements between the Issuer and certain shareholders (“Restriction Agreements”).

Designation of class held under Restriction Agreement	Number of Common Shares Restricted	Percentage of Class <sup>(1)</sup>
Directors and Officers	13,514,458	12.2%
Control Persons	-	-
Total	13,514,458	12.2%

<sup>(1)</sup> Based on a total of 110,821,731 issued and outstanding common shares of the Issuer.

The shareholders under Restriction Agreements have agreed that they will not transfer or otherwise dispose of their Common Shares without the Issuer's prior written consent, except that such restriction will not apply to proportions of the shares vesting as follows:

Vesting Date	Proportion of Vested Shares
On the Listing Date	1/10 of the Common Shares held by the person
6 months after the Listing Date	1/6 of the remainder of the Common Shares held by the person
12 months after the Listing Date	1/5 of the remainder of the Common Shares held by the person
18 months after the Listing Date	1/4 of the remainder of the Common Shares held by the person
24 months after the Listing Date	1/3 of the remainder of the Common Shares held by the person
30 months after the Listing Date	1/2 of the remainder of the Common Shares held by the person
36 months after the Listing Date	The remainder of the Common Shares held by the person

provided however that such restrictions will not apply to a transfer of the Common Shares:

- (a) to any of our directors, officers, employees or consultants;
- (b) to us, pursuant to a redemption initiated by us;
- (c) during the shareholder's lifetime or on the Shareholder's death by will or intestacy to the shareholder's beneficiaries or a trust for the benefit of the shareholder's beneficiaries (for purposes of this stock restriction agreement, "beneficiary" means the shareholder and the immediate family of the shareholder, including any relation by blood, marriage or adoption and no remote than a first cousin); or
- (d) if the shareholder is an entity, a transfer made as a distribution solely to a member, partner, or stockholder of such shareholder.

so long as the transferee executes a joinder to the stock restriction agreement and any other agreements reasonably required us, pursuant to which such transferee(s) agree to be bound by the terms and conditions of the stock restriction agreement.

## 12. Principal Shareholders

The following table provides information regarding our principal shareholders as of the date of this Annual Listing Statement:

Name	Number and Percentage of Shares Beneficially Owned or Controlled <sup>(1)</sup>	Number of Convertible or Exchangeable Securities Outstanding <sup>(2)</sup>	Total Ownership on an Undiluted Basis <sup>(1)</sup>	Total Ownership on a Fully-diluted Basis <sup>(2)</sup>
John Miller	20,807,867	1,824,712	18.7%	17.8%
Hee Jung Chun	18,144,368	500,000	16.4%	14.7%

<sup>(1)</sup> Based on 110,821,731 Common Shares issued and outstanding as of the date of this Annual Listing Statement.

<sup>(2)</sup> Based on 126,894,331 Common Shares on a fully-diluted basis as of the date of this Annual Listing Statement.

### 13. Directors and Officers

The following table sets out details with respect to the current directors and executive officers of the Issuer:

Name, Municipality of Residence, Age, Position(s) with the Issuer and percentage of time devoted to the affairs of the Issuer	Principal Occupation, Business or Employment for Last Five Years	Position Held Since <sup>(1)</sup>	Number of Common Shares Owned	Percentage of Class (%) <sup>(2)</sup>
<p><b>John Miller</b> Kelowna, BC</p> <p><i>Director and CEO</i></p> <p>Age: 50</p> <p>Percentage of time devoted to the affairs of the Company: 100%</p>	<p>Director and Officer of the Company since June 3, 2014; previously director and officer of THC Meds Inc. and director and officer of THC BioMeds Ltd. since August, 2012</p>	<p>January 14, 2015</p>	<p>20,807,867</p>	<p>18.7%</p>
<p><b>Hee Jung Chun</b> Kelowna, BC</p> <p><i>Director and CFO</i></p> <p>Age: 41</p> <p>Percentage of time devoted to the affairs of the Issuer: 100%</p>	<p>Director and officer of the Company since June 3, 2014; previously director and officer of THC Meds Inc. and director and officer of THC BioMeds Ltd. since August, 2012.</p>	<p>January 14, 2015</p>	<p>18,144,368</p>	<p>16.4%</p>
<p><b>George Smitherman</b> Toronto, ON</p> <p><i>Director</i></p> <p>Age: 48</p> <p>Percentage of time devoted to the affairs of the Issuer: minimal</p>	<p>Since his unplanned exit from politics in 2010 George has been focused on building businesses and supporting his growing family. As a founder of three companies and a Director of several public companies George works to leverage his public experience and sectoral knowledge. George has served in senior roles at all three levels of government in a career spanning 30 years. George is sought after as a speaker and commentator on a wide array of public policy matters and called upon to lend support to various community initiatives.</p>	<p>January 14, 2015</p>	<p>Nil</p>	<p>Nil</p>
<p><b>Ashish Dave</b> Kelowna, BC</p> <p><i>Director</i></p> <p>Age: 49</p> <p>Percentage of time devoted to the affairs of the Issuer: minimal</p>	<p>Dr. Dave is a scientist who has previously consulted for the Company prior to being appointed as a director June 13, 2017. Dr. Dave has a PhD in plant tissue culture and a Master's Degree in botany. Dr. Dave has been President and CEO with FloraMaxx Technologies Ltd. since February of 2015 in addition to being in charge of research and development at Kalala Organic Estate Winery in West Kelowna, BC since September 2011.</p>	<p>June 13, 2017</p>	<p>Nil</p>	<p>Nil</p>

<sup>(1)</sup> Term of office expires upon holding the annual general meeting.

<sup>(2)</sup> Based on 110,821,731 Common Shares issued and outstanding as of the date of this Annual Listing Statement.

## Audit Committee

On February 6, 2015, the Company adopted an audit committee charter and appointed members of the audit committee.

As of the date of this Annual Listing Statement, the following directors are the members of the Audit Committee, all of whom are Financially Literate:

<b>Name</b>	<b>Independence</b>	<b>Financial Literacy</b>
Ashish Dave	Independent	Financially Literate
John Miller <sup>(1)</sup>	Not Independent	Financially Literate
George Smitherman	Independent	Financially Literate

(1) *Chair of the Audit Committee.*

## Penalties, Sanctions and Bankruptcy

Other than as disclosed below, none of the Issuer's directors, officers, insiders or promoters, nor a shareholder holding a sufficient number of the Issuer's securities to materially affect control, nor a personal holding company of any such persons has, within the past 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

- Hee Jung Chun, a director of the Issuer, filed for bankruptcy on June 11, 2010 and was discharged on March 12, 2011.

During the past 10 years, none of the Issuer's directors, officers, insiders, or promoters, or a shareholder holding a sufficient number of the Issuer's securities to materially affect control, was a director, officer, insider, or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

No director or officer of the Issuer or, to the Issuer's knowledge, shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

## Potential Conflicts

Our directors and officers are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and

therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

## 14. Capitalization

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% (non-diluted)	% (fully diluted)
<u>Public Float</u>				
Total Outstanding (A)	110,821,731	126,894,331	100	100
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	39,027,235	41,858,247	35	33
Total Public Float (A-B)	71,794,496	85,036,084	65	67
<u>Freely Tradable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	17,433,441	29,367,291	15	23
Total Tradable Float (A-C)	93,388,290	97,527,040	85	77

### *Public Securityholders (Beneficial)*

#### **Class of Security**

#### **Size of Holdings**

#### **Number of Holders**

#### **Total number of securities**

1 – 99 securities

---

100 – 499 securities

---

500 – 999 securities

---

1,000 – 1,999 securities

---

2,000 – 2,999 securities

---

3,000 – 3,999 securities

---

4,000 – 4,999 securities

---

5,000 or more securities

**Total**

**Unable to Confirm**

**83,696,065**

*Public Securityholders (Registered)*

**Class of Security**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	10	165
100 – 499 securities	3	817
500 – 999 securities	1	816
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	11	92,585,154
<b>Total</b>	<b>25</b>	<b>92,586,952</b>

*Non-Public Securityholders (Registered)*

**Class of Security**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	3	18,234,779
<b>Total</b>	<b>3</b>	<b>18,234,779</b>

## Convertible Securities

The following table summarizes the outstanding securities convertible into Common Shares in our authorized capital as of the date of this Annual Listing Statement:

Description of the Security (including conversion or exercise terms, including conversion or exercise price)	Number of Convertible or Exchangeable Securities Outstanding	Number of Common Shares Issuable Upon Conversion or Exercise
\$0.385 Options <sup>(1)</sup>	4,138,750	4,138,750
\$0.3875 Warrants <sup>(2)</sup>	483,870	483,870
\$1.20 Warrants <sup>(2)</sup>	6,635,000	6,635,000
\$0.96 Warrants <sup>(2)</sup>	403,226	403,226
\$1.0875 Warrants <sup>(2)</sup>	359,196	359,196
\$1.10 Warrants <sup>(2)</sup>	355,115	355,115
\$0.94 Warrants <sup>(2)</sup>	666,666	666,666
\$0.8625 Warrants <sup>(2)</sup>	362,318	362,318
\$0.9125 Warrants <sup>(2)</sup>	513,698	513,698
\$0.9375 Warrants <sup>(2)</sup>	666,666	666,666
\$1.05 Warrants <sup>(2)</sup>	1,488,095	1,488,095

<sup>(1)</sup> Each stock option was granted on July 25, 2017 and expires on July 25, 2019 (or earlier in accordance with the Plan). The options vested in accordance with the following schedule:

- a. 10% vested on the grant date;
- b. 15% vested 3 months after the grant date;
- c. 25% vested 6 months after the grant date;
- d. 25% vested 9 months after the grant date; and
- e. the remaining 25% vested 12 months from the grant date.

<sup>(2)</sup> Warrants are further described under "Section 10, Description of the Securities".

## 15. Executive Compensation

### Compensation Discussion and Analysis

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Issuer or any of its subsidiary, to each NEO and director of the Issuer, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Issuer for services provided and for services to be provided, directly or indirectly, to the Issuer or any of its subsidiaries:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jason Walsh, Former Chairman	2017 <sup>(1)</sup>	\$36,400	Nil	Nil	Nil	Nil	\$36,400
	2016 <sup>(2)</sup>	\$121,700					\$121,700
	2015 <sup>(3)</sup>	\$ 76,335					\$ 76,335
John Miller, President, CEO and Director	2017	\$97,600	Nil	Nil	Nil	\$15,265	\$112,865
	2016	\$ 62,400					\$ 62,400
	2015	\$ 99,990					\$ 99,990
Hee Jung Chun, CFO and Director	2017	\$68,161	Nil	Nil	Nil	\$15,265	\$83,426
	2016	\$ 62,400					\$ 62,400
	2015	\$ 64,990					\$ 64,990
Tracey St. Denis, Former CFO	2016 <sup>(4)</sup>	\$ 92,255	Nil	Nil	Nil	Nil	\$92,255
	2015	\$ Nil					\$ Nil
Geoff Watson, Former CFO	2016 <sup>(5)</sup>	\$ 12,000	Nil	Nil	Nil	Nil	\$ 12,000
	2015 <sup>(5)</sup>	\$ 19,742					\$ 19,742

- (1) Jason Walsh earned \$20,000 for consulting fees through BUA Capital Management Ltd. and \$16,400 for administrative fees through BUA Group Holdings Ltd.
- (2) Jason Walsh earned \$72,500 for consulting fees through BUA Capital Management Ltd. and \$49,200 for administrative fees through BUA Group Holdings Ltd.
- (3) Jason Walsh earned \$49,355 for consulting fees through BUA Capital Management Ltd. and \$26,980 for administrative fees through BUA Group Holdings Ltd.
- (4) Tracey St. Denis earned accounting fees through T. St. Denis, Inc.
- (5) Geoff Watson earned consulting fees through GRW Inc.

### Incentive Plan Awards

### Outstanding share-based awards and option-based awards

None

### Incentive plan awards – value vested or earned during the year

None

### ***Pension Plan Benefits***

We do not currently provide any pension plan benefits to our executive officers, directors, or employees.

### ***Employment Agreements and Termination and Change of Control Benefits***

There are no compensatory plans or arrangements with respect to the named executive officers resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of named executive officers' responsibilities following a Change of Control. We have not granted any termination or change of control benefits. In case of termination of named executive officers, common law and statutory law applies.

### ***Director Compensation***

The following are all amounts of compensation provided to our directors for our most recently completed financial year, other than our directors who are also NEO's as their compensation is fully reflected in the tables above:

Name	Fees earned (\$) <sup>(1)</sup>	Share-based awards (\$)	Option-based awards (\$)	Non-Equity Incentive Plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
George Smitherman	6,000	15,625	Nil	Nil	Nil	Nil	21,265
John Miller	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Hee Jung Chun	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ashish Dave	1,000	15,265	Nil	Nil	Nil	Nil	16,265

(6) *Effective August 1, 2016, director fees of \$500 per month are paid to John Miller, Hee Jung Chun, George Smitherman, and Ashish Dave*

### ***Outstanding share-based awards and option-based awards***

None

## **16. Indebtedness of Directors and Executive Officers**

Jason Walsh, former director of the Issuer, is currently indebted to the Issuer in the amount of \$70,748 with respect to various related party advances detailed in the financial statements for the year ended July 31, 2017.

## **17. Risk Factors**

The following are certain factors relating to our business which prospective investors should carefully consider before deciding whether to purchase Common Shares. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction

with, the detailed information appearing elsewhere in this Annual Listing Statement. Additional risk and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

### ***Products Under Development***

Many of the Issuer's potential products and services are currently under development and there can be no assurance that these development efforts will result in viable products and services in the form that the Issuer has conceived, or at all.

### ***Technology Risk***

Many of the Issuer's potential products and services are expected to be dependent upon technologies which are susceptible to rapid technological change. There can be no assurance that the Issuer's products and services will not be seriously affected by, or become obsolete as a result of such technological changes.

### ***No Operating History and No Assurance of Profitability***

The Issuer is a start-up company in its current line of business. The Issuer is still in the process of developing its products and services although it has entered the commercialization stage. The Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risks that it will be unable to establish a sustained market for its products and services, achieve its growth objectives or become profitable. The Issuer anticipates that it may take several years to achieve positive cash flow from operations. There can be no assurance that there will be consumer demand for the Issuer's products or services or that the Issuer will become profitable.

### ***Change in Law, Regulations and Guidelines***

The Issuer's business will be subject to particular laws, regulations, and guidelines. The production and distribution of medical marijuana is a highly regulated field, and although the Issuer intends to comply with all laws and regulations, there is no guarantee that the governing laws and regulations will not change.

### ***Availability of Seed Supply and Skilled Labour***

The Issuer's ability to commence and continue operations will be dependent on its ability to acquire starting materials. There is no guarantee that the Issuer will be able to acquire seeds from such sources. Further, the Issuer's ability to maintain operations will be dependent on access to skilled labour. There is no guarantee that the Issuer will be successful in maintaining its supply of skilled labour, and a failure to do so would limit the Issuer's ability to produce the predicted amounts of Product. This would have an adverse effect on the Issuer's operations and financial results.

### ***Negative Publicity or Consumer Perception***

The success of the medical marijuana industry may be significantly influenced by the public's perception of marijuana's medical applications. Medical marijuana is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to medical marijuana will be favourable. The medical marijuana industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical marijuana is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of medical marijuana may have a material adverse effect on operational results, consumer base and financial results.

### ***Transportation Risk***

As a business revolving mainly around the growth of an agricultural product, the ability to obtain speedy,

cost-effective and efficient transport services will be essential to the prolonged operations of the Issuer's business. If such transportation becomes unavailable for prolonged periods of time, there may be a material adverse effect on the Issuer's business, financial situation, and operations.

### ***Agricultural Operations Risk***

A portion of the Issuer's business will be the growth of medical marihuana, an agricultural product and the risks inherent with agricultural businesses will apply. Such risks may include disease and insect pests, among others. Although the Issuer expects to grow its medical marihuana in a climate controlled, monitored, indoor location, there is not guarantee that changes in outside weather and climate will not adversely affect production. Further, any rise in energy costs may have a material adverse effect on the Issuer's ability to produce medical marihuana.

### ***Competitive Risk***

Although the market for the Issuer's product does appear to be sizeable, the Issuer expects significant competition from other companies. A large number of companies appear to be applying to become ACMPR Licensed Producers, some of which may have significantly greater financial, technical, marketing and other resources, may be able to devote greater resources to the development, promotion, sale and support of their products and services, and may have more extensive customer bases and broader customer relationships.

Should the size of the medical marihuana market increase as projected, the demand for product will increase as well, and if the Issuer hopes to be competitive it will need to invest significantly in research and development, marketing, production expansion, new client identification, and client support. If the Issuer is not successful in achieving sufficient resources to invest in these areas, the Issuer's ability to compete in the market may be adversely affected, which could materially and adversely affect the Issuer's business, *its financial condition and operations*.

### ***Marketing and Promotional Risk***

The Issuer's future growth and profitability will depend on the effectiveness and efficiency of marketing and promotional costs, including the Issuer's ability to: (i) create brand recognition for our Products; (ii) determine appropriate marketing strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that marketing and promotional costs will result in revenues for the Issuer's business in the future, or will generate awareness of the Issuer's Products. In addition, no assurance can be given that the Issuer will be able to manage the Issuer's marketing and promotional costs on a cost-effective basis.

### ***Intellectual Property***

The Issuer intends to acquire patents, patents pending and other protections for its intellectual property where appropriate and commercially feasible. However, it cannot guarantee that such protection will be granted to the Issuer or that, if granted, such protection will be effective. Furthermore, the Issuer may not seek protection for certain intellectual property in cases where management determines that such protection is too costly in proportion to the potential benefit to the company.

### ***Financial Liquidity***

The Issuer has not yet generated sufficient revenue to exceed expenses and will likely operate at a loss as it grows its clientele and develops its products and services. The Issuer will require additional financing in order to execute its business plan.

The Issuer's ability to secure the financing it requires will depend in part upon on investor perception of the Issuer's ability to create a successful business. Capital market conditions and other factors beyond its control may also play important roles in its ability to raise capital. The Issuer cannot offer any assurance that it will be able to successfully obtain additional financing, or that future financing will be possible on terms satisfactory to the Issuer's management or shareholders. If the necessary funds are unavailable in

the future, the Issuer may be required to cease operating or modify its business plans in a manner that undermines the Issuer's ability to achieve its business objectives.

### ***Financial Statements Prepared on Going Concern Basis***

The Issuer's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Issuer's future operations are dependent upon the successful completion of financing and the creation of operations deemed successful according to the standards of the Issuer's industry. The Issuer cannot guarantee that it will be successful in obtaining financing in the future or in achieving business objectives set forth internally or externally. Its consolidated financial statements may not contain the adjustments relating to carrying values and classification of assets and/or liabilities that would be necessary should the Issuer be unable to continue as a going concern.

### ***Share Price Volatility and Speculative Nature of Share Ownership***

The Issuer seeks to be listed for trading on the CSE and a successful listing would result in many legacy shareholders being able to freely trade their shares. Factors both internal and external to the Issuer may significantly influence the price at which the Issuer's shares trade, and the volatility of the Issuer's share price. Quarterly operating results and material developments reported by the Issuer can, and likely will, influence the price of the shares. Sentiment toward medical marijuana stocks as well as toward the stock market in general, is among the many external factors that may have a significant impact on the price of the Issuer's shares. The Issuer is a new company in its industry and it is not generating revenue. It does not possess large cash reserves. As such, it should be considered a speculative investment. There is no guarantee that a liquid market will be developed or maintained for the Issuer's shares. You may lose your entire investment.

### ***Uninsured or Uninsurable Risk***

The Issuer may become subject to liability for risks against which it cannot insure or against which it may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Issuer's usual business activities. Payment of liabilities for which the Issuer does not carry insurance may have a material adverse effect on the Issuer's financial position and operations.

### ***Conflicts of Interest***

Certain of the Issuer's directors and officers are, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the technologies, products and services the Issuer intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Issuer's interests. In accordance with the BCBCA, directors who have a material interest in or who is a party to a material contract or a proposed material contract with the Issuer are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and officers are required to act honestly and in good faith with a view to the Issuer's best interests. However, in conflict of interest situations, the Issuer's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Issuer. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Issuer.

### ***Significant Ownership Interest of Management and Directors***

As of the date of this Listing Statement, the Issuer's officers and directors own approximately 30% of the issued and outstanding common shares on a fully diluted basis and hold a controlling interest as a group in the Issuer's common stock. See "Section 13, Directors and Officers" for further details. As a result, these individuals, jointly, could exercise substantial control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This

concentration of ownership limits the power to exercise control by minority shareholders.

### ***Key Personnel Risk***

The Issuer's success will depend on its directors and officers to develop its business and manage its operations, and on its ability to attract and retain key quality assurance, research and development, sales, public relations and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the Issuer's business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future, which may adversely impact the Issuer's operations.

### ***Building Construction Risk***

Since the Issuer has yet to build its second production facility nor complete the expansion of its current premises, there may be unforeseeable events which could cause an increase in the projected costs. Such an increase in costs may require the Issuer to re-allocate funds from other areas of its business, may require the Issuer to raise more funding than originally anticipated, and may delay the Issuer's ability to go into production. Such delay(s) may have a material adverse effect on the Issuer's business and its financial results.

### ***No Prospect of Dividends***

The Issuer has not paid dividends in the past and does not anticipate paying dividends in the near future. The Issuer expects to retain its earnings to finance further growth and, when appropriate, retire debt.

## **18. Promoter Consideration**

Other than as stated below, the Issuer has no promoters or investor relations representative and has not had such persons or activities for more than two years preceding the date of this Listing Statement. Directors and officers of the Issuer handle all queries from shareholders and potential shareholders.

## **19. Legal Proceedings**

A legal action begun by Jacob Securities Inc. (the "**Complainant**") in 2016 is ongoing. The Complainant claims that the Issuer is in breach of a settlement agreement dated September 10, 2015 (the "**Settlement Agreement**"). The Complainant alleges it is owed delivery of certain original share certificates from the company and possible damages. The Complainant alleges that pursuant to the Settlement Agreement, it was entitled to 4,660,000 common shares of the Issuer plus an additional 1,600,000 shares on the occurrence of certain events. The Complainant acknowledges it received from the Issuer and sold 1,165,000 shares but alleges at a later date that 3,495,000 of the remaining shares in its possession were represented by copies and not original share certificates. The Issuer filed a response to civil claim on November 25, 2016. The Issuer intends to vigorously defend itself from this lawsuit as it believes it has meritorious defences to this action. Although it is not possible to predict the outcome of the pending litigation, the Issuer believes that the action will not have a material adverse effect upon the results of operations, cash flow, or financial condition of the Issuer.

## **20. Interest of Management and Others in Material Transactions**

Other than as disclosed below, no director, executive officer or principal shareholder of us, or an associate or affiliate of a director, executive officer or principal shareholder of us, has any material interest, direct or indirect, in any transactions which has occurred since our incorporation, or in any proposed transaction that has materially affected or will materially affect us.

## 21. Auditors, Transfer Agents and Registrars

### **Auditor**

Our auditor is Wolrige Mahon LLP, Chartered Professional Accountants of 400 Burrard St., Vancouver, British Columbia, V6C 3B7.

### **Transfer Agent and Registrar**

Our registrar and transfer agent is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

## 22. Material Contracts

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer since the date of the Annual Listing Statement which are currently in effect and considered to be currently material:

Agreement	Parties	Date
Stock Restriction Agreements (described in Section 10)	the Issuer and Various Shareholders	January 14, 2015
Capital Commitment Agreement	The Issuer and GEM Global Yield Fund LLC SCS	March 13, 2017
Investment Agreement	The Issuer and Alumina Partners (Ontario) Ltd.	July 21, 2017

## 23. Interest of Experts

Our auditor is Wolrige Mahon LLP, Chartered Professional Accountants. Such auditor is independent in accordance with the auditor's code of professional conduct of the Chartered Professional Accountants of British Columbia. No person whose profession or business gives authority to a statement made by such person and who is named in this Annual Listing Statement has received or will receive a direct or indirect interest in our property. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of ours or our associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of us or of any of our associates or affiliates, or as a promoter of ours or an associate or affiliate of ours.

## 24. Other Material Facts

There are no material facts other than as disclosed therein.

## 25. Financial Statements

Consolidated financial statements of the Issuer for the years ended July 31, 2017 and 2016 and interim financial statements can be found on SEDAR website at [www.sedar.com](http://www.sedar.com).

## CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board, THC BioMed Intl Ltd. hereby approves filing of the abovementioned information on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to THC BioMed Intl Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Kelowna, British Columbia this 27<sup>th</sup> day of November, 2017.

*"John Miller"*

JOHN MILLER

Chief Executive Officer & Director

*"Hee Jung Chun"*

HEE JUNG CHUN

Chief Financial Officer & Director