

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **THC BioMed Intl Ltd.** (the "Issuer").

Trading Symbol: **THC**

Date: March 8, 2019

### 1. New Options Granted:

Date of Grant: March 8, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Director	Director	Yes	500,000	\$0.42	March 8, 2021	500,000
Director	Director	Yes	500,000	\$0.42	March 8, 2021	500,000
Director	Director	Yes	500,000	\$0.42	March 8, 2021	500,000
Director	Director	Yes	500,000	\$0.42	March 8, 2021	500,000
Consultant	Consultant	No	500,000	\$0.42	March 8, 2021	500,000
Employee	Employee	No	500,000	\$0.42	March 8, 2021	500,000
Employee	Employee	No	500,000	\$0.42	March 8, 2021	500,000
Employee	Employee	No	300,000	\$0.42	March 8, 2021	250,000
Employee	Employee	No	300,000	\$0.42	March 8, 2021	250,000
Employee	Employee	No	150,000	\$0.42	March 8, 2021	100,000
Employee	Employee	No	150,000	\$0.42	March 8, 2021	100,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000

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Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	100,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	100,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	200,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	100,000
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0
Employee	Employee	No	100,000	\$0.42	March 8, 2021	0

Total Number of optioned shares proposed for acceptance: **6,700,000.**

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## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Employee	187,500	\$0.385	July 25, 2017	July 25, 2019
Employee	187,500	\$0.385	July 25, 2017	July 25, 2019
Employee	56,250	\$0.385	July 25, 2017	July 25, 2019
Employee	375,000	\$0.385	July 25, 2017	July 25, 2019
Employee	18,750	\$0.385	July 25, 2017	July 25, 2019
Consultant	375,000	\$0.385	July 25, 2017	July 25, 2019
Employee	20,000	\$0.385	July 25, 2017	July 25, 2019
Director	400,000	\$0.385	July 25, 2017	July 25, 2019
Employee	56,250	\$0.385	July 25, 2017	July 25, 2019
Director	500,000	\$0.385	July 25, 2017	July 25, 2019
Director	500,000	\$0.385	July 25, 2017	July 25, 2019
Employee	500,000	\$0.385	July 25, 2017	July 25, 2019
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	100,000	\$1.10	June 4, 2018	June 4, 2020
Employee	250,000	\$0.89	September 25, 2018	September 25, 2020
Employee	250,000	\$0.89	September 25, 2018	September 25, 2020
Director	500,000	\$0.89	September 25, 2018	September 25, 2020
Employee	500,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020

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Consultant	500,000	\$0.89	September 25, 2018	September 25, 2020
Director	500,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Director	500,000	\$0.89	September 25, 2018	September 25, 2020
Director	500,000	\$0.89	September 25, 2018	September 25, 2020
Employee	500,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	75,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020
Employee	100,000	\$0.89	September 25, 2018	September 25, 2020

(1) Set out number of optioned shares for each grant with different terms.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

**January 14, 2015**

- (b) State the date of the news release announcing the grant of options.

**March 8, 2019**

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

**142,854,845**

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- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

**11.45%**

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

**Not applicable.**

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

**Not applicable.**

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

**None, other than what has been disclosed by the press release.**

#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated March 8, 2019.

John Miller  
Name of Director or Senior  
Officer

"John Miller"  
Signature

President, CEO, and Director  
Official Capacity