

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **THC**

Date: **February 12, 2021**

1. New Options Granted:

Date of Grant: **February 12, 2021**

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	150,000	\$0.215	Feb. 12, 2023	50,000
Director	Director	Yes	150,000	\$0.215	Feb. 12, 2023	0
Director	Director	Yes	500,000	\$0.215	Feb. 12, 2023	0
Director	Director	Yes	500,000	\$0.215	Feb. 12, 2023	0
Consultant	Consultant	No	150,000	\$0.215	Feb. 12, 2023	0
Consultant	Consultant	No	150,000	\$0.215	Feb. 12, 2023	0
Consultant	Consultant	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	500,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	0

Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	200,000	\$0.215	Feb. 12, 2023	50,000
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	50,000
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	50,000
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	50,000
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	50,000
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

					2023	
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	150,000	\$0.215	Feb. 12, 2023	0
Employee	Employee	No	100,000	\$0.215	Feb. 12, 2023	50,000
Contractor	Contractor	No	150,000	\$0.215	Feb. 12, 2023	0
Contractor	Contractor	No	50,000	\$0.215	Feb. 12, 2023	0

Total Number of optioned shares proposed for acceptance: **8,550,000**

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Employee	300,000	\$0.42	March 8, 2019	March 8, 2021
Employee	300,000	\$0.42	March 8, 2019	March 8, 2021
Employee	150,000	\$0.42	March 8, 2019	March 8, 2021
Employee	500,000	\$0.42	March 8, 2019	March 8, 2021
Consultant	500,000	\$0.42	March 8, 2019	March 8, 2021
Director	500,000 ⁽²⁾	\$0.42	March 8, 2019	March 8, 2021
Employee	150,000	\$0.42	March 8, 2019	March 8, 2021
Director	500,000 ⁽²⁾	\$0.42	March 8, 2019	March 8, 2021
Director	500,000 ⁽²⁾	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	100,000	\$0.42	March 8, 2019	March 8, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Consultant	50,000	\$0.15	December 12, 2019	December 12, 2021
Director	50,000	\$0.15	December 12, 2019	December 12, 2021
Director	50,000	\$0.15	December 12, 2019	December 12, 2021
Director	50,000	\$0.15	December 12, 2019	December 12, 2021

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Employee	50,000	\$0.15	December 12, 2019	December 12, 2021
Director	50,000	\$0.15	March 9, 2020	March 9, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022
Employee	50,000	\$0.15	May 26, 2020	May 26, 2022

(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.

February 25, 2020

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

February 12, 2021

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

163,426,056

- (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.

9.18%

- (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.

1,342,605

- (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 February 12, 2021

John Miller
Name of Director or Senior
Officer

"John Miller"
Signature

President, CEO, Director and
Corporate Secretary
Official Capacity