

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

THC BioMed Intl Ltd.	(the "Issuer").	THC
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Date: **January 7, 2022**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: **Not applicable**

Issued and Outstanding Securities of Issuer Prior to Issuance: **163,938,556**

Pricing

Date of news release announcing proposed issuance: **Not applicable** or

Date of confidential request for price protection: **January 4, 2022**

Closing Market Price on Day Preceding the news release: **Not applicable** or

Day preceding request for price protection: **\$0.08**

Closing

Number of securities to be issued: **1**

Issued and outstanding securities following issuance: **163,938,556**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	1	\$250,000	\$250,000
Total number of purchasers:	1		
Total dollar value of distribution in all jurisdictions:			\$250,000

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationships to Issuer (2)
Mosi-oa-tunya Investments Ltd. Kelowna, BC	1	N/A	\$0.08	NI 45-106 s. 2.24	1		Related Party

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

² John Miller owns 31,201,404 common shares, 500,000 options and 8,334,880 warrants, Hee Jung Chun owns 16,212,072 common shares and 500,000 options.

³The creditor company is owned by John Miller, President, CEO, director and controlling shareholder and Hee Jung Chun, CFO, director and controlling shareholder.

1. Total amount of funds to be raised: **\$250,000**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **The proceeds will be used by the Issuer for general working capital.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable.**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. **Not applicable.**
5. Description of securities to be issued:
 - (a) Class **Convertible Debentures**
 - (b) Number **1**
 - (c) Price per security **\$250,000**
 - (d) Voting rights **N/A**
6. Provide the following information if warrants, (options) or other convertible securities are to be issued: **Not applicable.**
 - (a) Number **Not Applicable.**
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) **Not Applicable.**
 - (c) Exercise price **Not Applicable.**
 - (d) Expiry date **Not Applicable.**
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount **\$250,000**
 - (b) Maturity date **12 months from the date of issue.**
 - (c) Interest rate **12%**
 - (d) Conversion terms **Convertible to common shares at \$0.08 per share.**
 - (e) Default provisions:

Upon the occurrence of any one or more of the following events, all principal and interest outstanding under the Convertible Debenture shall become immediately due and payable upon demand by the Creditor:

(a) default in payment by the Company of any principal or interest when due under this Convertible Debenture;

(b) if any representation or warranty made by the Company in this Convertible Debenture shall prove to have been incorrect in any material respect when made;

(c) if any bankruptcy, insolvency, liquidation, reorganization, arrangement, composition or other similar proceeding or proceeding for the relief of debtors is commenced by the Company or any receiver, trustee, custodian or similar official is appointed over all or any property of the Company or any proceeding in furtherance of such appointment is commenced by the Company or the Company makes a general assignment for the benefit of its creditors or shall generally not, or shall be unable to, or shall admit in writing its inability to pay its debts as they become due or takes any step to make any proposal or offer of any compromise to any of its creditors; or

(d) if any bankruptcy, insolvency, liquidation, reorganization, arrangement, composition or other similar proceeding or proceeding for the relief of debtors is commenced against the Company or any action is taken by a party other than the Company to appoint a receiver, trustee, custodian or similar official over all or any property of the Company and any such default continues unremedied for a period of 30 days.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **Not Applicable**.

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Not Applicable**.

(b) Cash **Not Applicable**.

(c) Securities **Not Applicable**.

(d) Other **Not Applicable**.

- (e) Expiry date of any options, warrants etc. **Not Applicable.**
- (f) Exercise price of any options, warrants etc. **Not Applicable.**
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship **Not Applicable.**
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
- Not Applicable.**
11. State whether the private placement will result in a change of control.
- No.**
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders **Not Applicable.**
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities. **Yes.**

Part 2. Acquisition – NOT APPLICABLE

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **January 7, 2022**

John Miller
Name of Director or Senior
Officer

"John Miller"
Signature

President, CEO, and Director
Official Capacity