

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **THC**

Date: **May 26, 2020**

### 1. New Options Granted:

Date of Grant: **May 26, 2020**

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
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000
Employee	Employee	No	50,000	\$0.15	May 26, 2022	50,000

Total Number of optioned shares proposed for acceptance: **350,000**.

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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	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	Sept. 25, 2018	Sept. 25, 2020
Employee	250,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	100,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Consultant	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Director	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	100,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Director	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Director	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	500,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	100,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	100,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
Employee	100,000	\$0.89	Sept. 25, 2018	Sept. 25, 2020
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 <sup>(2)</sup>	\$0.42	March 8, 2019	March 8, 2021
Employee	150,000	\$0.42	March 8, 2019	March 8, 2021
Director	500,000 <sup>(2)</sup>	\$0.42	March 8, 2019	March 8, 2021
Director	500,000 <sup>(2)</sup>	\$0.42	March 8, 2019	March 8, 2021
Employee	500,000	\$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

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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
Consultant	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	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Consultant	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Director	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Director	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Director	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021

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Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Employee	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Contractor	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Contractor	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Consultant	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Consultant	50,000	\$0.15	Dec. 12, 2019	Dec. 12, 2021
Director	50,000	\$0.15	March 9, 2020	March 9, 2022

- (1) Set out number of optioned shares for each grant with different terms.  
(2) Options issued outside of the Company's stock option plan.

### 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.

**May 26, 2020**

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

**158,326,056**

- (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.

**7.52%**

- (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.

**5,432,605**

- (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 **May 26, 2020.**

John Miller  
Name of Director or Senior  
Officer

"John Miller"  
Signature

President, CEO and Director  
Official Capacity

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