

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: True Leaf Medicine International Ltd. (the "Issuer").

Trading Symbol: MJ.

Date: January 4, 2018.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 71,505,802 common shares (plus 13,421,264 common shares reserved for issuance in the form of 7,780,028 warrants and 5,641,236 options) as at January 2, 2018.

Date of News Release Announcing Private Placement: Multiple dates – 11/30/17 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.83

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form) The securities are being issued as part of a Regulation A offering statement qualified by the United States Securities and Exchange Commission.

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
John F. Nordin Jr. 108 Eagle Dr Kill Devil Hills NC 27948 US	10,000	\$ 0.70	N/A	BCI 72-503 s. 4	10,000	1/4/2018	Not a Related Person
Nikhil Ruparel 15 Broad Street New York NY 10005 US	9,091	\$ 0.70	N/A	BCI 72-503 s. 4	9,091	1/4/2018	Not a Related Person

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Gay Tucker 2406 Morganton Road Fayetteville NC 28303 US	510	\$ 0.70	N/A	BCI 72-503 s. 4	510	1/4/2018	Not a Related Person
Florian Wichert Lindenkamp 34 Bad Oldesloe SH 23843 DE	819	\$ 0.70	N/A	BCI 72-503 s. 4	819	1/4/2018	Not a Related Person
Mack Martin 279 Catawba Ave Muskegon MI 49442 US	501	\$ 0.70	N/A	BCI 72-503 s. 4	501	1/4/2018	Not a Related Person
Antoni A Curiale 4522 Tesla Park Dr A Wilmington NC 28412 US	910	\$ 0.70	N/A	BCI 72-503 s. 4	910	1/4/2018	Not a Related Person
Rilda Carroll 5 Hedgefield Ct Irmo SC 29063 US	637	\$ 0.70	N/A	BCI 72-503 s. 4	637	1/4/2018	Not a Related Person
Marcus A Bingham 2321 Se Ladd Ave Portland OR 97214 US	501	\$ 0.70	N/A	BCI 72-503 s. 4	501	1/4/2018	Not a Related Person
Christopher Herndon & Gray Heffner 400 Pogue St. Raleigh NC 27607 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Marilyn D Hackett 4141 Bayshore Blvd D Tampa FL 33611 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person

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Zephyrus S Sowers & Christina A Mithiaru Sowers 817 E Palmer Avenue S Glendale CA 91205 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Ronnie T Caguiat 1631 Gleneagle Dr Carpentersville IL 60110 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
John Paul Demarco, Jr. 81 Herman Drive Spotswood NJ 8884 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Miguel Colon 323 Steven Circle Benicia CA 94510 US	30,000	\$ 0.70	N/A	BCI 72-503 s. 4	30,000	1/4/2018	Not a Related Person
Michael Scott English & Karen Yvonne English 12941 Lafayette Ave Omaha NE 68154 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Brian Pettifer 9747 Feron Blvd Rancho Cucamonga CA 91730 US	910	\$ 0.70	N/A	BCI 72-503 s. 4	910	1/4/2018	Not a Related Person
Barry Dennis 1076 Snowberry St Park City UT 84098 US	127,273	\$ 0.70	N/A	BCI 72-503 s. 4	127,273	1/4/2018	Not a Related Person
Ovidiu Craciun 11624 Jollyville Rd. #922 Austin TX 78759 US	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person

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Angelo Salazar 1075 Mattox Rd Hayward CA 94541 US	1,000	\$ 0.70	N/A	BCI 72-503 s. 4	1,000	1/4/2018	Not a Related Person
Anne Marie Harpen 11082 Main Street Sharonville OH 45241 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Philip R. Godbout 549 Elgin Ave. Manchester NH 3104 US	637	\$ 0.70	N/A	BCI 72-503 s. 4	637	1/4/2018	Not a Related Person
Ramesh Sonecha 613 Jennersville Rd Cochranville PA 19330 US	23,149	\$ 0.70	N/A	BCI 72-503 s. 4	22,729	1/4/2018	Not a Related Person
Stephanie Crawford 305 N Harbor Blvd San Pedro CA 90731 US	5,455	\$ 0.70	N/A	BCI 72-503 s. 4	5,455	1/4/2018	Not a Related Person
Lou Novick 13 Juego Rd Santa Fe NM 87508 US	910	\$ 0.70	N/A	BCI 72-503 s. 4	910	1/4/2018	Not a Related Person
Jeffrey Peel 1981 11 Mile Rd Ne Rockford MI 49341 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Paul Wexler 780 Woodbury Glassboro Rd. Sewell NJ 8080 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Erik Daniel Van Elburg 737 Campbell Street Prescott AZ 86301 US	637	\$ 0.70	N/A	BCI 72-503 s. 4	637	1/4/2018	Not a Related Person

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Mark Miller 173 E 1150 S Vernal UT 84078-4754 US	637	\$ 0.70	N/A	BCI 72-503 s. 4	637	1/4/2018	Not a Related Person
Edgar Salazar 303 47Th St Spc I-1 San Diego CA 92102 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Deborah A. Franzese 304 Covington Green Lane Patterson NY 12563 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Brandon Hackett 4254 Sauk Drive Saint Cloud MN 56303 US	547	\$ 0.70	N/A	BCI 72-503 s. 4	547	1/4/2018	Not a Related Person
Jeffrey Reid Riley 9342 Fishers Hill Drive San Antonio TX 78240 US	1,852	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Nerim Koci 350 E Bell Rd Ste 13 Phoenix AZ 85022 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
Charles Honeywood 2259 W. 111Th St Chicago IL 60643 US	556	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Bert Siville 1505 Standley Dr Las Cruces NM 88001 US	1,273	\$ 0.70	N/A	BCI 72-503 s. 4	1,273	1/4/2018	Not a Related Person
Donald R. Helfert 220 S Warren St Syracuse NY 13202 US	1,819	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person

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Johannes Schwabe Calvinstr 1 Marburg HE 35037 DE	2,728	\$ 0.70	N/A	BCI 72-503 s. 4	2,692	1/4/2018	Not a Related Person
James Woodward 22630 E 79Th St S Broken Arrow OK 74014 US	502	\$ 0.70	N/A	BCI 72-503 s. 4	502	1/4/2018	Not a Related Person
Susan Dale Mercer 6011 Lamm Road Wilson NC 27896 US	3,637	\$ 0.70	N/A	BCI 72-503 s. 4	3,637	1/4/2018	Not a Related Person
Sean Larichiuta 503 Sellrus Ct Fallston MD 21047 US	546	\$ 0.70	N/A	BCI 72-503 s. 4	546	1/4/2018	Not a Related Person
Jesse Gamez 314 Cherryridge Dr Windsor CO 80550 US	910	\$ 0.70	N/A	BCI 72-503 s. 4	910	1/4/2018	Not a Related Person
Courtney Edwards 55 Bridge Road Hauppauge NY 11788 US	9,091	\$ 0.70	N/A	BCI 72-503 s. 4	9,091	1/4/2018	Not a Related Person
Guy Zakrevsky 1030 Marina Village Parkway W322 Alameda CA 94501 US	510	\$ 0.70	N/A	BCI 72-503 s. 4	501	1/4/2018	Not a Related Person
Dion E. Lancia 5337 Starling Way Oklahoma City OK 73179 US	926	\$ 0.70	N/A	BCI 72-503 s. 4	910	1/4/2018	Not a Related Person
Dick W. Huisman 14703 Royal Ave Clarksville IA 50619 US	3,241	\$ 0.70	N/A	BCI 72-503 s. 4	3,183	1/4/2018	Not a Related Person

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Paul Greenberg 35 Royal Rd Freehold NJ 7728 US	1,852	\$ 0.70	N/A	BCI 72-503 s. 4	1,819	1/4/2018	Not a Related Person
James Terwilliger 4003 Pavilion Terrace D Louisville KY 40299 US	9,260	\$ 0.70	N/A	BCI 72-503 s. 4	9,092	1/4/2018	Not a Related Person
Jimmy Collins 253 Park View Ave Grover Beach CA 93433 US	37,038	\$ 0.70	N/A	BCI 72-503 s. 4	36,365	1/4/2018	Not a Related Person
Allan J Graves 666 Bellevue Ave Daly City CA 94014 US	40,741	\$ 0.70	N/A	BCI 72-503 s. 4	40,000	1/4/2018	Not a Related Person
Scott St. Aubin 4492 Nc 18 South Morganton NC 28655 US	27,778	\$ 0.70	N/A	BCI 72-503 s. 4	27,273	1/4/2018	Not a Related Person
Stefan Arnst Kaiser-Wilhelm-Ring 39 Duesseldorf NW 40545 DE	25,000	\$ 0.70	N/A	BCI 72-503 s. 4	25,000	1/4/2018	Not a Related Person
Ramadan Abdelaaty 14 Seminole Ave Wayne NJ 7470 US	14,546	\$ 0.70	N/A	BCI 72-503 s. 4	14,546	1/4/2018	Not a Related Person
Dennis Bosworth 5815 Caspian Falls Lane Fulshear TX 77441 US	3,637	\$ 0.70	N/A	BCI 72-503 s. 4	3,637	1/4/2018	Not a Related Person
Devin Beleckis 2800 Kalmia Ave, Apt A327 Boulder Colorado 80301 United States	10,910	\$ 0.70	N/A	BCI 72-503 s. 4	10,910	1/4/2018	Not a Related Person

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Mark Angelo Burgio 37 Jervois Road Singapore Singapore 249032	381,819	\$ 0.70	N/A	BCI 72-503 s. 4	381,819	1/4/2018	Not a Related Person
Chan Kian Khee 51 Jalan Vethavanam 51100 Kuala Lumpur Wilayah Persekutuan Malaysia Malaysia	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Phui Keen Chan 7 Jalan Bayan, Mutiara 5 Bayan Lepas Penang 11900 Malaysia	37,728	\$ 0.70	N/A	BCI 72-503 s. 4	37,728	1/4/2018	Not a Related Person
Cheng Sze Kuen Flat 11D, Block 3, Site 9, Whampoa Garden Hungom, Kowloon Hong Kong Hong Kong	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Yew Chin Chong 2-12-9 CTH Summer Place Lebuh Sungai Penang 8 Penang 11600 Malaysia	4,955	\$ 0.70	N/A	BCI 72-503 s. 4	4,955	1/4/2018	Not a Related Person
Chung Kean Beng 32A Lintang Lembah Permai 9 Penang 11200 Malaysia	181,819	\$ 0.70	N/A	BCI 72-503 s. 4	181,819	1/4/2018	Not a Related Person
Angela Davies 5 Hampton Grange Meriden Conventry	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person

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Kyle Fahey 2800 Clay St. #6 Denver Colorado 80211	9,091	\$ 0.70	N/A	BCI 72-503 s. 4	9,091	1/4/2018	Not a Related Person
Ghay, Lim Shiou 2, Dinai Pinang 28, Seri Taniung Penang Penang Malaysia 10470 Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Jeffrey Glover 5205 Braeburn Drive Bellaire Texas 77401 United States	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Goh Keng Huat 4 Lorong Burhanuddin Helmi Satu Taman Tun Dr Ismail Malaysia 6000 KL Malaysia	775,477	\$ 0.70	N/A	BCI 72-503 s. 4	775,477	1/4/2018	Not a Related Person
Sean Griffin 6 Hodgson Cr. Bentleigh East Victoria 3105 Australia	109,000	\$ 0.70	N/A	BCI 72-503 s. 4	109,000	1/4/2018	Not a Related Person
Edwin Guyton 6 Vineyard Way Berg en Daal, Hout Bay Capetown 7806 South Africa	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Lim, Kooi Ting 34 Taman Jesselton Georgetown Penang 10350 Malaysia	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	66,364	1/4/2018	Not a Related Person

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Magnus, George Colin 701 Carpo Commercial Building, 18-20 Lynhurst Terrace Central Hong Kong Hong Kong	99,100	\$ 0.70	N/A	BCI 72-503 s. 4	99,100	1/4/2018	Not a Related Person
Jason James Magnus 9A Pacific View, Block 4, 38 Tai Tam Road Hong Kong Hong Kong	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Chan Chee Meng 73C-9-1 Lebuhraya Jelutong Penang Malaysia 11600 Malaysia	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person
Choon Teng Ng K-6-3 JLN Helang Desa Permas Indah Penang Malaysia 11700 Malaysia	21,773	\$ 0.70	N/A	BCI 72-503 s. 4	21,773	1/4/2018	Not a Related Person
Maybank Kim Eng Securities Pte Ltd 50 North Canal Road #03-01 Singapore 59304	363,637	\$ 0.70	N/A	BCI 72-503 s. 4	363,637	1/4/2018	Not a Related Person
Darci A Sinclair 1321 Upland Drive, No. 7646 Houston Texas 77043 United States	45,455	\$ 0.70	N/A	BCI 72-503 s. 4	45,455	1/4/2018	Not a Related Person
Thomas Smith 4104 Clarke Avenue Fort Worth Texas 76107 United States	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person

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Richard Stoff 38 Buff Lane Hillsdale New Jersey *07642 United States	181,819	\$ 0.70	N/A	BCI 72-503 s. 4	181,819	1/4/2018	Not a Related Person
Tan Chun Siong 18L Taman Gunung Pera, Jalan Lencong Barat Alor Setar Kedah 5400 Malaysia	145,406	\$ 0.70	N/A	BCI 72-503 s. 4	145,406	1/4/2018	Not a Related Person
Tan Kok Heng (001513-10/0D2863) 139 Darulaman Heights, 0600 Jitra Redah 600 Malaysia	36,364	\$ 0.70	N/A	BCI 72-503 s. 4	36,364	1/4/2018	Not a Related Person
Tan, Thean Chor No. 9 Halaman York Georgetown Penang 10450 Malaysia	9,091	\$ 0.70	N/A	BCI 72-503 s. 4	9,091	1/4/2018	Not a Related Person
Yee Suen Thian 35 Cangkat Minden, Jalan 15 Penang Malaysia 11700 Malaysia	54,491	\$ 0.70	N/A	BCI 72-503 s. 4	54,491	1/4/2018	Not a Related Person
M2 Assets Pty, Ltd. PO Box 921 Cunning Bridge Applecross Western Australia 6153 Australia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person

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Chan Chee Wai 73C-3A-1, Central Park Condo, Lebuhraya Jelutong Penang Malaysia 11600 Malaysia	27,228	\$ 0.70	N/A	BCI 72-503 s. 4	27,228	1/4/2018	Not a Related Person
Bean Seng Yeoh 3-2-8 Jalan Bukit Kecil Satu, SG Nibong Penang Malaysia 11900 Malaysia	18,137	\$ 0.70	N/A	BCI 72-503 s. 4	18,137	1/4/2018	Not a Related Person
Lars Elliesen 81545 Munchen Schonshenstr. 14 Landeshauptstadt Munchen Germany	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Lee Teong Li 62 Taman Glugor Georgetown Penang 11600 Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Ooi Hock Ank 8-1 Jalan PJU 3/24, Laman Impian, 47810 Petaling Jaya Selangor Malaysia	18,135	\$ 0.70	N/A	BCI 72-503 s. 4	18,135	1/4/2018	Not a Related Person
George Brooksbank 509 Dawson House, 11 Circus Road West London GWII 8EN UK	27,237	\$ 0.70	N/A	BCI 72-503 s. 4	27,237	1/4/2018	Not a Related Person
Timothy Brouwer 37 Honeybourne Gate, 2 Gloucester Road Cheltenham GL518DW UK	87,273	\$ 0.70	N/A	BCI 72-503 s. 4	87,273	1/4/2018	Not a Related Person

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Haitham Elsheikh 10428 Laurel Rd. Davie Florida 33328 United States	636,364	\$ 0.70	N/A	BCI 72-503 s. 4	636,364	1/4/2018	Not a Related Person
Stephen Henderson The Old V Carace Nr Grantham Leucestershire NE321SP UK	9,055	\$ 0.70	N/A	BCI 72-503 s. 4	9,055	1/4/2018	Not a Related Person
Marcus John 20 Moonbeam Walk Singapore 277233 Singapore	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Matt King 5 Longpoles Wood Colin Waters GL73DT	290,855	\$ 0.70	N/A	BCI 72-503 s. 4	290,855	1/4/2018	Not a Related Person
Seet Keat Koay 14C Jalan Arratoon Penang 10050 Malaysia	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Soo Ngoh Koay 14C Jalan Arratoon Penang 10050 Malaysia	18,131	\$ 0.70	N/A	BCI 72-503 s. 4	18,131	1/4/2018	Not a Related Person
Tzer Lin Lee 10B-3-3 Jalan Bunga Pudak Tanjong Bungah Penang 11200 Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Sandra Michele Lenton 15 Governors Street Gibraltar GXI LAA UK	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person

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Heng Soon Lim 2 Lorong Sungai Taram 3 Bayan Lepas Penang 11900 Malaysia	54,491	\$ 0.70	N/A	BCI 72-503 s. 4	54,491	1/4/2018	Not a Related Person
Richard Mak 31-15-5 Lakeside Tower, Persiaran Bukit Jambul Bayan Lepas Penang 11950 Malaysia	9,037	\$ 0.70	N/A	BCI 72-503 s. 4	9,037	1/4/2018	Not a Related Person
Christopher Nash Flat 2, 9 Wilbury Gardens Hove East Jersey BN36MQ UK	7,136	\$ 0.70	N/A	BCI 72-503 s. 4	7,136	1/4/2018	Not a Related Person
Jonathan Sale 24 Ritherdow Road London SW178QF UK	72,673	\$ 0.70	N/A	BCI 72-503 s. 4	72,673	1/4/2018	Not a Related Person
David Seghetti 4100 Monroe Drive, Apt D Boulder Colorado 80303 United States	4,546	\$ 0.70	N/A	BCI 72-503 s. 4	4,546	1/4/2018	Not a Related Person
Jonathan Suder 604 E. 4th Street, Suite 200 Fort Worth Texas 76102 United States	181,819	\$ 0.70	N/A	BCI 72-503 s. 4	181,819	1/4/2018	Not a Related Person
Chean Pheen Tan 29 Labuhraya Scott Penang 10350 Malaysia	36,310	\$ 0.70	N/A	BCI 72-503 s. 4	36,310	1/4/2018	Not a Related Person

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David Haig Thomas 477/854 View Taby Condo 5C Nonsprue Banglamuns Comburri Thailand 20150	81,819	\$ 0.70	N/A	BCI 72-503 s. 4	81,819	1/4/2018	Not a Related Person
Valintine Townsend 3220 Bronx Blvd. Apt. # 6 Bronx New York 10467 United States	637	\$ 0.70	N/A	BCI 72-503 s. 4	637	1/4/2018	Not a Related Person
Orca Capital Sperling 2 Pfaffenhofen 85276 Germany	72,728	\$ 0.70	N/A	BCI 72-503 s. 4	72,728	1/4/2018	Not a Related Person
Choon Ooi Quah 72-14-06 Jalan Scolland Georgetown Penang 10450 Malaysia	454,546	\$ 0.70	N/A	BCI 72-503 s. 4	454,546	1/4/2018	Not a Related Person
Nicolai Aaerstrap Mirlo 25-2B, 29640 Fusndora Denmark	54,491	\$ 0.70	N/A	BCI 72-503 s. 4	54,491	1/4/2018	Not a Related Person
Kalai Chelvan Arumugam No. 9 Jalan 10/14 46000 Petalang Jaya Selangor Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Steven John Baggott 38 Draycott Drive #08-01 Singapore 259428	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person

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Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Hilary Bishop 17 South Street Aldbourn, Wiltshire UK SN82DW	13,637	\$ 0.70	N/A	BCI 72-503 s. 4	13,637	1/4/2018	Not a Related Person
Andrew Denis Briston 5 Oak Road Scarborough North Yorkships Y0124AP UK	47,273	\$ 0.70	N/A	BCI 72-503 s. 4	47,273	1/4/2018	Not a Related Person
Paul Buchanan Dobleston Farm, Kinnerton Road Dobleston Cheshire CH49LP UK	181,819	\$ 0.70	N/A	BCI 72-503 s. 4	181,819	1/4/2018	Not a Related Person
Keith Collins 10 Bukit Kiara Residences Jalan Sri Hartamas 1 Kuala Lumpur Malaysia 50480	145,455	\$ 0.70	N/A	BCI 72-503 s. 4	145,455	1/4/2018	Not a Related Person
Richard De Basto 346 Woodstock Road Oxford OX28BZ UK	36,364	\$ 0.70	N/A	BCI 72-503 s. 4	36,364	1/4/2018	Not a Related Person
Andrew Dickinson 32A, The Ropewalk Nottingham NG15DW UK	72,728	\$ 0.70	N/A	BCI 72-503 s. 4	72,728	1/4/2018	Not a Related Person
Jonathan Eddis NM Rothschild & Sons, Ltd. New Court St. Swithins Lane, London ECTN8AL UK	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Shea Lih Goh Suite 2206, Pacific View Apartments, Pacific Place, 88 Queensway, Hong Kong	12,728	\$ 0.70	N/A	BCI 72-503 s. 4	12,728	1/4/2018	Not a Related Person
Daniel John Hogan Lodge Farm Helmshore Road Hollombe-bury BL84PQ UK	236,273	\$ 0.70	N/A	BCI 72-503 s. 4	236,273	1/4/2018	Not a Related Person
David Hunter 10C Fleming Mansion 35-39 Fleming Road Wan-Chai Hong Kong	181,728	\$ 0.70	N/A	BCI 72-503 s. 4	181,728	1/4/2018	Not a Related Person
Mustafa Ali R. Jumabhoy and/or Lubna Mustafa Jumabhoy 26 Jalan Jesselton Georgetown Penang 10450 Malaysia	49,546	\$ 0.70	N/A	BCI 72-503 s. 4	49,546	1/4/2018	Not a Related Person
Hwang Lip Koon 8 Bell Road Penang 10350 Malaysia	363,637	\$ 0.70	N/A	BCI 72-503 s. 4	363,637	1/4/2018	Not a Related Person
Lee Chee Lim 62A Jin Tekukur 1 Bandar Pechong Jaya Pechong 47170 Malaysia	38,182	\$ 0.70	N/A	BCI 72-503 s. 4	38,182	1/4/2018	Not a Related Person
Michael and James Lytheer Hilcot, Finchcroft Lane, Prestbury Cheltenham GL52 5BD UK	34,510	\$ 0.70	N/A	BCI 72-503 s. 4	34,510	1/4/2018	Not a Related Person

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Peter Malley 9 Borrowby Circle Princeton New Jersey 08540 United States	36,364	\$ 0.70	N/A	BCI 72-503 s. 4	36,364	1/4/2018	Not a Related Person
Shariq Hussain Naqvi Etisalat Head Office, HoB a, 16th Floor, Airport Road, PO Box 3838 Abu Dhabi UAE	18,210	\$ 0.70	N/A	BCI 72-503 s. 4	18,210	1/4/2018	Not a Related Person
Jerome Olivier N. Nurenberg 111 Chiangjiang Road Jiashan Development Area Jiaxing China 314100	36,337	\$ 0.70	N/A	BCI 72-503 s. 4	36,337	1/4/2018	Not a Related Person
Jimmy Kim Heng, Ong 29 Jalan Paya Ikan, Taman Harta Pertama Bukit Baru Melaka 75150 Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Philip Parker 3B, 32 Coastline Villas, Discovery Bay Road Discovery Bay Hong Kong	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person
Philip Riseley Room 1716C Nan Fung Centre 264-298 Castle Peak Road Tsuen-Wan Hong Long	36,364	\$ 0.70	N/A	BCI 72-503 s. 4	36,364	1/4/2018	Not a Related Person

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Walter Ruffinoni Via Grigna 2 Monza Italy 20900	54,546	\$ 0.70	N/A	BCI 72-503 s. 4	54,546	1/4/2018	Not a Related Person
Howard Neal Sarkar 12 Smythe Road Billericay, Essex UK CM11 1SE	9,059	\$ 0.70	N/A	BCI 72-503 s. 4	9,059	1/4/2018	Not a Related Person
Hugh DB Sutherland 263 River Valley Road 08-10 Aspen Heights Singapore 238309	18,182	\$ 0.70	N/A	BCI 72-503 s. 4	18,182	1/4/2018	Not a Related Person
Graham Tourney 413M007 Non Hieng, Hin Lek Fai, Hua Hin, Prachuab Khiri Khan Thailand 77110	9,091	\$ 0.70	N/A	BCI 72-503 s. 4	9,091	1/4/2018	Not a Related Person
Taizoon Tyebkhan 154 Kelawai Road Penang Malaysia 10250	49,546	\$ 0.70	N/A	BCI 72-503 s. 4	49,546	1/4/2018	Not a Related Person
Claudio Veritiero 16 Hollybush Lane Harpendon Hertfordshire AL54AT UK	90,864	\$ 0.70	N/A	BCI 72-503 s. 4	90,864	1/4/2018	Not a Related Person
A.E.P. Wates 20 Durand Gardens London UK SW9 0PP	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Tuck Song Wong BB-39-01 10 Mont Kiara, Jalan Kiara, Mont Kiara Kuala Lumpur Malaysia 50480	145,455	\$ 0.70	N/A	BCI 72-503 s. 4	145,455	1/4/2018	Not a Related Person
Kevin Wong Zhang Yu 480 Hui Sing Garden Kuching Sarawak Malaysia	90,910	\$ 0.70	N/A	BCI 72-503 s. 4	90,910	1/4/2018	Not a Related Person
Guy Bolam 102 St. George's Square London SW1V 3QY UK	36,331	\$ 0.70	N/A	BCI 72-503 s. 4	36,331	1/4/2018	Not a Related Person
Marco Castaldo Via Bari 11 Rome Italy 164 Italy	107,913	\$ 0.70	N/A	BCI 72-503 s. 4	107,913	1/4/2018	Not a Related Person
Yew Ping Chan 32 Jalan Bu 11/2, Bandar Utama Petaling Jaya 4780 Selangor, Mayaysia	80,910	\$ 0.70	N/A	BCI 72-503 s. 4	80,910	1/4/2018	Not a Related Person
Ira Gaines 7819 E. Morton Avenue #19 Phoenix Arizona 85020 United States	27,273	\$ 0.70	N/A	BCI 72-503 s. 4	27,273	1/4/2018	Not a Related Person

(1) All funds in escrow and will be released against delivery of shares through DWAC or electronic delivery of DRS Advice.

(2) Indicate if Related Person.

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.

1. Total amount of funds to be raised: \$10,000,000 - \$6,218,513 in this first tranche .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

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 estimated use of the net proceeds of this offering is as follows:

USE OF PROCEEDS	25% of Offering Raised	50% of Offering Raised	75% of Offering Raised	100% of Offering Raised
<u>Offering Expenses</u>				
Marketing and Other Expenses ⁽¹⁾	\$ 25,000	\$ 31,250	\$ 37,500	\$ 43,750
Commissions, Agency Fee, and Underwriter Costs ⁽²⁾	\$ 282,260	\$ 482,260	\$ 682,260	\$ 882,260
Legal and Accounting	\$ 60,000	\$ 60,000	\$ 60,000	\$ 60,000
<u>TL Pet Business</u>				
Increase marketing, advertising and consumer acquisition ⁽³⁾	\$ 200,000	\$ 200,000	\$ 325,000	\$ 400,000
European production run	\$ 40,000	\$ 40,000	\$ 60,000	\$ 80,000
Further develop True Leaf Pet Europe sales and distribution	\$ 50,000	\$ 50,000	\$ 75,000	\$ 150,000
Perform analysis of future markets in the Asia and Pacific regions	\$ 0	\$ 0	\$ 20,000	\$ 30,000
Perform feasibility study on direct-to-consumer hemp-based pet products	\$ 0	\$ 0	\$ 25,000	\$ 75,000
Increase North American production & distribution	\$ 25,000	\$ 25,000	\$ 150,000	\$ 200,000
Launch TL Pet branded product based on the OmegaPet® formulations	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000
<u>Research and Development (TL Pet)</u>				
New Product Development	\$ 20,000	\$ 40,000	\$ 50,000	\$ 330,000
Formulation Development	\$ 0	\$ 0	\$ 0	\$ 60,000
Contract Research	\$ 0	\$ 0	\$ 25,000	\$ 125,000
<u>TL Medicine Business</u>				
Land Purchase ⁽⁴⁾	\$ 650,000	\$ 3,300,000	\$ 3,300,000	\$ 3,300,000
Design	\$ 10,000	\$ 10,000	\$ 50,000	\$ 45,000
Build	\$ 0	\$ 250,000	\$ 2,000,000	\$ 3,100,000
Legal	\$ 10,000	\$ 10,000	\$ 75,000	\$ 150,000
<u>Research and Development (TL Medicine)</u>				
Pilot Trials	\$ 0	\$ 0	\$ 10,000	\$ 75,000
New Product Development	\$ 0	\$ 0	\$ 50,000	\$ 150,000
<u>General</u>				
Government Permits	\$ 0	\$ 0	\$ 0	\$ 50,000

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

USE OF PROCEEDS	25% of Offering Raised	50% of Offering Raised	75% of Offering Raised	100% of Offering Raised
Sales and Marketing ⁽⁵⁾	\$ 10,000	\$ 10,000	\$ 10,000	\$ 50,000
Office Employees and Other Consultants ⁽⁶⁾	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000
Legal and Accounting	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
Leases	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
Working Capital	\$ 500,000	\$ 40,000	\$ 85,000	\$ 175,000
Contingency Capital ⁽⁶⁾	\$ 377,740	\$ 211,490	\$ 170,240	\$ 228,990
Total	\$ 2,500,000	\$ 5,000,000	\$ 7,500,000	\$ 10,000,000

Notes:

- (1) These amounts are the offering expenses we expect to pay from funds in this offering. Marketing and other expenses include: (a) blue sky compliance and filing fees, and (b) fees to WhoYouKnow LLC and FlashFunders. We have engaged WhoYouKnow LLC (d/b/a CrowdfundX, to assist us with marketing for a flat fee of US\$260,000 (approximately C\$335,504). We have engaged FlashFunders, Inc. as the technology platform in connection with the offering and have agreed to pay a listing fee of US\$10,000 (approximately C\$12,904) plus a technology fee equal to 0.25% of the gross offering proceeds. We have paid \$361,736 of these expenses through other funds available to us. All amounts are estimates only by management.
- (2) We have engaged Boustead Securities, LLC, as the underwriter (the “**Underwriter**”) to offer the shares to prospective investors in the United States on a best efforts basis, and our Underwriter will have the right to engage such other broker-dealers or agents as it determines to assist in such offering. We have agreed to pay the Underwriter selling commissions of eight percent (8.0%) of the gross offering proceeds; provided, however, the selling commission shall be reduced to zero percent (0%) with respect to that amount of gross offering proceeds received from investors who have a pre-existing relationship with us. We have also agreed to issue warrants to the Underwriter on the closing of this offering, which warrants shall be exercisable at any time, and from time to time, in whole or in part, during the three-year period from issuance of up to 857,143 shares, representing 6% of the securities issued in this offering (the “**underwriters’ warrants**”). The underwriters’ warrants are exercisable at an exercise price equal to 150% of the public offering price. In addition, the Underwriter will receive an advisory fee of US \$25,000 (C\$ and be reimbursed for expenses incurred in connection with this offering. Expenses are not to exceed 0.5% of the aggregate dollar amount of the securities issued in the offering. We have estimated reimbursement expense of \$50,000. See “**Plan of Distribution.**”
- (3) These funds will be used for sales and marketing services from outside professional firms, independent consultants, and our employees to market and promote the company and all of its business segments. Our chief executive officer will lead this campaign and may be paid compensation for his service, expertise, and leadership.
- (4) We intend to purchase the Lumby Property if we are successful in raising the necessary capital through this offering or other capital or debt raising efforts. We have an option to purchase the Lumby Property for cash consideration of \$3,300,000.
- (5) A portion of the funds allocated to “**Office Employees and Other Consultants**” will be used for officers’ salaries.
- (6) Contingency capital may be used to advance our medical marijuana business or other business purposes.

The following information is an estimate based on our current business plan. We may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so. Pending these uses, we intend to invest the net proceeds of this offering in short-term, interest-bearing securities. We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

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 and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. Not Applicable.
5. Description of securities to be issued:
- (a) Class Common Shares .
 - (b) Number 8,833,590 shares in this first tranche .
 - (c) Price per security \$0.70 .
 - (d) Voting rights Yes.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (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 Not Applicable .
 - (b) Maturity date Not Applicable .
 - (c) Interest rate Not Applicable .
 - (d) Conversion terms Not Applicable .
 - (e) Default provisions Not Applicable .
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.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Boustead Securities, LLC, 6 Venture, Suite 325, Irvine, California 92618 (U.S. registered broker dealer). .
 - (b) Cash \$487,471.33 representing 8% of the gross proceeds of the aggregate offering amount in the first tranche of the offering .

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

- (c) Securities 530,015 warrants representing 6% of the aggregate number of the securities sold in the first tranche of the offering. Each warrant exercisable for one share of the issuer .
- (d) Other Advisory fee of US \$25,000 and offering expenses of \$28,264.73 (not to exceed 0.5% of the aggregate dollar amount of the securities issued in the offering. .
- (e) Expiry date of any options, warrants etc. January 4, 2021 .
- (f) Exercise price of any options, warrants etc. \$1.05 per share .

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 No

person receiving compensation in connection with the placement is a
Related Person of the Issuer.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

None .

11. State whether the private placement will result in a change of control.

The placement will not result in a change of control .

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. Yes .

2. Acquisition

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: Not Applicable

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: Not Applicable

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: Not Applicable .
 - (b) Cash: Not Applicable .
 - (c) Securities (including options, warrants etc.) and dollar value: Not Applicable

_____ .
 - (d) Other: Not Applicable .
 - (e) Expiry date of options, warrants, etc. if any: Not Applicable .
 - (f) Exercise price of options, warrants, etc. if any: Not Applicable .
 - (g) Work commitments: Not Applicable .
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: Not Applicable
_____ .
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	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
N/A						

(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: Not Applicable
_____ .

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, address. 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 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.
- Not Applicable
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. Not Applicable .

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 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).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 4, 2017.

Darcy Bomford
Name of Director or Senior Officer

"Darcy Bomford"
Signature

Chief Executive Officer
Official Capacity