

FORM 11

NOTICE OF STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: MJ

Date: February 7, 2018

1. New Options Granted:

Date of Grant: February 6, 2018

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date ⁽¹⁾	No. of Options Granted in Past 12 Months
Tenzin Khangsar	Consultant	N	300,000	\$0.94	02/06/23	Nil
Dr. Caroline MacCallum	Member of Medical Advisory Board	N	200,000	\$0.94	02/06/23	Nil
Dr. Zeid Mohamedali	Member of Medical Advisory Board	N	200,000	\$0.94	02/06/23	Nil
Christian Zofchak	Grow Tech employee	N	200,000	\$0.94	02/06/23	Nil
Steve Schroeder	Consultant	N	200,000	\$0.94	02/06/23	
Mike Harcourt	Director and Chairman	Y	200,000	\$0.94	02/06/23	300,000
Kevin Bottomley	Director	Y	200,000	\$0.94	02/06/23	300,000
Dr. Chris Spooner	Director	Y	200,000	\$0.94	02/06/23	300,000
Darcy Bomford	Director and CEO	Y	200,000	\$0.94	02/06/23	300,000
Alixé Cormick	Legal Counsel	N	100,000	\$0.94	02/06/20	Nil

Note:

- (1) Or earlier in accordance with the Issuer's incentive stock option plan (the "Plan"). The Plan states that if a director, officer, employee or consultant ceases to be engaged by the Issuer for any reason other than death, such director, officer, employee or consultant shall have the right to exercise any vested options

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granted to him and not exercised prior to such termination within 90 days after the date of termination, or such shorter period as may be set out in his written agreement.

Total Number of optioned shares proposed for acceptance: 2,000,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date⁽¹⁾
John McCallion	175,521	0.120	February 19, 2016	February 19, 2018
Pet Industry Experts, LLC	100,000	0.185	December 12, 2016	December 12, 2018
Darcy Bomford	328,570	0.185	December 12, 2016	December 12, 2018
Mike Harcourt	328,570	0.185	December 12, 2016	December 12, 2018
John McCallion	100,000	0.185	December 12, 2016	December 12, 2018
Paul Sullivan	100,000	0.185	December 12, 2016	December 12, 2018
Venture Liquidity Partners	50,000	0.185	December 12, 2016	December 12, 2018
Chuck Austin	200,000	0.395	May 29, 2017	May 29, 2019
Darcy Bomford	300,000	0.395	May 29, 2017	May 29, 2019
Kevin Bottomley	300,000	0.395	May 29, 2017	May 29, 2019
Mike Harcourt	300,000	0.395	May 29, 2017	May 29, 2019
Christopher Spooner	300,000	0.395	May 29, 2017	May 29, 2019
Malcolm Elam	200,000	0.395	May 29, 2017	May 29, 2019
Bob Hanson	200,000	0.395	May 29, 2017	May 29, 2019
John McCallion	200,000	0.395	May 29, 2017	May 29, 2019
Arriel Poucet	150,000	0.395	May 29, 2017	May 29, 2019
Paul Sullivan	200,000	0.395	May 29, 2017	May 29, 2019
Venture Liquidity Partners	150,000	0.395	May 29, 2017	May 29, 2019
Narcisse Kayser	200,000	0.395	May 29, 2017	May 29, 2019
Sheila Boisson	200,000	0.395	May 29, 2017	May 29, 2019
JeffNice	300,000	0.445	July 18, 2017	July 18, 2019
Total:	4,382,661			

Note:

(1) Please see footnote to the table in item 1.

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. Shareholder approval was not required.
- (b) State the date of the news release announcing the grant of options. February 8, 2018 (anticipated).
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 94,953,800
- (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. 6.72% consisting of the 2,000,000 new options and 4,382,661 presently outstanding options.
- (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. The Plan does not state a maximum number of shares that may be reserved for issuance, so there are an unlimited number of shares reserved for issuance under the Plan.
- (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. The Issuer sold 20,150,351 common shares in January 2018 at \$0.70 per share.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. There are no proposed material changes to the Issuer's affairs.

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
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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 7, 2018.

Darcy Bomford
Name of Director or Senior
Officer

"Darcy Bomford"
Signature

Chief Executive Officer
Official Capacity