



100 Kalamalka Lake Road, Unit 32
Vernon, BC V1T 9G1

May 12, 2016

Canadian Securities Exchange
9th Floor - 220 Bay Street
Toronto, ON M5J 2W4

Dear Sirs/Mesdames:

**Re: True Leaf Medicine International Ltd. (the "Company")
Close of Private Placement - May 12, 2016**

The Company hereby confirms the receipt of gross proceeds of \$737,982.42 in connection with the private placement disclosed in its Form 9 Notice of Proposed Issuance of Listed Securities filed with the Canadian Securities Exchange on May 11, 2016.

The Company also confirms that it had incurred liabilities in the amount of \$234,133.56 to certain creditors who converted amounts outstanding to them into common shares of the Company. The Company also confirms that it was indebted to a lender in the amount of \$63,193.55 pursuant to a previously disclosed loan agreement. The lender exercised its right to convert the total amount outstanding under the loan agreement into units of the Company. Each unit is comprised of one common share of the Company and one half of one share purchase warrant, with each whole warrant being exercisable to purchase an additional common share of the Company at price of \$0.15 for a period of two years from the date of issuance.

The Company intends to use the proceeds from the private placement for working capital to produce inventory and to evaluate potential acquisitions within the pet industry, for advertising and marketing costs including digital marketing expenses, creating promotional material and participating in Canadian, US and European trade shows, and for the development of new products including research and development, formulation development and conducting pilot trials.

Yours truly,

TRUE LEAF MEDICINE INTERNATIONAL LTD.

per:

"/s/ Kevin Bottomley"

Kevin Bottomley
Director