

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

THC BioMed Intl Ltd. (“the **Issuer**”)  
Suite 1500 – 888 Dunsmuir Street  
Vancouver, BC V6C 3K4

**Item 2: Date of Material Change**

October 26, 2015

**Item 3: News Release**

A news release was issued and disseminated on October 26, 2015 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on October 27, 2015. A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

The Issuer announced the closing of a non-brokered private placement (the “**Private Placement**”) in which the Issuer raised aggregate gross proceeds of \$190,500 and settled \$56,675 of short term debt. The Issuer issued 4,119,583 units (Each a “**Unit**”) at a price of \$0.06 per Unit. Each Unit is comprised of one common share and one common share purchase warrant exercisable at \$0.15 per share for 12 months.

A finder’s fee of \$2,900 was paid in cash and an additional 90,000 Units were issued to a finder in connection to the Private Placement.

**Item 5: Full Description of Material Change**

Please see the attached Schedule “A”.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

John Miller, CEO and President  
Email: [info@thcbiomed.com](mailto:info@thcbiomed.com)

**Item 9: Date of Report**

October 27, 2015

**Schedule "A"**



THC BIOMED INTL LTD.  
Suite 1500 – 888 Dunsmuir Street  
Vancouver, BC V6C 3K4  
[www.thcbiomed.com](http://www.thcbiomed.com)

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**THC Closes a Private Placement and Issues a Total of 4,209,583 Units**

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**THC.CSE**

**THCBF - OTC**

**TFHC.F**

**Vancouver, B.C. – (October 26, 2015)** THC BioMed Intl Ltd. (“**THC**”) is pleased to announce the closing of a non-brokered private placement (the “**Private Placement**”) in which THC raised aggregate gross proceeds of \$190,500 and settled \$56,675 of short term debt. THC issued 4,119,583 units (Each a “**Unit**”) at a price of \$0.06 per Unit. Each Unit is comprised of one common share and one common share purchase warrant exercisable at \$0.15 per share for 12 months.

A finder’s fee of \$2,900 was paid in cash and an additional 90,000 Units were issued to a finder in connection to the Private Placement.

THC’s vision is to be on the leading edge of scientific research and development of products and services related to the medical cannabis industry while creating a standard of excellence. As the industry develops, it will become more important to focus on scientific research and development of products and services related to medical cannabis. Management believes THC is well-positioned to be in the forefront of this rapidly growing industry.

Please visit our website for a more detailed description of our business and services available.  
[www.thcbiomed.com](http://www.thcbiomed.com)

**President and CEO:**

John Miller  
THC Biomed Intl Ltd.  
T: 604 682-1643  
E: [info@thcbiomed.com](mailto:info@thcbiomed.com)

**Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of THC. Forward-looking information is based on certain key expectations and assumptions made by the management of THC. Although THC believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because THC can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. THC disclaims any intent or obligation

to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.