

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

THC BioMed Intl Ltd. (the "Issuer")
Suite 1100 – 888 Dunsmuir Street
Vancouver, BC V6C 3K4

Item 2: Date of Material Change

December 18, 2015

Item 3: News Release

A news release was issued and disseminated on December 18, 2015 and filed on SEDAR (www.sedar.com) and the Canadian Securities Exchange (the "CSE"). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer amended its previous announcement regarding the closing of the first tranche of a non-brokered private placement to make the following corrections:

The accelerated exercise provision of the warrants is triggered if the closing sales price of the Company's common shares is \$0.30 or higher for a period of 10 consecutive trading days, not \$0.20 as previously stated; and,

150,000 Units, not share purchase warrants were issued as part of the Finder's Fee.

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

Item 9: Date of Report

December 22, 2015

Schedule "A"



THC BIOMED INTL LTD.
Suite 1100 – 888 Dunsmuir Street
Vancouver, BC V6C 3K4
www.thcbiomed.com

Amended Press - THC Closes \$900,000 First Tranche Private Placement at \$0.12 for 7,650,000 Units and Settles \$90,640 in Debt

THC.CSE

THCBF – OTC

TFHC.F

Vancouver, B.C. – (December 18, 2015) THC BioMed Intl Ltd. (“**THC**” or “**the Company**”) amends its previous announcement regarding the closing of the first tranche of a non-brokered private placement to make the following corrections:

The accelerated exercise provision of the warrants is triggered if the closing sales price of the Company’s common shares is \$0.30 or higher for a period of 10 consecutive trading days, not \$0.20 as previously stated; and,

150,000 Units, not share purchase warrants were issued as part of the Finder’s Fee.
The amended disclosure is as follows:

THC announces the closing of the first tranche of a non-brokered private placement (the “**Private Placement.**”) THC has raised aggregate gross proceeds of \$900,000. THC has issued 7,500,000 units (Each a “**Unit**”) at a price of \$0.12 per Unit. Each Unit is comprised of one common share and one common share purchase warrant exercisable at \$0.25 per share for a period of 12 months, subject to an accelerated exercise provision such that if the closing sales price of the Company’s common shares is \$0.30 or higher for a period of 10 consecutive trading days, then the Company may, within five days of such event, provide notice by way of press release to the holder of the warrants of the early expiry of the warrants, and thereafter the warrants shall expire on that date that is 30 days from the date that such notice is given.

A finder’s fee of \$36,000 was paid in cash and an additional 150,000 Units were issued to a finder in connection to the Private Placement.

The Company has also issued 775,341 common shares at \$0.12 per share to settle aggregate debt of \$90,640.

All shares issued, as well as any shares issued on exercise of the share purchase warrants, shall contain the statutory four month hold period from the date of issuance.

The Company also announces that Dianne Szigety has been appointed as Corporate Secretary. Ms. Szigety brings over 20 years of management experience within the corporate and securities industry, providing corporate governance and compliance solutions to publicly traded

companies. She has been a director and/or officer of several public and private companies and is a Fellow with the Institute of Chartered Secretaries and Administrators ("ICSA").

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

President and CEO:

John Miller

THC Biomed Intl Ltd.

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E: 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.