

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

February 4, 2016

Item 3: News Release

A news release was issued and disseminated on February 10, 2016 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 announced that on February 4, 2016, the Issuer issued 2,000,000 common shares (“**Shares**”) pursuant to a settlement related to a prior agreement for services rendered by Cervus Business Management Inc. (“**Cervus**”). The Shares were issued to Cervus at a deemed price of \$0.12 per Share and will be released pursuant to a stock restriction agreement over the course of 36 months.

The Issuer also announced that the Issuer and Cervus entered into a consulting agreement dated January 29, 2016.

The Issuer, John Miller and Cervus also entered into a voting agreement that will be in effect for the period of time that Cervus owns the Shares. The voting agreement requires Cervus to vote its Shares following written direction by Mr. Miller.

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

February 10, 2016

Schedule "A"



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

Corporate Update

THC.CSE

THCBF – OTC

TFHC.F

Vancouver, B.C. – (February 10, 2016) THC BioMed Intl Ltd. ("THC") is pleased to announce that on February 4, 2016, THC issued 2,000,000 common shares ("Shares") pursuant to a settlement related to a prior agreement for services rendered by Cervus Business Management Inc. ("Cervus"). The Shares were issued to Cervus at a deemed price of \$0.12 per Share and will be released pursuant to a stock restriction agreement over the course of 36 months.

THC is also pleased to announce that THC and Cervus entered into a consulting agreement dated January 29, 2016 pursuant to which Cervus will provide consulting services comprised of general business development and market advice to THC for a period of 12 months for no additional payment.

THC, John Miller and Cervus also entered into a voting agreement that will be in effect for the period of time that Cervus owns the Shares. The voting agreement requires Cervus to vote its Shares following written direction by Mr. Miller.

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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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.