

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

THC BioMed Intl Ltd. (the “**Issuer**”)
Suite 908 – 510 Burrard Street
Vancouver, BC V6C 3A8

Item 2: Date of Material Change

October 31, 2016

Item 3: News Release

A news release was disseminated on November 1, 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 it has entered into an agreement with Clone Shipper, LLC for the exclusive distribution rights for Clone Shipper’s products in Canada (the “**Agreement**”). The Agreement has a term of two years and will renew for additional terms of one year each upon agreement between the parties in writing. THC paid USD \$75,000 to Clone Shipper for the Agreement and the Canadian distribution rights.

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

November 1, 2016

Schedule "A"



THC BIOMED INTL LTD.
Suite 1100 – 888 Dunsmuir Street
Vancouver, BC V6C 3K4
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High demand for Clone Shipper. THC Enters into Exclusive Distribution Agreement with Clone Shipper

THC.CSE

THCBF – OTC

TFHC.F

Vancouver, B.C. – (October 31, 2016) THC BioMed Intl Ltd. (“**THC**” or the “**Company**”) is pleased to announce that due to the high demand for clone shipper products THC has entered into an exclusive agreement with Clone Shipper for the distribution rights for all of Canada. The two companies will continue to work toward an agreement for THC to purchase Clone shipper, a U.S. based company, specializing in packaging products used to transport live plants. The distribution agreement is for a period of two years and THC paid Clone Shipper \$75,000 for the rights.

“In order to meet immediate demand for the product, we have entered into this distribution agreement so that clone shipper is made available to the Canadian market place. THC has injected USD\$ 75,000 into Clone Shipper for general working capital and to have subtle changes made to the design of the device to ensure it meets regulatory requirements.”

“Clone Shipper is an essential component required to be able to transport controlled, live plants in compliance with regulatory requirements. Clone Shipper ensures your plants arrive healthy & stress free,” commented John Miller, President and CEO of THC.

Clone Shipper products will be available on the 1st December 2016 for sale through www.thcbiomed.com or www.cloneshipper.com.

THC will continue to protect shareholder value by using existing infrastructure within the market place to ensure swift delivery of product to registered patients. THC will expand its own assets upon gauging actual market demands. Research has concluded that there is sufficient infrastructure to cater to current demand.

Branding and product development remain our top priority and we will work to bring to market a delivery system that is effective and safe for the consumer.

THC continues to pursue the acquisition of Clone Shipper. Management believes that purchasing Clone Shipper would allow THC to penetrate the U.S. and the International Cannabis market, while remaining in compliance with the U.S. and International laws by not dealing with cannabis where cannabis remains illegal.”

“The Global demand for securely shipping live plants is increasing with the legalization of Medical Cannabis. This is the early formation of the mark we intend to make on the international cannabis market place.” announced John Miller, THC BioMed Intl CEO and President.

THC management believes that Clone Shipper is currently the only device that meets Canadian and Federal International laws governing the transportation of controlled, live plants.

THC intends to strengthen the patents protecting the Clone Shipper device and will ensure that this invention is protected under international laws.

Clone Shipper products are currently available for sale at gardening supply outlets throughout the USA. Clone shipper is also available on popular sites like Amazon.com. International online sales and more information on the company can be found at www.cloneshipper.com

Management will continue to employ fiscal discipline as we asses and strategically move forward in building an international vertically integrated Cannabis conglomerate. Management continues to work diligently to increase shareholder value and meet the milestones it has set out to shareholders.

THC's vision is to be on the leading edge of scientific research, 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 and include that (a) THC will acquire Clone Shipper, (b) Clone Shipper will make changes made to the design of the device to ensure it meets regulatory requirements, (c) the Clone Shipper devise will ensure plants arrive healthy and stress free, (d) Clone Shipper products will be available on the 1st December 2016 for sale through the websites, (e) THC will continue to protect shareholder value by using existing infrastructure within the market place to ensure swift delivery of product to registered patients, (f) THC will expand its own assets upon gauging

actual market demands. (g) that there is sufficient infrastructure to cater to current demand, (h) to bring to market a delivery system that is effective and safe for the consumer, (i) purchasing Clone Shipper would allow THC to penetrate the U.S. and the International Cannabis market, while remaining in line with the U.S. and International laws, by not dealing with cannabis where cannabis remains illegal, (j) THC intends to strengthen the patents protecting the Clone Shipper device and will ensure that this invention is protected under international laws, (k) Management will continue to employ fiscal discipline as we assess and strategically move forward in building an international vertically integrated Cannabis conglomerate, (l) Management continues to work diligently to increase shareholder value and meet the milestones it has set out to shareholders and (m) THC's vision is to be on the leading edge of scientific research, development of products and services related to the medical cannabis industry while creating a standard of excellence and is well-positioned to be in the forefront of this rapidly growing industry. 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.