

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

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

THC BioMed Intl Ltd. (the "Issuer")  
P.O. Box 20033 Towne Centre  
Kelowna, BC V1Y 9H2

**Item 2: Date of Material Change**

April 24, 2018

**Item 3: News Release**

A news release was disseminated on April 24, 2018 and filed on SEDAR ([www.sedar.com](http://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 the completion by its wholly-owned subsidiary, THC2GO Dispensaries Ltd., of a 5-year license agreement with Bhang & Shatter, an Alberta company for the operation of up to two retail stores in Alberta, Canada.

The non-exclusive license will allow Bhang & Shatter to sell cannabis products, using branding and trademarks, including trademark applications, for five (5) years for up to two retail stores in Alberta, Canada. In exchange, THC will receive 2% of the gross revenues of the retail outlets.

THC will also provide marketing support programs and market development fund programs to Bhang & Shatter.

Bhang & Shatter has made the application to the government of Alberta for a license to operate a retail store in Calgary and will make its corresponding application to the City of Calgary on Tuesday, April 24th.

**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**

April 24, 2018

**Schedule "A"**



THC BIOMED INTL LTD.  
P.O. Box 20033 Towne Centre  
Kelowna, B.C. V1Y 9H2  
[www.thcbiomed.com](http://www.thcbiomed.com)

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**THC Enters into License Agreement for THC2GO Retail Stores**

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**THC.CSE**

**THCBF – OTC**

**TFHC.F**

**Vancouver, British Columbia (April 24, 2018)** THC BioMed Intl Ltd. (CSE: THC), ("THC" or the "Company") THC announces the completion by its wholly-owned subsidiary, THC2GO Dispensaries Ltd., of a 5-year license agreement with Bhang & Shatter, an Alberta company for the operation of up to two retail stores in Alberta, Canada.

The non-exclusive license will allow Bhang & Shatter to sell cannabis products, using branding and trademarks, including trademark applications, for five (5) years for up to two retail stores in Alberta, Canada. In exchange, THC will receive 2% of the gross revenues of the retail outlets.

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**About THC**

THC is an ACMPR Licensed Producer and Canada's largest supplier of legal Cannabis Genetics. THC also produces and sells dried and fresh marijuana and cannabis oil for medical purposes. THC is on the leading edge of scientific research and the development of products and services related to the medical cannabis industry. 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: 1-844-THCMEDS  
E: [info@thcbiomed.com](mailto:info@thcbiomed.com)

*The Canadian Securities Exchange (CSE) has not reviewed and does not accept responsibility for the adequacy or the accuracy of the contents of this release.*

**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. In some cases, you can identify forward-looking statements by the use of words such as “will,” “may,” “would,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “could” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. 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) Bhang & Shatter will obtain a retail license and open one or more retail stores in Alberta, Canada and, (b) THC will 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.