

Form 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of Listed Issuer: **True Leaf Medicine International Ltd. (the "Issuer")**

Trading Symbol: **MJ**

Date: **May 11, 2016**

Is this an updating or amending Notice: **Yes** **No**

If yes provide date(s) of prior Notices: **April 29, 2016**

Issued & Outstanding Securities of Issuer Prior to Issuance: **42,490,281**

Date of News Release Announcing Private Placement: **April 29, 2016**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.205**
(the Issuer is relying upon confidential price protection granted to the Issuer on March 28, 2016 at \$0.105 per common share)

1. Private Placement

Full Name & Residential Address of Placee (City & Province)	No. of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if applicable) (\$)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date ⁽¹⁾	Description relationship to Issuer ⁽²⁾
Ray Kenney Topsaid, NL	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Marc Simpson Gander, NL	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Barry Reid Gander, NL	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Jody Bellefleur Surrey, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Jorg Nedler Kohn, Germany	30,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Evelyn (Lyn) McPherson Coldstream, BC	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Alicia Milne Burnaby, BC	10,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor

Nimbu Management Ltd. North Vancouver, BC	75,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Francis Patryshen Vancouver, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Johannes Bracker Sonthofen, Germany	500,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	2,000,000	May 11, 2016	Investor
Ehsan Salmabadi Vancouver, BC	20,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Sean Kingsley Vancouver, BC	5,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Fab Carella Coquitlam, BC	240,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Ruth Brennan Vernon, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Mitchell Pacifico Pointe Claire, QC	2,500 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Barbara Mispelkamp Pointe Claire, QC	19,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Fiona Howe Pointe Claire, QC	30,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Randy Lamb Foam Lake, SK	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Peter Skopetz Usingen, Germany	500,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Emilie Roy Montreal, QC	35,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Kirk Hughes Vernon, BC	10,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Oropass Ltd. Uxbridge, ON	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Darcy Bomford Vernon, BC	1,484,204 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	22,857,143	(3)	Related Person
Richard Carriere Vernon, BC	9,524 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Richard Holtz Vernon, BC	15,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
David Woods Vancouver, BC	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Mike Stark Surrey, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Ronald Smallwood Langley, BC	250,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor

First Pacific Enterprises Inc. Vernon, BC	761,904 shares 601,843 units	\$0.105	\$0.15	NI 45-106 s. 2.5	Nil	(4)	Related Person
Zimtu Capital Corp. Vancouver, BC	1,388,496 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	(5)	Investor and Creditor
Duster Capital Corp. Vancouver, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Kyle Camalush Leduc, AB	10,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Dayton Ricketts Lumby, BC	10,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Paul Christensen Cochrane, AB	20,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Birger Toedt Fiefberger, Germany	700,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Rajinder Deol Richmond, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Hans Podzun Richmond, BC	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Darren Reeves Vancouver, BC	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 11, 2016	Investor
Florian Schnorr Ladenburg, Germany	140,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Garry Jenereaux Burks Falls, ON	50,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 11, 2016	Investor
Alison Ruks Lake Country, BC	47,619 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	(6)	Creditor
2379388 Ontario Ltd. Kent, UK	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Scott Harkness Calgary, AB	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Easton Lee Coquitlam, BC	40,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Stephan Bogner Steinam Rhein, Switzerland	350,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.5	Nil	May 12, 2016 (DAP)	Investor
Ronald Long-Ting Tse Vancouver, BC	100,000 shares	\$0.105	Not Applicable	BC Instrument 45-536	Nil	May 12, 2016 (DAP)	Investor

Darren Smith Edmonton, AB	30,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Syndicated Capital Corp. West Vancouver, BC	250,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Kerry Chow Vancouver, BC	200,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Gordon Jang Vancouver, BC	300,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Henry Wong Vancouver, BC	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor
Ed Sit Burnaby BC	75,000 shares	\$0.105	Not Applicable	BC Instrument 45-536	Nil	May 12, 2016 (DAP)	Investor
Sherman Wong Vancouver, BC	200,000 shares	\$0.105	Not Applicable	BC Instrument 45-536	Nil	May 12, 2016 (DAP)	Investor
Roberto Chu Vancouver, BC	100,000 shares	\$0.105	Not Applicable	NI 45-106 s. 2.3	Nil	May 12, 2016 (DAP)	Investor

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

(3) 190,476 shares were purchased pursuant to the private placement at \$0.105 per share on May 11, 2016, 1,293,728 shares were issued pursuant to a debt conversion agreement between Mr. Bomford and the Issuer dated May 10, 2016.

(4) 761,904 shares were purchased pursuant to the private placement at \$0.105 per share on May 11, 2016, 601,843 units, each unit comprising of one common share and one-half of one share purchase warrant, were issued pursuant to a loan agreement between First Pacific Enterprises Inc. and the Issuer dated October 30, 2015.

(5) 500,000 shares were purchased pursuant to the private placement at \$0.105 per share on May 11, 2016, 888,496 shares were issued pursuant to a debt conversion agreement between Zimtu Capital Corp. and the Issuer dated May 9, 2016.

(6) 47,619 shares were issued pursuant to a debt conversion agreement between Alison Ruks and the Issuer dated May 10, 2016.

*An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **\$1,035,309.15: gross proceeds of \$737,982.42 from the private placement; conversion of debt in the amount of \$234,133.56; and the conversion of principal and interest outstanding pursuant to a loan agreement in the amount of \$63,193.55.**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The Issuer intends to use the proceeds of the placement as follows:

- **for working capital to produce inventory and to evaluate potential acquisitions within the pet industry;**
 - **for advertising and marketing costs including digital marketing expenses, creating promotional material and participating in Canadian, US and European trade shows; and**
 - **for the development of new products including research and development, formulation development and conducting pilot trials.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Not applicable.**
 4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
 - **1,293,728 shares were issued pursuant to a debt conversion agreement between Mr. Bomford and the Issuer dated May 10, 2016.**
 - **601,843 units of one common share and one-half of one share purchase warrant were issued pursuant to a loan agreement between First Pacific Enterprises Inc. and the Issuer dated October 30, 2015.**
 - **888,496 shares were issued pursuant to a debt conversion agreement between Zimtu Capital Corp. and the Issuer dated May 9, 2016.**
 - **47,619 shares were issued pursuant to a debt conversion agreement between Alison Ruks and the Issuer dated May 10, 2016.**

5. Description of securities to be issued:

- (a) Class: **Common Shares**
- (b) Number: **9,258,247**
- (c) Price per security: **\$0.105 per Common Share**
- (d) Voting rights: **Yes**
- (a) Class: **Units**
- (b) Number: **601,843**
- (c) Price per security: **\$0.105 per Common Share**

- (d) Voting rights: **Yes**
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **300,921 Warrants**
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **300,921 Common Shares**
- (c) Exercise price: **\$0.15**
- (d) Expiry date: **May 12, 2018**
7. Provide the following information if debt securities are to be issued: **Not Applicable**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Canaccord Genuity Corp., Suite 2200, 609 Granville Street, Vancouver, BC, V7Y 1H2**
- (b) Cash: **\$1,764**
- (c) Securities: **Not Applicable**
- (d) Other: **Not Applicable**
- (e) Expiry date of any options, warrants etc.: **Not Applicable**
- (f) Exercise price of any options, warrants etc.: **Not Applicable**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Haywood Securities Inc., Suite 700, 200 Burrard Street, Vancouver, BC V6C 3L6**
- (b) Cash: **\$9,224.25**
- (c) Securities: **Not Applicable**
- (d) Other: **Not Applicable**
- (e) Expiry date of any options, warrants etc.: **Not Applicable**
- (f) Exercise price of any options, warrants etc.: **Not Applicable**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **GMP Securities L.P., Suite 500, 550 Burrard Street, Vancouver, BC V6C 2B5**
- (b) Cash: **\$735**
- (c) Securities: **Not Applicable**
- (d) Other: **Not Applicable**
- (e) Expiry date of any options, warrants etc.: **Not Applicable**
- (f) Exercise price of any options, warrants etc.: **Not Applicable**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. **No.**
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). **Not Applicable.**
11. State whether the private placement will result in a change of control. **No.**
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: **Not Applicable.**
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. **Acquisition**

Not applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: **May 11, 2016**

Kevin Bottomley
Name of director or senior officer

/s/ Kevin Bottomley
Signature

Director
Official Capacity