

**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

**True Leaf Medicine International Ltd.**

- the issuer's website address; and

**www.trueleaf.com**

- the address, telephone number and email address of the issuer's head office.

**100 Kalamalka Lake Road, Unit 32**

**Vernon, BC V1T 9G1**

**Telephone: (778) 389.9933**

**Email: kevin@trueleaf.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Not Applicable**

## Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The issuer is a reporting issuer in British Columbia, Alberta, and Ontario.**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Not Applicable**

## Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| Financial Services                                      | <input type="checkbox"/> exploration/development                                    |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production   |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas  |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate  |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities  |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> Other (describe) <b>Hemp nutrition for pets</b> |
|   | Agriculture   |

## Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Not Applicable			

## **Details of distribution**

### **Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**May 12, 2016**

### **Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;

#### **Common shares**

**Units consisting of one Common share and one-half of one share purchase warrant exercisable at \$0.15 for a period of two years after the date of issuance**

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

**9,258,247 Common Shares**

**604,843 Units consisting of one common share and one-half of one share purchase warrant exercisable at \$0.15 per common share for a period of two years after May 12, 2016.**

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**Not Applicable.**

**[Remainder of page left blank intentionally]**

## Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	33	\$0.105	\$ 729,077.03 <sup>(1)</sup>
Alberta	4	\$0.105	\$16,800
Saskatchewan	1	\$0.105	\$5,250
Ontario	2	\$0.105	\$15,750
Quebec	4	\$0.105	\$9,082.50
Newfoundland	3	\$0.105	\$15,750
Germany	5	\$0.105	\$196,350
United Kingdom	1	\$0.105	\$10,500
Switzerland	1	\$0.105	36,750
Total number of Purchasers	54		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,035,309.53 <sup>(1)</sup>

(1) 2,229,843 shares were issued at a deemed price of \$0.105 per share pursuant to debt conversion agreements. 601,843 units were issued at a deemed price of \$0.105 pursuant to a loan agreement.

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Nimbu Management Ltd. 535 East 10th St., North Vancouver, BC V7L 2E7 Attn: Jenna Hardy 604.986.8578	-	75,000 common shares	\$7,875	NI 45-106 s. 2.5	2016-05-12
Oropass Ltd. 1 McGuire Cres., Uxbridge, ON L9P 1G7 Attn: Bill Seaward 416.891.4349	-	100,000 common shares	\$10,500	NI 45-106 s. 2.3	2016-05-12
First Pacific Enterprises Inc. 32 - 100 Kalamalka Lake Road, Vernon, BC V1T 9G1 Attn: Darcy Bomford 250.545.3098	I	761,904 common shares 601.843 units	\$79,999.92 \$61,193.55 <sup>(1)</sup>	NI 45-106 s. 2.5 NI 45-106 s. 2.14	2016-05-12
Zimtu Capital Corp. 1450 - 789 West Pender Street, Vancouver, BC V6C 1H2 Attn: Francis Petryshen 604.681.1568	-	500,000 common shares 888,496 common shares	\$52,500 \$93,292.12 <sup>(2)</sup>	NI 45-106 s. 2.5 NI 45-106 s. 2.14	2016-05-12
Duster Capital Corp. 201 - 1935 Haro Street, Vancouver, BC V6G 1H8 Attn: Dusan Berka 604.341.3195	-	50,000 common shares	\$5,250	NI 45-106 s. 2.5	2016-05-12
2379388 Ontario Ltd. 23 White Harwood, Seven Oaks, Kent, UK Attn: Dr. M. Kalairajah 44.168 982 39	-	100,000 common shares	\$10,500	NI 45-106 s. 2.3	2016-05-12
Syndicated Capital Corp. PO Box 91323, West Vancouver, BC V7V 3N9 Attn: Salman Jamal 604.694.1994	-	250,000 common shares	\$26,250	NI 45-106 s. 2.3	2016-05-12

(1) Units issued pursuant to a loan agreement at a deemed price of \$0.105 per unit.

(2) Shares issued pursuant to a debt conversion agreement at a deemed price of \$0.105 per share.

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. 700 – 200 Burrard St. Vancouver, BC V6C 3L6	-	\$9,224.25	-	-	-	\$9,224.25
Richardson GMP Securities LP 145 King Street West, Suite 300 Toronto, ON M5H 1J8	-	\$735.00	-	-	-	\$735.00
Canaccord Genuity Corp. 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	-	\$1,764.00	-	-	-	\$1,764

## **Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: **May 16, 2016**

**True Leaf Medicine International Ltd.**

---

Name of issuer (please print)

**Kevin Bottomley, Director, (778) 389.9933**

---

Print name, title and telephone number of person signing

***“Kevin Bottomley”***

---

Signature

**Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581