

**Form 45-106F6 (Amended)**  
**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 information**

**Item 1: Issuer 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;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**THC BioMed Intl Ltd.**  
**Suite 1100, 888 Dunsmuir Street**  
**Vancouver, BC V6C 3K4**  
**604-608-6314; jwalsh@theloncapital.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.

**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 Corporation 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.

**Item 3: Issuer's industry**

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | <input type="checkbox"/> Mining                             |
| <input type="checkbox"/> Financial Services             | <input checked="" 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 type="checkbox"/> Other (describe)                   |
-

**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.

Information about insiders and promoters			
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 \$)
N/A			

**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.

**December 10, 2015**

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

For each security distributed:

- describe the type of security;
- 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
- 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.

**The Company issued 7,500,000 Units at \$0.12 per Unit. Each Unit consists of one common share and one share purchase warrant, exercisable to purchase an additional common share at \$0.25 per share for a one year period, subject to an accelerated exercise clause that if the Company's shares trade at \$0.30 or higher for a period of 10 consecutive trading days, then the Company may, within five days of such event, provide notice by way of press release to the holder of the Warrants of the early expiry of the Warrants, and thereafter the Warrants shall expire on that date that is 30 days from the date that such notice is given.**

**The Company issued 755,341 common shares at \$0.12 per share.**

### 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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
South Korea	2	\$0.12	\$900,000.00
British Columbia	7	\$0.12	\$90,640.49
<b>Total number of Purchasers</b>	9		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$990,640.49</b>

**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

#### Instructions

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

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

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)
Firdaus Capital Corp. c/o Suite 1100 – 888 Dunsmuir St Vancouver, BC V6C 3K4 J. Walsh 604 682 1642	N/A	122,732 Common Shares	14,727.73	Sec 2.14 of NI 45-106	2015-12-10
GRW Inc. 1074 Lillooet Road North Vancouver, BC V7J 2H8 Geoff Watson 604 828 0085	N/A	254,529 Common Shares	30,543.40	Sec 2.14 of NI 45-106	2015-12-10
International Ranger Corp. Suite 1100 – 888 Dunsmuir Street Vancouver, BC V6C 3K4 Geoff Watson 604 828 0085	N/A	65,328 Common Shares	7,839.34	Sec 2.14 of NI 45-106	2015-12-10
Kassel Enterprises Inc. 5233 Cliffridge Avenue North Vancouver, BC V7R 3V2 Ward Jensen 604 614 9739	N/A	83,334 Common Shares	10,000.00	Sec 2.14 of NI 45-106	2015-12-10
Thomas Rondeau LLP 1780 – 400 Burrard Street Vancouver, BC V6C 3A6 Dale Rondeau 604 688 6775	N/A	137,159 Common Shares	16,459.02	Sec 2.14 of NI 45-106	2015-12-10
Fast Marine Group Ltd. 1129 Kings Avenue West Vancouver, BC V7T 2C2 Shane Ivancoe 604 220 0775	N/A	83,334 Common Shares	10,000.00	Sec 2.14 of NI 45-106	2015-12-10
Eyecom Security Corp. PO Box 22068, Capri PO Kelowna, BC V1Y 9N9 John Prexler 250 801 0850	N/A	8,925 Common Shares	1,071.00	Sec 2.14 of NI 45-106	2015-12-10

## Commissions and finder's fees

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

#### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

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 (Cdn \$)
			Number and type of securities issued: (Units) <sup>1</sup>	Price per security (Cdn \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Hee Kyung Jeoun 201 – 202 Kemsung Backjo Bila, Gumidong Bundanggu, Sungnamsi, Kyungkido, South Korea	N/A	\$36,000	150,000	\$0.12	BCI 45-529 2015-12-10	\$54,000

(1) Each Unit consists of one common share and one share purchase warrant. Each warrant is exercisable to acquire one common share at \$0.25 per share for a one year period, subject to an accelerated exercise clause that if the Company's shares trade at \$0.30 or higher for a period of 10 consecutive trading days, then the Company may, within five days of such event, provide notice by way of press release to the holder of the Warrants of the early expiry of the Warrants, and thereafter the Warrants shall expire on that date that is 30 days from the date that such notice is given.

### Certificate

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

Date: **December 17, 2015**

**THC BIOMED INTL LTD.**

Name of issuer (please print)

John Miller, President, 250-870-2512

Print name, title and telephone number of person signing

*"John Miller"*

Signature