

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

1. **Name and Address of Company**

Telferscot Resources Inc.
2702-401 Bay Street
P.O. Box 136
Toronto ON M5H 2Y4

2. **Date of Material Change**

May 13, 2015

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated through Marketwired on May 15, 2015 and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

Telferscot Resources Announces Financing and Potential Business Acquisition

5. **Full Description of Material Change**

Telferscot Resources Inc. ("Telferscot" or the "Company") announced that it has entered into a letter of intent with Resideo Properties Inc. ("Resideo") to acquire the business of Resideo following the completion of due diligence and a formal purchase agreement (the "Acquisition").

It is anticipated that the Acquisition will necessitate Telferscot to complete several corporate actions including, but not limited to: the Company completing a C\$250,000 private placement financing, as outlined below; and, a consolidation of the Company's shares (with the ratio anticipated to be 1 for 30) to facilitate the necessary post-Acquisition capital structure. Further, there are several conditions precedent to the Acquisition to be completed by Resideo.

Resideo is a privately held Canadian company in the process of acquiring a portfolio of single-family and multi-tenant residential properties in the Detroit, Michigan area. It is anticipated that the property portfolio will provide sufficient cash-flow to cover the Company's expenditures and more importantly an asset base from which to build a significant real estate business.

Several of the events referred to may require approval of Company shareholders, regulators and/or the CSE. Following the execution of a definitive agreement, a

complete description of the Acquisition; its impact on shareholders; and, the necessary approvals will be provided to the market.

Private Placement Offering

The Company plans to issue up to 50,000,000 common shares by way of a private placement at a price of C\$0.005 per share for total gross proceeds of \$250,000 (the "Offering"). Proceeds of the Offering will be used to pay accrued liabilities, including liabilities to a related party, near-term working capital requirements and costs associated with completion of the Acquisition. Current shareholders and any qualified investors who wish to participate in Offering are encouraged to contact the Company immediately. It is anticipated that the Offering will close in two tranches on, or about, May 20, 2015 and June 1, 2015. The Company has sought and has been granted relief from the Canadian Securities Exchange's minimum price rule.

Kolwezi Copper Corp.

In conjunction with the Acquisition, it is the intent of the Company to secure the current interest in Kolwezi Copper Corp. – the Company's interests in copper exploration in the DR Congo - to the benefit of Telferscot shareholders on a Record Date on, or about May 22, 2015. More information on this process will be forthcoming.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For further information, contact James Garcelon, Director and CEO of Telferscot Resources Inc at 416-640-5197.

9. **Date of Report**

May 14, 2015