

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**

April 25, 2017

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated through Marketwired on April 25, 2017 and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

Telferscot Resources Announces Private Placement

5. **Full Description of Material Change**

Telferscot Resources Inc. (CSE:TFS) (“**Telferscot**” or the “Company”) is pleased to announce that it has arranged a non-brokered private placement of up to 10 million common shares at a price of CAD\$0.01 per share for gross proceeds of up to C\$100,000. The company requested and was granted relief from the Canadian Securities Exchange’s minimum price rule.

The funds will be used for general working capital and new project review and acquisition. Current shareholders and any qualified investors who wish to participate in in this offering of common shares are welcome to contact the Company immediately. It is anticipated that the offering will close on or about, May 1, 2017

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 Stephen Coates, Director and CEO of Telferscot Resources Inc at 416-642-1807.

9. **Date of Report**

April 25, 2017