

## **NOTICE OF CHANGE IN CORPORATE STRUCTURE**

pursuant to Section 4.9 of  
National Instrument 51-102

To: Ontario Securities Commission  
Alberta Securities Commission  
BC Securities Commission  
Manitoba Securities Commission

### **INTRODUCTION**

Canntab Therapeutics Limited, formerly Telferscot Resources Inc. (the “**Issuer**”) is filing this Notice of Change in Corporate Structure pursuant to Section 4.9 of National Instrument 51-102 – Continuous Disclosure Obligations. The Issuer has completed a Plan of Arrangement (the “**Arrangement**”) under Section 192 of the *Canada Business Corporations Act* with its subsidiaries as set out below.

### **ITEM 1 - NAMES OF THE PARTIES TO THE TRANSACTION**

The Issuer and its seven subsidiaries (each a “**Subsidiary**” and collectively the “**Subsidiaries**”):

1. 10557404 Canada Corp. (“**CA10557404**”);
2. 10557501 Canada Corp. (“**CA10557501**”);
3. 10557510 Canada Corp. (“**CA10557510**”);
4. 10557536 Canada Corp. (“**CA10557536**”);
5. 10557544 Canada Corp. (“**CA10557544**”);
6. 10557633 Canada Corp. (“**CA10557633**”); and
7. 10617059 Canada Corp. (“**CA10617059**”).

### **ITEM 2 - DESCRIPTION OF THE TRANSACTION**

The Issuer has completed an Arrangement with its wholly-owned Subsidiaries, please refer Schedule B to the Arrangement Agreement with respect to the assets distribution.

In exchange, for each 1,000 common shares held by the shareholders of the Issuer as of April 4, 2018 (the “**Share Distribution Record Date**”) received the following:

1. 100 shares of CA10557404;
2. 20 shares of CA10557501;
3. 20 shares of CA10557510;
4. 20 shares of CA10557536;
5. 100 shares of CA10557544;
6. 20 shares of CA10557633; and
7. 200 shares of CA10617059.

At the Issuer's special meeting held in Toronto, Ontario on March 22, 2018 (the "**Meeting**"), shareholders approved the Arrangement and the Ontario Superior Court of Justice approved the Arrangement on March 26, 2018.

**ITEM 3 - EFFECTIVE DATE OF THE TRANSACTION**

Management confirms that the Share Distribution Record Date is April 4, 2018 and the effective date of the Arrangement is April 9, 2018 (the "**Effective Date**").

**ITEM 4 - NAMES OF EACH PARTY, IF ANY, THAT CEASED TO BE A REPORTING ISSUER SUBSEQUENT TO THE TRANSACTION AND NAMES OF THE CONTINUING ENTITIES**

The Issuer continues to be a reporting issuer in the provinces of Ontario, British Columbia, Alberta and Manitoba. No party ceased to be a reporting issuer subsequent to the Arrangement. As of the Effective Date of the Arrangement, CA10557404, CA10557501, CA10557510, CA10557536, CA10557544, CA10557633 and CA10617059 became reporting issuers in the provinces of Ontario, British Columbia, Alberta and Manitoba.

**ITEM 5 - THE DATES OF THE REPORTING ISSUERS' FIRST FINANCIAL YEAR-ENDS AFTER THE ARRANGEMENT**

The first financial year end for the Issuer and each of the Subsidiary is December 31, 2018.

**ITEM 6 - THE PERIODS, INCLUDING THE COMPARATIVE PERIODS, IF ANY, OF THE INTERIM AND ANNUAL FINANCIAL STATEMENTS REQUIRED TO BE FILED FOR THE REPORTING ISSUERS' FIRST FINANCIAL YEAR AFTER THE ARRANGEMENT**

**THE ISSUER**

The Issuer's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>YE</b>	12 months Audited Financial Statements for year ended December 31, 2017	Compared to	12 months Audited Financial Statements for year ended December 31, 2016
<b>Q1</b>	3 months ended March 31, 2018	Compared to	3 months period ended March 31, 2017
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	3 & 6 months period ended June 30, 2017
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	3 & 9 months period ended September 30, 2017

**CA10557404**

CA10557404 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10557404's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10557501**

CA10557501 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10557501's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10557510**

CA10557510 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA1055751's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10557536**

CA10557536 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10557536's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10557544**

CA10557544 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10557544's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10557633**

CA10557633 was incorporated on December 27, 2017 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10557633's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on December 27, 2017 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**CA10617059**

CA10617059 was incorporated on January 5, 2018 and its first year end subsequent to the Arrangement will be December 31, 2018. As such, CA10617059's filings that will occur subsequent to the transaction as follows:

	<b>Period</b>		<b>Comparative Period</b>
<b>Q1</b>	Period from incorporation on January 5, 2018 to March 31, 2018	Compared to	No comparative period
<b>Q2</b>	3 & 6 months ended June 30, 2018	Compared to	No comparative period
<b>Q3</b>	3 & 9 months ended September 30, 2018	Compared to	No comparative period
<b>YE</b>	Audited Financial Statements from incorporation to December 31, 2018	Compared to	No comparative period

**ITEM 7 - DOCUMENTS FILED UNDER NATIONAL INSTRUMENT 51-102 THAT DESCRIBE THE ARRANGEMENT AND WHERE THOSE DOCUMENTS CAN BE FOUND IN ELECTRONIC FORMAT UNDER GO GREEN'S PROFILE ON THE SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR) AT WWW.SEDAR.COM.**

1. The Issuer Management Information Circular dated February 21, 2018.
2. The Issuer Press Release dated March 23, 2018.
3. The Issuer Press Release dated April 3, 2018.
4. The Issuer Material Change Report dated April 3, 2018.
5. The Issuer Press Release dated April 5, 2018.
6. The Issuer Articles of Arrangement dated April 9, 2018.

**DATED** at Toronto, Ontario as of this 12<sup>th</sup> day of April, 2018.

**CANNTAB THERAPEUTICS LIMITED**