

**MATERIAL CHANGE
REPORT FORM 51-102F3**

1. **Reporting Issuer**

Canntab Therapeutics Limited (the “Issuer” or “Canntab”)
223 Riviera Drive
Markham, Ontario, L3R 5J6

2. **Date of Material Change**

April 12, 2022.

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on April 13, 2022 through Cision and filed on the system for electronic document analysis and retrieval (SEDAR) at www.sedar.com.

4. **Summary of Material Change**

On April 13, 2022, the Issuer announced that it has engaged Mr. Hamish Sutherland as a strategic business consultant to work with Canntab and develop additional sales and distribution channels for the extensive suite of Canntab’s products, and to assist Canntab in reaching strategic partnerships in the Cannabis industry with a view to enhancing shareholder value.

Mr. Sutherland’s engagement is initially for a four-month period, which can be extended on a month-to-month basis for an addition of two months. Mr. Sutherland will receive \$5,000 a month and has been issued 40,000 common shares of Canntab. In addition, Canntab has also granted 200,000 stock options to Mr. Sutherland exercisable at \$0.50 per common share for a period of 4 years. Mr. Sutherland will be entitled also to receive finder’s fees for any strategic initiative completed during his mandate or introduced to the Company by him.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto as Schedule “A”.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For additional information with respect to this material change, the following persons may be contacted:

Canntab Therapeutics Limited

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or

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9. **Date of Report**

This report is dated as of the 22nd day of April, 2022.

Schedule "A"
(Please see attached)

Canntab Engages Hamish Sutherland as Strategic Advisor

TORONTO, April 13, 2022 /CNW/ - Canntab Therapeutics Limited (CSE: PILL) (OTCQB: CTABF) (FRA: TBF1) (the "**Company**" or "**Canntab**") a leading innovator in cannabinoid and terpene blends in hard pill form for therapeutic applications, is pleased to announce that the Company has engaged Mr. Hamish Sutherland as a strategic business consultant to work with Canntab and develop additional sales and distribution channels for the extensive suite of Canntab's products and to assist Canntab in reaching strategic partnerships in the Cannabis industry with a view to enhancing shareholder value.

Mr. Sutherland is a seasoned veteran of the legal cannabis industry in Canada, with over nine years' experience and a successful track record in the sector. His past achievements and contributions include holding the position of founding Chief Operating Officer of Bedrocan Canada Inc. (subsequently acquired by Tweed to form Canopy Growth Corporation), delivering over \$750 million in investor value and overseeing the building and commissioning of two licensed facilities, including a 52,000 square foot state-of-the-art automated facility in suburban Toronto. Mr. Sutherland also serves as officer and director of various public and private cannabis companies in Canada, the United States and Australia, including Indiva Inc. (TSXV: NDVA), Mera Cannabis Corp., Altopa Inc. and Asterion Cannabis Inc. Mr. Sutherland holds an MBA from the Schulich School of Business at York University as well as a degree in Engineering Physics from McMaster University.

Mr. Sutherland's mandate is to maximize the potential of Canntab's assets, intellectual property, and operations with the primary objective of identifying and negotiating partnerships to assist Canntab in expanding its product offerings in Canada, United States, and other international jurisdictions. In addition, Mr. Sutherland will be working with his extensive network in the cannabis industry to explore M&A opportunities. This process has not been initiated because of receiving any offer and there are no assurances that any additional transactions will be undertaken.

"We are very pleased to have Hamish join our team. Mr. Sutherland's deep operational expertise in the cannabis industry specifically in the areas of finance, capital markets and corporate strategy will expand the skills matrix of the Canntab team, with the goal of generating one or more transactions to enhance shareholder value" said Larry Latowsky, CEO.

Engagement Details

Mr. Sutherland's engagement is initially for a four-month period, which can be extended on a month-to-month basis for an addition two months. Mr. Sutherland will receive \$5,000 a month and has been issued 40,000 common shares of Canntab ("**Canntab Shares**"). In addition, Canntab has also granted 200,000 stock options (the "**Options**") to Mr. Sutherland exercisable at \$0.50 per Share for a period of 4 years. In addition, Mr. Sutherland will be entitled to receive finder's fees for any strategic initiative completed during his mandate or introduced to the Company by him.

About Canntab Therapeutics Limited

Canntab is a Canadian phytopharmaceutical company focused on the manufacturing and distribution of a suite of hard pill cannabinoid formulations in multiple doses and timed-release combinations. Long referred to as Cannabis 3.0 by the Company, Canntab's proprietary hard pill cannabinoid formulations provide doctors, patients and consumers with medical grade solutions which incorporate all the features one would expect from any prescription or over the counter medication sold in pharmacies around the world. These include once a day and extended-release formulations, both providing an accurate dose and improved shelf stability.

Canntab holds a Cannabis Standard Processing & Sales for Medical Purposes License and a Cannabis Research License.

Canntab trades on the Canadian Securities Exchange under the symbol PILL, on the OTCQB under the symbol CTABF, and on the Frankfurt Stock Exchange under the symbol TBF1.

Cautionary Note Regarding Forward Looking Statements

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the

Company's current belief or assumptions as to the outcome and timing of such future events. The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the future plans and goals of the Company; commencing a process to explore and develop transactions with a view to enhancing shareholder value; identifying partners to assist Canntab in expanding its product offerings into the United States and other international jurisdictions and exploring the possibilities of M&A opportunities both for the Company as acquirer and potentially as the target; Mr. Sutherland's development of additional sales and distributions channel for Canntab's products and his assistance in reaching strategic partnerships in the Cannabis industry; Mr. Sutherland's mandate is to maximize the potential of Canntab's assets, intellectual property and operations; Mr. Sutherland's anticipated work with his extensive network in the cannabis industry to explore M&A opportunities for Canntab; the addition of Mr. Sutherland's expertise to the Canntab team; Mr. Sutherland's engagement and potential continued engagement with Canntab; the ability for Canntab to compensate Mr. Sutherland's with finder's fees and Mr. Sutherland's ability to receive such finder's fee, and the compliance of such arrangement with all applicable exchanges policies and securities legislation.

Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Company's ability to continue as a going concern; the continued commercial viability, adoption and growth in popularity of the Company's products; continued approval of the Company's activities by the relevant governmental and/or regulatory authorities; the Company continuing to develop products; continued growth of the Company; the Company hitting its future plans and goals; the Company will enhance of shareholder value through Mr. Sutherland's mandate; the Company ability expanding its product offerings into the United States and other international jurisdictions and the Company's ability to identify or execute on possible M&A opportunities both for the Company as acquirer and potentially as the target; Mr. Sutherland's will further the development of additional sales and distributions channel for Canntab's products and his assistance in reaching strategic partnerships in the Cannabis industry; Mr. Sutherland's mandate will increase the potential of Canntab's assets, intellectual property and operations; Mr. Sutherland's anticipated work with his extensive network in the cannabis industry will identify additional M&A opportunities for Canntab; the successful addition and incorporation of Mr. Sutherland's expertise to the Canntab team; Mr. Sutherland's successful engagement and potential continued engagement with Canntab; the ability for Canntab to compensate Mr. Sutherland's with finder's fees and Mr. Sutherland's ability to receive such finder's fee, and the compliance of such arrangement with all applicable exchanges policies and securities legislation.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern; risks associated with potential governmental and/or regulatory action with respect to the Company's operations; competition within the industry; risks that the Company will be unable to execute its plans and/or meet its goals; risk that the Company will not grow as anticipated; risks that consumers will not purchase its products; risk that Mr. Sutherland may not be able to identify transactions to enhance shareholder value; risk that the Company not be able to expand its product offerings into the United States and other international jurisdictions; and risk that the Company will be unable to identify or execute on possible M&A opportunities both for the Company as acquirer and potentially as the target; Mr. Sutherland's inability to develop of additional sales and distributions channel for Canntab's products and his inability assistance in reaching strategic partnerships in the Cannabis industry; Mr. Sutherland's inability to fulfill or partially fully his mandate to maximize the potential of Canntab's assets, intellectual property and operations; Mr. Sutherland's inability to complete his anticipated work with his extensive network in the cannabis industry to explore M&A opportunities for Canntab; the inability to incorporate Mr. Sutherland's expertise into the Canntab team; the inability to retain Mr. Sutherland for the initial engagement and potential continued engagement with Canntab; the inability for Canntab to compensate Mr. Sutherland's with finder's fees and Mr. Sutherland's inability to receive such finder's fee, and the inability to maintain compliance of such arrangement with all applicable exchanges policies and securities legislation.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

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<https://www.prnewswire.com/news-releases/canntab-engages-hamish-sutherland-as-strategic-advisor-301524795.html>

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