

**NOTICE**  
**NATIONAL INSTRUMENT 51-102**  
**CHANGE IN CORPORATE STRUCTURE**

This notice is provided pursuant to the requirements of Sections 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”).

**Item 1: Names of the parties to the transaction**

Cannabix Technologies Inc. (“**Cannabix**”) and Torino Ventures Inc. (“**Torino**”)

**Item 2: Description of the transaction**

Pursuant to and on the terms and subject to the conditions set out in an arrangement agreement between Cannabix and Torino dated January 5, 2015, Cannabix and Torino completed a court approved statutory plan of arrangement (the “**Arrangement**”) under Part 9, Division 5 of the *Business Corporations Act* (British Columbia). As a result of the Arrangement, Torino became a reporting issuer in British Columbia, Alberta and Manitoba. Under the Arrangement, Cannabix transferred to Torino \$10,000 cash and the Monster Lake South Gold Property (also known as the Hazeur Gold Property, and all assets related thereto) in exchange for the issuance of 7,999,984 common shares of Torino to Cannabix’s shareholders on a *pro rata* basis.

**Item 3. Effective date of the transaction**

March 12, 2015

**Item 4. Names of each party that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity**

No party ceased to be a reporting issuer following completion of the Arrangement. As a result of the Arrangement, Torino became a reporting issuer in British Columbia, Alberta and Manitoba on the Effective Date.

Cannabix continues to be a reporting issuer in British Columbia, Alberta, Manitoba and Ontario.

**Item 5. Date of the reporting issuer’s first financial year-end subsequent to the transaction**

Torino’s first financial year end subsequent to the Arrangement will be December 31, 2015.

**Item 6. Periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer’s first financial year subsequent to the transaction**

Torino’s first financial statements after becoming a reporting issuer will be for the three month interim period ending March 31, 2015, the six month interim period ending June 30, 2015, the nine month interim period ending September 30, 2015 and the year ending December 31, 2015. Torino’s financial statements for the period from incorporation to the year ended December 31, 2014 were included and filed in the Information Circular of Cannabix dated January 14, 2015 and filed under the SEDAR profile of Cannabix on January 23, 2015.

**Item 7. Documents which were filed under NI 51-102 that describe the transaction and where those documents can be found in electronic format**

- News release of Cannabix dated October 30, 2014 and filed on October 30, 2014
- News release of Cannabix dated January 5, 2015 and filed on January 5, 2015
- Material Change Report of Cannabix dated January 5, 2015 and filed on January 5, 2015
- Arrangement Agreement dated January 5, 2015 between Cannabix and Torino and filed on January 6, 2015
- Technical Report on the Monster Lake South Gold Property dated January 5, 2015 and filed on January 7, 2015
- Cover letter regarding filing of Technical Report dated January 7, 2015 and filed on January 7, 2015
- Information Circular of Cannabix dated January 14, 2015 and filed on January 23, 2015
- News release of Cannabix dated February 17, 2015 and filed on February 17, 2015
- News release of Cannabix dated March 2, 2015 and filed on March 2, 2015
- News release of Cannabix dated March 5, 2015 and filed on March 5, 2015

**Item 8. Date of report**

March 12, 2015

**Torino Ventures Inc.**

/s/ Bryan Loree

Bryan Loree  
President