

NATIONAL INSTRUMENT 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

1. Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (“**Common Shares**”), stock options (“**Stock Options**”), and warrants (“**Warrants**”) of Canntab Therapeutics Limited (the “**Company**”), of 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

2. Identity of the Acquiror

2.1 State the name and address of the Acquiror

Mr. Goldstein (the “**Acquiror**”)
55 University Ave #1003
Toronto, ON
M5J 2H7

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On April 11, 2018, in connection with the closing of the Company’s Fundamental Change (as such term is defined in the Policies and Procedures (the “**Policies**”) of the Canadian Securities Exchange (the “**CSE**”), pursuant to which the Company acquired all of the securities of Canntab Therapeutics Subsidiary Limited, by way of three-cornered amalgamation (the “**Transaction**”), the Acquiror, the CFO and a Director of the Company, acquired control over an aggregate of 3,838,000 Common Shares, representing approximately 15.69% of the Shares issued and outstanding following completion of the Transaction, on an undiluted basis. Of these, 3,038,000 Shares are registered in the name of the Richard Goldstein Family Trust (the “**Trust**”), which is a discretionary trust controlled by Mr. Goldstein. In addition, the Acquirer holds 200,000 Stock Options and 400,000 Warrants, each of which is exercisable into one Common Share, resulting in the Acquiror controlling an aggregate of 4,438,000 securities of the Company (17.69% on a partially-diluted basis).

2.3 State the name of any joint actors

The Trust.

3. Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal this report and the change in the Acquiror's securityholding percentage in the class of securities.

3,838,000 Common Shares, 200,000 Stock Options and 400,000 Warrants. See Item 3.4 for the change in the Acquiror's securityholding percentage.

3.2 State whether the Acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired ownership of 3,838,000 Common Shares, 200,000 Stock Options and 400,000 Warrants, which triggered the requirement to file this report.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

The Acquiror held no securities of the Company prior to the completion of the Transaction.

Following the completion of the Transaction, the Acquiror owns and controls an aggregate of:

- 3,838,000 Common Shares
- 200,000 Stock Options
- 400,000 Warrants

After the acquisition of the securities set out above, the Acquiror owns and controls an aggregate of 3,838,000 Common Shares, representing approximately 15.69% of the Shares issued and outstanding following completion of the Transaction, on an undiluted basis. In addition, the Acquirer holds 200,000 Stock Options and 400,000 Warrants, each of which is exercisable into one Common Share, resulting in the Acquiror controlling an aggregate of 4,438,000 securities of the Company (17.69% on a partially-diluted basis).

3.5 State the designation and number or principal amount of securities and the Acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) **the Acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 3.4 above.

- (b) **the Acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the Acquiror or any joint actor, and**

Not applicable.

- (c) **the Acquiror, either alone or together with any joint actors, has exclusive or shared control by does not have ownership.**

Not applicable.

- 3.6 **If the Acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the Acquiror's securityholdings.**

Not applicable.

- 3.7 **If the Acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 **If the Acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

None.

4. Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

\$3,838,000 based on a deemed value of \$1.00 per Share.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the Acquiror.

Mr. Goldstein and the Trust received their securities in exchange for the securities of Canntab Therapeutics Subsidiary Limited that they held prior to the completion of the Transaction, on a four for one basis.

5. Purpose of the Transaction

State the purpose or purposes of the Acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the Acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

Mr. Goldstein was the CFO and a Director of Canntab Therapeutics Subsidiary Limited and the securities of the Company were acquired as part of the Transaction. In connection with the closing of the Transaction, Mr. Goldstein was appointed to the Company's board of directors and as the CFO. He intends to monitor the business and affairs of the Company, including its financial performance, and depending upon these factors, market conditions and other factors, additional securities of the Company may be acquired as is considered or deemed appropriate. Alternatively, some or all of the securities described herein may be disposed in compliance with applicable securities regulatory requirements.

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

Not applicable

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

Not applicable.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

Not applicable.

- (e) a material change in the reporting issuer's business or corporate structure;

Not applicable.

- (f) a material change in the reporting issuer's business or corporate structure;

Not applicable.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

Not applicable.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

Not applicable.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction in Canada;

Not applicable.

- (j) a solicitation of proxies from securityholders;

Not applicable.

- (k) An action similar to any of those enumerated above;

Not applicable.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the Acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Mr. Goldstein was the CFO and a Director of Canntab Therapeutics Subsidiary Limited and the Shares were acquired as part of the Transaction. In connection with the closing of the Transaction, Mr. Goldstein was appointed to the Company's board of directors and as the CFO. He intends to monitor the business and affairs of the Company, including its financial performance, and depending upon these factors, market conditions and other factors, additional securities of the Company may be acquired as is considered or deemed appropriate. Alternatively, some or all of the securities described herein may be disposed in compliance with applicable securities regulatory requirements.

7. Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the Acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8. Exemption

If the Acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for this transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 13th day of April, 2018.

"Richard Goldstein"

Richard Goldstein