

NOTICE OF CHANGE IN CORPORATE STRUCTURE

PURSUANT TO SECTION 4.10 OF NATIONAL INSTRUMENT 51-102 - *CONTINUOUS DISCLOSURE OBLIGATIONS*

1. Names of Parties to the Transaction:

MediPharm Labs Corp. (formerly, POCML 4 Inc.) (“the **“Company”** or the **“Reporting Issuer”**”)

MediPharm Labs Inc. (the **“Target”**)

2. Description of the Transaction:

Name Change and Consolidation

Pursuant to a special resolution passed by the shareholders of the Reporting Issuer on August 23, 2018, the shareholders approved (i) a change in Reporting Issuer’s name to “MediPharm Labs Corp.” and (ii) a consolidation of the Reporting Issuer’s shares on the basis of one common share for every two common shares issued and outstanding. The name change and consolidation were both effected immediately prior to the effective time of the Amalgamation (as defined below) by filing articles of amendment dated October 1, 2018.

Qualifying Transaction

On October 1, 2018, the Company acquired the Target pursuant to a “three-cornered amalgamation” pursuant to the provisions of the *Business Corporations Act* (Ontario) (the **“Amalgamation”**), with such transaction constituting an arm’s length qualifying transaction in accordance with the policies of the TSX Venture Exchange (the **“TSXV”**). The common shares of the Resulting Issuer began trading on the TSXV under the symbol “LABS” on October 4, 2018.

3. Effective Date of the Transaction:

October 1, 2018.

4. Names of Each Party, if any that Ceased to be a Reporting Issuer Subsequent to the Transition and of each Continuing Entity:

Not applicable.

5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction:

Following the Amalgamation, which constituted a reverse takeover, although the Company (the reverse takeover acquiree) is the reporting issuer, from an accounting perspective, the financial statements will be those of the Target (the reverse

takeover acquirer). Those financial statements must be prepared and filed as if the reverse takeover acquirer had always been the reporting issuer. The Target has a December 31 financial year-end. The Resulting Issuer will maintain the financial year-end of the Target.

6. Periods, including the Comparative Periods, if any, of the Interim Financial Reports and the Annual Financial Statements Required to be Filed for the Reporting Issuer's Transitional Financial Year Subsequent to the Transaction:

Audited financial statements of the Resulting Issuer for the 12 months ended December 31, 2018 and 2017, to be filed by April 30, 2019.

7. Documents Filed under National Instrument 51-102 – *Continuous Disclosure Obligations* that describe the Transaction:

For additional information relating to the Transaction, please refer to the following documents filed on SEDAR (www.sedar.com) under the profile of the Resulting Issuer:

- press releases dated May 15, 2018; May 31, 2018; June 28, 2018; June 29, 2018; July 16, 2018; August 23, 2018; September 21, 2018; October 2, 2018 and October 4, 2018;
- master agreement dated May 24, 2018;
- material change report dated July 6, 2018;
- management information circular, notice of meeting and proxy dated July 23, 2018;
- filing statement dated September 24, 2018;
- amalgamation agreement dated October 1, 2018;
- articles of amendment dated October 1, 2018; and
- material change report dated October 10, 2018.

8. Date of Report

October 10, 2018