

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Leviathan Cannabis Group Inc. (the "Issuer" or "Leviathan")
250 The Esplanade Suite 116
Toronto, Ontario
M5H 4J6

Item 2 Date of Material Change

May 25, 2018

Item 3 News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated on May 25, 2018 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced its plan to raise up to \$15,000,000 in combined debt and equity financing within 60 days of the closing date of the Woodstock transaction expected to occur on or about June 14, 2018. Leviathan expects to issue up to 15,000,000 units at a price of \$0.50 per unit for total gross proceeds of up to \$7,500,000 in a non-brokered private placement.

Leviathan also announced that the board of directors, on May 18, 2018, approved the granting of stock options to certain officers, directors and consultants exercisable for up to 4,950,000 Common Shares at \$0.60 per share for which expiration dates ranging from May 17, 2020 to May 17, 2021.

Item 5 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

The Issuer is not relying on sub-section 7.1 (2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

Item 7 Omitted Information

No information has been omitted from this report on the basis that is confidential information.

Item 8 Executive Officer

For further information, please contact Chris Carmichael, Chief Financial Officer, at (647) 225-4337.

Item 9 Date of Report

Dated at Toronto, Ontario this 30th day of May, 2018.

Leviathan Provides Further Information Regarding the Woodstock Transaction

Toronto, Ontario--(Newsfile Corp. - May 25, 2018) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") is pleased to provide further information regarding its planned acquisition of Woodstock Biomed Inc. ("**Woodstock**") which was announced on May 24, 2018.

Private Placement Financing

Leviathan is pleased to announce further information regarding its plan to raise up to \$15,000,000 in combined debt and equity financing within 60 days of the closing date of the Woodstock transaction expected to occur on or about June 14, 2018. **Leviathan** expects to issue up to 15,000,000 units at a price of \$0.50 per unit for total gross proceeds of up to \$7,500,000 (the "**Units**") in a non-brokered private placement (the "**Equity Financing**"). Each Unit will be comprised of one (1) common share of **Leviathan** (a "**Common Share**"), and one (1) non-transferable common share warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$1.00 per Common Share for 24 months from issuance. The Warrant may not be exercised before the date that is 120 days from the Equity Financing closing date, expected to occur on or about June 15, 2018. **Leviathan** may accelerate the expiry date of the Warrants, upon 20 days' notice, at any time after 120 days from the Equity Financing closing date, if the Common Shares close at or above \$1.50 per Common Share for 20 consecutive trading days after 120 days from the Equity Financing closing date. The Company may pay eligible brokers a brokerage fee of up to 6% of the capital raised in the Equity Financing, which brokerage fee shall be payable in cash, Common Shares and Warrants or any combination thereof. An additional \$7,500,000 is expected to be raised through a commercial mortgage secured against the property owned by Woodstock, including the prime, late stage ACMPR greenhouse production facility in Pelham, Ontario that is expected to serve as the Company's cornerstone for cannabis cultivation operations in Canada (the "**Debt Financing**"). Closing of the Debt Financing is expected to occur on or about July 15, 2018.

Stock Option Grants

Leviathan also announces that the board of directors, on May 18, 2018, approved the granting of stock options to certain officers, directors and consultants exercisable for up to 4,950,000 Common Shares at \$0.60 per share for with expiration dates ranging from May 17, 2020 to May 17, 2021.

About Leviathan Cannabis Group Inc.

Leviathan plans on executing a series of strategic acquisitions that extend across all vertical markets both here in Canada and internationally, to support the Company's proprietary brand strategy. This global reach positions the Company to be a leading multi-jurisdictional medical and recreational cannabis enterprise — one that brings together the best cannabis products, brands and expertise from Canada and around the world. In addition to the acquisition of **Woodstock**, the **Leviathan** portfolio includes **Jekyll+Hyde Brand Builders Inc.**, a cannabis focused, marketing services agency and the Company's fully owned subsidiary.

Please visit www.LeviathanCannabis.com

For more information, contact Rick Rogers, Chairman, **Leviathan Cannabis Group Inc.** at 416.303.9060 or Jayne Beckwith, COO **Jekyll+Hyde Brand Builders Inc.** at 416.806.0591.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

Certain information in this press release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or negatives of these terms and similar expressions. Forward-looking statements in this press release include, without limitation: completion of equity and debt financings; the Company executing a series of strategic acquisitions that extend across all vertical markets in Canada and internationally; the Company becoming a leading multi-jurisdictional medical and recreational cannabis enterprise; and the acquisition of Woodstock. Forward-looking statements are based on certain assumptions, including: identifying acquisitions; successfully negotiating a definitive agreement with an acquisition target; the conditions to the acquisition being satisfied or waived; finding partners to complete a transaction; applicable board, shareholder, stock exchange, court and regulatory approval of any proposed transaction, including the acquisition of Woodstock and the financings; receipt of subscriptions for the financings; and conditions precedent the closing of the acquisition of Woodstock being met.

Forward-looking statements are also based on certain assumptions regarding Woodstock, including successful application to be a licensed cannabis producer and seller, expected growth, results from operations, performance, industry trends and growth opportunities. While **Leviathan** considers these assumptions to be reasonable, based on information currently available, they are inherently subject to significant business, economic and competitive uncertainties and contingencies and they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements.

These factors include, among others; the Company's ability to identify and complete additional suitable acquisitions; dependence on obtaining regulatory approvals; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US Federal laws; change in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry; operational risks in development and production delays or changes in plans with respect to development projects or capital expenditures; the uncertainty of the capital markets; the uncertainty of receiving the required licenses; production costs and expenses; health, safety and environmental risks; marketing and transportation; loss of markets; environmental risks; incorrect assessment of the value of the potential market; failure to obtain required regulatory and other approvals; changes in laws; as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedar.com.

Any forward-looking statements or facts (including financial information) related to Woodstock discussed or disclosed herein are derived from information obtained directly from Woodstock and publicly available sources and has not been independently verified by Leviathan. Readers are cautioned that the foregoing 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 from those anticipated. Forward-looking statements are not guarantees of future performance. Except as required by law, Leviathan disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.