

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

August 8, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on August 9, 2018 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced the appointment of Cheryl Ramdath-Sarnavka as Chief Financial Officer, replacing Jayne Beckwith and that it has granted stock options to certain consultants.

Item 5 Full Description of Material Change

Leviathan announced that Cheryl Ramdath-Sarnavka has been appointed as Chief Financial Officer of the Issuer, filling the vacancy created by the resignation of Jayne Beckwith as Chief Financial Officer effective August 8, 2018.

Leviathan also announced that to incentivize certain consultants to maintain a long-term relationship with the Issuer, and in consideration for their services and covenants under the Consultant Agreements (“Agreement”), the board of directors approved the granting of stock options to certain consultants exercisable for up to 750,000 Common Shares at \$1.50 per share with a two-year expiration date. In order for the stock options to vest, the Agreement must be in effect and the consultants must be engaged as a consultant to the Company.

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 Martin Doane, Chief Executive Officer, at (416) 903-6691.

Item 9 Date of Report

Dated at Toronto, Ontario this 9th day of August, 2018.

SCHEDULE "A"



LEVIATHAN CANNABIS NAMES NEW CFO WITH CANNABIS AND PHARMACEUTICAL EXPERIENCE

TORONTO, ONTARIO --- (Newsfile Corp. – August 9, 2018) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") announces the appointment of Cheryl Sarnavka as the Company's Chief Financial Officer.

Ms. Sarnavka is a Certified General Accountant (CGA) and a Chartered Professional Accountant (CPA) with more than 20 years experience in corporate finance, operational strategy, contract management and mergers and acquisitions.

She is a high-energy, goal-driven performer whose sound financial guidance has helped companies achieve record profitability. She has served in senior financial and accounting positions in a number of high profile companies including international pharmaceutical company GlaxoSmithKline and Protiviti, a division of Robert Half, Canada Inc. – considered part of the largest accounting and finance staffing firm in the world. Recently, Ms. Sarnavka has re-directed her energy and passion to the cannabis pharmaceutical space where she has been actively involved in clinical trials, research and corporate strategies. Excited about the huge growth potential of the sector, Ms. Sarnavka has accrued deep knowledge of the cannabis industry and has built a strong network of industry leaders and participants.

"Ms. Sarnavka's proven track record in financial markets, combined with her knowledge of the unique and rapidly evolving cannabis sector, represent strong value to Company stakeholders." states Martin J. Doane, CEO of **Leviathan**. "**Leviathan** is currently in the process of acquiring Pulse Rx Inc. - a boutique-style pharmacy company which serves institutional clients such as nursing and retirement homes. Given that Pulse Rx is earmarked for innovative expansion that includes the opportunity to develop cannabis-based therapy products, Ms. Sarnavka's expertise will greatly assist the Company in executing intelligent growth and operational strategies."

"I am elated to join the Leviathan team" says Ms. Sarnavka. "The Company is at the forefront of a new, economic frontier in which risk mitigation, due diligence and sophisticated business and financial modeling are critical. I could not have found a better fit for my abilities."

Ms. Sarnavka replaces Jayne Beckwith, who served as Interim CFO, and who will continue in her role as Chief Communications Officer of the Company.

Stock Options Grant

Leviathan announces that to incentivize certain consultants to maintain a long-term relationship with the Company, and in consideration for their services and covenants under the Consultant Agreement ("Agreement"), the board of directors approved the granting of stock options to certain consultants exercisable for up to 750,000 Common Shares at \$1.50 per share with a two-year expiration date. In order for the stock options to vest, the Agreement must be in effect and the consultants must be engaged as a consultant to the Company.



About Leviathan Cannabis

Leviathan plans on executing a series of strategic acquisitions that extend across all vertical markets 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. The **Leviathan** portfolio currently comprises **Jekyll+Hyde Brand Builders Inc.**, a marketing services agency specializing in the cannabis sector, and **Woodstock Biomed Inc.**, a late-stage applicant under the ACMPR, which is in the process of retrofitting a substantial greenhouse production facility in Pelham, Ontario. **Leviathan** recently announced its intention to acquire **Pulse Rx Inc.**, a boutique-style pharmacy currently providing core pharmacy services to institutional clients including nursing and retirement homes. **Pulse Rx** will form an integral component in **Leviathan's** future retail distribution model for cannabis products.

Please visit www.LeviathanCannabis.com

For more information, contact Martin J. Doane, Chairman, **Leviathan Cannabis Group Inc.** at 416.903.6691 or Jayne Beckwith, Chief Communications Officer at **Leviathan Cannabis Group 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 news 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 are based on certain assumptions, 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.

Forward-looking statements also necessarily involve known and unknown risks, including without limitation, risks associated with general economic conditions, adverse industry events, marketing costs, loss of markets, future legislative and regulatory developments, the inability to access sufficient capital on favourable terms, the medical and recreational cannabis industry in Canada in general, income tax and regulatory matters, the ability of Leviathan to execute its business strategies, competition, crop failure, currency and interest rate fluctuations and other risks.



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 news release are expressly qualified by this cautionary statement.

Source: Leviathan Cannabis Group Inc.

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.