

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

September 4, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on September 4, 2018 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced that Russell Starr has been appointed to the Board of Directors of the Issuer, filling the vacancy created by the resignation of Philip Kelly effective September 4, 2018.

Item 5 Full Description of Material Change

Leviathan announced that Russell Starr has been appointed to the Board of Directors of the Issuer, filling the vacancy created by the resignation of Philip Kelly effective September 4, 2018.

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 4th day of September, 2018.

SCHEDULE "A"



LEVIATHAN CANNABIS APPOINTS RUSSELL STARR TO ITS BOARD OF DIRECTORS

TORONTO, ONTARIO --- (Newsfile Corp. – September 4, 2018) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") announces the appointment of Russell Starr to the Board of Directors.

Mr. Starr is a successful entrepreneur and financial professional with over 17 years of corporate finance, investment and business development experience working with global investment banks and independent boutique investment dealers.

Mr. Starr is a co-founder of Europacific Canada which bought Dundee Wealth, now named Echelon Partners, a leading independent wealth management and capital markets firm. He held an executive position and board appointment with Cayden Resources and was integral in the marketing, financing, development and ultimate sale of Cayden for CAD\$205 million to Agnico Eagle in 2014.

Earlier in his career, he held senior positions and advisory roles with top-ranked financial institutions including RBC Capital Markets, Scotia Capital, Orion Securities, Blackmont and Echelon. Mr. Starr has an MBA from the Richard Ivey School of Business, a Master of Arts degree in Economics from the University of Victoria and a Bachelor of Arts degree in Economics from Queens University.

“Russell Starr brings a proven track record of finance, M&A and capital markets experience to the **Leviathan** Board of Directors. His oversight and corporate governance skills will help the Company continue to effectively execute an ambitious expansion plan both domestically and abroad”, stated Martin J. Doane, CEO of **Leviathan**.

Mr. Starr replaces Mr. Philip Kelly as a member of the Board of Directors effective September 4, 2018. The **Leviathan** Board of Directors wishes to express its gratitude to Mr. Kelly for his commitment and service 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, CEO, **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.