

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

October 4, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on October 3, 2018 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced the addition of Dr. Rubin Becker to its Board of Directors and the granting of stock options to Dr. Becker.

Item 5 Full Description of Material Change

Leviathan announced Dr. Becker joins the Board as an independent Director and a member of the audit committee. He replaces Mr. Rick Rogers as a member of the Board of Directors effective October 3, 2018. Furthermore, the granting of stock options to Dr. Becker exercisable for up to 400,000 Common Shares at \$1.50 vesting quarterly, in advance, in equal tranches over two years. The options will expire 2 years from the date they vest.

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 October, 2018.

SCHEDULE "A"



LEVIATHAN CANNABIS NAMES PROMINENT MONTREAL PHYSICIAN DR. RUBIN BECKER TO ITS BOARD OF DIRECTORS

TORONTO, ONTARIO --- (Newsfile Corp. – October 3, 2018) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") announces the addition of Dr. Rubin Becker to its Board of Directors.

Dr. Becker MD, FRCP(C) is a distinguished medical doctor with extensive expertise in geriatric and internal medicine. He currently holds the position of Chief, Division of Internal Medicine at Montreal Jewish General Hospital and is an Associate Professor of Medicine at McGill University. Previously, Dr. Becker served as Medical Director at Montreal's Mount Sinai Hospital and the facility's founding Director of Palliative Care. He also served as the Chief of Medicine at the Jewish Rehabilitation Hospital.

"This highly-respected physician has dedicated much of his career to investigating and implementing better treatments and therapies to alleviate the pain and suffering of patients – specifically the elderly," stated Martin J. Doane, CEO of **Leviathan**. "Dr. Becker's decades of experience in senior positions at world-class institutions, together with his deep medical knowledge and vast experience in geriatrics delivers strong board governance, leadership and value to **Leviathan**. A principal component of the Company's growth strategy is to develop the pending acquisition of Pulse Rx. This boutique pharmacy currently supplies traditional pharmacy services to nursing homes and long-term care facilities. **Leviathan** intends to use this unique platform to create and market innovative cannabis therapies both domestically and internationally."

Dr. Becker joins the Board as an independent Director and a member of the audit committee. He replaces Mr. Rick Rogers as a member of the Board of Directors effective October 3, 2018. The **Leviathan** Board of Directors expresses its gratitude to Mr. Rogers for his commitment and service to the Company.

Stock Options Grant

Leviathan also announces the granting of stock options to Dr. Becker exercisable for up to 400,000 Common Shares at \$1.50 vesting quarterly, in advance, in equal tranches over two years. The options will expire 2 years from the date they vest.

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.