

**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**

November 13, 2018

**Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on November 8, 2018 and filed on SEDAR.

**Item 4 Summary of Material Change**

Leviathan announced the addition of David Jarvis and Matthew Brace to its Board of Directors. Leviathan also announced the grant of stock options to David Jarvis and Matthew Brace.

**Item 5 Full Description of Material Change**

Leviathan announced the addition of David Jarvis and Matthew Brace to its Board of Directors. David Jarvis, CFA, MBA, is a veteran of the Canadian hedge fund and financial services industry with over 30 years in senior-level positions. As a founding partner of Spartan Fund Management, Mr. Jarvis conceived, designed and built one of the first incubator hedge fund platforms in Canada with over 15 funds and a wide array of investment strategies. Mr. Jarvis is also one of Canada’s leading experts in capital markets compliance. As a former Chief Compliance Officer at Forge First Asset Management he spearheaded compliance and risk management guidance. He has extensive expertise in the trading of equities and derivatives, operations, accounting, and regulatory oversight. Mr. Jarvis has also been active within the Canadian investment industry by serving on the Financial Administrators Section of the IDA (now IIROC) and was one of the co-founders and first Vice-Chairman of AIMA Canada (Alternative Investment Management Association). Until recently, Mr. Jarvis was a member of the Practices and Standards Committee and the Compliance Officers’ Network of the Portfolio Management Association of Canada (PMAC). Mr. Jarvis joins the Leviathan Board as an independent Director and Chair of the Board’s audit committee.

Matthew Brace is a senior executive in the American cannabis industry and is currently a founder and Chief Operations Officer at a cannabis oil extraction company in Boston, Massachusetts. He has a long history in sales, marketing and business development. Mr. Brace has deep understanding of the U.S. cannabis sector with experience in licensing, genetics, identifying acquisition opportunities and working with local governments.

Mr. Brace's has a strong personal interest in cannabis therapies and has been an advocate for medical cannabis for almost 30 years. During treatment for necrotising pancreatitis he was in a coma for 21 days and spent months in the hospital. When faced with the prospect of spending the rest of his life taking opioid painkillers, he opted for medical cannabis. This left him mostly pain-free with no reliance on opioids. This personal experience has made him a determined supporter for new, innovative cannabis treatments and therapies. Mr. Brace will serve as an independent Director and a member of the Board's audit committee.

Mr. Jarvis and Mr. Brace join the Leviathan Board as Dr. Rubin Becker and Russell Starr step down from their positions effective November 8, 2018. Their departures were prompted by growing concerns over travel restrictions outside of Canada for those associated with the legalized cannabis industry. Dr. Becker and Mr. Starr travel frequently to international markets on business and have expressed concerns over jeopardizing their business commitments. Leviathan understands the concerns over regulatory frameworks beyond our borders and respects their decisions.

Leviathan also announced the grant of stock options to David Jarvis and Matthew Brace exercisable for up to 300,000 Common Shares each at \$0.60 per share, 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 13<sup>th</sup> day of November, 2018.

**SCHEDULE "A"**



## LEVIATHAN CANNABIS ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS

TORONTO, ONTARIO --- (Newsfile Corp. – November 8, 2018) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") announces the addition of David Jarvis and Matthew Brace to its Board of Directors.

David Jarvis, CFA, MBA, is a veteran of the Canadian hedge fund and financial services industry with over 30 years in senior-level positions. As a founding partner of Spartan Fund Management, he conceived, designed and built one of the first incubator hedge fund platforms in Canada with over 15 funds and a wide array of investment strategies.

Mr. Jarvis is also one of Canada's leading experts in capital markets compliance. As a former Chief Compliance Officer at Forge First Asset Management he spearheaded compliance and risk management guidance. He has extensive expertise in the trading of equities and derivatives, operations, accounting, and regulatory oversight. Mr. Jarvis has also been active within the Canadian investment industry by serving on the Financial Administrators Section of the IDA (now IIROC) and was one of the co-founders and first Vice-Chairman of AIMA Canada (Alternative Investment Management Association). Until recently, Mr. Jarvis was a member of the Practices and Standards Committee and the Compliance Officers' Network of the Portfolio Management Association of Canada (PMAC). Mr. Jarvis joins the **Leviathan** Board as an independent Director and Chair of the Board's audit committee.

Matthew Brace is a senior executive in the American cannabis industry and is currently a founder and Chief Operations Officer at a cannabis oil extraction company in Boston, Massachusetts. He has a long history in sales, marketing and business development. Mr. Brace has deep understanding of the U.S. cannabis sector with experience in licensing, genetics, identifying acquisition opportunities and working with local governments.

Mr. Brace has a strong personal interest in cannabis therapies and has been an advocate for medical cannabis for almost 30 years. During treatment for necrotising pancreatitis he was in a coma for 21 days and spent months in the hospital. When faced with the prospect of spending the rest of his life taking opioid painkillers, he opted for medical cannabis. This left him mostly pain-free with no reliance on opioids. This personal experience has made him a determined supporter for new, innovative cannabis treatments and therapies. Mr. Brace will serve as an independent Director and a member of the Board's audit committee.

Mr. Jarvis and Mr. Brace join the **Leviathan** Board as Dr. Rubin Becker and Russell Starr step down from their positions effective November 8, 2018. Their departures were prompted by growing concerns over travel restrictions outside of Canada for those associated with the legalized cannabis industry. Dr. Becker and Mr. Starr travel frequently to international markets on business and have expressed concerns over jeopardizing their business commitments. **Leviathan** understands the concerns over regulatory frameworks beyond our borders and respects their decisions.

### **Stock Options Grant**

**Leviathan** also announces the granting of stock options to David Jarvis and Matthew Brace exercisable for up to 300,000 Common Shares each at \$0.60 per share, 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.

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.*