

**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**

February 5, 2019

**Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on February 4, 2019 and filed on SEDAR.

**Item 4 Summary of Material Change**

Leviathan announced that the Management Cease Trade Order (“MCTO”) imposed by the Ontario Securities Commission (“OSC”) on January 7, 2019 has been revoked. With the revocation of the MCTO, directors, officers and other insiders of Leviathan are no longer precluded from trading Leviathan’s common shares.

**Item 5 Full Description of Material Change**

Leviathan announced that the January 7, 2019 MCTO was made by the OSC regarding the Issuer’s late filing of its annual financial statements, management discussion and analysis, and the related officer certifications for the financial year ended August 31, 2018 (collectively, the “Annual Filings”), beyond the filing deadline of December 31, 2018. An unforeseen serious medical emergency with Leviathan’s audit committee chair and additional factors contributed to the delay in finalizing and filing the Annual Filings.

In accordance with the terms and conditions of the MCTO, Leviathan filed its Annual Filings on January 31, 2019 on [www.sedar.com](http://www.sedar.com). On the same date, Leviathan also filed its interim financial statements for the three months ended November 30, 2018, related management discussion and analysis, and officer certifications. Leviathan has now satisfied all of the terms and conditions of the MCTO required by the OSC.

## **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 5<sup>th</sup> day of February, 2019.

**SCHEDULE "A"**



## LEVIATHAN CANNABIS – MANAGEMENT CEASE TRADE ORDER LIFTED

TORONTO, ONTARIO --- (Newsfile Corp. – February 4, 2019) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "Company" or "Leviathan") announces that the Management Cease Trade Order ("MCTO") imposed by the Ontario Securities Commission ("OSC") on January 7, 2019 has been revoked. With the revocation of the MCTO, directors, officers and other insiders of Leviathan are no longer precluded from trading the Company's common shares.

The January 7, 2019 MCTO was made by the OSC regarding the Company's late filing of its annual financial statements, management discussion and analysis, and the related officer certifications for the financial year ended August 31, 2018 (collectively, the "Annual Filings"), beyond the filing deadline of December 31, 2018. An unforeseen serious medical emergency with Leviathan's audit committee chair and additional factors contributed to the delay in finalizing and filing the Annual Filings.

In accordance with the terms and conditions of the MCTO, Leviathan filed its Annual Filings on January 31, 2019 on [www.sedar.com](http://www.sedar.com). On the same date, the Company also filed its interim financial statements for the three months ended November 30, 2018, related management discussion and analysis, and officer certifications. Leviathan has now satisfied all of the terms and conditions of the MCTO required by the OSC.

### **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 become 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 planning to retrofit a substantial greenhouse production facility in Pelham, Ontario, subject to obtaining an exemption from interim control by-law imposed by the Town of Pelham. .

[www.LeviathanCannabis.com](http://www.LeviathanCannabis.com)

For more information, contact Martin J. Doane, CEO, Leviathan Cannabis Group Inc. at 416.903.6691 or Cheryl Sarnavka, Chief Financial Officer, Leviathan Cannabis Group Inc. at 519-573-9629.

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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*