

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

May 3, 2019

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on May, 9 2019 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced an update as regards the Town Council of Pelham addressing Leviathan’s application for an exemption to its Interim Cannabis By-law (4046) on April 15, 2019. Leviathan also announced that Renny Bidinot and Joseph Bidinot, as insiders of Leviathan, have sold all their shares in Leviathan. In addition, Renny Bidinot has resigned as director, Chairman, President, Treasurer and Secretary of Woodstock a wholly owned subsidiary of Leviathan and Martin J. Doane, Luvlina Sanghera and Paul Gri have been elected as directors of Woodstock. Additionally, Martin J. Doane has been appointed as President of Woodstock, Luvlina Sanghera has been appointed as Chief Operating Officer of Woodstock and Paul Gri has been appointed as Vice-President of Woodstock.

Item 5 Full Description of Material Change

Leviathan announced Leviathan’s Greenhouse Cultivation Facility – Pelham Ontario

The Town Council of Pelham addressed Leviathan’s application for an exemption to its Interim Cannabis By-law (4046) on April 15, 2019. This by-law places a one-year moratorium on new cannabis builds and any expansions of cannabis related facilities. While the Council had several options on this matter, it chose to defer the decision to its legal counsel.

Importantly, the Town’s planning department issued a report recommending that Council grant Leviathan’s exemption application (with modest conditions). Company management is pressing the Town to determine its exemption application and anticipates a decision in the next seven to ten days.

Private Stock Sale

Renny Bidinot and Joseph Bidinot, as insiders of Leviathan, have sold all their shares in Leviathan.

Specifically, on April 29, 2019, Renny Bidinot and Joseph Bidinot entered into Share Purchase Agreements with third party, arms-length purchasers to sell 20,000,000 million issued and outstanding fully paid and non-assessable common shares in the capital of Leviathan.

Subject to the terms and conditions set out in an agreement between Renny Bidinot, Joseph Bidinot, Leviathan, Woodstock BioMed Inc. (“**Woodstock**”) and Computershare Trust Company of Canada dated June 14, 2018 (the “**Escrow Agreement**”), the Bidinots agreed to assign and transfer rights pursuant to the Escrow Agreement to 10,000,000 escrowed shares to third party, arms-length purchasers. This transaction closed on May 3, 2019.

No officers or other insiders of Leviathan were involved in the private transactions.

Appointment of New Woodstock Directors

Renny Bidinot has resigned as director, Chairman, President, Treasurer and Secretary of Woodstock a wholly owned subsidiary of Leviathan and Martin J. Doane, Luvlina Sanghera and Paul Gri have been elected as directors of Woodstock. Additionally, Martin J. Doane has been appointed as President of Woodstock, Luvlina Sanghera has been appointed as Chief Operating Officer of Woodstock and Paul Gri has been appointed as Vice-President of Woodstock.

Mr. Doane brings 28 years’ experience as a lawyer specializing in the resolution of complex disputes together with two decades of activity in the capital markets, executive & corporate governance ranks. He has accumulated substantial cannabis sector expertise the last four years through leading roles in the formation, financing and management of cannabis companies in Canada and the United States.

Ms. Sanghera is a former Founder/CEO of a branding agency in which she combined her unique creativity, strategic thinking and operational skills. She served at the executive level with an international manufacturer that distributed its product worldwide and has worked extensively in the North American cannabis market as a highly valued consultant.

Mr. Gri’s career spans 35 years in various industries including food, durable goods manufacturing, mining, cannabis and tool & die. He has extensive experience in operations management, facility construction and implementation of efficiency improvements both nationally and internationally.

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 May, 2019.

SCHEDULE "A"



LEVIATHAN CANNABIS GROUP PROVIDES CORPORATE UPDATE

TORONTO, ONTARIO --- (Newsfile Corp. – May 9, 2019) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "**Company**" or "**Leviathan**") is pleased to provide the following corporate update.

Leviathan's Greenhouse Cultivation Facility – Pelham Ontario

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

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.