

LEVIATHAN CANNABIS GROUP INC.

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Leviathan Cannabis Group Inc. (the “Company” or “Leviathan”)
250 The Esplanade, Suite 116
Toronto, Ontario
M5H 4J6

Item 2: Date of Material Change

November 18, 2019

Item 3: News Release

A news release was issued and disseminated on December 18, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has terminated the original lease to own property arrangement in Rio Negro, Colombia previously announced on September 16, 2019. Through its subsidiary, LCG Holdings Inc. (“LCG”), the Company is purchasing a superior, less expensive property in Rio Negro, Colombia as the foundation for its hemp cultivation and manufacturing operations. Leviathan has a 65% ownership interest in LCG.

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Martin Doane, Chief Executive Officer,
250 The Esplanade, Suite 116
Toronto, Ontario
M5H 4J6
(416) 903-6691

Item 9: Date of Report

This report is dated as of December 18, 2019.

SCHEDULE "A"

Please see attached.



LEVIATHAN CANNABIS AMENDS COLOMBIA PROPERTY ACQUISITION

TORONTO, ONTARIO --- (Newsfile Corp.–December 18, 2019) - **Leviathan Cannabis Group Inc.** (CSE: EPIC) (the "Company" or "Leviathan") announces it has terminated the original lease to own property arrangement in Rio Negro, Colombia previously announced on September 16, 2019. Through its subsidiary, LCG Holdings Inc. (“**LCG**”), the Company is purchasing a superior, less expensive property in Rio Negro, Colombia as the foundation for its hemp cultivation and manufacturing operations. Leviathan has a 65% ownership interest in LCG.

Pursuant to an agreement of purchase and sale with an arm’s length vendor dated November 18, 2019 (the “Agreement”), LCG is acquiring a property comprised of 22.43 flat acres of land in the Municipality of Rio Negro, Colombia (the “Property”). In addition to the land itself, all infrastructure on the Property will be acquired by LCG, including office space, workers’ quarter and drying rooms. The Company intends to construct approximately 700,000 square feet of greenhouses on the Property in order to cultivate and produce CBD or other extracted equivalents from hemp.

LGC purchased the Property for a price \$1,114,000 USD which the Company will pay in five installments over 18 months. The Property is situated approximately 45 minutes from the airport in Medellin, the second most important airport in Colombia behind Bogota’s. The Property is surrounded by on three sides by water and has two functioning water reservoirs making it ideal for agricultural purposes.

About Leviathan Cannabis

Leviathan plans on executing a series of buy and build transactions extending across all vertical markets in Canada and internationally. The Company's global capabilities position it to become a leading multi-jurisdictional cannabinoid producer – one that brings together the best cannabinoid 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; Leviathan US Inc., which intends to begin manufacturing cannabidiol products by the end of calendar Q1 2020 from its facility in Smith County, Tennessee; LCG Holdings Inc., a hemp cultivation and processing facility in Rio Negro, Colombia, which expects to be operational in calendar Q2 2020; and Woodstock Biomed Inc., which is planning to retrofit a substantial greenhouse production facility in Pelham, Ontario, pending the termination of the interim control by-law imposed by the Town of Pelham in July 2020.

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, Leviathan Cannabis Group Inc. at 416. 806.0591.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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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 revenue will not be less than necessary to fund growth opportunities and the financing of the construction of the greenhouses, results and profits from operations will not be less than required to fund growth opportunities and construction of greenhouses, performance, industry trends, growth opportunities will be available, and general business, economic, competitive, political and social uncertainties will not prevent the Corporation from conducting its business. 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.