

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Leviathan Natural Products Inc. (the “Company”)
250, The Esplanade, Suite 116,
Toronto, Ontario M5A 4J6

Item 2: Date of Material Change

August 27, 2021

Item 3: News Release

The news release was issued and disseminated via Newsfile on August 27, 2021 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

On August 27, 2021, the Company granted an aggregate of 5,550,000 stock options (“Options”) to certain directors, officers, and consultants of the Company. The Options vested immediately on issuance and can subsequently be exercised at an exercise price of \$0.65 per common share for a period of 3 years from the date of issuance in accordance with the Company’s stock option plan.

Item 5.1: Full Description of Material Change

Please see news release attached hereto as Schedule "A" for a full description of the material change.

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 J. Doane
Leviathan Natural Products Inc.
Telephone: (416) 903-6691
Email: martin@leviathan-naturals.com

Item 9: Date of Report

This report is dated as of the 2nd of September 2021.

SCHEDULE "A"

(see attached)



LEVIATHAN NATURAL PRODUCTS GRANTS 5,550,000 OPTIONS

TORONTO, ONTARIO – (Newsfile Corp.– August 27, 2021) Leviathan Natural Products Inc. (CSE: EPIC; OTCQB: LVCNF) (the “**Company**” or “**Leviathan**”) announces that it has granted an aggregate of 5,550,000 stock options (“**Options**”) to certain directors, officers, and consultants of the Company. The Options will vest immediately on issuance and may be exercised at an exercise price of \$0.65 per common share, for a period of 3 years from the date of issuance in accordance with the Company’s stock option plan.

Following the grant of stock options, the Company now has a total of 6,550,000 stock options representing approximately 7.7% of the outstanding common shares of the Company.

About Leviathan Natural Products.

Leviathan concentrates primarily on non-psychoactive hemp derived products for the health and wellness market. 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/hemp sector; Leviathan US, Inc., which began manufacturing cannabidiol products in August 2020 from its facility in Carthage, Tennessee; LCG Holdings Inc., a cannabis and hemp cultivation and processing facility in Carmen de Viboral, Colombia, which expects to be operational in calendar Q2 2022; and Woodstock Biomed Inc., which owns a 30-acre property with greenhouse infrastructure in Pelham, Ontario. The Woodstock property operates under a lease agreement with Medical Saints Ltd., a Health Canada regulated licensed producer of industrial hemp. The agreement allows for important research and development in the industrial hemp sector.

www.Leviathan-Naturals.com

For more information, contact:

Martin J. Doane, CEO, Leviathan Natural Products Inc. at 416.903.6691

Jayne Beckwith, Chief Communications Officer, Leviathan Natural Products Inc.
416.806.0591



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 the beliefs, estimates and opinions of the Company's management on the date the statements are made, and they involve a number of risks and uncertainties. Certain material assumptions regarding such forward-looking statements are discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at www.sedar.com. Except as required by the securities disclosure laws and regulations applicable to the Company, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.

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.