

**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 30, 2021

Item 3: News Release

The news release was issued and disseminated via Newsfile on August 30, 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 30, 2021, the Company has announced that effective August 30, 2021, its auditor has changed from MNP LLP to Clearhouse LLP.

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 ANNOUNCES CHANGE OF AUDITOR,
ENGAGES CLEARHOUSE LLP**

TORONTO, ONTARIO --- (Newsfile Corp.– August 30, 2021) – Leviathan Natural Products Inc. (CSE: EPIC; OTCQB: LVCNF) (the “**Company**” or “**Leviathan**”) announces it has changed its auditor from MNP LLP (the “**Former Auditor**”) to Clearhouse LLP (the “**Successor Auditor**”). After discussions with the Former Auditor, it was mutually agreed that the Former Auditor would resign as the auditor of the Company effective August 30, 2021. Leviathan’s board of directors has approved the appointment of the Successor Auditor effective August 30, 2021, until the next Annual General Meeting (“**AGM**”) of the Company.

“We would like to thank MNP for their service and guidance,” states Martin J. Doane, CEO of Leviathan. “Moving forward, Clearhouse’s skill set and its focus on small to midcap sized companies make it more compatible with Leviathan’s scope of operations at the present time.”

While the Company intended to re-appoint the Former Auditor at the upcoming AGM to be held on September 15, 2021, it now wishes to amend the appointment of auditor resolution provided for in the Management Information Circular dated August 11, 2021, and to recommend the appointment of the Successor Auditor.

The Company confirms that there were no reservations or modified opinions in the Former Auditor's audit reports for the Company nor any “reportable events” (as the term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”)) in connection with the audits by the Former Auditor of the Company’s most recently completed financial year or any subsequent period. The Company’s board of directors approved the resignation of the Former Auditor and the appointment of the Successor Auditor in place of the Former Auditor. In accordance with NI 51-102, the Notice of Change of Auditor, together with the required letters from the Former Auditor and the Successor Auditor, have been reviewed by the audit committee and the board of directors of the Company and filed on SEDAR.

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 (“R&D”) in the industrial hemp sector.

For more information, please contact:

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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 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 CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Source: Leviathan Natural Products Inc.