

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Leviathan Natural Products Inc. (the “**Issuer**” or “**Leviathan**”)  
625 Cochrane Drive  
Suite 802  
Markham, ON  
L3R 9R9

**Item 2 Date of Material Change**

March 22, 2022

**Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on March 22, 2022 and filed on SEDAR.

**Item 4 Summary of Material Change**

Leviathan announced the grant of 2,000,000 Stock Options to Lucas Leone, vesting annually, in advance, in equal tranches over two years (the first tranche to vest on March 21, 2023, and the second tranche to vest on March 21, 2024). The options will expire 2 years from the date on which they vest.

**Item 5 Full Description of Material Change**

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

**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 Tanvi Bhandari, Chief Executive Officer, at tel: 416.999.9599, email: [tanvi@leviathan-naturals.com](mailto:tanvi@leviathan-naturals.com).

**Item 9 Date of Report**

Dated at Toronto, Ontario this 22nd day of March, 2022.

**SCHEDULE "A"**



## LEVIATHAN ANNOUNCES THE GRANTING OF STOCK OPTIONS

TORONTO, ONTARIO --- (Newsfile Corp. – March 22, 2022) - Leviathan Natural Products Inc. (CSE: EPIC) (OTCQB: LVCNF) (the "Company" or "Leviathan") makes the following announcements:

### STOCK OPTION GRANTS

The Company announces that the board of directors on March 21, 2022, approved the granting of stock options (the "Stock Options") as compensation to Lucas Leone (the "Grantee"). The Stock Options allow the Grantee to purchase up to 2,000,000 Common Shares of the Company at an exercise price of \$0.82 per share. These options vest according to the following schedule: the first 50% of the Stock Options to vest on March 21, 2023, and the remaining 50% to vest on March 21, 2024. The Stock Options expire two years from the date of vesting.

Following the grant of stock options, the Company now has a total of 8,800,000 stock options representing approximately 9.7% of the outstanding common shares of the Company.

### About Leviathan Natural Products Inc.

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 manufactures cannabidiol products from its facility in Carthage, Tennessee; LCG Holdings Inc., a planned cannabis and hemp cultivation and processing facility in Carmen de Viboral, Colombia; 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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**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 Natural Products 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.*