

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

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

April 28, 2022

Item 3. News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on May 6, 2022 and filed on SEDAR.

Item 4. Summary of Material Change

Further to the news release dated March 7, 2022, Leviathan announced the closing of a non-brokered private placement (the “**Private Placement**”) for gross proceeds of \$5,000,000. The Company issued 8,333,333 common shares in the capital of Leviathan at a price of \$0.60 per share to certain “accredited investors”. All securities issued are subject to a statutory four month and one day hold period.

Item 5.1. Full Description of Material Change

Please see the news release attached as Schedule “A” for the 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

The Company 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 Company for the filing of this material change report.

Item 7. Omitted Information

No information has been omitted from this material change report on the basis that is confidential information.

Item 8. Executive Officer

For further information, please contact:

Tanvi Bhandari

Chief Executive Officer and Director

Tel: (717) 888-8889

Email: info@Leviathan-Naturals.com

Item 9. Date of Report

May 6, 2022.

SCHEDULE "A"



LEVIATHAN ANNOUNCES THE CLOSING OF PREVIOUSLY ANNOUNCED PRIVATE PLACEMENT

Toronto, Ontario --- (Newsfile Corp. – May 6, 2022) - Leviathan Natural Products Inc. (CSE: EPIC) (OTCQB: LVCNF) (the "Company" or "Leviathan") announced today the closing of its previously announced private placement on March 7, 2022 for the issuance of 8,333,333 common shares of the Company (the "**Shares**") at a price of \$0.60 per Share for total gross proceeds of \$5,000,000 on April 28, 2022 (the "**Private Placement**"). Approximately \$1,800,000 of the proceeds from the Private Placement shall be used to complete the acquisition of the Tirthankar Entities with the remaining of the proceeds to be used for general corporate purposes. The Shares issued in connection with the Private Placement are subject to a four month and one day hold period expiring on August 29, 2022, and such further restrictions as may apply under foreign securities law.

About Leviathan Natural Products Inc.

Leviathan Natural Products Inc. is a multi-jurisdictional cannabis company, focused on becoming a leader in the Cannabis industry. The Company is focused on expanding its current operations through organic growth and by the way of merger and acquisition transactions.

For more information, please contact

Tanvi Bhandari
Chief Executive Officer
Leviathan Natural Products Inc.
Tel: (717) 888-8889
Email: info@Leviathan-Naturals.com

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.