

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

June 9, 2022

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated on June 9, 2022 and filed on SEDAR.

Item 4 Summary of Material Change

Leviathan announced the acquisition of One Cannabis Market Inc. pursuant to a share purchase agreement dated June 9, 2022, and a grant of stock options.

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: (717) 888-8889, email: info@leviathan-naturals.ca.

Item 9 Date of Report

Dated at Toronto, Ontario this June 9, 2022.

SCHEDULE "A"