

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Abattis Bioceuticals Corp. (the “**Issuer**”)
104 - 9295 198th Street,
Langley, B.C., V1M 3J9

Item 2 Date of Material Change

February 1, 2017

Item 3 News Release

A news release was disseminated on February 1, 2017 through the facilities of NewsFile and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On February 1, 2017 – Abattis Bioceuticals Corp., (“**ATT**” or the “**Company**”) (OTCQB: ATTBF) (CSE: ATT) announced the close of its Warrant Exercise Incentive Program (the “**Program**”) under which the Company has issued 3,549,080 common shares on the exercise of Eligible Warrants for gross proceeds of \$295,417.20 in two tranches.

Item 5 Full Description of Material Change

On Vancouver, BC – February 1, 2017 – Abattis Bioceuticals Corp., (“**ATT**” or the “**Company**”) (OTCQB: ATTBF) (CSE: ATT) announced the close of its Warrant Exercise Incentive Program (the “**Program**”) under which the Company has issued 3,549,080 common shares on the exercise of Eligible Warrants for gross proceeds of \$295,417.20 in two tranches.

The Program encouraged the exercise of common share purchase warrants of the Company which were issued as part of the Company’s private placements which closed on August 19, 2015 and December 3, 2015, respectively (collectively, the “**Eligible Warrants**”). Each Eligible Warrant is currently exercisable for one common share (each a “**Common Share**”) of the Company at a price of \$0.09 per Common Share in respect of the August 19, 2015 closing and at a price of \$0.07 per Common Share in respect of the December 3, 2015 closing, and expires at 5:00 p.m. (EST) on August 19, 2017 and December 3, 2017, respectively.

Pursuant to the Program, the Company offered each holder of Eligible Warrants (“**Warrant Holders**”) that exercised Eligible Warrants during an early exercise period, which has now ended, (the “**Early Exercise Period**”) an additional common share purchase warrant (each an “**Incentive Warrant**”), with each Incentive Warrant entitling the Warrant Holder to purchase one additional Common Share until 5:00 p.m. (PST) on January 18, 2019 and January 31, 2019, respectively for each tranche, at a price of \$0.15 per Common Share.

Eligible Warrants that remain unexercised following the completion of the Early Exercise Period (defined below) will continue to be exercisable for Common Shares on the original terms as they existed prior to the Program.

The Incentive Warrants and any Common Shares issuable on the exercise thereof will be subject to a four-month hold period from the date of issuance of the Incentive Warrants pursuant to applicable Canadian securities laws.

Northern Vine labs, the Company's Health Canada Controlled Substance testing facility, is set to benefit from the recent articles that have been published by prominent newspapers such as The Globe and Mail. These articles have put an emphasis on the need for more oversight by Health Canada with regard to assuring the proper tests have been completed. It also noted the need for a wider array of pesticides to be tested for.

The article also noted the need for Health Canada to allow for the current grey market dispensaries to get their product tested at Licensed Facilities. Currently the grey market represents a significantly large portion of marijuana consumers in Canada and although many have shut down there is still a number of them operating.

You can view the article at this link – [Globe and Mail Article](#)

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Rene David
CFO
Abattis Bioceuticals Corp.
Tel: 604.336.0881

Item 9 Date of Report

February 9, 2017

Cautionary Note Regarding Forward Looking Statements

This material change report contains certain forward-looking statements about the Company's future plans and intentions, including statements relating to the Company's intention to implement changes across its business to achieve growth. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "scheduled" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect Management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.