FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Abattis Bioceuticals Corp.
Suite 1040 – 885 West Georgia Street
Vancouver, BC V6C 3E8

Item 2. Date of Material Change

February 4, 2015

Item 3. News Release

A news release dated and disseminated February 4, 2015 at Vancouver, British Columbia, through The Newswire.ca, CSE Markets and SEDAR is attached as Schedule "A".

Item 4. Summary of Material Change

See news release, a copy of which is attached hereto.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Rene David, CFO & COO
Telephone: 604.336.0881

Item 9. Date of Report

February 4, 2015



Rene David

Schedule “A”

Suite 1040 – 885 West Georgia St.
Vancouver, BC V6C 3E8
Tel: (604) 336.0881
Email: news@abattis.com

Abattis seeks financing solutions to facilitate new growth initiative: Abattis Ends US$5 Million Standby Equity Purchase Agreement with Kodiak Capital Group LLC

February 4, 2015

Vancouver, BC-- (BUSINESS WIRE) -- Abattis Bioceuticals Corp. (the “Company” or “Abattis”)(OTCQX: ATTBF)(CSE: ATT), announced that the standby equity financing agreement and a registration rights agreement with Kodiak Capital Group, LLC announced on August 5, 2014, in order to establish a possible source of funding for us has been terminated. Under the equity financing agreement, Kodiak agreed to provide us with up to $5,000,000 of funding upon effectiveness of a registration statement on Form F-1 filed with the U.S. Securities and Exchange Commission. The Company did not file a Form F-1 or sell any shares of its common stock under the equity financing agreement.

On February 4, 2015, in accordance with the terms of the equity financing agreement, we exercised our right to terminate the contract upon written notice to Kodiak. We did not incur any penalties as a result of this termination.

Rene David, CFO and COO of Abattis said: "We believe it is in the best interest of our shareholders to terminate the equity financing agreement with Kodiak at this time. Although we value the professional relationship the two companies were able to establish over the past months, the fit at this time was not right. Our board of directors is committed to exploring all possible financing alternatives to unlock the potential of our assets and to maximize value for our shareholders, we appreciate Kodiak Capital’s group support with our 2014 initiatives”

About Abattis Bioceuticals Corp.

Abattis Bioceuticals Corp. aims to become a leader in the growing, testing, and distribution of medical and adult-use cannabis in North America. Through its network of subsidiaries and partners, the Company has developed an innovative GDERS (grow, dry, extract, refine, sell) strategy spanning the entire industry supply chain from seed to sale. These subsidiaries and partners specialize in cultivating, licensing and marketing proprietary ingredients, bio-similar compounds, patented equipment, and consulting services across the continent. The Company follows strict standard operating protocols and adheres to both U.S. and Canadian laws pertaining to the cultivation, testing, and sale of cannabis. For more information, visit abattis.com.

ON BEHALF OF THE BOARD

"Bill Fleming"

William Fleming, CEO

For further information, contact the Company at (604) 568-8868 or at news@abattis.com.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

FORWARD LOOKING INFORMATION

This press release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this press release. Actual results could differ materially from those currently anticipated due to a number of factors and risks various risk factors discussed in the Company's Management's Discussion and Analysis under the Company's profile on www.sedar.com. While the Company may elect to, it does not undertake to update this information at any particular time.