

# **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  
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### **Abattis Enters Into US\$25 Million Equity Line Facility Agreement with Dutchess Opportunity Fund, II, LP**

February 4, 2015

Vancouver, BC-- (BUSINESS WIRE) -- Abattis Bioceuticals Corp. (the "Company" or "Abattis")(OTCQX: ATTBF)(CSE: ATT), a specialty biotechnology company focused on cultivating, licensing, and marketing proprietary ingredients, bio-similar compounds, equipment, and consulting services to North American medicinal markets, including medical marijuana, announced that it has entered into a US\$25 million equity line facility agreement with Dutchess Opportunity Fund, II, LP, a Delaware Limited Partnership - ("Dutchess"). The Company has agreed to file a registration statement with the U.S. Securities & Exchange Commission ("SEC") covering the Abattis shares that may be issued to Dutchess under this financing. After the SEC has declared the registration statement related to the transaction effective, the Company has the right at its sole discretion over a period of three years to sell up to US\$25 million of common shares to Dutchess under the terms of the financing agreement, which shares will be issued at the current market price less permitted discounts in effect during such issuances. Proceeds from this transaction will be used to fund the continued development of the Company's GDERS (grow, dry, extract, refine, sell) strategy spanning the entire industry supply chain from seed to sale.

"We are delighted with the new financing arrangement with Dutchess," said Bill Fleming, Chief Executive Officer, of Abattis. "The additional funding will allow us to push forward with our growth strategies of our services and products in the pharmaceutical and nutraceutical industries and our growing, testing, and controlled cultivation environments in the medical marijuana designed to meet and exceed industry standards for consistent quality, safety, and efficacy. "

Douglas Leighton, Managing Partner of Dutchess Capital stated, "As one of the most active institutional investors in cannabis-related enterprises, we are excited to add another to our portfolio. We remain very optimistic regarding Abattis' current business, its significant growth opportunities and the ability of Bill Fleming and their team to deliver."

The securities referenced above may not be sold and offers to buy these securities may not be accepted prior to the time that the registration statement relating to the offering of such securities becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **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

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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](http://abattis.com).

### **About Dutchess Opportunity Fund, II, LP**

Dutchess Opportunity Fund II LP invests in special situations assisting growth-stage and mature companies alike. Founded in 1996, Dutchess Capital, through its investment funds, has managed over \$2 billion in transactional value for companies, which span a wide array of sectors. With offices in Boston, New York, London, Beijing, and São Paulo, Dutchess Opportunity Fund II LP invests in global investment opportunities and has become a leading investor in cannabis-related businesses. For further information about Dutchess, please visit [dutchesscapital.com](http://dutchesscapital.com).

ON BEHALF OF THE BOARD

*"Bill Fleming"*

BILL FLEMING, CEO

For further information, contact the Company at (604) 568-8868 or at [news@abattis.com](mailto: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](http://www.sedar.com). While the Company may elect to, it does not undertake to update this information at any particular time.