

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Abattis Bioceuticals Corp.
Suite 1000, 355 Burrand Street
Vancouver BC V6C 1N5

Phone: 778-908-6650 Fax: 604-538-6658

Item 2. Date of Material Change

November 15, 2012

Item 3. News Release

A News Release dated and issued November 15, 2012 at Vancouver, British Columbia, through Baystreet, Stockwatch and SEDAR.

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

Mike Withrow, President & CEO
Telephone: 778-908-6650

Item 9. Date of Report

November 15, 2012

Abattis Executes Bio-Pharma License Agreement with Vertical Designs Ltd.

Mr. Mike Withrow reports

VANCOUVER, BC: Thursday, November 15, 2012 - Abattis Bioceuticals Corp. (the "Company" or "Abattis") (CNSX: FLU), is pleased to announce that further to its news release of October 18, 2012, the Company has now executed a formal License Agreement (the "License Agreement") with Vertical Designs Ltd. ("Vertical Designs") pursuant to which Vertical Designs granted a Bio-Pharma license to the Company which permits Abattis to now grow and produce plants, plant materials and extracts in licensed facilities that it builds in British Columbia utilizing Vertical Design's patented technology. In addition, Abattis may purchase equipment from Vertical Designs for use at such facilities. Abattis retains the sale and marketing rights attached to all products grown or produced by it at these licensed facilities.

Pursuant to the terms of this agreement, Abattis has issued 2,500,000 common shares to Vertical Designs at a deemed price of \$0.10/share (\$250,000) and will pay an additional \$37,000 cash after completion of its next financing. As further consideration, Vertical Designs will be entitled to a 3% royalty on net sales received from the sale of all products grown or produced using Vertical Design's licensed technologies.

Abattis will also spend an additional \$213,000 over time, as finances permit, to purchase equipment from Vertical Designs for use at the facilities that it will be building using Vertical Design's licensed technology.

With the execution of this License Agreement, the Company continues to deliver on its plan to become a fully integrated bioceutical company that offers cutting-edge proprietary products to the medicinal, nutraceutical and cosmetic industries.

"We are very pleased to be granted this license and to have a strategy to utilize it to bring maximum value to our shareholders. Laws have changed in the US and new markets are continually opening up. Pharma companies have patents expiring and the Abattis/Vertical Designs capabilities create solutions to these market needs," stated Mike Withrow. "This is another milestone met for Abattis to become the world's first fully integrated bioceutical company and it brings us another step closer to implementing our Grow, Dry, Extract, Refine and Sell (GDERs) model. Abattis will now control its own proprietary and patented products from seed to producing finished product at facilities owned by its wholly-owned subsidiary, Northern Vine Canada Inc. We believe this gives the Company a competitive edge in the markets we have identified. The Company can ensure control in the supply chain and traceability at a Drug and Pharma level for its ingredients and finished products."

"Times and laws are changing and we believe there is massive need developing as plant-based products appear to be in huge demand globally. Execution of this agreement and the grant of this license to Abattis allows Vertical Designs to commence implementation of turn key operations around the world, beginning in British Columbia, to mass produce and extract many targeted species and cultivars containing high value compounds for health and medicinal needs", stated Nick Brusatore, President and chief executive officer of Vertical Designs. "With this agreement now cemented, we plan to target expansion of our turn-key operations throughout Canada and the USA."

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About Vertical Design

Vertical Design is helmed by Nick Brusatore -- an innovative eco-entrepreneur, natural capitalist, mechanical designer and inventor. Mr. Brusatore has presented on the benefits of vertical farm production facilities and energy-saving technologies on the international stage, including in Vancouver, Haiti and New York, San Francisco, China and at various college universities. Vertical Design is headquartered in Vancouver, B.C.

Nick Brusatore
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About Abattis Bioceuticals Corp.

Abattis is a specialty biotechnology company with capabilities through its wholly owned subsidiaries of producing, licensing and marketing proprietary ingredients and formulas for use in BioPharma, Nutraceutical, Cosmetic and Animal Nutrition markets. The company has a deep pipeline of proprietary products ready for sale in high growth areas of Functional Foods and Supplements business.

ON BEHALF OF THE COMPANY

"Mike Withrow"

Mike Withrow
President & CEO

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