FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 ***Name and Address of Company***

Abattis Bioceuticals Corp. (the "**Issuer**")
Suite 1000 – 355 Burrard Street Vancouver, British Columbia V6C 1N5

Item 2 ***Date of Material Change***

June 27, 2013

Item 3 ***News Release***

A news release was issued and disseminated on June 28, 2013 through Stockwatch and Baystreet and filed with SEDAR.

Item 4 ***Summary of Material Change(s)***

The Issuer announced that it has entered into a binding letter of intent dated June 27, 2013 (the "**LOI**") with Borderland Bio-Diesel Ltd., doing business as Farm Genesis Group ("**Farm Genesis**") for the proposed acquisition of Farm Genesis by Abattis (the "**Transaction.**") Upon acceptance of the LOI, the parties will enter into negotiations to enter into a definitive agreement, which will reflect the terms of the Transaction.

Item 5 ***Full Description of Material Change***

5.1 Full Description of Material Change

See attached news release on Schedule "A"

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 ***Omitted Information***

No information has been omitted on the basis that it is confidential information.

Item 8 ***Executive Officer***

Michael Withrow, President and CEO
(604) 538-6650 or mike.withrow@abattis.com

Item 9 ***Date of Report***

June 28, 2013

Schedule "A"

ABATTIS ANNOUNCES BINDING LETTER OF INTENT WITH FARM GENESIS

Vancouver, BC – June 28, 2013 - Abattis Bioceuticals Corp. (the "Company" or "Abattis") (OTC PINK: ATTBF) (CNSX: FLU), announces that it has entered into a binding letter of intent dated June 27, 2013 (the "**LOI**") with Borderland Bio-Diesel Ltd., doing business as Farm Genesis Group ("**Farm Genesis**") for the proposed acquisition of Farm Genesis by Abattis (the "**Transaction.**") Upon acceptance of the LOI, the parties will enter into negotiations to enter into a definitive agreement, which will reflect the terms of the Transaction.

The LOI provides for the Transaction to be effected by way of a share purchase in which Abattis will acquire 100% of the issued and outstanding share capital of Farm Genesis.

In exchange for the acquisition of the shares of Farm Genesis, Abattis will pay the following as consideration in the Transaction:

(a) 500,000 Abattis common shares to the shareholders of Farm Genesis *pro rata* to their shareholdings in Farm Genesis;

(b) certain accounts payable by Farm Genesis, totaling a maximum of $322,800;

(c) approximately $5,600 in interest owing by Farm Genesis on an outstanding loan; and,

(d) professional fees owing by Farm Genesis up to a maximum of $52,000

(collectively, the "**Consideration**").

The LOI also provides that Abattis will acquire certain bottling machinery currently owned by Farm Genesis for the separate consideration of payments to a third party on behalf of Farm Genesis. Pursuant to the LOI, the amount to be paid will be negotiated between Abattis and the third party. Farm Genesis is located in Waskada, MB also known as hemp country. The company owns a hemp license and a 25,000 sq ft building designed for hemp processing on just over 3 acres of land. The company also has ownership in an advanced proprietary extraction technology company.

Upon completion of the Transaction, Abattis will assume the outstanding debts of Farm Genesis, including the outstanding loan noted in paragraph (c) above.

Completion of the Transaction is subject to the approval of the Canadian National Stock Exchange, the boards of directors of Abattis and Farm Genesis and the shareholders of Farm Genesis. Completion of the Transaction is further subject to Abattis receiving financing to pay the Consideration and standard closing conditions and requirements.

"Completion of this acquisition will increase Abattis' net tangible asset base and serve to facilitate the activities necessary to participate in the hemp and medical marijuana and botanical drug business," said Mike Withrow, president and chief executive officer of the company. "We are pleased to have the opportunity to pick up on the vision that a small farming community once had and adapt what was built to capitalize on new industry opportunities using our vertical farming technology and applying advanced sciences to produce botanical drugs.

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 bio-similar compounds for use in Pharmaceuticals, Nutraceutical, Cosmetic and Animal Nutrition markets. The Company also has a deep pipeline of proprietary products ready for sale in high growth areas of Functional Foods and Supplements business. For more information, visit the Company's website at www.abattis.com.

About Farm Genesis

The Farm Genesis Group's vision is to sustain future farm growth, employment opportunities, and new start-up industries for our families, farms, and rural communities by working together to develop and market profit-based agricultural value-added products worldwide and encourage entrepreneurship diversity among our community. For more information, visit the Company's website at www.farmgenesis.com

ON BEHALF OF THE BOARD

"Mike Withrow"
Michael Withrow
President & CEO

For further information, contact the Company's CEO, Michael Withrow at (604) 538-6650 or at mike.withrow@abattis.com.

NEITHER THE CNSX 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. Forward-looking statements in this press release include that (a) the parties will negotiate and enter into a definitive agreement, (b) Abattis will acquire 100% of the issued and outstanding share capital of Farm Genesis (c) Abattis will issue 500,000 common shares in the capital of Abattis to the shareholders of Farm Genesis pro rata to their shareholdings in Farm Genesis (d) Abattis will pay the trade payables totaling a maximum of $322,800 (e) Abattis will pay the interest owing on an outstanding loan of approximately $5,600, (f) Abattis will pay professional fees owing by Farm Genesis up to a maximum of $52,000, (g) Abattis will acquire certain bottling machinery currently owned by Farm Genesis for the separate consideration of payments to a third party on behalf of Farm Genesis and (h) that the amount to be paid to the third party as consideration for the bottling machinery will be negotiated by Abattis. (i) "The completion of this acquisition will increase Abattis' net tangible asset base and serve to facilitate the activities necessary to participate in the hemp and medical marijuana and botanical drug business," (j) . We are pleased to have the opportunity to pick up on the vision that a small farming community once had and adapt what was built to capitalize on new industry opportunities using vertical farming and by applying advanced botanical sciences. 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 including various risk factors discussed in the Company's Management's Discussion and Analysis for the six months ended March 31, 2013 and filed on May 30, 2013 and for the year ended September 30, 2012 and filed on January 28, 2013 under the Company's profile on www.sedar.com.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME.