FORM 51-102F3
MATERIAL CHANGE REPORT

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

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

Item 2. **Date of Material Change**

November 28, 2013

Item 3. **News Release**

A news release dated and disseminated November 28, 2013 at Vancouver, British Columbia, through Canada Stockwatch, Market News Publishing, CNSX Markets and SEDAR.

Item 4. **Summary of Material Change**

Abattis announced shares for debt settlement.

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**

Michael Withrow, President & CEO
Telephone: 604.538.6650
Email: mike.withrow@abattis.com

Item 9. **Date of Report**

December 10, 2013

Suite 1000 – 355 Burrand Street
Vancouver, BC V6C 1N5
Tel: 778-710-9248
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Abattis Bioceuticals Corp.

Abattis Announces Shares for Debt Settlement

Vancouver, BC – November 28, 2013 – Abattis Bioceuticals Corp. ("Abattis" or the "Company") (CNSX:FLU) (OTC: ATTBF), wishes to announce that it has negotiated a shares for debt settlement with an officer of the Company in relation to a $105,000 debt owed to the officer. Under the terms of the agreement, the Company proposes to issue 3,500,000 shares at a deemed price of $0.03 /common share. The securities, when issued, will be subject to a 4 month hold period.

About Abattis Bioceuticals Corp.

Abattis is a specialty biotechnology company with capabilities through its wholly owned subsidiaries of producing, licensing and marketing proprietary ingredients, bio-similar compounds, patented equipment and consulting services to medicinal marijuana in North America. The company is positioned to capitalize on the fast growing trend toward marijuana legalization in the United States and for medicinal use in Canada and international jurisdictions by supplying and partnering with companies to employ its vertical growing systems, extraction equipment/technology, and strategic marketing support to licensed growers and dispensaries. The company also has an extensive pipeline of high-quality products and Intellectual Property for the rapidly expanding botanical drug market. For more information, visit the Company's website at www.abattis.com.

ON BEHALF OF THE BOARD

"Mike Withrow"
Mike Withrow
President & CEO

For information please contact:

Mike Withrow
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