

## ABATTIS CLARIFIES PREVIOUS DISCLOSURE

**Vancouver, BC – January 28, 2015 - Abattis Bioceuticals Corp. (the “Company” or “Abattis”) (OTCQX: ATTBF) (CSE: ATT),** announces that, as a result of a review by the British Columbia Securities Commission, it is issuing this news release to clarify its disclosures.

Mike Withrow, President & CEO of Abattis states “we have enjoyed working with the BC Securities to get to this elevated level of disclosure. It is important to us that our shareholders feel informed of the market that we are in and the speculative nature of obtaining a license in Canada. This is one of the major reasons Abattis has worked tirelessly to diversify our business, so there are multiple avenues for our shareholders to get value.”

### Updated Risk Disclosure

Due to the nature of the markets and the industry the Company is working in, the Company has increased its disclosure in terms of risk. The reader is referred to the following updated risk disclosure being introduced by the Company:

### Material Change Report Dated June 9, 2014

On June 9, 2014, the Company’s material change report stated that several of its subsidiaries were in the late stages of the MMPR licensing process. The Company wishes to retract this statement and provides the following restatement of current information: In general terms, following a submission of application form, the process to become a licensed producer under the MMPR is broken down by Health Canada into the following seven steps: (1) preliminary screening; (2) enhanced screening; (3) security clearance; (4) review; (5) ready to build letter, if required by applicant; (6) pre-licensing inspection; and (7) licensing. The Company’s wholly-owned subsidiary, Biocell Labs Inc., has made application to Health Canada to become a licensed producer under the MMPR and is in the review stage (i.e., step 4) of the process. The Company’s other interest in an MMPR application is through its 25% ownership of Experion Biotechnologies Inc. (“Experion”). Experion has also made application to Health Canada to become a licensed producer under the MMPR. Experion’s application has passed the review stage and Experion is awaiting a ready-to-build letter from Health Canada (i.e. step 5). The Company will provide updates when material information is made available to it.

### Material Change Report Dated March 7, 2014

On March 7, 2014, the Company filed two material change reports that disclosed that the Company had entered into consulting agreements with three principals from Phytalytics LLC: Dr. Michelle Sexton, Dr. Kaleb Lund and Lauren Hilty, CPA. The Company wishes to expand on the information in the two material change reports to further disclose that each of the consultants is also entitled to receive stock options from time to time during the term of the engagement at the sole discretion of the Board. However, no options have been granted to any

of the consultants as at the date of this release. In addition, the Company advises that pursuant to the terms of the contracts, each consultant's responsibilities include furthering the Company's vertically integrated business model in the United States. Duties include providing government mandated testing of various plants and products and quality assurance testing relating to quality control of cannabis and associated products.

## **RISKS AND UNCERTAINTIES**

The Company is in the biotechnology business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Company has no ongoing revenue or income from operations. The Company has limited capital resources and has to rely upon the sale its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Company.

These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely impact the Company's business, results of operations, and financial performance. The most significant risks and uncertainties faced by the Company are (in no specific order) are:

### **Going Concern**

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company were unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise necessary funds to further develop its products.

### **No commercial products have been developed**

We have not completed the development of any commercial products, and accordingly we have not begun to market or generate revenues from sales of the products we are developing.

There can be no assurance that any of our product candidates will meet applicable health regulatory standards, obtain required regulatory approvals, be capable of being produced in commercial quantities at reasonable costs, be successfully marketed or that the investment made in such product candidates will be recouped through sales or related royalties. There can be no assurance that we will ever achieve profitability. As a result, an investment in our common shares involves a high degree of risk and should be considered only by those persons who can afford a total loss of their investment.

### **Reliance on Licence**

The Company, its subsidiaries, and/or its associate(s) will not be able to legally grow or sell medical marijuana without a license from Health Canada. The licensing requirements mandated by Health

Canada are stringent and must be complied with before any licence is granted by Health Canada under the Marihuana for Medical Purposes Regulations ("MMPR"), including;

- significant infrastructure requirements of attaining and maintaining a license such as an indoor growing facility with physical barriers, visual monitoring, recording devices, intrusion detection, air filtration systems, as well as other important controls around distribution and access, among others.
- a facility meeting the rigorous licensing requirements of Health Canada must be available for inspection by Health Canada before any license can be granted,
- once a license is issued, the Company must comply with a number of ongoing requirements, including (i) physical security and storage measures, (ii) good production practices, and (iii) proper packaging, labelling and shipping practices.
- in order to obtain and maintain a licence, the Company must ensure that it complies with the terms of its other permits and ancillary licences such as the import or export permit from the Minister of Health, as well as ensuring that all of its management and designated personnel have passed the security clearance provided for under MMPR.

There can be no guarantee that Health Canada will issue, extend or renew the License or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Failure to comply with the requirements of the license or any failure to maintain this license would have a material adverse impact on the business, financial condition and operating results of the Company or any company that it may invest in or acquire.

### **Market Acceptance**

Even if we obtain the necessary marketing approvals, our products may not gain meaningful market acceptance, and we may not become profitable. We and our corporate collaborators may not be able to contend successfully with competitors. The biotechnology and pharmaceutical industries are highly competitive and subject to significant and rapid technological change as researchers learn more about diseases and develop new technologies and treatments. Our current and potential competitors generally include major multinational pharmaceutical companies, biopharmaceutical firms, specialty pharmaceutical companies, universities and other research institutions.

Many of our competitors, either alone or together with their collaborators, have substantially greater financial resources and larger research, development and regulatory staffs than ours and those of our corporate collaborators. There can be no assurance that competitors will not develop more effective or more affordable products, or achieve earlier patent protection or product commercialization than us and our corporate collaborators.

### **Competition**

The Company plans to compete in an industry in which there are few, but growing number of participants. The Company will have to prove its ability to compete against companies that are further ahead in the approval process by Health Canada and have greater financial, technological, production and marketing resources.

#### **Product liability claims**

Our product candidates subject us to the risk of product liability claims for which we may not be able to maintain or obtain adequate insurance coverage. Inherent in the use of our product candidates in clinical trials, as well as in the manufacturing and distribution in the future of any approved products, is the risk of financial exposure to product liability claims and adverse publicity in the event that the use of such products results in personal injury or death. There can be no assurance that we will not experience losses due to product liability claims in the future.

#### **Potential delay or impair future sales**

Even if any of our product candidates receives regulatory approval, we and our collaborators may still face development and regulatory difficulties that may delay or impair future sales. If we or our collaborators obtain regulatory approval for any of our product candidates, we and our collaborators will continue to be subject to extensive regulation by Health Canada, the FDA, other federal authorities, certain state agencies and regulatory authorities elsewhere. These regulations will impact many aspects of our operations and the drug manufacturer's operations including manufacture, record keeping, quality control, adverse event reporting, storage, labelling, advertising, promotion, sale and distribution, export and personnel. The FDA and state agencies may conduct periodic inspections to assess compliance with these requirements. We, together with our collaborators, will be required to conduct post-marketing surveillance of the product. We also may be required to conduct post-marketing studies. Our or our collaborators' failure to comply with applicable FDA and other regulatory requirements, or the later discovery of previously unknown problems, may result in restrictions including:

- delays in commercialization;
- refusal by Health Canada, the FDA or other similar regulatory agencies to review pending applications or supplements to approved applications;
- product recalls or seizures;
- warning letters;
- suspension of manufacturing;
- withdrawals of previously approved marketing applications;
- fines and other civil penalties;
- injunctions, suspensions or revocations of marketing licenses;
- refusals to permit products to be imported to or exported from the United States; and
- criminal prosecutions.

#### **Technology Risk**

The Company will have to expand its patent protection to other countries. There can be no assurances that the Company will be able to do so successfully. The Company may not have the financial resources to enforce its patents should another company compete with a similar or identical product that infringes on the Company's patents.

### **Intellectual property**

Our success depends on our ability to protect our proprietary rights and operate without infringing the proprietary rights of others; we may incur significant expenses or be prevented from developing and/or commercializing products as a result of an intellectual property infringement claim.

Our success will depend in part on our ability and that of our corporate collaborators to obtain and enforce patents and maintain trade secrets, in Canada, the United States and in other countries.

Patent law relating to the scope and enforceability of claims in the fields in which we operate is still evolving. The patent positions of biotechnology and biopharmaceutical companies, including us, is highly uncertain and involves complex legal and technical questions for which legal principles are not firmly established. The degree of future protection for our proprietary rights, therefore, is highly uncertain. In this regard there can be no assurance that patents will issue from any of the pending patent applications. In addition, there may be issued patents and pending applications owned by others directed to technologies relevant to our or our corporate collaborators' research, development and commercialization efforts. There can be no assurance that our or our corporate collaborators' technology can be developed and commercialized without a license to such patents or that such patent applications will not be granted priority over patent applications filed by us or one of our corporate collaborators.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our and our corporate collaborators' technologies and products do not or will not infringe the patents or proprietary rights of others.

There can be no assurance that third parties will not independently develop similar or alternative technologies to ours, duplicate any of our technologies or the technologies of our corporate collaborators or our licensors, or design around the patented technologies developed by us, our corporate collaborators or our licensors. The occurrence of any of these events would have a material adverse effect on our business, financial condition and results of operations.

Litigation may also be necessary to enforce patents issued or licensed to us or our corporate collaborators or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in patent suits brought by third parties, if we participate in patent suits brought against or initiated by our corporate collaborators or if we initiate such suits, and there can be no assurance that funds or resources would be available in the event of any such litigation. An adverse outcome in litigation or an interference to determine priority or other proceeding in a court or patent office could subject us to significant liabilities, require disputed rights to

be licensed from other parties or require us or our corporate collaborators to cease using certain technology or products, any of which may have a material adverse effect on our business, financial condition and results of operations.

### **Change in Laws, Regulations, and Guidelines**

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage, and disposal of medical marijuana and hemp but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company that it may invest in or acquire.

### **Limited Operating History**

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

### **Future Financing**

The Company will require financing for the building and operation of facilities and business, which are capital intensive. In order to execute on an anticipated growth strategy, the Company will require equity and/or debt financing to support start up and on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed, if ever, or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions would limit the Company's plans and would have a material adverse effect on start-up and planned operations.

### **Dilution**

To conduct its business, the Company may from time to time require additional funds. The Company may have to issue additional securities including, but not limited to, common shares or some form of convertible security, the effect of which will result in a dilution of the equity interests of any existing shareholders.

### **Dependence on Key Personnel**

The Company strongly depends on the business and technical expertise of its management and it is unlikely that this dependence will decrease in the near term. Loss of the Company's key personnel could

slow the Company's ability to innovate, although the effect on ongoing operations would be manageable as experienced key operations personnel could be put in place. As the Company's operations expand, additional general management resources will be required.

If the Company expands its operations, the ability of the Company to recruit, train, integrate and manage a large number of new employees is uncertain and failure to do so would have a negative impact on the Company's business plans.

There can be no assurance that any one of these risk factors would not impact the Company's ability to fund capital expenditures or acquisitions associated with the medical marijuana and hemp industries and would limit and may have a material adverse effect on start-up and planned operations.

The Company would like to clarify its disclosure in terms of the March 24, 2014 news release, which can be found on the Company's website and on SEDAR. The Company never stated that we "own" any MMAR licenses. What the Company has stated/disclosed is that we "have access" to MMAR licenses (which we do through a number of contacts, both personal and professional) which can "potentially" be transferred to our facilities (which they can under MMAR rules – i.e., individuals who hold licenses to produce under MMAR can make application to Health Canada to transfer the licenses to our facilities for the purpose of growing the marijuana at our facilities). The Company maintains that once we have built a facility acceptable to Health Canada, which is our plan, then we potentially can have MMAR licensed individuals renting space from us and using our facilities to grow their product. Consequently, we do not believe that we have made any misrepresentations in our material change report dated March 24, 2014, but wanted to clarify the Company's current position in terms of this issue.

#### **Narcotic Control Regulation's licensing**

Northern Vine Canada Inc. has applied for a Controlled Drugs and Substances Dealer's License, and is considered eligible for this license under the Narcotic Control Regulations of Canada as a corporation that has its head office in Canada or operates a branch office in Canada.

To apply for a dealer's licence, a person shall submit an application to the Minister containing:

- The corporation's name and any other name registered with a province, under which it intends to carry out the activities specified in its dealer's licence or intends to identify itself;
- The address, telephone number and, if applicable, the facsimile number and e-mail address for the premises to which the dealer's licence would apply and, if different, the mailing address for the premises;
- The name, date of birth and gender of the individual in charge of the premises;
- With respect to the proposed qualified person in charge and, if applicable, the proposed alternate qualified person in charge:
  - Their name, date of birth and gender,
  - Their academic qualifications, training and work experience relevant to their duties,
  - Their hours of work at the premises,

- Their title at the premises,
  - The name and title of their immediate supervisor at the premises
- The name and gender of the individuals authorized to place an order for a narcotic on behalf of the applicant;
- The activities for which the licence is sought that would be carried out at the premises to which the dealer's licence would apply;
- If the licence is sought to produce a narcotic other than a product or compound that contains a narcotic;
- A detailed description of the security measures at the premises, determined in accordance with the Security Directive;
- A detailed description of the method that the applicant proposes to use for recording their narcotic transactions.

An application for a dealer's licence must:

- Be signed by the individual in charge of the premises to which the licence would apply; and
- Be accompanied by a statement signed by the individual in charge indicating that
  - All information and documents submitted in support of the application are correct and complete to the best of their knowledge, and
  - The individual has the authority to bind the applicant.

An application for a dealer's licence must be accompanied by:

- Declarations signed by the individual in charge of the premises to which the application applies, the proposed qualified person in charge and, if applicable, the proposed alternate qualified person in charge, stating that they have not been convicted, as an adult, during the preceding 10 years, of:
  - a designated drug offence,
  - a designated criminal offence, or
  - an offence committed outside Canada that, if committed in Canada, would have constituted an offence referred to above;
- A document issued by a Canadian police force with respect to each of the persons referred to here, stating whether the person has or has not been convicted, as an adult, during the previous 10 years, of a designated drug offence or a designated criminal offence;
- If any of the persons referred to here has ordinarily resided in a country other than Canada during the preceding 10 years, a document issued by a police force of that country stating whether the person has or has not been convicted in that country, as an adult, during the preceding 10 years, of an offence that would have constituted a designated drug offence or a designated criminal offence if committed in Canada;
- A statement, signed and dated by the individual in charge of the premises to which the application applies, stating that the proposed qualified person in charge and, if applicable, the proposed alternate qualified person in charge have the knowledge and experience required;



- If the proposed qualified person in charge or, if applicable, the proposed alternate qualified person in charge is not a pharmacist or a practitioner of medicine, dentistry or veterinary medicine registered with a provincial professional licensing authority, a copy of the person's degree and a copy of the course transcript for that degree;
- If the applicant is a corporation, a copy of:
  - the certificate of incorporation or other constituting instrument, and
  - any document filed with the province in which the premises to which the licence would apply are located that states its corporate name or any other name registered with the province, under which the applicant intends to carry out the activities specified in its dealer's licence or intends to identify itself.

The method proposed by the applicant for recording their narcotic transactions must:

- Allow for the recording of narcotic transactions in accordance with section 15 of the Narcotic Control Regulations; and
- Permit the Minister to audit the activities of the licensed dealer with respect to narcotics.

The Minister may, on receiving an application made under these Regulations, require the submission of any additional information that pertains to the information contained in the application and that is necessary for the Minister to process the application.

Subject to section 9.4 of the Narcotic Control Regulations, the Minister shall, after examining the information and documents required as stated above, issue a dealer's licence that contains:

- The licence number;
- The name of the licensed dealer or the title of the position they hold, or, if the licensed dealer is a corporation, its corporate name;
- A list of the activities that are permitted;
- The address of the premises at which the licensed dealer may carry on the permitted activities;
- The name of the narcotic for which the activities are permitted;
- The security level at the premises, determined in accordance with the Security Directive;
- The effective date of the licence;
- The expiry date of the licence, which may not be later than three years after its effective date;
- Any conditions to be met by the licensed dealer to:
  - ensure that an international obligation is respected,
  - provide the security level referred to above, or
  - reduce the potential security, public health or safety hazard, including the risk of the narcotic being diverted to an illicit market or use;
- In the case of a producer of a narcotic, the quantity of the narcotic that may be produced under the licence and the period during which that quantity may be produced.

The Minister shall refuse to issue, renew or amend a dealer's licence if:

- The applicant is not eligible under section 8.2 of the Narcotic Control Regulations
- An inspector who has requested an inspection has not been given the opportunity by the applicant to conduct an inspection under section 16 of the Narcotic Control Regulations;
- False or misleading information or false or falsified documents were submitted in or with the application;
- An activity for which the licence is requested would not be in compliance with an international obligation;
- Information received from a competent authority or the United Nations raises a reasonable belief that the applicant has been involved in the diversion of a narcotic to an illicit market or use or has been involved in an activity that was not in compliance with an international obligation;
- The applicant does not have in place the security measures set out in the Security Directive in respect of an activity for which the licence is requested;
- The applicant is in contravention of or has contravened during the preceding 10 years:
  - a provision of the Act or the regulations made or continued under it, or
  - a term or condition of another dealer's licence or of an import or export permit issued to the applicant under any regulations made or continued under the Act;
- The issuance, amendment or renewal of the licence would likely create a risk to public health, safety or security, including the risk of a narcotic being diverted to an illicit market or use;
- The individual in charge of the premises, the proposed qualified person in charge or, if applicable, the proposed alternate qualified person in charge has been convicted, as an adult, within the preceding 10 years, of:
  - a designated drug offence,
  - a designated criminal offence, or
  - an offence committed outside Canada that, if committed in Canada, would have constituted an offence referred to above;
- The proposed method referred to above is not capable of recording narcotic transactions as required under section 15 of the Narcotic Control Regulations or of permitting the Minister to audit the applicant's activities with respect to narcotics in a timely manner; or
- The additional information required under section 9.1 of the Narcotic Control Regulations has not been provided or is insufficient to process the application.

Unless it is necessary to do so to protect public health, safety or security, including preventing a narcotic from being diverted to an illicit market or use, the Minister shall not refuse to issue, renew or amend a licence under paragraph (1)(c) or (g) of the Narcotic Control Regulations if the applicant:

- Does not have a history of non-compliance with the Act or any regulation made or continued under it; and

- Has carried out, or signed an undertaking to carry out, the necessary corrective measures to ensure compliance with the Act, these Regulations and the Marihuana for Medical Purposes Regulations.

Source: *Narcotic Control Regulations of Canada*, C.R.C., c.1041

**IN THOSE INSTANCES WHERE THE COMPANY HAS CLARIFIED OR REVISED PREVIOUS DISCLOSURE, THE COMPANY ADVISES READERS NOT TO RELY ON SUCH PREVIOUS STATEMENTS AS THEY MAY CONTINUE TO BE FOUND IN THE PUBLIC DOMAIN.**

ON BEHALF OF THE BOARD

**"Mike Withrow"**

Michael Withrow, President & CEO

For further information, contact the Company's Investor Relations, Saf Dhillon at (604) 336.0881 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.