

**Annual
Information
Form**

For the year ended September 30, 2015

Dated: April 18, 2016

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This AIF is to be read in conjunction with the Audited Consolidated Financial Statements and Management’s Discussion and Analysis for the Year Ended September 30, 2015

Forward-Looking Statements

This annual information form (“**AIF**”) contains forward-looking statements that involve risks and uncertainties. We use words such as “project”, “believe”, “anticipate”, “plan”, “expect”, “estimate”, “intend”, “should”, “would”, “could”, or “may”, or other such words, verbs in the future tense and words and phrases that convey similar meaning and uncertainty of future events or outcomes to identify these forward-looking statements. There are a number of important factors beyond our control that could cause actual results to differ materially from the results anticipated by these forward-looking statements. While we make these forward-looking statements based on various factors and using numerous assumptions, you have no assurance the factors and assumptions will prove to be materially accurate when the events they anticipate actually occur in the future.

The forward-looking statements are based upon our beliefs and assumptions using information available at the time we make these statements. We caution you not to place undue reliance on our forward-looking statements as (i) these statements are neither predictions nor guaranties of future events or circumstances, and (ii) the assumptions, beliefs, expectations, forecasts and projections about future events may differ materially from actual results. We undertake no obligation to publicly update any forward-looking statement to reflect developments occurring after the date of this AIF.

Corporate Structure

Abattis Bioceuticals Corp. (“**Abattis**” or the “**Company**”) was incorporated as Sinocan Capital Group Inc. under the *Company Act* (British Columbia) on June 30, 1997 for the purpose of listing on the predecessor to the TSX Venture Exchange as a Capital Pool Corporation as defined in the TSX Venture Exchange Policy 2.4. The Company was unsuccessful in finding a suitable target and was delisted from the TSX Venture Exchange.

On September 29, 1997, the Company changed its name to Sican Ventures Inc.

Beginning in April 2009, we began our entry into the bio-pharmaceutical and nutraceutical industry.

On April 16, 2009, the Company entered into an agreement with PRB Pharmaceuticals, Inc. (“**PRB**”) and Pacific Bio-Pharmaceuticals, Inc. (“**Pacific Bio**”) for the purchase of their interest in patents and intellectual property related to antiviral products designed to prevent avian influenza in humans and poultry. The Company issued 5,000,000 (pre-consolidation 25,000,000) common shares and assigned a value of \$500,000 for this acquisition. The shares issued by the Company have been distributed by PRB and Pacific Bio to the shareholders of those companies.

On September 14, 2009, the Company amended its articles of incorporation to change its name to Abattis Biologix Corporation to reflect its new business and changed the authorized share capital to set no maximum on the number of common shares without par value.

The Company was listed and began trading on the Canadian Securities Exchange (formerly the Canadian National Stock Exchange) (“**CSE**”) on December 23, 2010. On September 5, 2012, the Company changed its name to Abattis Bioceuticals Corp. The Company is a reporting issuer in British Columbia, Alberta and Ontario.

In March 2013, we began our entry into the medicinal marijuana industry through three separate Health Canada applications. This is an element of our business plan that supports our future ingredients and products.

In February 2016, Abattis launched Vergence Sales and Marketing which is focused on the promotion and sale of our natural health products. Our first product launched for pre-sales in March 2016 with delivery to direct sales customers expected in April 2016.

The Company’s head office is located at 1040 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, and the Company’s Canadian operating facility is located at 104 - 9295 198th Street, Langley, British Columbia. Our telephone number is (604) 336-0881. Our internet address is www.abattis.com.

As of April 18, 2016, there were 95,832,530 shares of common stock outstanding.

Intercorporate Relationships

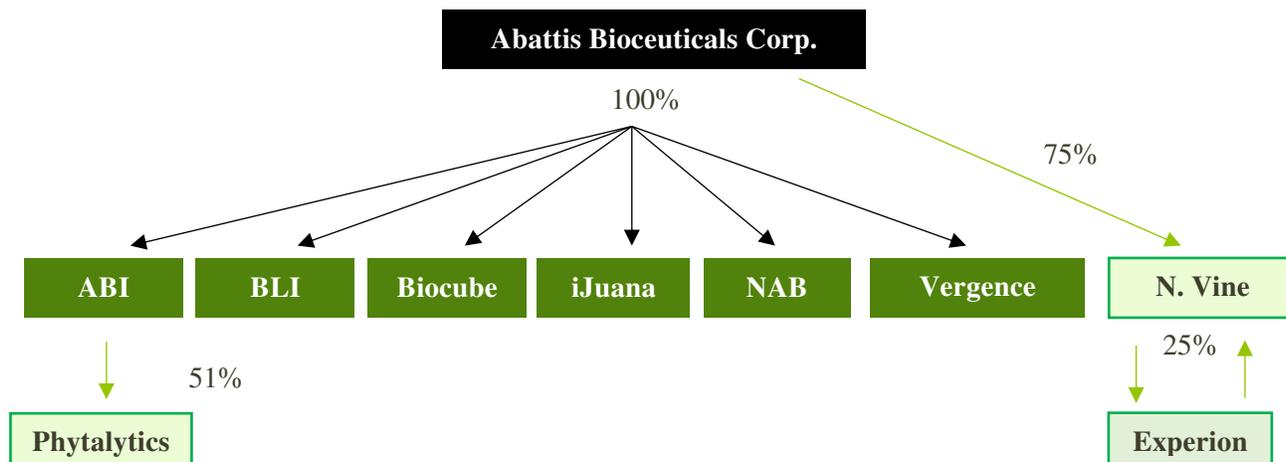
We currently have seven subsidiaries through which we plan to operate our business. Others are held as no-core activities. At April 18, 2016, the Company’s subsidiaries are as follows:

Name	Jurisdiction of Incorporation	Principal Activity	% Owned Company Interest
Abattis Bioceuticals International Inc. (“ ABI ”)	Washington State	Biotechnology	100%
BioCell Labs Inc. (“ BLI ”)	Canada	Biotechnology	100%
Biocube Green Grow Systems Corp. (“ Biocube ”)	British Columbia	Biotechnology	100%
iJuana Cannabis Inc. (“ iJuana ”)	British Columbia	Holds certain licenses	100%
North American BioExtracts Inc. (“ NAB ”)	British Columbia	Biotechnology	100%
Northern Vine Canada Inc. (“ N. Vine ”)	British Columbia	Biotechnology	75%
Vergence Visionary Bioceuticals Corp.	British Columbia	Sales and marketing	100%

On April 10, 2014, the Company through its wholly owned subsidiary, Northern Vine Canada Inc., (“**N. Vine**”) entered into a share exchange agreement with Experion Biotechnologies Inc. (“**Experion**”). Pursuant to the terms of the agreement, Experion and N. Vine have exchanged 25% of each parties’ issued and outstanding common shares. Abattis maintains a 75% ownership in Northern Vine.

On April 7, 2014, the Company through its wholly owned subsidiary Abattis Bioceuticals International Inc. (“**ABI**”) entered into an agreement with Phytalytics LLC (“**Phytalytics**”) to obtain a 51% membership interest in Phytalytics. On April 30, 2014, ABI entered into an agreement with Instant Payment Systems LLC (“**IPS**”), a Washington State online payment company, to obtain a 34% equity interest in IPS.

The following corporate chart sets forth all of our material subsidiaries:



Abattis Biocentials International Inc.

ABI was incorporated on March 14, 2014 under the *Washington Business Corporations Act* to hold and advance the Company’s interests in the U.S. It currently holds the Company’s interest in IPS and Phytalytics.

BioCell Labs Inc.

BLI was incorporated as “Alternative Oils Inc.” on April 16, 2008 under the *Canada Business Corporations Act*. On June 8, 2010, Alternative Oils Inc. changed its name to “Biocell Labs Inc.” BLI is focused on supplying standardized pharmaceutical grade products. BLI has made application to Health Canada to become a licensed producer under Canada’s new *Marihuana for Medical Purposes Regulations* program (“**MMPR**”) and is in the review stage of the process. The company has a term sheet agreement to co-own a \$13 million, 17,000 square foot botanical drug facility that it will use to perform quality testing and refining using proprietary water extraction technologies. Currently, the company has 13 proprietary formulations for out-licensing to cosmetic, nutraceutical and pharmaceutical companies.

Biocube Green Grow Systems Corp.

Biocube was incorporated on February 12, 2014 under the *Business Corporations Act* (British Columbia). Biocube has exclusive worldwide rights to a building product derived from magnesium oxide known as MgO board, which has applications in all areas of the building and construction industry as a fireproof, antimicrobial, antibacterial, waterproof, and recyclable material.

Experion Biotechnologies Inc.

Experion was incorporated on September 26, 2013 under *Business Corporations Act* (British Columbia). Experion operates a ten-acre property in Mission, British Columbia. Experion, in conjunction with their partners, is developing proprietary techniques to derive pharmaceutical grade materials from various sources of biomass. To complement their research, the Company has applied to become a licensed producer under Canada's MMPR and Experion’s application has passed the review stage and Experion is awaiting a response from Health Canada.

iJuana Cannabis Inc.

iJuana was incorporated as “Animo Wellness Corporation” on November 3, 2009 under the *Business Corporations Act* (British Columbia). On January 28, 2014, Animo Wellness Corporation changed its name to “iJuana Cannabis Inc.”. iJuana is the holder of 78 NPN licensed products.

North American BioExtracts Inc.

NAB was incorporated on October 19, 2010 under the *Business Corporations Act* (British Columbia). NAB will focus on cannabis, cannabis derivatives, and ancillary products like vaporizers where legally permitted. NAB aims to use its proprietary extraction technologies to develop customized THC extract oils and CBD extract oils, as well as customized vaporizer flavors to enhance the end user's experience. NAB has no operations as of this date.

Northern Vine Canada Inc.

N. Vine was incorporated on March 3, 2005 under the *Business Corporations Act* (British Columbia). N. Vine has applied for a Controlled Substance License with Health Canada for a laboratory facility located in Langley, British Columbia. The Company will provide analytical and research and development services for Licensed Producers and charging a fee to produce a Certificate of Analysis. The Health Canada security inspection is complete and the license is pending.

Phytalytics LLC

Phytalytics was incorporated on March 4, 2011 under the *Washington Limited Liability Company Act*. Phytalytics operating in Kirkland, Washington, performs testing services under Washington State's Initiative 502, with a fully functional testing laboratory for nutraceuticals, biopharmaceuticals, and plant-based medicines. Phytalytics operations are temporarily suspended with operations anticipated to resume later in 2016.

Vergence Visionary Bioceuticals Corp.

On May 4, 2015, the Company incorporated Vergence Visionary Bioceuticals Corp. “Vergence” or “Vergence Sales and Marketing Group” under the *Business Corporations Act* (British Columbia). Vergence is 100% wholly owned subsidiary of the Company and will be active in research and marketing. The Company is focused on botanical, natural health products and aims to penetrate this fast growing market for natural, safe and effective products. Vergence is devoted to uncovering the hidden miracles in nature, to proving the value of natural remedies in meeting unmet wellness needs, and then distributing these solutions to those who would benefit from their use. This passion encompasses our support for emerging nutraceutical science as well as our research into ancient texts, rediscovering remedies that have been lost to time.

General Development of the Business

In the first quarter of 2011, the Company acquired Biocell Algae (Immune System Support), a complimentary Natural Health Product to the Anti Viral Flu Intellectual Property and hired a new President and CEO who brought in a new board of directors and that team acquired three new

formulations. The formulae are comprised of all-natural ingredients and target and address 1) Flu like symptoms and other viral conditions, 2) migraine headaches (Cognitive) and 3) blood flow to muscles (Cardiovascular and Erectile Dysfunction).

On June 17, 2011, the Company was listed on the OTC Markets Pink Sheets to enable easier access to American Investors. During the 2011 calendar, year management worked to structure the company and identify assets that would be useful in nutraceutical and bioceutical production. In December 2011 the Company entered into an agreement to acquire Northern Vine Canada Inc. (a cGMP nutraceutical production facility in Langley, BC) and the assets with the Sci-Naturals brand and closed the acquisitions in August 2012.

In March 2012, the Company acquired Animo Wellness Corporation, which owns 77 Natural Health Product Licenses issued by Health Canada. These range from (A) Aloe Vera to (Z) Zinc. Amino Wellness Corporation changed its name to iJuana Cannabis Inc. on January 28, 2014.

On July 23 2012, the Company held its AGM and shareholders approved a 5:1 reverse split, and the acquisition of proprietary Flash Freeze Extraction Equipment and a large portfolio of natural health product internet domain names. The Company changed its name to more accurately reflect the nature of its business of bioceuticals and botanical drugs from Abattis Biologix Corporation to Abattis Bioceuticals Corp.

In March 2013, the Company's management decided to focus its efforts on the legal medical cannabis industry following Health Canada's introduction of its Licensed Producer Program on December 15, 2012.

In November 2013, the Company, through its subsidiary, filed its initial Marihuana for Medical Purposes Regulations (MMPR) Licensed Producer application with Health Canada and received a list of deficiencies in the application in February 2014. Since then, the Company has been actively working to expand its cannabis-related products and services portfolio, while moving towards securing an MMPR Licensed Producer status.

On September 8, 2014, Phytalytics LLC, a 51% controlled U.S. subsidiary of ABI, received provisional certification by the Washington State Liquor Control Board to legally offer cannabis analysis laboratory services in Washington State. Phytalytics LLC intends to provide quality control testing services for I-502 Market Marijuana Producers and Processors in Washington.

On January 27, 2015, William (Bill) Fleming was appointed as the Company's CEO and Mike Withrow resigned his role as Company's CEO and President.

On February 4, 2015, the Company entered into a US\$25 million equity line facility agreement with Dutchess Opportunity Fund, II, LP, a Delaware Limited Partnership ("Dutchess"). The Company has filed a preliminary registration statement with the U.S. Securities & Exchange Commission ("SEC") on March 28, 2015 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. The registration statement has not yet been declared effective by the SEC.

On August 21, 2015, Abattis sold the tangible asset, the flash freeze extractor prototype (FFE) and the intangible asset, the poultry avian flu patent, for \$100,000 and 2.1 million free-trading shares of Abattis stock. The sale furthered the Company's disposal of non-core assets to allow focus on near term product revenue generation and strategic acquisitions.

In August, 2015 Abattis changed its auditors from MNP LLP to Deloitte LLP upon recommendation from the Company's Audit Committee.

In September 2015, Abattis appointed Jim Irving and Brazos Minshew to the Board of Directors. Andrea Bates joined Vergence as Chief Operating Officer responsible for the marketing and sale of Abattis products.

In October 2015, Abattis began leasehold improvements for its subsidiary, Northern Vine Canada Limited, in support of its application for a Controlled Substance License.

In November 2015, Abattis held its Annual General Meeting.

In March 2016, Abattis launched Vergence Sales and Marketing and began promoting its first natural health product, Comfort™, for direct sales to consumers.

In April 2016, Abattis approved a product licensing arrangement with Crimson Capital Group for the sales and marketing of Abattis' product Phyto(NOS)™.

Geographic and Segment Information

Abattis currently has three active IFRS reportable operating segments.

1. Abattis is actively engaged in the manufacture of Comfort™, the first in the NÖXX Botanical Blends line of products and is finalizing plans for the manufacture of the next two products: Soothe™ and Sassy Power Shots, both of which contain Phyto(NOS)™. It has also signed a letter of intent to coformulate a product containing Phyto(NOS)™ through an arrangement with Crimson Capital Group.
2. Vergence Sales and Marketing Group is actively engaged in the online advertising and sale of Comfort™. Online pre-sales for the United States began in March of 2016 with shipment of first product anticipated for April of 2016.
3. N.Vine has been actively engaged in research and development activities in partnership with the British Columbia Institute of Technology (BCIT). This research is focused on improved, validated analytical methods for cannabis. It is anticipated that the methods will be completed and published in 2016. BCIT will be seeking international validation of the methods.

The results from method validation can be used to judge the quality, reliability and consistency of analytical results, which is an integral part of any good analytical practice. Validation of analytical methods is also required by most regulations and quality standards that impact laboratories.

Method validation has received considerable attention in literature from industrial committees and regulatory agencies.

All activities are principally managed from and conducted in British Columbia. Product sale and business development activities are focused in the United States and Asia at this time.

Overall strategy

Abattis intends to be a leader in the development of natural health products and functional foods that can incorporate cannabis extracts, specifically the ingredient CBD. The company's strategy is focused in two areas:

Growth – The Company is acquiring, funding and developing businesses that provide the most immediate path to revenue on products and services that support the current conventional product market and the emerging cannabis-based product market in the North American and International markets

Cash Flow – Abattis' immediate focus is the generation of cash flow by investing in current product assets and taking them to market through established distribution and sales channels.

Description of the Business

Overview

Abattis is a nutraceutical and functional foods company that draws from its complementary business divisions to discover, acquire, develop and commercialize proprietary products, ingredients and technologies that address the dietary supplement, nutraceutical, bioceutical, cosmetic and cannabis markets.

Operations

Efforts over 2013 and 2014 helped establish Abattis' position in the emerging cannabis products market. Efforts over 2015 and 2016 have refocused efforts on the immediate opportunity to generate revenue and establish Abattis' position in the natural health products market while the cannabis products market and regulatory framework in North America is maturing sufficiently.

To date the Company's focus has been on research and development to create proprietary natural health products and taking these to market, setting-up its various subsidiaries, entering into strategic relationships and establishing a facility that meet the requirements to obtain a Controlled Substance License designation from Health Canada.

Principal Products

Abattis' principal products are the NÖXX Botanical Blends line of products, all containing our patent-pending formulation called Phyto(NOS)TM.

This line of products was developed for Abattis by Brazos Minshew. Brazos is master formulator for Abattis Bioceuticals Corp., former Chief Science Officer of TriVita, Inc., former Chief Executive Officer of Therapy Alternatives and Director of Marketing for Tiena Health. As former Chief Science Officer of Abattis, Brazos oversaw drug and product development collaboration among Abattis subsidiaries and partners. As former President of Biocell, he undertook research and development work that led to Abattis portfolio of products. Brazos has a \$1 billion dollar product development portfolio. He has experience managing all aspects of quality control, raw ingredient sourcing, product formulations, manufacturing as well as the International legal requirement for more than a dozen Countries.

Each product in the line was developed to be sold as a "regular strength" product for broad market appeal, as well as an "extra strength" product that will contain a high-CBD extract of cannabis.

Abattis and our subsidiaries possess more than 100 licensed natural health product formulas. It is anticipated that Abattis will incorporate many of these products into our NÖXX Botanical Blends products in future.

To date, we have not generated any significant revenues and we remain in the development stage. For the year ended September 30, 2015, the Company generated \$91,940 of revenue (September 30, 2014 - \$7,720). Our ability to pursue our business plan and generate revenues is subject to our ability to obtain additional financing, and we cannot give any assurance that we will be able to do so.

Market Plans and Strategies

VERGENCE SALES AND MARKETING

Abattis has a four-tiered marketing strategy for the marketing and sale of its natural health products. Focused initially on regular strength NÖXX Botanical Blends products, the Company's product sales strategy includes:

Direct Sales to Consumers via Online or Telephone Channels

Consumers in the United States are currently able to pre- the Company's Comfort™ product via the VergenceSales.com website. A focused, online advertising and direct sales marketing program is targeting customers. The product will be available in Canada once the Company receives an NPN for Comfort™.

Professional Sales

The Company also intends to market and promote its products to natural health practitioners for resale to their patients. This segment forms an important part of the company's marketing program as it will deliver very specific and relevant testimonial information on the efficacy of the products, necessary for expanding product sales.

Multi-Level Marketing

The Company is in active discussions with international multi-level marketing companies for the licensing of certain of the NÖXX Botanical Blends products that were specifically developed for this market.

Wholesale Sales

The Company is in active discussions with domestic and international distributors of natural health products for the licensing of Abattis' Phyto(NOS)™. Abattis has already entered into an LOI with Crimson Capital Group for the licensing of Phyto(NOS)™. Under this proposed licensing agreement there are immediate opportunities to undertake co-formulation of a product that will contain Phyto(NOS)™, in combination with a product that is already on the market that has already established \$250,000 annual sales.

NORTHERN VINE CANADA LIMITED

Upon receipt of a controlled substance license, N.Vine will immediately begin to secure customers for its analytical testing and R&D services. Preliminary discussions with licensed producers and natural health products companies are already underway.

Competition

It is estimated that the world market for nutraceutical products was valued at \$250 B in 2014 and projected to reach \$385 B by 2021.

In addition to these projections, economists and reformists have estimated that the current market for marihuana and marihuana products is in the range of \$10 billion to over \$120 billion a year.

With a pipeline of products for the functional food and supplement markets, brand and sales channels already developed and a network of distribution opportunities, Vergence is uniquely positioned to deliver top tier products into these growing markets now, and as regulations expand and evolve.

Notwithstanding the foregoing, the natural health products industry is highly competitive and subject to significant and rapid technological change. Developments by our competitors may render our products obsolete or noncompetitive. Numerous companies compete in our market, many of which have greater size and financial, personnel, distribution and other resources greater than ours. Our principal competition in the distribution channels where we are marketing our current products and where we intend to market other products comes from a limited number of large nationally known manufacturers and many smaller manufacturers of nutraceutical supplements. In addition, large pharmaceutical companies compete with us on a limited basis in the nutraceutical supplement market. Increased competition from such companies could have a material adverse effect on us because such companies have greater financial and other resources available to them and possess distribution and marketing capabilities far greater than ours. We also face competition in mass market distribution channels from private label nutraceutical supplements offered by health and natural food store chains and drugstore chains. We cannot assure that we will be able to compete.

The following table lists the intangible assets managed by the Company and the full value of the asset. The shares and cash paid by the Company for its part or full ownership of the asset are also listed:

Acquisition Date	Items	Vendor Name	Cost	Consideration	
				Shares issued	Cash paid
May 17, 2011	Formulae	Dr. Samuel Brant LLC	125,000	200,000	-
May 17, 2011	Formulae	Biocell Labs	125,000	200,000	-
February 29, 2012	Licenses (77 NPNs)	Animo Wellness Corporation	50,000	100,000	25,000
July 10, 2012	Licenses (1 NPN)	-	3,188	-	3,188
August 15, 2012	Licenses (16 NPNs)	Sci-Natural Wellness Corporation	56,000	-	56,000
August 15, 2012	Licenses (11 NPNs)	Northern Vine Canada Inc	7,143	-	-
December 27, 2012	Licenses to the Bio-Pharma patent license	Vertical Designs Ltd.	500,000	6,000,000	-
March 28, 2013	Formulae	Dr. Paula Brown	78,000	400,000	-
March 12, 2014	Formulae	Green-Gro Garden Products Ltd.	257,840	315,000	5,840
April 7, 2014	Licenses	Phytalytics	1,245,812	827,657	88,782
October 1, 2014	Trademarks	Oliver Hunt	309	-	309
October 29, 2014	Formulae	Empirical Labs, Inc	2,227	-	2,227
November 28, 2014	Trademarks	Oliver Hunt	215	-	215
November 30, 2014	Trademarks	Oliver Hunt	280	-	280
September 30, 2015	Licenses-impaired	Phytalytics	(1,245,812)	-	-
Total			\$ 1,205,202	8,042,657	\$ 181,841

On March 9, 2016, Abattis received a Natural Product Number (NPN) from Health Canada for Phyto (NOS). This product is being actively commercialized in 2016 but is not yet reflected in the Company's financial statements.

Trademarks

The Company's trademarks are presented in the above table.

Other

We rely upon unpatented trade secrets, know-how, and continuing technological innovation to develop and maintain our competitive position. We seek to protect our ownership of know-how and trade secrets through an active program of legal mechanism including assignments, confidentiality agreements, material transfer agreements, research collaborations, and licenses.

Government Regulation

Medical Marijuana Production and Sale in Canada

On June 7, 2013 the Canadian regulations concerning the production and sale of medical marijuana were amended by the *Marihuana for Medical Purposes Regulations* (MMPR) which permit licensing commercial growers beginning April 1, 2014, while eliminating provisions for its production on a personal-use basis. Applications for personal-use production ceased to be processed as of October 1, 2013 and, individuals authorized to possess medical marihuana under the MMPR must transition to the new

licensed producer regime. On February 24, 2016, Federal Judge Michael Phelan found the MMPR law violated patients' charter rights, and extended a court injunction allowing people who held licenses to continue to grow their own marijuana. He suspended his decision for six months to allow the federal Liberal government time to create a new medical marijuana regime.

The revised regulations create uncertain conditions for a commercial industry responsible for medical marijuana production and distribution. .

Marihuana Production and Sale in the United States

In the United States it is illegal under federal law to grow, cultivate and sell medical or adult use marijuana. However, 23 states have approved medical marihuana for use and four states have approved adult use regulations. The United States Federal government justice department has released memos that will respect the individual states where strict guidelines are followed and enforced so the health, safety and security are protected by state authorities. If the individual state framework fails to protect the public the Federal government will act in enforcing the Controlled Substances Act of 1970 and the DEA will enforce the federal law.

As at the date of this AIF, our Company has not entered into any prospective or definitive arrangements to produce or distribute natural health products containing cannabis in the United States.

As of September 30, 2015, the Company has spent \$82,791 on research and development (September 30, 2014 - \$129,057). The research and development expenses incurred in 2013 and 2012 are directly related to the activities of Abattis and BLI.

Employees

As of April 18, 2016, our staff included one person, comprised of one full time employee. We primarily use the services of sub-contractors and consultants for our business management and operations.

Our employee is not part of a labor union or covered by collective bargaining agreement. We consider our relationship with our employee to be good. Our company uses a cost-effective business model, only retaining top management as company employees or dedicated consultants, and drawing upon other consultants to advance our development programs. As of April 18, 2016, our management consisted of our Chief Executive Officer, Chief Financial Officer, Program Manager, Controller and Investor Relations Manager.

Environmental Laws

As of the date of this AIF, the Company is in compliant with local environmental laws. The Company has no reason to believe it is in violation of any environmental laws both provincially and federally.

Risks Related to Our Business and Industry

We are reliant on our management team. The loss of any of these key personnel may hamper our ability to manage a publicly traded company while developing our products, which may harm our business.

The Company strongly depends on the business and technical expertise of its management and consultants, 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.

Given our lack of revenue and cash flow, we will need to raise additional capital, which may be unavailable to us or, even if consummated, may cause dilution or place significant restrictions on our ability to operate.

According to our management's estimates, based on our current cash on hand and further based on our budget, we believe that we will have sufficient resources to continue our activities only into June 2016.

Since we are likely to be unable to generate sufficient, if any, revenue or cash flow to fund our operations for the foreseeable future, we will need to seek additional equity or debt financing to provide the capital required to establish or expand our operations. We may also need additional funding for developing products and services, increasing our sales and marketing capabilities, promoting brand identity, and acquiring complementary companies, technologies and assets, as well as for working capital requirements and other operating and general corporate purposes.

Other than our agreement with Dutchess, we do not currently have any arrangements or credit facilities in place as a source of funds, and there can be no assurance that we will be able to raise sufficient additional capital on acceptable terms, or at all. If such financing is not available on satisfactory terms, or is not available at all, we may be required to delay, scale back or eliminate the development of business opportunities, our operations and financial condition may be materially adversely affected and our business might fail.

If we raise additional capital by issuing equity securities, the percentage ownership of our existing stockholders may be reduced, and accordingly these stockholders may experience substantial dilution. We may also issue equity securities that provide for rights, preferences and privileges senior to those of our common stock. Given our need for cash and that equity raising is the most common type of fundraising for companies like ours, the risk of dilution is particularly significant for stockholders of our company.

Debt financing, if obtained, may involve agreements that include liens on our assets, covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, could increase our expenses and require that our assets be provided as a security for such debt. Debt financing would also be required to be repaid regardless of our operating results.

We are subject to significant regulation by the Canadian Federal Government. There is no assurance that we or our affiliates will be granted licensed producer status by Health Canada. Any failure or delay in obtaining such status would materially and adversely affect our operations.

N. Vine depends heavily on the success of acquiring a Controlled Substance License from Health Canada to analyze and perform research and development activities with Cannabis in Canada. There is no assurance that we or our affiliates will be approved by Health Canada or will be granted a Controlled Substance License. Should we or our affiliates be unable to obtain all required licenses, or if the regulations in Canada continue to change, our business would not be able to operate or there could be significant cost to change our operations to remain compliant with the laws and regulations.

Once a Controlled Substance License is obtained, any failure to comply with the terms of the License, or any failure to renew the License after its expiry date, would have a material adverse impact on the financial condition and operations of N. Vine's business.

The Company's operations are subject to regulations promulgated by government regulatory agencies from time to time. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to carry out its business.

There are sales risks associated with the cannabis and medical marijuana industry because cannabis is a controlled substance.

As cannabis is a controlled substance in Canada, direct consumer marketing of our services is not allowed. If we are unable to properly conduct sales in a regulated environment or target the appropriate audiences for our analytical services, our results of operations and business prospects could be substantially impaired.

Cannabis is not legal to grow in the U.S. under federal law, although it may be imported and sold in the U.S. Importation is subject to a "zero tolerance" policy as a controlled substance under the U.S. Controlled Substances Act.

In certain states, the growth and cultivation of cannabis is legal (California, Colorado, Hawaii, Kentucky, Maine, Maryland, Montana, North Dakota, Oregon, Vermont and West Virginia), although states are resistant to allow the cultivation of cannabis due to resistance from the U.S. Department of Drug Enforcement Agency and prohibitions of federal law. At this time, our analytical services at N. Vine will be available only to those parties with a Canadian Federal license to produce marijuana.

We may not be able to use the facilities as planned and will therefore not be able to commence operations on the timetable or the scale that we have planned.

To date, the Company's activities and resources have been primarily focused on its facility in Langley, BC and the Company will continue to focus on this facility for the foreseeable future. Adverse changes or developments affecting the facility, including but not limited to a breach of security, could have a material and adverse effect on the Company's business, financial condition and prospects. Any breach of the security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by Health Canada, could also have an impact on the Company's ability to continue operating under the Controlled Substance License.

We may not acquire market share or achieve profits due to competition in the medical marijuana industry.

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants and from the Licensed Producers themselves. If the number of users of medical marijuana in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client

support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Our reputation in the industry will be very important as we grow the business, and any negative impact on our reputation could be damaging to our business.

The Company believes natural health products industry is highly dependent upon consumer perception regarding the safety, efficacy and quality. Consumer perception of the Company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation and media attention.

There are risks related to the quality and quality control of our products.

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Company.

There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products.

There are risks related to potential product recalls.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

There are risks related to 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.

There are risks related to potential delays or impairment of 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 or 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.

There are risks related to 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.

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.

There is no assurance that we will be able to obtain required supply of materials and skilled labor.

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure program may be significantly greater than anticipated by the Company's management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the financial results of the Company.

The Company's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Company. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Company.

Our forecasts are highly speculative in nature and we cannot predict results in a development stage company with a high degree of accuracy.

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the medical marijuana industry in North America. A failure in the demand for its products to materialize as a result of competition, technological

change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

If we incur substantial liability from litigation, complaints, or enforcement actions our financial condition could suffer.

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's Common Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources.

Risks Related to the Ownership of Our Common Stock

Our common shares are thinly traded and you may be unable to sell at or near asking prices, or at all.

We do not have a liquid market for our common stock, and we cannot predict the extent to which an active public market for trading our common stock will be achieved or sustained.

This situation is attributable to a number of factors, including the fact that we are a small company that is relatively unknown to stock analysts, stockbrokers, institutional investors and others in the investment community who generate or influence sales volume. Even if we came to the attention of such persons, those persons tend to be risk-averse and may be reluctant to follow, purchase, or recommend the purchase of shares of an unproven company such as ours until such time as we become more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained.

The market price for our common stock is particularly volatile given our status as a relatively small company, which could lead to wide fluctuations in our share price. You may be unable to sell your common stock at or above your purchase price if at all, which may result in substantial losses to you.

Shareholders should be aware that, according to the Securities and Exchange Commission ("SEC") Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

Our stock price may be volatile, which may result in losses to our shareholders.

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company’s quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- addition or departure of the Company’s executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Company’s industry generally and its business and operations;
- announcements of developments and other material events by the Company or its competitors;
- changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company’s industry or target markets.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company’s operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company’s operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

We do not expect to declare any dividends in the foreseeable future.

We do not anticipate declaring any cash dividends to holders of our common stock in the foreseeable future. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase our common stock.

Securities analysts may not cover our common stock and this may have a negative impact on our common stock’s market price.

The trading market for our common stock may depend on the research and reports that securities analysts publish about us or our business. We do not have any control over these analysts. There is no guarantee that securities analysts will cover our common stock. If securities analysts do not cover our common stock, the lack of research coverage may adversely affect our common stock’s market price, if any. If we are covered by securities analysts, and our stock is downgraded, our stock price would likely decline. If one or more of these analysts ceases to cover us or fails to publish regularly reports on us, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline.

Investment Industry Regulatory Organization of Canada (IIROC) and Financial Industry Regulatory Authority (“FINRA”) sales practice requirements may limit your ability to buy and sell our common stock, which could depress the price of our shares.

IIROC and FINRA rules require broker-dealers to have reasonable grounds for believing that an investment is suitable for a customer before recommending that investment to the customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status and investment objectives, among other things. Under interpretations of these rules, IIROC and FINRA believes that there is a high probability such speculative low-priced securities will not be suitable for at least some customers. Thus, IIROC and FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our shares, have an adverse effect on the market for our shares, and thereby depress our share price.

Volatility in our common share price may subject us to securities litigation.

The market for our common stock is characterized by significant price volatility as compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. Although we are not currently the subject of any pending litigation, we may, in the future, be the target of such litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

Dilution of common stock

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.

Dividend Policy

We have not paid a cash dividend on our common stock and do not expect to pay a cash dividend in the foreseeable future. Our board of directors has the sole authority to declare dividends. Our payment of dividends in the future will depend on our earnings, capital requirements, expansion plans, financial condition, and other relevant factors.

Description of Capital Structure

Common Stock

The Company is authorized to issue an unlimited number of shares of common stock without par value. As of the date of this AIF, the Company has 95,832,530 shares of common stock outstanding.

Holder of common stock are entitled to one vote for each share held of record on all matters presented to shareholders.

Holder of common stock are entitled to receive such dividends as may be declared by the Board out of funds available and, in the event of liquidation, to share pro rata in any distribution of the Company's assets after paying off liabilities. It is not anticipated that dividends will be paid in the foreseeable future.

Holder of common stock do not have pre-emptive rights to subscribe to any additional shares which may be issued in the future. There are no conversions, redemptions, sinking funds or similar provisions regarding the common stock. All outstanding shares of common stock are fully paid and non-assessable.

Stock Options

The Company has a share purchase option plan (dated June 18, 2012) which specifies that a maximum of 10% of the issued and outstanding common shares of the Company may be reserved for issuance pursuant to the exercise of share options. The term of the share options granted are fixed by the board of directors and are not to exceed ten years. The exercise prices of the share options shall not be less than the closing price of the Company's common shares on the day preceding the day on which the directors grant the share purchase options, less any discount permitted by the CSE. Vesting of options will be at the discretion of the Board.

As of the date of this AIF, the Company has 6,520,000 outstanding stock options to purchase common shares of the Company.

Warrants

As of the date of this AIF, the Company has 20,300,818 outstanding share purchase warrants to purchase common shares of the Company.

Loans and Convertible Notes

On March 14, 2014, the Company entered into a one-year loan agreement with Phytalytics with principal amount of \$66,318 (US\$60,000). The loan to Phytalytics matures on March 14, 2015 and bears interest at 10% annually.

On September 3, 2014, the Company entered into a one-year loan agreement with Phytalytics with principal amount of US\$19,690. The loan matures on September 3, 2015 and bears interest at 5% annually on any balance unrepaid after one year.

On September 29, 2014, the Company entered into a one-year loan agreement with Phytalytics with principal amount of US\$26,000. The loan matures on September 29, 2015 and bears interest at 10% annually on any balance unrepaid after one year.

The balance of outstanding amount to the Company as AIF date is US\$480,560. This amount included loan and the legal expense and admin fees that Abattis has paid on behalf of Phytalab.

During the year ended September 30, 2014, the Company provided a short-term loan of \$24,543 to IPS (September 30, 2013 – \$nil). This amount was fully impaired during the year ended September 30, 2015.

On December 18, 2014, the Company provided a short-term loan to Terracity Lawrence LLC (“Terracity”) in the amount of \$124,740 (USD 100,000). The loan matured on February 18, 2015. The Company is actively trying to collect the amount of the loan, however, as the loan has been past due for a period of time and therefore a provision was recorded for the full balance.

Market for Securities

CSE

The principal market on which the common shares of the Company are traded is the Canadian Securities Exchange (“CSE”) under the symbol “ATT”.

Trading the Company's common stock on the CSE began on December 23, 2010. Shown below are the range of high and low sales prices of common stock for the two most recent fiscal years as reported on www.quotemedia.com.

Quarter Ended	High	Low
September 30, 2014	\$0.09	\$0.04
June 30, 2014	\$0.175	\$0.02
March 31, 2014	\$0.215	\$0.09
December 30, 2014	\$0.36	\$0.15
September 30, 2014	\$0.70	\$0.24
June 30, 2014	\$1.98	\$0.40
March 31, 2014	\$2.46	\$0.02
December 31, 2013	\$0.09	\$0.02

As of the day before the date of this AIF, the closing price of the common stock on the CSE was \$0.06.

OTCQX

In the United States, the common shares of the Company are quoted on the OTCQX under the symbol “ATTBF”. Trading of the Company’s common stock on the OTCQX began on August 5, 2014. Prior to that date the Company’s stock was quoted on the OTC Pinks under the same symbol: “ATTBF”.

Shown below are the high and low sales prices of the common stock as reported by the OTCQX for the two most recent fiscal years as reported on by the OTC Markets Group Inc. From January 1, 2016, the Company’s common shares were quoted on the OTCQB under the same symbol: “ATTBF”.

Quarter Ended	High	Low
September 30, 2015	\$0.0900	\$0.0300
June 30, 2015	\$0.1500	\$0.0100
March 31, 2015	\$0.1800	\$0.0700
December 31, 2014	\$0.3280	\$0.1309
September 30, 2014	\$0.4900	\$0.2250
June 30, 2014	\$0.7150	\$0.3716
March 31, 2014	\$0.1792	\$0.1000
December 31, 2013	\$0.2870	\$0.1560

As of the day before the date of this AIF, the closing price of the common stock on the OTCQB was U.S. \$0.05.

The above quotations reflect inter-dealer prices, without retail mark-up, mark-down, or commission and may not necessarily represent actual transactions.

Holders

As of the date of this AIF, there are 95,832,530 issued and outstanding shares of common stock and 210 shareholders of record.

Prior Sales of Unregistered Securities

The following information is furnished with regard to all securities issued by the Company during the most recently completed financial year that were not registered under the Securities Act. The issuance of such shares was deemed exempt from registration requirements of the Securities Act as such securities

were offered and sold outside of the United States to persons who were neither citizens nor residents of the United States or such sales were exempt from registration under Section 4(a)(2) of Securities Act.

- On March 1, 2016, 260,000 common shares were issued to the controller of the Company (250,000 shares as milestone bonus and 10,000 shares for part of February employment services to the Company).
- On February 29, 2016, 500,000 common shares were issued to Volpel Gold Medal Investment for consulting services to the Company.
- On February 29, 2016, 300,000 common shares were issued to Clicking Capital Corp. for consulting services to the Company.
- On February 29, 2016, 250,000 common shares were issued to Greg Williams for consulting services to the Company.
- On February 29, 2016, 55,556 common shares were issued to Debrah Salahor for consulting services to the Company.
- On February 29, 2016, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On February 15, 2016, 500,000 common shares were issued to Richrdson Law and 500,000 to Bacchus Law for debt.
- On February 1, 2016, 250,000 common shares were issued to Greg Williams for consulting services to the Company.
- On January 29, 2016, 55,556 common shares were issued to Debrah Salahor for consulting services to the Company.
- On January 29, 2016, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On January 25, 2016, 397,400 common shares were issued to Can-Am Installation for debt.
- On January 11, 2016, 250,000 common shares were issued to Greg Williams for consulting services to the Company.
- On January 11, 2016, 250,000 common shares were issued to Essam Hamza for consulting services to the Company.
- On December 31, 2015, 55,556 common shares were issued to Debrah Salahor for consulting services to the Company.
- On December 31, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On December 22, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On December 15, 2015, 250,000 common shares were issued for second tranche of a Private Placement.
- On December 15, 2015, 10,250,000 common shares were issued for first tranche of a Private Placement.
- On November 30, 2015, 3,663 common shares were issued to Debrah Salahor for consulting services to the Company.
- On November 30, 2015, 39,216 common shares were issued to Debrah Salahor for consulting services to the Company.
- On November 30, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On November 30, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.

- On November 16, 2015, 1,885,599 common shares were issued to EROP Capital LLC. To repay company's debt to specific creditors.
- On November 16, 2015, 90,000 common shares were issued to James Irving a director of the company.
- On November 2, 2015, 376,923 common shares were issued to Bill Fleming, the CEO of the company to settle a trade payable of \$33,923.
- On November 2, 2015, 25,000 common shares were issued to Brenda Suan Sim Ee for consulting services to the Company.
- On November 2, 2015, 100,000 common shares were issued to Andrea Bates for consulting services to Vergence a subsidiary of the Company.
- On November 2, 2015, 100,000 common shares were issued to Barry Comis for consulting services to Vergence a subsidiary of the Company.
- On November 2, 2015, 10,000 common shares were issued to James Irving a director of the company.
- On November 2, 2015, 50,000 common shares with a deemed value of \$4,500 were issued to Guy P. Dancosse, a director of the Company.
- On November 2, 2015, 100,000 common shares were issued to Barry Comis for consulting services to Vergence a subsidiary of the Company.
- On November 2, 2015, 100,000 common shares were issued to Allan Echino to repay Company's debt regarding consulting services.
- On November 2, 2015, 37,037 common shares were issued to Debrah Salahor for consulting services to the Company.
- On November 2, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On November 2, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On October 5, 2015, 83,333 common shares were issued to Debrah Salahor for consulting services to the Company.
- On October 5, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On October 5, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On September 1, 2015, 250,000 common shares were issued to Clicking Capital Corp. for consulting services to the Company.
- On September 1, 2015, 43956 common shares were issued to Debrah Salahor for consulting services to the Company.
- On September 1, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On September 1, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On August 20, 2015, 5,949,080 common shares were issued for a Private Placement.
- On August 20, 2015, 3,900,000 stock options were granted to certain directors, officers and consultants, with each option being exercisable into a common share of the Company at \$0.06 per share for a period of five years.
- On August 18, 2015, 250,000 common shares were issued to Clicking Capital Corp. for consulting services to the Company.

- On August 18, 2015, 47,619 common shares were issued to Debrah Salahor for consulting services to the Company.
- On August 18, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On August 18, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On July 2, 2015, 51,282 common shares were issued to Debrah Salahor for consulting services to the Company.
- On July 2, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On July 2, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On June 3, 2015, 51,282 common shares were issued to Debrah Salahor for consulting services to the Company.
- On June 3, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On June 3, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On May 6, 2015, 50,833 common shares with a deemed value of \$6,100 were issued to ThinkSharp Inc.
- On May 6, 2015, 83,333 common shares were issued to Hugh Oswald for consulting services to the Company.
- On May 6, 2015, 83,333 common shares were issued to Greg Williams for consulting services to the Company.
- On May 6, 2015, 27,778 common shares were issued to Debrah Salahor for consulting services to the Company.
- On May 6, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On May 6, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On April 14, 2015, 22,988 common shares were issued to Debrah Salahor for consulting services to the Company.
- On April 14, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On April 14, 2015, 25,000 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On April 14, 2015, 72,414 common shares were issued to Allan Echino for debt regarding consulting services to the Company.
- On March 19, 2015, 2,365,072 common shares were issued for a private placement.
- On March 6, 2015, 125,000 stock options were granted to a director, with each option being exercisable into a common share of the Company at \$0.16 per share for a period of five years.
- On March 4, 2015, 57,143 common shares were issued to Allan Echino for debt regarding consulting services to the Company.
- On March 4, 2015, 25,926 common shares were issued to Colin Kwok for consulting services to the Company.
- On March 4, 2015, 250,000 common shares were issued to Bill Fleming , the CEO of the company.

- On March 4, 2015, 10,000 common shares were issued to Denby Greenslade for consulting services to the Company.
- On March 4, 2015, 196,429 common shares were issued to Crimson Opportunities Ltd. for consulting services to the Company.
- On February 11, 2015, Troy Sidloski exercised 250,000 warrants at \$0.10 per share for gross proceeds of \$25,000.
- On February 11, 2015, 0809823 BC Ltd. exercised 50,000 warrants at \$0.10 per share for gross proceeds of \$5,000.
- On February 4, 2015, 25,926 common shares were issued to Colin Kwok for consulting services to the Company.
- On February 4, 2015, 30,000 common shares issued were issued to ThinkSharp Inc., a consulting firm.
- On January 27, 2015, 175,000 stock options granted to certain directors, officers and consultants, with each option being exercisable into a common share of the Company at \$0.16 per share for a period of five years.
- On January 2, 2015, New Horizons Inc. exercised 68,000 warrants at \$0.10 per share for gross proceeds of \$6,800.
- On January 2, 2015, 283,334 common shares were issued to Brazos Minshew for consulting services to the Company.
- On January 2, 2015, 18,382 common shares were issued to Jaouad Fichatli for consulting services to the Company.
- On December 3, 2014, New Horizons Inc. exercised 40,000 warrants at \$0.10 per share for gross proceeds of \$4,000.
- On December 1, 2014, 33,334 common shares were issued to Brazos Minshew for consulting services to the Company.
- On December 1, 2014, 14,535 common shares were issued to Jaouad Fichatli for consulting services to the Company.
- On December 1, 2014, 40,000 common shares issued were issued to ThinkSharp Inc., a consulting firm.
- On November 27, 2014, New Horizons Inc. exercised 42,000 warrants at \$0.10 per share for gross proceeds of \$4,200.
- On November 20, 2014, Michael Sweeney exercised 75,000 warrants at \$0.10 per share for gross proceeds of \$7,500.
- On November 18, 2014, Michael Sweeney exercised 25,000 warrants at \$0.10 per share for gross proceeds of \$2,500.
- On November 14, 2014, New Horizons Inc. exercised 150,000 warrants at \$0.10 per share for gross proceeds of \$15,000.
- On November 4, 2014, Stone Throw exercised 500,000 warrants at \$0.10 per share for gross proceeds of \$50,000.
- On November 3, 2014, 33,333 common shares were issued to Brazos Minshew for consulting services to the Company.

Directors and Officers

The current directors and officers of the Company are listed below. Directors are generally elected at an annual general meeting of shareholders and hold office until the next annual general meeting of shareholders, or until their successors are elected and qualified executive officers are elected by directors and serve at the Board's discretion.

Name	Age	Position	Date Appointed	Number of Common Shares
William Fleming ⁽¹⁾⁽²⁾⁽³⁾ <i>Nova Scotia, Canada</i>	49	President, CEO and Director	June 18, 2014	476,923 ⁽⁴⁾
Tim Fealey ⁽³⁾ <i>California, United States</i>	71	Director and Global Product Development Advisor	April 30, 2011	560,000
Douglas Sorocco ⁽³⁾ <i>Oklahoma, United States</i>	45	Director	April 30, 2011	295,173 ⁽⁵⁾
Rene David ⁽²⁾⁽³⁾ <i>British Columbia, Canada</i>	47	CFO and COO	November 19, 2013	3,670,254 ⁽⁶⁾
Guy Dancosse <i>Quebec, Canada</i>	72	Director	September 16, 2014	50,000 ⁽⁷⁾
Brazos Minshew	58	Director	August 31, 2015	584,999 ⁽⁸⁾
Jim Irving	57	Director	September 16, 2015	100,000

Notes:

- (1) Mr. Fleming was been appointed CEO of the Company effective February 1, 2015.
- (2) Mr. Fleming resigned his position as CEO and director effective April 1, 2016. Mr. Rene David assigned as interim CEO and member of audit committee.
- (3) Member of Audit Committee Mr. Fleming resigned from his position as CEO and director of the Company effective April 1, 2016. Mr. Rene David assigned as interim CFO and member of audit committee.
- (4) Does not include options to purchase 700,000 Common Shares and warrants to purchase 176,923 Common Shares.
- (5) Does not include options to purchase 275,000 Common Shares and warrants to purchase 875,000 Common Shares and warrants to purchase 40,000 Common Shares.
- (6) Does not include options to purchase 1,885,000 Common Shares and warrants to purchase 555,556 Common Shares.
- (7) Does not include options to purchase 400,000 Common Shares.
- (8) Does not include options to purchase 500,000 Common Shares and warrants to purchase 121,000 Common Shares.

William “Bill” Fleming

Mr. William “Bill” James Fleming has an extensive business background with national and international companies. Mr. Fleming has been VP E-Commerce for Bermuda based GlobeNet Communications, presently a Co-Founder of Goose Bay Capital Corporation and is the CFO and Director of NWest Energy Corporation. Mr. Fleming is the Founder of Mernova Medicinal Inc., an Aboriginal owned company focused on becoming a Canadian producer of legal marijuana. Mr. Fleming also has served with senior executive teams dealing with equity and debt financings. Mr. Fleming is a graduate of St. Francis Xavier University and a recipient of the ROTP Military Scholarship.

Terrence (Tim) Fealey

Dr. Tim Fealey is a partner at OTC Nutrition LLC and formerly held the position of Senior VP Global Food and Beverage Strategic Planning for The Proctor and Gamble Company. Additionally, he has had senior R&D and Strategic leadership responsibilities with The Coca-Cola Company and recently served as Senior VP Chief Innovation Officer of Martek Bioscience Corporation, a leading nutrition biotechnology company based in Maryland, USA. Dr. Fealey has over 30 years of combined R&D and general management experience in all aspects of technology management and global strategic planning.

He brings extensive business experience, knowledge, and a broad network, both private companies and public institutions, of personal contacts in all regions of the world. Dr. Fealey was a key contributor to the highly successful global expansion of the Pringles brand as well as other well-known consumer product brands. He has extensive experience in the business of foods and beverages including suppliers and external capabilities and to the global academic and regulatory communities. Dr. Fealey holds a PhD in Physical Chemistry from Georgetown University and MBA from University of Chicago.

Douglas Sorocco

Mr. Douglas Sorocco practices law in the areas of intellectual property, technology, licensing, life sciences and patents and is involved in counseling and transactional work involving all aspects of intellectual property. He is ranked among Oklahoma's top intellectual property practitioners by the highly regarded Chambers USA: America's Leading Lawyers for Business. Mr. Sorocco was recently selected by attorney peers for inclusion in Oklahoma Super Lawyers--Rising Stars Edition (2010).

Mr. Sorocco's scientific background has focused on all areas of biotechnology and life sciences (including molecular biology, cell biology, glycobiology, biochemistry, developmental biology, immunology, microbiology, virology, and genetics; pharmaceutical compositions; molecular diagnostics and techniques; medical devices and equipment) as well as chemistry and chemical engineering.

Mr. Sorocco has significant experience in providing strategic and tactical intellectual property counsel to individual clients, universities, large pharmaceutical and manufacturing companies, and start-up biotechnology companies. He is an adjunct faculty member at the Oklahoma City University School of Law and the Physiology Department at Oklahoma University Health Sciences Center.

Rene David

Mr. Rene David has over 20 years of experience in real estate development, finance, and business strategy. He started his career at VanCity, Canada's largest Credit Union as a real estate developer and then went into investment banking in Western Canada. He later expanded his interests to include the resource, food and water industries, and assisting corporations who are dealing with the globalization of local sources. In his normal course of duties, Mr. David's responsibilities include internal financial controls and analysis, procurement and contracts management. His continuous review of operating and capital plans is geared towards improving the internal controls and financial best practices in order to deliver highest value product and strong company values.

Guy Dancosse

Mr. Guy Dancosse, Q.C. “icd.d” (Institute of Corporate Directors) has extensive experience in arbitration, negotiation and mediation, nationally and internationally, in many areas of business, including the public sector. He has appeared before Courts of all jurisdictions in Canada. He acted as counsel in commercial arbitration, both nationally and internationally (International Chamber of Commerce). He also served as Arbitrator in commercial cases in Canada. Finally, he acted as counsel, and as party appointed Arbitrator in Labour and Employment matters across Canada, and in the United States.

He was part of Canadian Task Forces and Inquiry Commissions (Pilotage in the St. Lawrence River and Native Land Claims), and also headed World Bank and African Development Bank missions with mandates to review and recommend reforms to the legal and judicial systems of countries in Africa (Tanzania - Chad).

He served in the Canadian Foreign Service as a foreign service officer posted in Washington, D.C. and worked at General Dynamics' legal department (Canadair and Flextrack Nodwell) on their international aircraft sales programs.

He has undergone post-graduate training in mediation and arbitration at Harvard University, Boston, and is a member of the Advisory Board for Groupe Océan Inc. and the Board of Directors for the Royal Canadian Mint. He is also a member of the Canadian Arbitration Committee of the ICC International Court of Arbitration (Paris). He has completed the Directors Education Program at Rotman School of Management in Toronto, jointly developed by the Institute of Corporate Directors (ICD) and the Rotman School of Management to help board directors clarify their mission and fully exercise their leadership potential as a Board member.

Brazos Minshew

Mr. Brazos Minshew was Chief Science Officer of Abattis Bioceuticals Corp. Mr. Minshew has been consulting for the company since July 2014, and the company is pleased to see him assume a larger role. Mr. Minshew commented, "By strengthening our scientific base, we look to obtain a leadership position for Abattis in deployment of innovative and breakthrough nutrition products that will improve human health for many years to come." Mr. Brazos Minshew, has an outstanding record of achievement in product development with a \$1 billion dollar product portfolio, in content development with over 200 published articles and 4 books, in writing Intellectual Properties such as International Patent and Trademark applications, and in presentations to healthcare professionals worldwide. Mr. Minshew as CEO of Samuel J. Brant LLC, has organized volunteer educational efforts to address the literacy crisis of Native American youth. He also serves as the chairman of an International Medical Advisory Board that coordinates relief work in areas of desperate need, bringing together physicians from around the World: Japan, Chile, New York, Germany and the Canary Islands. He coordinates and administers a telemedicine program providing medical care in West Africa and other underserved areas worldwide.

Jim Irving

Mr. Jim Irving is the Director of Fundraising & Sponsorship at the BC Hospitality Foundation. The Foundation provides financial support for individuals within the hospitality industry coping with financial crisis and arising from a medical condition or injury. The BCHF also awards scholarship in hospitality, culinary, sommelier and beverage programs. Jim's background includes nearly 30 successful years of experience in the Canadian alcohol beverage industry. Jim has been a sales and marketing manager or wine and spirit agencies and manager in Canada for Precept Wine, the largest privately owned wine company in the US Pacific Northwest, based in Seattle. Jim specializes in brand marketing, retail sales and package goods. He has excellent business skills and extensive industry contacts.

Family Relationships

There are no family relationships between any of the executive officers and directors. Each director is elected at our annual meeting of shareholders, if management deems it advisable to hold an annual meeting of shareholders, and holds office for a term of one year, or until his successor is elected and qualified.

Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any Company that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, no director of the Company is or has been, within the past 10 years, a director or executive officer of any Company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

To the knowledge of the Company, no director of the Company has, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of the Company, no director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Conflicts of Interest

As of the date of this AIF, there are no conflicts of interest between the Company or any subsidiary of the Company and any director or officer of the Company or of a subsidiary of the Company.

Audit Committee

The Company has an Audit Committee whose primary function is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes.

Audit Committee Charter

The Audit Committee operates under a written charter that sets out its responsibilities and composition requirements.

Composition of the Audit Committee

As at the year ended September 30, 2015, the Company's Audit Committee is comprised of three directors consisting of Bill Fleming, Tim Fealey and Douglas Sorocco. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Bill Fleming ⁽³⁾	No	Yes
Tim Fealey	No	Yes
Douglas Sorocco	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship that could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Company is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.
- (2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- (3) Mr. Fleming resigned as an officer of the Company effective April 1, 2016. Mr. Rene David assigned as interim CEO and member of audit committee.

Legal Proceedings and Regulatory Actions

As of April 18, 2016, three claims were pending against the Company. The plaintiffs are claiming an aggregate of approximately \$202,700. The outcomes of these claims are not determinable and therefore no amounts have been recorded for any potential payments, which may have to be made. Details about each of these claims and settled claims are as follows.

On September 20, 2012, Sasko Despotovski filed a statement of claim in the Provincial Court of British Columbia against the Company for CDN\$ 37,356 plus interest. Mr. Despotovski alleges the Company breached a settlement agreement relating to his employment with the Company. On April 2, 2015, the court granted judgment against the Company in the amount of \$25,256 and the amount was fully paid to the plaintiff on April 2, 2015.

On February 24, 2012, 0740567 B.C. Ltd. (Ted Nitta) filed a statement of claim in the Supreme Court of British Columbia against the Company for \$145,000 plus costs, interest, and punitive damages. Mr. Nitta appears to be alleging breach of contract in the statement of claim. The Company denies the claim in its entirety.

On February 18, 2014, Linda Byers doing business as Byer Advertising & Public Relations filed a statement of claim against the Company in the Supreme Court of British Columbia for U.S. \$23,000 plus interest and costs. Ms. Byer alleges breach of contract for marketing services. The Company has filed counter-claim for U.S. \$29,000, return of shares plus interest and costs. The Company alleges Ms. Byers failed to provide any services or alternatively provided sub-standard services.

On November 11, 2014, the Company obtained an Emergency Temporary Restraining Order against Herbal Analytics, LLC; James Baxter; Kaleb Lund; Lauren Hilty; Erin Leary; Affinor Growers, LLC and Nicholas Brusatore (the “**Defendants**”) regarding the alleged infringement of intellectual property owned by the Company. On December 25, 2014, the Company obtained a preliminary injunction from the Washington state court in King County against the Defendants, ordering that they:

- (a) cease and desist from any and all use of PhytaLabs trade secrets and confidential information and documents;

- (b) are restrained from copying, transferring, using or disclosing to any other person or entity any documentation taken from PhytaLab;
- (c) retain and preserve all existing documents and files that mention, refer to, or are derived from PhytaLab, PhytaLab and the Company's customers, or PhytaLab and the Company's prospective customers; and
- (d) keep a detailed, complete, and accurate accounting of its business operations.

On April 10, 2015 the Company amicably resolved and dismissed the litigation against Affinor, Affinor's Executive Director Nick Brusatore, and Affinor Growers LLC. Abattis will continue to pursue its claims in the Washington litigation against Herbal Analytics, LLC, James Baxter, Kaleb Lund, Lauren Hilty, and Erin Leary.

On January 8, 2015, John Gregory Dennison filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company for breaching the consulting contract which the plaintiff should entitle for 75,000 options of the Company. Legal advice received supports the Company's belief that the claim is without merit. The Company has received the outcome of the judgment in October 2015 and reached a settlement with John Gregory Dennison and Integra Construction Ltd. Based on the settlement, the Company issued 350,000 free-trading common shares; paid \$100,000 to the Plaintiffs and will pay \$5,700 per month for ten (10 months) commencing on November 1, 2015.

On January 15, 2015, White Rock Holdings Inc. filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company or amounts payable to him which he claims were to be settled in common shares. The plaintiff has claimed 5% of common shares of the Company, damages, punitive damages, and cost. On April 29, 2015 the Company has settled the claim and has come to terms with White Rock Holdings to pay \$25,500 cash, 75,000 common shares issued and pay \$20,000 on the closing of the financing. The Company has made payment of \$15,000 on May 13, 2015 and other payment of \$10,000 on December 14, 2015.

On February 15, 2016, the Company signed a settlement agreement with Bacchus Law Corporation to pay owing amount of \$82,547 including interest through issuance of 1,000,000 common shares of the company and 1,000,000 warrants with exercise price of \$0.05 and expiry date of three years. The common shares and warrants issued on February 15, 2016.

Interests of Management and Others in Material Transactions

The following includes a summary of transactions since October 1, 2014 to which we have been a party in which the amount involved exceeded or will exceed \$120,000, and in which any of our board members, executive officers or, to our knowledge, beneficial owners of more than 10% of our capital shares or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements. We also describe below certain other transactions with our board members, executive officers and shareholders.

Management transactions

Management transactions with related parties for the year ended September 30, 2015 is as follows:

Name	Position	For the year ended September 30, 2015			
		Management and consulting fees	Director' fees	Sharebased compensation	Total
William (Bill) Fleming (i)	CEO	\$ 153,750	-	\$ 36,497	\$ 190,247
Mike Withrow (ii)	Former CEO	58,332	-	-	58,332
Rene David (iii)	CFO	187,375	-	36,497	223,872
Terence Fealey (iv)	Director	29,258	-	27,577	56,835
Brazos Minshew (v)	Director	117,860	-	26,069	143,929
Guy Dancosse (vi)	Director	-	-	15,642	15,642
Douglas Sorocco (vii)	Director	-	-	15,642	15,642
Dunlap Coddling, P.C. (ix)	Director	230,420	-	-	230,420
Emanuel "Manny" Montenegro(x)	Former Director	72,020	-	15,642	87,662
		\$ 849,015	\$ -	\$ 173,566	\$ 1,022,581

Notes:

- I. On February 1, 2015, Mr. William (Bill) Fleming was appointed as CEO of the Company. During the year ended September 30, 2015, the Company paid management fees of \$153,750 to Manewagi Technologies Incorporated, a company controlled by Mr. Bill Fleming. This amount consists of \$43,750 for the fair value of 250,000 common shares issued to Bill and cash payments of \$110,000.

During the year ended September 30, 2015, the Company granted 700,000 stock options with exercise price of \$0.06 and estimated fair value of \$36,497 to Mr. Bill Fleming (2014 – nil).

At September 30, 2015, \$48,812 due to Manewagi Technologies Incorporated and \$4,740 due to Bill Fleming were included in trade and other payables (2014 – nil).

- II. On January 27, 2015, Mr. Mike Withrow resigned his role as CEO and president. The Company paid management fees of \$58,332 to Chiron Capital Inc., a company controlled by Mr. Withrow during the year ended September 30, 2015 (2014 – \$127,425).

During the year ended September 30, 2015, nil stock options (2014 – 3,230,000), with an estimated fair value of \$nil (2014 – \$2,226,591) were granted to Mr. Withrow and Chiron Capital Inc., a company controlled by Mr. Withrow.

During the year ended September 30, 2015, nil options were exercised for cash proceeds of \$nil (2014 – 890,000 options for cash proceeds of \$124,000).

During the year ended September 30, 2015, nil warrants were exercised (2014 – 1,360,000 warrants were exercised for cash proceeds of \$220,000).

During the year ended September 30, 2015, no common shares (2014 – 5,000,000), with an estimated fair value of \$nil (2014 – \$297,500) were issued by the Company to Mr. Withrow to settle a trade payable of \$nil (2014 – \$180,000).

At September 30, 2015, \$nil due to Mr. Withrow was included in trade and other payables (2014 - \$18,270).

On August 30, 2015, the Company signed an agreement with Mike Withrow (the former Company's CEO) to sell its proprietary Flash Freeze Extraction (FFE) equipment, Avian Poultry patent, 834,750 Bi-Optic ventures common shares, and 980,000 share purchase warrants of Bio-Optic Ventures for the proceeds of \$100,000, and 2,100,000 free-trading Abattis Bioceticals Corp. common shares. The common shares have been recorded as treasury shares as at September 30, 2015 (see also Note 15).

- III. The Company paid management fees of \$187,375 to Crimson Opportunities Ltd., a company controlled by Mr. David during the year ended September 30, 2015 (2014 - \$127,425). During the year ended September 30, 2015, the Company issued 466,544 common shares with a fair value of \$64,000 in lieu of cash payments to Crimson Opportunities Ltd. (2014 - 625,000 common shares with an estimated fair value of \$31,250 were issued to Crimson Opportunities Ltd. to settle a trade payable of \$31,250).

During the year ended September 30, 2015, 700,000 stock options (2014 – 2,315,000), with an exercise price of \$0.06 and an estimated fair value of \$36,497 (2014 – \$983,105) were granted by the Company to Crimson Opportunities Ltd., a company controlled by Mr. David.

During the year ended September 30, 2015, no options were exercised (2014 – 550,000 options were exercised for cash proceeds of \$76,000) and no options were cancelled (2014 – 580,000).

On May 21, 2014, the Company leased a facility from Crimson Opportunities Ltd. to manufacture and warehouse its proprietary Biocube systems. During the year ended September 30, 2015, the Company recorded \$36,630 in related lease expenses (2014 - \$ 11,340). The lease was terminated subsequent to year end.

At September 30, 2015, \$5,548 due to Mr. David was included in trade and other payables (2014 - \$10,809).

- IV. On February 1, 2015, the company entered into a settlement agreement with Mr. Fealey. Based on the agreement, the consulting agreement with Mr. Fealey was terminated and the outstanding amount owing of \$235,024 (2014 - \$104,182) to Mr. Fealey was settled for US\$32,000. The Company is required to pay this amount in six equal payments (each US\$5,333) from February to July 2015.

The Company entered into an advisory agreement with Mr. Fealey on February 1, 2015. Based on this advisory agreement, the Company granted 325,000 stock options with a fair value of \$27,577 to Mr. Fealey.

At September 30, 2015, \$21,430 (US\$ 16,000) due to Mr. Fealey was included in trade and other payables (2014 - \$235,418).

- V. During the year ended September 30, 2015, the Company paid management and consulting fees of \$117,860 to Mr. Minshew (former officer and present director). During the year ended September 30, 2015, the Company issued 350,002 common shares with a fair value of \$63,000 in lieu of cash payments and paid cash of US\$45,000 (2014 – the Company issued 66,666 common shares for the directors' fees of \$30,333).

During the year ended September 30, 2015, 500,000 stock options (2014 – nil), with an estimated fair value of \$26,609 (2014 – \$nil) were granted by the Company to Mr. Minshew. During the year ended September 30, 2015, nil warrants were exercised (2014 – 244,500 warrants were exercised for cash proceeds of \$61,125).

At September 30, 2015, \$6,697 (US\$ 5,000) due to Mr. Minshew was included in trade and other payables (September 30, 2014 - \$nil).

- VI. During the year ended September 30, 2015, the Company issued nil common shares (2014 - 50,000 common share to Mr. Guy Dancosse for the directors' fees of \$15,000).

During the year ended September 30, 2015, 300,000 stock options (2014 – 100,000), with an estimated fair value of \$15,642 (2014 – \$20,422) were granted by the Company to Mr. Guy Dancosse.

- VII. During the year ended September 30, 2015, 300,000 stock options (September 30, 2014 – 400,000), with an estimated fair value of \$15,642 (2014 – \$357,306) were granted by the Company to Mr. Douglas Sorocco.

VIII. During the year ended September 30, 2015, nil stock options (2014 – 100,000 stock options with an estimated fair value of \$89,326) were granted by the Company to Mr. Robert Hedley. During the year ended September 30, 2015, nil options were exercised for cash proceeds of nil (2014 – 75,000 options were exercised for cash proceeds of \$7,500).

IX. The Company recorded legal fees of \$230,420 (US\$174,024) to Dunlap Coddling, P.C., of which of Mr. Sorocco is a one-third partner, during the year ended September 30, 2015 (September 30, 2014 - \$75,618).

During the year ended September 30, 2015, nil stock options (2014 – 200,000 with an estimated fair value of \$325,683) were granted by the Company to Dunlap Coddling, P.C.

During the year ended September 30, 2015, nil common shares (2014 – 43,400 with a deemed value of \$78,626 were issued by the Company to Dunlap Coddling, P.C. to settle a trade payable of \$68,591).

At September 30, 2015, \$203,384 (US\$151,847) (September 30, 2014 – \$31,040) due to Dunlap Coddling, P.C. was included in trade and other payables.

X. The Company paid consulting fees of \$72,020 to Think Sharp, a company controlled by Emanuel Montenegro, the director of the Company, during the year ended September 30, 2015 (2014 – \$110,860 consulting fee and \$19,000 director's fees). During the year ended September 30, 2015, the Company issued 120,833 common shares with a fair value of \$18,750 in lieu of cash payments (2014 – 80,000 shares with a fair value of \$36,880).

During the year ended September 30, 2015, 300,000 stock options (2014 – nil), with an estimated fair value of \$15,642 were granted by the Company to Mr. Emanuel Montenegro.

At September 30, 2015, \$nil (September 30, 2014 – \$14,187) due to Think Sharp was included in trade and other payables.

Transactions with related parties are measured at the exchange amount of consideration established and agreed to by the related parties.

Executive Compensation Agreements

Consulting Agreement – Bill Fleming (CEO and director)

Mr. Fleming was appointed as the CEO of the Company on February 1, 2015. On February 1, 2015, Mr. Fleming entered into a consulting agreement with the. Mr. Fleming resigned as CEO and director of the Company effective April 1, 2016.

Pursuant to the terms of the Mr. Fleming Agreement, Mr. Fleming receives \$165,000 per annum plus applicable HST/GST, and \$500 per month car allowance. In addition, 250,000 Common Shares of the Company issued to Mr. Fleming as a signing bonus on March 15, 2015. Mr. Fleming is also entitled to receive milestone bonus upon the achievement of the milestones set out in his agreement. Any Milestone Bonus payable by the Corporation to the Executive will be paid as soon as reasonably practicable after their relevant milestone has been achieved. As additional consideration for the Services provided by Mr. Fleming during the Term of Engagement, he shall be entitled to receive options to purchase common shares of the Company and any long term incentive awards, as may be determined from time to time by the Board in its sole discretion. Based on agreement terms If Mr. Fleming becomes eligible therefor, the Company shall provide the Consultant with the right to participate in and to receive benefits from all life insurance, pension plans, medical insurance and similar benefits made available, as determined by the

Board. Notwithstanding the foregoing provisions of this section, the amount and extent of any benefits to which the Consultant may be entitled shall be governed by the provisions of any benefit plans adopted by the Company, as amended from time to time. The Company also reimburses all reasonable documented expenses incurred by Mr. Fleming in connection with his duties.

Consulting Agreement – Michael Withrow (former President & CEO)

Mr. Withrow was appointed as the President and CEO of the Company on February 1, 2011. On January 10, 2011, Mr. Withrow entered into a consulting agreement with the Company pursuant to which he was engaged as an advisor to the Company. This agreement was subsequently terminated and superseded by an executive consulting agreement dated effective May 1, 2011, as amended January 1, 2014 between the Company and Chiron Capital Inc. (the “**Withrow Agreement**”) with respect to his executive positions held with the Company since February 1, 2011. Mr. Withrow resigned as President and CEO of the Company effective February 1, 2015.

Pursuant to the terms of the Withrow Agreement, Mr. Withrow initially received \$120,000 per annum plus applicable HST/GST, which has subsequently been increased to \$175,000 per annum plus applicable GST. In addition, from and after January 1, 2014, Mr. Withrow is entitled to receive an incentive bonus of 500,000 Common Shares upon each MMPR license and/or a controlled substance license being granted by Health Canada to the Company or a subsidiary of the Company, or upon the Company or a subsidiary otherwise acquiring an MMPR license and/or controlled substance license, which number of shares may be pro rated in certain circumstances where the Company or a subsidiary does not own a 100% interest in the entity holding such license. Mr. Withrow is also entitled to receive additional variable performance bonuses, incentive shares and/or stock options, at the sole discretion of the Board. In the event the Company provides a benefits package to its consultants and employees, then Mr. Withrow is also entitled to receive benefits thereunder. All reasonable documented expenses incurred by Mr. Withrow in connection with his duties are also reimbursed by the Company.

Mr. Withrow may terminate the Withrow Agreement at any time by providing the Company with 60 days' written notice. The Company may, at any time, terminate the Withrow Agreement for cause, without notice and without liability for any claim, action or demand. Notwithstanding the aforementioned, the Company may terminate the Agreement by paying to Mr. Withrow a lump sum amount equal to three months' salary plus one additional month's salary for each full year of service provided by Mr. Withrow (up to a maximum of 12 months' salary), plus any other amounts owed by the Company to Mr. Withrow under the Withrow Agreement at the time of termination.

In the event that Withrow Agreement is terminated within 12 months of a change in control of the Company, then Mr. Withrow will be entitled to a lump sum payment equal to nine months' salary. In addition, the Company is required to pay all accrued but unpaid consulting fees and bonuses owing to Mr. Withrow, and any previously issued but unvested options granted to Mr. Withrow vest immediately on termination and remain exercisable for the period of time as is permitted under the Option Plan.

Consulting Agreement – Crimson Opportunities Ltd. (Rene David – CFO & COO)

Subsequent to the fiscal year ended September 30, 2013, Rene David was appointed as the CFO and Chief Operations Officer (“**COO**”) of the Company. Pursuant to an executive consulting agreement with Crimson Opportunities Ltd. (“**Crimson**”) dated October 1, 2013, as amended January 1, 2014 (the “**2014 Crimson Agreement**”), Crimson was engaged to provide management consulting services, including the services of Rene David to act as the CFO and COO of the Company. The 2014 agreement amended on February 1, 2015 (the “**2015 Crimson Agreement**”).

Pursuant to the terms of the 2014 Crimson Agreement, Crimson receives \$125,000 per annum plus applicable GST, Crimson is entitled to receive an incentive bonus of 400,000 Common Shares upon each MMPR license and/or a controlled substance license being granted by Health Canada to the Company or a subsidiary of the Company, or upon the Company or a subsidiary otherwise acquiring an MMPR license and/or controlled substance license, which number of shares may be pro rated in certain circumstances where the Company or a subsidiary does not own a 100% interest in the entity holding such license. Pursuant to the Crimson Agreement, Crimson is also entitled to receive 1,000,000 incentive stock options, as follows: (i) 250,000 options upon execution of the Crimson Agreement (which options have been granted); (ii) 250,000 options upon the completion of a \$400,000 financing (which options have been granted); (iii) 250,000 options upon the completion of a \$1,000,000 financing (which options have been granted); and (iv) 250,000 options upon the announcement by Health Canada that the Company or one of its subsidiaries is a licensed producer under MMPR. Crimson is also entitled to additional variable performance bonuses, incentive shares and/or stock options, at the sole discretion of the Board. The Company also reimburses all reasonable documented expenses incurred by Crimson in connection with providing services under the Crimson Agreement. Crimson may terminate the Crimson Agreement at any time by providing the Company with three months' written notice until September 30, 2014 and thereafter by providing six months' notice. The Company may, at any time, terminate the Crimson Agreement for cause or upon the death or disability of Rene David, without notice and without liability for any claim, action or demand

Pursuant to the terms of the 2015 Crimson Agreement, Crimson receives \$165,000 per annum plus applicable GST. Crimson is entitled to receive 25,000 common shares per month during the Term of Engagement. Crimson is entitled to incentive Milestone Bonus based on criteria which has been set up in the agreement. The Company shall pay to the Consultant bonuses upon the achievement of the milestones set out in the agreement. The Company's Board of Directors acting reasonably and in good faith shall determine if any milestones have been achieved which require the payment of any Milestone Bonus. Any Milestone Bonus payable by the Corporation to the Executive will be paid as soon as reasonably practicable after the relevant milestone has been achieved. The parties confirm that in all other respects, the terms, covenants and conditions of the 2014 Consulting Agreement remain unchanged and in full force and effect, except as modified by this amendment agreement, provided that from and after the date hereof, the 2014 Consulting Agreement will be read and interpreted in conjunction with this amendment agreement.

Interest of Experts

The Company's independent auditor is Deloitte LLP, Chartered Accountants, of Vancouver, British Columbia. Deloitte LLP has advised the Company that it is independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Transfer Agent and Registrar

The Company's transfer agent and registrar is Computershare Investor Services Inc. in Canada in Vancouver and Toronto. Transfers may be effected at, and registration facilities are maintained in British Columbia, Canada at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

Material Contracts

We have not entered into any material contract other than in the ordinary course of business and other than those described below or in this AIF.

On March 1, 2012, the Company entered into a 3-year consulting agreement with one of the directors of the Company. Under the agreement, the Company will pay US \$8,000 per month to this director for consulting and research and development services. The contract expires on March 1, 2015 and if the contract is terminated at the Company's discretion, the director is entitled to receive three months' fees over and above the thirty-day notice period. On February 1, 2015, the Company entered into an advisory agreement with the director. Based on this advisory agreement, the Company granted 325,000 stock options with a fair value of \$27,577 to the director. As of April 18, 2016 US\$16,000 due to the director is included in trade and other payables.

On April 20, 2012, the Company entered into an exclusive distribution agreement with Hedley Enterprises Ltd. ("**Hedley**") to purchase, resell and distribute Abattis' line of natural products in Canada. Under the terms of the Agreement Hedley has acquired the exclusive right to sell and distribute Abattis' products to all retail distribution channels, which include health food stores, grocery stores, fitness facilities, and similar retail establishments.

On November 1, 2012, the Company renewed a three-year office lease with Toro Holdings Ltd. and subsequently in June 2015 expanded the lease for 3 months up to January 31, 2016. On February 1, 2016, the Company renewed a three-year lease. The Company's minimum annual lease payments based on fiscal years are as follows:

Year	
2016	\$ 31,239
2017	31,113
2018	31,113
2019	10,371
	\$ 103,837

On December 27, 2012, the Company entered into a license agreement with Vertical Designs Ltd. ("**Vertical Designs**"). Under the agreement, the Company has been granted the exclusive, worldwide rights to a patent license, with the right to grant sublicenses, to use the Bio Pharma technology for growing products at licensed facilities, which products may only be used as ingredients in the pharmaceutical, nutraceutical, cosmetic and wellness markets. The royalty provisions of the license agreement reflect that: (i) the royalty payable on net sales of all products sold by Abattis was 4%; (ii) in consideration for the grant of the Company's right to grant sublicenses, the Company will pay to Vertical Designs Ltd. a sublicense royalty of 15% of any monies or other consideration that the Company receives from any sublicense; and (iii) after two years, the Company will be required to pay to Vertical Designs Ltd. a minimum royalty payment of \$25,000 per year and if the combined royalty payments paid from (i) and (ii) above do not equal \$25,000 in any given year then the Company will be permitted to top up such amount with a cash payment. Under the terms of the agreement, the patent license will revert to Vertical Designs Ltd. in certain circumstances, including: (i) if the Company terminates the agreement; (ii) if the Company materially breaches or defaults in the performance of the agreement and has not cured such default within 60 days, or in the case of failure to pay any amounts due, then within 30 days, after receiving written notice from Vertical Designs Ltd. specifying the breach; (iii) if the Company discontinues its business of producing ingredients for pharmaceutical, nutraceutical, cosmetic or wellness

markets; (iv) if the Company fails to pay the annual \$25,000 minimum royalty payment for any year ending after the second anniversary of the agreement; or (v) if the Company becomes insolvent, makes an assignment for the benefit of creditors or has a petition of bankruptcy filed by or against it, which petition is not vacated or otherwise removed within 90 days after the filing thereof. The Company also agreed to pay Vertical Designs \$250,000 for the purchase and sale of six complete Vertical Designs operational units. The purchase price will be paid in instalments, dates and amounts are to be determined between the parties, with the first payment due on or before the earlier of five business days following the Company completing an equity and/or debt financing of any amount or the first business day in the seventh month following the date of the Bill of Sale.

On October 1, 2013, the Company entered into a consulting agreement with Crimson Opportunities Ltd., a company controlled by the CFO of the Company for his services as CFO and COO. Under the agreement, the Company will pay annual consulting fees of \$125,000 (excluding GST). This consulting agreement was amended February 1, 2015. Under the agreement, the Company will pay annual consulting fees of \$165,000 (excluding GST). He will also be entitled to 25,000 common shares of the Company on a monthly basis.

On January 1, 2014, the Company entered into a consulting agreement with the Chiron Capital Corp., a company controlled by the CEO of the Company for his services as CEO. Under the agreement, the Company will pay annual consulting fees of \$175,000 (excluding GST). The CEO of the Company resigned his role on January 27, 2015 and as April 18, 2015 \$nil due to the CEO.

On January 1, 2014, the Company entered into a consulting agreement with Voelpel Gold Medal Investment Ltd. Under the agreement, the Company paid monthly consulting fees of \$3,000 (excluding GST) for one year. On January 1, 2016, the Company entered into another consulting agreement with Voelpel Gold Medal Investment Ltd. Under the new agreement, the Company will pay to Contractor a fixed fee of 250,000 common shares of the Company per month. The Contractor will be responsible for any applicable taxes.

On February 1, 2014, the Company entered into a consulting agreement with Golden Straw Consulting Group Inc. Under the agreement, the Company will pay monthly consulting fees of \$5,000 (excluding GST). The agreement terminated on March 31, 2015.

On March 16, 2014, the Company entered into a one-year consulting agreement with Think Sharp Inc. Under the agreement, the Company will pay monthly consulting fees of \$10,000 and monthly administration fees of \$100 (excluding GST) in cash and 6,000 common shares per month. The contract terminated on March 31, 2015 and \$nil due to Think Sharp Inc.

On May 21, 2014, the Company entered into 5-year warehouse sublease in Squamish. The lease agreement was terminated on October 30, 2015.

On June 25, 2014, the Company entered into an 18 month consulting agreement with Brazos Minshew for his services as the President of one of the Company's subsidiaries. Pursuant to the agreement, the Company will pay, for consulting services, an aggregate of 200,000 shares of the Company payable in monthly instalments for the period of July 1, 2014 to December 31, 2014. Following this period, the Company will pay the consultant \$5,000 per month. The contract was terminated on September 30, 2015.

On August 5, 2014, the Company entered into a US\$5 million Standby equity financing agreement with Kodiak Capital Group, LLC ("**Kodiak**"), a Newport Beach, CA-based institutional investor. Under the terms of the agreement between the parties, the Company was to file a registration statement with the

SEC covering the Abattis shares that may be issued to Kodiak under this financing. After the SEC has declared the registration statement related to the transaction effective, the Company would have the right at its sole discretion over a period of 24 months to sell up to US\$5 million of common shares to Kodiak. The Company agreed to pay Kodiak a 5% commitment fee in shares. Of these shares, 277,373 shares were held in escrow in accordance with an escrow agreement to be released if and when the Company accessed the facility. On August 7, 2014, 243,460 shares were issued to Kodiak with a deemed value of US\$102,253 (\$116,861). The Company terminated this agreement in writing on January 26, 2015.

On July 21, 2014, the Company entered into 34 month office lease ending June 30, 2017. The Company's minimum annual lease payments are as follows:

Year	
2016	75,597
2017	58,418
	\$ 134,015

During the year ended September 30, 2015, the Company paid \$69,427 lease payments (September 30, 2014 - \$5,591). These amounts had been charged to statement of loss and comprehensive loss during the year ended September 30, 2015.

On January 15, 2015, the Company entered into a manufacturing partnership with Empirical Labs, a nutraceutical manufacturing facility. This relationship with Empirical Labs will allow the Company the exclusive license rights for cannabidiol rich hemp oil products delivered directly to licensed physicians and dispensaries.

On January 28, 2015, the Company entered into a US\$25 million equity line facility agreement with Dutchess Opportunity Fund, II, LP, a Delaware Limited Partnership ("Dutchess"). The Company has filed a preliminary registration statement with the U.S. Securities & Exchange Commission ("SEC") on March 28, 2015 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. The SEC has not yet declared the registration statement effective.

On July 6, 2015, the Company entered into a consulting agreement with Clicking Capital Corp. ("Clicking Capital") as a strategic and financial advisor for the Company. Under the terms of the agreement the Company agrees to pay the advisor a work fee of 250,000 common shares on a monthly basis that will be deducted from a Cash Referral Fee, should a transaction be successfully concluded. The Cash Referral Fee will be negotiated on all funds raised by the Advisor in compliance to the rules of the Canadian Stock Exchange.

On August 10, 2015 the Company entered into an Asset Sale Agreement with Mike Withrow and CAN-Viet International Investment Co, Ltd. to sale of its flash freeze extractor (FFE) prototype and poultry avian flu patent. Under the terms of the sale of the FFE and the Avian Poultry patent (US: 20130253047A1), Abattis received C\$100,000 and 2,100,000 free-trading shares of Abattis stock from Michael Withrow and CanViet International Co, Ltd. Abattis exchanged the right to the FFE, the Avian

Poultry patent, 834,750 common shares of Bi-optic Ventures and 980,000 share purchase warrants of Bi-optic Ventures, exercisable at \$0.15 per share purchase warrant. Abattis retains the ability to, in the future, have a functioning copy produced of the FFE at a discounted rate.

On September 28, 2015, the Company entered into a settlement agreement with EROP Capital, LLC. (“EROP”) to pay outstanding liabilities of the Company owed to EROP in the principal of US\$67,223.48 by issuing shares. The Company has issued shares for debt to EROP Capital, LLC (“EROP”), through a court process in the United States in order to settle the Company’s debt to EROP. On October 29, 2015, the court granted the parties Joint Motion in its Order Approving Stipulation for Settlement of Claims pursuant to which, in part, the court authorized the parties to enter into a Section 3(a)(10) settlement in the principal amount of US\$112,039.13 (the “Settlement Agreement”). Pursuant to the Settlement Agreement and in satisfaction thereof, the parties agree that the Company shall issue to EROP shares of the Company's common stock (“Common Stock”) until EROP’s total gross sales of such Common Stock equal \$112,039.13, as well as 285,000 shares of Common Stock to cover certain fees and expenses incurred by EROP during the settlement process (collectively the “Settlement Shares”), in full settlement of the Lawsuit and that when issued hereto, the Settlement Shares shall be freely tradable without legend or restriction pursuant to Section 3(a)(10) of the Securities Act of 1933 and shall be validly issued, fully paid and non-assessable shares. Initially, the Company issued 1,885,599 common shares to EROP on November 2, 2015 and subsequently 1,500,000 common shares issued on March 31, 2016 for the settlement.

On November 19, 2015, the Company entered into a consulting agreement for investor relation services. Pursuant to the agreement, the Company will pay a fixed fee of 250,000 common shares of the Company and a monthly fee of \$10,000 plus GST. The monthly fee shall be paid 50% in cash and 50% deferred. Deferred fees shall be paid within twelve (12) months of being accrued and may be paid in cash or by common shares, at the Company’s election. Should the agreement be terminated before the twelve (12) months, all deferred fees will be deemed abandoned for consulting services. Further, the consultant shall receive an additional 750,000 common shares of the Company. Whereby the Additional Fee will be paid out in three quarterly instalments, each instalment consisting of 250,000 common shares of the Company. The first instalment of the Additional Fee shall be issued on February 19, 2016 with the other quarterly instalments of 250,000 common shares of the Company being made on, or around, May 19, 2016 and August 19, 2016. All shares issued pursuant to the Additional Fee shall be subject to a four-month and one day hold period as required by Canadian securities laws.

On November 19, 2015, the Company entered into a consulting agreement for investor relation services. Pursuant to the agreement, the Company will pay a fixed fee of 250,000 common shares of the Company. The Company shall grant 750,000 stock options of the Company that will be vested over the remaining nine (9) months.

On February 23, 2016, the Company entered into a consulting agreement for investor relation services. Pursuant to the agreement, the Company will pay a monthly fee of \$5,000 plus GST. The monthly fee shall be paid 50% in cash and 50% deferred until such time the Company hereby agree that additional financing of no less than \$500,000.

Additional Information

Additional information, including information as to directors and officers remuneration and indebtedness, principal holders of the Company’s securities and options to purchase securities under equity

compensation plans is contained in the Management Information Circular of the Company provided for the annual Shareholder meeting of the Company to be held in 2016. Additional financial information is provided in the Company's audited consolidated financial statements and the management discussion and analysis for the year ended September 30, 2015.

Copies of the foregoing information may be found on SEDAR at www.sedar.com. It is also available on the Company's website at www.abattis.com or on request without charge from the Company, located at Suite 1040 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Approval of Annual Information Form

The undersigned hereby certifies that the contents and the sending of this AIF have been approved by the board of directors of the Company.

DATED at Vancouver, British Columbia, this 18th day of April 2016.

**ABATTIS
BIOCUEICALS CORP.**

“ Rene David”
Rene David
Chief Financial Officer