

**Form 51-102F3**

***Material Change Report***

**1. Name and Address of Company**

VendTek Systems Inc. (the “**Company**”)  
130 Brew Street, Suite 401  
Port Moody, British Columbia V3H 0E5

**2. Date of Material Change**

October 22, 2015.

**3. News Release**

A news release dated October 22, 2015 was issued through Canada Newswire.

**4. Summary of Material Change**

The Company announced that it had received a demand for payment by its secured creditor, F3 Capital Partners Ltd. (“**F3 Capital**”), in the amount of \$1,375,932 (being payment in full for its outstanding debt, plus interest accrued thereon).

**5.1 Full Description of Material Change**

The Company announced that it has received a demand for payment by its secured creditor, F3 Capital, in the amount of \$1,375,932 (being payment in full for its outstanding debt, plus interest accrued thereon). F3 Capital, which is the Company’s largest shareholder and which is controlled, directly or indirectly, by certain officers and directors of the Company, has noted in its demand letter that it intends to take action to enforce its security on the Company’s property unless the Company makes payment in full of the debt by no later than November 2, 2015.

The Company does not currently have sufficient cash on hand to make payment in full in respect of the demand, and does not expect to be able to raise sufficient capital in the short term to make payment in full by the deadline noted in the demand. The board of directors of the Company is considering its options in response to the demand for payment and will provide an update to the market as soon as a decision has been made. Felipe Ayres, the Chief Executive Officer and a director of the Company, has recused himself from considerations and discussions relating to the demand notice due to his relationship with F3 Capital.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No significant facts otherwise required to be disclosed in this report have been omitted.

**8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted in respect to the material change:

Felipe Ayres  
Chief Executive Officer  
604-492-1925

**9. Date of Report**

November 3, 2015