BRITISH COLUMBIA
ALBERTA

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act* (British Columbia) and corresponding provisions of the securities legislation in other Provinces

Item 1 - Reporting Issuer:

MDI Technologies, Inc. (the "Company")
940 West Port Plaza Dr.
St. Louis, Missouri 63146

Item 2 - Date of Material Change:

January 25, 2002

Item 3 - Press Release:

The Press Release dated January 25, 2002 was forwarded to the Canadian Venture Exchange and disseminated via Canada Stockwatch and Market News.

A copy of the Press Release is attached as Schedule "A".

Item 4 - Summary of Material Change:

The Company announced that it has granted to certain of its employees, subject to regulatory approval, incentive stock options, for the purchase of up to 100,000 shares exercisable for a period of 4 years at a price of US$0.22 per share.

Item 5 - Full Description of Material Change:

For a full description of the material change, see Schedule "A".

Item 6 - Reliance on Section 85(2) of the Act:

Not Applicable.

Item 7 - Omitted Information:

Not Applicable.

Item 8 - Senior Officer:

Todd Spence, CEO
Telephone: 314.439.6400

Item 9 - Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

Dated at St. Louis, Missouri this 25th day of January, 2002.

MDI TECHNOLOGIES, INC.

Per:

"Todd Spence"
Todd Spence, CEO

IT IS AN OFFENCE FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Schedule "A"

MDI Technologies, Inc.
940 West Port Plaza Dr.
St. Louis, Missouri
U.S.A. 63146

CDNX TRADING SYMBOL: MDD.U **DATE: January 25, 2002**

NEWS RELEASE

MDI Technologies, Inc. (the "Company") announces grant of Stock Options

St. Louis, Missouri – January 25, 2002. MDI Technologies, Inc. announces that it has granted to certain of its employees, subject to regulatory approval, incentive stock options, for the purchase of up to 100,000 shares exercisable for a period of 4 years at a price of US$0.22 per share.

About MDI Technologies, Inc.

MDI Technologies develops and markets a family of software products and services for the healthcare industry. Such products deliver an innovative system that allows long-term care facilities the ability to run clinical and accounting software applications either locally or over the Internet. In addition, MDI provides assessment tools and staging criteria for customized patient care in the long-term care segment of the healthcare market. In 1999, MDI began deploying its first product via the ultra-thin client technology based on Microsoft's Windows 2000 Terminal Server and Citrix MetaFrame. Such technologies allow the Company to deliver its product offerings via the Internet from one central location, providing significant cost savings for both MDI and its customers. MDI Technologies shares are traded on the CDNX under the symbol MDD.U.

This News Release may contain certain statements related to revenues, expenses, development plans and similar items that represent forward-looking statements. Such statements are based on assumptions and estimates related to future economic and market conditions. The assumptions are reviewed regularly by management, however, they involve risks and uncertainties including, without limitation, changes in markets and competition, technological and competitive developments, and potential downturns in economic conditions generally, that could cause actual results to differ materially from those contemplated in the forward-looking statements.

By the order of Board of Directors

"Todd Spence"
Todd Spence, CEO

Contact information: For MDI Technologies: Todd Spence CEO
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