

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Avidus Management Group Inc.
10153 E Hampton Ave, Ste 101
Mesa, AZ, 85209 USA

("Avidus" or the "Company")

Item 2 Date of Material Change

January 23, 2015

Item 3 News Release

The Company disseminated a news release on January 23, 2015 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company closed its previously announced non-brokered private placement (the "Private Placement") of 12,942,620 common shares of the Company (the "Shares") at a subscription price of \$0.05 per Share for gross proceeds of approximately \$647,131.00.

In addition, Avidus has entered into a shares for debt agreement with certain creditors whereby Avidus will issue common shares of the Company at a deemed price of \$0.10 per share in full and final settlement of the amounts owing to such creditors (the "Settlement Agreements").

Avidus also has retained FronTier Consulting Ltd., part of the Merchant Capital Group ("FronTier"), to assist the Company in building market awareness in the North American investment community.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed its previously announced non-brokered private placement of 12,942,620 common shares of the Company at a subscription price of \$0.05 per Share for gross proceeds of approximately \$647,131.00. No finder's fee or commissions were paid in respect of the Private Placement.

In addition, Avidus has entered into a shares for debt agreement with certain creditors whereby Avidus will issue common shares of the Company at a deemed price of \$0.10 per share in full and final settlement of the amounts owing to such creditors. Pursuant to the Settlement Agreements up to \$1,925,000 would be settled and a total of up to 19,250,000 common shares of

the Company would be issued to the creditors subject to the approval of the TSX Venture Exchange (the “Exchange”).

All securities issued in connection with the Private Placement and shares for debt transaction will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Avidus also announces that it has retained FrontTier Consulting Ltd., part of the Merchant Capital Group, to assist the Company in building market awareness in the North American investment community.

FrontTier is a Toronto-based investor relations firm founded by its Principal and CEO, Mr. Ari Todd in 2006. FrontTier will introduce Avidus to its extensive network of investors and contacts at capital firms and investment funds in Canada and the United States. They will also assist in the dissemination of the Company’s news and information to the investment community through various communication channels. Avidus’ main point of contact will be FrontTier’s Director–Issuer Services, Christian Scovenna, who has been involved in the investment industry for over 9-years and spearheaded capital raising, business development and investor relations initiatives for numerous companies.

FrontTier has been retained, subject to approval of the Exchange, for a 12-month period at \$6,000 per month; Avidus will also grant 200,000 incentive stock options exercisable at a price of \$0.05 per share for a period of one year.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Doug Ridley CEO/President
Phone: 480-278-8712
Fax: 480-907-1738

Item 9 Date of Report

January 29, 2015.

FORWARD LOOKING STATEMENTS

Certain information in this material change report is forward-looking within the meaning of certain securities laws, and is subject to important risks, uncertainties and assumptions. This forward-looking information includes, among other things, information with respect to the Company's beliefs, plans, expectations, anticipations, estimates and intentions, including with respect to the Company's anticipated revenues, profitability. The words "may", "could", "should", "would", "suspect", "outlook", "believe", "anticipate", "estimate", "expect", "intend", "plan", "target" and similar words and expressions are used to identify forward-looking information. The forward-looking information in this material change report describes the Company's expectations as of the date of this material change report.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. Material factors which could cause actual results or events to differ materially from such forward-looking information include, among others, the Company's ability to develop new products which will receive market acceptance, to receive market acceptance in new markets outside the United States, to engage and retain qualified key personnel, employees and affiliates, to obtain capital and credit and to protect its intellectual property rights.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS MATERIAL CHANGE REPORT AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED BY APPLICABLE LAWS.