

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Vodis Pharmaceuticals Inc.
8788 River Road
Delta, BC V4G 1B4

Item 2 Date of Material Change

September 14, 2016

Item 3 News Release

A news release was issued by Vodis Pharmaceuticals Inc. (the “**Company**”) on September 14, 2016 and distributed through Stockwatch and Baystreet and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that they have granted stock options to purchase a total 1,500,000 shares, exercisable at a price of \$0.045 per share for a period of five years to directors Ivan Miliovski, Plamen Ovagemov and insider and business development consultant Derek Good.

Further to the news releases of May 25, 2016 and June 9, 2016, the Company announces that Mr. Ivan Miliovski and other lenders have made two loans to the Company for a total CDN\$450,000. The Company has agreed to grant the lenders a security interest against the Company’s assets in its Bellingham, Washington facility and its Delta, BC facility. Some of the funds have been used to pay in full all outstanding principal and interest owed to Argentas Holdings Inc. and provided necessary short term working capital for the Company's operations. Some of the loan proceeds are being used for expanding current capacity in the Bellingham facility for the tenant by 100%, pending approval by the WSLCB. Loan proceeds have also been used for licencing the required 50% of the square foot requirement to keep the tenant's Tier 2 allocation of 10,000 square feet of production capacity, also pending WSLCB approval. The term of the loans is one year and interest will accrue at the rate of 12% per annum with interest payable quarterly.

The Company is engaged in the application stage for a license to produce medical marijuana at its facility located in Delta, British Columbia through the new Marihuana for Medical Purpose Regulation (“MMPR”) program. The Company continues to wait for an inspection at its facility by Health Canada representatives. Due to the delay in the inspection, Vodis has laid off its employees at the Delta facility to reduce costs pending the Health Canada inspection.

Item 5 Full Description of Material Change

Please see the Company’s new release dated September 14, 2016, attached hereto as Schedule A which is also available at www.sedar.com.

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Ivan Miliovski, CEO & COO
Telephone: 778-242-9677

Item 9 Date of Report

September 19, 2016

SCHEDULE "A"

2016-09-14 - News Release

Vodis announces Grant of Stock Options

September 14, 2016 – Vancouver, British Columbia – **Vodis Pharmaceuticals Inc.** (CSE: VP / FSE: 1JV) ("**Vodis**" or the "**Company**") announces that the Company has granted stock options to purchase a total 1,500,000 shares, exercisable at a price of \$0.045 per share for a period of five years to directors Ivan Miliovski, Plamen Ovagemov and insider and business development consultant Derek Good.

Further to the news releases of May 25, 2016 and June 9, 2016, Vodis announces that Mr. Ivan Miliovski and other lenders have made two loans to the Company for a total CDN\$450,000. The Company has agreed to grant the lenders a security interest against the Company's assets in its Bellingham, Washington facility and its Delta, BC facility. Some of the funds have been used to pay in full all outstanding principal and interest owed to Argentas Holdings Inc. and provided necessary short term working capital for the Company's operations. Some of the loan proceeds are being used for expanding current capacity in the Bellingham facility for the tenant by 100%, pending approval by the WSLCB. Loan proceeds have also been used for licencing the required 50% of the square foot requirement to keep the tenant's Tier 2 allocation of 10,000 square feet of production capacity, also pending WSLCB approval. The term of the loans is one year and interest will accrue at the rate of 12% per annum with interest payable quarterly.

Vodis is engaged in the application stage for a license to produce medical marijuana at its facility located in Delta, British Columbia through the new *Marihuana for Medical Purpose Regulation* ("MMPR") program. The Company continues to wait for an inspection at its facility by Health Canada representatives. Due to the delay in the inspection, Vodis has laid off its employees at the Delta facility to reduce costs pending the Health Canada inspection.

For further information, please contact:

Ivan Miliovski
Chief Executive Officer and Chief Operating Officer
Vodis Innovative Pharmaceuticals Inc.
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Cell: 778-242-9677
Website: www.vodis.ca

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

Forward-Looking Information:

Certain information contained herein may constitute “forward-looking information” under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects” or “it is expected”, or variations of such words and phrases or statements that certain actions, events or results “will” occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information, including: the use of proceeds of this financing. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that is incorporated by reference herein, except as required by applicable securities laws.