

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL".

Item 1. Name and Address of Company

Vodis Pharmaceuticals Inc. (the "Company")
8778 River Road,
Delta, BC,
V4G 1B4

Item 2. Date of Material Change

November 9, 2016

Item 3. News Release

The news release was disseminated through CSE, BC Securities Commission, Ontario Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

Vancouver, British Columbia – Vodis Pharmaceuticals Inc. (the "Company" or "Vodis") (CSE: VP / FSE: 1JV) is pleased to announce the closing of a private placement of 20,006,000 units of the Company at a price of \$0.065 for total gross proceeds of \$1,300,390. Each unit is comprised of one common share and one share purchase warrant exercisable for two years from the date of closing. The shares issued in connection with the private placement have a four month and one day hold period expiring on March 9, 2017. In connection with the financing, the Company did not pay any finder's fees.

Item 5. Full Description of Material Change

Vancouver, British Columbia – Vodis Pharmaceuticals Inc. (the "Company" or "Vodis") (CSE: VP / FSE: 1JV) is pleased to announce the closing of a private placement of 20,006,000 units of the Company at a price of \$0.065 for total gross proceeds of \$1,300,390. Each unit is comprised of one common share and one share purchase warrant exercisable for two years from the date of closing. The shares issued in connection with the private placement have a four month and one day hold period expiring on March 9, 2017. In connection with the financing, the Company did not pay any finder's fees.

Mr. Ivan Miliovski, CEO and Director, commented: "The fact that the private placement was quickly filled is a strong indication that the Vodis business model

of bringing a state-of-the-art turn-key production facilities in the USA is in line with our investors' expectations. As well as, the timing on the financing could not be better, with California and six other states passing recreational and medical cannabis initiatives, the stage is set for a much larger US market where Vodis can build on its brand and continue to bring shareholder value”.

The proceeds of the private placement will be used for further expansion into Washington State, USA and general working capital purposes.

About Vodis Pharmaceuticals Inc.

Vodis is one of North America's foremost brand names in the medical and recreational marijuana business with operations in both the US and Canada. It's master grow teams have consistently won or placed at each Canadian competition they have entered with their “VIP” brand. The Company, with facilities in BC and Washington State, is also actively looking into expansion opportunities in other countries and throughout the United States.

While Vodis and its subsidiaries cannot have any interest whatsoever in any proceeds as a result of production, processing or retail activities in the United States, it can license its brand, production and consulting services to approved Washington State license holders to ensure that all products produced under the Vodis Pharmaceuticals program and/or associated under the VIP brand meet or exceed the Vodis brand quality standards.

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

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Ivan Miliovski, CEO
Phone: (778) 242-9677

Item 9. Date of Report

Dated at Vancouver this 9th day of November, 2016.

By: Vodis Pharmaceuticals Inc.

“Ivan Miliovski”
Ivan Miliovski, CEO