

**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

November 21, 2018

Item 3 News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on November 21, 2018.

Item 4 Summary of Material Change

The Company announced grant of stock options to directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

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

Ivan Miliovski,
Chief Executive Officer
1-866-210-1420 Ext103

Item 9 Date of Report

November 22, 2018



CSE: VP
FSE: 1JV1

NEWS RELEASE

Vodis Grants Stock Options

November 21, 2018, Vancouver, British Columbia – **Vodis Pharmaceuticals Inc.** (CSE: VP, FSE: 1JV1) (“**Vodis**” or the “**Company**”) is granting 2,577,500 stock options to directors, employees and consultants at an exercise price of \$0.12 for a period of five years.

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 United States and Canada. Its master grow teams have consistently won or placed at each Canadian competition they have entered with their “VIP” brand. The Company, with facilities in British Columbia 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 licence holders to ensure that all products produced under the Vodis Pharmaceuticals program and/or associated under the VIP brand meet or exceed Vodis-brand quality standards.

For further information please contact:

Ivan Miliovski, Chief Executive Officer
Vodis Pharmaceuticals Inc.
1-866-210-1420 Ext103

-or-

Soy Garipoglu
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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.

This news release contains “forward-looking information” within the meaning of applicable securities laws including statements relating to the outlook of the business of the Company, the Company’s intention to complete the private placement financing, the potential granting of a cultivation licence by Health Canada, and planned expenditures for upgrades and other renovations at the Company’s Delta, BC, and Washington facilities. Although the Company believes considering the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them as the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements, depending on, among other things, the risks that the private placement financing may not close for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities) or that the terms of the private placement financing may differ from those that currently are contemplated. The statements in this news release are made as of the date of this release. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.