

**FORM 11**

**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: **Vodis Pharmaceuticals Inc.** (the "Issuer").

Trading Symbol: **VP**

Date: **January 11, 2019**

**1. New Options Granted:**

Date of Grant: **January 11, 2019**

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company</b>	<b>Inside r Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
David Otto	Director of subsidiary	N	75,000	\$0.14	Jan 11, 2024	150,000
Roy Lentz	Director of subsidiary	N	75,000	\$0.14	Jan 11, 2024	150,000
Plamen Ovagemov	Director of subsidiary	N	75,000	\$0.14	Jan 11, 2024	750,000

Total Number of optioned shares proposed for acceptance: **225,000** .

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Stanimir Georgiev	62,500	\$0.80	November 26, 2015	November 26, 2020
Plamen Ovagemov	75,000	\$0.80	November 26, 2015	November 26, 2020
Kliment Stefanov	75,000	\$0.80	November 26, 2015	November 26, 2020
Otto Folprecht	62,500	\$0.76	January 6, 2016	January 6, 2021
Ivan Miliovski	62,500	\$0.76	January 6, 2016	January 6, 2021
Derek Good	125,000	\$0.18	September 14, 2016	September 14, 2021
Ivan Miliovski	125,000	\$0.18	September 14, 2016	September 14, 2021
Plamen Ovagemov	125,000	\$0.18	September 14, 2016	September 14, 2021
Soy Garipoglu	100,000	\$0.42	April 4, 2017	April 4, 2022
Ron Friesen	10,000	\$0.42	April 4, 2017	April 4, 2022
Stanimir Georgiev	40,000	\$0.42	April 4, 2017	April 4, 2022
Mark Lotz	250,000	\$0.40	April 20, 2017	April 20, 2022
Derek Good	250,000	\$0.40	April 20, 2017	April 20, 2022
Ivan Miliovski	250,000	\$0.40	April 20, 2017	April 20, 2022
Stanimir Georgiev	37,500	\$0.40	April 20, 2017	April 20, 2022
Plamen Ovagemov	250,000	\$0.40	April 20, 2017	April 20, 2022
Arni Johannson	250,000	\$0.40	April 20, 2017	April 20, 2022
Earl Oliver	100,000	\$0.40	April 20, 2017	April 20, 2022
Earl Oliver	150,000	\$0.40	May 30, 2017	May 30, 2022
Sheri Rempel	30,000	\$0.26	November 10, 2017	November 10, 2022
Janet Francis	30,000	\$0.26	November 10, 2017	November 10, 2022
Stanimir Georgiev	100,000	\$0.42	December 13, 2017	December 13, 2022
Soy Garipoglu	35,000	\$0.38	March 6, 2018	March 6, 2023
Christopher White	20,000	\$0.38	March 6, 2018	March 6, 2023
Travis Royce	10,000	\$0.38	March 6, 2018	March 6, 2023
Bill Good	62,500	\$0.39	March 12, 2018	March 12, 2023
Stanimir Georgiev	20,000	\$0.39	March 12, 2018	March 12, 2023
David Otto	75,000	\$0.27	April 19, 2018	April 19, 2023
Roy Lentz	75,000	\$0.27	April 19, 2018	April 19, 2023
Plamen Ovagemov	75,000	\$0.27	April 19, 2018	April 19, 2023
Borislava Alexia	40,000	\$0.265	April 24, 2018	April 24, 2023
Sheri Rempel	25,000	\$0.265	April 24, 2018	April 24, 2023
Julie van Baarsen	25,000	\$0.265	April 24, 2018	April 24, 2023
Janet Francis	25,000	\$0.265	April 24, 2018	April 24, 2023

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Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Plamen Ovagemov	600,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Ivan Miliovski	600,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Mark Lotz	600,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Patrick Tackaberry	80,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Michael Picking	100,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Earl Oliver	400,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Soy Garipoglu	135,000	\$0.12	Nov 21, 2018	Nov 21, 2023
Stanimir Georgiev	62,500	\$0.12	Nov 21, 2018	Nov 21, 2023

(1) Set out number of optioned shares for each grant with different terms.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

**Shareholder approval was not required for the grant of options.**

- (b) State the date of the news release announcing the grant of options.

**N/A**

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

**As of the date of grant, a total of 58,959,051 common shares of the issuer are issued and outstanding.**

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

**The aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options represent 9.92% of the issued and outstanding shares of the Issuer.**

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

**The number of remaining shares reserved for issuance under the Issuer's Stock Option Plan equals 45,905.**

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

**N/A**

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

**There are no proposed material changes in the affairs of the Issuer.**

**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated January 11, 2019.

Mark Lotz

Name of Director or Senior Officer

/s/ "Mark Lotz"

Signature

CFO, Director

Official Capacity