

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Vodis Pharmaceuticals Inc. (the "Company")
8788 River Road
Delta, BC V4G 1B5

Item 2 Date of Material Change

August 10, 2015

Item 3 News Release

News Release issued on August 12, 2015 and disseminated through TheNewswire.

Item 4 Summary of Material Change

The Company announced that it has received a loan in the principal amount of \$100,000 from an arm's-length party. The Company issued share purchase warrants to the lender in consideration of the loan.

Item 5 Full Description of Material Change

Please refer to the attached news release.

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

Contact: Brian Gusko, CFO & Director
Telephone: 1-866-210-1420

Item 9 Date of Report

August 14, 2015

2015-08-12 14:00 PT - News Release

VP Close 2015-08-11 C\$ 0.145

Mr. Otto Folprecht reports

VODIS ARRANGES A LOAN FACILITY

August 12, 2015- Vancouver, British Columbia – Vodis Pharmaceuticals Inc. (CSE: VP / FSE: 1JV /Q:VDQSF) (“Vodis” or “the Company”) is pleased to announce that the Company has received a loan in the principal amount of \$100,000 from an arm's-length party (the "Lender"). .

The terms of the promissory note include an interest payment of \$10,000 due on August 30, 2015 and interest payments of \$5,000 due on September 30, 2015, October 30, 2015, November 30, 2015, December 30, 2015, and January 30, 2016. The principal amount of the note together with any and all unpaid interest accrued is payable in full on January 30, 2016. Unpaid principal and interest payments will accrue interest at the rate of 12% per annum or the maximum rate allowed by law, whichever is less.

To secure payment of the promissory note, the Company's subsidiary Vodis USA, Inc. ("Vodis USA") has granted a security interest to the Lender over all of its assets. Vodis USA has also entered into an assignment agreement with the Lender related to Vodis USA's Option to Purchase Agreement with the seller of certain real property located in Bellingham, Washington.

In consideration of the loan, the Company has issued warrants entitling the Lender to purchase up to 750,000 common shares of Vodis exercisable at \$0.18 per share until July 30, 2020.

About Vodis

Vodis is one of Canada’s foremost brand names in the medical marijuana business. Its master grow teams have consistently won or placed at each 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 US states.

For further information please contact:

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Head of Corporate Communications
Vodis Pharmaceuticals Inc.
8788 River Road
Delta, BC V4G 1B5
Direct: 1-866-210-1420 ext. 110
Web: www.vodis.ca

While Vodis Pharmaceuticals 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.

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:

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. All of the forward-looking statements made in this news release and any accompanying graphic links are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at www.sedar.com. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation. This news release does not constitute an offer to sell securities and the Company is not soliciting an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.