



**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

*Aydon Income Properties Inc.
(the "Company")
#202, 5626 Larch Street
Vancouver, BC V6M 4E1*

Item 2. Date of Material Change

May 16, 2017

Item 3. News Release

A news release was issued on May 16, 2017 and disseminated through the facilities of Marketwired.

Item 4. Summary of Material Change

The Company issued a news release to provide status report update on the Management Cease Trade Order ("MCTO") issued by its principal regulator, the British Columbia Securities Commission, against the Company's Chief Executive Officer and Chief Financial Officer on May 2, 2017. The MCTO prohibits trading in securities of the Company, either directly or indirectly, by these individuals.

Item 5.1 Full Description of Material Change

See attached Schedule "A"

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

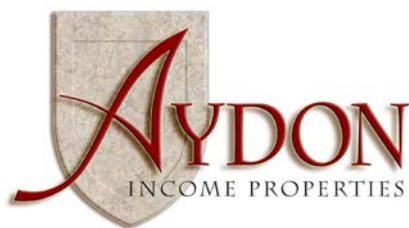
None.

Item 8. Executive Officer

*Vid Wadhvani,
President
1.855.322.7771*

Item 9. Date of Report

May 16, 2017



Aydon Income Properties Provides Status Report

Vancouver, Canada – (May 16, 2017) – Aydon Income Properties, Inc. (CSE: AYD) (the “Company”), announces that further to its news release dated May 2, 2017, the British Columbia Securities Commission, the Company’s principal regulator, issued a Management Cease Trade Order (“**MCTO**”) against the Company’s Chief Executive Officer and Chief Financial Officer on May 2, 2017, as opposed to a general cease trade order against the Company. The MCTO prohibits trading in securities of the Company, either directly or indirectly, by these individuals.

As disclosed in the Company’s News Release dated May 2, 2017 (the “**Default Notice**”) this action was expected due to the fact that the Company was unable to file its annual financial statements, Management’s Discussion & Analysis and related Chief Executive Officer and Chief Financial Officer certificates for its fiscal year ended December 31, 2016 (the “**Required Filings**”) before the May 1, 2017 filing deadline.

Pursuant to the requirements of Section 4.4 of National Policy 12-203 – *Alternative Information Guidelines* the Company reports the following:

- (i) There have been no material changes to the information contained in the Default Notice and the Company expects to file the Required Filings on or May 30, 2017;
- (ii) There have been no failures with respect to the Company fulfilling its stated intention of satisfying the requirements of filing the Required Filings;
- (iii) There has not been, nor is there anticipated to be, any specified default subsequent to the default which is the subject of the Default Notice; and
- (iv) There is no other material information about the affairs of the Company that has not otherwise been reported.

The Company confirms that it intends to satisfy the provisions of the alternative information guidelines so long as it remains in default of this filing requirement, being the provision of bi-weekly updates by way of news release.

Aydon Income Properties Inc. is a Real Estate Investment Company acquiring income producing real estate assets in select areas of the United States and Canada.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

ON BEHALF OF THE BOARD

Vid Wadhvani, Director

info@aydonproperties.com

Statements in this release may be viewed as forward-looking statements. Such statements involve risks and uncertainties that could cause actual results to differ materially from those projected. There are no assurances the company can fulfill such forward-looking statements and the company undertakes no obligation to update such statements. Forward-looking statements are only predictions; actual events or results may differ materially as a result of risks facing the company, some of which are beyond the company’s control.