

**Form 51-102F3
Material Change Report**

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CBD MED RESEARCH CORP.
#810-675 W. Hastings Street,
Vancouver, BC V6B 1N2
Telephone: 604-802-7551

Item 2 Date of Material Change

February 4, 2015

Item 3 News Release

February 4, 2015
Sent to Sedar, Stockwatch

Item 4 Summary of Material Change

The Company announced a partial closing of a Unit private placement of up to \$300,000.

Item 5 Full Description of Material Change

The Company announced a partial closing of \$124,000 and issued 2,066,666 common shares and 2,066,666 common share purchase warrants exercisable for one year from the closing date, expiring at the close of business on February 3, 2016 at a price of \$0.08 per share. The shares issued today and shares issued on exercise of the warrants are restricted from trading until June 5, 2015.

Finder's fees of \$1,284.00 paid. .

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

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Gary F. Zak CEO

604. 802-7551

Item 9

Date of Report

February 4, 2015