

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 24, 2015

Item 3 News Release

February 24, 2015
Sent to Sedar, Stockwatch

Item 4 Summary of Material Change

The Company announced an increase in its unit offering at \$.06 per Unit.

Item 5 Full Description of Material Change

The Company announced an increase in its private placement originally announced in 2014 of 5,000,000 units at \$.06 per unit with a one year warrant attached, exercisable for one year at \$.08 per share (a "Unit"). The Company is increasing the placement to a total of 8,333,333 Units to raise a total of \$5,000,000. To date it has sold 2,066,666 Units.

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 24, 2015