

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

CBD Med Research Corp.
#810 – 675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

2. DATE OF MATERIAL CHANGE

June 20, 2017

3. NEWS RELEASE

News release dated June 19, 2017 was disseminated via Stockwatch.

4. SUMMARY OF MATERIAL CHANGE

CBD Med Research Corp. announced the completion of the previously announced share consolidation.

5. FULL DESCRIPTION OF MATERIAL CHANGE

CBD Med Research Corp. (the “**Company**”) announces that the TSX Venture Exchange has approved a share consolidation of the outstanding share capital of the Company on the basis of four (4) pre-consolidation common shares for one (1) new post-consolidated common share (the “**Consolidation**”). The Consolidation will be effective at the open of the market on Tuesday, June 20, 2017. The Company’s name and trading symbol will remain unchanged.

As a result of the Consolidation, the Company’s currently issued and outstanding 14,686,418 common shares will be reduced to approximately 3,671,605 common shares after rounding adjustments. No fractional common shares will be issued as a result of the Consolidation. All fractional common shares resulting from the Consolidation will be rounded down to the nearest whole number of common shares. The Company’s outstanding incentive stock options will be adjusted on the same basis (4:1) to reflect the Consolidation in accordance with their respective terms, with proportionate adjustments being made to exercise prices.

Registered shareholders will receive a letter of transmittal from the Company’s transfer agent, Computershare Investor Services Inc., providing instructions on how to exchange their share certificates representing pre-Consolidation common shares for new share certificates or Direct Registration Advice (DRS) representing post-Consolidation common shares to which they are entitled as a result of the Consolidation. No action is required by non-registered shareholders (shareholders who hold their common shares through an intermediary) to effect the Consolidation.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Gary F. Zak, CEO
Telephone: 604-802-7551

9. **DATE OF REPORT**

June 20, 2017