

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Network Oncology Inc. (the "Issuer")
500 - 900 West Hastings Street
Vancouver, British Columbia V6C 1E5

Item 2: Date of Material Change

January 16, 2015

Item 3: News Release

A news release was issued and disseminated through thenewswire.com on January 16, 2015 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer completed a non-brokered private placement for \$250,000 comprised of 12,500,000 units at \$0.02 per unit with each unit consisting of one common share and one whole warrant exercisable at \$0.05 for a one-year term. The Issuer acquired certain assets from Resolute Oncology Limited for consideration consisting of \$50,000 and 17,000,000 common shares, and the grant of a 3% royalty on net product sales. The Issuer's expects its common shares to start trading on the Canadian Securities Exchange under the symbol of "NOI" on January 16, 2015. Furthermore, William Gordon (former director and CEO) and Donald Gordon (former director and CFO) of the Issuer resigned, and Sean C. Maenpaa became the Issuer's President, CEO and director, William Thomas became the Issuer's treasurer, CFO, and director, and Shane Ring became a director of the Issuer.

Item 5: Full Description of Material Change

See attached news release at Schedule "A" to this report.

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

The following senior officer of the Company is knowledgeable about the material change and this report:

Sean Maenpaa, President, CEO and Director
Telephone: (908) 477-7582

Item 9: Date of Report

January 21, 2015

SCHEDULE "A"



Network Oncology Inc. (“Network” or the “Company”) Announces Trading on the Canadian Securities Exchange (CSE: NOI); Company Issues 65,509,232 Common Shares and 12,500,000 Warrants pursuant to Asset Acquisition, Private Placement, and Plan of Arrangement; and Company Appoints New Directors and Officers

Vancouver, B.C., January 16, 2015 – Network is pleased to announce that the Company expects to start trading on the Canadian Securities Exchange (“CSE”) on January 16, 2015 under the symbol "NOI".

Network has acquired and is currently selling a core portfolio of oncology generic products for the European markets with possible expansion to other territories. The Company is commercially focussed and is dedicated to serving the oncology marketplace by understanding local market dynamics and its customers unmet needs. In addition, the Company has the ability to identify and pursue profitable segments of the oncology market and provide value-added products and support services for its portfolio. Network has the knowledge and capability to develop and commercialize differentiated versions of existing cancer products where an unmet need currently exists.

The Company has acquired certain assets from Resolute Oncology Limited (“ROL”) pursuant to an asset purchase agreement dated as of May 12, 2014 and pursuant to the Amendment to the Supply Agreement Sale and Assignment dated July 31, 2014 (collectively, the “Asset Acquisition”). Consideration for the asset acquisition consists of a cash payment of \$50,000, issuance of 17,000,000 shares of the Company, and the grant of a 3% royalty on net product sales to ROL.

The Company closed a non-brokered private placement on December 29, 2014 for \$250,000 comprised of 12,500,000 units at \$0.02, each unit consisting of one common share and one whole warrant exercisable at \$0.05 for a one-year term (the "Private Placement"). Shares and warrant shares issued pursuant to the Private Placement are subject to restrictions from trading for 4 months and a day after issuance.

Pursuant to a plan of arrangement between the Company and Web Watcher Systems Ltd. (“Web Watcher”) approved by shareholders of Web Watcher on December 19, 2013 and the Supreme Court of British Columbia on January 7, 2014 (the “Arrangement”), the Asset Acquisition, and the Private Placement, the Company issued 65,509,232 Common Shares and 12,500,000 Warrants. 12,500,000 Common Shares held by the directors and officers of the Company and ROL are subject to escrow conditions required by applicable securities laws and CSE requirements. The securities issued pursuant to the Arrangement, the Asset Acquisition, and the Private Placement, including the common shares issuable upon exercise of the warrants, have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.

William Gordon and Donald Gordon have resigned as director and Chief Executive Officer, and director and Chief Financial Officer, respectively. Sean Maenpaa was appointed as the President, Chief Executive Officer,

and director of the Company; William (Bill) Thomas was appointed a director, Treasurer, Secretary, and Chief Financial Officer of the Company; and Shane Ring was appointed as a director of the Company.

Sean C. Maenpaa - President, Chief Executive Officer and Director Mr. Maenpaa's over 20 years of U.S. and International pharmaceutical leadership experience includes executive commercial roles with companies focused on the oncology and central nervous system specialty markets. Mr. Maenpaa was previously the Chief Executive Officer of ROL based in Cork, Ireland. He also held the position of Managing Director, Resolute Oncology GmbH (ROG), based in Munich Germany. He previously held positions at Otsuka where he led the U.S. co-marketing efforts with BMS for the top-selling anti-depressant, Abilify®. At Abbott International, he led the global commercial development of several novel targeted therapies for the treatment of various cancer indications. Prior to Abbott, Mr. Maenpaa was U.S. and European Marketing Director for Celgene where he successfully spearheaded the successful introduction of the company and its flagship product, Revlimid®. Mr. Maenpaa also launched Aromasin®, an aromatase inhibitor, into the U.S. breast cancer market, as well as managing the global anthracycline breast cancer franchise for Pharmacia. Mr. Maenpaa has also held several other cancer and anti-infective related sales and marketing positions in the U.S. He earned his MBA in Marketing from Sheffield University, School of Business, and an undergraduate degree in Pharmacology from Liverpool University in the UK.

William Thomas – Treasurer, Chief Financial Officer, and Director - Mr. Thomas has over thirty eight years of experience in the finance and accounting areas mainly in the natural resource sector. After 20 years with Kerr McGee Corp ending in 2004 where he held various successive management positions with Kerr McGee Corporation's China oil and gas operations based in Beijing, China as well its UK North Sea and Calgary locations, Thomas held senior positions with several publicly traded natural resource companies between 2007 through to the present. Mr. Thomas attained his Chartered Accountant (CA) designation from the Canadian Institute of Chartered Accountants in 1977. Previously, Thomas held financial positions with Algoma Steel, Denison Mines (1978-1980) and Norcen Energy (1980-1982). He holds an Honors Bachelor of Commerce and Finance from the University of Toronto and obtained his Chartered Accountant's designation in 1977. While working for Kerr McGee in China, Mr. Thomas received several awards including the national foreign expert award in 1999 from the Chinese government and the foreign model worker award in 2000 from the Chinese National Offshore Oil Corp for his efforts to forward Sino-International business relationships.

Shane Ring – Director - Mr. Ring has over 20 years of oncology and anti-infective sales commercial experience in the Irish and wider European pharmaceutical market. Mr. Ring has held several senior positions with Quintiles, Pfizer, Pharmacia and SmithKline Beecham with roles in Sales & Marketing Management, Business Development and Market Access. As a former national sales manager, Mr. Ring has extensive expertise in managing large sales teams across primary and secondary care. Mr. Ring was previously the Senior Director of Sales and Marketing of ROL and has ensured the rapid adoption of the company's assets and services with a primary focus in the private healthcare space in Germany. Mr. Ring has also founded his own consultancy company providing commercial solutions to the pharmaceutical sector.

Further Information

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Further details are available under the Company's profile on SEDAR at www.sedar.com, and the Company's profile on the CSE's website at www.cnsx.ca.

For further information please contact:

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About Network Oncology Inc. Network has acquired and is currently selling a core portfolio of oncology generic products for the European markets with possible expansion to other territories. The Company is commercially focussed and is dedicated to serving the oncology marketplace by understanding local market dynamics and its customers unmet needs. In addition, the Company has the ability to identify and pursue profitable segments of the oncology market in conjunction with providing value-added products and support services for its portfolio. Network also possesses the knowledge and capability to develop and commercialize differentiated versions of existing cancer products where an unmet need currently exists.

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Network. Forward-looking information is based on certain key expectations and assumptions made by the management of Network, including future plans for the distribution of oncology products. Although Network believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Network can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. Network disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.