

Form 51-102F3
Material Change Report

1. Name and Address of Company

Aquarius Surgical Technologies Inc. (*formerly* Aquarius Coatings Inc.)
311-380 Bedford Highway
HALIFAX
Nova Scotia B3M 2L4

2. Date of Material Change

March 3, 2017

3. News Release

A press release in respect of this material change was issued through Stockwatch on March 7, 2017. A copy is attached.

4. Summary of Material Change

The Company has filed Articles of Amendment effecting the Consolidation of its common shares on a 1 for 20 basis, changing its name from “Aquarius Coatings Inc.” to “Aquarius Surgical Technologies Inc. and re-structuring its authorized capital, all as approved by shareholders at the Annual and Special Meeting of shareholders held on November 21, 2016. Further, the Company has closed in a private placement to raise \$3 million by issuance of Units at \$1 per Unit, being part of a private placement funding that is planned to raise a further \$1 million, all as part of a transaction that will include the acquisition of Surgical Lasers Inc. that is to be closed in the course of the next few days, to be effective as of close of business on February 28, 2017. The Company has also given notice de-listing its shares from the NEX Board.

5. Full Description of Material Change

- On February 24, 2017, the Company filed Articles of Amendment, formally implementing decisions taken at the Annual and Special General Meeting held on November 21, 2016, whereby:
 - (i) the existing common shares have been consolidated on the basis of one new common shares for every 20 previous common shares;
 - (ii) the name of the company has been changed to “**Aquarius Surgical Technologies Inc.**”; and
 - (iii) the authorized capital has been reorganized into an unlimited number of common shares without par value and an unlimited number of special

shares, issuable in series, with the rights, designations and privileges as fixed by the Board of Directors.

- On February 27, 2017, the Company filed Articles of Amendment designating a series of 1,532,901 Series “A” Special Shares; the Series “A” Special Shares are Performance Shares, to be issued in connection with the acquisition of Surgical Lasers Inc. The performance provisions of the Series “A” Special Shares are fully described in the Information Circular for the Annual and Special General Meeting of shareholders held on November 21, 2016.
- On March 3, 2017, the Company closed on a private placement financing of \$3,000,000, by issuance of 3,000,000 Class A Units at the price of \$1 per Unit. Each Class “A” Unit comprises One (1) fully paid and non-assessable common share from the Treasury of the Company and One (1) Class A Warrant, exercisable for a period of two years from the date of issue at a price of \$1.50. Each Class A Warrant will entitle the holder to purchase One (1) Class B Unit. Each Class B Unit will comprise One (1) fully paid non-assessable common share from the Treasury of the Company and One (1) Class B Warrant. Each Class B Warrant will entitle the holder to purchase one fully paid common share from the treasury of the Company, at a price of \$2.50, for a period of one year from the date of issue of the Class B Unit. **Callable Warrant Feature:** Class A Warrants and Class B Warrants **each** have a “Callable” feature, empowering the Company to Call the Warrant for exercise at any time while they are outstanding if the average closing price of the stock on the market over a period of 20 trading days in any period of thirty consecutive trading days is at or above 130% of the respective exercise price of the Warrants. The Call procedure provides that that the Company may give Notice to Exercise within 30 days, after which date any unexercised Warrants will become void. All securities issued in the private placement are subject to a restrictive “hold period” of four months and one day from March 3, 2017, as provided for in applicable securities regulations. The Company will continue to accept further subscriptions under this Private Placement, to the level of a further \$1 million dollars.
- The Company will now close the Acquisition of Surgical Lasers Inc., of which details were provided in the Information Circular for the Annual and Special General Meeting of shareholders held on November 21, 2016, and which transaction was overwhelmingly approved by the shareholders. Closing of the Acquisition will result in the issuance of 4,598,704 common shares from the Treasury of the Company, as well as 1,532,901 Series “A” Special Shares. The Acquisition will be treated for all purposes as effective as of close of business on February 28, 2017. The business of SLI is the development, sale, distribution, marketing, and exploitation of laser-driven technologies for use in surgical environments, principally in the field of urology. In particular, SLI has entered into two exclusive Distribution Agreements, covering effectively all countries in North America, pursuant to which it has exclusive rights over a multi-diode laser system and related fibre-optic delivery devices used principally for minimally invasive

treatment of Benign Prostatic Hyperplasia. Following closing of the Acquisition of Surgical Lasers Inc., the Board of Directors of the Company will be re-constituted as described in the Information Circular for the Annual and Special General Meeting of shareholders held on November 21, 2016.

- Pursuant to the approval given by shareholders at the Annual and Special Meeting of Shareholders held on November 21, 2016, the Company will also close on a Debt Settlement Agreement with Forest Lane Holdings Limited (“FLHL”), by which \$3,800,000 of existing debt owed to FLHL will be settled by issuance of 3,800,000 common shares from the Treasury of the Company.
- On February 24, 2017, the Company gave notice to the NEX Board of the TSX-V that it was de-listing its shares from the NEX Board, since the shares had never been posted for trading on the NEX Board. The Company is a reporting issuer in good standing in all its jurisdictions.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For additional information with respect to this material change, please contact Mr. Lorne S. MacFarlane. CFO, (902) 496-7594

9. DATED at Halifax, Nova Scotia, this 7th day of March, 2017.

“Lorne S. MacFarlane”

Lorne S. MacFarlane

CFO

FOR IMMEDIATE RELEASE

**AQUARIUS SURGICAL TECHNOLOGIES INC. (formerly AQUARIUS COATINGS INC.)
REPORTS ON SEVERAL MAJOR DEVELOPMENTS**

Halifax, Nova Scotia, March 6, 2017; **AQUARIUS SURGICAL TECHNOLOGIES INC. (formerly Aquarius Coatings Inc.) (the “Corporation”)** today reports on a number of material changes that have taken place over the past few days.

- On February 24, 2017, the Company filed Articles of Amendment, formally implementing decisions taken at the Annual and Special General Meeting held on November 21, 2016, whereby:
 - (i) the existing common shares have been consolidated on the basis of one new common shares for every 20 previous common shares;
 - (ii) the name of the company has been changed to “**Aquarius Surgical Technologies Inc.**”; and
 - (iii) the authorized capital has been reorganized into an unlimited number of common shares without par value and an unlimited number of special shares, issuable in series, with the rights, designations and privileges as fixed by the Board of Directors.
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The Information Circular describing the matters that came before the Annual and Special General Meeting of Shareholders on November 21, 2016, together with the Company’s Audited Financial Statements and MD&A for the year ended March 31, 2016, and unaudited Financial Statements and MD&A’s for all interim Quarterly Periods are available under the Corporation’s profile on SEDAR at www.sedar.com

A further Press Release will be issued following Closing of the Acquisition of Surgical Lasers Inc.

The Company’s shares are not currently listed.

For further information, please contact:

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(902) 496-7594
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