

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

CellStop Systems Inc.
302 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

ITEM 2 Date of Material Change:

September 26, 2014.

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on September 26, 2014.

ITEM 4 Summary of Material Change:

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announced that at its Annual and Special General Meeting held September 26, 2014, Michelle Gahagan, Michael Curtis, Gerald Tuskey and Virginia Olnick were re-elected to the Board of Directors. The shareholders of the Company also approved the re-appointment of Davidson & Company LLP, Chartered Accountants as auditors for the Company. Also approved was an alteration of articles to give the Board of Directors the authority to subdivide or consolidate the Corporation’s unissued, or fully paid issued, shares and the Company's advance notice policy for the election of directors.

ITEM 5 Full Description of Material Change:

Please see attached press release.

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:

Further information relating to this Material Change Report may be obtained from:

Michelle Gahagan, President and CEO
Telephone: (604) 639-4459

ITEM 9 Date of Report:

DATED as of September 26, 2014.

CELLSTOP SYSTEMS INC. ANNOUNCES RESULTS OF ANNUAL AND SPECIAL GENERAL MEETING

FOR IMMEDIATE RELEASE

September 26, 2014

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) is pleased to announce that at its Annual and Special General Meeting held September 26, 2014, Michelle Gahagan, Michael Curtis, Gerald Tuskey and Virginia Olnick were re-elected to the Board of Directors. The shareholders of the Company also approved the re-appointment of Davidson & Company LLP, Chartered Accountants as auditors for the Company. Also approved was an alteration of articles to give the Board of Directors the authority to subdivide or consolidate the Corporation’s unissued, or fully paid issued, shares and the Company's advance notice policy for the election of directors.

For further information, please contact:

CellStop Systems Inc.

Michelle Gahagan, President and CEO

T: (604) 639-4459

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