

**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:

March 10, 2015

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on March 10, 2015.

ITEM 4 Summary of Material Change:

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announced that it has received approval from the TSX Venture Exchange for the 1 for 10 share consolidation first announced in the Company’s news release of February 25, 2015. The share consolidation will be effective as of March 10, 2015.

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 March 10, 2015.

CELLSTOP SYSTEMS INC. SHARE CONSOLIDATION EFFECTIVE MARCH 10, 2015

FOR IMMEDIATE RELEASE

March 10, 2015

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announces that it has received approval from the TSX Venture Exchange for the 1 for 10 share consolidation first announced in the Company’s news release of February 25, 2015. The share consolidation will be effective as of March 10, 2015.

A letter of transmittal is being mailed to shareholders advising that: (i) the consolidation has taken effect; and (ii) shareholders holding physical share certificates should surrender their existing share certificates (representing pre-consolidation common shares) for replacement share certificates (representing post-consolidation common shares). Until surrendered, each existing share certificate will be deemed, for all purposes, to represent the number of common shares to which the holder thereof is entitled as a result of the consolidation.

For further information, please contact:

CellStop Systems Inc.

Michelle Gahagan, President and CEO

T: (604) 639-4459

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.