

**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 31, 2015

ITEM 3 News Release:

A news release was distributed via Marketwire and filed via SEDAR on March 31, 2015.

ITEM 4 Summary of Material Change:

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announced that it has completed a non-brokered private placement of units (each, a “Unit”). CellStop issued a total of 2,500,000 Units at a price of \$0.05 per Unit for gross proceeds of \$125,000 (the “Offering”). Each Unit is comprised of one common share in the capital of the Company (a “Common Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share at any time within 12 months of the date of issuance. All of the securities issued under the Offering are subject to a four month resale restriction which expires on July 31, 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 31, 2015.

CELLSTOP SYSTEMS CLOSES \$125,000 FINANCING

FOR IMMEDIATE RELEASE

March 31, 2015

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) is pleased to announce that it has completed a non-brokered private placement of units (each, a "**Unit**"). CellStop issued a total of 2,500,000 Units at a price of \$0.05 per Unit for gross proceeds of \$125,000 (the "**Offering**"). Each Unit is comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share at any time within 12 months of the date of issuance. All of the securities issued under the Offering are subject to a four month resale restriction which expires on July 31, 2015.

The Company intends to use the net proceeds of the Offering to preserve existing operations and activities, and for general corporate and working capital purposes.

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.