

**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:**

August 5, 2015

**ITEM 3 News Release:**

A news release was distributed via Marketwire and filed via SEDAR on August 5, 2015.

**ITEM 4 Summary of Material Change:**

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announced that subject to NEX approval, David Hughes has been appointed to succeed Henry Bromley as Chief Financial Officer of the Company, effective August 1, 2015. Mr. Bromley has resigned to focus on his other business interests. CellStop would like to thank Mr. Bromley for his years of service to the Company and wishes him the best in his future endeavours.

**ITEM 5 Full Description of Material Change:**

*5.1 – Full Description of Material Change:*

Reference is made to the press release attached hereto.

*5.2 – Disclosure for Restructuring Transactions:*

Not applicable.

**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 August 5, 2015.

## **CELLSTOP ANNOUNCES APPOINTMENT OF NEW CFO**

### **FOR IMMEDIATE RELEASE**

August 5, 2015

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) is pleased to announce that, subject to NEX approval, David Hughes has been appointed to succeed Henry Bromley as Chief Financial Officer of the Company, effective August 1, 2015. Mr. Bromley has resigned to focus on his other business interests. CellStop would like to thank Mr. Bromley for his years of service to the Company and wishes him the best in his future endeavours.

Mr. Hughes is President of Hughes Consulting Ltd. and International Consulting Alliance. For the past 25 years he has consulted with a broad range of companies and all levels of government. His extensive international experience includes work in Asia, Europe, the Middle East and throughout North America. Prior to consulting he held senior management positions in Fortune 500 companies in mining, air transportation and retail. Mr. Hughes is the past chair of The British Columbia Ethics in Action Society, and has been actively involved as a volunteer with many charities and non-profit organizations. Mr. Hughes is currently the Chief Executive Officer of Torch River Agricultural Corporation which farms 12,000 acres in Saskatchewan; Vice President Operations with Intrepid Financial and has been Chief Financial Officer of Opal Energy Corp. since June, 2009. He has significant experience with financial reporting requirements and providing corporate services. Mr. Hughes is a director of Opal Energy Corp (TSX-V: OPA) and Charlotte Resources.

For further information, please contact:

**CellStop Systems Inc.**

Michelle Gahagan, President and CEO

T: (604) 639-4459

*Neither the NEX nor the 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.*