

**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 5, 2020

ITEM 3 News Release:

A news release was distributed via Stockwatch.com and filed via SEDAR on March 5, 2020.

ITEM 4 Summary of Material Change:

Cellstop Systems Inc. announces that it has closed its previously announced non-brokered private placement (the “Financing”), generating gross proceeds of \$240,000, through the issuance of 4,800,000 units (each, a “Unit”) at \$0.05 per Unit.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

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

Not Applicable.

ITEM 7 Omitted Information:

No material information has been omitted from this material change report on the basis that it is confidential information.

ITEM 8 Executive Officer:

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

Michelle Gahagan, CEO
Telephone: (604) 639-4452

ITEM 9 Date of Report:

DATED as of March 11, 2020.

CELLSTOP CLOSSES NON-BROKERED PRIVATE PLACEMENT

FOR IMMEDIATE RELEASE

March 5, 2020

Vancouver, B.C. – CellStop Systems Inc. (“CellStop” or the “Company”) (NEX: KNO.H) announces that it has closed its previously announced non-brokered private placement (the “Financing”), generating gross proceeds of \$240,000, through the issuance of 4,800,000 units (each, a “Unit”) at \$0.05 per Unit.

Each Unit consists of one common share and one-half of one common share purchase warrant. Each full Warrant is exercisable at \$0.10 for a period of 12 months from the date of issue.

The Company intends to use the net proceeds of the Financing for general working capital purposes.

Securities issued pursuant to this Financing are subject to a hold period and may not be traded for a period of four months from the date of issue.

For further information, please contact:

CellStop Systems Inc.

Michelle Gahagan, President and CEO

T: (604) 639-4472

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.