

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

**Item 1. Name and Address of Company**

QuikFlo Health Inc. (the "**Company**")  
Suite 700, 1816 Crowchild Trail NW  
Calgary, Alberta T2M 3Y7

**Item 2. Date of Material Change**

May 24, 2016

**Item 3. Report**

On May 24, 2016, a press release relating to the material change was issued and disseminated through the services of Marketwired.

**Item 4. Summary Of Material Change**

The Company announced that announced that further to its press release of March 21, 2016 that the Company has amended the terms of its current private placement to \$0.10 per Unit, each units consisting of one common share and one 18 month common share warrant exercisable at \$0.20.

The Company also announced the recent resignation of Dr. Bijoy Menon. They also announced announced that it has, subject to regulatory approval, appointed Richard Olson and Philip Beaudoin of Toronto and IR Smartt Inc. of Austin Texas as investor relations consultants.

**Item 5. Full Description Of Material Change**

The Company announced that announced that further to its press release of March 21, 2016 that the Company has amended the terms of its current private placement to \$0.10 per Unit, each units consisting of one common share and one 18 month common share warrant exercisable at \$0.20.

The Company also announced the recent resignation of Dr. Bijoy Menon. They also announced announced that it has, subject to regulatory approval, appointed Richard Olson and Philip Beaudoin of Toronto and IR Smartt Inc. of Austin Texas as investor relations consultants. These parties will be paid a monthly fee and granted options in accordance with their agreements and the Company's stock option plan.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8. Executive Officer**

Vinny Jindal, President and CEO, at 646.526.9628.

**Item 9. Date of Report**

May 30, 2016.

## **FORWARD LOOKING INFORMATION**

*This report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this report contains forward-looking statements and information relating to the listing and reinstatement of trading of the Common Shares on the Exchange, as well as the Company's corporate strategy. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company, including, without limitation, the Company's ability to obtain the necessary approvals for the Transaction and the Private Placement, the suitability of the key members of ongoing management and the board of directors, the commercial opportunities available to the Company based on the technology acquired, and the ability of the Company to obtain sufficient funds to commercialize any product. Although management of the Company believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.*

*Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to identify and complete suitable acquisitions to further the Company's growth, the biomedical and technology sectors in general such as operational risks in development, research and regulatory delays or changes in plans with respect to research projects or capital expenditures; the uncertainty of the market; the uncertainty of estimates and projections relating to costs and expenses; health, safety and environmental risks; marketing and commercialization; loss of markets; competition; incorrect assessment of the value of any technologies acquired and failure to realize the anticipated benefits of such acquisitions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws, and government regulations, and those risks identified in the Circular. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this report. Readers are cautioned that the foregoing list of factors is not exhaustive and additional risks and uncertainties is set forth in the Circular.*

*The forward-looking statements and information contained in this report are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Exchange. The forward-looking statements or information contained in this report are expressly qualified by this cautionary statement.*