

**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

February 6, 2017

Item 3. Report

On February 6, 2017 a press release relating to the material change was issued and disseminated through the services of FSC Wire.

Item 4. Summary Of Material Change

The Company announced that it has entered into a letter of intent to acquire two US marijuana companies in Las Vegas, Nevada. The Company will acquire a non-arms' length private company which has arms' length agreements dated January 25, 2017 in place to acquire 91% of both a medical marijuana production facility company and the related infused product company. The Company is currently undertaking a non-brokered private placement of up to \$7,500,000, subject to regulatory approval.

Item 5. Full Description Of Material Change

The Company announced that it has entered into a letter of intent to acquire two US marijuana companies in Las Vegas, Nevada. The acquisitions include a 12,000 sq. ft. licensed medical marijuana cultivation/production facility and packaging center with over \$1 million in medicinal sales in its first year of operation. The second acquisition is of a start-up company that develops and markets hemp based and CBD infused products for sales nationwide.

The Company will acquire a non-arms' length private company which has arms' length agreements dated January 25, 2017 in place to acquire 91% of both the medical marijuana production facility company and the related infused product company. The Company is currently undertaking a non-brokered private placement of up to \$7,500,000, subject to regulatory approval. Arms' length finders fees will be paid in an amount still to be negotiated. The Company is offering units at a price of \$0.075 per unit, with each unit consisting of one common share and one half of a share purchase warrant entitling the holder to purchase one additional common share for \$0.15 for a period of 2 years from closing. The warrants will contain a forced conversion provision that if the shares of the Company trade at \$0.25 or more for a period of 10 trading days, the Company has the option to accelerate the expiry date to no less than 30 days from a press release advising of the same. The Company will pay qualified finders a commission of 8% in cash and finder's warrants.

The Company anticipates paying approximately US \$3.7 million and issuing approximately 60 million shares in respect to this transaction, in addition to the private placement shares. This transaction is subject to all conditions customary in acquisitions of this kind, including due diligence and regulatory approval from county and state health authorities.

The shares of Quikflo will be halted from trading pursuant to the policies of the TSXV Exchange, and may not return to trading until closing.

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

David Lane, Interim CEO, at (604) 762-6959.

Item 9. Date of Report

February 7, 2017

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.