

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

Item 1. Name and Address of Company

QuikFlo Health Inc. ("**QuikFlo**" or the "**Company**")
734 – 1055 Dunsmuir Street
Vancouver, BC
V7X 1B1

Item 2. Date of Material Change

April 24, 2017

Item 3. Report

On April 24, 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 closed the second closing of its previously announced non-brokered private placement. The Company issued 8,852,505 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 proceeds of \$663,937.70 will be used for working capital and future acquisitions. Securities issued pursuant to this first closing are subject to trading restrictions until August 21, 2017.

Item 5. Full Description Of Material Change

The Company announced that it has closed the second closing of its previously announced non-brokered private placement. The Company issued 8,852,505 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 proceeds of \$663,937.70 will be used for working capital and future acquisitions. Securities issued pursuant to this first closing are subject to trading restrictions until August 21, 2017.

The shares of Quikflo are currently halted from trading pursuant to the policies of the TSXV Exchange. Any future material acquisitions by the Company, including any acquisitions involving the proceeds of the private placement, will be subject to the approval of the Exchange.

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, President, (604)428-0511.

Item 9. Date of Report

April 24, 2017.