

**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**

May 18, 2017

**Item 3. Report**

On May 18, 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 third closing of its previously announced non-brokered private placement. The Company issued 9,314,025 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.

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

The Company announced that it has closed the third closing of its previously announced non-brokered private placement. The Company issued 9,314,025 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 \$698,552 will be used for working capital and future acquisitions. Securities issued pursuant to this first closing are subject to trading restrictions until September 18, 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**

May 18, 2017.