

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

**PACIFIC THERAPEUTICS LTD.** (the "Company")  
Suite 1500 –409 Granville St. Vancouver, BC V6C 1T2  
Telephone No. (604) 738-1049

**Item 2 Date of Material Change**

February 3, 2014

**Item 3 News Release**

A news release was disseminated February 13, 2014 posted to the CNSX website and was subsequently SEDAR filed with the securities commissions of British Columbia and Ontario.

**Item 4 Summary of Material Change(s)**

The Company announced that that effective February 3, 2014 it has changed auditors.

**Item 5 Full Description of Material Change**

The Company has accepted the resignation of Leed Advisors Inc. Chartered Accountants ("Leed") as auditor of the Company and has appointed James Stafford, Chartered Accountants ("Stafford") as its successor. There were no reservations in Leed's reports for the two most recently completed fiscal years or for any period subsequent to the most recently completed period for which an audit report was issued preceding the date of Leed's resignation. There were also no reportable events between the Company and Leed or between the Company and Stafford.

The audit committee and board of directors of the Company have approved the appointment of Stafford as successor auditor. In accordance with NI 51-102, a notice of change of auditor, together with the required letters from the auditor and the successor auditor have been filed on SEDAR..

**5.1 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7 Omitted Information.**

Not applicable.

**Item 8 Executive Officer**

Doug Unwin, President & CEO  
604-738-1049

**Item 9 Date of Report**

February 13, 2014