FORM 51-102F3
Material Change Report

Item 1 **Name and Address of Company**

CellStop Systems, Inc.
Suite 1405
1166 Alberni Street
Vancouver, B.C. V6E 3Z3

(the "Company")

Item 2 **Date of Material Change**

November 17, 2004

Item 3 **News Release**

The Company's news release dated November 18, 2004 was issued in Vancouver, British Columbia.

Item 4 **Summary of Material Change**

The Company has closed its non-brokered private placement of 5,456,806 units at $0.15 per unit. Each unit is comprised of one common share and one share purchase warrant exercisable to purchase one additional common share at a price of $0.225 for one year from the date of closing.

Item 5 **Full Description of Material Change**

The Company has closed its non-brokered private placement of 5,456,806 units, which was announced on November 3, 2004. The Company received proceeds of $818,521 as a result of the issuance of the 5,456,806 units at $0.15 per share. The 5,456,806 warrants are exercisable for one year from closing at $0.225 per share. The Company paid a cash finder's fee of $44,990 in connection with the private placement.

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

Not Applicable

Item 7 **Omitted Information**

No material information has been omitted.

Item 8 **Executive Officer**

Additional information respecting the Company or the material changes disclosed under this form may be obtained by contacting Mr. T.M. Williams at (604) 694-0300.

Item 9 **Date of Report**

Date : November 24, 2004

Per: T.M. Williams,
President and Director