

**Form 51-102F3**

**MATERIAL CHANGE REPORT UNDER 7.1(1) OF NATIONAL INSTRUMENT 51-102**

**ITEM 1 NAME AND ADDRESS OF COMPANY**

RXT 110 INC.  
1120 Finch Avenue West, Fifth Floor  
Toronto, Ontario M5J 3H7

**ITEM 2 DATE OF MATERIAL CHANGE**

April 10, 2012

**ITEM 3 NEWS RELEASE**

A news release announcing the material change was issued by the Company on April 10, 2012 through CNW.

**ITEM 4 SUMMARY OF MATERIAL CHANGE**

As previously disclosed in a press release and material change report dated March 19, 2012, pursuant to the terms of an amended and restated intellectual property license agreement, the Company was granted an interim license for certain intellectual property and the Company had the right to convert the interim license into a perpetual, world-wide exclusive license, which the Company exercised. Subsequent to the exercise of the Company's right to convert the interim license to a license, the licensor's assigned certain of their rights to corporate entities. Accordingly, the Company, the original licensors and the assignees have entered into a further amended and restated intellectual property license agreement on substantially the same terms as the prior amended and restated license agreement with necessary changes to reflect the assignment (the "License Agreement"). Pursuant to the terms of the License Agreement, and exercise by the Company of its right to acquire the a perpetual, world-wide exclusive license to the intellectual property (the "License"), the Company issued 20,000,000 fully paid and non-assessable Class A Shares of the Company (the "Share Consideration") to 2262554 Ontario Inc. ("226") and completed the acquisition of the License. In connection therewith, the respective parties have also entered into a securities pledge agreement and an escrow agreement respecting the Share Consideration.

**ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE**

Pursuant to the terms of the License Agreement, the Company issued the Share Consideration to 226 and has obtained the perpetual, world-wide exclusive license to the intellectual property subject to the License Agreement.

The Company also entered into securities pledge agreement as of April 10, 2012 (the "Securities Pledge Agreement") with 226 pursuant to which 226 pledged the Share Consideration to the Company for the period of time that the Share Consideration is subject to an escrow pursuant to an escrow agreement entered into as of the same date (the "Escrow Agreement") securing the obligations to the Company arising in respect of the License Agreement and the Escrow Agreement.

The Escrow Agreement provides that the Share Consideration shall remain in escrow for a period of three years and thereafter will be released in equal installments as to 1/8 of the original number of the escrowed securities on the

first day of the commencement of each financial quarter of the Company, provided that (1) the Company has not given notice under the License Agreement of any breach, inaccuracy or misrepresentation of any representation or warranty or any non-compliance with any term or provision of the License Agreement, or of any event that might result in an obligation to indemnify the Company thereunder and (2) there is no breach, inaccuracy or misrepresentation of any representation or warranty, or non-compliance with any term, nor an event of default which is continuing, under the Securities Pledge Agreement. 226 is permitted to sell up to 50% of the escrowed securities in a permitted secondary offering (as defined in National Policy 46-201 –*Escrow For Initial Public Offerings*, (the “Policy”)), subject to the consideration therefrom being held subject to and released in accordance with the terms of the Escrow Agreement. The escrow will be released earlier in the event of a default under the Securities Pledge Agreement and enforcement of the security interest created thereunder by the Company. The escrow may also be released early, but not prior to the third anniversary of the Escrow Agreement, in the event that the Company becomes an established issuer (as defined in the Policy). In the event of a business combination (as defined in the Policy), the escrow related to the Share Consideration will be terminated early at the request of 226 but the consideration received in connection with the business combination will be held in escrow and subject to release from escrow in accordance with the terms of the Escrow Agreement. Neither 226 nor any shareholder, principal, officer or director is permitted to directly or indirectly sell, assign, charge, mortgage, pledge, grant a security interest over or enter into a derivative transaction or otherwise deal with the escrowed securities during the period of the escrow.

**ITEM 6 RELIANCE ON SUBSECTION 7.1 (2) OF NATIONAL INSTRUMENT 51-102**

This report is not being filed on a confidential basis.

**ITEM 7 OMITTED INFORMATION**

Not applicable.

**ITEM 8 EXECUTIVE OFFICER**

The following officer is knowledgeable about the material change and this report:

Bruce Lewis  
President and Chief Executive Officer  
416 667 9017

**ITEM 9 DATE OF REPORT**

DATED in the Province of Ontario, this 10<sup>th</sup> day of April, 2012.

## Schedule "A"

### **RXT 110 INC. Announces Acquisition of Intellectual Property License**

**Toronto, Ontario (April 10, 2012) - RXT 110 INC. (CNSX:RXT)** (the "Company") is pleased to announce that pursuant to the terms of an amended and restated intellectual property license agreement, the Company has completed the transaction, previously announced on March 19, 2012, converting the interim license into a perpetual, world-wide exclusive license for the intellectual property. In connection therewith, the Company has issued 20,000,000 fully paid and non-assessable Class A Shares of the Company (the "Share Consideration"). In connection with the completion of the transactions, the Company has also entered into a securities pledge agreement and an escrow agreement respecting the Share Consideration pursuant to which the Share Consideration is pledged to the Company to secure the obligations of the counterparties to the License Agreement for a minimum of three years and the Share Consideration is held in escrow. The Share Consideration is also subject to statutory and contractual restrictions on transfer.

### **About RXT 110 Inc.**

RXT 110 Inc.'s line of retail anti-microbial products will effectively kill mould, bacteria and fungi on contact and prevent re-growth. These products address the demand created by the mounting health and environmental concerns. Mould can affect the immune system, nervous system, liver, kidneys, blood and cause brain damage.

RXT will also manufacture and distribute RXT 110, anti-microbial filler. Calcium Carbonate is one of the most common fillers used industrially. It is susceptible like other fillers that hold moisture to attracting mould. Annual global revenue in the calcium carbonate filler industry approximates 140 billion dollars. RXT 110 Inc. will produce anti-microbial filler that performs 'filling' and 'bulking' functions like calcium carbonate. RXT 110 does not attract moisture and consequently mould infestation. RXT filler with its anti-microbial high ph core in individual particles enhances commercial product life and eradicates a broad spectrum of known bacteria, fungi, algae and other micro - organisms by suppression of their reproduction.

### ***Forward-Looking Information***

This release may contain forward-looking statements information and statements which constitute "forward-looking information" under Canadian securities law and which may be material regarding, among other things, the Company's beliefs, plans, objectives, estimates, intentions and expectations with respect to its capital and funding plans. Inherent in the forward-looking information and statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or predict, which give rise to the possibility that the Company's predictions, forecasts, expectations or conclusions will not prove to be accurate, that its assumptions may not be correct and that the Company's plans, objectives and statements will not be achieved. Actual results or developments may differ materially from those contemplated by the forward-looking information and statements. Consequently, undue reliance should not be placed on such forward-looking statements.

***The shares have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirement of such Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.***

***NOT FOR DISTRIBUTION IN THE UNITED STATES OR OVER UNITED STATES WIRE SERVICES.***

**On behalf of the Board of Directors of RXT 110 Inc.**

Bruce Lewis  
Chairman

The CNSX has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved of the contents of this press release. Neither the CNSX nor its Regulation Services Provider (as such term is defined in the policies of the CNSX) accepts responsibility for the adequacy or accuracy of this release.

For further information contact:

Bruce Lewis, President & Chief Executive Officer

RXT 110 Inc.

1120 Finch Avenue West, Toronto, Ontario M3J 3H7

(416) 410 2019