

Form 51-102F3

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

ITEM 1 NAME AND ADDRESS OF COMPANY

Biosenta Inc.
1120 Finch Avenue West, Suite 503
Toronto, Ontario M5J 3H7

ITEM 2 DATE OF MATERIAL CHANGE

February 4, 2013

ITEM 3 NEWS RELEASE

A news release announcing the material change was issued by the Company on February 4, 2013 through CNW.

ITEM 4 SUMMARY OF MATERIAL CHANGE

See the press release issued February 4, 2013 attached as Schedule "A" hereto.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See the press release issued February 4, 2013 attached as Schedule "A" hereto.

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
416 410 2019

ITEM 9 DATE OF REPORT

DATED in the Province of Ontario, this 4th day of February, 2013.

Schedule "A"

BIOSENTA ENGAGES INVESTOR RELATIONS GROUP

Toronto, Ontario, February 4, 2013 – Biosenta Inc. (CNSX: ZRO) (“Biosenta”) is pleased to announce that it has engaged Investor Cubed Inc. to provide investor relations and shareholder communications services effective February 4, 2013. In connection with the engagement, Investor Cubed has been awarded a consulting contract paying \$5,000 per month for a term of twelve months. In addition, Investor Cubed has been granted options to purchase 580,000 Class A shares of Biosenta at a price of twenty cents (\$0.20) per share. The options will vest as to 145,000 on February 4, 2013 and the balance in equal tranches of 145,000 on the date that this is three, six and nine months from February 4, 2013. The options have a term of five years and are governed by the provisions of Biosenta’s stock option plan. Biosenta may terminate the agreement with Investor Cubed on thirty days written notice.

Neil Simon, CEO of Investor Cubed comments: “We are very excited to be working with Biosenta as it is rare that we have an opportunity to represent a company with a product offering that has such a dramatic positive impact on the retail consumer on a personal level. The Company’s ZeroMould product effectively kills mould and prevents its regrowth and as such we believe Biosenta will be well received by our financial industry contacts and investors across North America.”

Bruce Lewis, Biosenta Chairman comments, “Biosenta’s management team is committed to raising market awareness for the Company. The appointment of Investor Cubed brings an experienced investor relations group with broad industry contacts to our team and their support in communicating the Company’s message to the public markets will be important.”

About Investor Cubed Inc.

Investor Cubed provides specialized consulting services to a select group of leading emerging and mid-capitalization companies, with an objective of taking our clients to the next level. Investor Cubed assists these companies in gaining exposure to an established national network of financial industry professionals. This broad network includes investment advisors, bank owned investment dealers and leading independent financial firms. In addition, Investor Cubed provides traditional investor relations services including tailored national marketing and communications strategies.

About Biosenta Inc.

Biosenta 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.

Biosenta will also manufacture and distribute an 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. Biosenta will produce anti-microbial filler that performs 'filling' and 'bulking' functions like calcium carbonate. Biosenta’s filler product will not attract moisture and consequently mould infestation. Biosenta’s filler with its anti-microbial high ph core in individual particles will enhance commercial product life and eradicate 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.

Information "About Investor Cubed" has been provided by Investor Cubed.

On behalf of the Board of Directors of Biosenta 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:
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