

**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**

March 27, 2013

**ITEM 3 NEWS RELEASE**

A news release announcing the material change was issued by the Company on March 26, 2013 through CNW.

**ITEM 4 SUMMARY OF MATERIAL CHANGE**

See the press release issued March 26, 2013 attached as Schedule "A" hereto.

**ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE**

See the press release issued March 26, 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 27<sup>th</sup> day of March, 2013.

## Schedule "A"

### **Biosenta Inc. Enters Non-Exclusive Distribution, Compounding and Logistics Services Agreement with New South Biolabs, LLC**

TORONTO, March 26, 2013 Biosenta, Inc. (CNSX: ZRO) (the "Company") is pleased to announce that it has entered into a non-exclusive distribution agreement with New South Biolabs, LLC to market and distribute the family of Zeromold products in the Southern USA, Caribbean Basin and South America. In addition to the non-exclusive distribution agreement, New South Biolabs will be responsible for the enterprise resource planning [ERP], production and customer relations management [CRM] within this territory. New South Biolabs will also have the non-exclusive opportunity to manufacture Zeromold within the territory. The distribution, sales and manufacture of Zeromold in the various regions within the territory will only commence in each jurisdiction once all regulatory and governmental authorizations have been obtained for each such jurisdiction.

New South Biolabs will pay a \$600,000 mobilization fee to Biosenta, \$300,000 of which was paid upon execution of the agreement. The second payment of \$300,000 is due when Biosenta receives confirmation of the United States Environmental Protection Agency and the State of Florida of Zeromold product registration. New South Biolabs has also agreed to pay Biosenta a royalty equal to 30% of net profits from Zeromold product sold by New South to its accounts within the territory after New South Biolabs has recovered its fixed costs for the setup of the ERP and CRM components. Biosenta will continue to make its profit margin on the sale of all Zeromold products sold in the territory to Biosenta house accounts and in respect of the sale of product to New South Biolabs in its capacity as a distributor.

"This synergistic relationship has quickly borne fruit. The combined teams have already begun to execute as expected and deliver the logistics support and develop the marketing program for this territory" said Bruce Lewis, President and Chief Executive Officer of Biosenta. He added, "New South Biolabs presents a unique opportunity that will enable our Company to penetrate the USA market with Zeromold products in a geographic area that suffers heavily from black mould infestation."

#### **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.

**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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