

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Biosenta Inc. (the **Company**)
1120 Finch Avenue West, Suite 503
Toronto, Ontario M3J 3H7

Item 2. Date of Material Change

February 17, 2015

Item 3. News Release

The news release attached hereto as Schedule A announcing the material change described herein was released through Marketwired at Toronto, Ontario on February 17, 2015.

Item 4. Summary of Material Change

The Company announced that Mr. Bruce Lewis has resigned as Chairman and as a Director of the Board of the Company.

The Board has appointed Mr. Dene Rogers, President and CEO, as interim Chairman, effective immediately.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Please see attached press release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Dene Rogers, President and CEO
Tel: 416-410-2019
Email: dene@biosenta.com

Item 9. Date of Report

February 17, 2015



PRESS RELEASE

February 17, 2015

“Biosenta Inc. replaces Bruce Lewis as Chairman and accepts his resignation from the Board of Directors”

Biosenta Inc. (**Biosenta**) [(CSE:**ZRO**)] announces that Mr. Bruce Lewis has resigned as Chairman and as a Director of the Board of the company.

The Board has appointed Mr. Dene Rogers, President and CEO, as interim Chairman, effective immediately.

Disclaimer

The CSE 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 CSE nor its Regulation Services Provider (as such term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

For further information contact:

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