

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Biosenta Inc. (the “**Corporation**”)  
18 Wynford Drive, Suite 704  
Toronto, Ontario M4C 3S2

**Item 2: Date of Material Change**

March 21, 2022

**Item 3: News Release**

The press release announcing the material change was disseminated through SEDAR on March 21, 2022 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On March 21, 2022, the Corporation announced that it had completed a private placement pursuant to an agreement to settle \$1,015,808.47 of debt through the issuance of 3,625,315 common shares of the Corporation at a deemed price of \$0.28 per share and 1,812,658 warrants each exercisable for one common share of the Corporation with an exercise price of \$0.56 per share. The Transaction allows the Company to settle certain outstanding debts, however the transaction will not otherwise effect Biosenta’s day-to-day business and affairs.

**Item 5: Full Description of Material Change**

Biosenta Inc. entered into an agreement (the “**Agreement**”) to settle \$1,015,088.47 of debt through the issuance of 3,625,315 common shares of the Company at a deemed price of \$0.28 per share and 1,812,658 warrants each exercisable for one common share of the Company with an exercise price of \$0.56 per share (the “**Transaction**”).

Pursuant to the agreement, the Company issued 992,857 warrants and 1,985,714 shares to Amarvir Singh Gill to settle \$556,000.00 of indebtedness; 310,871 warrants and 621,741 shares to 1698791 Ontario Ltd. to settle \$174,087.56 of indebtedness; 376,604 warrants and 753,207 shares to 1943391 Ontario Ltd. to settle \$210,898.00 of indebtedness and 132,326 warrants and 264,653 shares to various additional creditors, including one employee of the company, to settle \$74,102.91 of indebtedness.

The shares and warrants issued to 1698791 Ontario Ltd., and 1943391 Ontario Ltd. and certain other creditors are subject to a four month hold period under applicable securities legislation and the shares and warrants issued to Amarvir Singh Gill and certain other creditors are subject to a four month hold period unless approval is obtained from the Canadian Stock Exchange.

The Transaction was considered a related party transaction subject to Multilateral Instrument 61-101 (“**MI 61-101**”). The Company was exempt from the formal valuation requirement as per section 5.5(b) of MI 61-101 as the Company is listed only on the CSE, and no exchanges

specified in 5.5(b) of MI 61-101. The Company was exempt from the need to obtain minority shareholder approval as per section 5.7(b) of MI 61-101 as, in addition to being listed only on the CSE, neither the fair market value of the shares and warrants, nor the fair market value of the consideration received therefor exceeds \$2,500,000, each of the independent directors of Biosenta approved the Transaction, and neither Biosenta, nor, to the knowledge of Biosenta after reasonable inquiry, any party to the Transaction, had knowledge of material information regarding the Company that had not been previously disclosed.

After the Transaction:

- Amarvir Singh Gill (director of Biosenta, as well as President and Chief Executive Officer) owns and controls 5,012,737 shares (including shares issuable upon exercise of warrants and options) representing 20.63% (he previously held 2,034,166 shares (including options) or 10.33%) of the issued and outstanding common shares of the Company (on a partially diluted basis).
- 1698791 Ontario Ltd. owns and controls 4,430,997 shares (including shares issuable upon exercise of warrants) representing 18.98% (previously held 3,498,385 shares or 18.02%) of the issued and outstanding common shares of the Company (on a partially diluted basis). Bill Connor is the sole owner and controller of 1698791 Ontario Ltd. and does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.
- 1943391 Ontario Ltd. owns and controls 1,129,811 shares (including shares issuable upon exercise of warrants) representing 4.82% (previously held no shares) of the issued and outstanding common shares of the Company (on a partially diluted basis). 1943391 Ontario Ltd. is 50% owned by 1698791 Ontario Ltd. and 50% owned by DK Financial Canada Inc.
- DK Financial Canada Inc. owns and controls 2,187,425 shares (having no shares issuable upon exercise of warrants) representing 9.49% (it previously held 2,187,425 shares or 11.27%) of the issued and outstanding common shares of the Company (on a partially diluted basis). DK Financial Canada Inc. is not participating in the Transaction, and is only indirectly involved in the Transaction pursuant to its interest in 1943391 Ontario Ltd. DK Financial Canada Inc. does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.
- Paul Kalata owns and controls, both directly and indirectly through DK Financial Canada Inc. (of which he is the sole owner and controller), 2,228,491 shares (having no shares issuable upon exercise of warrants) representing 9.67% (he previously held 2,228,491 shares or 11.48%) of the issued and outstanding common shares of the Company (on a partially diluted basis). Paul Kalata is not participating in the Transaction, and is only indirectly involved in the Transaction pursuant to his indirect interest in 1943391 Ontario Ltd. Paul Kalata does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.

This material change report has been filed on the date of closing the Transaction rather than 21 days prior to closing. The Company deems this reasonable in the circumstances as the Agreement was executed as of the date hereof and all conditions of closing have been satisfied such that there remain no conditions that would require delaying the closing of the Transaction

until after such 21-day period and the Company wished to complete the Transaction in a timely manner.

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

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 Corporation who is knowledgeable about the material change and this report.

Am Gill  
President and Chief Executive Officer  
Phone: 416-410-2019

**Item 9: Date of Report**

March 21, 2022