

# ARCH BIOPARTNERS INC.

## **Re: Material Change Report** **Form 51-102F3**

### **1. Name and Address of Company:**

Arch Biopartners Inc., (the “Company”)

174 Spadina Avenue Suite 502A  
Toronto, Ontario  
M5T 2C2.

### **Mailing:**

27 St. Clair Ave East  
P.O. Box 305  
Toronto, Ontario  
M4T 2M5

### **2. Date of Material Change:**

April 9, 2012

### **3. News Release:**

A news release was distributed via Marketwire in Toronto on April 9, 2012. A copy of the News release is attached as Schedule “A”.

### **4. Summary of Material Change**

The Company closed the First Tranche of its previously announced private placement of Units.

### **5. Full Description of Material Change**

The Company announced the closing of the first tranche of the private placement originally announced on March 20, 2012. The Company issued 300,000 Units at a price of \$0.40 per Unit, for gross total proceeds of \$120,000 (“the First Tranche”). Each Unit comprises of one common share and one common share purchase warrant. Each warrant allows the holder to purchase an additional common share at \$0.60 cents during the 24 month period following the close of the private placement. The proceeds will be used for the Company’s working capital and general corporate purposes. The common shares and any common shares issued from the exercise of the warrants will be subject to a hold period of 4 months from the closing date of April 9,

2012. (Note to Reader: The actual closing date has since changed to **April 16, 2012** due to an unforeseen delay from one subscriber)

One insider of the Company participated in the First Tranche, subscribing for a total of 62,500 Units for gross proceeds of \$25,000. The Company did not pay finder's fees in connection with the First Tranche

The insider subscription constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101.

As a result of the closing of the First Tranche, the Company's total common shares outstanding increased to 47,660,179 with 300,000 warrants, as described above.

Management of the Company believes the material changes described herein will have a positive impact on the Company's cash position, business operations and prospects for future corporate activity.

**6. Reliance on subsection 7.1(2) or (3) of NI51-102**

Not applicable.

**7. Omitted Information**

No information has been omitted from this report on the basis that it is confidential information..

**8. Executive Officer**

For further information regarding this report, please contact Richard Muruvé, a Director and CEO of the Company, at 647-428-7031.

The foregoing accurately discloses the material changes referred to herein.

**DATED at Toronto, this 26<sup>th</sup> day of April, 2012**