

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:

February 25, 2014

3. News Release:

A news release was distributed via Canadian Marketwire in Toronto on February 25, 2014. A copy of the News release is attached as Schedule "A".

4. Summary of Material Change

The Company closed a private placement of Units.

5. Full Description of Material Change

The Company announced the closing a private placement. The Company issued 817,500 Units at a price of \$0.28 per Unit, for gross total proceeds of \$228,900. 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 \$0.50 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 February 25, 2014.

As a result of the closing of the private placement, the Company's total common shares outstanding increased to 49,077,679

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 5th day of March, 2014.

**SCHEDULE A
PRESS RELEASE
FOR IMMEDIATE DISTRIBUTION**

February 25, 2014

**ARCH BIOPARTNERS COMPLETES PRIVATE PLACEMENT AND RECEIVES
NRC FUNDING**

Toronto, ON – Arch Biopartners Inc (“Arch” or the “Company”)(CNSX-ACH and OTC: FOIFF) announced today it has raised \$228,900 via a non-brokered private placement of 817,500 Units at a price of \$0.28 per Unit. 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 \$0.50 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.

Arch also announced today that the National Research Council of Canada - Industrial Research Assistance Program (NRC-IRAP) has approved funding up to \$91,000 to assist Arch in the development of its bio-organic metal surfaces technology.

About Arch Biopartners

Arch Biopartners is a portfolio based biotechnology company established to develop new products and technology for sale to pharmaceutical and industrial companies.

For more information on the Company, please consult the other public documents filed on SEDAR at www.sedar.com.

The Company’s website address is: www.archbiopartners.com .

Forward-Looking Statements

All statements, other than statements of historical fact, in this news release are forward looking statements that involve various risks and uncertainties, including, without limitation, statements regarding the future plans and objectives of the Company. There can be no assurance that such statements will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. These and all subsequent written and oral forward-looking statements are based on the estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company assumes no obligation to update forward-looking statements should circumstances or management’s estimates or opinions change.

The CNSX has not reviewed and does not accept responsibility for the adequacy of this release.