FORM 51-102F3

Material Change Report

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

   Bi-Optic Ventures Inc.
   #1518 - 1030 West Georgia Street
   Vancouver, BC
   V6E 2Y3

   (the "Company")

2. **Date of Material Change:**

   December 23, 2014

3. **Press Release:**

   Please see SEDAR for press release issued through Canada Stockwatch and Market News on December 23, 2014.

4. **Summary of Material Change:**

   Bi-Optic Ventures Inc. wishes to announce the resignation of Dr. Terrance G. Owen from the Company's board of directors and the appointment of Mr. Mike Withrow effective immediately.

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

   See Attached News Release "Schedule A".

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102:**

   Nothing in this form is required to be maintained on a confidential basis.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Harry Chew, President
   Telephone: (604) 689-2646

9. **Date of Report:**

December 23, 2014

BI-OPTIC VENTURES INC.

"Harry Chew"
By: ______________________________

President
(Official Capacity)

Harry Chew
(Please print here name of individual whose signature appears above.)

Schedule "A"

BI-OPTIC VENTURES INC.

December 23, 2014

Trading Symbol: TSXV – OP.H
OTC - BOVKF

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWS WIRES

APPOINTMENT OF DIRECTOR

Bi-Optic Ventures Inc. (the "**Company**"), wishes to announce the resignation of Dr. Terrance G. Owen from the Company's board of directors. The vacancy left by Mr. Owen will be filled with the appointment of Mr. Mike Withrow effective immediately.

Mike Withrow is the founder of North American BioExtracts Inc., an extraction technology equipment company, and Biocell Labs Inc. and has served as VP of Business Development in two nutracuetical companies. He brings an in-depth knowledge of supplement innovation, ingredients, and is well connected in the ingredients and natural health product industry. Mr. Withrow is a valued member of any team and is capable of managing intellectual property, ingredient research, extraction technologies and formulation. He also has a keen understanding of animal and human testing, grant funding, and product and market development of a company's nutraceutical ingredient and finished product strategies. He is a board member of a publicly traded mining and exploration company in addition to being a board Member of the Saskatoon Berry Council of Canada.

Mr. Withrow continues to consult to nutracuetical companies and has been instrumental in assisting companies in very different industries to receive over $3,800,000 in grant money. He was a founding partner of BFuel Canada Ltd., a planned bio-diesel facility in Lethbridge AB. Prior to BFuel Mike co-founded CBN Systems Inc., a company that unified and patented all known color spaces via the "CBN Code" and linked spectrophotometry to user friendly designer software and a colour formulation system. Early in his career he founded PowerTrader Inc., which was the first company to offer real-time financial data via a stand-alone MS Windows platform and on the Internet. Prior to that Mr. Withrow was a floor trader on the Vancouver Stock Exchange.

Harry Chew, President of the Company wishes to thank Mr. Owen on his many years of service to the Company and wishes him all the best in his future endeavors. Mr. Chew commented that "we welcome Mike and his impressive resume to the Company and look forward to working with him in building the Company."

For further information, please contact:

Harry Chew, President
Phone: (604) 689-2646

ON BEHALF OF THE BOARD OF DIRECTORS

"Harry Chew"
Harry Chew
President

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Forward Looking Statements

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. Bi-Optic undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Bi-Optic.

Suite #1518-1030 West Georgia St., Vancouver, BC Canada V6E 2Y3
Phone (604) 689-2646 Fax (604) 689-1289