

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

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

Kane Biotech Inc. (the "Company")
162 – 196 Innovation Drive
Winnipeg, Manitoba R3T 2N2

2. **Date of Material Change:**

September 23, 2014

3. **News Release:**

The Company issued a press release regarding the material change on September 23, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

Kane Biotech Inc. (TSX-V:KNE), a biotechnology company engaged in the development and commercialization of products that prevent and remove microbial biofilms is providing an update to shareholders on the company's business objectives and plans.

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

See attached Schedule "A".

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

7. **Omitted Information:**

Not Applicable.

8. **Executive Officer:**

Gord Froehlich, President and CEO
Tel: (204) 477-7592

DATED at Winnipeg, Manitoba this 23rd day of September, 2014.

KANE BIOTECH INC.

Per: "Gord Froehlich"
Gord Froehlich, CEO

SCHEDULE “A”

Kane Biotech Provides Business and Patent Update

WINNIPEG, Manitoba (September 23, 2014) - Kane Biotech Inc. (TSX-V:KNE), a biotechnology company engaged in the development and commercialization of products that prevent and remove microbial biofilms is providing an update to shareholders on the company's business objectives and plans.

The Company continues to focus its resources on the companion animal oral care market at this time. The objective is to establish a portfolio of products and market test these products to build and strengthen our value proposition. Additional activities included in achieving this value proposition are pricing models, market messaging, promotional material, manufacturing SOP's and the development of new applications.

We have now completed the development, testing and introduction of a number of products. Our StrixNB™ Oral Care portfolio consists of a liquid water additive, oral care spray, a single serving powder sachet and a bulk powder. In addition, we are developing and testing an oral care foam, a toothpaste, and a chew. These products will allow us to offer the market a complete and unique portfolio of products, with the potential for more products to come.

Our strategy remains to license our technology to industry leaders in both the animal and human health markets. We continue to work with potential strategic partners to advance this area of the business. While this strategy remains our priority and discussions continue it is taking longer than we had initially expected and we are no longer bound by an agreement to an exclusive option with a specific global health care company allowing us to further engage other opportunities.

In the human health care market, DispersinB® shampoo and DispersinB skin care cream have received approvals from Health Canada. Our KBI Hard Surface Disinfectant for antimicrobial claims in the ready-to-use and concentrate formulations has also received approval from Health Canada.

The Company will be conducting a financing shortly to increase our working capital to bring these products to market and drive our business forward. The financing will be supported by insiders and details will be announced at a later date.

We have also recently received two additional patents from the United States Patent and Trademark Office.

The patent entitled “Biofilm removing antimicrobial compositions and uses thereof” was issued by the U.S. Patent and Trademark office (US Patent # 8,753,692). This patent claims the synergistic combination of sodium metaperiodate and chlorhexidine developed for antibiofilm-antimicrobial hard surface disinfectant applications for our hard surface disinfectant technology.

The second patent entitled “Soluble beta-N-acetylglucosaminidase based antibiofilm compositions and uses thereof” was issued by the U.S. Patent and Trademark office (US Patent # 8,821,862). The patent claims synergistic combinations of beta-N-acetylglucosaminidase enzyme with antimicrobials developed for wound care applications and medical device coating technology.

A third patent entitled “Antimicrobial compositions and uses thereof” is under review and may be issued in the coming months by the U.S. Patent and Trademark office. This patent covers the company's Protamine sulfate-Chlorhexidine technology for antibiofilm-antimicrobial coating of medical devices to prevent hospital acquired infections.

In other updates, Dr. Sri Madhyastha (CSO and VP of research) has left the Company for personal reasons. The Company wishes him all the best in his future endeavors. The Company has also submitted its data package to the LRVHP (Low Risk Veterinary Health Products) for its companion animal shampoo for dermatology uses.

“Over the spring and summer our team at Kane Biotech has been working diligently to develop new products, obtain approvals, market testing these products, obtain 3rd party endorsement and get customer feedback from the market” stated Gord Froehlich, the president and CEO. “Innovation is needed more than ever as mankind combats the ongoing evolution of bacteria and their developing resistances to many

antibiotic/antimicrobial approaches. Biofilms are a critical piece in achieving a solution to this problem and we are committed to unlocking this opportunity and creating value for our customers and shareholders as we look forward to the future.”

About Kane Biotech Inc.

Kane Biotech is a biotechnology company engaged in the development and commercialization of products that prevent and remove biofilms. Biofilms develop when bacteria and other microorganisms form a protective matrix that acts as a shield against attack. When in a biofilm, bacteria become highly resistant to antibiotics, biocides, disinfectants, high temperatures and host immune responses. This resiliency contributes to human health problems such as recurrent urinary tract infections, medical device associated infections and tooth decay.

Kane Biotech uses patent protected technologies based on molecular mechanisms of biofilm formation/dispersal and methods for finding compounds that inhibit or disrupt biofilms. The Company has evidence that these technologies have potential to significantly improve the ability to prevent and/or destroy biofilms in several medical and industrial applications.

For more information, please contact:

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Caution Regarding Forward-Looking Information

Certain statements contained in this press release constitute forward-looking information within the meaning of applicable Canadian provincial securities legislation (collectively, “forward-looking statements”). These forward-looking statements relate to, among other things, our objectives, goals, targets, strategies, intentions, plans, beliefs, estimates and outlook, including, without limitation, our anticipated future operating results, and can, in some cases, be identified by the use of words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “will,” “may” and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

These statements reflect management’s current beliefs and are based on information currently available to management. Certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from these expectations include, among other things: Kane’s early stage of development, lack of product revenues and history of operating losses, uncertainties related to clinical trials and product development, rapid technological change, uncertainties related to forecasts, competition, potential product liability, additional financing requirements and access to capital, unproven markets, supply of raw materials, income tax matters, management of growth, partnerships for development and commercialization of technology, effects of insurers’ willingness to pay for products, system failures, dependence on key personnel, foreign currency risk, risks related to regulatory matters and risks related to intellectual property and other risks detailed from time to time in Kane’s filings with Canadian securities regulatory authorities, as well as Kane’s ability to anticipate and manage the risks associated with the foregoing. Kane cautions that the foregoing list of important factors that may affect future results is not exhaustive. When relying on Kane’s forward-looking statements to make decisions with respect to Kane, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

These risks and uncertainties should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, Kane cannot provide assurance that actual results will be consistent with these forward-looking statements. Kane undertakes no obligation to update or revise any forward-looking statement.

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