

BIOSYNTECH, INC.

MATERIAL CHANGE REPORT

Pursuant to: Part 7 of National Instrument 51-102.

Item 1. Reporting Issuer:

The name of the reporting issuer is BioSyntech, Inc. Its principal office is located at 475, Armand-Frappier Blvd., H7V 4B3 and its telephone number is 450-686-2437.

Item 2. Date of Material Change: June 16, 2008.

Item 3. Press release:

A press release was issued in Montreal, Quebec on June 16, 2008 with respect to the material change.

Item 4. Summary of Material Change:

BioSyntech, Inc. announces that it has entered into a bought deal agreement with Dundee Securities Corporation as lead underwriter pursuant to which Dundee has agreed to purchase 10,000 Units, each comprised of \$1,000 principal amount of convertible debentures and 2,500 warrants, representing gross aggregate proceeds of \$10,000,000 to the Company.

Item 5. Full Description of Material Change:

See attached press release.

Item 6. Reliance on: Sections 7.1(2) and (3) of *National Instrument* 51-102

Not applicable.

Item 7. Omitted Information:

No information has been omitted in respect of the material change.

Item 8. Senior Officers:

Further information with respect to the material change described in this material change report may be obtained from:

Claude LeDuc, CEO
BioSyntech, Inc.
at 450-686-2437.

Item 9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal, Quebec, this 16th day of June, 2008.

BIOSYNTECH, INC.

Per: (Signed) Claude LeDuc, CEO