

FORM 53-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

High Rider Capital Corp
950-789 West Pender Street
Vancouver, BC, V6C 1H2

2. Date of Material Change

February 27, 2009

3. News Release

The Press Release dated February 27, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced that it has received conditional approval from the TSX Venture Exchange for its entry into an agreement with TFCHEM S.A.R.L.

5. (a) Full Description of Material Change

See attached press release dated February 27, 2009

(b) Disclosure for Restructuring Transaction

Not Applicable

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

Howard Verrico, President

9. Date of Report

February 27, 2009

Schedule "A"

The Company is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the "**Exchange**") for its entry into an agreement (the "**License Agreement**") with TFChem S.A.R.L. ("**TFC**"). Entry into the License Agreement will serve as the Company's Qualifying Transaction. Further to its press release of January 8, 2009, the Company has also received a receipt for a final prospectus relating to the Qualifying Transaction from the British Columbia, Alberta and Ontario Securities Commissions. The final prospectus can be viewed on SEDAR.

TFC is a biopharmaceutical company based in Rouen, France, and the License Agreement relates to TFC's proprietary technology based upon fluorinated sugar mimics for treatment of diabetes and obesity, as announced in the Company's press release of September 30, 2008.

Under the License Agreement, TFC will carry out a two year research program to develop a chemical process to achieve the synthesis of a new class of Sodium GLucose Transporter (SGLT) inhibitors for the treatment of Diabetes and Obesity on the Company's behalf, and the Company has received an exclusive worldwide license of the Technology and the results of the research program for use in that field. The Company has agreed to pay TFC €600,000 in respect of the research program, and to issue TFC 5 million common shares, subject to the terms and conditions of the License Agreement.

High Rider Capital's President and CEO, Dr. Howard Verrico, states that "we are very excited that we are able to proceed with our alliance with TFChem and our innovative drug discovery program that will contribute to the development of a novel new class of compounds, the SGLT Inhibitors. This new drug class we anticipate will provide a significant new pharmaceutical option for the treatment and management of Type 2 Diabetes and Obesity. Both of these therapeutic areas represent a significant and growing market as these medical conditions continue to grow at an alarming rate worldwide"

Completion of the Qualifying Transaction will result in the Company becoming listed on the Exchange on Tier 2. As part of the Qualifying Transaction, the Company will change its name to Sirona Biochem Corp. In connection with the Qualifying Transaction, the Company intends to complete a private placement of a minimum of 4,000,000 and a maximum of 6,000,000 Units at \$0.15 per Unit. Each Unit will consist of one common share and one warrant. Each warrant will be exercisable to purchase a common share at a price of \$.20 per share for 2 years from the date of closing of the private placement. The Qualifying Transaction is subject to completion of the private placement, and to final Exchange approval.

The Qualifying Transaction is not subject to shareholder approval. It is expected the Qualifying Transaction will be completed on or before March 27, 2009.

For further information, please contact Mark Senner, Senior Project Leader, at (604) 641-4466.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.