

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Opsens Inc. (« Opsens » or the « Corporation »)
2014 Cyrille-Duquet Street, Suite 125
Québec, Québec
G1N 4N6

2. Date of Material Change

April 21, 2015

3. News Release

A news release, in French and English versions, was issued through CNW Telbec on April 21, 2015, copies of which are attached hereto.

4. Summary of Material Change

Opsens releases Q2 2015 results.

5. Full Description of Material Change

5.1 Full Description of Material Change

Opsens releases results for the second quarter ended February 28, 2015.

HIGHLIGHTS OF THE SECOND QUARTER AND RECENT HIGHLIGHTS

- Revenue growth of 105%, for the three-month period ended February 28, 2015, mainly attributable to the industrial segment and FFR revenues;
- First sales of products for the Fractional Flow Reserve ("FFR") market;
- Opsens' FFR products used in a new case presented live at the Cardiovascular Research Technologies Conference ("CRT") in Washington;
- Opsens' FFR products used in Japan in a new case presented live during the Slender Club in Tokyo;
- Opsens' shares now trading on the OTCQX in the U.S.

GRANT OF STOCK OPTIONS

Opsens' Board of Directors authorized, on April 20, 2015, the grant of 402,000 stock options, of which 20,000 were granted to Directors, as provided in the Opsens' stock option plan adopted by shareholders on January 19, 2015.

Under the provisions of Opsens' stock option plan, each stock option granted entitles the holder to subscribe to one Opsens' common share at the latest on April 19, 2020 and at a price equal to \$0.94 per share. The stock options granted will be vested over a period of four years at a rate of 25 % per year, the first tranche being vested at the end of the first year following the granting of the stock options, except for stock options granted to Directors that entitle the holder to subscribe immediately to Opsens' common shares.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information, please contact:
Mr. Thierry Dumas
Chief Financial Officer
Phone: (418) 682-9996

9. Date of Report

November 27, 2015

Opsens Inc.

by: (s) Thierry Dumas
Thierry Dumas, Chief Financial Officer



PRESS RELEASE
For Immediate Dissemination



OPSENS - SECOND QUARTER 2015 RESULTS

Quebec City, Quebec, April 21, 2015 – Opsens Inc. ("Opsens" or the "Company") (TSXV:OPS) (OTCQX:OPSSF) today released results for its second quarter ended February 28, 2015.

HIGHLIGHTS OF THE SECOND QUARTER AND RECENT HIGHLIGHTS

- Revenue growth of 105%, for the three-month period ended February 28, 2015, mainly attributable to the industrial segment and FFR revenues;
- First sales of products for the Fractional Flow Reserve ("FFR") market;
- Opsens' FFR products used in a new case presented live at the Cardiovascular Research Technologies Conference ("CRT") in Washington;
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LIMITED MARKET RELEASE OF FFR PRODUCTS

In recent months, the Company has initiated a limited market release of the OptoWire and OptoMonitor for cardiologists treating patients with coronary artery disease.

"During this second quarter, Opsens' FFR products have been used by cardiologists of international reputation during regular clinical use as well as in procedures presented live to fellow cardiologists. When working live in Japan and Europe, the cardiology community was able to appreciate the no-drift measurement, the constant reliability of the connection and the support of the OptoWire. One of the procedures in Europe was broadcasted live as part of the CRT conference in Washington, which has allowed American cardiologists to observe, for the first time, our products' high performance", said Claude Belleville, Opsens' Vice President, Medical.

Opsens aims to become a key player in the guidewire FFR market with the OptoWire, a nitinol-based optical guidewire for FFR. The OptoWire provides intra-coronary blood pressure measurements with unique, patented optical pressure guidewire technologies. It is immune to adverse effects related to blood contact, and allows easy and reliable connectivity that leads to reliable FFR measurements in extended conditions of usage. The OptoWire is also designed to provide cardiologists with a guidewire delivering optimized performances to navigate coronary arteries and reach blockages with ease. Based on industry sources, the FFR market represented over US\$300 million in sales in 2014 and is expected to reach US\$1 billion in the medium-term. Opsens is confident that it is well positioned to capitalize on this significant growth opportunity.

OPSENS' SHARES ON THE U.S. MARKET

Opsens has recently listed its shares on the OTCQX in the United States under the symbol OPSSF. OTCQX is operated by OTC Markets Group Inc. It offers the best informed and most efficient trading for American and international companies. The purpose of this registration is to increase Opsens' visibility to American institutional investors and individuals. Opsens' shares will continue to trade on the TSX Venture Exchange under the symbol "OPS".

INDUSTRIAL, OIL & GAS

Opsens completed the delivery of an order exceeding \$ 1 million for fiber optic sensor systems for one of the world's largest mining companies at one of the world's largest copper mining operations.

As for the oil and gas segment, revenues totalled \$242,000, for the three-month period ended February 28, 2015, compared with \$507,000 for the corresponding period a year earlier. The decrease is explained by the difficult economic environment in Alberta, Canada, where major producers significantly reduced their investments because of the drop in crude oil prices.

Opsens' fiber optic technology can be adapted to measure a range of parameters in difficult conditions. These systems provide advantages in terms of production optimization, reduction of environmental and health risk for various industrial applications.

SECOND QUARTER RESULTS 2015

Consolidated sales reached \$2,287,000 for the three-month period ended February 28, 2015 compared with \$1,118,000 a year earlier, a 105% increase due to significant sales in the industrial sector and the first FFR sales.

Net loss totalled \$880,000 for the three-month period ended February 28, 2015 compared with a net loss of \$843,000 for the corresponding period in 2014. The increase in net loss reflects higher administration, sales and marketing and research and development expenses, which is explained by the expansion of the commercial phase in the FFR business, partly offset by the higher gross margin generated during the quarter.

(In thousands of Canadian dollars, except for information per share)	Three-month period ended	Three-month period ended	Six-month period ended	Six-month period ended
	February 28, 2015	February 28, 2014	February 28, 2015	February 28, 2014
	\$	\$	\$	\$
Sales	2,287	1,118	6,724	3,320
Cost of sales	1,178	744	2,107	2,146
Gross margin	1,109	374	4,617	1,174
Administrative expenses	716	541	1,373	1,114
Sales and marketing expenses	416	211	841	505
R&D expenses	484	357	989	863
Financial expenses	33	108	(5)	220
Impairment charge	-	-	796	-
	1,649	1,217	3,994	2,702
Earnings (loss) before income taxes	(540)	(843)	623	(1,528)
Current income tax expense	340	-	340	-
Net earnings (loss) and comprehensive income (loss)	(880)	(843)	283	(1,528)
Net earnings (loss) per share – Basic	(0.01)	(0.02)	0.00	(0.03)
Net earnings (loss) per share – Diluted	(0.01)	(0.02)	0.00	(0.03)

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About Opsens Inc. (www.opsens.com or www.opsensmedical.com)

Opsens focuses mainly on two large and growing markets: interventional cardiology with a focus on Fractional Flow Reserve ("FFR") and the industrial, oil and gas segment. In interventional cardiology, Opsens offers an advanced optical-based pressure guidewire (OptoWire) that aims at improving the clinical outcome of patients with coronary artery disease. In the industrial, oil & gas segment, Opsens develops, manufactures and installs innovative fibre optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

Forward-looking statements contained in this press release involve known and unknown risks, uncertainties and other factors that may cause actual results, performance and achievements of Opsens to be materially different from any future results, performance or achievements expressed or implied by the said forward-looking statements.

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.

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