

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

September 3, 2015

3. News Release

A news release, in French and English versions, was issued through CNW Telbec on September 3, 2015, copies of which are attached hereto.

4. Summary of Material Change

Opsens announces the reorganization of its corporate structure.

5. Full Description of Material Change

5.1 Full Description of Material Change

Opsens announces the reorganization of its corporate structure.

Opsens' medical activities have taken a leading role in recent years, a result of the positive response to the performance of its products developed to measure FFR, their recent FDA approval which allows their marketing in the U.S., and the soon-to-come move into a state-of-the-art facility to increase manufacturing capacity and accommodate a growing number of employees. Opsens' FFR products are designed to optimize the diagnostic and guide treatment in patients with coronary heart disease.

As part of this reorganization, only the medical activities will remain in the Opsens business unit, while the industrial activities of the Company, including oil and gas, will be consolidated in the business unit Opsens Solutions Inc. ("Opsens Solutions").

This reorganization will cluster the medical activities exclusively within the parent company Opsens Inc. The new structure will contribute to the expansion of Opsens' medical activities by concentrating the growth and development activities while allowing financial markets to better assess the performance of the business units to create value for shareholders.

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 ANNOUNCES A REORGANIZATION OF ITS CORPORATE STRUCTURE

Quebec City, Quebec, September 3, 2015 - Opsens Inc. ("Opsens" or the "Company") (TSXV:OPS) (OTCQX:OPSSF) is pleased to announce the reorganization of its corporate structure.

Opsens Strengthens its Medical Identity to Develop its Full Potential in the FFR Market

Opsens' medical activities have taken a leading role in recent years, a result of the positive response to the performance of its products developed to measure Fractional Flow Reserve ("FFR"), their recent FDA approval which allows their marketing in the U.S., and the soon-to-come move into a state-of-the-art facility to increase manufacturing capacity and accommodate a growing number of employees. Opsens' FFR products are designed to optimize the diagnostic and guide treatment in patients with coronary heart disease.

As part of this reorganization, only the medical activities will remain in the Opsens business unit, while the industrial activities of the Company, including oil and gas, will be consolidated in the business unit Opsens Solutions Inc. ("Opsens Solutions").

"This reorganization will cluster the medical activities exclusively within the parent company Opsens Inc. This new structure will contribute to the expansion of our medical activities by concentrating our growth and development activities while allowing financial markets to better assess the performance of our business units to create value for our shareholders", said Louis Laflamme, President and CEO of Opsens.

Opsens aims to become a key player in the guidewire FFR market with the OptoWire, a nitinol-based optical guidewire. 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 that provides optimal performance to navigate coronary arteries and cross blockages with ease and safety. Based on industry sources, the FFR market represented more than US\$300 million in sales in 2014 and is expected to reach US\$1 billion in the medium-term.

Industrial, Oil and Gas Business Unit

The need for high-precision optical measurement is growing in the industrial sector. Opsens' fiber-optic based technology can be adapted to measure various parameters in difficult conditions.

Opsens Solutions will continue to provide the OPP-W sensor and other products to the oil and gas market in Alberta. As such, Opsens Solutions has recently signed a partnership agreement with Precise Downhole Services Ltd. ("Precise DHS") to carry out installation of its optical sensors in this market. Precise DHS, a corporation based in Alberta, has a strong expertise in the installation of measurement solutions for oil wells.

Implementation of an autonomous and independent structure for industrial activities will promote an optimal integration of industry expertise while giving Opsens' commercial activities a critical mass in Canada and in international markets. Mr. Gaétan Duplain, as President, will oversee all activities of the Opsens Solutions business unit.

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

Opsens focuses mainly on the measure of Fractional Flow Reserve ("FFR") 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. Opsens is also involved in industrial activities. The Company 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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For further information, please contact:

Thierry Dumas, CPA, CA, Chief Financial Officer, 418.682.9996

Louis Laflamme, CPA, CA, Chief Executive Officer, 418.682.9996