FORM 51-102F3
NATIONAL INSTRUMENT 51-102

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

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

Microbix Biosystems Inc.
265 Watline Avenue
Mississauga, Ontario
L4Z 1P3

Item 2. **Date of Material Change**

A material change took place on December 5, 2011.

Item 3. **News Release**

On December 5, 2011 a news release in respect of the material change was released by telecopier through the facilities of Canada NewsWire.

Item 4. **Summary of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. **Full Description of Material Change**

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

William J. Gastle, CEO
416-234-1624 ext. 230

Item 9. **Date of Report**

December 5, 2011

SCHEDULE "A"

Microbix Biosystems Inc.

265 Watline Avenue, Mississauga, Ontario L4Z 1P3

Tel: 416-234-1624 Fax: 416-234-1626

News Release

Microbix Closes Previously Announced Equity Offering for Gross Proceeds of $448,231

TORONTO, December 5, 2011 /CNW/ – Microbix Biosystems Inc. ("Microbix" or the "Company") (TSX:MBX) has closed its previously announced public offering of Units. A total of 2,241,158 Units were sold at a price of $0.20 per Unit, for gross proceeds of $448,231. Each Unit consists of: one common share in the share capital of Microbix; one half of one common share purchase warrant entitling the holder to purchase one additional Common Share with an exercise price of $0.25 for a period of five years from the date of closing; and one common share purchase warrant entitling the holder to purchase one additional Common Share with an exercise price of $0.24 for a period of three years after the date of closing of the offering.

The Unit offering has been completed in the provinces of Ontario, British Columbia and Alberta pursuant to a Prospectus Supplement dated November 28, 2011 to the Company's Short Form Base Shelf Prospectus dated October 7, 2011. Euro Pacific Canada Inc. acted as Agent and Bloom Burton & Co. acted as a selling firm. The Agent was paid a commission of 7% of the gross proceeds of the Offering and granted Compensation Options to purchase up to 7% of the number of Units sold under the offering. Each Compensation Option entitles the holder to purchase one Unit for a period of 2 years from the date of closing.

Net proceeds of the offering will be used for Microbix' research and development initiatives including, but not limited to, its semen-sexing product, LumiSort™.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities to be offered have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements of the United States Securities

Act of 1933, as amended, and applicable state securities laws.

For further information:	visit **www.microbix.com** or contact:
William J. Gastle CEO Microbix Biosystems Inc. 416-234-1624 x 230	James Long CFO Microbix Biosystems Inc. 416-234-1624 x 265