

AFEXA LIFE SCIENCES INC.

MATERIAL CHANGE REPORT
(FORM 51-102F3)

1. NAME AND ADDRESS OF COMPANY

Afexa Life Sciences Inc. ("**Afexa**")
9604 20th Avenue
Edmonton, Alberta
Canada, T6N 1G1

2. DATE OF MATERIAL CHANGE

December 12, 2011

3. NEWS RELEASE

A press release was disseminated on December 12, 2011 and filed on the *System for Electronic Document Analysis and Retrieval* (SEDAR) under Afexa's profile on December 12, 2011.

4. SUMMARY OF MATERIAL CHANGE

At a special meeting (the "**Special Meeting**") of the holders of common shares ("**Common Shares**") of Afexa held on December 12, 2011, Afexa's shareholders approved, by a special resolution, the amalgamation (the "**Amalgamation**") of Afexa with 1625907 Alberta Ltd. (the "**Offeror**"), a wholly-owned subsidiary of Valeant Pharmaceuticals International, Inc. ("**Valeant**"). The Amalgamation was subsequently completed effective on December 12, 2011.

5. FULL DESCRIPTION OF MATERIAL CHANGE

At the Special Meeting held on December 12, 2011, shareholders of Afexa approved the Amalgamation of Afexa and the Offeror and the Amalgamation was subsequently completed.

As described in the management information circular dated October 31, 2011 and pursuant to the terms of the amalgamation agreement between Afexa and the Offeror, each issued and outstanding Common Share, other than those held by the Offeror, have been exchanged for one redeemable preferred share of the amalgamated corporation ("**Amalco**"), which shares have been immediately redeemed at a price of

C\$0.85 per share by Amalco. As a result of the amalgamation, Valeant now owns all of the outstanding common shares of Amalco.

Applications have been filed to de-list the Common Shares from trading on the Toronto Stock Exchange ("TSX") and for Afexa to cease to be a reporting issuer. The TSX issued a bulletin on December 12, 2011 confirming that the Common Shares would be delisted at the close of business on December 13, 2011.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

None.

8. EXECUTIVE OFFICER

Robert Chai-Onn
Chairman
Afexa Life Sciences Inc.
1-949-461-6000

9. DATE OF REPORT

December 14, 2011