FORM 51-102F3
Material Change Report

Item 1 **Name and Address of Company**

Avivagen Inc. (the "Company")
100 Sussex Drive
Ottawa, Ontario K1A 0R6

Item 2 **Date of Material Change**

October 22, 2012

Item 3 **News Release**

News release attached as Schedule "A" was disseminated on October 26, 2012.

Item 4 **Summary of Material Change**

The Company issued a total of 5,071,429 common shares and an equal number of common share purchase warrants for gross proceeds of $355,000.03 through a non-brokered private placement. A further 285,714 common shares and 571,428 common share purchase warrants were issued to agents as commission for their efforts.

Item 5 **Full Description of Material Change**

See news release attached as Schedule "A".

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

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

Dr. Graham Burton, the Company's President, is knowledgeable about the material change and this report. His business telephone number is (613) 990-0969.

Item 9 **Date of Report**

October 29, 2012

SCHEDULE "A"

FOR IMMEDIATE RELEASE

AVIVAGEN COMPLETES PRIVATE PLACEMENT

OTTAWA, ONTARIO, October 26, 2012 – Avivagen Inc. (TSXV:VIV), a wellness company, today announced that it has issued a total of 5,071,429 common shares and an equal number of common share purchase warrants for gross proceeds of $355,000 through a non-brokered private placement.

This private placement involved the sale of units, each comprised of one common share and one common share purchase warrant, for a unit price of $0.07. Each warrant entitles the holder to acquire one common share of Avivagen at an additional purchase price of $0.10 per share for three years from closing.

In connection with the placement Avivagen also issued a total of 285,714 common shares and 571,429 warrants to agents as commissions for their efforts. The warrants are on the same terms as the warrants issued to subscribers.

The net proceeds of the proposed offering will be used to fund working capital and research and development expenditures and for general corporate purposes.

Avivagen CEO, Mr. David Hankinson, commented: "We are very pleased this round of investment includes Avivagen's first institutional investor. This marks an important milestone, confirming the progress the company has already made towards commercialization of its products. The funds will help accelerate commercialization of the companion animal and the food animal safety and productivity products."

The securities issued under this private placement are and will be subject to restrictions on transfer, including a hold period ending four months after issuance. The private placement remains subject to TSX Venture Exchange approval. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities.

About Avivagen
Avivagen, a wellness company, is developing and delivering products for animals and humans to assist in optimizing health and daily quality of life. Avivagen is advancing product candidates for the food animal market, companion animal market and various potential human applications. More information can be found at www.avivagen.com.

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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