

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Calyx Bio-Ventures Inc.
#450 – 400 Burrard Street
Vancouver, BC
V6C 3A6
(the “Company”)

Item 2 Date of Material Change

December 30, 2011

Item 3 News Release

The news release was disseminated on January 3, 2012 through the facilities of Canada Stockwatch and Market News Publishing Inc. and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has closed its non-brokered private placement (the “Private Placement”) of 3,428,333 common shares (“Shares”) at an offering price of \$0.15 per Share for gross proceeds of \$514,250. The proceeds of the Private Placement will be used by the Company for general working capital purposes and also to fund its interest in Agrisoma Biosciences Inc.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release dated January 3, 2012.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

W. Hugh Notman
President
Telephone: 604-689-2495

Item 9 Date of Report

January 9, 2012

Calyx Bio-Ventures Inc.
450 - 400 Burrard Street
Vancouver, British Columbia
V6C 3A6
Phone: 604-689-2495
Fax: 604-689-0014

January 3, 2012

TSX-V: CYX

NEWS RELEASE

Calyx Bio-Ventures Inc. Completes Private Placement Financing

Vancouver, British Columbia – Calyx Bio-Ventures Inc. (the “Company” or “Calyx”) is pleased to announce that, further to its news release of November 18, 2011, it has closed its non-brokered private placement (the “Private Placement”) of 3,428,333 common shares (“Shares”) at an offering price of \$0.15 per Share for gross proceeds of \$514,250.

The Shares issued pursuant to the Private Placement will be subject to a four month hold period expiring on May 1, 2012. Net proceeds of the Private Placement will be used by the Company for general working capital purposes and to continue to fund its interest in Agrisoma Biosciences Inc.

ON BEHALF OF THE BOARD

CALYX BIO-VENTURES INC.

(signed) “*W. Hugh Notman*”

By: W. Hugh Notman, President & CEO

For Further Information, please contact:

W. Hugh Notman
President
Tel: 604-689-2495
Email: hnotman@stirlingmercantile.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.