

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

BIOX Corporation
125 Lakeshore Road East, Suite 200
Oakville, Ontario
L6J 1H3

2. Date of Material Change

March 1, 2010.

3. News Release

BIOX Corporation ("BIOX") issued a news release through Canada NewsWire on March 1, 2010. A copy of that news release is attached to this report as Schedule A, and forms part of this report.

4. Summary of Material Change

On March 1, 2010, BIOX Corporation ("Original BIOX") and JJR IV Acquisition Inc. ("JJR") completed the amalgamation (the "Amalgamation") of Original BIOX and JJR to form a company known as "BIOX Corporation". The Amalgamation was completed pursuant to the terms and conditions of an amalgamation agreement between Original BIOX and JJR dated January 27, 2010 and resulted in the reverse take-over of JJR.

5. Full Description of Material Change

On March 1, 2010, Original BIOX and JJR completed the amalgamation of Original BIOX and JJR to form a company known as "BIOX Corporation". The Amalgamation was completed pursuant to the terms and conditions of an amalgamation agreement between Original BIOX and JJR dated January 27, 2010 and resulted in the reverse take-over of JJR.

Prior to the completion of the Amalgamation, the following related transactions were consummated:

- on February 25, 2010, the common shares of JJR were consolidated on a 24:1 basis and JJR was continued from British Columbia under the laws of Canada; and
- on February 28, 2010, 23,350,000 outstanding subscription receipts of Original BIOX (the "Subscription Receipts") (after giving effect to the repurchase by Original BIOX of 225,000 Subscription Receipts) were automatically exchanged,

without the payment of any additional consideration, for one post-consolidation common share of JJR.

At the effective time of the Amalgamation, among other things:

- each post-consolidation outstanding common share of JJR (including those issued upon the automatic exchange of the Subscription Receipts) and each outstanding common share of Original BIOX became one common share of BIOX;
- each outstanding option of Original BIOX (each an “Original BIOX Option”) became an option to purchase one common share of BIOX on the same terms as those contained in the Original BIOX Option immediately prior to the Amalgamation;
- each outstanding option of JJR (each a “JJR Option”) became an option to purchase one common share of BIOX on the same terms as those contained in the JJR option immediately prior to the Amalgamation;
- each outstanding Original BIOX warrant became a warrant to purchase one common share of BIOX on the same terms as those contained in the BIOX warrants immediately prior to the Amalgamation; and
- each outstanding Original BIOX special warrant became a special warrant of BIOX entitling the holder thereof to receive a specified number of warrants of BIOX, each such warrant exercisable for one common share of BIOX on the same terms as those contained in the BIOX special warrants immediately prior to the Amalgamation.

As a result of the Amalgamation, at the effective time of the Amalgamation, there were 45,597,074 common shares of BIOX outstanding, of which 21,747,073 were held by the former holders of Original BIOX shares, 23,350,000 were held by the former holders of Subscription Receipts and 500,001 of which were held by the former holders of common shares of JJR. As a result, (i) former shareholders of Original BIOX and purchasers of Subscription Receipts, and (ii) former shareholders of JJR owned, at the effective time of the Amalgamation, approximately 98.9% and 1.1%, respectively, of the issued, non-diluted common shares of BIOX. At the effective time of the Amalgamation, BIOX options to acquire 525,000 BIOX common shares and BIOX special warrants entitling the holders thereof to acquire warrants to purchase an aggregate of 2,428,571 common shares of BIOX (assuming that those warrants are not exercised on a cashless basis) were outstanding.

In connection with the completion of the Amalgamation, the common shares of BIOX were listed on the Toronto Stock Exchange effective at 5:01 p.m. (Toronto time) on March 2, 2010 under the symbol “BX” and the common shares of JJR were de-listed from the TSX Venture Exchange.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

7. Omitted Information

N/A

8. Executive Officer

Any enquiries with respect to this material change report or the transaction described in this material change report should be made to:

Christopher Clinning
Chief Financial Officer & Secretary
Telephone: (905) 337-4983
Email: cclinning@bioxcorp.com

9. Date of Report

March 5, 2010.

SCHEDULE “A” – PRESS RELEASE

BIOX CORPORATION ANNOUNCES COMPLETION OF AMALGAMATION WITH JJR IV ACQUISITION INC.

Toronto, Ontario – March 1, 2010 – BIOX Corporation (“BIOX”) (TSX: BX) announced that, further to the press release of JJR IV Acquisition Inc. (“JJR”) dated January 28, 2010, BIOX and JJR have completed the amalgamation (the “Amalgamation”) of BIOX Corporation (“Original BIOX”) and JJR, to form a company known as “BIOX Corporation”, which resulted in the reverse take over of JJR. The Amalgamation and certain related matters were approved at meetings of the JJR shareholders and the shareholders of Original BIOX, each held on February 25, 2010. Prior to the Amalgamation, each outstanding common share of JJR (each a “JJR Share”) was consolidated on a 24 to 1 basis.

In connection with the completion of the Qualifying Transaction, the common shares of BIOX (the “BIOX Shares”) will be listed on the Toronto Stock Exchange effective at 5:01 p.m. (Toronto time) on March 2, 2010 under the symbol “BX” and the common shares of JJR will be de-listed from the TSX Venture Exchange.

BIOX is a renewable energy company that designs, builds, owns and operates biodiesel production facilities, including a biodiesel production facility in Hamilton, Ontario, Canada with a nameplate capacity of 67 million litres per year. BIOX has an innovative, proprietary and patented production process that is faster and achieves higher yields than competing methods of biodiesel production, while utilizing a variety of feedstocks - from pure seed oils to animal fats to recovered vegetable oils with no change to the production process. BIOX’s high quality biodiesel fuel meets both North American (ASTM D-6751) and European (EN 14214) quality standards. BIOX is Canada’s largest biodiesel producer and is focused on building, owning and operating a network of commercial scale biodiesel production facilities, utilizing its proprietary and patented process technology capable of producing the highest quality, renewable, clean burning and biodegradable biodiesel fuel in jurisdictions where clearly defined renewable fuel standards policies exist.

Following completion of the Amalgamation, the directors and officers of BIOX are as follows:

Directors:

- Timothy R. Haig
- T. Robert Beamish
- David Colcleugh
- William Lambert
- Michael J. Salamon

- W. James Whitaker

Officers:

- Timothy R. Haig, Director, President and Chief Executive Officer
- Kevin W. Norton, Chief Operating Officer
- Christopher A. Clinning, Chief Financial Officer and Secretary
- Nakyun G. Paik, Vice President, Operations
- Neil Van Knotsenburg, Vice President, Projects
- Scott Lewis, Vice President, Business Development and Sales

Upon completion of the Amalgamation, Birch Hill Equity Partners III, LP, Birch Hill Equity Partners (US) III, LP, Birch Hill Equity Partners (SC) III, LP and Birch Hill Equity Partners (Entrepreneurs) III, LP own 7,475,000 common shares of BIOX (each a “BIOX Share”) (approximately 16.4% of the BIOX Shares). Birch Hill Equity Partners Management Inc. is the general partner of each of the named limited partnerships.

On February 28, 2010, 23,350,000 outstanding subscription receipts (the “Subscription Receipts”) (after giving effect to the repurchase by Original BIOX of 225,000 Subscription Receipts) of Original BIOX were automatically exchanged, without the payment of any additional consideration, for one post-consolidation JJR Share.

At the effective time of the Amalgamation, among other things:

- each post-consolidation outstanding JJR Share (including those issued upon the automatic exercise of the Subscription Receipts) and each outstanding common share of Original BIOX became one BIOX Share
- each outstanding option of Original BIOX (each an “Original BIOX Option”) became an option to purchase one BIOX Share on the same terms as those contained in the Original BIOX Option immediately prior to the Amalgamation;
- each outstanding option of JJR (each a “JJR Option”) became an option to purchase one BIOX Share on the same terms as those contained in the JJR option immediately prior to the Amalgamation;
- each outstanding Original BIOX warrant became a warrant to purchase one BIOX Share on the same terms as those contained in the BIOX warrants immediately prior to the Amalgamation;

- each outstanding Original BIOX special warrant became a special warrant of BIOX entitling the holder thereof to receive a specified number of warrants of BIOX, each such warrant exercisable for one BIOX Share on the same terms as those contained in the BIOX special warrants immediately prior to the Amalgamation.

As a result of the Amalgamation, there are 45,597,074 BIOX Shares outstanding, of which 21,747,073 were, the effective time of the Amalgamation, held by the former holders of Original BIOX shares, 23,350,000 are held by the former holders of Subscription Receipts and 500,001 are held by former holders of JJR Shares. As a result, (i) former shareholders of Original BIOX and purchasers of Subscription Receipts, and (ii) former shareholders of JJR own approximately 98.9% and 1.1%, respectively, of the issued, non-diluted BIOX Shares. Following completion of the Amalgamation, BIOX options to acquire 525,000 BIOX Shares and BIOX special warrants (entitling the holders thereof to acquire warrants to purchase an aggregate of 2,428,571 BIOX Shares, assuming that those warrants are not exercised on a cashless basis) are outstanding.

For further information regarding the Amalgamation and related transactions, BIOX, Original BIOX and JJR, please see the management information circular of JJR dated January 27, 2010 which is available on SEDAR at www.sedar.com.

NOT FOR DISTRIBUTION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW.

Neither the 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 of this release.

Notice on Forward-Looking Statements:

Certain statements in this press release constitute “forward-looking” statements that involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, objectives or achievements of BIOX, or industry results, to be materially different from any future results, performance, objectives or achievements expressed or implied by such forward-looking statements. These statements reflect BIOX’s current views regarding future events and operating performance are based on information currently available to BIOX, and speak only as of the date of this press release. These forward-looking statements involve a number of risks, uncertainties and assumptions and should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such performance or results will be achieved. Many factors could cause the actual results, performance or achievements of BIOX to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including those factors discussed in BIOX’s publicly available disclosure documents, as filed by BIOX on SEDAR (www.sedar.com). Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this press release as intended, planned, anticipated, believed, estimated or expected. Unless required by applicable

securities law, BIOX does not intend and does not assume any obligation to update these forward-looking statements.

For further information please contact Christopher Clinning, Chief Financial Officer of BIOX, at 905 – 337- 4970.