BIOX Corporation

ANNUAL INFORMATION FORM

For the Financial Year Ended
September 30, 2011

December 28, 2011

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EXPLANATORY NOTES

General

The fiscal year end of BIOX Corporation is September 30.

The information in this Annual Information Form is stated as at September 30, 2011, unless otherwise indicated.

Unless otherwise indicated or the context otherwise requires, all references in this Annual Information Form to “BIOX”, “the Company”, “we”, “us”, “our”, and “our company” refer to BIOX Corporation and its predecessors and material subsidiaries and all references to “$” or “dollars” are to Canadian dollars.

Forward-Looking Information

This Annual Information Form contains “forward-looking information” which may include, but is not limited to, statements with respect to estimates of future expenses, revenue and profitability; trends affecting financial condition and results of operations; the ability to obtain customer orders; the availability and terms of additional capital; dependence on key suppliers, manufacturers and strategic partners; industry trends and the competitive environment; the impact of losing one or more senior executives or failing to attract additional key personnel; and other factors referenced in this Annual Information Form, including those set forth under the caption “Risk Factors” in this Annual Information Form. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of our company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Those factors include, among others, general business, economic, competitive, political, regulatory and social uncertainties; as well as those factors discussed in the section entitled “Risk Factors” in this Annual Information Form. Readers are cautioned that the foregoing list of factors and those contained elsewhere in this Annual Information Form are not exhaustive. We have made certain assumptions used in the preparation of the forward looking information, which include but are not limited to the fact that our results of operations and business outlook are highly dependent on a mix of legislation and producer payment programs and tax credits, and upon commodity process, which are subject to significant volatility and uncertainty. Some of the assumptions used in the preparation of this Annual Information Form, although considered reasonable by us at the time of preparation, may prove to be incorrect. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this Annual Information Form are made as of the date of this Annual Information Form and we disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements due to the inherent uncertainty in them**.** All subsequent forward-looking statements, whether written or oral, attributable to our company or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements.

Market Industry Data

The market and industry data contained in this Annual Information Form is based upon information from independent industry and other publications and our knowledge of, and experience in, the industry in which we operate. Market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data are not guaranteed. We have not independently verified any of the data from third party sources referred to in this Annual Information Form or ascertained the underlying assumptions relied upon by such sources.

CORPORATE INFORMATION

Name and Organization

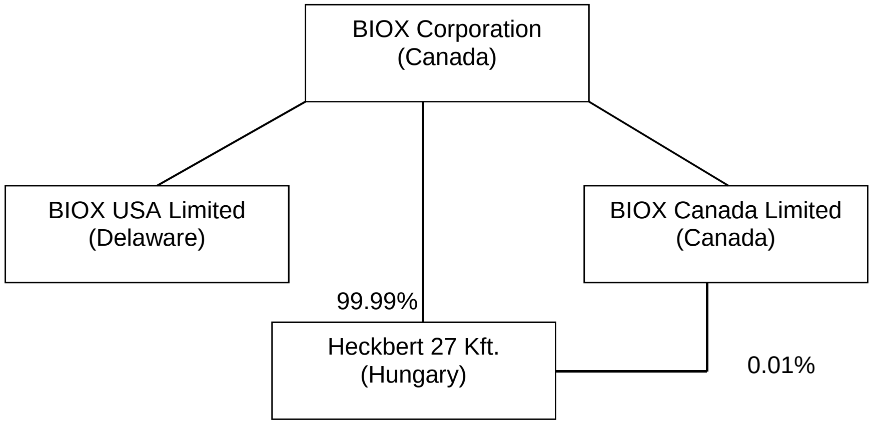
BIOX Corporation is a corporation established under the *Canada Business Corporations Act* by Articles of Amalgamation dated March 1, 2010.

The head and registered office of BIOX Corporation is located at 125 Lakeshore Road East, Suite 200, Oakville, Ontario.

Structure of BIOX

A predecessor corporation of BIOX Corporation, which was also called BIOX Corporation, or Old BIOX, was incorporated under the *Canada Business Corporations Act* on September 26, 2000. Old BIOX entered into an Amalgamation Agreement with JJR IV Acquisition Inc., or JJR, on January 27, 2010, which provided for the reverse take-over of JJR by Old BIOX by way of amalgamation. In connection with the amalgamation, Old BIOX completed a private placement of subscription receipts for aggregate gross proceeds of $46.7 million. The subscription receipts were exchanged for common shares of JJR prior to the completion of the amalgamation of JJR and Old BIOX and the net proceeds of the private placement were released to Old BIOX upon completion of the amalgamation. Under the terms of the amalgamation, each outstanding Class A share and common share of Old BIOX and each common share of JJR was exchanged for one common share of the amalgamated corporation. The amalgamation was completed on March 1, 2010 with the amalgamating corporations continuing as “BIOX Corporation”. In connection with the completion of the amalgamation, the common shares of the amalgamated corporation were listed on the Toronto Stock Exchange on March 2, 2010 under the symbol “BX”.

The following chart outlines our corporate structure and identifies the jurisdictions of each of BIOX Corporation's material subsidiaries. Each material subsidiary is wholly-owned by its parent company except as indicated below.



BIOX Corporation	–	Corporate holding company and head office functions in Oakville, Ontario.
BIOX Canada Limited	–	Owner and operator of the existing Hamilton, Ontario production facility.
BIOX USA Limited	–	Registered distributor and blender of biodiesel with storage facilities in Bayonne, New Jersey.
Heckbert 27 Kft.	–	Current owner of BIOX's process intellectual property outside of Canada.

OUR BUSINESS

General Development of the Business

We design, build, own and operate biodiesel production facilities. We produce biodiesel using our own technology and innovative, proprietary technology and patented process. We produce, market and sell biodiesel, bioheavies and glycerin. We produce biodiesel that meets or exceeds American Society of Testing Materials, or ASTM, quality standards using multiple feedstocks, including animal fats and recycled oils. Through BIOX Canada Limited, we currently own and operate a fully continuous flow biodiesel production facility in Hamilton, Ontario that has a nameplate production capacity of 67 million litres per year. This facility has the ability to process lower cost higher free fatty acid, or FFA, feedstock available at any given time. Since production commenced, the facility has processed mainly higher FFA animal fats, or tallows, and yellow grease, but has also processed a variety of pure seed oil feedstocks including soy bean oil and canola.

Three Year History

In September 2000, we acquired a license from the University of Toronto Innovations Foundation and Dr. David Boocock, past Chair of the Faculty of Chemical Engineering and Applied Chemistry at the University of Toronto, to commercialize a new process to produce biodiesel. In April 2001, we built a one million litre per year capacity pilot plant in Oakville, Ontario to test and confirm the efficacy of the chemical reactions that were originally discovered by Dr. Boocock, as well as demonstrate a scale-up from his bench lab unit by approximately 70 times. This pilot plant achieved conversions of greater than 99% on a wide variety of feedstocks, including soybean and canola oils, inedible and edible tallows, yellow grease and palm oil into biodiesel. In 2002, we acquired the process patents relating to the chemical reactions.

In May 2004, we designed and built a second one million litre per year capacity pilot plant outside of Boston, Massachusetts, at the fabrication facility of one of our equipment suppliers. The focus of this second plant was to improve the efficiencies of biodiesel production operations, specifically the separation of the various finished products. The pilot plant was closed in late 2004.

In 2006, we completed construction of our existing commercial scale facility in Hamilton, Ontario and, after completing the commissioning phase in April 2007, began producing biodiesel on a consistent basis. The Hamilton production facility was considered available for its intended use starting in April 2007 and, since April 2008, the plant has been operating both production trains simultaneously each month. The facility has a nameplate production capacity of 67 million litres per year and has produced product on a consistent basis as demonstrated by the approximate 207 million litres of on-specification biodiesel produced to September 30, 2011. As of September 30, 2011, we had sold approximately 207 million litres of biodiesel and 17 million litres of bioheavies.

In June 2008, Bill C-33, an amendment to the *Canadian Environmental Protection Act*, was given Royal assent. Included in Bill C-33 is the requirement for a minimum of 2% renewable content in the Canadian petroleum diesel fuel pool by no later than 2012. With the publication of the Canada Gazette Part I on April 10, 2010, the Government of Canada announced that it was moving forward with proposed regulations that would require an average renewable fuel content to be blended into gasoline, diesel fuel and heating oil. In August 2010, the Canadian federal government enacted regulations that require an average renewable fuel content to be blended into gasoline, diesel fuel and heating oil. The first compliance period for the 5% renewable content in gasoline requirement commenced on December 15, 2010 and runs to December 31, 2012. Biodiesel qualifies as renewable content and therefore can be used to comply with the requirement. BIOX Canada Limited is registered under the *Canadian Environmental Protection Act* as a renewable fuel producer and therefore its production qualifies as renewable content under the program. The commencement of the 2% renewable diesel requirement went into effect July 1, 2011, with an 18-month initial compliance period ending December 31, 2012. The 2% blending volumes are averaged over the compliance period. Each subsequent compliance period will run on a 12-month basis. At the provincial level, several provinces, including Ontario, Québec, Manitoba, Saskatchewan, Alberta and British Columbia, provide incentives to users and producers of biodiesel.

In March 2010, we submitted an application for incentive funding under the Canadian government's ecoENERGY for Biofuels program in relation to a second 67 million litre per annum nameplate capacity biodiesel facility. On October 4, 2010, we announced that we had received notification from National Resources Canada that our application had met all requirements to be considered for incentive funding but that the ecoENERGY program was unable to fund all of the biodiesel projects that met the program's requirements due to insufficient funding. As a result, sufficient funds were not available under the program to fund a second Hamilton facility. In August, 2011, we decided to proceed with our planned expansion for a second BIOX facility, which will be located in the U.S. and is expected to be larger than our existing Hamilton facility. We are in the process of finalizing definitive agreements with the owner of the site for the land lease, long term tank rentals, terminal services and other infrastructure requirements. This site, which is located in a transportation hub, is consistent with our strategy of locating our facilities adjacent to large scale petroleum storage and diesel distribution infrastructure and users of petroleum diesel and blenders of biodiesel in order to minimize transportation costs to them. We are proceeding with the detailed planning phase of the project, including commencement of the permitting process. Our current estimate for date of completion of the facility for commissioning is December 2013.

Effective July 1, 2010, the Renewable Fuels Standard in the United States, or RFS2, specifically provides for a renewable component in U.S. diesel fuel. RFS2 required the use of 500 million gallons of Biomass-based diesel in 2009, increasing to one billion gallons in 2012. From 2012 through 2022, a minimum of one billion U.S. gallons must be used domestically, and the Administrator of the Environmental Protection Agency, or EPA, has the authority to increase the minimum volume requirement. RFS2 required 1.15 billion U.S. gallons of Biomass-based diesel to be used in the United States by the end of 2010, which is the combined 2009 and 2010 volumes. To qualify as Biomass-based diesel, the fuel must reduce greenhouse gas, or GHG, emissions by 50% compared to petroleum diesel. Biodiesel produced from soybean oil is assessed by the EPA to reduce GHG emissions by 57% compared to petroleum diesel fuel, and the EPA's analysis recognizes that the GHG reduction could be as high as 86% for biodiesel made from waste oils, waste grease and animal fats. In November 2010, the EPA confirmed 2011 overall volumes, including the required use of a minimum 1.35 billion U.S. gallons of Advanced Biofuels including a minimum 800 million U.S. gallons of Biomass-based diesel in U.S. diesel fuel. The EPA has recommended that the minimum volume of Biomass-based diesel will be one billion U.S. gallons in 2012 and increase to 1.28 billion U.S. gallons in 2013. Our wholly-owned subsidiaries are registered with the EPA as a Foreign Renewable Fuel Producer (BIOX Canada Limited), and as a Renewable Fuel Importer and Renewable Identification Number, or RIN, Generator (BIOX USA Limited).

In December 2010, legislation was passed in the United States that provided for the reinstatement of a biodiesel tax incentive through to December 31, 2011 and is retroactive to January 1, 2010. The reinstatement of the biodiesel tax incentive allowed us to invoice $3.5 million in sales to our customers related to biodiesel sold during fiscal 2010, the full amount of which has been collected. We believe that the reinstatement of the biodiesel tax incentive is significant as we continue to sell into a U.S. market that requires the blending of a minimum one billion U.S. gallons of Biomass-based diesel into the petroleum pool in 2012. The biodiesel tax incentive expires on December 31, 2011 and we are unable to predict whether the incentive will be reinstated at a later date and if such reinstatement may be applied on a retroactive basis as was done in 2010.

In May 2011, we announced that we received an exemption from the European Union, or EU, on its revised tariffs that the European Commission had implemented on Canadian and U.S. imports of biodiesel. In 2009, the EU imposed tariffs on U.S. biodiesel imports of greater than B-20 (more than 20% biodiesel blended with less than 80% petroleum diesel) in order to offset the benefit of the U.S. Blender Tax Credit. The revised tariffs now include all biodiesel imports from the U.S. and include imports of Canadian biodiesel blends of greater than B-20 in order to prevent the alleged circumvention of the original policy by re-labeling U.S. originated biodiesel as "Canadian origin" and selling into the EU market. The exemption we received ensures that we retain unencumbered access to export our product to the EU and provides us with broad market access to execute our sales strategy in both North America and Europe.

In July 2011, we announced that we secured funding to undertake upgrades to our Hamilton production facility to improve the quality of our glycerin by-product from crude to technical grade, $4.8 million of such funding to be used for the final design and construction costs of a stand-alone glycerin refinement facility within the existing Hamilton facility. Our Hamilton facility currently produces approximately 9.4 million pounds of crude glycerin annually. Technical grade glycerin currently carries a wholesale market value of approximately $0.30 to $0.40 per pound with market applications whereas crude glycerin has limited market applications and requires storage and handling costs that exceed its market value. The upgrades commenced in the fall of 2011, and we expect to be fully operational by mid 2012.

Description of the Business

Our technology and patented process enables us to produce biodiesel that meets ASTM D6751 biodiesel standards using a variety of feedstocks, including pure seed oils, animal fats and recycled oils. Unlike many of our competitors, we can produce biodiesel from feedstocks such as animal fats, greases and other raw materials containing a higher percentage of free fatty acids (up to 10%) without pre-treatment, while maintaining conversion yields of greater than 99% of available triglycerides and free fatty acids. Our process allows us to utilize a wide variety of feedstocks with little or no change to the chemistry of the process (meaning the chemicals or the proportions used), incurring additional production costs or compromising on yield or quality of the finished product. We believe this is a significant competitive advantage, as the market price for feedstocks (such as tallows) with higher fatty acid content has historically been, and continues to be, significantly below the price of pure vegetable oils (such as soybean oil). We believe that our technology and process enable us to consistently purchase and process lower priced feedstocks available at any given time.

Our production process completes both the transesterification of triglycerides and the esterification of free fatty acids into methyl esters in a continuous process that is complete from start to finish in less than 90 minutes, compared to the processes of many of our competitors which require several hours or longer. We have demonstrated that our multi-feedstock capability, combined with a continuous conversion process performed at near ambient temperature and atmospheric pressures, enables us to produce ASTM standard biodiesel in a manner which we believe is more efficient than many of our competitors.

On a consolidated basis, we had revenues of $97.3 million in 2011, $40.2 million in 2010 and $48.9 million in 2009. All of our revenue is currently earned through sales to major distributors of petroleum distillates. In 2011, approximately 24.4% of our sales were made in Canada and approximately 75.6% were made in the United States, while in 2010, 92.5% of our sales were made in Canada and 7.5% were made in the United States and in 2009 100% of our sales were made in Canada.

We currently have operations in Canada, as well as subleased storage assets in the United States.

Principal Products and Services

Our principal product is biodiesel. Our biodiesel product meets ASTM grade quality standards and has a wide variety of uses. In addition to its principal use as a fuel for on-road transportation, biodiesel can be used in a variety of other applications, including heating oil, marine transportation, electrical generation, farming equipment and mining operations. In addition to ASTM grade biodiesel, our production process generates a lower grade form of biodiesel that can be sold for use as industrial heating oil or heating oil fuel additive.

Like other biodiesel production processes, our process also generates glycerin as a by-product. The glycerin produced by our Hamilton facility is combined with a high concentration of salts. This glycerin/salts complex is of nominal value. At future production facilities, we intend to produce technical grade glycerin without the high salt content. We are in the process of upgrading our current facility with a view to improving the quality of our glycerin by-product from crude to technical grade. Technical grade glycerin (at least 95% purity), can meet the standards for many technical or industrial applications including foods and beverages, animal feed and plastics.

Through BIOX USA Limited, we lease three heated tanks, with a total capacity of approximately 9.7 million litres, in Bayonne, New Jersey. In 2011, sales were primarily delivered from our storage facility in Bayonne, compared with sales in 2010 that were primarily delivered directly from our facility in Hamilton, Ontario. The delivery point of our biodiesel was changed from Hamilton to Bayonne as BIOX USA Limited is registered with the EPA as a Renewable Fuel Importer and RIN Generator. Registration under RFS2 provides us with access to the U.S. renewable fuels market, including the ability to generate RINs which are required for obligated parties in the U.S. We expect that the majority of our sales will continue to be delivered through BIOX USA Limited in the foreseeable future.

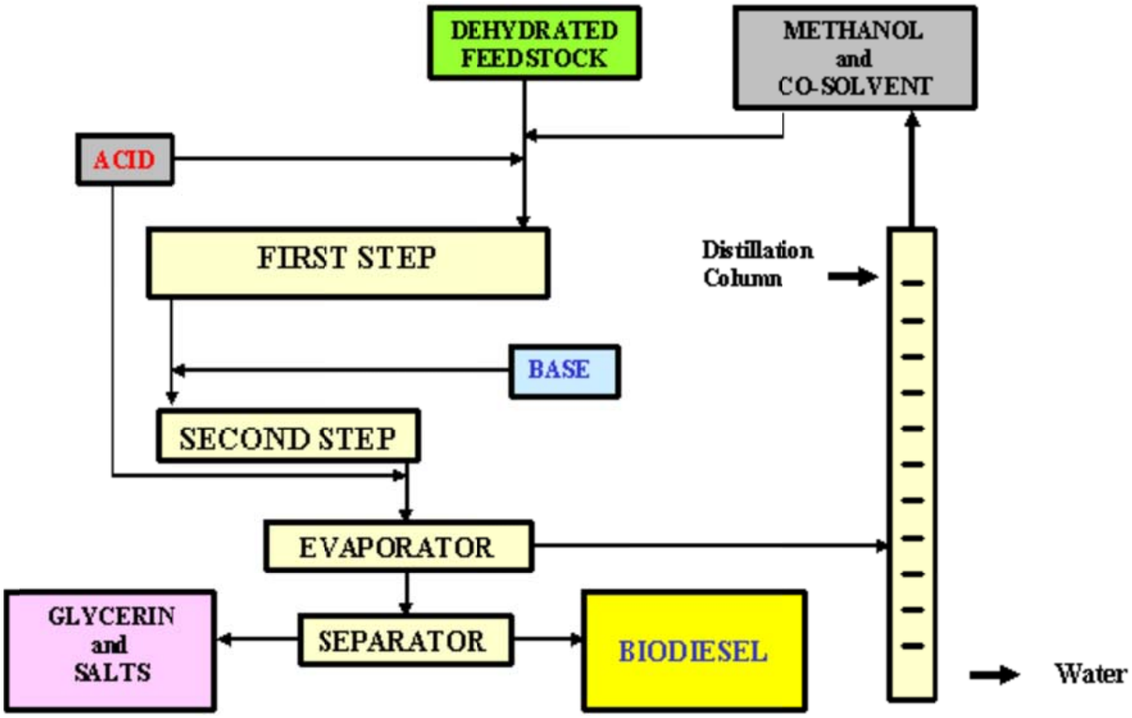
In 2011, one customer accounted for approximately 30% of our consolidated revenues, while in 2010, two customers accounted for approximately 66% of our consolidated revenues and in 2009 two customers accounted for approximately 46% of our consolidated revenues.

We have qualified for production incentives under the Canadian government's ecoENERGY for Biofuels program in respect of our existing Hamilton production facility. This program commenced in April 2008 and commits up to $1.5 billion to be allocated over a nine year period towards an operating incentive to producers of renewable alternatives to diesel, such as biodiesel, and gasoline, in order to stimulate growth and investment into new biofuel production capacity. In the case of biodiesel, the incentive rates from the federal government were up to $0.20 per litre for the first three years. BIOX Canada Limited has executed a contribution agreement (specific to the Hamilton plant) with Natural Resources Canada to receive up to $72 million over the life of the program and has been receiving payments under this program, which commenced in April 2008. Changes to the ecoENERGY for Biofuels program were implemented in December 2009 and applied retroactively to the start of the program. These changes fixed the incentive rate for qualified sales of biodiesel at $0.26 per litre, $0.24 per litre, $0.20 per litre, $0.18 per litre, $0.14 per litre, $0.10 per litre, $0.08 per litre, $0.06 per litre and $0.04 per litre for the first, second, third, fourth, fifth, sixth, seventh, eighth and ninth years of the program, respectively. During 2011, we recognized incentive revenues from the program and submitted payment claims totaling $11.5 million. During 2010, we recognized incentive revenues from the program and submitted payment claims totaling $9.3 million and during 2009, we recognized incentive revenues from the program and submitted producer payment claims totaling $14.2 million, of which $4.2 million represented a retroactive adjustment related to 2008 and 2009.

BIOX's Production Process

Our production process converts both triglycerides and free fatty acids in a two-step, single phase, continuous process at near ambient temperatures and atmospheric pressures, all in less than 90 minutes. Through the addition of a co-solvent, we convert first the FFA and then the triglycerides into methyl esters without any pre-treatment step. Our biodiesel production process results in conversion yields of greater than 99% of available triglycerides and free fatty acids, which is the extent to which feedstock is fully converted into methyl esters. Of the methyl esters produced in the process, approximately 90% to 95% is produced to meet ASTM standards, with the balance consisting of a lower grade form of heating oil. Our ability to produce a higher percentage of ASTM grade biodiesel varies according to the qualities of the feedstock used in our production process. The BIOX process allows us to achieve feedstock conversion yields of greater than 99% of available triglycerides and free fatty acids, even when using higher FFA feedstocks such as tallow (animal fats) or crude palm oil. We recapture and recycle approximately 99.97% of the co-solvent used in the production process.

The following diagram illustrates, in simplified form, the BIOX biodiesel production process.



Our biodiesel production process results in consistent quality production of ASTM standard biodiesel through the use of our quality control and assurance operations which follow industry standards such as International Organization for Standardization, or ISO, 14000 (Environmental – Air, Noise, Water), ISO 9000-2000 (Quality Control/Quality Assurance) and BQ 9000 (a voluntary biodiesel industry standard). We have engaged an international chain of independent laboratories to oversee the chain of custody from feedstock to finished biodiesel, analyzing and certifying compliance to the ASTM D6751 standard on all biodiesel produced and shipped from our Hamilton facility. We believe this program is imperative to our ability to demonstrate and ensure the quality of our biodiesel on a consistent basis to the oil and gas industry.

Our patented process allows us to use lower cost feedstocks to produce consistent high quality ASTM D6751 standard biodiesel. As a result, we achieve this production with reduced environmental discharges, continuous processing and reduced processing time. The use of a continuous, rather than batch, process results in greater efficiencies and product consistency. Batch production processes are inherently less efficient due to the losses that result when each batch run is completed and a new batch must be initiated from the beginning. Our continuous process minimizes wasted feedstock, chemicals and energy while also minimizing production times.

Facilities

The following table sets out certain information regarding our material leased premises, all of which are in good standing:

Location	**Square Footage**	**Lease Expiry**	**Renewal Terms**
Oakville, Ontario (head office)................................	7,242	May 31, 2013	One five year renewal option
Hamilton, Ontario (land lease)	182,601	October 31, 2014	One 10 year renewal option
Hamilton, Ontario (plant office and land lease).......	25,495	October 31, 2014	One 10 year renewal option

Raw Materials and Component Parts

Since feedstocks represent a majority of biodiesel's production cost, it is imperative that we are able to acquire them at a reasonable cost in order to be competitive in the marketplace. In addition to higher FFA feedstock, we also purchase non-food grade, lower priced seed oils whenever available at advantageous prices. We have a volumetric contract with a major North American rendering company to broker the supply of 100% of the feedstock required for our Hamilton facility to produce at 100% of capacity.

Our production process utilizes certain commonly consumed industrial chemicals that are readily available, both locally and globally. Of these chemicals, we consume methanol in the greatest volume. Our primary chemical supplier is Brenntag Canada, with whom we have a contract to provide methanol, a methanol/sodium hydroxide blend, sulphuric acid and a tetrahydrafuran/methanol blend on an ongoing basis.

Environmental Matters

We are required to comply with a complex and evolving body of environmental and occupational health and safety laws concerning, among other things, air emissions, discharges to soil, surface water and groundwater, noise and odour control, the generation, use handling, storage, transportation and disposal of toxic and hazardous substances, materials and waste, the clean-up of contamination, indoor air quality, permitting and worker health and safety, which we refer to as EHS Laws in this Annual Information Form. The EHS Laws can fall within Canadian federal, provincial or municipal jurisdictions. We may also transport material outside Canada and, as a result, we are also subject to certain laws in those jurisdictions.

We are required to submit quarterly reports to various agencies regarding environmental matters. These reports are completed at minimal cost. We currently pay approximately $15,000 per month in fees related to the City of Hamilton's Sewer By-Law Overstrength Agreement, which we anticipate continuing to pay for the foreseeable future. Additional mitigation measures are required in order to comply with the Ontario Ministry of Environment's sound level limits in accordance with our Certificate of Approval (Air) and our Noise Abatement Action Plan, or NAAP. The costs of the NAAP are included in the $620,000 capital expenditure estimate for environmental projects for our financial year ended September 30, 2012. These environmental protection requirements are not expected to impact our competitive position in the current or future years.

Our operations also involve the use of large and complex machinery and equipment and exposure to various hazardous substances. Certain EHS Laws impose joint and several liability for the costs of investigation and clean-up of contaminated properties, including neighbouring lands and properties where contaminants have migrated or where waste has been disposed. Liability may attach regardless of fault, the legality of the original operation or disposal, or the ownership of the site. The lands on which our Hamilton production facility is located, as well as the surrounding lands, have been used for commercial and light to heavy industrial operations for many years, including operations related to transportation and trucking, automotive repair, machine shops, petroleum storage, manufacturing, landfills and recycling. Over such time, the soil and groundwater have been impacted by various substances, including petroleum hydrocarbons and metals. Prior to commencement of the construction of the Hamilton facility, we conducted Phase I, II and III audits and a risk assessment on the lands surrounding the

Hamilton facility and have undertaken some remediation of these lands, including soil and groundwater. Although it is possible that additional costs will be required to conduct further remediation of the lands, we do not anticipate that any action will be required while our operations are ongoing.

Our operations are required to have governmental permits and approvals. We believe that we have obtained all necessary permits and approvals that are material for the operations of our Hamilton production facility; however, any of these permits or approvals may be subject to denial, revocation or modification under various circumstances. Failure to obtain or comply with the conditions of permits and approvals, or to have the necessary approvals in place, may adversely affect our operations and may subject us to penalties.

Employees

As at September 30, 2011, we had 48 employees.

Market

We sell biodiesel directly to customers and in the North American biodiesel spot market. Since biodiesel can be used as a direct substitute for petroleum diesel or be blended with petroleum diesel, the market for biodiesel is similar to that of petroleum diesel. Both B100 biodiesel, which is 100% biodiesel not blended with petroleum diesel, and blended biodiesel can be sold as a commodity through standard diesel distribution channels or it can be sold directly to large fleet or commercial buyers. For example, large transportation companies using heavy trucks represent an opportunity for biodiesel sales.

Biodiesel is distributed primarily through independent petroleum distributors who purchase the biodiesel and transport it by truck or rail and then blend it with petroleum diesel for the end-user customer. The supply of feedstock and the distribution of biodiesel production requires management of a complicated logistical system. Ideal sites for biodiesel production facilities would include those with truck, rail and barge access near feedstock sources and biodiesel distribution facilities, such as blending facilities at major diesel terminals or large fleet refueling stations. Biodiesel can also be transported by pipeline so locating a production facility near existing refined products pipelines can facilitate access to distant markets.

Marketing Plans and Strategies

Over the long term, we plan to secure contracts with customers where advantageous. However, we also intend to maintain a portion of our fuel available for sale in the spot market at any given time to take advantage of higher margin opportunities. As the biodiesel market grows and penetrates the mainstream petroleum diesel market, we intend to target sales directly to major petroleum companies for use as an on-road transportation fuel and then potentially expand into non-traditional biodiesel applications.

Key elements of our strategy include:

- *Focus on strategic locations*. Within the markets identified below, we intend to locate our facilities adjacent to large scale petroleum storage and diesel distribution infrastructure and users of petroleum diesel and blends of biodiesel in order to minimize transportation costs to them. Our multi-feedstock capability provides increased flexibility to determine where to locate production facilities. Rather than being forced to locate a facility near a particular feedstock source, we are able to take advantage of the existing distribution networks of petroleum industry customers by establishing facilities adjacent to their distribution infrastructure. In addition, we intend to locate within close proximity to port, rail and other transportation hubs.

- *Establish production facilities in attractive markets*. We plan to establish production facilities in markets that are the *most* attractive to us, taking into account a number of factors, such as the nature of legislation or policies promoting the use of biodiesel and other renewable fuels, existing petroleum storage and distribution infrastructure, availability of feedstock, and economic and political stability. We also intend to locate in industrial centres where petroleum diesel use is high.

- *Continue to focus on process improvement and research and development*. We will continue to refine our production technology and develop process improvements aimed at increasing efficiency and reducing production costs. We will also continue to conduct research and development, including supporting research initiatives at educational institutions and enhancing our in-house research and development program. Our research and development will focus on areas such as new sources of feedstock, new technologies and increasing the value of by-products.

- *Continue to monitor emerging biodiesel markets*. We intend to seek out opportunities to exploit emerging biodiesel markets outside of North America and Europe as those markets develop. In addition to owning and operating additional production facilities, other profitable business models may develop in these markets, including opportunities to license our patented biodiesel production process.

Competitive Conditions

Our competitors principally consist of three types of producers: agricultural and food processing companies which produce biodiesel using their agricultural products such as feedstocks; specialized commercial scale biodiesel producers; and small volume producers. Generally, large international agricultural companies are focused on producing biodiesel with a single feedstock, which is often a raw material they grow to support their agricultural business. Specialized producers are often limited to using certain specific types of feedstocks in their production processes and may often use batch production processes that are less efficient than continuous processes. Small producers generally do not produce biodiesel that meets the ASTM quality standard nor is it economically viable to perform independent testing to validate conformity to these standards for every load sold. We believe that our multi-feedstock capability, efficient production process and high quality product enables us to compete effectively with other biodiesel producers.

We intend to expand operations to both the United States and Europe and expect to face increasing competition from international biodiesel producers. The biodiesel markets in Europe and, to a lesser extent, the United States, are more mature than the Canadian market and each has more producers with greater total production capacity. We are proceeding with our planned expansion for a second BIOX facility, which will be located in the U.S. and is expected to be larger than our existing Hamilton facility. We are in the process of finalizing definitive agreements with the owner of the site for the land lease, long term tank rentals, terminal services and other infrastructure requirements. This site, which is located in a transportation hub, is consistent with our strategy of locating our facilities adjacent to large scale petroleum storage and diesel distribution infrastructure and users of petroleum diesel and blenders of biodiesel in order to minimize transportation costs to them. We are proceeding with the detailed planning phase of the project, including commencement of the permitting process. Our current estimate for date of completion of the facility for commissioning is December 2013.

Our competitive strengths include:

- our proprietary and patented production process, which is capable of converting lower cost feedstocks with little or no change to the chemical process or increase in production costs while achieving yields of greater than 99% of available triglycerides and free fatty acids, and which use less time and energy than traditional processes; and

- our commercial scale, which includes a modular plant design and assembly with standard engineering of components.

We believe that our competitive position within the markets in which we operate and plan to operate will be affected primarily by the following factors:

- the price of feedstocks used in our production process and the price of petroleum diesel;

- the introduction and maintenance of government mandates and incentives for the use of biodiesel and other renewable fuels;

- our ability to consistently deliver large volumes of biodiesel that meet the ASTM quality standard;
- our ability to successfully implement and manage our expansion strategy; and
- technological innovations relating to the production of biodiesel.

Cycles

Our operating results are influenced by fluctuations in the price of feedstocks and the price of biodiesel. Our finished goods inventory levels have historically fluctuated, and may in the future fluctuate, as a result of market conditions for biodiesel. Those fluctuations have been, and may in the future be, material. In the longer term we may, from time to time, choose to maintain high levels of finished goods inventory in order to maximize the selling price and gross margin we achieve on sales of our biodiesel, and doing so may adversely impact our total sales and gross margins and cause fluctuations in our quarterly financial results.

Proprietary Protection

BIOX Corporation's process intellectual property outside of Canada is owned by its subsidiary, Heckbert 27 Kft. in Hungary. Heckbert 27 is in the process of being wound up and its process intellectual property is being repatriated to BIOX. The wind up of Heckbert 27 is expected to be completed by mid 2012. BIOX is the owner of the process intellectual property in Canada. We rely on a combination of patents, trademarks, tradenames, trade secrets and proprietary technologies in the conduct of the business.

We have been granted patents in 26 jurisdictions, including the United States, Canada, Australia, New Zealand, China, South Africa, Indonesia, Hong Kong, Western Samoa and several countries in the EU, and also have pending patent applications in Japan and Brazil. All of our patent applications were filed in those countries which we perceive to be potential markets for our products. We also rely on certain trade secret aspects of our production process to provide a commercially prudent level of protection to our proprietary technology.

Our patent family, for which we have patents in Canada and the United States, relates to the process of converting triglycerides to methyl esters in a one-step process. Our other patent family, including granted patents in 26 jurisdictions, relates to the process for converting mixtures of triglycerides and fatty acids to methyl esters in a two step process. The novel aspects of our proprietary technology are the use of a co-solvent and an excess of methanol to create a single phase, in which the chemical reactions proceed rapidly and essentially to completion in a sufficiently short period of time to allow for continuous flow processing at near ambient temperature and atmospheric pressure.

DESCRIPTION OF CAPITAL STRUCTURE

Share Capital

Our authorized share capital currently consists of an unlimited number of common shares. On September 30, 2011, we had 45,748,691 common shares outstanding, options to purchase up to 1,400,000 common shares and warrants to acquire up to 1,982,143 common shares.

Each of our common shares entitles the holder to: (a) receive dividends, if, as and when declared by our board of directors; (b) receive notice of and to attend all annual and special meetings of the shareholders and to receive one vote in respect of each common share held at all such meetings; and (c) in the event of liquidation, dissolution or winding up, or other distribution of the assets among our shareholders for the purpose of winding up our affairs, participate in the distribution, which will be made in equal amounts per share on all common shares at the time outstanding.

Options

BIOX has established an equity-based long-term incentive plan, or LTIP, pursuant to which awards granted thereunder may consist of stock options, stock appreciation rights, restricted stock units and deferred share units. An aggregate of up to 10% of our issued and outstanding common shares from time to time may be reserved for issuance under the LTIP. As at September 30, 2011, options to purchase an aggregate of up to 1,400,000 of our common shares were outstanding. No other securities were outstanding under the LTIP as at September 30, 2011.

Warrants

At the time of completion of our reverse take-over of JJR on March 1, 2010, one of our predecessor corporations had outstanding Series A Special Warrants and Series B Special Warrants. As a result of the completion of the reverse take-over of JJR, those Special Warrants were automatically exercised, without payment of any additional consideration, for share purchase warrants entitling the holders to acquire up to 2,428,571 of our common shares at a price of $1.40 per share. As of September 30, 2011, share purchase warrants to acquire an aggregate of up to 1,982,143 common shares remain outstanding. The share purchase warrants are exercisable until 5:00 p.m. (Toronto time) on March 2, 2015.

For additional details regarding our share capital as well as our outstanding options and warrants, please see notes 8, 9 and 11 to our consolidated audited annual financial statements for the year ended September 30, 2011, a copy of which is available for review under our company’s SEDAR profile at www.sedar.com.

DIVIDENDS

Our Dividend Policy

Subject to the solvency restrictions in the *Canada Business Corporations Act*, there are no other restrictions in our articles or elsewhere that would prevent us from paying dividends. All of our common shares are entitled to an equal share in any dividends declared and paid. It is anticipated that all available funds will be invested to finance the growth of our business and, accordingly, it is not contemplated that any dividends will be paid on our common shares in the immediate or foreseeable future. Our Board of Directors will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on our financial position at the relevant time. See “Risk Factors”.

Dividends

During the year ended September 30, 2011, we did not declare or pay any dividends on our common shares.

MARKET FOR SECURITIES

Our common shares are listed on the Toronto Stock Exchange, or TSX, under the symbol “BX”.

Trading Price and Volume

Trading in our common shares over the facilities of the TSX commenced on March 2, 2010 following completion of our reverse take-over of JJR on March 1, 2010. The following table shows the range of high and low prices per common share as at the close of market (TSX) and total monthly volumes of shares traded on the TSX from October 1, 2010 to September 30, 2011.

	Price per Share		
Month	**High**	**Low**	**Total Volume**
October 2010	$1.17	$0.91	417,317
November 2010	$0.90	$0.80	264,272
December 2010	$1.23	$0.81	587,471
January 2011	$1.15	$1.01	158,061
February 2011	$1.50	$1.15	1,343,762
March 2011	$1.42	$1.25	162,687
April 2011	$1.36	$1.18	109,444
May 2011	$1.31	$1.04	294,838
June 2011	$1.05	$0.54	2,983,869
July 2011	$0.74	$0.58	3,265,058
August 2011	$0.99	$0.60	1,538,739
September 2011	$0.97	$0.75	320,446

Source: TSX InfoSuite.

Prior Sales

We did not issue any securities in the financial year ended September 30, 2011 that were not listed on the TSX, other than the following stock options exercisable to acquire our common shares granted under our company’s LTIP:

Date of Grant	Number of Common Shares Issuable under Options	Exercise Price per Common Share	Expiry Date
February 8, 2011	525,000	$1.44	February 7, 2016
March 7, 2011	150,000	$1.35	March 6, 2016
September 1, 2011	250,000	$0.84	August 31, 2016

Subsequent to the year ended September 30, 2011, on December 9, 2011, we granted options to acquire an aggregate of 450,000 of our common shares which are exercisable for a period of five years at a price of $1.38 per share.

Normal Course Issuer Bid

On November 18, 2011, we announced that we would be commencing a normal course issuer bid, or NCIB, for up to 3,004,504 of our common shares, representing approximately 10% of our company's "public float". The NCIB commenced on November 22, 2011 and terminates on November 21, 2012, unless earlier terminated by our company, and will be effected through the facilities of the TSX in accordance with the requirements of the TSX in respect of normal course issuer bids. Common shares purchased under the NCIB will be cancelled. As of December 28, 2011, we had not purchased any of our common shares under the NCIB.

DIRECTORS AND OFFICERS

Directors and Officers

The following sets out, for each of our directors and executive officers, the person's name, province or state, and country of residence, position with our company and principal occupation. The term of office for each of our directors will expire at the time of the next annual meeting of our shareholders. As at September 30, 2011, our executive officers and directors as a group beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 8,228,596 common shares representing approximately 17.99% of our issued and outstanding common shares.

Name and Place of Residence	Position with BIOX and Date First Appointed to the Board (if applicable)	Principal Occupation	Number and Percentage of Shares Beneficially Owned or Controlled[1]
Kevin W. Norton Ontario, Canada	Chief Executive Officer	Chief Executive Officer of BIOX	311,793 (0.68%)
T. Robert Beamish[3,4] Ontario, Canada	Director (April 16, 2007)	Director, the Woodbridge Group	2,700,571 (5.90 %)
David Colcleugh[2, 3] Ontario, Canada	Director (April 16, 2007)	Chairman of BIOX	398,333 (0.87 %)
William Lambert[2, 3, 5] Ontario, Canada	Director (September 14, 2006)	Corporate Director	1,589,193[5] (3.47 %)
Michael J. Salamon[3] Ontario, Canada	Director (March 27, 2008)	Partner of Birch Hill Equity Partners	-
W. James Whitaker[2] Ontario, Canada	Director (May 12, 2003)	Managing Partner of Venture Link LP	1,725,626 (3.77%)
Timothy R. Haig [6] Ontario, Canada	Director (September 28, 2000)	Interim President, Canadian Renewable Fuels Association	680,424 (1.49 %)
Christopher A. Clinning Ontario, Canada	Executive Vice President, Chief Financial Officer and Secretary	Executive Vice President, Chief Financial Officer and Secretary	320,000 (0.70%)
Scott Lewis Ontario, Canada	Vice President, Business Development and Sales	Vice President, Business Development and Sales	241,021 (0.53 %)

Nakyun G. Paik Ontario, Canada	Vice President, Operations	Vice President, Operations	138,520 (0.30%)
Neil Van Knotsenburg Ontario, Canada	Vice President, Projects	Vice President, Projects	123,115 (0.27 %)

Notes:

(1) Based on a total of 45,748,691 common shares outstanding as at September 30, 2011. Information as to the number of common shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the direct knowledge of our company, has been furnished by the respective directors and executive officers individually or obtained from the System for Electronic Disclosure by Insiders and may include common shares owned or controlled by spouses and/or children of such individuals and/or companies controlled by such individuals or their spouses and/or children.

(2) Member of the Audit Committee.

(3) Member of the Compensation and Corporate Governance Committee.

(4) Includes 2,617,238 common shares to be held by MBHD Holdings Ltd. and 83,333 common shares held by Trustcosub Limited, each of which is a company controlled by T. Robert Beamish.

(5) Includes 864,193 common shares held by Dicot Holdings Ltd., a company wholly-owned by William Lambert, and 725, 000 held by the Lambert Family Trust, of which William Lambert is a trustee and beneficiary.

(6) Mr. Haig was the President and Chief Executive Officer of our company for a portion of the 2011 financial year but no longer holds these positions.

Biographies of Directors

Timothy R. Haig: Mr. Haig is Interim President, Canadian Renewable Fuels Association, and has over 20 years in the field of strategic business development with an emphasis on environmental technologies and engineering. Mr. Haig was President and Chief Executive Officer of BIOX Corporation from September 2000 until March 2011. Prior to co-founding BIOX, Mr. Haig held several senior management positions with high profile organizations both in Canada and the United Kingdom such as Marketing Director of Ove Arup & Partners as well as Director of Strategy and Development for Tarmac, Black and Veatch. In addition, Mr. Haig was a principal in CMA Associates which promoted, developed and financed several major wind farms across Europe. Mr. Haig received his MBA in London, England and his degree as an Industrial Engineer from the Royal Military College of Canada. He served in the Canadian Forces (Army) for 10 years as an officer.

T. Robert Beamish: Mr. Beamish is a Director of the Woodbridge Group, a private Canadian company with 60 locations in 20 countries, involved with urethane chemistry and the manufacture of, primarily, auto parts. Prior to founding Woodbridge Group in 1978, Mr. Beamish was President of Monsanto Canada and founded Woodbridge based on the purchase of a Monsanto plant. Mr. Beamish has an engineering degree from Queen's University and, among other business interests, is actively involved in the W.B. Family Foundation, a foundation established to assist Canadian organizations in the areas of health and sciences, social services, education, arts and culture and nature and habitat conservation.

Michael J. Salamon: Mr. Salamon is a partner of Birch Hill Equity Partners and has over 18 years of experience in the private equity industry. Prior to joining Birch Hill in 2005, he was with TD Capital Group Ltd., Birch Hill Equity Partners’ predecessor company, and prior to that spent seven years as a Vice President at Harrowston Inc., a Toronto-based private equity investment firm. Mr. Salamon received his M.B.A. from the University of Chicago and his Bachelor of Applied Science (Honours) in Electrical Engineering from the University of Toronto. Mr. Salamon is a CFA charterholder.

For biographies of Messrs. Colcleugh, Lambert and Whitaker, please see the discussion under the heading "*Audit Committee - Relevant Education and Experience*" below.

Biographies of Executive Officers

Each of the following members of management is an employee of BIOX and works full time for us. Each of the members of our management team is a party to an employment agreement with us, which provides for, among other things, confidentiality, non-solicitation and non-competition covenants in favour of BIOX.

Kevin W. Norton, Chief Executive Officer: A co-founder of BIOX in September 2000, Mr. Norton, has more than 15 years of senior level experience in business management, engineering and project management. Prior to co-founding BIOX and assuming the roles of Chief Operating Officer and Director of Engineering, he held several senior level positions with primary responsibility for the evaluation and development of new technologies, systems and services and the redesign of existing products and technologies. Mr. Norton has extensive experience in pollution control and marine systems, contract and project management, municipal/industrial water and wastewater systems and marine environments. His previous positions have included Manager of Environmental Products Division, Conor Pacific; Product Manager, Water and Wastewater Technologies, Conor Pacific; Maritime Environmental Protection Project Manager/ Engineer and Marine Systems Engineering Officer onboard HMCS MacKenzie and Regina for the Canadian Department of National Defence, Navy. In these positions he has managed multi-million dollar project budgets for technology development. Mr. Norton received his degree in mechanical engineering from the Royal Military College of Canada and served as an officer in the Canadian Forces (Navy) for 13 years.

Christopher A. Clinning, Executive Vice President, Chief Financial Officer and Secretary: Prior to joining BIOX in May 2006, Mr. Clinning held senior executive positions in several entrepreneurial high growth companies, both publicly traded and privately held. These companies were in the technology, software and telecommunications sectors. From October 2001 to April 2006, Mr. Clinning was Vice President, Finance for FRI Corporation, a software and data services provider based in Toronto, Ontario. Mr. Clinning has extensive experience in the process of raising capital, including leading an initial public offering on the Toronto Stock Exchange, and raising capital for start up and early stage ventures. Mr. Clinning is a Chartered Accountant and has a Bachelor of Commerce degree from the University of Toronto.

Scott Lewis, Vice President, Business Development and Sales: Mr. Lewis has over 15 years of experience as an entrepreneur, having been involved in the start up of several new businesses in Canada, the United States and Europe. Prior to joining us in 2002, he held the position of President at JSBL Management Inc., a consulting company, from 1999 to 2002. He brings expertise in a wide range of disciplines, including financing and development of corporate strategies, business development, marketing, sales and operations, gathered from his experiences in a variety of industries, including commercial real estate, retail sales operations, new concept retail food and entertainment. His primary responsibilities include the development of our corporate strategy, procurement of feedstock, sales, real estate and the development of strategic relationships with third parties.

Nakyun G. Paik, Vice President, Operations: Mr. Paik joined BIOX in October 2002 with 15 years of experience gained in various levels of management in engineering and project management. Prior to joining BIOX, Mr. Paik held the position of project manager at IBM Canada from August 2000 to October 2002 in the area of software development applications. From September 1987 to May 2000, Mr. Paik served with the Canadian Forces as both a combat and construction engineer. Mr. Paik is a Professional Engineer in the province of Ontario and received his degree in civil engineering from the University of Toronto.

Neil Van Knotsenburg, Vice President, Projects: Mr. Van Knotsenburg joined BIOX in October 2002 with 15 years experience in the industry, ranging from construction of production facilities to project management. From May 1987 to October 2002, Mr. Van Knotsenburg held various positions with Adam Clark Company, where he was involved in and managed a diversified set of industrial projects, including a large scale robotic weld/assembly shop for Toyota Canada and a complete colour toner manufacturing line for Xerox Ltd. Mr. Van Knotsenburg holds a license from the Ministry of Training Colleges and Universities (Electrician-Construction and Maintenance) for the Province of Ontario.

Audit Committee

Under National Instrument 52-110 *Audit Committees*, or NI 52-110, we are required to include in this Annual Information Form the disclosure required under Form 52-110F1 with respect to the audit committee of the board of directors, including the composition of the audit committee, the text of the audit committee charter (attached to this Annual Information Form as Appendix A), and the fees paid to our external auditor.

Composition of the Audit Committee

The following are the current members of the audit committee: David Colcleugh, William Lambert and W. James Whitaker. Each member of the audit committee is independent and financially literate within the meaning of NI 52-110.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is set forth below in their respective biographies.

David Colcleugh: Mr. Colcleugh was appointed Chairman of our board of directors in 2007. He retired in 2003 as Chairman of Dupont Canada Inc. after 39 years with the Dupont Company in the USA, Asia-Pacific and Canada. His experience includes acting as Vice President, Manufacturing, General Manager and Vice President of several business units, and Principal Consultant, E.I. DuPont Corporate Planning. From 1997 to 2002, he served as President, CEO and Chairman of Dupont Canada Inc. From 1994 to 1997 he served as President, Dupont Asia-Pacific. Mr. Colcleugh joined Dupont Canada Inc. as a Research Engineer after graduating from the University of Toronto with a BASc, MASc, and PhD in Chemical Engineering and Applied Chemistry. He has also completed postdoctoral research at Cambridge University. Mr. Colcleugh has served on the board of directors of several Canadian Companies from 2000 to the present and was appointed, in 2006, Professor of Leadership Development at the University of Toronto Faculty of Engineering.

William Lambert: Mr. Lambert retired as a partner of Birch Hill Equity Partners on December 31, 2009 and is currently a corporate director. In his role at Birch Hill Equity Partners, Mr. Lambert provided advice and counsel on an ongoing basis with respect to sourcing, monitoring, creating value in and exiting investments. From 1989 to 2005, Mr. Lambert worked in a similar capacity with TD Capital Group Ltd. Prior to joining TD Capital Group Ltd, Mr. Lambert practiced as a consultant and plant engineer in the steel industry for 20 years with Ferrco Engineering Company and North Star Steel Company. Mr. Lambert received an MBA from York University and a B.S. in Electrical Engineering from the Massachusetts Institute of Technology.

W. James Whitaker: Mr. Whitaker is one of two Managing Partners of VL Advisors Inc., the manager of the VentureLink Innovation Fund Inc. The VentureLink Innovation Fund Inc. had approximately $214 million of assets under management as at December 31, 2010. Mr. Whitaker has held senior investment positions with the VentureLink Group of Funds since 2003 and previously, Working Ventures Canadian Fund Inc. since 1994. While at Working Ventures Canadian Fund Inc., Mr. Whitaker led investments or acted as board member in approximately twenty companies. In addition, he led the Information Technology Team and was a member of the Management Investment Committee. Prior to joining Working Ventures, Mr. Whitaker worked in a number of practice areas at Ernst & Young providing financial advisory services to mid-market companies in a wide range of industries. Mr. Whitaker is a Chartered Accountant and a Chartered Business Valuator.

Reliance on Exemptions

We did not rely on any exemptions from the provisions of NI 52-110 during the year ended September 30, 2011.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of our audit committee to nominate or compensate an external auditor not adopted by our board of directors.

Pre-Approval Policies and Procedures

Our audit committee has adopted specific policies and procedures for the engagement of non-audit services as described in the charter set out at Appendix A attached hereto.

The policy provides that the audit committee may delegate pre-approval authority to engage external auditors for audit and non-audit services to any two of its members. Members who exercise this authority are required to report any pre-approval decisions to the audit committee at its next scheduled meeting. The external auditor is prohibited from providing certain services, such as bookkeeping or other services related to the accounting records or financial statements of our company or any of its subsidiaries, financial information systems design and implementation, appraisal valuation services or fairness opinions, actuarial services or internal audit outsourcing services. The Chief Financial Officer will report to the audit committee at each regularly scheduled meeting as to the total fees paid to the external auditor by service type as well as any items approved under delegated discretion during the quarter

External Auditor Service Fees (By Category)

The aggregate fees billed by our external auditors for audit fees in each of the last two fiscal years are approximately as follows:

Financial Year Ended	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
September 30, 2011	$175,237	Nil	$54,670	$53,867
September 30, 2010	$121,743	Nil	$276,900	$150,850

The nature of the category and description of fees is summarized below.

Audit fees. For the years ended September 30, 2011 and 2010, the fees disclosed in the table above under the item "Audit fees" represent fees billed for audit and review services performed in connection with our consolidated financial statements.

Tax fees. These fees were for tax compliance services and tax advice and planning including Scientific Research and Experimental Development claims in 2010.

All other fees. For the year ended September 30, 2011, other fees included services related to transfer pricing, services related to the wind up of Heckbert 27 and assistance with reporting requirements to NRCan regarding the ecoENERGY for Biofuels program. For the year ended September 30, 2010, other fees included assistance with our reverse take-over of JJR on March 1, 2010 and assistance with reporting requirements to NRCan regarding the ecoENERGY for Biofuels program, requirements regarding CEO and CFO certification of financial statements, and International Financial Reporting Standards conversion.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

To the best of the knowledge of our company, no director or executive officer of our company is, or was within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including our company), that: (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer: or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes hereof, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

To the best of the knowledge of our company, no director or executive officer of our company or, to the knowledge of our company, shareholder holding a sufficient number of securities of our company to affect materially the control of our company: (a) is, as at the date of this Annual Information Form, or has been within the ten years before the date of this Annual Information Form, a director or executive officer of any company (including our company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the best of the knowledge of our company, no director or executive officer of our company or, to the knowledge of our company, shareholder holding a sufficient number of securities of our company to affect materially the control of our company, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Some of our existing directors or officers are also directors and officers of other companies and have other business interests which may prove to be of interest to us. It is possible, therefore, that a conflict may arise between their duties as directors or officers of our company and their duties as directors or officers of such other companies. We require that such individuals disclose all such conflicts in accordance with the requirements of the *Canada Business Corporations Act* and that they govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

RISK FACTORS

An investment in our securities involves risks. Due to the nature of our business, the legal, political and economic climate in which we currently operate and the present stage of development of our business, we may be subject to significant risks. Our actual operating results may be very different from those expected as at the date of this Annual Information Form. You should carefully consider the risks and uncertainties described below as well as the other information contained in this Annual Information Form. The risks and uncertainties described below are not the only ones we may face. The following risks, together with additional risks and uncertainties not currently known to us or that we may deem immaterial, could impair our business, financial condition and results of operations. The market price of our shares could decline if one or more of these risks and uncertainties develop into actual events, and you may lose all or part of your investment.

Risk Factors Related to Our Business

The biodiesel industry is highly dependent on a mix of legislation and regulation and any changes in legislation or regulation could harm our business, financial condition and results of operations.

The competitiveness of biodiesel currently depends to a large extent on tax incentives and renewable fuel standards. In its budget released on March 19, 2007, the Canadian federal government committed to support the development and deployment of new environmental and energy technologies. In particular, the ecoENERGY for Biofuels program commenced in April 2008 and commits up to $1.5 billion to be allocated over a seven year period towards an operating incentive to producers of renewable alternatives to diesel, such as biodiesel, and gasoline, in order to stimulate growth and investment into new biofuel production capacity. One of our subsidiaries, BIOX

Canada Limited, has executed a contribution agreement (specific to the Hamilton plant) with Natural Resources Canada to receive up to $72 million over the life of the program and has been receiving payments under this program since April 2008. Changes to the ecoENERGY for Biofuels program have been implemented retroactively to the start of the program. These changes fix the incentive rate for qualified sales of biodiesel at $0.26 per litre, $0.24 per litre, $0.20 per litre, $0.18 per litre, $0.14 per litre, $0.10 per litre, $0.08 per litre, $0.06 per litre and $0.04 per litre for the first, second, third, fourth, fifth, sixth, seventh, eighth and ninth years of the program, respectively. At the provincial level, several provinces, including Ontario, Quebec, Manitoba, Saskatchewan, Alberta and British Columbia, provide incentives to users and producers of biodiesel. Several provinces, including Ontario, British Columbia, Nova Scotia and Manitoba, provide tax exemptions for pure biodiesel or for the portion that biodiesel represents of the total biodiesel blend. Alberta has introduced various producer payment programs in order to promote the production of biodiesel.

We received notification from the Canadian federal government that our application for a second 67 million litre per annum nameplate capacity biodiesel facility in Hamilton, Ontario met all requirements to be considered for incentive funding under the ecoENERGY program. However, that program was unable to fund all eight biodiesel projects that met the requirements due to insufficient funding. As a result, the funding available under the program was not sufficient to fund our planned second Hamilton plant and we are proceeding with our planned expansion for a second BIOX facility, which will be located in the U.S. and is expected to be larger than our existing Hamilton facility. We are in the process of finalizing definitive agreements with the owner of the site for the land lease, long term tank rentals, terminal services and other infrastructure requirements. This site, which is located in a transportation hub, is consistent with our strategy of locating our facilities adjacent to large scale petroleum storage and diesel distribution infrastructure and users of petroleum diesel and blenders of biodiesel in order to minimize transportation costs to them. We are proceeding with the detailed planning phase of the project, including commencement of the permitting process. Our current estimate for date of completion of the facility for commissioning is December, 2013.

We are eligible to participate in the U.S. federal excise tax incentive program for biodiesel which expires on December 31, 2011, and it is difficult to predict whether the incentive will be reinstated at a later date similar to the reinstatement on a retroactive basis in 2010.This program provides parties that blend biodiesel with petroleum diesel with a U.S. $1.00 refundable tax credit for each U.S. gallon of biodiesel blended in the U.S. The delay in reinstating this program in 2010 caused significant uncertainty in the biodiesel market, which, in turn, adversely affected our results of operations in fiscal 2010. Any failure to replace or renew such incentive programs at all or on similar terms, or to adopt an incentive program in which we are not eligible to participate, could harm our business, financial condition and results of operations. In addition, the tax credit and other federal and state programs that benefit biodiesel generally are subject to U.S. and other government obligations under international trade agreements, including those under the World Trade Organization Agreement on Subsidies and Countervailing Measures that might in the future be the subject of challenges.

The elimination or significant reduction in the biodiesel tax credits described above or other programs could adversely affect or delay our expansion plans and harm our business, financial condition and results of operations.

Bill C-33, an amendment to the Canadian Environmental Protection Act of 1999 that was reported to the Senate, passed and given Royal Assent on June 26, 2008, allowed the federal government to implement regulations that will require 2% average renewable content in diesel and heating oil by no later than 2012. With the publication of the Canada Gazette Part I, on April 10, 2010, the Government of Canada announced that it was moving forward with proposed regulations that would require an average renewable fuel content to be blended into gasoline, diesel fuel and heating oil. The final regulations were published in the Canada Gazette Part II on August 23, 2010. The first compliance period for the 5% renewable content in gasoline requirement is December 15, 2010 to December 31, 2012. Biodiesel qualifies as renewable content under those regulations and therefore can be used to comply with the 5% requirement.

In 2003, the European Union, or EU adopted the biofuels directive requiring each member state to incorporate a minimum of 2% renewable fuel into their respective transportation fuel markets. The directive also provides that the minimum percentage of renewable fuel will increase at 0.75% per year until 2010, to an aggregate level of 5.75%. The EU has proposed to increase this to 10% by 2020. Various tax and other incentives have been or will be put into place in EU member states to encourage production and use of biofuels such as biodiesel. In May 2011, we received an exemption from the EU on tariffs which the European Commission has implemented on Canadian and U.S. imports of biodiesel.

In the United States, the Energy Policy Act of 2005 (Public Law No. 109-58), for example, mandates a minimum amount of renewable fuel (biodiesel, ethanol, and other renewable fuels) to be used by petroleum refiners in the fuel supply market, increasing from 4.0 billion gallons in 2006 to 7.5 billion gallons by 2012. In addition, the statute established the Alternative Fuel Refueling Infrastructure Tax Credit, which provides an income tax credit for costs associated with installing alternative fuel pumps. The credit equals 30% of the cost for retailers (up to $30,000), as well as $1,000 for residential buyers. Qualifying pumps include, among others, those dispensing any mixture of biodiesel and diesel fuel containing at least 20% biodiesel. Recent legislative proposals continue to support the use of alternative fuels.

The U.S. Renewable Fuels, Consumer Protection, and Energy Efficiency Act of 2007 established a renewable fuels standard intended to encourage the use of 36 billion gallons of renewable fuels annually by 2022. Specifically, RFS2 states that minimum levels of renewable content in the diesel fuel pool must be 500M USG in 2009, 650M USG in 2010, 800M USG in 2011 and a minimum of 1B USG in 2012 to 2022.

While these renewable fuel standards have stimulated demand for renewable fuels generally, we cannot assure you that there will be continued specific demand for biodiesel. Any waiver of the renewable fuel standards or changes to those standards or related legislation could adversely impact the demand for biodiesel and may have a material adverse effect on our business, financial condition and results of operations.

Our operations are subject to various regulatory schemes and failure to comply with such regulations could harm our business, results of operations and financial condition.

All phases of designing, constructing and operating biodiesel production facilities present environmental risks and hazards. We are subject to environmental regulation implemented or imposed by a variety of federal, provincial, state and municipal laws and regulations as well as international conventions. Among other things, environmental legislation provides for restrictions and prohibitions on spills and discharges, as well as emissions of various substances produced in association with biodiesel fuel operations. Legislation also requires that facility sites be operated, maintained, abandoned and reclaimed in such a way that would satisfy applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner we expect may result in stricter standards and enforcement, larger fines, penalties and liability, as well as potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to governments and third parties, and may require us to incur costs to remedy such discharge.

Furthermore, our existing operations in Hamilton, Ontario require, and our planned operations will require, licenses, permits and in some cases renewals of these licenses and permits from various governmental authorities both domestically and abroad. Our ability to obtain, amend, comply with, sustain, or renew such licenses and permits on acceptable, commercially viable terms are subject to change, as, among other things, the regulations and policies of applicable governmental authorities may change. Our inability to obtain, amend to conform to our operations, or extend a license or a loss of any of these licenses or permits may have a material adverse effect on our business, financial condition and results of operations.

We have received complaints regarding noise and odour issues at our Hamilton facility. Although we have attempted to address these issues, we may continue to receive noise and odour complaints in the future and may have to undertake mitigation measures to address these. We currently pay approximately $15,000 per month in fees related to the City of Hamilton’s Sewer By-Law Overstrength Agreement, which we anticipate continuing to pay for the foreseeable future.

Failure to comply with government regulations could subject us to civil and criminal penalties, require us to forfeit property rights and may affect the value of our assets or our ability to conduct our business. We may also be required to take corrective actions, including, but not limited to, installing additional equipment, which could require us to make substantial capital expenditures. We could also be required to indemnify our employees in connection with any expenses or liabilities that they may incur individually in connection with regulatory action against them. These could result in a material adverse effect on our business, financial condition and results of operation.

Our results of operations, financial condition and business outlook are highly dependent on commodity prices, which are subject to significant volatility and uncertainty, and the availability of supplies, so our results could fluctuate substantially.

Our financial results are substantially dependent on many different commodity prices, especially prices for feedstock, biodiesel, petroleum diesel and materials used in the construction of our production facilities. As a result of the volatility of the prices for these items, our financial results may fluctuate substantially and we may experience periods of declining prices for our products and increasing costs for our raw materials, which could result in operating losses. Although we may attempt to offset a portion of the effects of fluctuations in prices by entering into forward contracts to supply biodiesel or purchase feedstock or other items or by engaging in transactions involving exchange-traded futures contracts, the ability to hedge against certain feedstock price fluctuations is limited, the amount and duration of these hedging and other risk mitigation activities may vary substantially over time and these activities also involve substantial costs and risks and may not be effective to mitigate these fluctuations.

We depend on third parties for all of our feedstock supply. If such third parties are not able to complete their feedstock supply services or default on their agreement to provide us with feedstock or procure feedstock for us, we would be materially adversely affected. Irrespective of whether third parties perform under feedstock contractual arrangements with us, we may be forced to buy feedstock at uneconomic rates, or we may not have access to feedstock at all. Additionally, we may have difficulty selling our biodiesel if third parties with whom we contract under our off-taking agreements do not perform. These conditions may cause our operating results to suffer.

As feedstocks comprise the primary input in producing biodiesel, changes in the price of feedstocks can significantly affect our business. The price of feedstock is influenced by market demand, weather conditions, animal processing and rendering plant decisions, factors affecting crop yields, farmer planting decisions and general economic, market and regulatory factors. These factors include government policies and subsidies with respect to agriculture and international trade, and global and local demand and supply. The significance and relative effect of these factors on the price of feedstock is difficult to predict. Any event that tends to negatively affect the supply of feedstock, such as increased demand, adverse weather or crop disease, could increase feedstock prices and potentially harm our business. In addition, we may also have difficulty, from time to time, in physically sourcing feedstock on economical terms due to supply shortages. Such a shortage could require us to suspend operations until feedstock is available at economical terms, which would have a material adverse effect on our business, results of operations and financial position. The price we pay for feedstock at a facility could increase if an additional multi-feedstock biodiesel production facility is built in the same general vicinity or if alternative uses are found for lower cost feedstocks.

Historically, the price of biodiesel has correlated closely to the price of petroleum diesel. The price of petroleum diesel fluctuates substantially and is difficult to forecast due to factors such as political unrest, worldwide economic conditions, supply and demand, seasonal weather conditions, changes in refining capacity, fluctuations in exchange rates and natural disasters. Price fluctuations will have a significant impact upon our revenue, the return on our investment in biodiesel production facilities and on our general financial condition. Price fluctuations for biodiesel fuel may also impact the investment market, and our ability to raise investor capital.

Biodiesel is marketed both as a pure and blended substitute for diesel, and as a result a decrease in petroleum diesel prices may reduce the price at which we can sell our biodiesel and materially and adversely affect our business, financial condition and results of operations.

We have a limited operating history and our business may not be as successful as we envision.

We began our business in 2000, commenced commercial operations at our Hamilton production facility in April 2007, and achieved full production capacity in April 2008. Accordingly, we have a limited operating history from which you can evaluate our business and prospects. Although we have generated positive cash flow from our Hamilton production facility throughout 2011, we have not generated sufficient positive cash flow on a consistent basis from the commencement of operations to September 30, 2011 to cover corporate overhead and interest and principal payments on our outstanding loan obligations. We expect to incur negative cash flow for a period of time as we build new production facilities, hire additional employees, apply for regulatory approvals, continue development of our technology, expand our operations and incur the additional costs of operating as a public company.

In addition, our prospects must be considered in light of the risks and uncertainties encountered by an early-stage company in the rapidly-evolving biodiesel market, where supply and demand may change significantly in a short period of time.

Some of these risks relate to our potential inability to:

- effectively manage our business and operations;
- effectively respond to political and social factors concerning our supply of raw materials;
- secure sites for our additional production facilities;
- recruit and retain key personnel, including engineering personnel who are critical to our growth prospects;
- successfully achieve a low-cost structure as we expand the scale of our business;
- manage rapid growth in personnel, facilities and business operations; and
- successfully address the other risks described throughout this presentation.

If we cannot successfully address these risks, our business and financial condition would suffer.

We will for the near future depend entirely on one production facility, and any operational disruption could result in a reduction of our sales volumes and could cause us to incur substantial losses.

All of our anticipated revenue for at least the next 18 months will be derived from the sale of biodiesel, bioheavies and, to a lesser extent, glycerin that we produce at our 67 million litre per year nameplate capacity facility in Hamilton, Ontario, which began producing biodiesel on a consistent basis in April 2007. If the Hamilton production facility does not operate as planned, we may need to incur additional expense, and spend additional time, to increase production at that facility, which would reduce our production capacity and increase our production costs. Any failure of our Hamilton production facility to produce biodiesel at anticipated cost and capacity levels would adversely affect our ability to build other planned production facilities, which will be based on the technology and processes employed at our Hamilton production facility. Such failure would adversely affect our business, financial condition and results of operations.

Our operations would be subject to significant interruption if this production facility were to experience an accident or were damaged by severe weather or other natural disaster. In addition, our operations may be subject to labour disruptions and unscheduled downtime, or other operational hazards inherent in chemical manufacturing industries, such as equipment failures, fires, explosions and transportation accidents. Some of these operational hazards may cause personal injury or loss of life, severe damage to or destruction of property and equipment or environmental damage, and may result in suspension or termination of operations and the imposition of civil or criminal penalties. In addition, our insurance may not be adequate to fully cover the potential operational hazards described above, and we cannot assure you that we will be able to renew our insurance on commercially reasonable terms or at all.

We may be unable to protect our intellectual property, which could negatively affect our ability to compete.

We rely or may rely on a combination of patents, trade-marks, tradenames, trade secrets, confidentiality agreements and other contractual restrictions on disclosure to protect our intellectual property rights. We also enter into confidentiality agreements with our employees, consultants and other third parties, and control access to and distribution of our confidential information. Our success will depend in part on our ability to maintain or obtain and enforce patent and other intellectual property protection for our process and technologies and to preserve our trade secrets, and to operate without infringing upon the proprietary rights of third parties. Setbacks or failures in these areas could negatively affect our ability to compete and materially and adversely affect our business, financial condition and results of operations. We have obtained patents and/or filed patent applications in the United States, Canada and internationally and may, in the future, seek additional patents or file patent applications. Significant aspects of our technology are currently protected as trade secrets, for which we may or may not file patent applications when appropriate.

There can be no assurance that our patents or patent applications will be valid or will issue over prior art, or that patents will issue from the patent applications we have filed or will file. Additionally, there can be no assurance that the scope of any claims granted in any patent will provide us with adequate protection for the processes used by us currently or in the future. We cannot be certain that the creators of our technology were the first inventors of inventions and processes covered by our patents and patent applications or that they were the first to file. Accordingly, there can be no assurance that our patents will be valid or will afford us with protection against competitors with similar technology or processes. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our proprietary information. Monitoring unauthorized use of our confidential information is difficult and we cannot be certain that the steps we take to prevent unauthorized use of our confidential information will be effective.

Our business growth strategy substantially depends on our ability to build new production facilities. We may not be able to implement this expansion strategy as planned or at all.

Our long-term business plan contemplates designing, building and operating biodiesel production facilities. We plan to grow our business by building one new facility in the U.S. which will be larger than our current Hamilton facility using the net proceeds of the private placement we completed in December 2009 and cash generated from operations. The new production facility is in the planning and development stage. Development and construction of biodiesel production facilities is subject to a number of risks, any of which could prevent us from commencing operations at a particular facility as expected or at all, including insufficient financing, adverse weather conditions, defects in materials and workmanship, labour and material shortages or delays, zoning delays, opposition from local groups, transportation constraints, construction change orders, site changes, and other unforeseen difficulties. The net proceeds received from that private placement and cash generated from operations will not be sufficient to fund the construction and commissioning of new production facilities beyond the anticipated one new facility. There can be no assurance that we will be able to obtain additional financing on desired terms or at all. If we are unable to obtain required additional financing, we may be forced to restrain our growth plans or cut back existing operations. We must also obtain numerous regulatory approvals and permits to construct and operate new production facilities. These requirements may not be satisfied in a timely manner or at all. Our expansion plans may also result in other adverse consequences, such as the diversion of management's attention from our existing operations.

Our construction costs may also increase to levels that would make a new production facility too expensive to complete or unprofitable to operate. We have not yet entered into construction contracts for our new planned production facility or any other facilities that might limit our exposure to higher costs in developing and completing any new facilities. We may not be able to secure the services or products of the necessary contractors, engineering firms, construction firms and equipment suppliers on a timely basis or on acceptable financial terms. We may suffer significant delays or cost overruns as a result of a variety of factors, such as shortages of workers or materials, increased cost of construction materials, transportation constraints, adverse weather conditions, unforeseen difficulties or labour issues, any of which could prevent us from commencing operations as expected at our production facilities.

A significant expansion of biodiesel production capacity internationally may also impede our expansion strategy. We believe that there is increasing competition for suitable sites for biodiesel production facilities, and we may not find suitable sites for construction of new production facilities or other suitable expansion opportunities. Even if we are able to identify suitable sites or opportunities, we may not be able to secure the services and products from the contractors, engineering firms, construction firms and equipment suppliers necessary to build our biodiesel production facilities on a timely basis or on acceptable economic terms.

We may be unable to locate suitable properties and obtain the development rights needed to build and expand our business.

Our long-term business plan focuses on designing, building and operating additional biodiesel production facilities. Our ability to acquire or lease suitable properties in the future is uncertain and we may be required to delay construction of our facilities, which may create unanticipated costs and delays. In the event that we are not successful in obtaining development rights on those sites that we have identified and targeted for development, or should we otherwise determine that any of those sites are not suitable for development of a biodiesel production facility, our current growth plan as set out in this presentation may change or be delayed and we may be required to identify alternative sites for development of our new production facilities. In the event that we are not successful in identifying and obtaining development rights on suitable properties for building and operating biodiesel production facilities, our future prospects for profitability and growth will likely be substantially limited, and our business, financial condition and results of operations may be adversely affected.

We may be unable to obtain the additional capital required to implement our business plan.

The net proceeds from the private placement we completed in December 2009 and cash generated from operations will not be sufficient to fund the construction and commissioning costs of more than one new production facility. As a result, additional financing will be required in order to implement our existing expansion strategy. We may not have access to required financing or such financing may not be available to us on acceptable terms or at all. If we are unable to obtain required additional financing, we may be forced to restrain our growth plans or cut back existing operations.

We may finance the expansion and continuation of our business through various means, including joint venture projects, debt financing, equity financing or other means. There is no assurance that we will be successful in locating suitable financing transactions in a timely fashion or at all. In addition, there is no assurance that we will be successful in obtaining the capital we require by any other means. Our ability to obtain additional financing may be impaired by such factors as the capital markets, both generally and specifically in the biodiesel industry, the location of our biodiesel refineries in Canada and the United States, instead of Europe or other regions where biodiesel is more widely accepted, and the price of biodiesel and oil on the commodities market, which will impact the amount of available financing. The terms of securities we issue in future capital transactions may be more favourable for our new investors. Newly issued securities may include preferences, and the issuances of incentive awards under equity employee incentive plans, all of which may have dilutive effects. Should we pursue debt financings, we may face financial risks associated with incurring additional indebtedness, such as reducing our liquidity, cash flow and access to financial markets, and increasing the amount of cash flow required to service such indebtedness. The terms of current and any future debt financing agreements may also contain financial, maintenance, organizational, operational and other restrictive covenants. If we are unable to comply with these covenants or service our debt, we may lose control of our business and be forced to reduce or delay planned capital expenditures, sell assets, restructure our indebtedness or submit to foreclosure proceedings, all of which could result in a material adverse effect upon our business, results of operations and financial condition. To secure debt, we may have to provide lenders warrants, put rights, conversion rights, the right to take control of our business in the event of a default or other rights and benefits as the lenders may require. This could further dilute your ownership interest in us. Further, we may incur substantial costs in pursuing future capital or financing, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. We may also be required to recognize non-cash expenses in connection with certain securities we may issue, such as convertible notes, which will adversely impact our financial condition.

Increases in our energy costs will affect operating results and financial condition.

Our biodiesel production costs will be dependent on the costs of the energy sources used to run our production facilities. These costs are subject to fluctuations and variations in different locations where we intend to operate, and we may not be able to predict or control these costs. If these costs exceed our expectations, this may adversely affect our financial condition and results of operations.

Our biodiesel production process produces glycerin for which there is a limited market.

At planned production levels, the Hamilton plant produces approximately 9.4million pounds of glycerin annually, for which there is a limited market. As at September 30, 2011, we had approximately 6.3 million pounds of glycerin in storage with a third party, which was sold subsequent to year end for nominal net proceeds.

If we are unable to find purchasers for our glycerin production or to economically upgrade the glycerin for higher, more marketable grades, this would increase our costs and have an adverse effect on our business, financial condition and results of operations.

We may not be able to effectively manage our growth.

Our strategy includes expanding our business operations. If we fail to effectively manage the growth, our financial results could be adversely affected. Growth may place a strain on our management systems and resources. We must continue to refine and expand our business development capabilities and our systems and processes. As we grow, we must continue to hire, train, supervise and manage new employees. We cannot assure you that we will be able to:

- expand our systems effectively, efficiently or in a timely manner;
- allocate our human resources optimally; or
- identify and hire qualified employees or retain valued employees.

If we are unable to manage our growth and operations, then our financial results could be adversely affected.

Our future growth will depend on our ability to establish and maintain strategic relationships with customers, distributors and feedstock and other suppliers. If we are unable to establish and maintain such relationships our business growth strategy could be significantly limited.

Our future growth will depend on our ability to identify and enter into additional commercial arrangements with feedstock suppliers, construction contractors, equipment fabricators and biodiesel customers and will depend on developing and maintaining close working relationships with industry participants. Our success in this area will also depend on our ability to select and evaluate suitable projects, as well as to consummate transactions in a highly competitive environment. These realities are subject to change and may impair our ability to grow.

To continue to develop our business, we must form strategic relationships with other private parties or local government bodies, enter into contractual arrangements with other companies, including those that supply feedstock that we use in our business, and consider minority investments from third parties. There can be no assurances that we will be able to establish these strategic relationships, or, if established, that the relationships will be maintained, particularly if members of the management team leave our company. In addition, the dynamics of our relationships with strategic partners may require us to incur expenses or undertake activities we would not otherwise be inclined to incur or undertake in order to fulfill our obligations to these partners or maintain these relationships. If we do not successfully establish or maintain strategic relationships, our business may be negatively affected.

Competition may impair our success.

We face competition from other producers of biodiesel with respect to the procurement of feedstock, obtaining suitable properties for the construction of biodiesel production facilities and selling biodiesel and related products. Such competition could be intense, thus driving up the cost of feedstock and driving down the price for our products. Competition will likely increase if profit margins available to biodiesel producers rise. Additionally, new companies are constantly entering the market, thus increasing the competition.

Other companies may have greater success in the recruitment and retention of qualified employees, as well as in conducting their own production and fuel marketing operations, and may have greater access to feedstocks, market presence, economies of scale, financial resources, and engineering, technical and marketing capabilities, which may give them a competitive advantage. Other companies may also be eligible to participate in domestic biodiesel production incentive programs in which we are not eligible to participate or which require the establishment by us of a production facility in other jurisdictions. In addition, actual or potential competitors may be strengthened through the acquisition of additional assets and interests. If we are unable to compete effectively or adequately respond to competitive pressures, this may materially adversely affect our business, results of operation and financial condition.

Our business is subject to local legal, political, and economic factors which are beyond our control.

We believe that the current political environment is sufficiently supportive of the construction of new biodiesel production facilities to enable us to plan and implement our business strategy. However, there are risks that conditions will change in an adverse manner. These risks include, but are not limited to, laws or policies affecting mandates or incentives to promote the use of biodiesel, environmental issues, land use, air emissions, water use, zoning, workplace safety, restrictions imposed on the biodiesel fuel industry such as restrictions on production, substantial changes in product quality standards, restrictions on feedstock supply, price controls and export controls. Any changes in biodiesel fuel, financial incentives, investment regulations, policies or a shift in political attitudes are beyond our control and may adversely affect our business, financial condition and results of operations.

We depend on a small number of customers for a substantial portion of our revenue.

We depend on a small number of customers for a substantial portion of our revenue. In 2011, one customer accounted for approximately 30% of our consolidated revenues. The loss of, or a significant reduction in biodiesel purchased by, any one of these customers could reduce our revenue.

Cold weather can cause biodiesel to crystallize, which could cause consumers to lose confidence in the reliability of biodiesel. Such loss of confidence could adversely impact our ability to successfully market and sell our biodiesel.

The cloud point for a fuel is the temperature at which the fuel begins to crystallize, which results in the clogging of fuel filters. A lower cloud point means the fuel will flow more readily in cold weather. The cloud points for biodiesel vary with the particular feedstock, increasing or decreasing with the level of unsaturated fatty acids. Therefore, for certain uses, we believe we will need to blend the biodiesel we produce with diesel or other additives to provide a biodiesel product that has an acceptable cloud point in cold weather. In colder temperatures, lower blends are recommended to avoid fuel system plugging. This may cause the demand for our biodiesel in colder climates to diminish seasonally. This may also require us to use particular feedstocks that customers believe are better suited for their climate, which could require us to purchase more expensive feedstocks and increase our cost of sales. Any reduction in the demand for our biodiesel will reduce our revenue and have an adverse effect on our business, financial condition and results of operations.

Problems with product quality or product performance could decrease demand for biodiesel.

Actual or perceived problems with quality control in the biodiesel industry generally may lead to a lack of consumer confidence in biodiesel and harm our ability to successfully market biodiesel. Similar quality control issues in biodiesel that we produce or that is produced by other industry participants could result in a decrease in demand or mandates for biodiesel, with a resulting decrease in our revenue.

Lack of diversification may increase our risk.

Larger companies have the ability to manage their risk through diversification. However, we lack diversification, in terms of both the nature and geographic scope of our business. As a result, we could potentially be impacted to a greater degree by factors affecting the biodiesel industry in general or the regions in which we operate than we would if our business was more diversified.

The production, sale and distribution of biodiesel is dependent on sufficient and necessary infrastructure which may not occur on a timely basis, if at all, and our operations could be adversely affected by infrastructure disruptions.

We may be required to rely on the development of infrastructure by persons and entities outside our control in order for our operations to grow. Areas requiring development include, but are not limited to, sufficient storage facilities for feedstock and biodiesel, and expansion of blending facilities to handle biodiesel.

Substantial investments required for these infrastructure changes and expansions may not be made or they may not be made on a timely basis. Any delay or failure in making the changes to or expansion of infrastructure could hurt the demand or prices for our products, impede our delivery of products, impose additional costs on us or otherwise have a material adverse effect on our business, results of operations or financial condition. Our business depends on the continuing availability of infrastructure and any infrastructure disruptions could have a material adverse effect on our business, financial condition and results of operations.

Our production facilities may have unknown environmental problems that could be expensive and time consuming to correct, which may delay or halt our existing operations or construction or operation of future production facilities and delay our ability to generate revenues and profits.

We may encounter hazardous conditions at or near our production facility that may delay or halt our existing operations or construction or operation of future production facilities. If we encounter a hazardous condition at or near a site or our operations result in contamination of the environment or expose individuals to hazardous substances, work may be suspended and we may be required to correct the condition prior to continuing construction or further production. The presence of a hazardous condition or contamination would likely delay or prevent construction of a particular production facility and may require significant expenditure of resources to correct the condition. If we encounter any hazardous condition during construction or our operations result in contamination of the environment or expose individuals to hazardous substances, estimated sales and profitability would likely be adversely affected.

Additionally, we may become responsible for costs associated with abandoning facilities which we use for production of biodiesel. Abandonment and reclamation of these facilities and the associated costs are often referred to as “decommissioning.” The use of funds to pay for decommissioning costs could have a material adverse effect on our financial condition and future results of operations.

Our business is subject to fluctuations, which could adversely affect our financial results.

Our operating results are influenced by fluctuations in the price of feedstocks and the price of biodiesel. Our finished goods inventory levels have historically fluctuated, and may in the future fluctuate, as a result of market conditions for biodiesel. Those fluctuations have been, and may in the future be, material. In the longer term we may, from time to time, choose to maintain high levels of finished goods inventory in order to maximize the selling price and gross margin we achieve on sales of our biodiesel, and doing so may adversely impact our total sales and gross margins and cause fluctuations in our quarterly financial results.

Our business may suffer if we are unable to attract or retain talented personnel or our workforce becomes unionized.

We depend on our officers for implementation of our expansion strategy and execution of our business plan. The loss of any of our officers or our inability to attract suitably qualified replacements or additional staff could adversely affect our business and may delay or prevent the achievement of our business objectives. We may also experience difficulties in certain jurisdictions in our efforts to obtain and/or retain suitably qualified staff willing to work in such jurisdictions. Our success depends on the ability of management and employees to interpret market and technical data correctly, as well as respond to economic, market and other conditions. No assurance can be given that our key personnel will continue their association or employment with us, or that replacement personnel with comparable skills will be found. If we are unable to attract and retain key personnel and additional employees, our business may be adversely affected.

Currently, none of our operations are subject to collective bargaining agreements. If all or a percentage of our workforce were to become unionized, our business and financial results could be materially adversely affected.

Our business and financial condition may be adversely affected by technological advances if we are unable to adopt or incorporate such advances into our operations at reasonable costs.

The development and implementation of new technologies may result in a significant reduction in the costs of biodiesel production. Technological advances by other biodiesel producers in methods to convert feedstocks into biodiesel could increase efficiency and decrease the cost of production, which could increase competition. We cannot predict when new technologies may become available, the rate of acceptance of new technologies by our competitors or the costs associated with new technologies.

In addition, alternative fuels and additives are continually under development. Alternative fuel additives that can replace biodiesel may be developed, which may decrease the demand for biodiesel. It is also possible that technological advances in engine and exhaust system design and performance could reduce the use of biodiesel, which would lower the demand for biodiesel, in which case our business, results of operations and financial condition may be materially adversely affected.

Expansion into international markets is important to our long-term success, and our limited experience in operations outside Canada increases the risk that our international operations may not be successful.

We believe that our future growth depends, in part, on constructing biodiesel production facilities in foreign countries, such as the United States, member states of the EU, and potentially Asia, and our ability to produce and sell biodiesel outside Canada. We have limited experience with operations outside Canada. Our goal of selling biodiesel into international markets will require management attention and resources and is subject to inherent risks, which may adversely affect us, including:

- unusual or burdensome foreign laws or regulations and unexpected changes in regulatory requirements, including potential restrictions on the transfer of funds;

- foreign currency risks;

- political and economic instability, including adverse changes in trade policies between countries in which we may maintain operations;

- difficulties in staffing and managing foreign sales and support operations in locations with less developed infrastructures;

- longer accounts receivable payment cycles and difficulties in collecting payments; and

- less effective protection of our intellectual property.

The noted factors and other factors could adversely affect our ability to execute our international production and marketing strategy or otherwise have a material adverse effect on our business.

Currency exchange rate fluctuations and other risks associated with our international operations may adversely affect our operating results.

We are subject to risks of doing business internationally, including fluctuations in currency exchange rates, increases in duty rates, difficulties in obtaining export licenses, difficulties in the enforcement of intellectual property rights and political uncertainties. We expect to derive a portion of our total revenue from sales outside Canada. Our current international operations are in the United States. To date, we have not used forward exchange contracts to hedge exposures denominated in non-U.S. currencies or any other derivative financial instrument for trading, hedging, or speculative purposes.

Revenues and expenses generated in foreign currencies will be translated at exchange rates during the month in which the transaction occurs. We cannot predict the effect of foreign exchange losses in the future; however, if significant foreign exchange losses are experienced, they could have a material adverse effect on our business, results of operations, and financial condition. Further, fluctuations in exchange rates could affect the pricing of our products and negatively influence customer demand.

Additional risks we may face in conducting business internationally include longer payment cycles and difficulties in managing international operations. These include constraints associated with local laws regarding employment, difficulty in enforcing our agreements through foreign legal systems, complex international tax and financial reporting compliance requirements, and the adverse effects of tariffs, duties, price controls or other restrictions that impair trade.

Risks Relating to the Biodiesel Industry

Competition due to advances in alternative fuels may lessen the demand for biodiesel and negatively impact our profitability.

Alternative fuels, gasoline oxygenates, ethanol and biodiesel production methods are continually under development. A number of automotive, industrial and power generation manufacturers are developing alternative clean power systems using fuel cells or clean-burning gaseous fuels that, like biodiesel, may address increasing worldwide energy costs, the long-term availability of petroleum reserves and environmental concerns. Additionally, there is significant research and development being undertaken regarding the production of ethanol from cellulosic biomass, the production of methane from anaerobic digestors, and the production of electricity from solar, wind and tidal energy systems, among other potential sources of renewable energy. If these alternative fuels continue to expand and gain broad acceptance, we may not be able to compete effectively. This additional competition could reduce the demand for biodiesel, which would adversely affect our business, results of operations and financial condition.

New production facilities under construction or decreases in the demand for biodiesel may result in excess production capacity in the biodiesel industry, which could cause the price at which we sell biodiesel, and our revenue, to decline.

Excess capacity in the biodiesel industry could result in lower sales prices for our biodiesel, adversely affecting our financial condition and results of operations. In a manufacturing industry with excess capacity, producers have an incentive to manufacture additional products for so long as the price exceeds the marginal cost of production. This incentive can result in the reduction of the market price of biodiesel to a level that is inadequate to generate sufficient cash flow to cover the costs of production. Excess capacity may also result from decreases in the demand for biodiesel, which could result from a number of factors, including regulatory developments that eliminate or reduce incentives for biodiesel use and reduced consumption of all types of diesel fuel. If the price at which we sell our biodiesel falls due to excess production, our revenues will likely decline, which would decrease our cash flow and negatively impact our business, financial condition and results of operations.

Declines in the price of biodiesel will have a significant negative impact on our financial performance.

Our revenue will be greatly affected by the price at which we can sell our biodiesel. These prices can be volatile as a result of a number of factors. These factors include the overall supply of and demand for biodiesel, the price of petroleum diesel, government mandates and incentives, and the availability and price of competing products. Canadian and U.S. biodiesel prices are closely related to the movement of petroleum diesel prices. Crude oil and petroleum diesel prices are difficult to forecast because the market reflects the global economy, which is subject to political instability, natural disasters, and other factors. Further, exchange rates play a key role in domestic oil pricing. Any lowering of crude oil or petroleum diesel prices will likely also lead to lower prices for biodiesel, which may decrease our biodiesel sales and reduce our revenues.

We may be adversely affected by environmental, health and safety laws, regulations and liabilities.

We are and may become subject to various federal, provincial, state, local and foreign environmental laws, regulations and permits in Canada, the United States and the EU, including those relating to the discharge of materials into the air, water and ground, the generation, storage, handling, use, transportation and disposal of hazardous materials, and the health and safety of our employees. In addition, some of these laws and regulations require our facilities to operate under permits that are subject to renewal, modification or revocation. These laws, regulations and permits can often require expensive pollution control equipment or operational changes to limit actual or potential impacts to the environment. A violation of these laws and regulations or permit conditions can result in substantial penalties, fines, natural resource damages, criminal sanctions, permit revocations and/or facility shutdowns. In addition, we have made, and expect to make, significant capital expenditures on an ongoing basis to comply with increasingly stringent environmental laws, regulations and permits.

We may be liable for the investigation and cleanup of environmental contamination at each of the properties that we own or operate (or which we owned or operated) and at off-site locations where a release or disposal of a contaminant or hazardous substances occurs and we are deemed to be a responsible party. We may be responsible for releases at our current and previous production facilities (including at our pilot plant locations) or at off-site locations under Canadian federal or provincial environmental laws for all or part of the costs of investigation and/or remediation, and for damages to natural resources. We may also be subject to related claims by private parties alleging property damage and personal injury due to exposure to hazardous or other materials at or from those properties. Some of these matters may require us to expend significant amounts for investigation, cleanup or other costs.

In addition, new environmental laws and regulations, new interpretations of existing laws and regulations, increased governmental enforcement of existing laws or other developments could require us to make additional significant expenditures. Continued government and public emphasis on environmental issues can be expected to result in increased future investments for environmental controls at our production facilities. Present and future environmental laws and regulations, and interpretations thereof, applicable to our operations, more vigorous enforcement policies and discovery of currently unknown conditions may require substantial expenditures that could have a material adverse effect on our financial condition.

The hazards and risks associated with producing and transporting our products, such as fires, natural disasters, explosions and the failure of pollution control equipment, may also result in personal injury claims or damage to property and third parties. As protection against operating hazards, we maintain insurance coverage against some, but not all, potential losses. Our coverage includes, but is not limited to, physical damage to assets, pollution liability, commercial general liability and automobile liability. Notwithstanding any insurance we may carry, we could sustain losses for uninsurable or uninsured risks, or in amounts in excess of existing insurance coverage. Events that result in significant personal injury or damage to our property or third parties or other losses that are not fully covered by insurance could have a material adverse effect on our financial condition.

Changes in industry specification standards for biodiesel may increase production costs or require additional capital expenditures to upgrade and/or modify our biodiesel production facilities to meet them. Such upgrades and/or modifications may entail delays in or stoppages of production.

The American Society of Testing Materials' specification for pure biodiesel, D6751, has been adopted by the U.S. Environmental Protection Agency and has been incorporated into the Canadian General Standards Board specification CAN/CGSB – 3.520 Automotive Low Sulphur Diesel Fuel Containing Low Levels of Biodiesel Esters (B1 – B5). ASTM has modified its D6751 specification in the past, and is expected to continue to modify the specification in the future as the use of biodiesel expands. Similarly, the European standards vary by jurisdiction within the EU and may be subject to changes in the future. We believe that compliance with these standards is necessary in order to become and remain a preferred supplier to large petroleum producers and blenders, which is a key aspect of our business strategy. There is no guarantee that our production facilities will be able to produce ASTM or EN compliant biodiesel in the event of changes to the specifications, or that our production facilities will be able to produce biodiesel that complies with specifications used in other countries. We may need to invest significant capital resources to upgrade or modify our production facilities, which might cause delays in or stoppages of production and the resultant loss of revenue, or which might not be economically feasible at all. Any modifications to our production facilities or to the biodiesel ASTM or EN specification or other specification with which we attempt to comply may entail increased production costs or reduced production capacity. These consequences could result in a negative impact on our financial performance.

Adverse public opinions concerning the biodiesel industry in general could harm our business.

The biodiesel industry is new, and general public acceptance of biodiesel is uncertain. Public acceptance of biodiesel as a reliable, high-quality alternative to petroleum diesel may be limited or slower than anticipated due to several factors, including:

- public perception that biodiesel is produced from waste vegetable oil or other lower-quality feedstocks, thereby resulting in low quality fuel;
- public perception that the use of biodiesel will require excessive engine modifications, or that engines running biodiesel will not reliably start in cold conditions;
- actual or perceived problems with biodiesel quality or performance; and
- concern that using biodiesel will void engine warranties.

Such public perceptions or concerns, whether substantiated or not, may adversely affect the demand for our biodiesel, which in turn could decrease our sales, harm our business and adversely affect our financial condition.

Risks Relating to Ownership of Our Shares

The price of our common shares may be volatile and you may lose all or part of your investment.

The value of our common shares has in the past fluctuated, and could in the future fluctuate, significantly, and you may not be able to resell common shares of BIOX at or above the price you acquired those shares. Those fluctuations could be based on various factors in addition to those otherwise described in this Annual Information Form, including:

- our operating performance and the performance of our competitors;
- the public's reaction to our press releases, our other public announcements and our filings with Canadian securities regulatory authorities;
- changes in earnings estimates or recommendations by research analysts who follow us or other companies in our industry;
- public concern over the source of our raw materials;
- the number of shares available for future sale;
- the passage of legislation or other regulatory developments affecting us or our industry;
- the arrival or departure of key personnel;
- general economic, political and market conditions; and
- other developments affecting us, our industry or our competitors.

A decline in the value of our common shares could cause investors to lose some or all of their investment and may adversely impact our ability to attract and retain employees and raise capital. In addition, shareholders may initiate securities class action lawsuits if the market price of our common shares drops significantly, which may cause us to incur substantial costs and could divert the time and attention of our management.

Our principal shareholders and management own a significant percentage of our common shares and will be able to exercise significant influence over our affairs.

Our executive officers, directors and holders of ten per cent or more of our common shares, as of September 30, 2011, beneficially owned approximately 34.33% of our issued and outstanding common shares. Consequently, these shareholders, if acting together, could have significant influence over matters requiring the approval of our shareholders, including the election of our board of directors and significant transactions. The interests of these shareholders may be different than the interests of other shareholders on these matters. This concentration of ownership could also have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common shares.

Certain of our directors and officers may have conflicts of interest.

Certain of our directors and officers serve as directors and/or officers of other public companies which may be involved in the industries in which we participate and therefore it is possible that a conflict may arise between their duties as our director or officer and their duties as a director and/or officer of such other companies. In accordance with the *Canada Business Corporations Act*, directors who have a material interest in any person who is a party to a material contract or a proposed material contract with us are required, subject to certain exceptions, to disclose that interest and abstain from voting on any resolution to approve that contract. In addition, the directors are required to act honestly and in good faith with a view to our best interests.

We are a holding company and depend on our subsidiaries.

Our ability to pay dividends (if any) and, should we obtain debt financing in the future, meet our debt obligations, will be dependent on cash flows from our subsidiaries and, in the short term, our ability to raise capital from external sources. Cash flows from our subsidiaries will be dependent, in the long term, on the ability of our subsidiaries to generate operating cash flows in excess of their own capital expenditures. In addition, our subsidiaries are separate and distinct legal entities that could be precluded from making such distributions under certain circumstances, including as a result of legislation or regulation or in times of financial distress.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

On December 9, 2009, Old BIOX completed a private placement of 23,350,000 subscription receipts to a group of investors which included certain of our directors or companies controlled by them, as well as persons that beneficially own, or control or direct, more than 10% of our common shares. For a description of that transaction, the terms of which were negotiated at arm's length with the agents retained to sell the subscription receipts, see the management information circular of JJR dated January 27, 2010 and the information under the headings (i) "Prior Sales of Securities" on pages 78 and 79 of that management information circular, and (iii) "BIOX Private Placement" on pages 86 and 87 of that management information circular, which information is incorporated herein by reference. That management information circular is available for review under our SEDAR profile at www.sedar.com.

MATERIAL CONTRACTS

BIOX did not enter into any material contracts during the year ended September 30, 2011 or before the financial year ended September 30, 2011 that are still in effect, other than in the ordinary course of business.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings material to BIOX which we are a party to, or that any of our property is or was the subject of, during our company's financial year.

To the best of our company's knowledge, we are not currently a party to any regulatory investigation or proceeding or subject to any potential penalty, individually or in the aggregate, which is likely to have a material adverse effect on the business, operations or financial condition of our company as a whole.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for our common shares is Computershare Investor Services Inc. at its principal transfer office in Toronto, Ontario.

INTEREST OF EXPERTS

Deloitte & Touche LLP, the external auditor of the Corporation, reported on the fiscal 2011 audited consolidated financial statements. Deloitte & Touche LLP has confirmed to our company that it is independent with respect to our company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

ADDITIONAL INFORMATION

Additional information relating to our company may be found under our company's SEDAR profile at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holder's of our securities and securities authorized for issuance under our equity compensation plan is contained in our management information circular dated March 2, 2011 prepared and filed in connection with our annual meeting of shareholders held on March 30, 2011.

Additional financial information is provided in our financial statements and Management's Discussion and Analysis for the year ended September 30, 2011.

We will, upon request to our Corporate Secretary at 125 Lakeshore Road East, Suite 200, Oakville, Ontario, provide to any person or company, the documents specified below:

(a) when we are in the course of a distribution of our securities under a short form prospectus, or we have filed a preliminary short form prospectus in respect of a proposed distribution of our securities:

  (i) one copy of our latest annual information form, together with one copy of any document or the pertinent pages of any document, incorporated therein by reference;

  (ii) one copy of our comparative consolidated financial statements for the most recently completed financial year for which financial statements have been filed, together with the auditors' report thereon, and one copy of any interim financial statements for any period after its most recently completed financial year;

  (iii) one copy of our information circular in respect of our most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared instead of that information circular, as appropriate; and

  (iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under subparagraphs (i) to (iii); or

(b) at any other time, we shall provide to any person or company one copy of any of the documents referred to in subparagraphs (a)(i), (ii) and (iii) above, provided that we may require the payment of a reasonable charge if the request is made by a person or company who is not a holder of our securities.

APPENDIX A

BIOX CORPORATION

AUDIT COMMITTEE CHARTER

A. Establishment of Committee and Procedures

1. Composition of Committee

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of BIOX Corporation (the "**Corporation**") will consist of not less than three directors of the Corporation, each of whom will meet the independence and financial literacy requirements applicable to the Corporation from time to time, including any requirements of applicable securities legislation or any stock exchange on which the Corporation's securities are traded.

Under Canadian securities laws, a director is "independent" if the director has no direct or indirect material relationship with the Corporation. A "material relationship" means a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment, and includes certain relationships identified in National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators.

Under Canadian securities laws, a director is "financially literate" if the director has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

2. Appointment of Committee Members

Members of the Committee will be appointed from time to time by the Board. A member may be removed at any time by the Board and will cease to be a member upon ceasing to be a director of the Corporation.

3. Orientation of New Members

The Board will give new Committee members such information and orientation opportunities as may be deemed by the Board to be necessary or appropriate in the circumstances.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board will fill any vacancy if the membership of the Committee is less than three directors.

5. Committee Chair

The Board will appoint a Chair of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee chosen from those members present at the meeting will preside at the meeting.

6. Responsibilities of the Committee Chair

The Chair of the Committee will provide leadership to the Committee in fulfilling its mandate and other matters delegated to it by the Board. The Chair's responsibilities will include:

(a) working with the Chairman of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;

(b) presiding at Committee meetings;

(c) ensuring that the Committee is properly organized and effectively discharges its duties;

(d) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;

(e) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;

(f) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and

(g) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

7. Secretary of Committee

The Committee will appoint a Secretary who need not be a director of the Corporation, to keep minutes of all Committee meetings.

8. Meetings

The Committee will meet at least four times per year and will meet at such other times during each year as it deems appropriate. In addition, the Chair of the Committee may call a special meeting of the Committee at any time.

A majority of the members of the Committee will constitute a quorum. The Committee will not transact business except at a meeting at which a quorum is present or by a resolution in writing signed by all the members of the Committee.

9. Notice of Meetings

Notice of the time and place of every meeting will be given in writing (including by way of written facsimile communication) to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10. Attendance of the Corporation's Officers or External Auditors at Meetings

At the invitation of the Chair of the Committee, the external auditors, one or more officers of the Corporation or the legal, financial or other advisers of the Corporation may attend any meeting of the Committee or part thereof.

11. Procedure, Records

Subject to any applicable statute or the articles of the Corporation, the Committee will fix its own procedures at meetings and keep records of its proceedings. The minutes of its meetings will be tabled at the next meeting of the Board.

12. Reporting to the Board

The Committee will, when the Committee deems appropriate, but in any event not later than the next regular meeting of the Board, report to the Board all action it has taken since its previous report to the Board, and will make such recommendations to the Board as it deems prudent as a result of such action.

13. The Corporation's Auditors

The Committee will recommend to the Board: (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and (b) the compensation of the external auditor. The Committee will review the circumstances surrounding any proposed change in the external auditors and will recommend the removal of the external auditors if the circumstances warrant.

The external auditors of the Corporation will report to, and ultimately be accountable to, the Committee and the Board as representatives of the shareholders. The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.

14. Delegation of Responsibilities

The Committee will be entitled to delegate from time to time to any individual or subcommittee any of its responsibilities that lawfully may be delegated.

B. Mandate of Committee

Management is responsible for preparing the interim and annual financial statements of the Corporation and for maintaining a system of internal controls to provide reasonable assurance that assets are safeguarded and that transactions are authorized, recorded and reported properly. The Committee is responsible for reviewing management's actions in that regard.

1. The Committee will:

Financial Reporting and Disclosure

(a) review with management and the Corporation's internal and external auditors generally the Corporation's financial reporting and the preparation of the financial statements, including, without limitation, the judgment of the external auditors as to the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;

(b) review with the external auditors, before completion of the annual audit of the Corporation, the financial statements and the report of the external auditors thereon, in order to ensure that the external auditors are satisfied with the disclosure made to them of the required information and with the content of the financial statements;

(c) review with management and the external auditors all significant accounting practices and policies and all changes or proposed changes in such practices and policies and in financial reporting requirements that may affect the Corporation's financial statements, as well as key estimates and judgments of management that may be material to financial reporting;

(d) review and discuss with management and the external auditors, where appropriate, prior to public disclosure:

(i) the financial statements of the Corporation;

(ii) management's discussion and analysis of financial condition and results of operations ("**MD&A**") with regard to the financial statements;

(iii) the annual information form;

(iv) the contents of the annual report to shareholders;

(v) annual and interim earnings press releases;

(vi) all certifications that may be made by the Chief Executive Officer and Chief Financial Officer on the annual or interim financial results, disclosure controls and procedures and internal controls over financial reporting;

(vii) any financial information contained in any prospectus, information circular or other disclosure documents or regulatory filings containing financial information of the Corporation;

and any other similar disclosure filings to be made by the Corporation under the requirements of securities laws or stock exchange rules applicable to the Corporation;

(e) ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of those procedures;

(f) review, as appropriate, any report required by an appropriate regulatory authority to be included in the annual management information circular related to the matters covered by this Charter, including, without limitation, the disclosure of the external auditors' services and fees, Committee members and their qualifications and activities of the Committee;

(g) review with management, the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including, without limitation, tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which those matters may be, or have been, disclosed in the financial statements;

Policies, Procedures and Internal Controls

(h) discuss with management the Corporation's policies and procedures for managing the principal risks of its business to determine if management has identified the principal risks of the Corporation's businesses and has implemented and is maintaining systems and procedures to manage those risks;

(i) review the Corporation's accounting systems and internal control procedures to determine their effectiveness and to determine if the Corporation is in compliance with legal and regulatory requirements and with the Corporation's policies, and where recommendations are made for the improvement of such systems and procedures, monitor management's corrective actions;

(j) establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

Relationship with External Auditors

(k) review the audit plans of the internal and external auditors of the Corporation, including, without limitation, proposed timing, scope and fees of such audit and the degree of detail of those plans and the co-ordination between those plans;

(l) review any matters raised by the external auditors as affecting the conduct of their audit, including, without limitation, any restrictions imposed by management on the scope of the external auditor's examinations;

(m) review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to monitor and confirm the external auditors' independence, including, without limitation: (i) requesting and reviewing, on a periodic basis, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation; (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors; (iii) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence; and (iv) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and any former external auditor of the Corporation;

(n) pre-approve all non-audit services to be provided to the Corporation or any subsidiaries by the Corporation's external auditor; provided that the Committee may delegate to any one of its members the approval of such services, in which case the items approved will be reported to the Committee at its next scheduled meeting following such pre-approval;

Other

(o) meet separately with management, the external auditors and internal auditors from time to time, as it deems necessary, but not less than annually, and consider any matter that they recommend bringing to the attention of the Board;

(p) review and consider, as appropriate, any significant reports and recommendations issued by the Corporation or by the external auditors, together with management's response thereto;

(q) review reports on expenses of the senior officers of the Corporation;

(r) review all related party transactions entered into by the Corporation;

(s) review any business plans and operating and capital budgets of the Corporation;

(t) review with management the adequacy of the Corporation's insurance coverage, including directors' and officers' liability coverage;

(u) annually prepare a report from the Committee to shareholders or others concerning the Committee's activities in the discharge of its responsibilities, when and as required by applicable laws or regulations; and

(v) at least annually, perform a self-evaluation to determine the Committee's effectiveness and performance (which will be orally assessed and reported), evaluate succession plans related to Committee membership and review this Charter and, if required, recommend changes to the Board.

2. The Committee may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate in the circumstances and will have the authority to (i) retain independent counsel and other advisors as it determines necessary to carry out its duties, (ii) set and pay compensation for any advisors employed by the Committee, and (iii) communicate directly with the Corporation's internal and external auditors.