FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

BIOX Corporation
585 Wentworth Street North
Hamilton, ON L8L 5X5

2. Date of Material Change

March 23, 2017

3. News Release

The news release was disseminated on March 24, 2017 via CNW Newswire.

4. Summary of Material Change

On March 24, 2017, BIOX Corporation ("**BIOX**") announced that the secured bridge note in the amount of $5,221,546 USD issued on January 1, 2017 (the "**Bridge Note**") was amended as of March 23, 2017 to extend the maturity date from March 31, 2017 to June 30, 2017 and to increase the amount available under it by up to $5 million CAD, available in three tranches (the "**Bridge Note Amendment**").

5. Full Description of Material Change

On March 24, 2017, BIOX announced that the Bridge Note was amended as of March 23, 2017 to extend the maturity date from March 31, 2017 to June 30, 2017 and to increase the amount available under it by up to $5 million CAD, available in three tranches, up to $2 million CAD on March 24, 2017, up to an additional $2 million CAD on April 24, 2017 and up to an additional $1 million CAD on May 23, 2017 (each, a "**Supplemental Increase**") provided certain conditions precedent are satisfied at each drawdown date, at the same interest rate as the existing Bridge Note. The Supplemental Increases will be used to pay for capital upgrades to BIOX's biodiesel facility in Sombra, Ontario and to pay aged accounts payable.

The Bridge Note Amendment constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Shareholders in Special Transactions* ("**MI 61-101**"). A formal valuation is not required as provided in Section 5.4(1) of MI 61-101 and BIOX is relying on the exemption from the minority shareholder approval requirement contained in Section 5.7(1)(f) of MI 61-101 (*Loan to Issuer, No Equity or Voting Component*). BIOX did not file a material change report 21 days before the closing of the transaction described herein as the principal terms of such transaction were not finalized until, or close to, the date of this report.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this Material Change Report on the basis that it is confidential information.

8. Executive Officer

Alan Rickard, Chief Executive Officer, is knowledgeable about the material change and this report and can be reached at (905) 521-8205 ext. 253.

9. Date of Report

March 30, 2017.