

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

Item 1 Name and Address of Company:

Ceapro Inc., 1008 RTF University of Alberta, 8308-114th Street, Edmonton, Alberta T6G 2E1,

Item 2 Date of Material Change:

September 25, 2007.

Item 3 News Release:

Disseminated by Marketwire on September 25, 2007

Item 4 Summary of Material Change:

Ceapro announces that David Harvey has resigned as a Director and that Glenn Rourke has been appointed as a Director.

Item 5 Full Description of Material Change;

See attached Press Release.

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

N/A

Item 7 Omitted Information:

No information has been omitted on the basis that it is confidential.

Item 8 Executive Office:

Dr. Mark Redmond, President and Chief Executive Officer
Telephone: (780) 421-4555
E-mail: mredmond@ceapro.com

Item 9 Date of Report:

September 25, 2007

Glenn Rourke Joins Ceapro Board

Edmonton, Alberta – 25 September 2007 – Ceapro Inc. (CZO – TSX Venture) a Canadian growth-stage biotechnology company is pleased to announce that Glenn Rourke, until recently Managing Director BMO Nesbitt Burns and Senior Vice President Bank of Montreal, has joined Ceapro's Board of Directors. Glenn has worked extensively with public and private companies as well as several levels of government. Corporate policy, governance and its evolution are his among areas of interest. As well, he meets financial literacy requirements and will chair Ceapro's audit committee.

Said Mark Redmond, President and CEO, "We are delighted to welcome Glenn to the Board. His knowledge of corporate finance matters, as well as related evaluation of corporate objectives, strategy and tactical planning will be a significant asset for Ceapro as we investigate areas for growth. His significant business experience will complement the existing capabilities of the Board."

This Board position is being filled as David B. Harvey CIP, CCIB, President & CEO of DBH Financial and Insurance, who has been on Ceapro's board since 2001, is stepping down. His important contribution over the years is well appreciated, and he will continue to provide advisory services to Ceapro in the fields of insurance and liability.

About Glenn Rourke

Glenn Rourke is a bilingual native of Quebec City with degrees from Queen's University and an MBA from the University of Western Ontario. In 2006 he completed the Director's Education Program (DEP) of the Institute for Corporate Directors (ICD) and subsequently received the ICD.D certification.

Retired January 2006, he worked with BMO Financial Group from 1970. He has lived and worked in Tokyo, Singapore and Hong Kong, involved in many aspects of International Banking, culminating with overall responsibility for the Bank's business in Hong Kong and The People's Republic of China.

In 1981 he moved to Toronto as Vice President World Corporate Banking, and then in 1985 was relocated to Montreal as Head of Corporate Banking for Eastern Canada. Subsequent to the merger of Bank of Montreal Corporate Banking and Nesbitt Burns Investment Banking he also assumed direct responsibility for a number of major Quebec-based banking relationships, with overall responsibility for corporate lending and coordination of a wide array of banking products for clients and prospective clients.

During his career, Glenn Rourke developed proficiency and expertise in: dealing at senior government, business and board of directors levels; corporate due diligence; transactional evaluation and negotiation; problem solving/conflict resolution when structuring transactions to meet client needs while respecting market and internal approval criteria.

Past and Current Directorships include: The Canadian Bankers Association Quebec Committee -Chairman; Montreal YMCA Foundation -Executive Committee; Royal Victoria Hospital Foundation – Chair of the Board, Chair of the Investment Committee; McGill University Health Centre Foundation –Treasurer, member of the Executive Committee and past Chair of the Audit Committee; Imperial Tobacco Pension Funds Investment Committee; Caisse de Depot et Placement du Quebec – Corporate Loan Evaluation Committee; and, Royal Montreal Golf Club.

About Ceapro Inc.

Ceapro Technology Inc., Ceapro Veterinary Products Inc., Ceapro Active Ingredients Inc. and Ceapro Bioenergy Inc. are wholly owned subsidiaries of Ceapro Inc., which is a Canadian growth-stage biotechnology company. Our primary business activities relate to the development and commercialization of organic products for medical,

cosmetic and animal health industries using proprietary technology and natural, renewable resources. We will be applying our technology to become an active participant in the bioenergy sector. We have also introduced health and wellness services employing our CeaProve® diagnostic technology. Ceapro shares trade on the Canadian TSX Venture Exchange under the symbol CZO. To learn more about Ceapro, visit www.ceapro.com.

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For more information contact:

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The TSX Venture has neither approved nor disapproved of the information contained herein –

This release may contain forward-looking statements. Various factors could cause actual results to differ materially from those projected in forward-looking statements. Although the Company believes that the forward-looking statements contained herein are reasonable, it can give no assurance that the Company's expectations are correct. All forward-looking statements are expressly qualified in their entirety by this cautionary statement.