FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Chrysalis Capital II Corporation (the "**Corporation**")
2345 Yonge Street, Unit 300
Toronto, Ontario
M4P 2E5

Item 2. Date of Material Change

December 19, 2005

Item 3. News Release

A press release was disseminated on December 19, 2005, via CCN Matthews.

Item 4. Summary of Material Change

Robert Munro was appointed as a director of the Corporation.

Item 5. Full Description of Material Change

Please refer to the Press Release of the Corporation issued on December 19, 2005 attached as Schedule "A" hereto.

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

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Marc Lavine
Chief Executive Officer and Chairman
Telephone: (416) 352-5763

Item 9. Date of Report

December 21, 2005

SCHEDULE "A"

CHRYSALIS CAPITAL II CORPORATION APPOINTS ROBERT MUNRO TO THE BOARD OF DIRECTORS

TORONTO, December 19, 2005 - Chrysalis Capital II Corporation (TSXV:CHC.P) is pleased to announce that Robert Munro has been appointed to the board of directors of effective December 19, 2005. In connection with his appointment as a director of the Chrysalis Capital II Corporation (the "Corporation"), Mr. Munro resigned as Vice-President of the Corporation.

The current directors of the Corporation are Marc Lavine, Geoffrey Rotstein, Grant McCutcheon and Robert Munro. The current officers of the Corporation are Marc Lavine as the President, Chief Executive Officer and Chief Financial Officer and Jonathan Ehrlich as Vice-President.

About Chrysalis Group –

The Chrysalis Group enhanced the CPC program by focusing a dedicated an experienced team of professionals on creating a series of CPC's. This approach leverages our understanding of the nuances of CPC process, public market experience, relationships in the industry and investor base. The result – innovations to the CPC program and access to strong companies for the QT.

To date, the founders of Chrysalis Capital have successfully completed one QT (*Pharmeng Technologies International TSXV:PII).* and have a second CPC pursuing various targets - Chrysalis Capital II Corporation.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

For further information, please contact:

Marc Lavine, Chief Executive Officer and Chairman
Chrysalis Capital Corporation
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www.chrysalis-capital.com