

**FORM 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Chemaphor Inc. (the "Company")
100 Sussex Drive
Ottawa, Ontario K1A 0R6

Item 2 Date of Material Change

August 6, 2009

Item 3 News Release

News release attached as Schedule "A" was disseminated on August 7, 2009.

Item 4 Summary of Material Change

The Company has announced the termination of a collaboration agreement with Elanco, the animal health division of Eli Lilly and Company.

Item 5 Full Description of Material Change

See news release attached as Schedule "A".

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Dr. Graham Burton, the Company's President, is knowledgeable about the material change and this report. His business telephone number is (613) 990-0969.

Item 9 Date of Report

August 10, 2009

SCHEDULE "A"



100 Sussex Dr., Ottawa ON K1A 0R6
Tel (613) 990-0969 Fax (613) 993-0796
E-mail: g.burton@chemaphor.com

7 August, 2009

FOR IMMEDIATE RELEASE

Listing: TSX Venture Exchange
Symbol: CFR

Chemaphor and Elanco End Relationship

OTTAWA, CANADA, 6 August 2009. Chemaphor announced today that they have agreed to end their relationship with Elanco, the animal health division of Eli Lilly and Company, and with this to terminate their contractual arrangement, effective immediately. All rights to Chemaphor's technology revert to Chemaphor without restriction, enabling Chemaphor to immediately engage in partnership discussions with other interested global animal health care companies in the poultry, swine, cattle and aquaculture markets.

Chemaphor is a health and wellness company that has multiple product opportunities within multiple markets. Chemaphor continues to pursue development and commercialization strategies for each of these markets and will provide updates by way of subsequent press releases in the near term.

About Chemaphor

Chemaphor Inc. (www.chemaphor.com) uses its core expertise in chemistry to develop premium products for the animal health, skin care cosmetics, pharmaceutical and specialty chemical markets. Chemaphor's goal is to fully exploit its proprietary platform of carotenoid oxidation compounds by finding recognized partners to commercialize its products in multiple, large markets.

Forward Looking Statements

This press release contains forward-looking statements regarding, among other things, Chemaphor's beliefs, plans, objectives, strategies, estimates, intentions and expectations. Actual results and events may differ materially from those included in, contemplated or implied by such forward looking statements for a variety of reasons. When used in this press release, the words "seek", "believe", "develop", "intends", "will", "may", "potential", "should" and similar expressions are intended to be among the statements that identify forward-looking statements. Forward-looking statements are subject to inherent risks and uncertainties including, but not limited to, market and general economic conditions, the availability to attract and retain key personnel, the availability and terms of financing, the scientific and commercial viability of planned products, changes in Chemaphor's relationship with its key suppliers and partners, competitive factors, changes in regulatory environments affecting Chemaphor's business, and the accuracy in management's assumptions. This list is not exhaustive of the factors that may affect any of Chemaphor's forward-looking statements. Investors and others should carefully consider these and other factors and not place undue reliance on these forward-looking statements. In addition, these forward-

looking statements relate to the date on which they were made and Chemaphor disclaims and has no intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. (Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.)

For further information contact:

Chemaphor

Dr. Graham Burton

613-990-0969

g.burton@chemaphor.com