

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 19, 2009

Item 3 News Release

News release attached as Schedule "A" was disseminated on August 19, 2009.

Item 4 Summary of Material Change

A joint research proposal from the Company and the National Research Council of Canada Institute for Nutrisciences and Health (NRC-INH) has received funding support from the Government of Prince Edward Island (PEI).

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 24, 2009

SCHEDULE "A"



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19 August, 2009

FOR IMMEDIATE RELEASE

Listing: TSX Venture Exchange
Symbol: CFR

Chemaphor and National Research Council Receive Funding Support for Joint Project from Prince Edward Island Government

OTTAWA, CANADA, 19 August 2009. A joint research proposal from Chemaphor and the National Research Council of Canada Institute for Nutrisciences and Health (NRC-INH) has received funding support from the Government of Prince Edward Island (PEI). The research proposal to evaluate the effects of oxidized beta-carotene (β -carotene), otherwise known as OxBC, on gut immunity is funded through the Province's Discovery and Development Fund.

This new project directly builds on the results of Chemaphor and NRC-INH's recent collaborative pilot study funded through the Innovation PEI Pilot Fund, which demonstrated OxBC's ability to enhance the intestinal immune system of mice.

With financial support of approximately \$90,000 from PEI's Discovery and Development Fund, the new project aims to develop and implement genomic-based technologies that will be used to more broadly evaluate OxBC's effects on the mouse intestinal immune system. Although modeled on mice, this research has the potential to lay the foundation for the use of OxBC as a novel gut immune system enhancer for other animals, with potential benefits that include providing a promising alternative to antibiotic use in feeds in the agriculture and aquaculture sectors.

In closing, Dr Paul Dick, CEO of Chemaphor, comments that "By Chemaphor and the NRC working together, we grow stronger in conducting innovative research, which in turn drives product innovation. Receiving financial support from the government of Prince Edward Island completes the picture. This project is an excellent example of when public, private and government partners work together, each party benefits and value is created."

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.)

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