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

April 20, 2011

Item 3 News Release

News release attached as Schedule "A" was disseminated on April 20, 2011.

Item 4 Summary of Material Change

The Company announced that it has agreed to issue a total of 870,000 common shares to directors, former directors and officers of Chemaphor in satisfaction of an aggregate of $87,000 in cash fees and other cash amounts owing from Chemaphor to such individuals.

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

April 28, 2011

SCHEDULE "A"

CHEMAPHOR ANNOUNCES GRANT OF OPTIONS AND ISSUANCE OF SHARES TO DIRECTORS AND OFFICERS IN SATISFACTION OF DEBT

OTTAWA, ONTARIO, April 19, 2011 – Chemaphor Inc. (TSX Venture Exchange: CFR), today announced that it granted options to purchase 500,000 common shares of Chemaphor to David Hankinson, CEO of Chemaphor. These options were granted to meet a commitment made to Mr. Hankinson when he became CEO of Chemaphor and Chemaphor's wholly-owned subsidiary, Avivagen Animal Health Inc., in late 2010. Such options were granted pursuant to the terms of Chemaphor's stock option plan and are exercisable at $0.10 per share.

Chemaphor also announced that it has agreed to issue a total of 870,000 common shares to directors, former directors and officers of Chemaphor in satisfaction of an aggregate of $87,000 in cash fees and other cash amounts owing from Chemaphor to such individuals. Such shares are being issued at a price of $0.10 per share.

All of the foregoing matters remain subject to TSX Venture Exchange approval.

About Chemaphor

Chemaphor, a wellness company, is committed to developing and delivering products to humans and animals to assist in optimizing health and daily quality of life. Chemaphor is advancing product candidates for the food animal market, companion animal market and various, potential human applications. More information can be found at www.chemaphor.com.

About Avivagen

Avivagen is a new Canadian company dedicated to improving the quality of life of animals through science-based, natural health products proven in clinical trials and sold exclusively through veterinarians. Avivagen is a wholly-owned subsidiary of Chemaphor. More information can be found at www.avivagen.com.

For more information:

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