

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

1. Name and Address of Company

Gemoscan Canada, Inc.
5000 Dufferin Street, Unit D1
Toronto, Ontario M3H 5T5

2. Date of Material Change

November 21, 2011

3. News Release

November 23, 2011 via Marketwire

4. Summary of Material Change

Following a pilot program of the HEMOCODE™ Food Intolerance System at select Rexall stores, the program is now available nationally at more than 200 Rexall and Rexall Pharma Plus stores, exclusively providing this service in a retail environment in Canada. The patented immuno food intolerance assessment and treatment system offers Canadians the most effective food intolerance test to determine adverse reactions to common foods and additives.

5.1 Full Description of Material Change

See the news release dated November 23, 2011, attached to this material change report for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

6. Reliance of subsection 7.1(2) of National Instrument 51-102

N/A

7. Omitted Information

N/A

8. Executive Officer

Brian Kalish
Director, President and Chief Executive Officer
Telephone: (416) 650-1200

9. Date of Report

November 23, 2011



THE HEMOCODE™ FOOD INTOLERANCE SYSTEM NOW AVAILABLE AT REXALL™ AND REXALL PHARMA PLUS STORES ACROSS CANADA

Successful pilot sparks national rollout of nutritionally based lifestyle tool

TORONTO (November 23, 2011) – Gemoscan Canada, Inc. (CNSX:GES) (MUN:1GE) owner of the **HEMOCODE™ Food Intolerance System** today announced that the HEMOCODE™ Food Intolerance System is now available nationally at more than 200 Rexall and Rexall Pharma Plus stores following a highly successful pilot program at select Rexall stores earlier this year.

The patented immuno food intolerance assessment and treatment system offers Canadians the most effective food intolerance test to determine adverse reactions to common foods and additives.

“Rexall has always been progressive in finding ways to ensure Canadians live healthier lives,” said Brian Kalish, CEO, Gemoscan Canada, Inc. “By making the HEMOCODE™ Food Intolerance System available in a reliable retail setting across the country, millions of Canadians will have ready access to a tool that can help them easily identify foods and additives that may cause them to feel unwell. It’s wonderful to know that a pharmacy that promotes healthy lifestyle and nutritionally based wellness options is just around the corner.”

The announcement is welcome news for the nearly one-third of North Americans who suffer from intolerances to common foods and additives. The HEMOCODE™ Food Intolerance System assesses for adverse reactions to 250 common foods and additives that are often mistaken for allergies, and manifest in a number of conditions including fibromyalgia, chronic fatigue, headaches, sleeplessness, and weight imbalance.

The HEMOCODE™ Food Intolerance System is a simple, non-invasive finger stick test. Using just a drop of blood, the HEMOCODE™ Food Intolerance System scans the body for inflammatory reactions to common foods and additives. Results are reviewed by a licensed naturopath and revealed in consultation with a pharmacist. Consumers also receive a detailed report outlining key food intolerances, a personalized food guide including recipes, a list of daily-recommended vitamins and supplements for a balanced approach to wellness.

Getting the HEMOCODE™ Food Intolerance System is quick and easy – no appointment necessary. A Rexall pharmacist will walk you through the program, assist you with the blood sample, send your sample for analysis and within seven to 10 days, results are returned to your pharmacist for further follow up with you. The pharmacist will review the results with you in person and discuss a plan to eliminate any offending foods plus recommend supplements to replace any nutrients you may miss from these foods. The HEMOCODE™ naturopath is always available for further consultation if needed.

While nearly 30 per cent of the North American population suffers from a food or food additive intolerance, most people do not know how to identify it and its associated conditions. By using the HEMOCODE™ Food Intolerance System to determine what, if any ingestible items may cause intolerance, Canadians can take the first step to living healthier, more comfortable lives.

The HEMOCODE™ Food Intolerance System may be covered by many extended insurance plans. If individuals have extended health benefits that include naturopathy, they may be covered.

For more information please visit www.hemocode.com, www.rexall.ca or a Rexall or Rexall Pharma Plus drug store location.

About the HEMOCODE™ Food Intolerance System

Owned by Gemoscan Canada, Inc., the HEMOCODE™ Food Intolerance System is a patented, personalized nutritional program that includes a proprietary state-of-the-art blood assessment that identifies and delivers relief from the individually unique symptoms of immuno-based food intolerances. With nearly 30 percent of U.S and Canadians suffering from food intolerances, a team of nutritionists and medical practitioners developed the HEMOCODE™ Food Intolerance System to take the guesswork out of deciphering what variety of 250 common foods and additives can potentially offend and adversely affect personal wellness. Customer-specific reports, nutritional guidelines and recipe books are accompanied by consultation with health-care specialists.

About Gemoscan

Gemoscan Canada, Inc. (CNSX:GES) (MUN:1GE) owns and markets the HEMOCODE™ Food Intolerance System. The HEMOCODE™ Food Intolerance System is a patented, personalized nutritional program that includes a proprietary state-of-the-art blood assessment that identifies and delivers relief from the individually unique symptoms of immuno-based food intolerances. With nearly 30 percent of U.S and Canadians suffering from food intolerances, a team of Gemoscan's nutritionists and medical practitioners developed the HEMOCODE™ Food Intolerance System to take the guesswork out of deciphering what variety of 250 common foods and additives can potentially offend and adversely affect personal wellness. Customer-specific reports, nutritional guidelines and recipe books are accompanied by consultation with health-care specialists.

Gemoscan trades on the Canadian National Stock Exchange under the ticker GES and is quoted on the Munich Stock Exchange under the ticker 1GE.

The CNSX has not reviewed and does not accept responsibility for the adequacy of this release.

Forward-Looking Information

This news release contains certain "forward-looking information". All statements, other than statements of historical fact, that address activities, events or developments that Gemoscan Canada, Inc. ("Gemoscan") believes, expects or anticipates will or may occur in the future. These forward-looking statements reflect the current expectations or beliefs of Gemoscan based on information currently available to Gemoscan. Forward-looking statements are subject to a number of significant risks and uncertainties and other factors that may cause the actual results of Gemoscan to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on Gemoscan. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Gemoscan disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although Gemoscan believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

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