

Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Issuer: Avivagen Inc. (formerly Chempahor Inc.)

<http://www.avivagen.com/>

100 Sussex Drive

Ottawa, ON K1A 0R6

613-990-0969

avivagen@avivagen.com

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

N/A

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

- The issuer is a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Québec.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input checked="" type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

N/A

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

- October 2, 2013

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common Shares

Common Share Purchase Warrants

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

29,647,202 Common Shares

Common Share Purchase Warrants (“**Warrants**”) exercisable into an aggregate maximum of 14,823,601 Common Shares at an exercise price of \$0.12 per Common Share for three years.

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

N/A

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.07	\$60,000.00
British Columbia	4	\$0.07	\$305,550.00
Ontario	10	\$0.07	\$775,814.00
Quebec	78	\$0.07	\$919,940.00
Saudi Arabia	1	\$0.07	\$14,000.00
Total number of Purchasers	94		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,075,304.19

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the

first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Pathfinder Asset Management Limited Suite 1320-885 West Georgia St. Vancouver BC, V6C 3E8 Tel: 604-682-7312 Attn: Rob Ballard	I	2,150,000 Common Shares 1,075,000 Warrants	\$150,500.00	NI 45-106 Section 2.3	2013-10-02
Radical Capital Ltd. S-1625-1185 W. Georgia St Vancouver BC V6E 4E6 Tel: 778-588-7148 Attn: Marcus New	Neither	1,615,000 Common Shares 807,500 Warrants	\$113,050.00	NI 45-106 Section 2.3	2013-10-02
Bloom Burton & Co. Inc. 65 Front St. East Suite 300, Toronto ON M5E 1B5 Tel: 416-640-7580 Attn: Jolyon Burton	Neither	4,661,774 Common Shares 2,330,887 Warrants	\$326,324.18	NI 45-106 Section 2.3	2013-10-02
Bloom Burton Management Services Inc. 65 Front St. East Suite 300, Toronto ON M5E 1B5 Tel: 416-640-7580 Attn: Jolyon Burton	Neither	857,143 Common Shares 428,572 Warrants	\$60,000.00	NI 45-106 Section 2.3	2013-10-02
Canamerica Capital Corp 130-36 Robert St., Milton ON, L9T 6E3 Tel: 416-986-8186 Attn: Albert Imbrogno	Neither	1,000,000 Common Shares 500,000 Warrants	\$70,000.00	NI 45-106 Section 2.3	2013-10-02

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Aljase Holdings Inc. 73 Downshire Montreal QC, H3X 1H4 Tel: 514-836-5674 Attn: Mark Elman	Neither	150,000 Common Shares 75,000 Warrants	\$10,500.00	NI 45-106 Section 2.3	2013-10-02
BT Global Growth Fund L.P. 1001 de Maisonneuve W., Suite 205, Montreal QC H3A 3C8 Tel: 514-907-8070 Attn: Shane Bastiampillai	Neither	1,500,000 Common Shares 750,000 Warrants	\$105,000.00	NI 45-106 Section 2.3	2013-10-02
Henrydale Holdings Inc. 1 Ville-Mare Place, Suite 2101, Montreal QC H3B 2C6 Tel: 514-878-2811 Attn: Gerald Kandestin	Neither	150,000 Common Shares 75,000 Warrants	\$10,500.00	NI 45-106 Section 2.3	2013-10-02
Megali Investments Inc. 1 Place Ville Marie # 2101, Montreal QC H3B 2C6 Tel: 514-878-2861 Attn: Gordon Levine	Neither	150,000 Common Shares 75,000 Warrants	\$10,500.00	NI 45-106 Section 2.3	2013-10-02
Robert Kandestin Lexico Inc. 1 Place Ville Marie # 2101, Montreal QC, H3B 2C6 Tel: 514-878-2861 Attn: Robert Kandestin	Neither	100,000 Common Shares 50,000 Warrants	\$7,000.00	NI 45-106 Section 2.3	2013-10-02
SMCR Holdings Inc. 3333 Boul Graham, # 400 Montreal, QC H3R 3L5 Tel: 514-341-5511 ext 245 Attn: Steven Moses	Neither	150,000 Common Shares 75,000 Warrants	\$10,500.00	NI 45-106 Section 2.3	2013-10-02

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Arthur Wechsler Lexico Inc. 2101-1 place Ville-Marie, Montréal, Québec H3B 2C6 Tel: 514-878-2861 Attn: Arthur Wechsler	Neither	571,000 Common Shares 285,500 Warrants	\$39,970.00	NI 45-106 Section 2.3	2013-10-02
9016-8154 Quebec Inc. 212 RTE 122 St. Germain De Grantham, QC J0C 1K0 Tel: 819-395-2786 Attn: Jean-Paul Béliveau	Neither	70,000 Common Shares 35,000 Warrants	\$4,900.00	NI 45-106 Section 2.3	2013-10-02
Gestion Forty Fifth Inc. 90 Av Cedar Pointe-Claire QC, H9S 4Y4 Tel: 514-426-5865 Attn: Pierre Gallant	Neither	150,000 Common Shares 75,000 Warrants	\$10,500.00	NI 45-106 Section 2.3	2013-10-02
9151-6187 Quebec Inc. 139 Rue Finchley, Hampstead QC, H3X 3A3 Tel: 514-488-8488 Attn: Michael Kapusta	Neither	115,000 Common Shares 57,500 Warrants	\$8,050.00	NI 45-106 Section 2.3	2013-10-02
4128265 Canada Inc. 7001 CH de la Cote des Neiges, Montreal, QC H3S 2B6 Tel: 514-739-4640 Attn: Andrea Leber	Neither	45,000 Common Shares 22,500 Warrants	\$3,150.00	NI 45-106 Section 2.3	2013-10-02
Placements Argox Inc. 639 Argyle Ave, Westmount, QC, H3Y 3C1 Tel: 514-927-9600 Attn: Neil Wechsler	Neither	571,000 Common Shares 285,500 Warrants	\$39,970.00	NI 45-106 Section 2.3	2013-10-02

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Boomba Holdings Inc. 4098 Rue Sainte-Catherine O, Suite 400, Westmount QC, H3Z 1P2 Tel: 514-315-3637 Attn: Benoit Brière	Neither	115,000 Common Shares 57,500 Warrants	\$8,050.00	NI 45-106 Section 2.3	2013-10-02

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
GMP Securities LP 145 King Street West, Suite 300, Toronto ON M5H 1S8	Neither	\$1,120.00	16,000 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$1,120.00
Selective Asset Management Inc. 170 University Avenue, 2nd Floor, Toronto ON, M5H 3B3	Neither	\$4,200.00	60,000 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$4,200.00
Jordan Capital Markets Inc. 1075 West Georgia Street, Suite 1920, Vancouver BC, V6H 3C9	Neither	\$1,120.00	16,000 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$1,120.00
Caldwell Securities Ltd. 150 King Street W., Suite 1710, Toronto ON, M5H 1J9	Neither	\$795.20	11,360 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$795.20
Haywood Securities Inc. Waterfront Centre, 200 Burrard St., Suite 700, Vancouver BC, V6C 3L6	Neither	\$3,500.00	50,000 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$3,500.00

EMD Financial Inc. 398 De Maisonneuve Ouest, Montreal QC, H3A 1L2	Neither	\$20,384.00	50,000 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$20,384.00
Macquarie Private Wealth Inc. 20 Toronto Street, 7th Floor, Toronto ON, M5C 2B8	Neither	\$67,109.00	958,700 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$67,109.00
Canaccord Genuity Corp. 161 Bay Street, Suite 2900, P.O. Box 516 Toronto, ON Canada M5J 2S1	Neither	\$20,000.00	258,714 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$20,000.00
Thomas Weisgerber Unit 105, 45 North Railway Street. PO Box 1642, Okotoks, Alberta T1S 1B5	Neither	\$6,000.00	85,714 Warrants	\$0.10 for the Warrants ¹	NI 45-106 Section 2.3 2013-10-02	\$6,000.00

¹ No cash consideration was paid for these common share purchase warrants, which have an exercise price of \$0.10 per common share for two years.

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: January 8, 2014

Avivagen Inc.

Name of Issuer (please print)

Shane McLean, Secretary, (613) 599-9600

Print name, title and telephone number of person signing

/s/ "Shane McLean"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Shane McLean
LaBarge Weinstein LLP
(613) 599-9600 (ext 262)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581