This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the Securities Rules.

BC FORM 53-901F
(Previously Form 27)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

CRYOPAK INDUSTRIES INC.
1053 Derwent Way
Delta, BC V3M 5R4

Item 2. Date of Material Change

July 3, 2003

Item 3. Press Release

July 3, 2003

Item 4. Summary of Material Change

July 3, 2003 - Cryopak Releases FY2003 Results and Restatement of FY2003 Quarterly Results

Item 5. Full Description of Material Change

Cryopak Industries Inc. today reported its results for its year ended March 31, 2003.

Revenue for the fiscal year ended March 31, 2003 was $14.2 million, a 68% increase over the $8.5 million reported in the previous fiscal year. The increase in revenue over the prior period was due to the Company's acquisition of Ice-Pak Ltd. in October 2002 and the ongoing growth in the sale of the Company's existing products. The net loss for the period was ($2.4) million as compared to a net loss of ($0.3) million for the previous fiscal period. The loss for the period was due to a reduction in gross margin and increased operating expenses. A significant proportion of the Company's sales are denominated in US funds and as a result, the Company's gross margin was negatively impacted by the strengthening Canadian dollar relative to the US dollar. As well, the Company incurred increased transportation costs during the year due in part to increases in petroleum costs. The net loss was further compounded by disproportionate increases in sales and marketing and administration expenditures. The higher sales and marketing and administrative expenses were in part attributed to the Company's pursuit of the pharmaceutical packaging segment of the market and the integration of Ice-Pak Ltd. into its operations.

As a result of a detailed review, the Company will restate its previously reported results for each of the quarterly periods for the fiscal year ended March 31, 2003. This restatement will disclose net earnings of $0.2 million in the first quarterly period and a loss of ($0.3) million and ($0.3) million in the second and third quarterly periods, respectively. These restated figures result from accounting adjustments recorded by the Company which include (i) recognizing sales revenue at the time of product delivery, (ii) recording of stock compensation expense for non-employees which had not previously been recorded, (iii) improving the accuracy of recording inventory, prepaid expenses and accrued liability amounts, (iv) reclassifying the Company's outstanding Convertible Loan Agreement amount from long term liabilities to current liabilities, and (v) finalizing the purchase price allocation for the acquisition of Ice-Pak Ltd. The Company will be filing the restated quarterly financial statements and accompanying notes shortly with the applicable regulatory authorities.

The principal and accrued interest owing on the matured $3.6 million Convertible Loan Agreement remains outstanding. The Company continues to hold discussions with representatives for the holders of that loan with a view to formalizing an extension of the loan maturity or other resolution.

The Company also reported that it continues to experience a challenging market and expects to report a net loss for the recently completed quarterly period.

To move forward, the Company announced further management additions. Effective immediately, Mr. Steve Belitzky has been appointed as the interim Chief Operating Officer. Mr. Belitzky is one of the former owners of Ice-Pak Ltd. and brings to Cryopak over 30 years operating experience in the cold chain management field. As previously announced, Mr. Martin Carsky, has been appointed the Company's new Chief Financial Officer. Mr. Carsky is a Chartered Accountant and brings to the Company extensive capital markets, acquisitions and restructuring experience. The Company has also appointed Mr. Chris Ebbehoj to the position of Vice President & Corporate Controller, effective July 15, 2003. Mr. Ebbehoj is also a Chartered Accountant and has held senior financial positions with various privately held Vancouver-based companies in the past. Both Mr. Belitzky and Mr. Carsky will report to the Company's Chief Executive Officer, Mr. John Morgan. Mr. Ebbehoj will report to Mr. Carsky.

CRYOPAK INDUSTRIES INC.

Consolidated Balance Sheets
(Expressed in Canadian dollars)

March 31, 2003 and 2002

	2003	2002
Assets		
Current assets:		
Cash and cash equivalents	$ -	$ 42,615
Short-term investments	6,133	132,000
Accounts receivable	3,999,698	1,949,428
Advances to related company	88,590	150,567
Inventory	2,164,001	838,052
Prepaid expenses	281,147	314,667
	6,539,569	3,427,329
Property, plant and equipment	1,846,592	1,082,809
Long-term deposits	112,285	-
Intangible assets	1,501,981	472,463
Goodwill	5,953,268	2,394,450
	$15,953,695	$ 7,377,051
Liabilities and Shareholders' Equity		
Current liabilities:		
Bank indebtedness	$ 2,621,928	$ 417,797
Accounts payable and accrued liabilities	3,658,897	1,862,375
Current portion of notes payable to related parties	166,667	503,129
Current portion of obligations under capital lease	210,424	180,469
Convertible loan	3,610,180	-
Deferred revenue	123,408	-
	10,391,504	2,963,770
Convertible loan	-	3,467,213
Note payable to related parties	333,333	-
Obligations under capital lease	366,204	567,722
	11,091,041	6,998,705
Shareholders' equity:		
Share capital	7,736,061	846,650
Convertible loan	373,735	373,735
Share purchase loan	(394,000)	(394,000)
Warrants	225,610	-
Contributed surplus	296,379	-
Deficit	(3,375,131)	(448,039)
	4,862,654	378,346
	$ 15,953,695	$ 7,377,051

CRYOPAK INDUSTRIES INC.

Consolidated Statements of Operations and Deficit
(Expressed in Canadian dollars)

Years ended March 31, 2003, 2002 and 2001

	2003	2002	2001
Sales	$ 14,198,463	$ 8,452,729	$ 5,322,079
Cost of sales	8,654,341	4,573,482	3,105,311
Gross profit	5,544,122	3,879,247	2,216,768
Expenses:			
Sales and marketing	3,770,747	1,501,687	1,372,557
Administration	2,913,445	1,490,739	1,097,988
Amortization	583,741	338,643	336,005
Interest on bank operating line	115,674	59,326	34,008
	7,383,607	3,390,395	2,840,558
Earnings (loss) from operations	(1,839,485)	488,852	(623,790)
Other income/(expense):			
Retirement allowance	-	-	(234,667)
Other income	196,529	18,815	74,488
Interest on long-term debt and other finance costs	(777,886)	(781,426)	(606,652)
	(581,357)	(762,611)	(766,831)
Loss for the year	(2,420,842)	(273,759)	(1,390,621)
Deficit, beginning of year	(448,039)	(11,653,593)	(10,199,372)
Dividend paid on class A preferred shares	-	-	(63,600)
Cash Settlement of Contingent Shares	(506,250)	-	-
Allocation of deficit to reduce share capital	-	11,479,313	-
Deficit, end of year	$ (3,375,131)	$ (448,039)	$ (11,653,593)
Loss per share	$ (0.08)	$ (0.01)	$ (0.07)

See accompanying notes to consolidated financial statements.

CRYOPAK INDUSTRIES INC.

Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

Years ended March 31, 2003, 2002 and 2001

	2003	2002	2001
Cash provided by (used in):			
Operations:			
Loss for the year	$ (2,420,842)	$ (273,759)	$ (1,390,621)
Items not involving cash:			
Amortization	739,126	446,051	407,539
Accretion of convertible loan	142,967	137,307	107,668
Bonus shares	-	50,000	-
Stock-based compensation	296,379	-	-
Write-off of capital assets	21,678	-	-
Changes in non-cash operating working capital:			
Accounts receivable	(928,896)	(424,610)	(170,566)
Advances to related company	61,977	3,525	39,564
Prepaid expenses	86,421	(278,440)	(1,845)
Inventory	(498,915)	(214,835)	(189,997)
Accounts payable and accrued liabilities	1,085,999	662,812	49,382
Deferred Revenue	123,408	-	-
	(1,290,698)	108,051	(1,148,876)
Investments:			
Acquisition, net of cash acquired	(5,284,656)	-	(2,401,554)
Purchase of property, plant and equipment	(363,374)	(80,314)	(40,522)
Proceeds on disposal of property, plant and equipment	-	-	175,000
Purchase of intangible assets	-	-	(403,902)
Payment of long term deposits	(112,285)	-	-
	(5,760,315)	(80,314)	(2,670,978)
Financing:			
Proceeds from bank indebtedness	1,714,619	304,624	34,485
Proceeds from sale of short term investments	125,867	-	-
Repayment of capital lease	(171,563)	(122,255)	(97,101)
Issuance of shares for cash	7,680,270	10,299	216,160
Share issue costs	(695,249)	(76,856)	-
Settlement of contingent shares	(506,250)	-	-
Proceeds from convertible loan	-	-	2,140,973
Proceeds from notes payable	-	-	462,097
Repayment of notes payable	(503,129)	(123,938)	(275,632)
Repayment of term loan	(636,167)	-	-
	7,008,398	(8,126)	2,480,982
Increase (decrease) in cash and cash equivalents	(42,615)	19,611	(1,338,872)
Cash and cash equivalents, beginning of year	42,615	23,004	1,361,876
Cash and cash equivalents, end of year	$ -	$ 42,615	$ 23,004

Item 6. **Reliance on section 85(2) of the Act**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Senior Officers**

John F. Morgan, President
Tel: 604-515-7977

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 3rd day of July, 2003.

"John Morgan"
(signature)

John Morgan
Name

President
Position

Vancouver, B.C.
Place of Declaration