

**PHARMAGAP INC.**  
100 Sussex Drive  
Ottawa, Ontario K1A 0R6.

October 21, 2005

Ontario Securities Commission  
20 Queen St. W.  
Suite 1903, Box 55  
Toronto, ON M5H 3S8  
Attention: Continuous Disclosure

Alberta Securities Commission  
4<sup>th</sup> Floor, 300-5<sup>th</sup> Avenue SW  
Calgary, AB T2P 3C4  
Attention: Continuous Disclosure

British Columbia Securities Commission  
701 West Georgia Street  
P.O. Box 10142, Pacific Centre  
Vancouver, BC V7Y 1L2  
Attention: Continuous Disclosure

TSX Venture Exchange  
P.O. Box 450  
130 King Street West, 3<sup>rd</sup> Floor  
Toronto, ON M5X 1J2  
Attention: Mark Bellefontaine

Dear Sirs:

**Re: Material Change Report**

**Item 1. Name and Address of Company**

The name of the reporting issuer is PharmaGap Inc. (the “**Issuer**” or “**PharmaGap**”). Its head office is located at 100 Sussex Drive, Ottawa, Ontario, K1A 0R6.

**Item 2. Date of Material Change**

The material change occurred on October 20, 2005.

**Item 3.**        **News Release**

The Issuer disseminated a News Release via Canada Newswire on September 20, 2005 and filed the News Release on SEDAR on September 20, 2005.

**Item 4.**        **Summary of Material Change**

The Issuer filed its investor relations agreement (the “**Agreement**”) with The Equicom Group Inc. (“**Equicom**”) with the TSX Venture Exchange (the “**Exchange**”) on October 20, 2005.

**Item 5.**        **Full Description of Material Change**

The Issuer filed the Agreement with Equicom with the Exchange on October 20, 2005. Pursuant to the Agreement, Equicom will provide the Issuer with select strategic investor relations and financial communications services. Equicom will be paid an initial work fee of \$20,000 and a monthly retainer of \$6,000 for the duration of the Agreement. The Agreement will terminate on December 1, 2005.

**Items 6 and 7.**        **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 and Omitted Information**

The Issuer is not relying on sub-section 7.1(2) or (3) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report nor is any information being omitted in reliance thereon.

**Item 8.**        **Executive Officers**

For further information, please contact Simon P. Goulet, Executive Vice President and Chief Operating Officer of the Issuer, at (613) 991-5370.

**Item 9.**        **Date of Report**

DATED at Ottawa, Ontario this 21<sup>st</sup> day of October, 2005.

**PHARMAGAP INC.**

Per: “*Simon P. Goulet*”

Simon P. Goulet, Executive Vice President and  
Chief Operating Officer