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

April 13, 2006

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 April 12, 2006.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on April 12, 2006.

Item 4. Summary of Material Change

The Issuer announced the issuance of a third tranche of Series 3 Convertible Secured Debentures (the "Tranche 3 Series 3 Notes") to accredited investors by way of a private placement in the amount of $200,000.

Item 5. Full Description of Material Change

The Issuer announced it has closed a financing for the Tranche 3 Series 3 Notes to an accredited investor by way of a private placement in the amount of $200,000. The closing is effective as of April 6, 2006 and is subject to TSX Venture Exchange final approval.

The Tranche 3 Series 3 Notes mature August 26, 2007 and accrue interest at 10% per annum. The Tranche 3 Series 3 Notes are convertible at any time by the holder into equity units of the Company (the "Equity Units") at a price of $0.325 for each Equity Unit (each Equity Unit consists of one (1) common share and one (1) warrant with a two (2) year term to purchase one (1) common share at an exercise price of $0.4875). The Tranche 3 Series 3 Notes and the underlying common shares of the Company represented by the Tranche 3 Series 3 Notes are subject to a four (4) month hold period until August 6, 2006 under the rules of the TSX Venture Exchange. The Tranche 3 Series 3 Notes are also callable by the Company under certain circumstances.

The Tranche 3 Series 3 Notes mirror the terms of the Tranche 1 and 2 Series 3 Notes issued to investors in December 2005 and January 2006. Together, the three issues total $517,120. The Tranche 3 Series 3 Notes rank *pari passu* with the Issuer's Series 2 Convertible Secured Debenture issued in August 2005 to SC Stormont Holdings Inc. ("Stormont"). Stormont has consented to the issuance of the Series 3 Notes and the equality of priority ranking.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

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.

Item 7. Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

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 13th day of April, 2006.

PHARMAGAP INC.

Per: *"Simon P. Goulet"*
Simon P. Goulet, Executive Vice President and
Chief Operating Officer