

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

June 24, 2009

**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 June 17, 2009.

**Item 3.**                    **News Release**

The Issuer disseminated a News Release and filed the News Release on SEDAR on June 17, 2009.

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

The Issuer announced the closing of a non-brokered private placement financing of 5,387,000 equity units consisting of common shares and warrants to purchase common shares.

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

The Issuer announced the closing of a non-brokered private placement financing of 5,387,000 equity units consisting of common shares and warrants to purchase common shares. The price per unit was \$0.16, for total gross proceeds of \$861,920. Warrants have a two year term and an exercise price of \$0.20 per share. The shares issued pursuant to the private placement and subsequent warrant exercise are subject to a four month restriction from trading on the TSX Venture Exchange (“TSX-V”), in accordance with TSX-V rules and regulations for equity private placements.

Proceeds from this private placement will be used to further advance PharmaGap’s portfolio of drug compounds, for investor relations activities, and for general working capital.

PharmaGap has engaged Capital Street Group Investment Services Inc. (Capital Street Group), a Limited Market Dealer registered with the Ontario Securities Commission, to act as its lead broker for this offering.

Capital Street Group was paid a cash fee for advisory and structuring services equal to 6.75% of the gross proceeds, which amounts to \$58,180, and 363,622 warrants on the same terms as the private placement.

Capital Street Group was paid a total of \$48,154 (5.6% of gross proceeds)) plus 275,965 warrants for finders fees for its distribution group.

Northern Securities was paid \$16,800 (1.9% of gross proceeds) plus 105,000 warrants as finders fees.

The private placement has been filed under the TSX-V Expedited Private Placement Filing System.

**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 24<sup>th</sup> day of June, 2009.

**PHARMAGAP INC.**

Per: 

Simon Goulet, Executive Vice President and  
Chief Operating Officer