

**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 23, 2009.

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

The Issuer disseminated a News Release and filed the News Release on SEDAR on June 23, 2009.

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

The Issuer announced the appointment of Ms. Sue Kavanagh as Corporate Secretary of the Company effective immediately.

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

The Issuer announced the appointment of Ms. Sue Kavanagh as Corporate Secretary of the Issuer effective immediately. Ms. Kavanagh is Manager, Corporate Services at Perley-Robertson, Hill & McDougall LLP, with over 30 years of experience in corporate and securities law. She has acted, and continues to act, as Corporate Secretary for numerous private and public corporations.

**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