

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

December 3, 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 December 2, 2009.

Item 3. **News Release**

The Issuer disseminated a News Release and filed the News Release on SEDAR on December 2, 2009.

Item 4. **Summary of Material Change**

The Issuer closed a \$333,280 non-brokered private placement of 2,083,000 equity units (“Units”) with arms-length accredited investors, each Unit consisting of one common share and one warrant to purchase one common share.

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

The Issuer closed a \$333,280 non-brokered private placement of 2,083,000 Units with arms-length accredited investors, each Unit consisting of one common share and one warrant to purchase one common share.

Purchasers acquired the Units at a price of \$0.16 per Unit. Each Unit consists of one (1) common share and one (1) two-year purchase warrant to acquire an additional common share at an exercise price of \$0.20 per share. The common shares and warrants issued 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 are to be used to fund the Issuer’s drug development program and for general working capital purposes. The Private Placement has been filed under the TSX-V Expedited Private Placement Filing System.

In connection with the financing, Northern Securities Inc. has received a fee of \$26,662 and 166,640 broker warrants, which also have a two-year term and an exercise price of \$0.20 per

common share. After this private placement, the Issuer will have approximately 91.8 million shares outstanding.

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

The Issuer is not relying on sub-section 7.1(2) 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 3rd day of December, 2009.

PHARMAGAP INC.

Per: (s) Simon Goulet
Simon Goulet, Executive Vice President and
Chief Operating Officer