

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

October 24, 2011

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 24, 2011.

Item 3. News Release

The Issuer disseminated a News Release on October 21 and filed the News Release on SEDAR.

Item 4. Summary of Material Change

The Issuer announced the final closing of a private offering of 2,190,000 equity units (the “Units”) for a net aggregate amount of \$175,210, as conditionally closed on September 21, 2011, at a price of \$0.08 per Unit.

Item 5. Full Description of Material Change

The Issuer announced the final closing of a private offering of 2,190,000 Units for a net aggregate amount of \$175,210, as conditionally closed on September 21, 2011, at a price of \$0.08 per Unit.

The conditional closing and details of this placement and the Units were previously announced on September 21, 2011. TSX Venture Exchange regulations require this announcement on final closing of the placement.

The final closing of this private placement is subject to the approval of the TSX Venture Exchange and the shares and warrants issued pursuant to the private placement are restricted from trading for four months from the date of the conditional closing.

As previously announced, in connection with this closing, \$10,513 in cash fees and 131,400 warrants, issued on the same terms and conditions as the warrants included in the Units, were paid to individuals dealing at arm’s length to the Issuer.

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 Robert C. McInnis, President of the Issuer, at (613) 990-9551.

Item 9. **Date of Report**

DATED at Ottawa, Ontario this 24th day of October, 2011.

PHARMAGAP INC.

(s) Robert C. McInnis
Per:
Robert C. McInnis, President