

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

December 1, 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 November 28, 2011.

Item 3. News Release

The Issuer disseminated a News Release on November 28 and filed the News Release on SEDAR.

Item 4. Summary of Material Change

The Issuer announced that it has completed the conditional closing of a private offering of up to 10,000,000 equity units (the “Units”) for a net aggregate amount (if fully subscribed) of up to \$700,000.

Item 5. Full Description of Material Change

The Issuer announced that it has completed the conditional closing of a private offering of up to 10,000,000 Units for a net aggregate amount (if fully subscribed) of up to \$700,000. A total of 971,428 units have been subscribed in this conditional closing at a price of \$0.07 per Unit, for gross proceeds of \$68,000. The Issuer has been advised of additional subscriptions for this placement and anticipates completing these orders in due course.

Each Unit consists of one common share and one warrant to purchase one common share at an exercise price of \$0.10 per common share with a three year warrant term. The conditional 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 closing.

In connection with this conditional closing, \$4,080 in cash fees will be paid to individuals dealing at arm’s length with PharmaGap as finder’s fees.

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 1st day of December, 2011.

PHARMAGAP INC.

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