FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Trius Investments Inc. (the "**Company**" or "**Trius**")
70 Trius Drive
Fredericton, New Brunswick
E3B 5E3

Item 2. Date of Material Change

April 10, 2019.

Item 3. News Release

Trius issued a press release with respect to the material change referred to in this report via a Canadian news wire service on April 15, 2019, a copy of which has been filed on SEDAR.

Item 4. Summary of Material Change

The Company entered into a binding letter of intent dated April 10, 2019 (the "**LOI**") with Starling Brands Inc. ("**Starling**") to effect a business combination of the two companies by way of a reverse takeover of the Company by the shareholders of Starling (the "**RTO Transaction**").

Item 5. Full Description of Material Change

See Item 4.

Upon completion of the RTO Transaction, the combined entity (the "**Resulting Issuer**") will continue to carry on the business of Starling. The RTO Transaction is expected to be completed by way of an amalgamation between Starling and a wholly-owned subsidiary of Trius, but may be completed by way of arrangement, takeover bid, share exchange, share purchase, or another structure acceptable to Trius and Starling. The RTO Transaction will not be completed while Trius is listed on the TSX Venture Exchange ("**TSXV**").

Pursuant to the RTO Transaction, the holders of common shares of Starling ("**Starling Shares**") will receive common shares of the Resulting Issuer ("**Resulting Issuer Shares**") in exchange for their Starling Shares on the basis of an exchange ratio (the "**Exchange Ratio**") to be determined, but which shall reflect the value of Starling as a proportion of the aggregate value of Starling and Trius. For the purpose of such calculation, Starling's value shall be equal to the number of Starling Shares issued and outstanding multiplied by the issue price of the subscription receipts ("**Subscription Receipts**") pursuant to a concurrent brokered private placement (the "**Private Placement**") to be completed by Starling. Trius' value shall be $4,480,000, inclusive of additional common shares proposed to be issued by Trius in connection with the RTO Transaction.

Upon the satisfaction or waiver of the conditions set out in the definitive transaction agreement to be entered into by Trius and Starling (the "**Definitive Agreement**"), the following, among other things, will be completed in connection with the RTO Transaction:

- Trius will (a) continue from the Province of Alberta into the Province of British Columbia; (b) consolidate its outstanding common shares (the "**Trius Shares**") such that the Starling Shares may be exchanged on a 1:1 basis for Resulting Issuer Shares, having regard for the Exchange Ratio; and (c) change its name to a name approved by Starling;

- all outstanding Starling convertible debt will convert into Starling Shares in accordance with its terms;

- all outstanding Starling Shares will be acquired by Trius, and each former holder of Starling Shares will receive one Resulting Issuer Share in consideration for each such Starling Share;

- all outstanding convertible securities of Starling will either automatically adjust in accordance with their terms, or will be exchanged for convertible securities of the Resulting Issuer, such that following the completion of the RTO Transaction, the holders of such securities will be entitled to acquire Resulting Issuer Shares in lieu of Starling Shares, as adjusted to reflect the Exchange Ratio; and

- the board of directors and management of the Resulting Issuer will be replaced with nominees of Starling.

Starling intends to complete a concurrent Private Placement of Subscription Receipts for aggregate gross proceeds of at least $5,000,000 through one or more Canadian investment dealers. The Subscription Receipts are proposed to be ultimately exchanged, upon satisfaction of certain conditions, for securities of the Resulting Issuer in connection with the RTO Transaction. The issue price per Subscription Receipt, securities issuable upon exchange thereof, and other terms of the Private Placement will be determined in the context of the market.

An application will be made to voluntarily delist the Trius Shares from the TSXV and to list the Resulting Issuer Shares on the Canadian Securities Exchange ("**CSE**"). The delisting of Trius from the TSXV and the listing of the Resulting Issuer on the CSE will be subject to all applicable shareholder and regulatory approvals.

Completion of the RTO Transaction is subject to the satisfaction of customary closing conditions, including:

- the satisfactory completion of due diligence by each of Trius and Starling;

- receipt of all required approvals and consents relating to the RTO Transaction, including without limitation all approvals of the shareholders of Trius and Starling required by the TSXV, CSE, and under applicable corporate or securities laws, the TSXV's approval for delisting of the Trius Shares, and the CSE's approval for listing the Resulting Issuer Shares; and

- completion by Starling of the Private Placement for minimum aggregate gross proceeds of $5,000,000.

Following execution of a Definitive Agreement and subject to any applicable regulatory approvals, upon written request from Starling Trius will make available to Starling a bridge loan (the "**Bridge Loan**") of up to a maximum of the lesser of (i) $1,000,000 and (ii) such maximum amount as permitted by any applicable policies of the CSE. The Bridge Loan will not be advanced while Trius is listed on the TSXV. The Bridge Loan will bear interest at 8% per annum, will mature one year from the date of the Bridge Loan, and will be secured against collateral to be determined by the parties, acting reasonably. On closing of the RTO Transaction, the Bridge Loan will be consolidated as a debt assumed by the Resulting Issuer.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report and may be contacted by the Commission as follows:

Joel Freudman
President and Chief Executive Officer
Trius Investments Inc.

Telephone: (647) 880-6414

Item 9. Date of Report

April 16, 2019.

This material change report contains certain forward-looking statements that reflect the current views and/or expectations of management of Trius and Starling, respectively, with respect to performance, business and future events, including but not limited to express or implied statements and assumptions regarding the intention of Trius and Starling to negotiate for or complete the RTO Transaction, the Private Placement or the Bridge Loan as proposed or at all. Forward-looking statements are based on the current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which Trius and Starling operate. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. In particular, there is no guarantee that the parties will successfully negotiate and enter into the Definitive Agreement or complete the RTO Transaction contemplated herein; that the due diligence of Trius and/or Starling will be satisfactory; that Starling will successfully complete the Private Placement; or that Trius and Starling will obtain any required shareholder or regulatory approvals, including delisting of the Trius Shares from the TSXV and the listing of the Resulting Issuer Shares on the CSE. Accordingly, readers should not place undue reliance on forward-looking statements and information herein, which are qualified in their entirety by this cautionary statement. Neither Trius nor Starling undertakes any *obligation to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.*