FORM 51-102 F3

MATERIAL CHANGE REPORT

ATRIUM INNOVATIONS INC.

1. Reporting Issuer

Atrium Innovations Inc. (the "Company")
1405 boulevard du Parc-Technologique
Quebec, QC G1P 4P5

2. Date of Material Change

December 31, 2008

3. Press Release

The Company issued a press release, on January 5, 2009, indicating the material change. A copy of the press release is attached hereto as Schedule A.

4. Summary of Material Change

On December 31, 2008, the Company has acquired Nutri-Health Supplements, LLC ("NHS"), for a first consideration of US$23.9 million fully paid in cash at closing of the transaction and two additional earn-out payments that will be based on NHS' 2009 and 2010 EBITDA growth.

5. Full Description of Material Change

On December 31, 2008, the Company has acquired, through one of its wholly owned subsidiaries, 100% membership interests of NHS. The Company, whose headquarters are located in Arizona, United States, markets nutritional supplements via multi-channel distribution.

The price of this acquisition represents a first consideration of US$23.9 million fully paid in cash at closing of the transaction. Two additional earn-out payments have been structured based on NHS' 2009 and 2010 EBITDA growth.

The purchase price was financed by the credit facility available to the Company.

6. Reliance on Confidentiality Section of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Further information regarding the matters described in this report may be obtained from Mr. Mario Paradis, Vice President and Chief Financial Officer. Mr. Paradis, who is knowledgeable about the details of the material change, may be contacted at (418) 652-1116.

9. Date of the Material Change Report

January 6, 2009.

SCHEDULE A

PRESS RELEASE

See attached.

PRESS RELEASE
FOR IMMEDIATE RELEASE

ATRIUM ACQUIRES NUTRI-HEALTH SUPPLEMENTS, AN INNOVATIVE AND FAST-GROWING U.S. ENTERPRISE LOCATED IN ARIZONA

This latest acquisition will allow Atrium to expand its brand portfolio with specialized probiotic niche products

Quebec City, Canada, January 5, 2009 - Atrium Innovations Inc. (TSX: ATB) is pleased to announce the acquisition of Nutri-Health Supplements, LLC ("NHS"), a fast-growing enterprise located in Cottonwood, Arizona, U.S. This acquisition is in line with Atrium's business development strategy since NHS markets, via multi-channel distribution, specialty niche products endorsed by health professionals.

NHS owns proprietary Multi-Probiotic® blends which include 16 powerful probiotic strains that are matrix encapsulated to survive stomach acid and deliver a high concentration of active cell cultures per capsule. During the last few years, NHS has experienced impressive growth and achieved approximately US$27 million in sales for 2008.

Probiotics is currently one of the fastest-growing specialized niches in the food supplement market and have become an important part of nutrition. Human body microbial populations have been altered by the use of substances that are designed to kill germs and disease. By introducing friendly microbes into natural gut flora, the resident micro flora will be strengthened.

The company's brand umbrella includes the Nutri-Health® brand which represents about 90% of NHS' total sales. This brand is sold through the direct-to-consumer (DTC) channel largely via a well established mail order program. Furthermore, NHS caters to the health food store and health care practitioner markets with a portfolio of high potential brands − Sedona Labs®, Meta Foods®, and Sedona Labs Pro®.

Atrium has acquired NHS for a first consideration of US$23.9 million fully paid in cash at the closing of the transaction. Two additional earn-out payments have been structured based on NHS' 2009 and 2010 EBITDA growth.

“We are very pleased to acquire Nutri-Health Supplements, an innovative and successful enterprise that is distinguished by a true culture of performance. Nutri-Health has built a loyal and rapidly growing clientele over the years by developing and marketing high quality, health professional-endorsed, specialized products. Buying Nutri-Health marks our first acquisition into the DTC segment with a company aligned with our values and objectives. NHS allows us to acquire complementary expertise in this market segment in which we had a limited business presence until now. This opens the door to promising, synergistic development opportunities within Atrium,” said Mr. Pierre Fitzgibbon, President and Chief Executive Officer of Atrium.

Conference Call on the Acquisition

Atrium will hold a conference call and webcast to discuss the NHS acquisition on January 5, 2009 at 4:30 p.m Eastern Standard Time. Participants may access the call using the following numbers: 416-644-3420, 514-807-8791 or 800-733-7571. The live webcast will be available via the Company’s website at www.atrium-innov.com found in the "Investors" section. A replay of the webcast will also be available on our website for a period of 30 days.

About NHS

Nutri-Health Supplements, LLC is a leading developer, manufacturer and marketer of probiotic and enzymes products. Its premium line of nutraceuticals primarily consists of proprietary Multi-Probiotic® blends and enzyme formulations designed to address the specific health needs of consumers, predominantly digestive and immune health. The company primarily markets its products direct-to-consumer through direct mailing but also distributes other brands through specialized retail outlets and healthcare practitioners.

About Atrium

Atrium Innovations Inc. is a recognized leading developer, manufacturer and marketer of science-based and professionally endorsed products for the health and nutrition industries. The Company focuses primarily on growing segments of the health and nutrition markets which are benefiting from the trends towards healthy living and the ageing of the population. Atrium markets a broad portfolio of finished products through its highly specialized sales and marketing network in more than 35 countries, primarily in North America and Europe. Atrium has over 780 employees and operates seven manufacturing facilities. Additional information about Atrium is available on its website at www.atrium-innov.com.

Cautionary Note and Forward-Looking Statements

This press release contains certain forward-looking statements with respect to the Company. These forward-looking statements, by their nature, necessarily involve risks and uncertainties that could cause actual results to differ materially from those contemplated by these forward-looking statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable, but cautions the reader that these assumptions regarding future events, many of which are beyond its control, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Company. For additional information with respect to these and other factors, see the Company's quarterly and annual filings with the Canadian securities commissions. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

Investor Relations:
Mario Paradis
Vice-President and Chief Financial Officer
Tel.: (418) 652-1116
mparadis@atrium-innov.com

Media Relations:
Frédéric Tremblay
HKDP
(514) 395-0375, ext. 234
ftremblay@hkdp.qc.ca

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