FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

DionyMed Brands Inc. ("**DionyMed**" or the "**Company**")
885 W Georgia Street, Suite #2200
Vancouver, British Columbia
V6C 2G2

Item 2 Date of Material Change

The material change occurred on January 16, 2019.

Item 3 News Release

A news release relating to the material change described herein was disseminated before market open by BusinessWire on January 17, 2019.

Item 4 Summary of Material Change

On January 16, 2019, the Company signed a definitive agreement (the "**Agreement**") for a two-year, up to US$40 million senior secured credit facility from a syndicate of investors. The credit facility consists of a US$15 million term loan facility and a US$25 million asset-backed loan facility.

Item 5 Full Description of Material Change

Item 5.1

On January 16, 2019, the Company signed the Agreement for a two-year, up to US$40 million senior secured credit facility from a syndicate of investors. The credit facility consists of a US$15 million term loan facility and a US$25 million asset-backed loan facility.

Currently, the syndicate of investors have committed to provide US$13 million of the credit facility. Future commitments from existing or future lenders are expected for the full amount. Amounts drawn under the facility will be guaranteed by DionyMed and its subsidiaries and will be secured by all assets of DionyMed and each subsidiary, including, inventory, trade receivables and real property.

This credit facility will be used for acquisitions, capital expenditures, refinancing existing debt, working capital and general corporate purposes.

The credit facility provides DionyMed an efficient capital structure as it continues to expand its US operational footprint and product portfolio, through both inorganic and organic growth opportunities. The facility will bear interest of LIBOR plus 8% rate with a commitment fee, an arrangement fee and an annual fee. The credit facility includes up to an aggregate of 7.1 million warrants with warrants issued to investors based on the amount drawn on the credit facility proportionate to the maximum credit facility size of $40 million. Each warrant provides the investor the right to purchase one subordinated voting (common) share and the warrants expire after 36 months. If the credit facility is fully drawn, the warrants would have a weighted-average exercise price of C$5.16 per share based on the C$3.25 share price as of the close of business on January 16, 2019.

A copy of the Agreement is available on the Company's SEDAR profile at www.sedar.com.

Item 5.2

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Peter Kampian
Chief Financial Officer
416-209-5982

Item 9 Date of Report

January 25, 2019