

**FORM 51-102F3
Material Change Report**

1. Name and Address of Company:

Pediapharm Inc. (the "Issuer")
225 - 1 Place du Commerce
Verdun, QC H3E 1A2

2. Date of Material Change(s):

May 1, 2014

3. News Release:

A news release was disseminated May 1, 2014 through the facilities of Marketwire.

4. Summary of Material Change(s):

The Issuer announces that it has engaged Paradox Public Relations Inc. ("Paradox") as strategic investor relations consultants to the Issuer. Paradox will focus on developing and expanding Pediapharm's communications with the investment community through a comprehensive investor relations program.

5. Full Description of Material Change

5.1 Full Description of Material Change:

The Issuer announces that it has engaged Paradox Public Relations Inc. ("Paradox") as strategic investor relations consultants to the Issuer. Paradox will focus on developing and expanding Pediapharm's communications with the investment community through a comprehensive investor relations program. Paradox is an investor relations company founded in 2001 and is based in Montreal, Canada. Paradox provides a wide range of services to companies to help broaden investor exposure and develop a shareholder following. The term of the agreement entered into between the Issuer and Paradox is for an initial period of six months. In consideration for its services, Pediapharm has agreed to pay to Paradox a monthly fee of \$6,800. In addition, the Corporation has granted to Paradox stock options giving it the right to purchase up to 100,000 common shares of the Corporation at an exercise price of \$0.36 per common share for a period of one year. The options granted will vest monthly in 12 equal tranches starting on the grant date.

5.2 Disclosure for Restructuring Transaction:

Not Applicable

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Roland Boivin
Chief Financial Officer
Telephone: (514) 762-2626 ext. 202

9. Date of Report:

May 1, 2014