

**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):**

June 2, 2014

**3. News Release:**

A news release was disseminated June 2, 2014 through the facilities of Marketwire.

**4. Summary of Material Change(s):**

The issuer announces that there have been changes to its Board of Directors. Mr. Angelo Botter has resigned as a director of the Company to pursue other matters. Michael P. Mueller has agreed to join the Board of Directors.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change:**

The Issuer announces that there have been changes to its Board of Directors. Mr. Angelo Botter has resigned as a director of the Company to pursue other matters. The Corporation's board of directors would like to thank Mr. Botter for his invaluable contribution to the success of Pediapharm since it was founded and wish him well in his future endeavors.

The Corporation is pleased to announce that Michael P. Mueller has agreed to join the Board of Directors. Mr. Mueller is currently the Chairman of Annidis Corporation and a director of several companies including PSP Investments, the Canadian Tire Bank, Magor Communications Corp. and Emily's House. From 2003 to 2005, he was the President and CEO of MDS Capital Corporation. Mr. Mueller previously held a series of senior executive positions at TD Bank, including Vice Chairman and Global Head of Investment and Corporate Banking. He is a former member of the Board of Directors of the Scarborough Hospital (past Chair), the Scarborough Hospital Foundation, AIM Therapeutics Inc., Biovest Corp. 1, Budco, TM BioScience, MDS Capital Corporation and Canadian Medical Discoveries Funds I and II. Mr. Mueller holds a Bachelor of Science from the University of Western Ontario and an MBA from York University.

**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:**

June 2, 2014