

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 8, 2015

3. News Release:

A news release was disseminated June 8, 2015 through the facilities of Marketwire.

4. Summary of Material Change(s):

The Issuer and G. Pohl-Boskamp GmbH & Co KG announced the extension of their exclusive Canadian distribution agreement for NYDA until at least 2021. The revised agreement includes additional renewal clauses and similar terms and conditions as was included in the previous agreement.

5. Full Description of Material Change

5.1 Full Description of Material Change:

Pediapharm Inc. (TSXV: PDP) ("**Pediapharm**" or the "**Company**") and G. Pohl-Boskamp GmbH & Co KG ("**Pohl-Boskamp**") are very pleased to announce the extension of their exclusive Canadian distribution agreement for NYDA until at least 2021. The revised agreement includes additional renewal clauses and similar terms and conditions as was included in the previous agreement.

NYDA, successfully launched by Pediapharm in Canada in 2012 is a breakthrough non-pesticide treatment that kills head lice and its eggs in less than 1 minute. It was included in the official public health guidelines from the Ministry of Health and Social Services of Quebec and has been recognized by receiving the Today's Parent Approved Award seal in 2015.

"We have been very impressed with the progress of NYDA in the Canadian marketplace and are delighted to have come to a long-term agreement with Pediapharm. The Pediapharm team has proven they can execute and we strongly believe that NYDA will continue to grow rapidly in Canada", stated Bodo Heibrock, Senior Director of International Sales at Pohl-Boskamp.

"Pohl-Boskamp's business model has been built on having solid partnerships globally. The two companies have been collaborating since 2009 and have accomplished a lot already. There is still a lot the companies can accomplish with this renewed collaboration", added Thomas Höppner, Executive Director at Pohl-Boskamp.

"Given the current dynamics of the head lice environment in Canada, it is just a matter of time before NYDA becomes a market leader. Our plans include accelerated growth for NYDA again

this year, with projected revenue of \$3.2 million, and we believe we will reach the \$6-8 million of annual revenue by 2017” stated Sylvain Chretien, President and CEO of Pediapharm.

“We are very fortunate to have such a solid partner in Pohl-Boskamp. From the beginning, we have been working very well together with the same objective: make NYDA a real success story in Canada like they did in Germany” concluded Benoît Hébert, Vice-President Business Development & Licensing of Pediapharm.

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 8, 2015