

## AMENDMENT NO. 1 TO INVESTMENT COMMITMENT AND CALL OPTION AGREEMENT

This amendment No. 1 dated July 30, 2018 to the investment commitment and call option agreement dated as of May 26, 2018, is entered into by and between the following parties:

- (a) FCM GLOBAL S.A.S., a simplified stock corporation (*sociedad por acciones simplificada*) duly incorporated under the laws of the Republic of Colombia, identified with tax identification number 900.901.386-6, hereby represented by its legal representative Carlos Velasquez (hereinafter "FCM" or the "Company");
- (b) PROMOTORA AAA S.A.S., a simplified stock corporation (*sociedad por acciones simplificada*) duly incorporated under the laws of the Republic of Colombia, identified with tax identification number 900.535.286-0, hereby represented by its legal representative Carlos Velasquez (hereinafter "Promotora");
- (c) JUAN FELIPE VELÁSQUEZ AGUDELO, of legal age, identified with Citizenship Card No. 98.550.681, hereby acting on his own behalf (hereinafter "Velásquez");
- (d) MANI PARTNERS LLC, a limited liability company, duly incorporated under the laws of the state of Delaware, identified with registration number 82-3024677, hereby represented by its [proxy/authorized officer] Leo LaForce (hereinafter "Mani" and jointly with Promotora and Velásquez, the "Shareholders"); and
- (e) ORION NUTRACEUTICALS INC., a company duly incorporated under the laws of the Province of British Columbia, hereby represented by its authorized officer Jonathan Fiteni, Chief Executive Officer (hereinafter "Orion").

The Company, the Shareholders and Orion will be jointly referred to as the "Parties", and individually any of them as a "Party".

### WHEREAS

1. The Parties entered into an investment commitment and call option agreement dated May 26, 2018 (the "**Original Agreement**") and the Parties wish to make certain changes to the Original Agreement.
2. The Company, the Shareholders and Orion wish to enter into the Amendment No 1 (the "**Amendment**") to the Original Agreement.

Having said the above, the Parties of this Amendment agree as follows:

### CLAUSES

#### **Clause 1. Definitions and Interpretation.**

For all purposes of the Amendment, and unless otherwise is expressly stated, all capitalized terms have the meanings given to them in the Original Agreement.

#### **Clause 2. Purpose of the Amendment.**

The purpose of this Amendment is to amend the terms and conditions under which Orion will perform a capital contribution to the Company.

#### **Clause 3. Issuance of Shares**

##### **3.01. Issuance of Shares.**

The Parties wish to amend certain subsections within section 3.01 as follows:

1. Subsection 3.01(f)2.E. as set out in the Original Agreement is deleted and replaced with a new subsection 3.01(f)2.E as follows:

E. In August 2018, USD200,000 in exchange for eight-hundred and four (804) Orion FCM Shares.

2. Subsection 3.01(f)2.F. as set out in the Original Agreement is deleted and replaced with a new subsection 3.01(f)2.F. as follows:

F. In September 2018, USD150,000 in exchange for six-hundred and three (603) Orion FCM Shares.

3. A new Subsection 3.01(f)2.F-1 is added to the Amendment:

F-1. In October 2018, USD100,000 in exchange for four-hundred and two (402) Orion FCM Shares.

4. Subsection 3.01(f)2.G. as set out in the Original Agreement and replace with a new subsection 3.01(f)2.G. as follows:

G. In September, October, or November 2018, a value of USD 1,000,000 in Orion Treasury Stock, valued at CAN \$1.00 per Orion Treasury Stock in exchange for four thousand and twenty-two (4,022) Orion FCM Shares.

**Clause 4. General Terms**

The Original Agreement remains in full force and effect, except as amended by this Amendment.

In witness whereof, the Parties have executed this Agreement in counterparts.

**FCM GLOBAL S.A.S**

**MANI PARTNERS LLC**

Per: "Carlos Velasquez"  
Authorized Signatory

Per: "Leo LaForce"  
Authorized Signatory

**PROMOTORA AAA S.A.S**

**ORION NUTRACEUTICALS INC.**

Per: "Carlos Velasquez"  
Authorized Signatory

Per: "Jonathan Fiteni"  
Authorized Signatory

"Juan Felipe Velásquez"  
**Juan Felipe Velásquez**