

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Orion Nutraceuticals Inc.
309 - 1485 West 6th Avenue
Vancouver, BC V6H 4G1

Item 2 Date of Material Change

October 16, 2018

Item 3 News Release

A news release was issued by Orion Nutraceuticals Inc. on October 16, 2018, and disseminated via Stockwatch.

Item 4 Summary of Material Change

Orion Announces \$2,000,000 Non-Brokered Financing and CSE Listing

Vancouver, B.C., October 16, 2018 – **Orion Nutraceuticals Inc.**, (CSE: **ORI**) (the “**Company**” or “**Orion**”) is pleased to announce a non-brokered private placement of up to 4,000,000 units at a price of CAD\$0.50 per unit. Each unit will consist of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share in the capital of the Company for a period of 24 months following the closing of the private placement at a price of CAD\$1.00 per warrant share.

CSE Listing Date

Orion is pleased to announce that today, the Canadian Securities Exchange issued its Bulletin announcing the Company's listing on the CSE, with trading commencing on October 17, 2018 under the symbol “**ORI**”. Please refer to the link below to access the CSE Bulletin.

<https://thecse.com/en/about/publications/bulletins/2018-1022-new-listing-orion-nutraceuticals-inc-ori>

Item 5 Full Description of Material Change

See the news release attached as Schedule “A” hereto.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

To obtain further information please contact Marcelin O'Neill at 604.569.4969.

Item 9 Date of Report

DATED at Vancouver, BC this 17th day of October, 2018.

/s/ “Marcelin O'Neill”

Marcelin O'Neill
Director & Chief Compliance Officer

Schedule 'A'



NEWS RELEASE

Orion Announces \$2,000,000 Non-Brokered Financing and CSE Listing

Vancouver, B.C., October 16, 2018 – **Orion Nutraceuticals Inc.**, (CSE: **ORI**) (the “**Company**” or “**Orion**”) is pleased to announce a non-brokered private placement of up to 4,000,000 units at a price of CAD\$0.50 per unit.

Each unit will consist of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share in the capital of the Company for a period of 24 months following the closing of the private placement at a price of CAD\$1.00 per warrant share.

The offering was priced in the context of the market based on a price reservation made by the Company with the Canadian Securities Exchange. The private placement is subject to the approval of the CSE and the securities will be subject to a four-month hold period under securities laws. The Company intends to use the net proceeds from the private placement for general working capital and corporate purposes.

CSE Listing Date

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About Orion Nutraceuticals Inc.

Orion Nutraceuticals Inc. aims to set a new standard in cannabis life science by producing and developing innovative products with key strategic partners in the industry. In conjunction with its professional sports strategic alliances, the company is poised to advance research and development in the plant science sector, deliver science-based products and services, and market CBD therapies to the mainstream with proprietary brands and products. Medic-Oasis, Orion's 99% held subsidiary, has submitted its application for an ACMPR license and is currently under review with Health Canada. Build out is expected to begin in Q1 2019, with completion of the 30,000 square foot facility expected by Q3 2019. Orion Nutraceuticals is partners with Colombian based medical cannabis corporation FCM Global. FCM supplies pharmaceutical, nutritional, wellness, and cosmetic companies in legal markets worldwide with customized medical cannabis extracts, oils, and isolates at commercial scale. FCM also collaborates with clients on research & development, conducting evidence-based pre-clinical and clinical trials. Orion shares trade in Canada on the CSE under the symbol ORI.

On behalf of the Board of Directors,
Jonathan Fiteni, CEO
Orion Nutraceuticals Inc.
www.orionnutra.ca

Investor Relations
Robin Linden
1.604.609.6196
investors@orionnutra.ca

Keep up to date with Orion on our social media channels:

Twitter: @orionnutra

Facebook: @orionnutra

Instagram: @orionnutra

This news release may contain forward-looking statements based on assumptions and judgments of management regarding future events or results. Such statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements. The company disclaims any intention or obligation to revise or update such statements. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis and other disclosure filings with Canadian securities regulators, which are posted on www.sedar.com.

This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities described herein and accordingly undue reliance should not be put on such. Neither the Canadian Securities Exchange (CSE or CNSX Markets), nor its Regulation Services Provider (as that term is defined in policies of the CSE), accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.