

ORION NUTRACEUTICALS INC.

Suite 300 – 1055 West Hastings Street,
Vancouver, British Columbia, V6E2E9, Canada

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General Meeting (the “**Meeting**”) of the shareholders of **Orion Nutraceuticals Inc.** (the “**Company**”) will be held on **Thursday, May 2, 2019**, Suite 300 – 1055 West Hastings Street, Vancouver, British Columbia, V6E2E9, Canada , at 11:00 am (Pacific Time) for the following purposes:

1. To receive the audited annual consolidated financial statements of the Company for its financial year ended May 31, 2018, together with the Auditor’s report thereon;
2. To determine the number of directors of the Company at three (3);
3. To elect the directors of the Company for the coming year;
4. To appoint Dale Matheson Carr-Hilton Labonte LLP, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To consider, and if thought fit, to ratify and approve, with or without amendment, an ordinary resolution of disinterested shareholders providing for the approval of the Company’s Incentive Stock Option Plan (the “Stock Option Plan”) wherein the Company will allocate and reserve up to 20% of its issued common shares from time to time for the purpose of granting options under the Stock Option Plan. The full text of the resolution, which also includes approval of the Company’s issuance of share purchase warrants as compensation, is set forth in the Information Circular accompanying this Notice; and
6. To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

This Notice is accompanied by an Information Circular (the “Circular”), either a form of Proxy for registered shareholders or a Voting Instruction Form (“VIF”) for beneficial (non-registered) shareholders and Financial Statement Request Form. Please review the accompanying Circular before voting as it contains important information about the Meeting and is deemed to form part of this Notice.

The Company’s Board of Directors has fixed the close of business on the March 28, 2019 as the record date for the determination of shareholders who are entitled to receive notice of, and to vote at, the Meeting. Only shareholders of the Company as of March 28, 2019, are entitled to receive notice of and to vote at the Meeting, and any adjournment or postponement.

If you are a *registered shareholder* of the Company you may attend the Meeting in person or be represented by proxy. Shareholders of the Company who are unable to attend the meeting in person are requested to complete, sign and date the enclosed Proxy/Voting Instruction Form and to mail it to or deposit it with Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J2Y1. Telephone and Internet voting can also be completed 24 hours a day, 7 days a week by following the instructions in the accompanying Proxy/Voting Instruction Form. Duly completed forms of Proxy must be received or a vote using the telephone or over the internet must be completed no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, being 11:00 a.m. (Pacific Time) on April 30, 2019, or any adjournments or postponements thereof, unless the chairman of the Meeting chooses to exercise his discretion to accept late proxies.

If you are a *non-registered shareholder* of the Company you should complete and return the VIF or other authorization provided to you by your broker, investment dealer, trust company or other intermediary in accordance with the instructions provided. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to have your Shares voted at the Meeting.

If you do not vote, or do not instruct your broker, investment dealer, bank, trust company or other intermediary how to vote, you will not be considered to be represented by proxy for the purpose of voting. Shares represented by a properly executed proxy will be voted on any ballot that may be conducted at the Meeting in accordance with your instructions and, if you specify a choice with respect to any matter to be acted upon, your Shares shall be voted accordingly. In the absence of instructions your Shares will be voted FOR each of the matters referred to in the proxy.

DATED the 28th day of March, 2019.

By Order of the Board of Directors of

ORION NUTRACEUTICALS INC.

“Jonathan Fiteni”

Jonathan Fiteni
Chief Executive Officer