

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Orion Nutraceuticals Inc. (the “Company”)
#804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

March 26, 2019 and March 29, 2019.

Item 3: News Release

A news release was issued and disseminated on April 6, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the resignation of Marcelin O’Neill from her position as CCO and as a director of the Company. Replacing her on the board of directors will be current CFO, Chris Cherry.

Additionally, the Company announced it has arranged a private placement of up to 544,000 units at prices of \$0.25 per unit for gross proceeds of up to \$136,000.

Item 5: Full Description of Material Change

The Company announced the resignation of Marcelin O’Neill from her position as CCO and as a director of the Company. Replacing her on the board of directors will be current CFO, Chris Cherry. The Company has engaged “Take It Public Services Inc.” to handle its corporate compliance services.

Additionally, the Company has arranged a private placement of up to 544,000 units at prices of \$0.25 per unit for gross proceeds of up to \$136,000, under prospectus exemptions available under applicable securities legislation to various purchasers. Each unit will consist of one common share and one transferable common share purchase warrant. Each Warrant entitles the Holder to purchase one common share of the Issuer, at a price of CDN\$0.50 per Warrant Share, subject to an accelerated expiry if the closing trading price of the Company’s shares is greater than \$0.70 per share for a period of 10 consecutive trading days.

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 to execute the Company’s general working capital purposes.

The Company has engaged “Level2Media Inc” to execute strategic investor relations and digital media services for \$30,000 per month for a total of four months. The fee is to be payable in common shares of the Company, subject to the Company’s filing requirements with the Canadian Securities Exchange and applicable securities laws.

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. Orion shares trade in Canada on the CSE under the symbol ORI.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

April 8, 2019.