

**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

May 16, 2019.

Item 3: News Release

A news release was issued and disseminated on May 16, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced it has signed a Letter of Intent to acquire an additional 26% of BioHemp Colombia (“BHC”) for a total of 51%.

Item 5: Full Description of Material Change

The Company announced it has signed a Letter of Intent to acquire an additional 26% of BHC for a total of 51%. BHC and the Company will jointly develop projects related to research, cultivation, extraction, sale and distribution of seed genetics for CBD-rich hemp and cannabis.

Under the agreement, BHC will provide seed bank samples for 23 feminized hemp varieties, and 16 feminized tetrahydro cannabinoid (THC) varieties, to initiate research and development. Further, BHC will provide experts and a cultivation plan for each type of seed as well as supervision and labour for the cultivation of plants.

Under the agreement, the Company will reinvest all profits from its original 25% stake, up to CAD \$5 million. The additional investment will be used to expand operations in Colombia. Both parties will continue to procure purchase order agreements to secure supply agreements for BHC

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

May 16, 2019.