

**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

June 5, 2019.

Item 3: News Release

A news release was issued and disseminated on June 11, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the appointment of Jan Urata as Secretary of the Company.

Item 5: Full Description of Material Change

The Company announced the appointment of Jan Urata as Secretary of the Company. Ms. Urata is the Founder and President of Take It Public Services Inc., since 2011, a highly motivated legal support service for top tier and junior issuers in a variety of industry sectors. She is well versed in taking corporate entities from initial seed capital stage to publicly listed status. Her services include corporate secretarial to regulatory filings to complex transactions while offering corporate sustainability through cost-effective, efficient and timely services. Her business model focuses on performance, attention to detail and results, ensuring success and quality of work, with over 25 years’ experience in the industry. The business grew out of her years of experience as a legal secretary/paralegal in top Vancouver law firms. She is also Corporate Secretary of several TSX Venture Exchange issuers.

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

June 11, 2019.