

**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

July 31, 2019 and August 21, 2019.

Item 3: News Release

A news release was issued and disseminated on 2019 through Stockwatch August 21, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the resignations of Mr. Christopher Cherry from his position as Chief Financial Officer (“CFO”) and a director of the Company and Ms. Jan Urata from her position as Corporate Secretary of the Company.

Additionally, the Company also announced that it will issue a total of 460,000 common shares (“Shares”) of the Company at a deemed price of \$0.10 per Share to Mr. Jonathan Fiteni, Chief Executive Officer and a director of the Company/

Item 5: Full Description of Material Change

The Company announced the resignations of Mr. Christopher Cherry as CFO and a director of the Company and Ms. Jan Urata as Corporate Secretary of the Company.

The Company also announced that it will issue a total of 460,000 Shares of the Company at a deemed price of \$0.10 per Share to Mr. Jonathan Fiteni for certain consulting services provided to the Company owed totaling approximately \$46,000. The Shares issued to Mr. Fiteni will be subject to a four month and one day hold period.

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

August 21, 2019