

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

August 22, 2019.

Item 3: News Release

A news release was issued and disseminated through Stockwatch on August 22, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the resignation of Mr. Jonathan Fiteni from his position as Chief Executive Officer (“CEO”) and a director of the Company. Replacing Mr. Fiteni is Mr. Joel Dumesqi who has agreed to join the Company in the capacities of CEO and a director. In addition, the Company also announced the appointment of Mr. Sam Jenkins as a director of the Company.

Item 5: Full Description of Material Change

Please see attached news release attached as Schedule “A” hereto.

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 22, 2019