

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

Item 1: Name and Address of Reporting Issuer

Orion Nutraceuticals Inc. (the “Company”)
810 - 789 West Pender Street
Vancouver, BC
V6C1H2

Item 2: Date of Material Change

October 1, 2019

Item 3: News Release

A news release was issued and disseminated through Baystreet and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that as a result of delays to its audit, the Company did not file its annual financial statements and accompanying management's discussion and analysis for the fiscal year ended May 31, 2019 (the “Annual Filings”). The Company applied for, and was granted, a management cease trade order (the “MCTO”) by the British Columbia Securities Commission (the “BCSC”).

5: Full Description of Material Change

The Company announced that as a result of delays to its audit, the Company’s Annual Filings were not finalized by September 30, 2019, being the date that such filings are due under applicable Canadian securities law requirements. The Company has applied for, and has been granted, an MCTO by the BCSC.

The reason for the default is due to the recent resignation of the Company’s Chief Financial Officer (“CFO”) on July 31, 2019 and a change of the Company’s Chief Executive Officer (“CEO”) on August 22, 2019; the Company has not had adequate time and resources available to complete its audit in the allotted time. The Company’s CEO has been appointed as interim CFO while it seeks a replacement and the Company is working with its auditor (DMCL LLP) to complete the audit in a timely manner.

The Company currently expects to file the Annual Filings on or before October 31, 2019 and will issue a news release announcing completion of such filings at such time. Until the Company files the Annual Filings, it will comply with the alternative information guidelines set out in *National Policy 12-203 – Management Cease Trade Order* for issuers who have failed to comply with a specified continuous disclosure requirement within the times prescribed by applicable securities laws. The guidelines, among other things, require the Company to issue bi-weekly default status reports by way of a news release so long as the Annual Filings have not been filed.

During the MCTO, the general investing public will continue to be able to trade in the Company's listed common shares. However, the Company's CEO will not be able to trade in the Company's common shares.

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:

Joel Dumaresq, Chief Executive Officer

T: 604-687-2038

E: investors@orionnutra.ca

Item 9: Date of Report

October 1, 2019.