

Form 51-252F3

Material Change Report

Item 1 Name and Address of Company

ORION NUTRACEUTICALS INC. (the “Issuer”)

Suite 810 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

May 22, 2020.

Item 3 News Release

The news release was disseminated on May 19, 2020 by way of the facilities of Stockwatch. The news release was also filed on SEDAR and posted to the Issuer’s CSE disclosure hall.

Item 4 Summary of Material Change

The Issuer announced a 25-for-1 share consolidation of the Issuer’s common shares, on the basis of one (1) post-consolidation common share for every twenty-five (25) pre-consolidation common shares, effective May 22, 2020.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Issuer announced that its Board of Directors has authorized the implementation of a consolidation (the “**Consolidation**”) of the Company’s common shares (“**Shares**”) on the basis of one (1) post-Consolidation Share for every twenty-five (25) pre-Consolidation Shares, effective May 22, 2020 (the “**Effective Date**”).

The Issuer currently has 49,832,067 Shares issued and outstanding. Following the Consolidation, there will be approximately 1,993,282 Shares issued and outstanding. No fractional Shares will be issued and any fractions of a Share will be rounded down to the nearest whole number of Shares. The exercise or conversion price and the number of Shares issuable under any of the Issuer’s outstanding convertible securities will be proportionately adjusted upon Consolidation.

The Shares will start to be traded on the Canadian Securities Exchange (“**CSE**”) on a post-Consolidation basis, under the new CUSIP 68629J205. The Issuer’s Shares are expected to begin trading on a post-Consolidation basis on the CSE when markets open on May 21, 2020.

Shareholders of record as at the Effective Date will receive a letter of transmittal providing instructions for the exchange of their Shares as soon as practicable following the Effective Date.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-252

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Joel Dumaresq, Chief Executive Officer

Business Telephone: 604 687 2038

Facsimile: 604 687 3141

Item 9 Date of Report

May 19, 2020.