



The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.

**ORION NUTRACEUTICALS INC.
LETTER OF TRANSMITTAL**

This Letter of Transmittal relates to the consolidation (the “**Consolidation**”) of the common shares (the “**Shares**”) of Orion Nutraceuticals Inc. (the “**Company**”) on the basis of one (1) post-Consolidation Share (each, a “**New Share**”) for every twenty-five (25) pre-Consolidation Share (each an “**Old Share**”) (25:1), to be effective on or about May 22, 2020.

This Letter of Transmittal is for use by registered shareholders only. Shareholders of the Company (the “**Shareholders**”) that have Shares registered in the name of a broker, investment dealer, bank, trust company or other nominee will have that nominee complete a letter of transmittal in respect of the Shares they hold.

This completed Letter of Transmittal, accompanied by the share certificate(s) of the Company should be hand delivered, couriered, regular mail or sent via registered mail to National Securities Administrators Ltd., 760 - 777 Hornby Street, Vancouver, BC, V6Z 1S4 (the “**Transfer Agent**”). See #4 in Instructions for more details.

In order to receive New Shares, each Shareholder must submit this Letter of Transmittal, properly completed and duly executed, together with the certificate(s) representing its Old Shares and all other required documents as set out herein. It is the responsibility of each Shareholder to ensure that this Letter of Transmittal and any certificate(s) representing the Old Shares are received by the Transfer Agent.

DO NOT FORWARD SHARE CERTIFICATES TO THE HEAD OFFICE OF THE COMPANY.

PLEASE PRINT LEGIBLY IN BLOCK LETTERS.

The undersigned hereby delivers to you the following share certificate(s) representing Shares that the undersigned has full power and authority to deposit, sell, assign and transfer.

Number on Certificate	Name in which registered	Number of Shares shown on face of certificate

(Attach additional list if the space above is insufficient)

The Transfer Agent is hereby requested and authorized to issue new certificates of the Company on a basis of twenty-five (25) Old Shares for one (1) New Share.

The undersigned:

- a) represents and warrants that the undersigned is the registered owner of the number of Old Shares represented by the enclosed certificate;
- b) delivers to you the enclosed certificate(s) representing Old Shares for cancellation and exchange for New Shares in accordance with the provisions of the articles of amendment of the Company effecting the Consolidation;



- c) represents and warrants that the undersigned has full power and authority to deposit the Pre-Consolidation Shares for cancellation and exchange pursuant to the Consolidation, free and clear of all liens, restrictions, charges, encumbrances, claims and equities whatsoever;
- d) represents and warrants that the undersigned is the registered owner and has good title to such Pre Consolidation Shares and that the information inserted into this letter of transmittal by the undersigned is accurate and complete;
- e) agrees further that all questions as to the validity, form and acceptance of any Old Shares will be determined by the Company in its sole discretion and that such determination shall be final and binding;
- f) agrees not to transfer or permit to be transferred any of the deposited Old Shares; and
- g) covenants and agrees to execute, upon request, any and all such documents and other assurances as may be necessary or desirable to give effect to the Consolidation.

A. NAME AND NUMBER OF CERTIFICATES FOR SHARES

Certificate(s) representing New Shares are to be issued as follows:

Name on Certificate	Number of New Shares

(see instruction 4. Attach additional list if the space above is insufficient)

B. DELIVERY

<p>Mail or make available for delivery certificate(s) representing New Shares as follows:</p> <p>Name: _____</p> <p>Street Address: _____</p> <p>City: _____</p> <p>Province or State: _____</p> <p>Country: _____</p> <p>Postal Code or Zip Code: _____</p>
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OR

Make available for pick-up at the office of National Issuer Services Ltd., against a counter receipt, by:

Name: _____

Street Address: _____

City: _____

Province or State: _____

Country: _____

Postal Code or Zip Code: _____

C. ALTERNATIVE ISSUANCE INSTRUCTIONS

IMPORTANT: This box must be completed fully if the name in which any New Share is to be issued differs from the name of the registered holder appearing on the existing certificate(s).

Date: _____

Signature: _____

Name: _____

Street Address: _____

City: _____

Province or State: _____

Country: _____

Postal Code or Zip Code: _____

Signature Guaranteed by: _____

IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED

Dated: _____

Signature of Shareholder: _____

Telephone: _____



INSTRUCTIONS

1. Pursuant to the amendment to the articles of the Company, each shareholder will receive one (1) New Share for every twenty-five (25) Old Shares. No fractional New Shares will be issued as a result of the Consolidation. A fractional New Share will be disregarded and cancelled without any repayment of capital or other compensation. Each shareholder will receive a whole number of New Shares.
2. It is strongly recommended that prior to completing this Letter of Transmittal, the Shareholder discuss any questions with its tax, legal and/or other professional advisers.
3. Each registered holder of Shares must deliver the Letter of Transmittal completed and signed, together with their certificate(s) to the Transfer Agent at the office of the Transfer Agent set out in Instruction 8 below. The method of delivery of the Share certificate(s) is at the option and risk of the holder of Shares. It is recommended such documents be delivered by hand to the Transfer Agent and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Transfer Agent at the office set out below.
4. Each registered holder of Shares must fill in the delivery instructions in Part B and sign and date this Letter of Transmittal. If Part B is not completed, the certificate(s) representing New Shares will be mailed to the shareholder's address recorded on the books of the Transfer Agent.
5. If no change in the name of the registered holder appearing on the existing Share certificate(s) is desired but more than one new certificate is to be issued in that name, a holder should also fill out Part A of this Letter of Transmittal. Any holder who does not fill out Part A will receive one New Share certificate for each Share certificate delivered herewith. No charge will be made for one new replacement certificate, but where more than one certificate is requested a charge of \$5.00 (plus GST) will be levied for each additional certificate.
6. A registered holder of Shares who wishes to have the certificate(s) representing New Shares registered in the name of a person other than the registered holder must fill in Part C as well as Parts A and B of the Letter of Transmittal and must endorse the existing Share certificate(s) delivered with the Letter of Transmittal. The signature of the registered holder must correspond in every respect with the name appearing on the face of the certificate(s). Such signature must be guaranteed by a Canadian chartered bank, or a member of the Securities Transfer Association Medallion Program (STAMP).
7. Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by any agent, executor, administrator, trustee, curator, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by evidence of authority to act satisfactory to the Transfer Agent.
8. Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office of the Transfer Agent specified below:

National Securities Administrators Ltd.
760 - 777 Hornby Street,
Vancouver, BC, V6Z 1S4
Ph. 604-559-8880
Fax: 604-559-8908
Email: admin@transferagent.ca



9. If a share certificate has been lost or destroyed, the Letter of Transmittal should be completed as fully as possible and forwarded to the Transfer Agent at the address set out in Instruction 8 above, together with correspondence stating that the original certificate has been lost. The Transfer Agent will forward appropriate documentation. Any questions should be directed to the Transfer Agent; telephone number 604-559-8880, facsimile 604-559-8908.