

**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 V6C 1H2

Item 2: Date of Material Change

May 28, 2020

Item 3: News Release

A news release was issued and disseminated on May 28, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced it has completed a first tranche of a non-brokered private placement.

Item 5: Full Description of Material Change

The Company announced that it has completed a first tranche of a non-brokered private placement (the "Private Placement") of 4,727,274 units if the Company (the "Units") at a price of \$0.11 per Unit for gross proceeds of \$520,000. Each Unit consists of one common share of the Company (a "Share") and one transferable Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Share at a price of \$0.14 per Share for a period of two (2) years from the date of issuance.

All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws. The Company intends to use the net proceeds from the Private Placement to execute the Company's general working capital purposes.

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

Joel Dumaresq, CEO and Director
Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9: Date of Report

May 29, 2020