

**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**

June 1, 2020

**Item 3: News Release**

A news release was issued and disseminated through Stockwatch and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced addition to board of directors.

**Item 5: Full Description of Material Change**

The Company announced the appointment of Mr. Kevin Taylor as a director of the Company, effective June 1, 2020.

Mr. Kevin Taylor is a seasoned executive with 30 years of operating experience in Fortune 500 companies throughout North and South America. For the past 11 years, Mr. Taylor has been the President and CEO of TEREI International Limited, a merchant bank focused on debt and equity opportunities in the small to mid-cap markets in North and South America. Over the past 4 years, his efforts have been focused almost exclusively in the ever-expanding global medical cannabis market acting both as an operator and financier. From July 2006 to June 2008, Mr. Taylor was President and General Manager of the carrier business of Nortel Networks Corporation in the Caribbean and Latin American region responsible for \$2B+ in revenue and 2000+ employees. Mr. Taylor graduated from Harvard Business School TGPM in 2001 and received a Bachelor of Engineering - Science from the University of Western Ontario in 1994.

**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

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**Item 9: Date of Report**

June 2, 2020