

ORION NUTRACEUTICALS INC.

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General Meeting (the “**Meeting**”) of the shareholders of **Orion Nutraceuticals Inc.** (the “**Company**”) will be held via teleconference on **Monday, May 2, 2022**, at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited annual consolidated financial statements of the Company for its financial years ended May 31, 2021, together with the Auditor’s reports thereon;
2. To determine the number of directors of the Company at four (4);
3. To elect the directors of the Company for the coming year;
4. To appoint DMCL LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To consider, and if thought fit, to re-approve the Company’s Incentive Stock Option Plan (the “**Stock Option Plan**”); and
6. To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company will hold the Meeting in a virtual only format. Shareholders are encouraged to vote their shares by proxy in advance of the Meeting.

To access the Meeting by teleconference, dial toll free from Canada and the USA at 1-800-319-7310

Alternatively, dial this Canadian local number: 604-638-5353

When prompted, enter the passcode: 56199, followed by the # sign.

Voting

Shareholders who wish to vote their Common Shares must vote using one of the methods set out in the attached form of proxy and are encouraged to vote their shares by proxy in advanced of the Meeting.

Registered Shareholders

Every registered holder of Common Shares of the Company at the close of business on **March 28, 2022** is entitled to receive notice of, and to vote such Common Shares in advance of the Meeting.

Registered shareholders who wish to ensure that their Common Shares will be voted are requested to complete, sign and deliver the enclosed form of proxy to Endeavor Trust Corporation (the “**Transfer Agent**” or “**Endeavor**”) at their offices located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 by mail, or by fax at 604-559-8908, by email at proxy@endeavortrust.com, or by online voting at www.eproxy.ca. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by Endeavor, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

DATED the 28th day of March, 2022

By Order of the Board of Directors of

ORION NUTRACEUTICALS INC.

“Joel Dumaresq”

**Joel Dumaresq
Chief Executive Officer**