

**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 7, 2023

Item 3: News Release

A news release was issued and disseminated on June 7, 2023 through Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the appointment of Guy Bourgeois and Amanda Boudreau as a directors of the Company, effective immediately.

Item 5: Full Description of Material Change

Please see attached news release for a full description of the material change.

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
Tel: 604-687-2038
Fax: 604-687-3141

Item 9: Date of Report

June 8, 2023



NEWS RELEASE

Orion Nutraceuticals Announces Appointment of Directors

Vancouver, British Columbia – June 7, 2023 – Orion Nutraceuticals Inc., (CSE: ORI) (the “Company” or “Orion”) is pleased to announce the appointment of Guy Bourgeois and Amanda Boudreau as a directors of the Company, effective immediately.

Guy Bourgeois has served as an owner, investor, advisor, or board member in dozens of cutting-edge businesses over the past 30 years. Mr. Bourgeois is skilled in raising capital, obtaining government grants, expanding global business development and creating smart business strategies. He is a seasoned professional with decades of broad expertise centred around commercial growth and innovative/disruptive technological developments.

Amanda Boudreau is a Chartered Professional Accountant with over 12 years of experience working in public company sectors, focusing on controllership, financial reporting activities and strategic financial planning. Ms. Boudreau is the owner of Boudreau Accounting & Management Consulting Inc., a company that services small to medium sized businesses who require part-time bookkeeping, accounting and consulting services. She also holds a Bachelor of Commerce degree from Saint Mary’s University in Halifax.

“We are delighted to welcome Amanda and Guy to the Board,” said Joel Dumaresq, Director and CEO of the Company. “Both members bring a wide range of professional experience and expertise that will be instrumental as the Company moves forward.”

About Orion Nutraceuticals Inc.

Orion Nutraceuticals Inc. is actively evaluating potential investment and acquisition opportunities. Orion shares trade in Canada on the CSE under the symbol ORI.

ON BEHALF OF THE BOARD

Joel Dumaresq, CEO and Director
Tel: (604) 336-3195

The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

This news release may contain forward-looking statements based on assumptions and judgments of management regarding future events or results. Such statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements. The company disclaims any intention or obligation to revise or update such statements. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should

refer to the Company's Management's Discussion and Analysis and other disclosure filings with Canadian securities regulators, which are posted on www.sedar.com.