

ORION NUTRACEUTICALS INC.

Suite 1890 – 1075 West Georgia Street
Vancouver, British Columbia, V6E 3C9, Canada

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of **Orion Nutraceuticals Inc.** (the “**Company**”) will be held at **Suite 1890 – 1075 West Georgia Street, Vancouver, BC, V6E 3C9, Canada**, on **Thursday, February 8, 2024**, 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, 2022 and May 31, 2023, together with the Auditor’s reports thereon;
2. To determine the number of directors of the Company at three (3);
3. To elect the directors of the Company for the coming year;
4. To appoint Dale Matheson Carr-Hilton Labonte 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 deemed appropriate, to pass an ordinary resolution approving the conversion of the Company’s stock option plan from a 20% “rolling plan” to a 10% “rolling plan” as more particularly described in the accompanying Information Circular dated January 4, 2024 (the “**Information Circular**”); 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.

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 **January 4, 2024** is entitled to receive notice of, and to vote such Common Shares in advance of the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and 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 4th day of January, 2024

By Order of the Board of Directors of

ORION NUTRACEUTICALS INC.

"Joel Dumaresq"

**Joel Dumaresq
Chief Executive Officer**