

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Orion Nutraceuticals Inc. (the “**Company**”)
1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

Item 2: Date of Material Change

March 13, 2024

Item 3: News Release

A news release was issued and disseminated on March 13, 2024 through Stockwatch and filed on SEDAR+ (www.sedarplus.ca)

Item 4: Summary of Material Changes

The Company announces the resignation of Joel Dumaresq as Director, Chief Executive Officer and Chief Financial Officer of the Company. Guy Bourgeois, a Director of the Company, has been appointed as Chief Executive Officer and Chief Financial Officer of the Company.

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:

Guy Bourgeois, Chief Executive Officer
Tel: 604-687-2038
Fax: 604-687-3141

Item 9: Date of Report

March 13, 2024



NEWS RELEASE

Orion Nutraceuticals Announces Management Changes

Vancouver, British Columbia – March 13, 2024 – Orion Nutraceuticals Inc., (CSE: ORI) (the “Company” or “Orion”) announces the resignation of Joel Dumaresq as Director, Chief Executive Officer and Chief Financial Officer of the Company.

Following Mr. Dumaresq’s resignation, Guy Bourgeois, a Director of the Company, has been appointed as Chief Executive Officer and Chief Financial Officer of the Company.

The Company would like to thank Mr. Dumaresq for his service and wishes him well with his future endeavors.

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

Guy Bourgeois, Director
Tel: (604) 687-2038

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.sedarplus.ca.