

**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 V6C 1H2

Item 2: Date of Material Change

July 10, 2020

Item 3: News Release

A news release was issued and disseminated on July 10, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company closes second tranche of non-brokered private placement.

Item 5: Full Description of Material Change

The Company announced that it has completed a second tranche (the “**Second Tranche**”) of its non-brokered private placement (the “**Private Placement**”) through the issuance of 20,000,000 units of the Company (the “**Units**”) at a price of \$0.15 per Unit for gross proceeds of \$3,000,000. Each Unit consists of one common share of the Company (a “**Share**”) and one transferable Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share at a price of \$0.40 per Share for a period of two (2) years from the date of issuance, subject to an accelerated expiry if the 10-day volume weighted average price of the Company's Shares is greater than \$0.80 per Share (the “**Acceleration Event**”) on the Canadian Securities Exchange. The Company will give notice to the holders of the Acceleration Event and the Warrants will expire 30 days thereafter. A news release advising of the Acceleration Event will constitute notice.

In connection with the Second Tranche, the Company paid finder’s fees of a total sum of \$7,199.70 cash commission and issued an aggregate 1,068,001 Shares and 1,115,998 Share purchase warrants.

All securities issued in connection with the Private Placement will be subject to a four-month hold period under securities laws. The Company intends to use the net proceeds from the private placement to execute the Company’s general working capital purposes.

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

Joel Dumaresq, CEO and Director
Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9: Date of Report

July 20, 2020