

**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 31, 2020.

**Item 3: News Release**

A news release was issued and disseminated through Stockwatch and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced shares for services transaction.

**Item 5: Full Description of Material Change**

The Company announced that it will issue 12,500 common shares of the Company (the “Shares”) at a deemed price of \$0.40 per Share to Mr. Sam Jenkins, a director of the Company, for certain consulting services provided to the Company owed totaling approximately \$5,000.

The Shares to be issued to Mr. Jenkins will be subject to a four-month hold period.

**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, CEO and Director  
T: 604-336-3195  
F: 604-687-3141

**Item 9: Date of Report**

August 4, 2020.