

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of Listed Issuer: Orion Nutraceuticals Inc. (the "Issuer").

Trading Symbol: ORI

Number of Outstanding Listed Securities: 44,681,400

Date: November 5, 2018

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

#### **Report on Business**

- 1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**On October 5, 2018 the Issuer announced that it had filed and obtained a receipt from the British Columbia Securities Commission dated October 2, 2018 for its Final Non-Offering Prospectus ('Prospectus') dated September 27, 2018. A copy of the Prospectus is available on SEDAR under the Company's profile at [www.sedar.com](http://www.sedar.com). The Issuer had also received conditional approval from the**

Canadian Securities Exchange (the 'CSE') for the listing of its common shares on the CSE subject to the completion of customary requirements of the CSE, including the receipt of all required documentation. Once final approval was received, the common shares of the Issuer would commence trading under the trading symbol: ORI.

#### **Consulting Agreements and Stock Option Grants**

The Issuer also announces that it had entered various consulting agreements (the 'Agreements') with consultants of the Issuer to provide corporate development and market awareness services. Pursuant to the terms of the Agreements, the Issuer granted an aggregate of 1,100,000 incentive stock options to purchase the Issuer's shares at an exercise price of \$0.25 per common share. 600,000 of such options are exercisable for a period of five years from the date of issuance, while 500,000 of such options are exercisable for a period of two years from the date of issuance. The Issuer will also grant 200,000 options to a director and officer of the Issuer at an exercise price of \$0.25 per common share for a period of five years from the date of issuance. The effective date of the grants is October 5, 2018. The grant of options will be in accordance with Policies of the CSE and regulatory authorities. For full details, see news release dated and issued on October 5, 2018.

On October 16, 2018, the Issuer announced a non-brokered private placement of up to 4,000,000 units at a price of CAD\$0.50 per unit. Each unit will consist of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share in the capital of the Issuer for a period of 24 months following the closing of the private placement at a price of CAD\$1.00 per warrant share. The offering was priced in the context of the market based on a price reservation made by the Issuer with the Canadian Securities Exchange. The private placement is subject to the approval of the CSE and the securities will be subject to a four-month hold period under securities laws. The Issuer intends to use the net proceeds from the private placement for general working capital and corporate purposes.

#### **CSE Listing Date**

The Issuer also announced that the Canadian Securities Exchange issued its Bulletin announcing the Issuer's listing on the CSE, with trading commencing on October 17, 2018 under the symbol "ORI". For full details, see news release dated and issued on October 16, 2018.

On October 18, 2018, the Issuer announced its listing on the Canadian Securities Exchange. The Issuer also provided laid out its strategic goals. The Issuer plans to create a line of sports medicine, CBD based, products. The Issuer's target market are athletes, athletic therapists, sports medicine retailers, homeopathic and pharmaceutical companies, manufacturers, distributors, wholesalers, consumers and retailers. For full details, see news release dated and issued on October 18, 2018.

2. Provide a general overview and discussion of the activities of management.

**The Issuer's management team commenced its efforts to put together an Advisory Board. In conjunction with its professional sports strategic alliances, the Company is poised to advance research and development in the plant science sector, deliver science-based products and services to the mainstream, with proprietary brands and products. The Issuer's management also continued its efforts to raise market awareness, enhance shareholder value, and other shareholder outreach initiatives; as well as its focus on the development of its facilities.**

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**N/A**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**N/A**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**N/A**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**N/A**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**N/A**

8. Describe the acquisition of new customers or loss of customers.  
**N/A**
9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.  
**N/A**
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
**N/A**
11. Report on any labour disputes and resolutions of those disputes if applicable.  
**N/A**
12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.  
**N/A.**
13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.  
**N/A**
14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>
<b>options</b>	<b>800,000</b>	<b>CAD\$0.25 expires: October 5, 2023</b>	<b>N/A</b>
<b>options</b>	<b>500,000</b>	<b>CAD\$0.25 expires: October 5, 2020</b>	<b>N/A</b>

*(1) State aggregate proceeds and intended allocation of proceeds.*

15. Provide details of any loans to or by Related Persons.

**N/A**

16. Provide details of any changes in directors, officers or committee members.

**N/A**

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**The political evolution and progression of the legalities surrounding the use of cannabidiol for medical, and cannabis for recreational purposes, will continue to impact and benefit the research and development aspect of the Issuer's business, as well as its objective to bring its product to market in the near term. The legalization of cannabis in Canada favours the Issuer's plans in attaining its goals.**

## Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated **November 5, 2018**

**Marcelin O'Neill**

Name of Director or Senior Officer

/s/ "**Marcelin O'Neill**"

Signature

**Chief Compliance Officer**

Official Capacity

<b>Issuer Details</b> Name of Issuer <b>Orion Nutraceuticals Inc.</b>	For Month End: <b>October 2018</b>	Date of Report YY/MM/D <b>18/11/05</b>
Issuer Address <b>309-1485 West 6<sup>th</sup> Ave.</b>		
City/Province/Postal Code <b>Vancouver, BC, V6H4G1</b>	Issuer Fax No. <b>604.736.8254</b>	Issuer Telephone No. <b>604.569.4969</b>
Contact Name <b>Marcelin O'Neill</b>	Contact Position <b>Directors and Chief Compliance Officer</b>	Contact Telephone No. <b>604.569.4969</b>
Contact Email Address: <b>moneill@orionnutra.ca</b>	Web Site Address: <b>www.orionnutra.ca</b>	