

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol: **ORI**

Number of Outstanding Listed Securities: **48,457,067**

Date: **May 1, 2019**

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 April 5, 2019, the Issuer announced the resignation of Marcelin O'Neill from her position as CCO and a director of the Issuer and the appointment of current CFO, Chris Cherry to the board of directors and the engagement of Take It Public Services Inc. to handle its corporate compliance services, as further described in Item 2 below.**

**Additionally, on April 5, 2019, the Issuer announced it has arranged a private placement of up to 544,000 units at prices of \$0.25 per unit for gross proceeds of up to \$136,000, under prospectus exemptions available under applicable securities legislation to various purchasers and the engagement of Level2Media Inc. to execute strategic investor relations and digital media services for \$30,000 per month for a total of four months, as further described in Item 2 below.**

**On April 16, 2019, the Issuer announced that it has been made eligible for DTC electronic settlement and transfer of its common shares in the United States under the OTC symbol ORONE, as further described in Item 2 below.**

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

**On April 5, 2019, the Issuer announced the resignation of Marcelin O'Neill from her position as CCO and as a director of the Issuer. Replacing her on the board of directors will be current CFO, Chris Cherry. The Issuer has engaged Take It Public Services Inc. to handle its corporate compliance services.**

The Issuer has arranged a private placement of up to 544,000 units at prices of \$0.25 per unit for gross proceeds of up to \$136,000, under prospectus exemptions available under applicable securities legislation to various purchasers. Each unit will consist of one common share and one transferable common share purchase warrant. Each Warrant entitles the Holder to purchase one common share of the Issuer, at a price of CDN\$0.50 per Warrant Share, subject to an accelerated expiry if the closing trading price of the Issuer's shares is greater than \$0.70 per share for a period of 10 consecutive trading days.

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 to execute the Issuer's general working capital purposes.

The Issuer has engaged "Level2Media Inc" to execute strategic investor relations and digital media services for \$30,000 per month for a total of four months. The fee is to be payable in common shares of the Issuer, subject to the Issuer's filing requirements with the Canadian Securities Exchange and applicable securities laws.

#### **About Orion Nutraceuticals Inc.**

Orion Nutraceuticals Inc. aims to set a new standard in cannabis life science by producing and developing innovative products with key strategic partners in the industry. 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, and market CBD therapies to the mainstream with proprietary brands and products. Orion shares trade in Canada in the CSE under the symbol ORI.

On April 16, 2019, the Issuer announced that it has been made eligible for DTC electronic settlement and transfer of its common shares in the United States under the OTC symbol ORONE.

This approval opens the Issuer up to the most important and influential investment market on the planet. Due to its progressive cannabis laws, Canada has become the Mecca for cannabis investment worldwide. The Issuer not only has a foothold in Canada but is expanding into the US and internationally to build a global brand.

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.

None.

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.

**As mentioned in Item 2 above, the Issuer has engaged Level2Media Inc. to provide strategic investor relations and digital media services. Level2Media Inc. is a non-related party of the Issuer.**

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.

None.

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.

**None.**

11. Report on any labour disputes and resolutions of those disputes if applicable.

**None.**

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.

**None.**

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
Common Shares	666,667	666,667 common shares issued at \$0.18 per share	Shares for Services

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.

**As mentioned in Item 2 above, on April 5, 2019 the Issuer announced the resignation of Marcelin O'Neill from her position as CCO and as a director and the appointment of Chris Cherry to the board of directors.**

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 were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: May 1, 2019 .

Christopher P. Cherry  
Name of Director or Senior Officer

"Christopher P. Cherry"  
Signature

CFO  
Official Capacity

<b>Issuer Details</b> Name of Issuer	For Month End	Date of Report YY/MM/D
<b>Orion Nutraceuticals Inc.</b>	<b>April 2019</b>	<b>19/05/01</b>
Issuer Address <b>300 – 1055 West Hastings Street</b>		
City/Province/Postal Code <b>Vancouver, BC V6E 2E9</b>	Issuer Fax No. <b>604.685.6905</b>	Issuer Telephone No. <b>604.609.6196</b>
Contact Name <b>Christopher P. Cherry</b>	Contact Position <b>CFO</b>	Contact Telephone No. <b>604.609.6196</b>
Contact Email Address <a href="mailto:chrischerry@orionnutra.ca">chrischerry@orionnutra.ca</a>	Web Site Address <a href="http://www.orionnutra.ca">www.orionnutra.ca</a>	