

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

Item 1: Name and Address of Reporting Issuer

Orion Nutraceuticals Inc. (the “Company”)
#804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

August 22, 2019.

Item 3: News Release

A news release was issued and disseminated through Stockwatch on August 22, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the resignation of Mr. Jonathan Fiteni from his position as Chief Executive Officer (“CEO”) and a director of the Company. Replacing Mr. Fiteni is Mr. Joel Dumaresq who has agreed to join the Company in the capacities of CEO and a director.

Item 5: Full Description of Material Change

Please see attached news release attached as Schedule “A” hereto.

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 on the CSE under the symbol ORI.

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:

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T: 604-609-6196
E: investors@orionnutra.ca

Item 9: Date of Report

August 22, 2019

SCHEDULE "A"

Please see attached.



NEWS RELEASE

Orion Nutraceuticals Announces Change of Chief Executive Officer and Director

Vancouver, British Columbia - August 22, 2019 – Orion Nutraceuticals Inc., (CSE: ORI) (the “Company” or “Orion”) announces that Mr. Jonathan Fiteni has resigned as Chief Executive Officer (“CEO”) and a director of the Company to concentrate on his other business interests. The Company would like to thank Mr. Fiteni for his service and wishes him well with his future endeavours.

Orion is pleased to announce that Mr. Joel Dumaresq has agreed to join the Company in the capacities of CEO and a director. Mr. Dumaresq has over 30 years of experience in the capital markets having begun his career with investment banking firm RBC Dominion Securities and has been active in both private and public equity markets in Canada, the US, Europe and South America. Mr. Dumaresq brings to Orion an extensive business history in effecting mergers and acquisitions, as well as assembling strong management teams. He is a former Chair of the British Columbia Chapter of the Young President’s Organization, a current member of the Board of Trustees of the Vancouver Police Foundation and a recipient of the Star of Courage.

On behalf of the Board of Orion, Mr. Dumaresq has already begun a strategic review of the Company’s assets with the goal of re-positioning Orion towards the forefront of the development of Hemp-based nutraceuticals and health solutions.

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ON BEHALF OF THE BOARD

Orion Nutraceuticals Inc.
www.orionnutra.ca

Investor Relations
investors@orionnutra.ca

Keep up to date with Orion on our social media channels:

Twitter: [@orionnutra](https://twitter.com/orionnutra)
Facebook: [@orionnutra](https://www.facebook.com/orionnutra)
Instagram: [@orionnutra](https://www.instagram.com/orionnutra)
LinkedIn: [@orionnutra](https://www.linkedin.com/company/orionnutra)

The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.