

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol: ORI

Number of Outstanding Listed Securities: 1,993,281 (as of May 31, 2020)

Date: June 4, 2020

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.

The Issuer aims to set a new standard in the life science space by producing and developing innovative products with key strategic partners in the industry. In conjunction with its professional sports strategic alliances, Issuer is poised to advance research and development in the plant science sector, deliver science-

based products and services, and market CBD and other plant-based therapies to the mainstream with proprietary brands and products.

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

The Issuer's management 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.

During the month of May 2020, the Issuer implemented a consolidation (the "Consolidation") of the Issuer's common shares ("Shares") on the basis of one (1) post-Consolidation Share for every twenty-five (25) pre-Consolidation Shares, effective May 22, 2020 (the "Effective Date"). Following the Consolidation, there were approximately 1,993,281 Shares issued and outstanding. No fractional Shares were issued and any fractions of a Share were rounded down to the nearest whole number of Shares. The exercise or conversion price and the number of Shares issuable under any of the Issuer's outstanding convertible securities were proportionately adjusted upon Consolidation. The Shares started trading on the CSE on a post-Consolidation basis under the new CUSIP number 68629J205 on May 21, 2020. Shareholders of record as at the Effective Date received a letter of transmittal providing instructions for the exchange of their Shares following the Effective Date.

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.

Not applicable.

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.

Not applicable.

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.

Not applicable.

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.

Not applicable.

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.

Not applicable.

8. Describe the acquisition of new customers or loss of customers.

Not applicable.

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.

Not applicable.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

Not applicable.

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

Not applicable.

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.

Not applicable.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

Not applicable.

14. Provide details of any securities issued and options or warrants granted.

During the month of May 2020, the Issuer completed a first tranche of a non-brokered private placement (the "Private Placement") of 4,727,274 units of the Issuer (the "Units") at a price of \$0.11 per Unit for gross proceeds of \$520,000. Each Unit consists of one common share of the Issuer (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 \$0.14 per Share for a period of two (2) years from the date of issuance.

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
Common Shares	4,727,274	Private Placement	Working Capital
Warrants	4,727,274	Private Placement	Working Capital

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

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

Not applicable.

16. Provide details of any changes in directors, officers or committee members.  
Not applicable.

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

The trends and risks which are likely to impact the Issuer are detailed in the Issuer’s Management Discussion and Analysis for the nine-month period ended February 29, 2020 (the “MD&A”) under the headings “FINANCIAL INSTRUMENTS AND RISKS” and “RISKS AND UNCERTAINTIES”. The MD&A is available on the Issuer’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and on the Issuer’s disclosure hall with the CSE at [www.thecse.com](http://www.thecse.com). Additional trends that are likely to impact the Issuer include:

COVID-19

The outbreak of the corona virus pandemic has impacted the Issuer’s plans and activities. The Issuer may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Issuer. There can be no assurance that the Issuer’s personnel will not be impacted by these pandemic diseases and ultimately that the Issuer would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Issuer’s operations and access to capital. There can be no assurance that the Issuer will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

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## 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 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 June 4, 2020.

Joel Dumaresq  
Name of Director or Senior  
Officer

"Joel Dumaresq"  
Signature

CEO and Director  
Official Capacity

<b><i>Issuer Details</i></b> Name of Issuer	For Month End	Date of Report YY/MM/D
Orion Nutraceuticals Inc.	May 2020	20/06/04
Issuer Address		
810 - 789 West Pender Street		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6C1H2	(604) 687-3141	(604) 687-2038
Contact Name	Contact Position	Contact Telephone No.
Joel Dumaresq	CEO & Director	(604) 336-3193
Contact Email Address	Web Site Address	
joel@pashleth.com	<a href="http://www.orionnutra.ca">http://www.orionnutra.ca</a>	