

**NUTRITIONAL HIGH INTERNATIONAL INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the annual and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Nutritional High International Inc. (the "**Corporation**" or "**NHII**") will be held at 77 King Street West, Suite 3000, Toronto Ontario on September 6, 2018, at 10:00 a.m. (Toronto time), for the following purposes:

- (1) to receive the consolidated financial statements of the Corporation for its fiscal year ended report of the July 31, 2017, report of the auditor thereon and related management discussion and analysis;
- (2) to elect the directors of the Corporation for the ensuing year;
- (3) to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration;
- (4) To consider, and if thought advisable, pass an ordinary resolution that approves the adoption of the Company's Restricted Share Unit Plan as more particularly set out in the Circular (as defined below); and
- (5) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Management Proxy Circular (the "**Circular**") which accompanies this Notice of Meeting.

**Notice-and-Access**

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of information circulars and annual financial statements (collectively, the "**Proxy-Related Materials**") to registered and beneficial Shareholders on-line instead of paper copies. Please refer to the "Notice and Access" segment of the Circular on which websites the Proxy-Related Materials are posted, and how to obtain paper copies of the Proxy-Related Materials.

**DATED** at Toronto, Ontario this 23rd day of July, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Jim Frazier"*

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Name: Vernon (Jim) Frazier  
Title: President, Chief Executive Officer &  
Director

Regardless of whether you expect to attend the Meeting, please exercise your right to vote. Shareholders who have voted may still attend the Meeting. Please complete, date and sign the enclosed form of proxy and return it in accordance with the instructions set out in the form of proxy and the Circular. Only registered shareholders and duly appointed proxy holders may vote in person at the Meeting.

As provided in the *Canada Business Corporations Act*, the directors have fixed a record date of July 23, 2018. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on July 23, 2018, are entitled to notice and to vote at the Meeting.

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.