

NUTRITIONAL HIGH INTERNATIONAL INC.

Appointment of Proxyholder

PROXY

Type of Meeting: SPECIAL MEETING OF DEBENTURE HOLDERS
Name of Corporation: NUTRITIONAL HIGH INTERNATIONAL INC. (the
"Corporation")
Meeting Date: December 30, 2019
Meeting Time: 10:00 a.m. (Toronto Time)
Meeting Location: 77 King Street West, Suite 3000, Toronto, ON M5K 1H1

Please indicate your proposal selection by placing an "X" in the appropriate space with blue or black ink only.

	<i>FOR</i>	<i>AGAINST</i>
Adoption of an Extraordinary Resolution as set out in the Management Information Circular dates December 3, 2019	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned debenture holder of the Corporation hereby appoints Mr. David Posner, the Chairman. of the Corporation, or failing him, Mr. Adam Szweras, Chief Executive Officer of the Corporation, or failing him, _____, as proxyholder for and on behalf of the debenture holder with the power of substitution to attend, act and vote for and on behalf of the debenture holder in respect of all matters that may properly come before the meeting of the shareholders of the Corporation and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Debenture Holder were present at the said meeting, or any adjournment thereof with full power of substitution.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR the adoption of the Extraordinary Resolution, by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit. This proxy confers discretionary authority upon the nominee with respect to amendments to, or variations of, matters identified in the notice of meeting, and any other matters which may properly come before the Meeting.**

Signature(s)

Date

Please print name(s)

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by December 27, 2019 at 10:00 am (*Toronto Time*)

This proxy is solicited by and on behalf of Management of the Corporation.

How to Vote

Notes to Proxy

1. **A debenture holder has the right to appoint as his or her proxy holder a person, who need not be a debenture holder, other than those designated above to attend and vote on their behalf at the Meeting and adjournments thereof.** A debenture holder may do so by inserting the name of such other person in the blank space provided and striking out the other names or by completing another proper form of proxy and in either case delivering the completed form of proxy by mail, fax, email or other delivery to AST Trust Company (Canada), not later than 10:00 a.m. (Toronto time) on December 27, 2019 or by depositing it with the Chairman of the Meeting prior to the commencement of the Meeting.

2. If this form of proxy is not dated in the space provided above, it is deemed to bear the date on which it was mailed by management of the Corporation.

3. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

4. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

5. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

6. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-5760** and follow the voice instructions

To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, Ontario, Canada M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to be dated on the day it was received by AST.

To be represented at the meeting, this proxy form must be received by mail or by fax no later than 10:00 a.m. (Toronto Time) on December 27, 2019 at the offices of AST Trust Company (Canada), AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 Attention: Proxy Department or by facsimile to (416) 368-2502 or 1-866-781-3111 or by email proxyvote@astfinancial.com.