

UNDERTAKING

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

RE: Final long form prospectus dated January 29, 2015 (the "**Prospectus**") of Nutritional High International Inc. (the "**Corporation**") in respect of the offering of up to 50,000,000 units of the Corporation (the "**Offering**")

We hereby undertake to file the following documents listed in the Material Contracts section of the Prospectus with each of the Commissions listed above via SEDAR immediately after closing of the Offering contemplated in the Prospectus:

- (a) Warrant Indenture;
- (b) Regulatory Escrow Agreement; and
- (c) Transfer Agency and Registrar Agreement.

DATED this 29th day of January, 2015

FOGLER, RUBINOFF LLP

Per: 

Name: Svetlana Zaidman

Title: Associate