



**NOTICE OF MEETING  
AND  
MANAGEMENT PROXY CIRCULAR  
FOR THE  
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD AT 10:00 A.M.  
ON MONDAY, JUNE 22, 2015**

**DATED MAY 25, 2015**

**NUTRITIONAL HIGH INTERNATIONAL INC.**  
**Suite 2905, 77 King Street West, Toronto, Ontario, M5K 1H1**  
**Telephone 1-416-840-3798 Fax 1-416-765-0029**

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

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Nutritional High International Inc. (the “**Corporation**”) will be held at the offices of the Corporation at 77 King Street West, Suite 2905, Toronto Ontario M5K 1H1 on Monday, June 22, 2015, at 10:00 a.m. (Eastern Standard 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, 2014, 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 re-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 deemed advisable, to approve, with or without variation, an ordinary resolution approving the ratification of the Corporation's Option Plan, the details of which are contained in the accompanying Information Circular; and
- (7) 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 which accompanies this Notice of Meeting.

**DATED** at Toronto, Ontario this 25<sup>th</sup> day of May, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/ “*David Posner*”

\_\_\_\_\_  
Mr. David Posner

President, Chief Executive Officer & Director

A Management Proxy Circular and Proxy accompany this Notice of Meeting 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 Proxy and the Management Proxy 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 May 11, 2015. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on May 11, 2015 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.

**NUTRITIONAL HIGH INTERNATIONAL INC.**  
**Suite 2905, 77 King Street West, Toronto, Ontario, M5K 1H1**  
**Telephone 1-416-840-3798 Fax 1-416-765-0029**  
**www.nutritionalhigh.com**

**MANAGEMENT PROXY CIRCULAR**  
**as at May 25, 2015 (unless otherwise indicated)**

**This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Nutritional High International Inc. (the "Corporation") for use at the annual general and special meeting (the "Meeting") of the holders ("Shareholders") of common shares of the Corporation ("Common Shares") to be held on June 22, 2015 at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.**

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The cost of solicitation by or on behalf of management will be borne by the Corporation. The Corporation may reimburse brokers, custodians, nominees and other fiduciaries for their reasonable charges and expenses incurred in forwarding the proxy material to beneficial owners of shares. It is expected that such solicitation will be primarily by mail. In addition to solicitation by mail, certain officers, directors and employees of the Corporation may solicit proxies by telephone or personally. These persons will receive no compensation for such solicitation other than their regular salaries.

**Appointment of Proxy holders**

The Common Shares represented by the accompanying form of proxy (if the same is properly executed in favour of Stasis Rizas, Chairman of the Corporation, or failing him David Posner, the President of the Corporation, the management nominees, and is received at the offices of CST Trust Company ("CST") not later than 10:00 a.m. (Toronto time) Thursday, June 18, 2015, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting) will be voted at the Meeting, and where a choice is specified in respect of any matter to be acted upon, will be voted in accordance with the specifications made. **In the absence of such a specification, such Common Shares will be voted in favour of such matter. The form of proxy sets out specific instructions for completing and returning the proxy in order to be properly counted at the Meeting.**

**The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the annexed notice of Meeting, and with respect to other matters which may properly come before the Meeting.** At the date hereof, management of the Corporation knows of no such amendments, variations or other matters.

**Each Shareholder has the right to appoint a person other than the persons named in the accompanying form of proxy, who need not be a Shareholder, to attend and act for him and on his behalf at the Meeting.** Any Shareholder wishing to exercise such right may do so by inserting in the blank space provided in the accompanying form of proxy the name of the person whom such Shareholder wishes to appoint as proxy and by duly depositing such proxy, or by duly completing and depositing another proper form of proxy.

A Shareholder who has given a proxy may revoke it at any time insofar as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred

by such proxy, by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a body corporate, by an officer or attorney thereof duly authorized, and deposited with the Corporation c/o CST at the address set out in the proxy, at any time up to and including the close of business on June 19, 2015 or thereafter with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law.

### **Registered Shareholders**

If you are a registered Shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, CST, Attention: Proxy Department by email to [proxy@canstockta.com](mailto:proxy@canstockta.com) or via fax to 866-781-3111 (toll free in North America) or to 416-368-2502, or by mail, Attention: Proxy Department, PO Box 721, Agincourt, Ontario M1S 0A1, or if by hand, 320 Bay Street, B1 Level, Toronto, Ontario, at any time up to and including 10:00 a.m. (Eastern Standard Time) June 18, 2015.

To vote by internet, use the internet to transmit your voting instructions and for electronic delivery of information. Have your form of proxy available when you access the website of CST Trust at [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com). You will be prompted to enter your Control Number which is located near the label at the bottom of the proxy. You may also appoint a person other than the persons designated on this form of proxy by following the instructions provided on the website.

In all cases, to be represented at the Meeting, proxies submitted must be received no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.

### **Beneficial Shareholders**

The information set forth in this section is of significant importance to many public Shareholders as a substantial number of the public Shareholders do not hold common shares of the Corporation in their own names. A Shareholder is a non-registered shareholder (referred to in this Management Information Circular as "**Beneficial Shareholders**") if (i) an intermediary (such as a bank, trust company, securities dealer or broker, trustee or administrator of a registered retirement savings plan, registered retirement income fund, deferred profit sharing plan, registered education savings plan, registered disability savings plan or tax-free savings account), or (ii) a clearing agency (such as CDS Clearing and Depository Services Inc. or Depository Trust and Clearing Corporation), of which the intermediary is a participant (in each case, an "**Intermediary**"), holds the shareholder's shares on behalf of the shareholder.

In accordance with National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators* ("**NI 54-101**"), the Corporation is distributing copies of materials related to the Meeting to Intermediaries for distribution to Beneficial Shareholders and such Intermediaries are to forward the materials related to the Meeting to each Beneficial Shareholders (unless the Beneficial Shareholders has declined to receive such materials). Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder.

Such Intermediaries often use a service company (such as Broadridge Financial Solutions Inc. ("**Broadridge**")), to permit the Beneficial Shareholders to direct the voting of the Common Shares held by the Intermediary on

behalf of the Beneficial Shareholder. The Corporation is paying Broadridge to deliver, on behalf of the Intermediaries, a copy of the materials related to the Meeting to each "non-objecting beneficial owner" and each "objecting beneficial owner" (as those terms are defined in NI 54-101). Broadridge typically applies a decal to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge decal on it cannot use that proxy to vote shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with this Meeting.

Since the Corporation does not have access to the names of its non-registered shareholders, if a Beneficial Shareholder attends the Meeting the Corporation will have no record of the Beneficial Shareholder's shareholdings or of its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the federal corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the Canadian securities laws applicable to the Corporation. Shareholders should be aware that disclosure requirements under the Canadian securities laws applicable to the Corporation differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is organized under the Canada *Business Corporations Act* (the "CBCA") certain of its directors and its executive officers are residents of Canada and a substantial portion or all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the ability of such persons to receive options under the Corporation's Option Plan.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Corporation has fixed May 11, 2015, as the record date (the “**Record Date**”) for determination of persons entitled to receive notice and vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Corporation are listed for trading on the Canadian Securities Exchange (the “**CSE**”). As of May 11, 2015, there were 115,158,269 Common Shares without par value issued and outstanding, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Corporation, no person or Corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares except for the following

Shareholder Name	Number of Common Shares Held	% of Class on non-diluted basis
Halki Holdings Inc. <sup>(1)</sup>	15,300,000	13.29%

**Note:**

(1) Halki Holdings Inc. is a corporation controlled by Stasis Rizas, Director and Chairman of the Corporation.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

## PRESENTATION OF FINANCIAL STATEMENTS

The annual financial statements of the Corporation for the year ended July 31, 2014, together with the auditor's report thereon and the related management discussion and analysis in respect of the foregoing financial statements, all of which may be obtained from SEDAR at [www.sedar.com](http://www.sedar.com), will be presented at the Meeting.

## ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of directors of the Corporation will be a minimum of three and a maximum of ten. The term of office of each of the seven current directors will end at the conclusion of the Meeting. Pursuant to the CBCA and the By-Laws of the Corporation, the directors have determined that there will be seven persons elected to the Board at the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's seven nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 11, 2015.

Name and Residence of Proposed Directors	Principal Occupation and Present Offices Held	Director Since	Common Shares <sup>(4)</sup>
<b>Statis Rizas</b> Chairman of the Board Ontario, Canada	Board Chairman and President of Spindrift Telecom Inc. since 1992.	July 7, 2014	15,300,000 <sup>(5)(6)</sup>
<b>David Posner</b> President and Chief Executive Officer and Director Ontario, Canada	President and Chief Executive Officer of the Corporation since July, 2014. Acquisitions Manager for Stonegate Properties Inc. from 2012 to 2014. Managing Director of Sales and Acquisitions for Maria Chiquita Development Company from 2005 to 2012.	July 7, 2014	6,000,000 <sup>(6)</sup>
<b>David Caplan</b> <sup>(1)(2)</sup> Director Ontario, Canada	President and CEO of David Caplan Solutions Inc. since October, 2011.	July 7, 2014	Nil
<b>Brian Presement</b> <sup>(1)(2)(3)</sup> Director Ontario, Canada	President and CEO of Unite Communications Corporation ("UNiTE") since its inception in 2001.	October 10, 2013	Nil
<b>Michael Pesner</b> <sup>(1)(3)</sup> Director Montreal, Quebec	President of Hermitage Canada Finance Inc. since 2002.	July 17, 2014	Nil
<b>Michael Dacks</b> <sup>(2)(3)</sup> Director Ontario, Canada	Corporate development consultant and co-founder and advisor to a legal informatics start-up venture since 2011.	July 7, 2014	Nil
<b>Adam K. Szweras</b> Director and Corporate Secretary Ontario, Canada	Partner at Fogler, Rubinoff LLP since February 2006.	July 7, 2014	Nil <sup>(6)(7)</sup>

**Notes:**

- (1) Member of the Audit Committee of the Board.
- (2) Member of the Compensation and Nomination Committee of the Board.
- (3) Member of the Corporate Governance Committee of the Board.
- (4) The information as to principal occupation and shares beneficially owned or over which control or direction is exercised is not within the knowledge of the Corporation, and therefore has been furnished by each director individually.
- (5) 15,300,000 Common Shares are owned by Halki Holdings Inc., a holding company controlled by Mr. Statis Rizas
- (6) Messrs. Rizas, Posner and Szweras are the holders of the Subordinated Convertible Debenture, which is convertible into a maximum of 2,500,000 Common Shares
- (7) 4,600,000 Common Shares (representing 5.2% of total issued and outstanding Common Shares) are owned by FMI Capital Advisory Inc., a company of which 33.3% is indirectly owned by The Goomie Trust, a family trust, of which the children of Mr. Szweras are the beneficiaries. In addition, 1306413 Ontario Ltd., a corporation owed by The Goomie Trust, holds 1,000,000 Common Shares. Mr. Szweras does not make voting decisions for the shares owned by 1306413 Ontario Ltd.

**Director Biographies**

*Statis Rizas* served as the President of Spindrift Telecom Inc. since 1992. Since 1991, he has been a successful entrepreneur and has been involved with numerous business activities, most of which have dealt with telephony.

He has been Director of Capricorn Business Acquisitions Inc. since May 2008. Mr. Rizas holds a Bachelor of Arts degree from Dartmouth College and an MBA from the University of Chicago.

**David Posner** was appointed Chief Executive Officer of the Corporation in April 2014. Between 2012 and April 2014, Mr. Posner served as an Acquisitions Manager for Stonegate Properties Inc. where he managed real estate properties and brokered deals in Canada and Oklahoma. He was a Managing Director of Sales and Acquisitions for Maria Chiquita Development Company from 2005 to 2012. From 2004 to 2007 he was a partner in a private investment group involved in the acquisition, re-zoning and re-positioning for sale of land holdings in Costa Rica and Panama. Mr. Posner holds a Bachelor of Arts degree from York University.

**David Caplan** is a former Ontario politician. Mr. Caplan served as a Minister of Infrastructure during the 2003 session and as a Minister of Health and Long-Term Care during the 2007 session. He was a member of the Legislative Assembly of Ontario, and was a cabinet minister in the government of Liberal Premier Dalton McGuinty. Since retiring from the Ontario legislature on October 6, 2011 he served as a President and CEO of David Caplan Solutions Inc. a private consulting firm. Mr. Caplan served as a member on board of directors of Yee Hong Foundation since 2012, Baycrest Foundation since 2013, Epilepsy Toronto since 2010, Ontario Liberal Fund from 2007 to 2011 and as a Chair of Fundraising for Ontario Cabinet of Ministers from 2007 to 2009. He has also served as a Vice-Chairman of Global Public Affairs, privately-owned, fully-integrated public affairs firm since 2012. Mr. Caplan was born in Toronto, Ontario, and was educated at the University of Western Ontario. He worked as a commercial real estate agent with the firm of Ernest Goodman Ltd. from 1985 to 1989, and was Vice-President of Taurus Metal Trading Ltd. (a recycling company) between 1989 and 1992. Caplan was elected as a trustee to the North York Board of Education in 1991 and served in this capacity for six years, becoming the Board's Vice-Chair in 1993. He also served on the Metro Toronto Board of Education from 1994 to 1997, becoming its Vice-Chair shortly before his departure for higher office.

**Brian Presement** has been the President and CEO of Unite Communications Corporation ("UNiTE") since its inception in 2001. Under his leadership, UNiTE has grown from a regional telecom provider offering a narrow set of services to a full scale telecom provider offering services to companies of all sizes all across Canada. Mr. Presement has over 20 years of telecommunications experience. Prior to UNiTE, Mr. Presement served as Vice President Business Development of VOXX Corporation, where he was responsible for the sales and marketing of Voxx's Telecommunications Services. Mr. Presement served as a director of Aurelio Resource Corp. from Feb 2012 to Aug 2013 and a director of Sagittarius Capital Corp. since Jan 2013. From 2004 to 2007 Mr. Presement served as a General Manager of a Spam Filtering Service Called Mailgate Corp. Mr. Presement holds an Honours Bachelor of Arts Degree from York University with a double major in Mass Communications and Political Science.

**Michael Pesner** has been President of Hermitage Canada Finance Inc. since 2002, a firm specializing in financial advisory services. He was previously a partner in financial advisory services at KPMG LLP, in Montreal, specializing in corporate finance, mergers and acquisitions, divestitures, restructuring and corporate recovery in Canada. Mr. Pesner holds a Bachelor of Commerce degree in Finance and Administration from McGill University as well as a Bachelor of Arts degree from Sir George Williams University. Mr. Pesner is a director of the following companies - Le Chateau Inc., Richmond Mines Inc., Quest Rare Minerals Ltd., Alexandria Minerals Corporation, Liquid Nutrition Group Inc., Canamex Resources Corp. and Wi2Wi Corporation.

**Michael Dacks** is a corporate development consultant specializing in internet and e-commerce, a co-founder and advisor to a legal informatics start-up venture and is the former VP and General Counsel of a large privately held Canadian digital media and social networking company. Prior to that, Michael worked in the Intellectual Property and Technology Licensing department of Meitar Liguornik Geva & Leshem Brandwein a "top-three" law firm in Tel Aviv, Israel, and is a former law clerk to the Hon. Justice Asher D. Grunis of the Israel Supreme Court and



additionally completed his Canadian articling requirements at UJA Federation of Greater Toronto. Michael holds a B.A. from the University of Western Ontario and an LL.B./J.D. from Osgoode Hall Law School where he received a special degree designation in International, Comparative and Transnational Law. Though currently not in active practice, Mr. Dacks is licensed to practice law by the Law Society of Upper Canada (Ontario) and the Israel Bar Association.

*Adam Szweras* has practiced corporate and securities law since 1996. In January 2006, he founded Foundation Markets Inc. (a brokerage firm licensed as an Exempt Market Dealer) and FMI Capital Advisory Inc. (formerly known as Foundation Opportunities Inc.) (a merchant bank) where he continues as Chairman. In February, 2006 Mr. Szweras joined Fogler, Rubinoff LLP, as a partner, where he continues to practice corporate and securities law. Mr. Szweras has a LLB from the Osgoode Hall Law School at York University.

### **Cease Trade Orders and Bankruptcies**

No proposed director of the Corporation is, as of the date of this Management Proxy Circular, or has been, within the ten years prior to the date hereof, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the proposed director was acting as a director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as disclosed herein, no proposed director of the Corporation is, at the date of this Management Proxy Circular, or has been within ten years before the date of this Management Proxy Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Adam Szweras was a director and the Corporate Secretary of Bassett Media Group Corp. ("**Bassett**"), a TSX Venture Exchange listed company, until March 16, 2010. Bassett has been subject to a cease trade order since June 16, 2010 for failing to file its financial statements.

Michael Pesner was a director of Prestige Telecom Inc. and resigned from the board of directors on May 25, 2011. In November 2011, Prestige Telecom Inc. filed a notice of intention to file a proposal to its creditors under the *Bankruptcy and Insolvency Act (Canada)*. On March 29, 2012, Prestige Telecom Inc. received a final order from the Quebec Superior Court ratifying the proposal which had been approved at the meeting of its creditors which took place on March 6, 2012.

### **Penalties and Sanctions**

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **Individual Bankruptcies**

No proposed director of the Corporation has, within the ten years before the date of this Management Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become

subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **RE-APPOINTMENT AND REMUNERATION OF THE AUDITOR**

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote for the re-appointment of Collins Barrow, Toronto LLP as the auditor of the Corporation, to hold office until the next annual meeting of the shareholders, and to authorize the directors to fix the auditor's remuneration.

To be approved, the resolution must be passed by a majority of the votes cast by the holders of Common Shares at the Meeting. **Management recommends a vote "for" in respect of the resolution approving the re-appointment of the auditor and authorizing the directors to fix the auditor's remuneration.**

### **RATIFICATION OF OPTION PLAN**

The Board adopted the rolling stock option plan (the "**Option Plan**") and the Exchange requires that the Option Plan be submitted for approval and ratification by the shareholders at each annual meeting of shareholders of the Corporation. Accordingly, management is seeking the approval and ratification of the Option Plan by the shareholders.

#### *Purpose of the Option Plan*

The purpose of the Option Plan is to provide an incentive to the Corporation's directors, senior officers, employees and consultants to continue their involvement with the Corporation and to increase their efforts on the Corporation's behalf.

#### *General Description of the Option Plan*

A "rolling" stock option plan is one under which options may be granted equal in number to up to 10% of the issued capital of the Corporation at the time of the grant of the stock option. "Rolling" stock option plans are required to be approved by the shareholders at each annual general meeting on a yearly basis.

The Option Plan is administered by the Board or, if applicable, by the Compensation Committee (the "**Compensation Committee**"). A full copy of the Option Plan is available to Shareholders of the Corporation upon request and is available online under the Corporation's profile at [www.sedar.com](http://www.sedar.com).

A brief description of the principal terms of the Option Plan, which description is qualified in its entirety by the terms of the Existing Option Plan, can be found under the heading "*Executive Compensation – Stock Option Plan and Stock Options*."

Shareholders will be asked at the Meeting to approve an ordinary resolution in the following form:

**"BE IT HEREBY RESOLVED**, as an ordinary resolution **of shareholders of Nutritional High International Inc. (the "Corporation") that:**

- (a) the stock option plan of the Corporation (the "**Option Plan**") be hereby ratified and approved; and
- (b) any director or officer of the Corporation be and he or she is hereby authorized and directed, on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts

or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

- (c) **any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."**

Such resolution must be approved by a majority of the Corporation's shareholders.

**The persons named in the enclosed form of proxy intend to vote the Common Shares represented by such proxy IN FAVOUR of the ordinary resolution to approve the ratification of the Option Plan, unless the Shareholder who has given such proxy has directed that the Common Shares be voted against such resolution.**

#### **AUDIT COMMITTEE**

The Audit Committee of the Corporation is responsible for the Corporation's financial reporting process and the quality of its financial reporting. The Audit Committee is charged with the mandate of providing independent review and oversight of the Company's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the selection, oversight and compensation of the Company's external auditors. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management, and the external auditors and monitors the independence of those auditors.

The full text of the charter of the Corporation's Audit Committee is attached hereto as Schedule "A".

#### ***Composition of the Audit Committee***

The Board members of the Corporation's Audit Committee are:

<u>Name</u>	<u>Independent<sup>(1)</sup></u>	<u>Financially Literate<sup>(2)</sup></u>
Michael Pesner (Chair)	Yes	Yes
Brian Presement	Yes	Yes
David Caplan	Yes	Yes

#### **Notes:**

- (1) A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

***Relevant Education and Experience***

<b>Name of Member</b>	<b>Relevant Experience and Qualifications</b>
<b>Michael Pesner</b>	Mr. Pesner has been President of Hermitage Canada Finance Inc. since 2002, a firm specializing in financial advisory services. He was previously a partner in financial advisory services at KPMG LLP, in Montreal, specializing in corporate finance, mergers and acquisitions, divestitures, restructuring and corporate recovery in Canada. Mr. Pesner holds a Bachelor of Commerce degree in Finance and Administration from McGill University as well as a Bachelor of Arts degree from Sir George Williams University. Mr. Pesner is a director of the following companies - Le Chateau Inc., Richmond Mines Inc., Quest Rare Minerals Ltd., Alexandria Minerals Corporation, Liquid Nutrition Group Inc. Canamex Resources Corp. and Wi2Wi Corporation.
<b>Brian Presement</b>	Mr. Presement has been the President and CEO of Unite Communications Corporation ("UNiTE") since its inception in 2001. Under his leadership, UNiTE has grown from a regional telecom provider offering a narrow set of services to a full scale telecom provider offering services to companies of all sizes all across Canada. Mr. Presement has over 20 years of telecommunications experience. Prior to UNiTE, Mr. Presement served as Vice President Business Development of VOXX Corporation, where he was responsible for the sales and marketing of Voxx's Telecommunications Services. Mr. Presement served as a director of Aurelio Resource Corp. from Feb 2012 to Aug 2013 and a director of Sagittarius Capital Corp. since Jan 2013. From 2004 to 2007 Mr. Presement served as a General Manager of a Spam Filtering Service Called Mailgate Corp. Mr. Presement holds an Honours Bachelor of Arts Degree from York University with a double major in Mass Communications and Political Science
<b>David Caplan</b>	David Caplan is a former Ontario politician. Mr. Caplan served as a Minister of Infrastructure during the 2003 session and as a Minister of Health and Long-Term Care during the 2007 session. He was a member of the Legislative Assembly of Ontario, and was a cabinet minister in the government of Liberal Premier Dalton McGuinty. Since retiring from the Ontario legislature on October 6, 2011 he served as a President and CEO of David Caplan Solutions Inc. a private consulting firm. Mr. Caplan served as a member on board of directors of Yee Hong Foundation since 2012, Baycrest Foundation since 2013, Epilepsy Toronto since 2010, Ontario Liberal Fund from 2007 to 2011 and as a Chair of Fundraising for Ontario Cabinet of Ministers from 2007 to 2009. He has also served as a Vice-Chairman of Global Public Affairs, privately-owned, fully-integrated public affairs firm since 2012. Mr. Caplan was born in Toronto, Ontario, and was educated at the University of Western Ontario. He worked as a commercial real estate agent with the firm of Ernest Goodman Ltd. from 1985 to 1989, and was Vice-President and CEO of Taurus Metal Trading Ltd. (a recycling company) between 1989 and 1992. Caplan was elected as a trustee to the North York Board of Education in 1991 and served in this capacity for six years, becoming the Board's Vice-Chair in 1993. He also served on the Metro Toronto Board of Education from 1994 to 1997, becoming its Vice-Chair shortly before his departure for higher office.

***Audit Committee Oversight***

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor with was not adopted by the Board.

***Pre-Approval Policies and Procedures***

In the event that the Corporation wishes to retain the services of the Corporation's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained.

### ***Audit Fees***

The following table provides details in respect of audit, audit related, tax and other fees billed to the Corporation by the external auditors for professional services.

	<b>Year ended July 31, 2014</b>	<b>Year ended July 31, 2013</b>
Audit Fees	\$19,170	\$5,500
Audit Related Fees	\$2,500	Nil
Tax Fees	Nil	Nil
All Other Fees	Nil	Nil

## **EXECUTIVE COMPENSATION**

### **Compensation of Executive Officers**

Securities legislation requires the disclosure of compensation received by each "Named Executive Officer" of the Corporation for the three most recently completed financial years. "Named Executive Officer" is defined by the legislation to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, (ii) each of the Corporation's three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeds \$150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year end of the Corporation.

During the Corporation's most recently completed financial year ended July 31, 2014, the Corporation had five Named Executive Officers: David Posner, President and Chief Executive Officer; Marco Guidi, former Chief Financial Officer; Yannis Banks, former President, Chief Executive Officer and Secretary; Andres Tinajero, former President and CEO; Warren Goldberg, Secretary, former Chief Financial Officer and Treasurer. Subsequent to the most recently completed financial year, Mr. Guidi resigned as Chief Financial Officer and Mr. Quong was appointed Chief Financial Officer. For a description of the compensation arrangements for Mr. Quong, see "*Executive Compensation - Termination and Change of Control Benefits and Management Contracts.*"

The aggregate cash compensation (including salaries, fees, directors fees, commissions, bonuses paid for services rendered during the most recently completed financial year, bonuses paid for services rendered in the previous year, and any compensation other than bonuses earned during the most recently completed financial year, the payment of which was deferred) paid to the Named Executive Officers (or corporations controlled by Named Executive Officers), in the capacity of Named Executive Officers, for the most recently completed financial year, was \$68,700.

## Summary Compensation Table

The following table sets forth all annual and long term compensation for services in all capacities to the Corporation and its subsidiaries for the most recently completed financial year in respect of each Named Executive Officer as at July 31, 2014.

SUMMARY COMPENSATION TABLE							
Name and Principal Position of Named Executive Officer	Year ended	Salary	Option-based Awards <sup>(6)</sup>	Non-Equity Incentive Plan Compensation		All Other Compensation	Total Compensation
				Annual Incentive Plans	Long-term Incentive Plans		
<b>David Posner</b> President and CEO <sup>(1)</sup>	July 31, 2014	\$24,000	\$3,960	Nil	Nil	\$35,000 <sup>(7)</sup>	\$62,960
<b>Marco Guidi</b> Former CFO <sup>(2)</sup>	July 31, 2014	\$4,500	Nil	Nil	Nil	Nil	\$4,500
<b>Yannis Banks</b> Former President, CEO, Secretary and Director <sup>(3)</sup>	July 31, 2014	Nil	Nil	Nil	Nil	Nil	Nil
<b>Andres Tinajero</b> Former President, CEO and Director <sup>(4)</sup>	July 31, 2014	Nil	Nil	Nil	Nil	Nil	Nil
	July 31, 2013	Nil	Nil	Nil	Nil	Nil	Nil
	July 31, 2012	Nil	Nil	Nil	Nil	Nil	Nil
<b>Warren Goldberg</b> Former Secretary, CFO and Treasurer <sup>(5)</sup>	July 31, 2014	Nil	Nil	Nil	Nil	Nil	Nil
	July 31, 2013	Nil	Nil	Nil	Nil	Nil	Nil
	July 31, 2012	Nil	Nil	Nil	Nil	Nil	Nil

### Notes:

- (1) Mr. Posner was appointed as President and CEO on July 7, 2014.
- (2) Mr. Guidi was appointed as CFO on July 7, 2014 and resigned on September 1, 2014. Mr. Quong was appointed as CFO on September 1, 2014. Mr. Quong is paid by Branson pursuant to the Branson Agreement. See "Executive Compensation – Termination and Change of Control Benefits and Management Contracts."
- (3) Mr. Banks was appointed as President, CEO and Director on November 14, 2013 and resigned on July 7, 2014.
- (4) Mr. Tinajero was appointed as President and CEO on August 24, 2011, and resigned on October 10, 2013.
- (5) Mr. Goldberg resigned as a Secretary and Chief Financial Officer of the Corporation on July 7, 2014.
- (6) The fair value of each option granted is estimated at the time of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows: a 5 year expected term, 100% volatility, risk-free interest rate of 1.14% per annum, a dividend rate of 0% and weighted average grant-date fair value of stock options of \$0.0099.
- (7) Mr. Posner was paid an initial advisory fee of \$35,000 on May 1, 2014 pursuant to the Posner Agreement.

## Compensation Discussion and Analysis

The Compensation Discussion and Analysis section sets out the objectives of the Corporation's executive compensation arrangements, the Corporation's executive compensation philosophy and the application of this philosophy to the Corporation's executive compensation arrangements. It also provides an analysis of the compensation design, and the decisions that the Board made in fiscal 2014 with respect to the Named Executive Officers. When determining the compensation arrangements for the Named Executive Officers, the Compensation and Nominating Committee considers the objectives of: (i) retaining an executive critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Corporation's shareholders; and (iv) rewarding performance, both on

an individual basis and with respect to the business in general. See the "Compensation Governance" below for more discussion on the Compensation and Nominating Committee.

### ***Benchmarking***

The Compensation and Nominating Committee considers a variety of factors when designing and establishing, reviewing and making recommendations for executive compensation arrangements for all executive officers of the Corporation. The Board typically does not position executive pay to reflect a single percentile within the industry for each executive. Rather, in determining the compensation level for each executive, the Compensation and Nominating Committee looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement, the compensation paid by the other companies in medicinal and recreational marijuana industry, and pay equity considerations.

### ***Elements of Compensation***

The compensation paid to Named Executive Officers in any year consists of two primary components:

- (a) base salary; and
- (b) long-term incentives in the form of stock options granted under the Option Plan.

The key features of these two primary components of compensation are discussed below:

#### **1. Base Salary**

Base salary recognizes the value of an individual to the Corporation based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which Corporation competes for talent. Base salaries for the Named Executive Officers are reviewed annually. Any change in base salary of a Named Executive Officer is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Corporation (in particular, companies in the marijuana industry) and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

#### **2. Stock Option Awards**

The Corporation provides long-term incentives to Named Executive Officers in the form of stock options as part of its overall executive compensation strategy. The Compensation and Nominating Committee believes that stock option grants serve the Corporation's executive compensation philosophy in several ways: firstly, it helps attract, retain, and motivate talent; secondly, it aligns the interests of the Named Executive Officers with those of the shareholders by linking a specific portion of the officer's total pay opportunity to the share price; and finally, it provides long-term accountability for Named Executive Officers.

### ***Risks Associated with Compensation Policies and Practices***

The oversight and administration of the Corporation's executive compensation program requires the Compensation and Nominating Committee to consider risks associated with the Corporation's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at annual reviews and also throughout the year whenever it is deemed necessary by the Compensation and Nominating Committee.

The Corporation's executive compensation policies and practices are intended to align management incentives with the long-term interests of the Corporation and its shareholders. In each case, the Corporation seeks an appropriate balance of risk and reward. Practices that are designed to avoid inappropriate or excessive risks include (i) financial controls that provide limits and authorities in areas such as capital and operating expenditures to mitigate risk taking that could affect compensation, (ii) balancing base salary and variable compensation elements and (iii) spreading compensation across short and long-term programs.

### ***Compensation Governance***

The Compensation and Nominating Committee intends to conduct a yearly review of directors' compensation having regard to various reports on current trends in directors' compensation and compensation data for directors of reporting issuers of comparative size to the Corporation. Except for director's fees paid to the Chairman of the Board, director compensation is currently limited to the grant of stock options pursuant to the Option Plan. It is anticipated that the Chief Executive Officer will review the compensation of officers of the Corporation for the prior year and in comparison to industry standards via information disclosed publicly and obtained through copies of surveys. The Board expects that the Chief Executive Officer will make recommendations on compensation to the Compensation and Nominating Committee. The Compensation and Nominating Committee will review and make suggestions with respect to compensation proposals, and then makes a recommendation to the Board.

The Compensation and Nominating Committee is currently comprised of Brian Presement (Chair), David Caplan and Michael Dacks, all of whom are independent.

The Compensation and Nominating Committee's responsibility is to formulate and make recommendations to the directors of the Corporation in respect of compensation issues relating to directors and officers of the Corporation. Without limiting the generality of the foregoing, the Compensation and Nominating Committee has the following duties:

- (a) to review the compensation philosophy and remuneration policy for officers of the Corporation and to recommend to the directors of the Corporation changes to improve the Corporation's ability to recruit, retain and motivate officers;
- (b) to review and recommend to the Board the retainer and fees, if any, to be paid to directors of the Corporation;
- (c) to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the directors of the Corporation with respect to) the CEO's compensation level based on such evaluation;
- (d) to recommend to the directors of the Corporation with respect to non-CEO officer and director compensation including reviewing management's recommendations for proposed stock options and other incentive-compensation plans and equity-based plans, if any, for non-CEO officer and director compensation and make recommendations in respect thereof to the directors of the Corporation;
- (e) to administer the stock option plan approved by the directors of the Corporation in accordance with its terms including the recommendation to the directors of the Corporation of the grant of stock options in accordance with the terms thereof; and



- (f) to determine and recommend for the approval of the directors of the Corporation bonuses to be paid to officers and employees of the Corporation and to establish targets or criteria for the payment of such bonuses, if appropriate. Pursuant to the mandate and terms of reference of the Compensation and Nominating Committee, meetings of the Committee are to take place at least once per year and at such other times as the Chair of the Compensation and Nominating Committee may determine.

### **Stock Option Plan and Stock Options**

As of the date of this Management Information Circular, the Corporation has 115,158,269 Common Shares issued and outstanding. This means that a total of 11,515,826 Options are currently available to be granted pursuant to the Option Plan. As of the date hereof, 10,550,000 Options had been granted pursuant to the Option Plan and 965,826 Options were still available to be granted.

#### ***Option Plan Terms***

The Option Plan authorizes the Board to grant stock options to the officers, directors, employees and consultants of the Corporation on the following terms:

1. The number of shares subject to each option is determined by the Board provided that the Option Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12 month period, result in:
  - (a) the number of shares reserved for issuance pursuant to stock options granted to any one person exceeding 5% of the issued shares of the Corporation;
  - (b) the issuance, within a one year period, to insiders of the Corporation of a number of shares exceeding 10%, or to one insider of a number exceeding 5%, or to a consultant of a number exceeding 2%; or to employees or consultants (as defined by the Exchange) who provides Investor Relations services of a number exceeding 2% (in the aggregate for all such employees or consultants) of the issued shares of the Corporation.
2. The aggregate number of shares which may be issued pursuant to options granted under the Option Plan may not exceed 10% of the issued and outstanding shares of the Corporation as at the date of the grant.
3. The exercise price of an option may not be set at less than the discounted market price (as provided in the Exchange regulations) for the trading day immediately preceding the date of grant of the option.
4. The options may be exercisable for a period of up to five years.
5. The options are non-assignable, except in certain circumstances. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Option Plan or within a period of not more than 90 days (30 days for providers of investor relations services) after ceasing to be an eligible optionee or, if the optionee dies, within one year from the date of the optionee's death.
6. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

### Outstanding Option-Based Awards for Named Executive Officers

The table below reflects all option-based awards for each Named Executive Officer outstanding as at July 31, 2014. The Corporation does not have any other equity incentive plans other than its Option Plan. As of the date hereof there are no share based award plans for any of the directors or the Named Executive Officer's of the Corporation,

OPTION-BASED AWARDS OUTSTANDING AS AT END OF FISCAL YEAR				
Named Executive Officer	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options <sup>(1)</sup> (\$)
<b>David Posner</b> <i>President and Chief Executive Officer<sup>(3)</sup></i>	400,000	\$0.10	July 7, 2019	Nil
<b>Marco Guidi</b> <i>Former CFO</i>	Nil	N/A	N/A	N/A
<b>Yannis Banks</b> <i>Former President, CEO and Secretary</i>	Nil	N/A	N/A	N/A
<b>Andres Tinajero</b> <i>Former President, CEO and Director</i>	Nil	N/A	N/A	N/A
<b>Warren Goldberg</b> <i>Former Secretary, CFO and Treasurer</i>	Nil	N/A	N/A	N/A

**Note:**

(1) This column contains the aggregate value of in-the-money unexercised options as at July 31, 2014, calculated based on the difference between the market price of the Common Shares underlying the options, being \$0.025, (the price of the shares issued pursuant to the private placement of Nutritional High Ltd. securities completed in June 2014 prior to the completion of the acquisition by the Corporation) and the exercise price of the options.

### Incentive Award Plans

The following table provides information concerning the incentive award plans of the Corporation with respect to each Named Executive Officer during the fiscal year ended July 31, 2014. The only incentive award plan of the Corporation during such fiscal years was the Stock Option Plan.

Named Executive Officer	Option-Based Awards – Value Vested During Year Ended July 31, 2014	Non-Equity Incentive Plan – Value Vested During Year Ended July 31, 2014
David Posner	\$3,960	Nil
Marco Guidi	Nil	Nil
Yannis Banks	Nil	Nil
Andres Tinajero	Nil	Nil
Warren Goldberg	Nil	Nil

## **Termination and Change of Control Benefits and Management Contracts**

As at July 31, 2014, there were no written contracts or agreements that provide for payment to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a Named Executive Officer's responsibilities.

Nutritional High Ltd. ("NHL"), an operating subsidiary of the Corporation has entered into the following consulting agreements with the following executive officers of the Corporation.

### ***Posner Agreement***

On May 1, 2014, NHL entered into consulting agreement with David Posner, President (the "**Posner Agreement**"). Pursuant to the Posner Agreement, David Posner has agreed to perform the services of the Chief Executive Officer of NHL and its affiliates (including the Corporation). Mr. Posner was paid an initial advisory fee of \$35,000 and a base fee of \$8,000 per month, subject to annual review by the Board.

### ***Branson Agreement***

On September 1, 2014, Al Quong was appointed the Chief Financial Officer of the Corporation, designated consultant to provide the services of Chief Financial Officer to the Corporation. On May 1, 2014, the Corporation entered into an agreement with Branson Corporate Services Inc. ("**Branson**") to provide a Chief Financial Officer, controllership and bookkeeping services, administrative services and general and back office services for a monthly fee of \$3,000. Al Quong is employed by Branson and is compensated by Branson. On October 27, 2014, the Corporation amended the Branson agreement, by including a provision that the Corporation will pay Branson an additional fee of \$30,000 plus applicable taxes upon completion of the Offering. On March 23, 2015 the Corporation entered into an amending agreement to pay Branson a monthly fee of \$6,000 to provide a Chief Financial Officer, Corporate Secretarial services, controllership and bookkeeping services, administrative services, general and back office services.

## **Compensation of Directors**

The Compensation and Nominating Committee makes recommendations to the Board as to the appropriate level of remuneration for the directors and officers of the Corporation. The Board as a whole makes the final determination in respect of compensation matters. Remuneration is assessed and determined by taking into account such factors as the size of the Corporation and the level of compensation earned by directors and officers of companies of comparable size and industry.

Other than with respect to director fees paid to the Chairman of the Board, the only arrangements the Corporation has, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts for the financial year ended July 31, 2014, are through the issuance of stock options. The number of options to be granted from time to time is determined by the Board in its discretion.

## **Individual Director Compensation**

The following table provides a summary of all amounts of compensation provided to the directors of the Corporation during the fiscal years ended July 31, 2014. Except as otherwise disclosed below, the Corporation did not pay any fees or compensation to directors for serving on the Board (or any committee) beyond

reimbursing such directors for travel and related expenses and the granting of stock options under the Option Plan.

DIRECTOR COMPENSATION TABLE FOR FISCAL YEAR ENDED JULY 31, 2014					
Name	Fees Earned	Option-Based Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation	All Other Compensation	Total
Statis Rizas	\$15,000 <sup>(2)</sup>	\$3,960	Nil	Nil	\$18,960
Adam K. Szweras	Nil	\$3,960	Nil	Nil	\$3,960
David Caplan	Nil	\$3,960	Nil	Nil	\$3,960
Michael Dacks	Nil	\$3,960	Nil	Nil	\$3,960
Brian Presement	Nil	\$3,960	Nil	Nil	\$3,960
Michael Pesner	Nil	Nil	Nil	Nil	Nil
Yvan Routhier <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil
Paul Sarjeant <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil
Claude E. Forget <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil
Walter Lee <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) Option-based awards are valued at the share price on the date of the option grant. The fair value of each option granted is estimated at the time of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows: a 5 year expected term, 100% volatility, risk-free interest rate of 1.51% per annum, a dividend rate of 0% and weighted average grant-date fair value of stock options of \$0.0099.
- (2) An aggregate of \$15,000 was accrued to Mr. Rizas pursuant to a consulting agreement with the Corporation dated May 1, 2014. The agreement was terminated effective October 24, 2014.
- (3) Messrs. Routhier, Sarjeant and Forget resigned on July 7, 2014.
- (4) Mr. Lee resigned on November 14, 2013.

**Director Outstanding Option-Based Awards**

The table below reflects all option-based awards for each director of the Corporation outstanding as at July 31, 2014 (including option-based awards granted to a director before each such fiscal year). The Corporation does not have any equity incentive plan other than the Option Plan.

DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT JULY 31, 2014				
Name of Director	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options <sup>(1)</sup>
Statis Rizas	400,000	\$0.10	July 7, 2019	Nil
Adam K. Szweras	400,000	\$0.10	July 7, 2019	Nil
David Caplan	400,000	\$0.10	July 7, 2019	Nil
Michael Dacks	400,000	\$0.10	July 7, 2019	Nil
Brian Presement	400,000	\$0.10	July 7, 2019	Nil
Michael Pesner <sup>(4)</sup>	Nil	N/A	N/A	N/A
Yvan Routhier <sup>(2)</sup>	Nil	N/A	N/A	N/A

<b>DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT JULY 31, 2014</b>				
<b>Name of Director</b>	<b>Number of Securities Underlying Unexercised Options</b>	<b>Option Exercise Price (\$/Security)</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-the-Money Options<sup>(1)</sup></b>
Paul Sarjeant <sup>(2)</sup>	Nil	N/A	N/A	N/A
Claude E. Forget <sup>(2)</sup>	Nil	N/A	N/A	N/A
Walter Lee <sup>(3)</sup>	Nil	N/A	N/A	N/A

**Notes:**

- (1) This column contains the aggregate value of in-the-money unexercised options as at July 31, 2014, calculated based on the difference between the market price of the Common Shares underlying the options, being \$0.025 (the price of the shares issued pursuant to the private placement of NHL securities completed in June 2014 prior to the completion of the acquisition by the Corporation) and the exercise price of the options.
- (2) Messrs. Routhier, Sarjeant and Forget resigned on July 7, 2014.
- (3) Mr. Lee resigned on November 14, 2013.
- (4) Mr. Pesner was issued 400,000 options at \$0.10 on October 10, 2014, expiring on October 10, 2019

**Director Incentive Award Plans**

The following table provides information concerning the incentive award plans of the Corporation with respect to each director during the fiscal year ended July 31, 2014. The only incentive award plan of the Corporation during such fiscal year was its Stock Option Plan.

<b>INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED JULY 31, 2014</b>		
<b>Name of Director</b>	<b>Option-Based Awards – Value Vested During Fiscal Year Ended July 31, 2014<sup>(1)</sup></b>	<b>Non-Equity Incentive Plan Compensation – Value Vested During Fiscal Year Ended July 31, 2014</b>
Statis Rizas	\$3,960	Nil
Adam K. Szweras	\$3,960	Nil
David Caplan	\$3,960	Nil
Michael Dacks	\$3,960	Nil
Brian Presement	\$3,960	Nil
Yvan Routhier <sup>(2)</sup>	Nil	Nil
Paul Sarjeant <sup>(2)</sup>	Nil	Nil
Claude E. Forget <sup>(2)</sup>	Nil	Nil

**Notes:**

- (1) Option-based awards are valued at the share price on the date of the option grant. The fair value of each option granted is estimated at the time of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows: a 5 year expected term, 100% volatility, risk-free interest rate of 1.51% per annum, a dividend rate of 0% and weighted average grant-date fair value of stock options of \$0.0099.
- (2) Messrs. Routhier, Sarjeant and Forget resigned on July 7, 2014.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, was indebted to the Corporation as at the financial year ended July 31, 2014, or is currently indebted to the Corporation.

## CORPORATE GOVERNANCE

### *Board of Directors*

The Board currently consists of seven directors. The Board has concluded that Brian Presement, Michael Dacks, Michael Pesner and David Caplan are "independent" for purposes of Board membership, as defined in National Instrument 58-101 *Disclosure of Corporate Governance Practices*. By virtue of their management positions or their status as promoter of the Corporation, each of David Posner, Statis Rizas and Adam K. Szweras are not considered to be "independent".

A member of the Board is considered to be independent if the member has no direct or indirect material relationship with the issuer. A material relationship means a relationship which could, in the view of the reporting issuer's Board, reasonably interfere with the exercise of a member's independent judgment.

### *Directorships*

In the past five years, the directors and officers of the Corporation have held officer or director positions with the following issuers:

Name	Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
<b>Adam Szweras</b>	Petrolympic Ltd.	TSXV	Secretary	June 2008	Present
	Bassett Media Group Corp.	TSXV	Director	August 2009	March 2010
	Canada Pacific Canada Corp.	NEX	Director, Secretary	May 28, 2010	August 2014
	Star Navigation Systems Group Ltd.	TSXV	Corporate Secretary	May 2008	December 2011
	Sagittarius Capital Corp.	TSXV	Corporate Secretary, Director	August 2009	Present
	Lakeside Minerals Inc.	TSXV	Corporate Secretary	December 2011	Present
	InterAmerican Gaming, Inc.	TSXV	Director	May 2008	June 2009
	Quia Resources Inc.	TSXV	Director, Corporate Secretary	December 2010	Present
<b>Statis Rizas</b>	Capricorn Business Acquisitions Inc.	TSXV	Director	May 2008	Present
<b>Al Quong</b>	Norrock Realty Finance Corporation	TSX	CFO	May 2011	October 2011
<b>Brian Presement</b>	Sagittarius Capital Corporation	NEX	Director	January 2013	Present
	Aurelio Resource Corp.	Not Listed	Director	February 2012	August 2013
<b>Michael Pesner</b>	San Anton Capital Inc.	TSX-V	Director	November 2007	May 2010
	Prestige Telecom Inc.	TSX-V	Director	July 2007	May 2011

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Name or Exchange or Market</b>	<b>Position</b>	<b>From</b>	<b>To</b>
	Mint Technology Corp.	TSX-V	Director	March 2008	September 2013
	Sand Technology Inc.	OTCBB	Director	January 2010	December 2011
	Richmont Mines Inc.	TSX and NYSE MKT	Director	November 2010	Present
	Quest Rare Minerals Ltd. (formerly Quest Uranium Corp.)	TSX and NYSE MKT	Director	September 2007	Present
	BrightPath Early Learning Inc. (formerly Edleun Group, Inc.)	TSX-V	Director	August 2007	May 2010
	Liquid Nutrition Group Inc.	TSX-V	Director	December 2013	Present
	Le Chateau Inc.	TSX	Director	December 2012	Present
	Alexandria Minerals Corporation	TSX-V	Director	October 2013	Present
	Wi2Wi Corporation	TSX-V	Director	November 2014	Present
	Canamex Resources Corp.	TSX-V	Director	December 2014	Present

### ***Orientation and Continuing Education***

The Board is comprised of individuals with either prior experience as a director or publicly listed issuer or a private entity or with significant business experience as a senior business manager. While the Corporation currently has no formal orientation and education program for new Board members, sufficient information (such as annual reports, prospectuses, proxy solicitation materials, budgets and operations reports) is provided to new Board members to ensure that each new director is familiar with the business of the Corporation and the functions of the Board. In addition, new directors are encouraged to meet with senior management.

### ***Ethical Business Conduct***

Ethical business conduct and behaviour is of great importance to the Board and management of the Corporation. The Corporate Governance Committee and the Board have discussed the adoption of a written code of conduct but as yet have not adopted a written code. The Corporation does expect that each of the directors, officers and employees conduct themselves ethically and within the confines of professional behaviour, including the avoidance of conflicts of interest, protection and proper use of Corporation information, compliance with laws, rules and regulations and reporting of illegal or unethical behaviour.

Any director or officer of the Corporation shall disclose in writing or request to have it entered into the minutes of Board's meeting or any of the committees of the directors the nature and extent of any interest in a material contract or a material transaction, whether made or proposed, as soon as the director or officer becomes aware of

such a contract or transaction. In such a case, the director shall abstain from voting on any resolution to approve such a contract or transaction.

### ***Nomination of Directors***

The Board is entrusted with reviewing on a periodic basis the composition of the Board and, when appropriate, with maintaining a list of potential candidates for Board membership and interviewing potential candidates for Board membership.

### ***Compensation***

At present, no compensation other than the grant of options is paid to the Corporation's directors, in such capacity. For a description of the process by which the Board determines compensation for the Corporation's officers and directors, see "*Executive Compensation – Compensation of Directors*".

### ***Other Board Committees***

Other than the Audit Committee, the Corporation's Board has a Compensation and Nominating Committee and a Corporate Governance Committee.

The Compensation and Nominating Committee's responsibility is to formulate and make recommendations to the directors of the Corporation in respect of compensation issues relating to directors and officers of the Corporation. The Compensation and Nominating Committee is comprised of Brian Presement (Chair), David Caplan and Michael Dacks, all of whom are independent. See "*Executive Compensation – Compensation Governance*".

The Corporate Governance Committee's responsibility is to assist the Board in fulfilling its oversight responsibilities in the following principal areas: (i) developing a set of corporate governance rules; (ii) reviewing and recommending the compensation of the Corporation's directors; (iii) facilitating the evaluation of the Board and committees of the Board. The Corporate Governance Committee is comprised of Michael Pesner (Chair), Michael Dacks and Brian Presement.

### ***Assessments***

The Board does not formally review the contribution and effectiveness of the Board, its members or committees. The Board believes that its size facilitates an informal review process through discussion and evaluation between the Chairman of the Board, the CEO and the Chair of the Corporate Governance Committee.

### ***Pension Plan Benefits***

The Corporation does not have a Pension Plan for its Named Executive Officers and directors.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out, as of the end of the Corporation's fiscal year ended July 31, 2014, all required information with respect to compensation plans under which equity securities of the Corporation are authorized for issuance:



Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	10,550,000	\$0.10	965,826
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	10,550,000	\$0.10	965,826

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as herein disclosed, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out herein, none of the persons who were directors or executive officers of the Corporation or a subsidiary of the Corporation at any time once the commencement of the Corporation's most recently completed fiscal year, the proposed nominees for election to the board of directors of the Corporation, any person or Corporation who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding Common Shares, nor any associate or affiliate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction, or has any such interest in any proposed transaction, which has materially affected or would materially affect the Corporation.

### SHAREHOLDER PROPOSALS

Shareholder proposals must be submitted no later than March 23, 2016 (being the first business day before March 24, 2016, the 90<sup>th</sup> day before the anniversary date of the notice of meeting is sent to shareholders for the 2015 annual shareholders meeting), to be considered for inclusion in the management proxy circular to be prepared for the 2016 annual meeting of shareholders of the Corporation.

### ADDITIONAL INFORMATION

Additional information relating to the Corporation is on [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis, which is filed on [www.sedar.com](http://www.sedar.com). The Corporation will provide to any person or Corporation, upon request to the Chief Financial Officer of the Corporation, one copy of the comparative financial statements of the Corporation filed with the applicable securities regulatory authorities for the Corporation's most recently completed financial year in respect of which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Corporation filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents are available without charge to shareholders upon written request to the Corporation by fax (416) 765-0029 or to:

Nutritional High International Inc.  
77 King Street West, Suite 2905  
Toronto, Ontario  
M5K 1H1

**OTHER MATTERS**

As of the date of this Circular, the Board and Management of the Corporation are not aware of any matters to come before the Meeting other than those matters specifically identified in the accompanying Notice of Meeting. However, if such other matters properly come before the Meeting or any adjournment(s) thereof, the persons designated in the accompanying form of proxy will vote thereon in accordance with their judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

**BOARD APPROVAL**

The contents of this Management Proxy Circular and its distribution to shareholders have been approved by the Board.

DATED this 25 day of May 2015.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/      *“David Posner”*

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Mr. David Posner,  
President, Chief Executive Officer and Director

## **SCHEDULE "A"**

### **NUTRITIONAL HIGH INTERNATIONAL INC. AUDIT COMMITTEE CHARTER**

The purpose of the Audit Committee of the Board (the "**Board**") of Nutritional High International Inc. (the "**Corporation**") is to assist the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, auditing, and reporting practices of the Corporation, and such other duties as directed by the Board. The Audit Committee's role includes a particular focus on the qualitative aspects of financial reporting to shareholders, on the Corporation's processes to manage business and financial risk, and on compliance with significant applicable legal, ethical and regulatory requirements.

#### **MEMBERSHIP**

The membership of the Audit Committee shall consist of at least two directors who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. A majority of the members of the Audit Committee must be financially literate, that is having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

The Chair of the Audit Committee shall be appointed by the full Board.

#### **COMMUNICATIONS AND REPORTING**

The Audit Committee is expected to maintain free and open communication with the external auditors, the internal accounting staff, and the Corporation's management. This communication shall include private executive sessions, at least annually, with each of these parties. The Audit Committee chairperson shall report on Audit Committee activities to the full Board.

#### **AUTHORITY**

In discharging its oversight role, the Audit Committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other advisors and experts for this purpose. The Audit Committee shall be empowered to set and pay the compensation for any such advisors employed by the Audit Committee. The Audit Committee shall have the authority to communicate directly with the external auditors of the Corporation.

#### **RESPONSIBILITIES**

##### **Oversight**

The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management of the Corporation and the external auditor regarding financial reporting.

### **Recommend Auditor**

The Audit Committee must recommend to the Board the external auditor to be nominated (subject to shareholder approval) for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and the compensation of the external auditor.

### **Pre-Approve Non-Audit Services**

The Audit Committee must pre-approve all non-audit services to be provided to the Corporation by the Corporation's external auditor.

### **Review Financial Disclosure**

The Audit Committee must review the Corporation's financial statements, management's discussion and analysis (MD&A) and annual and interim financial press releases, if any, before the Corporation publicly discloses this information.

The Audit Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and must periodically assess the adequacy of those procedures.

### **Reliance on Management and Auditors**

The Audit Committee relies on the expertise and knowledge of management, the internal auditors, and the external auditor in carrying out its oversight responsibilities. Management of the Corporation is responsible for determining that the Corporation's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The external auditor is responsible for auditing the Corporation's financial statements. The Audit Committee should assure itself that the Corporation's internal policies, procedures and controls are adequate and are being implemented and followed.

### **Relationship with Auditors**

The Audit Committee is also responsible for ensuring that the Corporation's external auditors submit on a periodic basis to the Committee a formal written statement delineating all relationships between the external auditors and the Corporation and actively engaging in a dialogue with the external auditors with respect to any disclosure relationships or services that may impact the objectivity and independence of the external auditors and for taking appropriate action to ensure the independence of the external auditors within the meaning of applicable Canadian law.

### **Guidelines for Audit Committee**

With respect to the exercise of its duties and responsibilities, the Audit Committee should, among other things:

1. report regularly to the Board on its activities, as appropriate;
2. exercise reasonable diligence in gathering and considering all material information;
3. remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions;

4. understand and weigh alternative courses of conduct that may be available;
5. focus on weighing the benefit versus harm to the Corporation and its shareholders when considering alternative recommendations or courses of action;
6. if the Audit Committee deems it appropriate, secure independent expert advice and understand the expert's findings and the basis for such findings, including retaining independent counsel, accountants or others to assist the Audit Committee in fulfilling its duties and responsibilities; and
7. provide management and the Corporation's independent auditors with appropriate opportunities to meet privately with the Audit Committee.

## **MEETINGS**

The Audit Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. As part of its purpose to foster open communications, the Audit Committee shall meet at least annually with management and the Corporation's external auditors to discuss any matters that the Audit Committee or each of these groups or persons believe should be discussed privately. In addition, the Audit Committee should meet or confer with the external auditors and management to review the Corporation's interim consolidated financial statements and related filings prior to their filing with any regulatory body. The Chairman should work with the Chief Financial Officer and management to establish the agendas for Audit Committee meetings. The Audit Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Audit Committee shall maintain minutes of its meetings and records relating to those meetings and the Audit Committee's activities and provide copies of such minutes to the Board to be included in the minute books of the Corporation.