

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 25th 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.