

**NUTRITIONAL HIGH INTERNATIONAL INC.**

**Appointment of Proxyholder**

**Type of Meeting:** ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS (THE "Meeting")  
**Name of Corporation:** NUTRITIONAL HIGH INTERNATIONAL INC. (the "Corporation")  
**Meeting Date:** June 22, 2015  
**Meeting Time:** 10:00 a.m. (Eastern Standard Time)  
**Meeting Location:** 77 King Street West, Suite 2905, Toronto, ON M5K 1H1

The undersigned shareholder of the Corporation hereby appoints Mr. Stasis Rizas, the Chairman of the Corporation, or failing him, Mr. David Posner, the President of the Corporation, or failing him, \_\_\_\_\_, as proxyholder for and on behalf of the shareholder with the power of substitution to attend, act and vote for and on behalf of the shareholder 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 shareholder were present at the said meeting, or any adjournment thereof.

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

**Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. You may also go to our transfer agent and registrar, CST Trust Company's website [www.canstockta.com/financialstatements](http://www.canstockta.com/financialstatements) and input code 5120A.**

| 1. Election of Directors | <i>FOR</i>               | <i>WITHHOLD</i>          |
|--------------------------|--------------------------|--------------------------|
| 1. STATIS RIZAS          | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. DAVID POSNER          | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. DAVID CAPLAN          | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. MICHAEL DACKS         | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. MICHAEL PESNER        | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. BRIAN PRESEMENT       | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. ADAM SZWERAS          | <input type="checkbox"/> | <input type="checkbox"/> |

- I would like to receive quarterly financial statements
- I do not want to receive annual financial statements

- I would like to receive future mailings by email.  
My email address is: \_\_\_\_\_

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 a matter 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.**

| 2. Re-appointment of Auditors                                    | <i>FOR</i>               | <i>AGAINST</i>           | <i>WITHHOLD</i>          |
|--|--------------------------|--------------------------|--------------------------|
| Re-appointment of Collins Barrows Toronto LLP                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the ratification of the Corporation's option plan. | <input type="checkbox"/> | <input type="checkbox"/> |                          |

\_\_\_\_\_  
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 June 18, 2015 at 10:00am (Eastern Standard Time)

## How to Vote

### Notes to Proxy

1. 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.

2. 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.

3. 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.

4. 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.

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

### INTERNET

- Go to [www.cstvotemyproxy.com](http://www.cstvotemyproxy.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:

CST Trust Company  
P.O. Box 721  
Agincourt, ON 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 [proxy@canstockta.com](mailto:proxy@canstockta.com).

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

If you wish to receive investor documents electronically in future, please visit [www.canstockta.com/electronicdelivery](http://www.canstockta.com/electronicdelivery) to enrol.

**To be represented at the meeting, this proxy form must be received by mail or by fax no later than 10:00 a.m. (Eastern Standard Time) on June 18, 2015 at the offices of CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attention: Proxy Department or by hand to 320 Bay Street, B1 Level, Toronto, Ontario, M5H 4A6 or by facsimile to (416) 368-2502 or 1-866-781-3111 or by email [proxy@canstockta.com](mailto:proxy@canstockta.com).**