Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPOR	RT TYPE				
New report					
✓ Amended report	If amended, provide	Submission ID of report tha	at is being amended:	EDR1480367925-576	(Example: EDR1234567890-123)
ITEM 2 – PARTY	CERTIFYING TH	E REPORT			
, ,	, , ,	ct only one). For guidance nd Continuous Disclosure a	•	n issuer is an investment fur blicy to NI 81-106.	nd, refer to section 1.1 of
✓ Issuer (Other than	an investment fund)				
Underwriter					
ITEM 3 – ISSUEF	R NAME AND OT	HER IDENTIFIERS			
Provide the following	information about the	issuer, or if the issuer is a	an investment fund, a	bout the fund.	
Full legal name					
Nutritional High Interr	national Inc.				
Previous full legal nar	me If the issuer's nam	e changed in the last 12 m	nonths, provide most	recent previous legal name	
Website (if applicable	9)				
-		vide below. Refer to Part I	B of the Instructions f	or the definition of "legal en	tity identifier".
Legal entity identifier					
ITEM 4 – UNDER	RWRITER INFOR	MATION			
If an undarquitar is as	amplating the report p	rovido the underwriter's ful	Ulagal name and firm	National Posistration Datah	acco (NRD) number
Full legal name	ompleting the report, pr	ovide the underwhiter's full	r iegai name and iimi	National Registration Datab	ase (NRD) humber.
- an regar manne					
Does the Underwriter	's Firm have an NRD N		D number		
☐ No ☐ Yes					
If the underwriter doe	es not have a firm NRD	number, provide the head	d office contact inform	nation of the underwriter.	
Street address		Municipality	Province/State		IP code
Country		Telephone number	Website (if app	licable)	

ITEM 5 - ISSUER INFORMATION								
a) Primary industry	a) Primary industry							
Provide the issuer's North American Indus activity. For more information on finding th NAICS industry code			orresponds to the issuer's primary business stry search tool .					
If the issuer is in the mining industry , inception the mining industry. Select the category the Exploration Development Production	at best describes the issue		hat provide services to issuers operating in					
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer	-							
b) Number of employees								
✓ 0 - 49	or more							
c) SEDAR profile number								
Does the issuer have a <u>SEDAR</u> profile? ☐ No ✓ Yes	If yes, provide SEDAR pro	ofile number:						
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).					
Street address	Municipality	Province/State	Postal/ZIP code					
Country	Telephone number							
e) Date of formation and financial yea	r-end							
Date of formation	Financial year-end							
f) Reporting issuer status								
Is the issuer a reporting issuer in any jurise ☐ No ☐ Yes	diction of Canada?							
If yes, select the jurisdictions of Canada in	NB NL	NT						
NS NU ON PE	□QC □SK □	YT						
g) Public listing status								
Does the issuer have a CUSIP number? ☐ No ☐ Yes	CUSIP number (provide i	first 6 digits only)						
the issuer has applied for and received a la	_		de only the names of exchanges for which s.					
Exchange names: Not Applicable Tord	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange					
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext					
London Stock Exchange Nas	daq	New York Stock Exchange	Shanghai Stock Exchange					
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER					
If other, describe:								
h) Size of issuer's assets								
the size of the issuer's assets at the distri-	bution end date.		s not existed for a full financial year, provide					
	1 to under \$25M 0M to under \$1B	\$25M to under \$100M \$1B or over						
ψ τουίνι το απα σ ι φουσίνι Φου	OW TO UTING PID							

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start Date **End Date** 2016-11-18 2016-11-24 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. NHIII - Form 45-106F1 (Nov18+24 2016) SCH 1 PURCHASERS v5.xlsx - 70 KB d) Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security **CUSIP** Number of Single or lowest Highest price Total amount code number securities price **UBS** 28,977,511.0000 0.1500 0.1500 4,346,626.7000 Description of security: UBS = 1 CMS and 1/2 WNT

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercis (Canad	dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio
	code	Lowest	Highest		
CMS					
Describe other terms: (if applicable)					
WNT	CMS	0.2200	0.2200	2018-05-08	
Describe oth (if application)					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	93	2,674,674.5000
Ontario	NI 45-106 2.5 [Family, friends and business associates]	1	10,000.0500
Ontario	Existing Security Holder Exemption	7	99,300.1500
United States	NI 45-106 2.3 [Accredited investor]	3	124,951.9500
Quebec	NI 45-106 2.3 [Accredited investor]	23	397,800.0000
Alberta	NI 45-106 2.3 [Accredited investor]	8	238,450.0500

	Total numbe	r of unique purchasers	153	
	Total d	ollar amount of securities distr	ibuted	4,346,626.7000
Cayman Islands	NI 45-106 2.3 [Accredited investor]		1	250,000.0500
Nova Scotia	Existing Security Holder Exemption		1	9,999.9000
New Brunswick	NI 45-106 2.3 [Accredited investor]		1	150,000.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]		2	18,750.0000
Bermuda	NI 45-106 2.3 [Accredited investor]		1	99,999.9000
British Columbia	Existing Security Holder Exemption		3	32,500.0500
British Columbia	NI 45-106 2.3 [Accredited investor]		9	216,200.1000
Alberta	Existing Security Holder Exemption		2	24,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]		8	238,450.0500

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 – COMPENSATION INFORMATION								
Provide information for each pers connection with the distribution.	•				• •			
Indicate whether any compensation ☐ No ☑ Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No ☑ Yes							
PERSON 1								
a) Name of person compensation	ted and registratio	n status						
Indicate whether the person com ☐ No ✓ Yes	pensated is a regist	rant.						
If the person compensated is an Family name	•	he full legal name of t en name		dary given names				
If the person compensated is not Full legal name of non-individual	an individual, provi	de the following inform	nation.	Firm NRD number (if	(applicable)			
BSM Capital Corporation				27360	аррисавіе)			
Indicate whether the person com	pensated facilitated	the distribution through	gh a funding i	Lportal or an internet-bε	ased portal.			
✓ No ☐ Yes	'		<i>.</i>		,			
b) Business contact information	on							
If a firm NRD number is not provi	ided in Item 8(a), pr	ovide the business co	ontact informa	ation of the person bei	ing compensated.			
Street address	Municipa	ality	Province/Sta	ite	Postal/ZIP code			
Country	Telepho	ne number	Email addres	SS				
c) Relationship to issuer or in	vestment fund ma	nager						
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "cor	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	1.		
Insider of the issuer (other tha	n an investment fun	d)	✓ None	e of the above				
Director or officer of the invest	ment fund or investr	nent fund manager						
d) Compensation details								
Provide details of all compensati in Canadian dollars. Include casl for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cle	urities-based comper erical, printing, legal c	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details		
✓ Cash commissions paid	39,286.6500							
Value of all securities	0.0000	Security code1 UBS	Sec Sec	curity code2 CMS	Security code	e3 WNT		
distributed as compensation 4		Describe terms of wa						
		261,911 Comp Optic expiring Nov 8, 2018		lle into Units at \$0.15.	Each Unit = 1 CN	IS and 1/2 WNT		
Other compensation ⁵		Describe						
Total compensation Paid	39,286.6500							
Check box if the person will o	or may receive any o	deferred compensation	n (describe th	ne terms below)				

o acquire additional securities of the issuer. Do not include deferred compensation.								
PERSON 2								
a) Name of person compensate	ed and registration	on status						
Indicate whether the person comp ☐ No ✓ Yes	pensated is a regis	trant.						
If the person compensated is an in Family name	•	the full legal name of en name		dary given names				
If the person compensated is not a	an individual, provi	ide the following infori	mation.	E: NDD /				
Full legal name of non-individual Foundation Markets Inc.				Firm NRD number (іт арріісавіе)			
Indicate whether the person comp ✓ No ☐ Yes	pensated facilitated	I the distribution throu	ıgh a funding _l		based portal.			
b) Business contact informatio	n							
If a firm NRD number is not provid Street address	ded in Item 8(a), pi Municip		ontact informa Province/Sta	•	eing compensated. Postal/ZIP code			
]		
Country	Telepho	ne number	Email addres	SS		7		
c) Relationship to issuer or inv	estment fund ma	nager						
Part B(2) of the Instructions and to Connected with the issuer or in Insider of the issuer (other than Director or officer of the investment	vestment fund man	nager nd)	Empl	r the purposes of cor loyee of the issuer or e of the above				
d) Compensation details								
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec ibution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other co services. An issuer i	ompensation. Do no is not required to as	ot report payments sk for details		
Cash commissions paid	99,070.4400							
Value of all securities distributed as compensation 4	0.0000	Security code1 UBS Describe terms of work 660,470 Comp Option expiring Nov 8, 2018	arrants, optior	curity code2 CMS as or other rights le into Units at \$0.15	Security cod 5. Each Unit = 1 CN			
Other compensation ⁵		Describe						
Total compensation Paid	99,070.4400						ļ	
Check box if the person will or		I deferred compensatio	n (describe th	e terms below)				
CHOOK BOX II WO POROSII WIII OI	may roosivo any v	asion ou companiound	(4666)	o tollilo bolon,				
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of	he security codes i							

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

⁵ Do not include deferred compensation.								
PERSON 3								
a) Name of person compensated and registration status								
Indicate whether the person compensated ☐ No ☑ Yes	Indicate whether the person compensated is a registrant. ☐ No ☑ Yes							
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names								
				, g				
If the person compensated is not an individ	dual, prov	de the following inform	mation.					
Full legal name of non-individual				Firm NRD n	umber (if app	olicable)		
Canaccord Genuity Corp.	faailitata	l the distribution through	ah a fi in			d montal		
Indicate whether the person compensated √No Yes	тасштатес	the distribution trirou	ign a runi	uing portai or an ii	nternet-baset	т рогған.		
b) Business contact information								
If a firm NRD number is not provided in Ite	em 8(a), p	rovide the business c	ontact in	formation of the p	erson being o	compensated.		
Street address	Municip	ality	Provinc	e/State	Po	stal/ZIP code		
	<u> </u>							
Country	Telepho	ne number	Email a	ddress				
	1							
c) Relationship to issuer or investmen	t fund ma	anager						
Indicate the person's relationship with the Part B(2) of the Instructions and the mean Connected with the issuer or investmen	ing of "co	ntrol" in section 1.4 of	f NI 45-1	06 for the purpose	es of complet			
Insider of the issuer (other than an invest		-		None of the above		v		
Director or officer of the investment fund								
d) Compensation details								
Provide details of all compensation paid, of in Canadian dollars. Include cash commist for services incidental to the distribution, sabout, or report on, internal allocation arra	sions, sec such as cl	curities-based comper erical, printing, legal o	nsation, (or accou	gifts, discounts or nting services. An	other compe issuer is not	nsation. Do not report payments t required to ask for details		
	675.0000					<u> </u>		
Value of all securities	0.0000	Security code1 UBS	 S	Security code2	CMS	Security code3 WNT		
distributed as compensation 4		Describe terms of wa	arrants, o	options or other rig	ghts			
compensation		4,500 Comp Options expiring Nov 8, 2018		able into Units at	\$0.15. Each	Unit = 1 CMS and 1/2 WNT		
Other compensation ⁵		Describe						
'								
Total compensation Paid	675.0000							
Check box if the person will or may red	eive any	deferred compensatio	n (descri	be the terms belo	w)			
⁴ Provide the aggregate value of all securion	ies distrib	uted as compensation	n exclud	lina ontions warra	ents or other	rights exercisable to acquire additional		
securities of the issuer. Indicate the secur to acquire additional securities of the issu	ity codes							
⁵ Do not include deferred compensation.								

PERSON 4

	Indicate whether the person compensated is a registrant. ☐ No ☑ Yes								
	If the person compensated is an in	dividual, provide t	he full legal name of	the individua	I.				
	Family name	•	en name		Idary given nai	mes			
	If the person compensated is not a Full legal name of non-individual	n individual, provi	de the following infori	mation.	Firm NRD nu	ımher <i>(if ar</i>	onlicable)		
	EMD Financial Services Limited				36480	amber (# ap	рисаыс)		
	Indicate whether the person compe ✓ No ☐ Yes	ensated facilitated	the distribution throu	gh a funding		nternet-base	ed portal.		
	b) Business contact information	1							
	If a firm NRD number is not provide	ed in Item 8(a), pr	rovide the business c	ontact inforn	nation of the pe	erson being	compensated.		
	Street address	Municipa	ality	Province/St	ate	P	ostal/ZIP code		
	Country	Telepho	ne number	Email addre	ess				
	c) Relationship to issuer or inve	estment fund ma	nager						
	Indicate the person's relationship v Part B(2) of the Instructions and th Connected with the issuer or inv Insider of the issuer (other than Director or officer of the investm	ne meaning of "corvestment fund mar	ntrol" in section 1.4 on nager d)	F NI 45-106 f	or the purpose	es of comple ssuer or inve		ı.	
_	d) Commonaction details								
_	d) Compensation details								
	Provide details of all compensation in Canadian dollars. Include cash of for services incidental to the distrik about, or report on, internal allocat	commissions, sec bution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts or accountin	, discounts or g services. An	other comp issuer is no	ensation. Do no ot required to as	et report payme ok for details	
	Cash commissions paid	11,350.0000							
	Value of all securities	0.0000	Security code1 UBS	S Se	curity code2	CMS	Security code	e3 WNT	
	distributed as compensation 4	,	Describe terms of wa	arrants, option	ons or other rig	hts	_		_
			75,667 Comp Option expiring Nov 8, 2018		le into Units a	t \$0.15. Ea	ich Unit = 1 CMS	S and 1/2 WNT	
	Other compensation ⁵		Describe						
	Total compensation Paid	11,350.0000							
	Check box if the person will or	may receive any o	deferred compensatio	n (describe t	he terms belov	w)			
	Check box if the person will or may receive any deferred compensation (describe the terms below)								
	⁴ Provide the aggregate value of al securities of the issuer. Indicate th to acquire additional securities of t	e security codes f the issuer.	uted as compensation for all securities distri	n, excluding buted as coi	options, warra mpensation, in	nts or other cluding opti	rights exercisal ions, warrants o	ble to acquire a r other rights e	dditional xercisable
	⁵ Do not include deferred compens	allON.							
	PERSON 5	d and with the							
	a) Name of person compensate Indicate whether the person compe								
	No ✓ Yes	-							
	If the person compensated is an in Family name	•	he full legal name of a en name		<i>l.</i> ıdary given naı	mes			
	i anniy name	i ii at givi	on name	36001	iuury yiveirilai	11100			

Family name	First given name	Secondary given names				
If the person compensated is not an individ	und provide the following inform	mation				
Full legal name of non-individual	idal, provide the following inform	Firm NRD number <i>(if ap</i>	onlicable)			
PI Financial Corp.		5290	pindasio)			
Indicate whether the person compensated ✓ No ☐ Yes	facilitated the distribution throu		ed portal.			
b) Business contact information						
If a firm NRD number is not provided in Ite	m 8(a), provide the business co	ontact information of the person being	compensated.			
Street address	Municipality	, ,	ostal/ZIP code			
Country	Telephone number	Email address				
c) Relationship to issuer or investmen	t fund manager					
Indicate the person's relationship with the Part B(2) of the Instructions and the mean Connected with the issuer or investmen	ing of "control" in section 1.4 of		eting this section.			
☐ Insider of the issuer (other than an invest	stment fund)	✓ None of the above				
Director or officer of the investment fund	or investment fund manager					
d) Compensation details						
Provide details of all compensation paid, of in Canadian dollars. Include cash commiss for services incidental to the distribution, sabout, or report on, internal allocation arra	sions, securities-based comper such as clerical, printing, legal o	nsation, gifts, discounts or other comp or accounting services. An issuer is no	ensation. Do not report payments ot required to ask for details			
Cash commissions paid 3,	000.0100					
Value of all securities distributed as compensation ⁴		Security code2 CMS arrants, options or other rights as exercisable into Units at \$0.15. Ea	Security code3 WNT			
	expiring Nov 8, 2018		on one - 1 dwd and 1/2 with			
Other compensation ⁵	Describe					
Total compensation Paid 3,	000.0100					
☐ Check box if the person will or may red	eive any deferred compensatio	n (describe the terms below)				
⁴ Provide the aggregate value of all securit securities of the issuer. Indicate the securities						
to acquire additional securities of the issue ⁵ Do not include deferred compensation.	er.					
PERSON 6						
a) Name of person compensated and r	egistration status					
Indicate whether the person compensated No ✓ Yes						
If the person compensated is an individual	•					
Family name	First given name	Secondary given names				
If the person compensated is not an individ	Ual, provide the following inform					
Full legal name of non-individual Firm NRD number (if applicable)						

First Republic Capital Corporation	n			27270			
Indicate whether the person com ✓ No Yes	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes						
b) Business contact information	on						
If a firm NRD number is not prov Street address	Municip		Province/Sta	ate	ng compensated. Postal/ZIP code		
,							
c) Relationship to issuer or in	vestment fund ma	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i Insider of the issuer (other tha	the meaning of "co. nvestment fund mai	ntrol" in section 1.4 of nager nd)	NI 45-106 fo		pleting this section	า.	
d) Compensation details							
Provide details of all compensation details in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details	
✓ Cash commissions paid	171,548.0500						_
Value of all securities distributed as compensation ⁴	ies 0.0000 Security code1 UBS Security code2 CMS Security code3 WNT Describe terms of warrants, options or other rights 1,143,654 Comp Options exercisable into Units at \$0.15. Each Unit = 1 CMS and 1/2 WNT expiring Nov 8, 2018						
Other compensation ⁵		Describe					
Total compensation Paid	171,548.0500						
Check box if the person will of the control of the aggregate value of securities of the issuer. Indicate	all securities distrib	uted as compensatior	n, excluding o	options, warrants or oth			
to acquire additional securities o ⁵ Do not include deferred comper				,		Ç	
PERSON 7							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com							
If the person compensated is an Family name	•	the full legal name of the ren name		dary given names			
If the person compensated is not Full legal name of non-individual Dominick Inc.	an individual, provi	ide the following inforn	mation.	Firm NRD number (if 22770	applicable)		
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes							

b) Business contact informati	on					
If a firm NRD number is not prov	rided in Item 8(a). p	rovide the business c	ontact informa	ation of the person beir	na compensated.	
Street address	Municip		Province/Sta	•	Postal/ZIP code	
Country	Telepho	ne number	Email addre	SS		
c) Relationship to issuer or ir	vestment fund ma	anager				
Indicate the mercur's valetic valid	a with the increase			I that apply Defeate t	h =	
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or	the meaning of "co	ntrol" in section 1.4 of	f NI 45-106 fo		pleting this section	n.
Insider of the issuer (other tha	ın an investment fur	nd)	✓ None	of the above		
Director or officer of the inves		•				
d) Compensation details						
Provide details of all compensat	ion naid or to be na	aid to the person ider	tified in Item	8(a) in connection with	the distribution F	Provide all amounts
in Canadian dollars. Include cas for services incidental to the dis- about, or report on, internal alloc	h commissions, sec tribution, such as cl	curities-based comper erical, printing, legal o	nsation, gifts, or accounting	discounts or other con services. An issuer is	npensation. Do no not required to as	ot report payments sk for details
✓ Cash commissions paid	11,340.0000					
Value of all securities	0.0000	Security code1 UBS	S Sec	curity code2 CMS	Security code	e3 WNT
✓ distributed as compensation ⁴		Describe terms of wa	arrants, optio	ns or other rights		
compensation				e into Units at \$0.15. E	ach Unit = 1 CM	S and 1/2 WNT
		expiring Nov 8, 2018)			
☐ Other compensation ⁵		Describe				
Total communication Daid	44.040.0000	<u> </u>				
Total compensation Paid	11,340.0000	!				
Check box if the person will	or may receive any	deferred compensatio	n (describe th	e terms below)		
⁴ Provide the aggregate value of	all securities distrib	uited as compensation	n evoludina o	ntions warrants or other	ar riahts avarcisal	hle to acquire additional
securities of the issuer. Indicate	the security codes					
to acquire additional securities of 5 Do not include deferred compe						
,	nsation.					
PERSON 8						
a) Name of person compensa	ted and registration	on status				
Indicate whether the person com ☐ No ✓ Yes	pensated is a regis	trant.				
If the person compensated is an	individual, provide	the full legal name of	the individual.			
Family name	First giv	en name	Second	dary given names		
If the person compensated is no	t an individual, provi	de the following inforr	mation.			
Full legal name of non-individual				Firm NRD number (if	applicable)	
Hampton Securities Limited				2890		
Indicate whether the person com ✓ No Yes	pensated facilitated	! the distribution throu	gh a funding _l	portal or an internet-ba	sed portal.	
b) Business contact informati	on					
If a firm NRD number is not prov	rided in Item 8(a). n	rovide the business c	ontact inform	ation of the person bein	ng compensated	
Street address	Municip		Province/Sta	•	Postal/ZIP code	
					_	

Country	Telepho	ne number	Email address]		
c) Relationship to issuer or in	vestment fund ma	nager			J		
Indicate the person's relationship Part B(2) of the Instructions and	with the issuer or i the meaning of "col	investment fund mana ntrol" in section 1.4 o	ager (select all that apply). Refer to	mpleting this section	n.		
☐ Connected with the issuer or investment fund manager ☐ Employee of the issuer or investment fund manager ☐ Insider of the issuer (other than an investment fund) ☐ None of the above							
		•	✓ None of the above				
Director or officer of the invest	inent lund or investi	ment lund manager					
d) Compensation details							
in Canadian dollars. Include cast for services incidental to the dist	h commissions, sec tribution, such as cl	curities-based comper erical, printing, legal (tified in Item 8(a) in connection win esation, gifts, discounts or other co or accounting services. An issuer is ficers or employees of a non-indivi	ompensation. Do no s not required to as	ot report payments sk for details		
Cash commissions paid	3,600.0000						
Value of all securities	0.0000	Security code1 UB	S Security code2 CMS	Security code	e3 WNT		
distributed as compensation 4			arrants, options or other rights				
·		24,000 Comp Option expiring Nov 8, 2018	ns exercisable into Units at \$0.15.	Each Unit = 1 CM	S and 1/2 WNT		
Other compensation ⁵		Describe					
Total compensation Paid	3,600.0000						
Check box if the person will o	or may receive any	ı deferred compensatio	n (describe the terms below)				
	the security codes in the issuer.	•	n, excluding options, warrants or or or buted as compensation, including	-	-		
PERSON 9							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com No ✓ Yes	pensated is a regis	trant.					
If the person compensated is an	individual, provide t	the full legal name of	the individual.				
Family name	First giv	en name	Secondary given names				
If the person compensated is not Full legal name of non-individual	t an individual, provi	de the following infori	Firm NRD number (if applicable)			
GMP Securities L.P.		l de e elisteile etis e de es	21980				
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution throu	gh a funding portal or an internet-b	ased portal.			
b) Business contact information	on						
If a firm NRD number is not prov Street address	rided in Item 8(a), pi Municip		ontact information of the person be Province/State	eing compensated. Postal/ZIP code			
Country	Telepho	ne number	Email address		1		
c) Relationship to issuer or in	vestment fund ma	nager					

ndicate the person's relationship Part B(2) of the Instructions and							ctea" in	
and D(Z) or the monuchons and	the meaning of col							
Connected with the issuer or i	nvestment fund mai	nager		Employee of the issuer or	investment	fund manag	jer	
Insider of the issuer (other tha	Insider of the issuer (other than an investment fund)							
Director or officer of the invest	tment fund or invest	ment fund manage	er					
d) Compensation details								
Provide details of all compensation or Canadian dollars. Include cas for services incidental to the dist or services incidental to the dist or about, or report on, internal alloc	h commissions, sec tribution, such as cl	curities-based con erical, printing, le	npensation, gal or accou	gifts, discounts or other conting services. An issuer	ompensation is not requir	n. Do not rep ed to ask fo	oort payme r details	
Cash commissions paid	1,980.0000							
Value of all securities	0.0000	Security code1	UBS	Security code2 CMS	Secu	rity code3 V	WNT	
distributed as compensation 4		Describe terms of	of warrants,	options or other rights		_		_
		13,200 Comp O expiring Nov 8, 2		isable into Units at \$0.15.	Each Unit	= 1 CMS an	d 1/2 WNT	
Other compensation ⁵		Describe						
•								
Total compensation Paid	1,980.0000							
Check box if the person will of	or may receive any							
Provide the aggregate value of ecurities of the issuer. Indicate	all securities distrib	uted as compens	ation, exclud	ling options, warrants or o				
Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred compe	all securities distrib the security codes of the issuer.	uted as compens	ation, exclud	ling options, warrants or o				
Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred compe	all securities distrib the security codes of the issuer.	uted as compens	ation, exclud	ling options, warrants or o				
Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred competers of the securities of	all securities distrib the security codes of the issuer. Insation.	uted as compens for all securities d	ation, exclud	ling options, warrants or o				
Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred competers. ERSON 10 a) Name of person compensanticate whether the person competers.	all securities distrib the security codes of the issuer. Insation. ted and registration	uted as compens for all securities o on status	ation, exclud	ling options, warrants or o				
Provide the aggregate value of securities of the issuer. Indicate a acquire additional securities of Do not include deferred compete PERSON 10 a) Name of person compensation of Yes	all securities distrib the security codes of the issuer. Insation. Ited and registration	uted as compensifor all securities of all securities of the securi	ation, excluc istributed as	ling options, warrants or o s compensation, including				
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Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities of Do not include deferred compete PERSON 10 a) Name of person compensation of The person commensation of the person compensated is an Eamily name If the person compensated is not full legal name of non-individual	all securities distrib the security codes of the issuer. Insation. Ited and registration opensated is a regis individual, provide to First giv	uted as compensifor all securities of the securi	ation, excludistributed as	ling options, warrants or os compensation, including idual. econdary given names	options, wa	arrants or oth		
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Insider of the issuer (other that	ın an investment fur	nd)	✓ None of the above		
Director or officer of the invest	tment fund or invest	ment fund manager			
d) Compensation details					
in Canadian dollars. Include cas for services incidental to the dis-	h commissions, sec tribution, such as cl	curities-based comper erical, printing, legal o	tified in Item 8(a) in connection wit sation, gifts, discounts or other co or accounting services. An issuer is iicers or employees of a non-individ	ompensation. Do not report pay s not required to ask for details	rments S
✓ Cash commissions paid	750.0000				
Value of all securities distributed as compensation ⁴	0.0000		arrants, options or other rights sexercisable into Units at \$0.15.	Security code3 WNT Each Unit = 1 CMS and 1/2 WN	JT
Other compensation ⁵		Describe			
Total compensation Paid	750.0000				
Check box if the person will	or may receive any	- deferred compensatio	n (describe the terms below)		
	the security codes of the issuer. Insation. Ited and registration of the issuer. Ited and registration of the issuer. Ited and registration of the issuer. Ited and registration	on status	n, excluding options, warrants or of buted as compensation, including the individual.		
Family name	First giv	ren name	Secondary given names		
If the person compensated is not Full legal name of non-individual	t an individual, provi	ide the following inform	<i>nation.</i> Firm NRD number <i>(i</i>	if applicable)	
Mackie Research Capital Corpor	ation		3070	Тарричалоў	
Indicate whether the person com ✓ No Yes	pensated facilitated	the distribution throu	gh a funding portal or an internet-b	pased portal.	
b) Business contact informati	on				
If a firm NRD number is not prov Street address	vided in Item 8(a), p Municip		ontact information of the person be Province/State	eing compensated. Postal/ZIP code	
Country	Telepho	ne number	Email address		
c) Relationship to issuer or ir	vestment fund ma	anager			
	the meaning of "co investment fund main an an investment fund	ntrol" in section 1.4 of nager nd)	ger (select all that apply). Refer to NI 45-106 for the purposes of con Employee of the issuer or None of the above	npleting this section.	
d) Compensation details					

Provide details of all compensation Canadian dollars. Include cash for services incidental to the distraction, or report on, internal allocations.	n commissions, sec ribution, such as cl	curities-based col erical, printing, le	mpensation, g egal or accou	gifts, discounts or nting services. An	other compe issuer is not	nsation. Do not re required to ask f	eport paymen or details	
Cash commissions paid	5,130.0000							
Value of all securities	0.0000	Security code1	UBS	Security code2	CMS	Security code3	WNT	
distributed as compensation 4		Describe terms	of warrants, o	ptions or other rig	ghts			
Compensation		34,200 Comp Options exercisable into Units at \$0.15. Each Unit = 1 CMS and 1/2 WNT expiring Nov 8, 2018						
Other compensation ⁵		Describe						
Total compensation Paid	5,130.0000							
Check box if the person will o	r may receive any	deferred compen	sation (descri	be the terms belo	w)			
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of 5 Do not include deferred compensations.	the security codes in the issuer.	•		• .		•	•	

IIEW 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	INE ISSUER	
Indicate whet	her the issuer is any of the following (select all t	that apply).		
	issuer in any jurisdiction of Canada	,		
	ublic issuer			
☐ Wholly ow	ned subsidiary of a reporting issuer in any juris	sdiction of Canada ⁶		
-	ame of reporting issuer	diotion of Canada		
Wholly ow	ned subsidiary of a foreign public issuer ⁶			
	ame of foreign public issuer			
Issuer dis	tributing eligible foreign securities only to permi	itted clients ⁷		
	uer is at least one of the above, do not com		o Item 10.	
	r is a wholly owned subsidiary of a reporting is:			
	that are required by law to be owned by its dire			
	nis box if it applies to the current distribution everer to the definitions of "eligible foreign securit			to non-permitted
If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).	<u> </u>	
a) Directors	, executive officers and promoters of the is:	suer		
Dunidate the fe		- 551	n Fantasatiana within Oanada atata t	
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			ne province or
				Relationship to
Individual?	Organization or company name	Family name First given name	Business location of non-individual or residential	issuer
	3	Secondary given name	jurisdiction of individual	(select all that apply)
\square Y \square N				D D P
			-	
			=	
			_	
b) Promoter	information			
If the promote	er listed above is not an individual, provide the f	following information for each dire	ector and executive officer of the prom	oter For locations
	a, state the province or territory, otherwise state			
		Family name		Relationship to
	Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both
		Secondary given name	oi individual	if applicable)
				□ D □ O
L			<u> </u>	
c) Residenti	al address of each individual			
Complete Sc	hedule 2 of this form providing the full resid	lential address for each individ	ual listed in Item 9(a) and (b) and	
attach to the	completed report. Schedule 2 also requires	information to be provided abo	out control persons.	

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names		Title	
Szweras	Adam			Corporate Secretary	
Name of issuer/underwriter		Telephone number	Ema	il address	
Nutritional High International Inc		4169418827	aszv	veras@foglers.com	
Signature		Date			
/s/ Adam Szweras		2016-12-05			

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.					
Same as individual certifying the	e report				
Full legal name - Family name	First given name	Secondary given names	Title		
Matanovic	Anna		Law Clerk		
Name of company		Telephone number	Email address		
Fogler, Rubinoff LLP		4163653701	amatanovic@foglers.com		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1480955923-995
Submission ID
2016-12-06 11:20:05.021
Date