



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

**TO BE HELD AT 10:00 A.M.
ON THURSDAY, SEPTEMBER 6, 2018**

DATED JULY 23, 2018

NUTRITIONAL HIGH INTERNATIONAL INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Nutritional High International Inc. (the "**Corporation**" or "**NHII**") will be held at 77 King Street West, Suite 3000, Toronto Ontario on September 6, 2018, at 10:00 a.m. (Toronto 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, 2017, 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 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 thought advisable, pass an ordinary resolution that approves the adoption of the Company's Restricted Share Unit Plan as more particularly set out in the Circular (as defined below); and
- (5) 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 (the "**Circular**") which accompanies this Notice of Meeting.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of information circulars and annual financial statements (collectively, the "**Proxy-Related Materials**") to registered and beneficial Shareholders on-line instead of paper copies. Please refer to the "Notice and Access" segment of the Circular on which websites the Proxy-Related Materials are posted, and how to obtain paper copies of the Proxy-Related Materials.

DATED at Toronto, Ontario this 23rd day of July, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "*Jim Frazier*"

Name: Vernon (Jim) Frazier
Title: President, Chief Executive Officer &
Director

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 form of proxy and the 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 July 23, 2018. Accordingly, persons who are registered as shareholders on the books of the Corporation at the close of business on July 23, 2018, 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 July 23, 2018 (*unless otherwise indicated*)

This Management Proxy Circular ("Circular") is furnished in connection with the solicitation of proxies by the management of Nutritional High International Inc. (the "Corporation" or "NHII") for use at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares of the Corporation ("Common Shares") to be held on September 6, 2018, at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

GENERAL PROXY INFORMATION

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") for distribution of this Circular to non-registered (or beneficial) holders and utilizing mailing for registered holders of Common Shares. Further information on the Notice-and-Access Provisions is contained below under the heading "*General Proxy Information – "Notice-and-Access"*" and Shareholders are encouraged to read this information for an explanation of their rights.

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 Mr. David Posner, Chairman of the Corporation, or failing him Mr. Adam Szwercas, Corporate Secretary of the Corporation, the management nominees, and is received at the offices of AST Trust Company (Canada) ("**AST**") not later than 10:00 a.m. (Toronto time) Tuesday, September 4, 2018, 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 AST at the address set out in the proxy, at any time up to and including the close of business on September 4, 2018, 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, AST, Attention: Proxy Department by email to proxyvote@astfinancial.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, at any time up to and including 10:00 a.m. (Toronto Time) September 4, 2018.

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 AST at www.ASTvotemyproxy.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 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 Shareholders as a substantial number of the Shareholders do not hold Common Shares in their own names. A Shareholder is a non-registered shareholder (referred to in this 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.), 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 NI 54-101, the Corporation is distributing copies of a voting instruction form in lieu of a proxy provided by the Corporation, to Intermediaries for distribution to Beneficial Shareholders and such Intermediaries are to forward a voting instruction form in lieu of a proxy provided by the Corporation, 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 a voting instruction form in lieu of a Proxy provided by the Corporation, 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.

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 and Access

As noted above, the Corporation is utilizing the Notice-and-Access Provisions under NI 54-101 and NI 51-102 for distribution to this Circular to Beneficial Shareholders and for Registered Shareholders.

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as proxy, information circulars, and annual financial statements, (the "**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Beneficial Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended July 31, 2017 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2017 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the Corporation's web site www.nutritionalhigh.com. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Shareholders with the notice package. In relation to the Meeting, Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. Shareholders are reminded to review this Circular before voting.

Although this Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Registered Shareholders will receive paper copies of a "notice package" via prepaid mail containing the Notice with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the

Corporation's supplementary mailing list for receipt of the Corporation's annual financial statements for the 2017 fiscal year.

The Corporation anticipates that relying on the Notice-and-Access Provisions will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about the Notice-and-Access can call the Corporation's transfer agent, AST at 1-888-433-6443. Shareholders may also obtain paper copies of Proxy Related Material free of charge by contacting AST at 1-888-433-6443 or outside Canada and U.S. 416-682-3801 or fulfilment@astfinancial.com or upon request to the Corporate Secretary of the Corporation.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or AST Trust Company (Canada), as applicable, by Thursday, August 16, 2018, in order to allow sufficient time for Shareholders to receive their paper copies and to return a) their form of proxy to the Corporation or AST Trust Company (Canada), or b) their voting instruction form to their Intermediaries by the deadline for submitting their proxy or voting instruction form, as applicable.

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.

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 RSUs under the Corporation's RSU Plan (as described under the heading "*Matters to be Acted Upon – Approval of RSU Plan*").

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Corporation has fixed July 23, 2018, 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 are listed for trading on the Canadian Securities Exchange (the "**CSE**"). As of July 23, 2018, there were 287,910,512 Common Shares 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.

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, 2017, together with the auditor's report thereon and the related MD&A, all of which may be obtained from SEDAR at www.sedar.com, will be presented at the Meeting.

MATTERS TO BE ACTED UPON

A. 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. 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), 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 the Record Date.

Name and Residence of Proposed Directors	Principal Occupation and Present Offices Held	Director Since	Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽⁴⁾
David Posner Chairman of the Board Ontario, Canada	Entrepreneur, Small Cap investor. Chairman of the Board. President and Chief Executive Officer of the Corporation from July 2014 to July 2016. 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	6,712,457 ⁽⁵⁾
Brian Presement ⁽¹⁾⁽²⁾⁽³⁾ Director Ontario, Canada	President and CEO of Unite Communications Corporation since its inception in 2001.	October 10, 2013	100,429

Name and Residence of Proposed Directors	Principal Occupation and Present Offices Held	Director Since	Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽⁴⁾
Adam K. Szwera ⁽³⁾ Director & Corporate Secretary Ontario, Canada	Partner at Fogler, Rubinoff LLP since February 2006. Chairman of Foundation Markets Inc., and FMI Capital Advisory Inc.	July 7, 2014	1,502,227 ⁽⁶⁾
Billy A. Morrison Director & Chief Technology Officer California, USA	Chief Technology Officer of the Corporation since June 11, 2018. Horticulture Consultant and Extraction consultant.	June 11, 2015	2,067,500
Vernon (Jim) Frazier Director, President & CEO Florida, USA	President and Chief Executive Officer of NHII. since July 2016. Chief Operating Officer of NHII from April 2016 to July 2016. He is President of Grimaldi Candy Company from 2013 to present. Senior VP Evans Group from 2010 to 20113	February 14, 2018	Nil
Andres Tinajero ⁽¹⁾⁽²⁾ Director Ontario, Canada	Chief Financial Officer Barkerville Gold Mines Ltd. since May 2015 to present. Eurocontrol Technics Group Inc. - Group Chief Financial Officer, October 2012 to present.	April 17, 2017	Nil
Aaron Johnson ⁽¹⁾⁽³⁾ Director California, USA	Partner and member of the Business Department of JRG Attorneys at Law, LLP (formerly L+G LLP) from December 2014 to present. Prior he founded a law firm from 2004 to 2014	February 14, 2018	Nil

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 Common 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) 3,612,363 of these shares are held by 1407535 Ontario Limited of which Mr. Posner is a beneficiary executor.
- (6) 6,749,964 Common Shares are held by Foundation Financial Holdings Corp. and FMI Capital Advisory Inc. These companies are indirectly owned by The Goomie Trust, a family trust, of which the children of Mr. Szwera are the beneficiaries. In addition, 1306413 Ontario Ltd., a corporation owed by The Goomie Trust, holds 1,587,150 Common Shares. Mr. Szwera does not make voting decisions for the shares owned by 1306413 Ontario Ltd. or the Goomie Trust.

Director Biographies

David Posner, Chairman of the Board

Mr. David Posner currently serves as the Chairman of the board of directors of the Corporation and Capricorn Business Acquisitions Inc. and a director of Aura Health Corp. (a private company involved in the development and acquisition of marijuana health clinics in the US). Between July 2014 and July 2016, Mr. Posner was the President and Chief Executive Officer of the Corporation. Between 2012 and 2014, Mr. Posner served as the 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.

Vernon (Jim) Frazier, Director, President and Chief Executive Officer

Mr. Frazier is the President and Chief Executive Officer of NHII. Prior to his appointment as CEO of the Corporation in July 2016, he acted as Chief Operating Officer of the Corporation from April 2016. From 2010 to 2013, he was the Senior Vice President at Evans Food Group. Mr. Frazier has over 23 years of experience in the food industry and a proven track record of developing and implementing branded and private label programs. Since 2013 Mr. Frazier a successful Florida-based candy and chocolate business, Grimaldi Candy Company, has owned a well-known manufacturer of confectioneries for over 40 years. He holds an MBA from the Dale Carnegie School of Business at University of Cincinnati.

Brian Presement, Director

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 25 years of telecommunications experience. Prior to UNiTE, Mr. Presement served as Vice President Business Development of VOXX Corporation, a telecom company. Mr. Presement is currently and a director of Sagittarius Capital Corp. since January 2013, as well as a Director of Plexus Cybermedia. In addition, he is a Director and Board Secretary of Clarico Centre of York Region, a non-profit organization for developmentally challenged youth and adults. He served as a director of Sagittarius Capital Corp. from January 2013 to Present. From 2004 to 2007 Mr. Presement served as a General Manager of a Mailgate Corp. Mr. Presement holds an Honours Bachelor of Arts Degree from York University with a double major in Mass Communications and Political Science.

Adam Szweras, Director & Corporate Secretary

Mr. Szweras is a securities law partner with Fogler, Rubinoff LLP in Toronto and Chairman of the Foundation Markets Group, a Toronto-based Merchant Bank and brokerage firm. His law practice focuses on financings and going public transactions, and in his banking practice, he works closely to build, invest in, and develop emerging business. Mr. Szweras represents and sits on the boards of several mid-market public companies and assists companies in listing on the Toronto Stock Exchange, the Toronto Venture Exchange, and the CSE including Aurora Cannabis Inc., Quinsam Capital Corp. (a public merchant bank dedicated to cannabis related investments), and other entities involved in cannabis and other industries. He has a particular expertise with cross border mid-market transactions and often acts as a strategic advisor to his clients. Mr. Szweras works with public and private companies active in marijuana markets in Canada and the US as well as companies with businesses in energy transmission, oil and gas and alternative energy, technology, and food producers. Mr Szweras has experience in representing clients in Canada and the US as well as South America, China and South Asia. Mr. Szweras joined Fogler, Rubinoff LLP and founded the Foundation Markets Group in 2006. He was called to the Ontario Bar in 1996 and has authored numerous papers and articles relating to Canadian and foreign securities and corporate law.

Billy Morrison, Director & Chief Technology Officer

Mr. Morrison started his career in the cannabis sector by co-founding The Union Collective in California in 2006, which quickly became a successful medical cannabis collective in the Silicon Valley and West Los Angeles. Three years later, he founded Capstone Analytical LLC, which was one of the first chromatography cannabis testing facilities in the Bay Area, where he developed special software that optically interpreted thin layer chromatography results for testing cannabinoid potency. In 2011, Mr. Morrison was appointed as a Chief Technology Officer of Temez Extracts, where he pivoted from closed loop extraction methods (that had the potential of leaving trace amounts of analytical grade N-Butane) and further leveraged sub/super critical, refined CO2 extraction. At Temez, he spearheaded a partnership with Dragon Vape to become the second largest producer of refined cannabis distillate in prefilled e-

cigarettes in California. Mr. Morrison has been consulting on “deep water culture” and greenhouse cannabis cultivation facilities since 2009.

In 2012 Mr. Morrison's was appointed Chief Technology Officer of Peloton Pharmaceuticals, a Canadian MMPR applicant, (now owned and operated by Aurora Cannabis Inc.). He was responsible for designing, developing and deploying nearly autonomous grow system focused on producing pharmaceutical grade cannabis at the lowest cost of goods sold. In 2013, Mr. Morrison joined the board of Directors for Nutritional High, where he developed the companies core extraction method -- a proprietary method of cold ethanol extraction that dramatically reduces the cost of producing distillate. In 2018, Mr. Morrison was appointed as Chief Technology officer for Nutritional High INC. He holds multiple patents and pioneered water conserving technology in agriculture and co-invented the “dab stick.”

Aaron Johnson, Director

Mr. Johnson is a partner and member of the Business Department of JRG Attorneys at Law, where he has substantial experience in the fields of cannabis business entity formation and regulation, business transactions (formation, operation, mergers and acquisitions), real estate transactions, and land use (CEQA) law. He has previously served as President of the Hartnell Community College Board of Trustees, President of Monterey County Cattlemen, and President of Ag Land Trust. Mr. Johnson received is LLM in Taxation from Golden Gate University, School of Law in 1998, his JD from San Joaquin College of Law in 1997 and his Bachelor of Arts in 1993 from Fresno State University.

Andres Tinajero, Director

Mr. Tinajero has over 20 years of business experience, having supported a broad range of industries, including mining, manufacturing and technology. He has served as Chief Financial Officer and Vice President of Finance of several medium sized public companies across Canada. He holds a degree in Business Administration and an MBA, and is also a Member of the Chartered Professional Accountants, the Certified Practicing Accountants of Australia and he is a Certified member of the Institute of Corporate Directors. Currently he is the Chief Financial Officer for Barkerville Gold Mines.

Cease Trade Orders and Bankruptcies

No proposed director of the Corporation is, as of the date of this 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 Circular, or has been within ten years before the date of this 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.

Adam Szweras was appointed as a director for Mahdia Gold Corp. ("**Mahdia**") on April 14, 2016 and resigned on May 2018. Mahdia was a CSE listed company until February 4, 2016. Mahdia has been

subject to a cease trade order since March 13, 2015, due to not filing its financial statements and management's discussion and analysis pursuant to NI 51-102. Mr. Szweras joined the board after the Cease Trade Order had been imposed with a view to try to rehabilitate the company

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 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.

B. Appointment of Auditors

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote for the re-appointment of Davidson & Company 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. Davidson & Company LLP was first appointed as auditor of the Company on July 11, 2018, prior to Davidson & Company LLP, RSM Canada LLP, (formerly Collins Barrow Toronto LLP), was auditor of the Company.

Schedule "C" contains the Change of Auditor documents filed on SEDAR in respect of the appointment of Davidson & Company LLP.

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 appointment of the auditor and authorizing the directors to fix the auditor's remuneration.**

C. Approval of the RSU Plan

The Company has adopted, subject to approval at the Meeting, a restricted stock unit plan (the "**RSU Plan**"), substantially in the form attached hereto as Schedule "B", which provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants to the Corporation non-transferable restricted stock units (the "**RSUs**").

The RSU Plan's purpose is to attract and motivate directors, officers, employees or consultants, and thereby advance the Corporation's interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation, through the issuance of RSUs.

The RSU Plan contains the following principal provisions:

1. the maximum number of Common Shares reserved for issuance under the RSU Plan will be 14,340,380, provided that Common Shares reserved for issuance under the RSU Plan in combination with the aggregate number of Common Shares issuable under all of the Corporation's other equity incentive plans in existence from time to time, including the Option Plan, shall not exceed 10% of the issued and outstanding Common Shares;

2. the maximum number of Common Shares which may be reserved for issuance to related persons (as a group) under the RSU Plan, together with any other share compensation arrangement, may not exceed 10% of the issued Common Shares;
3. the aggregate number of RSUs which may be granted to any one person (and companies wholly owned by that person) in a 12 month period must not exceed 5% of the issued Common Shares, calculated on the grant date;
4. the aggregate number of RSUs granted to any one consultant in a 12 month period must not exceed 2% of the issued Common Shares, calculated at the grant date;
5. the aggregate number of RSUs granted to all persons retained to provide investor relations activities must not exceed 2% of the issued Common Shares in any 12 month period, calculated at the grant date;
6. at the time a grant of a RSU is made, the Board may, in its sole discretion, establish performance conditions for the vesting of RSUs (the "**Performance Conditions**"). The Board may use such business criteria and other measures of performance as it may deem appropriate in establishing any Performance Conditions and may exercise its discretion to reduce the amounts payable under any award subject to Performance Conditions. The Board may determine that an award shall vest in whole or in part upon achievement of any one performance condition or that two or more Performance Conditions must be achieved prior to the vesting of an award. Performance Conditions may differ for awards granted to any one recipient or to different recipients;
7. in the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Corporation affecting Common Shares, the Board, in its sole and absolute discretion, will make, with respect to the number of RSUs outstanding under the RSU Plan, any proportionate adjustments as it considers appropriate to reflect that change; and
8. the Corporation, in its discretion and as may be determined by the Board, will pay out vested RSUs issued under the RSU Plan and credited to the account of a recipient by paying or issuing (net of any applicable withholding tax) to such recipient, on or subsequent to the trigger date but no later than the expiry date of such vested RSU, an award payout of either:
 - (a) subject to receipt of the required approvals, one Common Share for such whole vested RSU, or
 - (b) a cash amount equal to the vesting date value as at the trigger date of such vested RSU.

The foregoing is only a summary of the salient features of the RSU Plan, and is qualified in its entirety by reference to the actual terms and conditions of the RSU Plan as attached hereto as Schedule "B".

The approval of the RSU Plan will require "Disinterested Common Shareholder" approval, being the approval of a majority of the votes cast by Common Shareholders at the Meeting excluding Insiders and Associates of Insiders. An "Insider" includes all directors and senior officers of the Corporation and its subsidiaries and any person who beneficially owns or controls, directly or indirectly, more than 10% of the issued and outstanding Common Shares; and "Associates of Insiders" includes an Insider's spouse, children and any relative who lives in the same residence as the Insider. At the meeting, a total of 10,382,613 Common Shares held by Insiders and Associates of Insiders will be excluded from voting on this resolution.

At the Meeting, Disinterested Common Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution to approve the RSU Plan. The text of the ordinary resolution which management intends to place before the Meeting for the approval of the RSU Plan is as follows:

"**BE IT RESOLVED**, as an ordinary resolution, that:

1. the restricted share unit plan of the Corporation, substantially in the form attached as Schedule "B" to the management information circular of the Corporation dated July 23, 2018 (the "**RSU Plan**"), be and is hereby approved, including the reservation for issuance thereunder at any time of a maximum of 14,340,380 common shares of the Corporation, and adopted as the restricted share unit plan of the Corporation;
2. the form of the RSU Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities, including any stock exchange, without requiring further approval of the shareholders of the Corporation;
3. 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; and
4. the directors of the Corporation may revoke this resolution before it is acted upon without further approval of the Common Shareholders."

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Disinterested Common Shareholders voting in person or by proxy. Unless otherwise directed, it is the intention of the persons named in the enclosed form of proxy to vote proxies **IN FAVOUR** of the ordinary resolution approving the RSU Plan for the ensuing year.

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 Corporation'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 Corporation'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:

Name	Independent⁽¹⁾	Financially Literate⁽²⁾
Andres Tinajero (Chair)	Yes	Yes
Brian Presement	Yes	Yes
Aaron Johnson	No	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

Name of Member	Relevant Experience and Qualifications
Andres Tinajero	Mr. Tinajero has over 20 years of business experience, having supported a broad range of industries, including mining, manufacturing and technology. He has served as Chief Financial Officer and Vice President of Finance of several medium sized public companies across Canada. He holds a degree in Business Administration and an MBA, and is also a Member of the Chartered Professional Accountants, the Certified Practicing Accountants of Australia and he is a Certified member of the Institute of Corporate Directors. Currently he is the Chief Financial Officer for Barkerville Gold Mines.
Brian Presement	Brian Presement has been the President and CEO of 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 25 years of telecommunications experience. Prior to UNiTE, Mr. Presement served as Vice President Business Development of VOXX Corporation, a telecom company. Mr. Presement is currently and a director of Sagittarius Capital Corp. since January 2013, as well as a Director of Plexus Cybermedia. In addition, he is a Director and Board Secretary of Clarico Centre of York Region, a non-profit organization for developmentally challenged youth and adults. He served as a director of Aurelio Resource Corp. from February 2012 to August 2013. From 2004 to 2007 Mr. Presement served as a General Manager of a Mailgate Corp. Mr. Presement holds an Honours Bachelor of Arts Degree from York University with a double major in Mass Communications and Political Science.
Aaron Johnson	Mr. Johnson is a partner and member of the Business Department of JRG Attorneys at Law, where he has substantial experience in the fields of cannabis business entity formation and regulation, business transactions (formation, operation, mergers and acquisitions), real estate transactions, and land use (CEQA) law. He has previously served as President of the Hartnell Community College Board of Trustees, President of Monterey County Cattlemen, and President of Ag Land Trust. Mr. Johnson received is LLM in Taxation from Golden Gate University, School of Law in 1998, his JD from San Joaquin College of Law in 1997 and his Bachelor of Arts in 1993 from Fresno State University.

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.

	Year ended July 31, 2017	Year ended July 31, 2016
Audit Fees	\$118,051	\$62,400
Audit Related Fees	\$50,300	\$510

	Year ended July 31, 2017	Year ended July 31, 2016
Tax Fees	\$4,680	Nil
All Other Fees	\$-	\$71,275

EXECUTIVE COMPENSATION

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 2017 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.

For the purposes of this Circular, "Named Executive Officer" is defined by Form 51-102F6V *Statement of Executive Compensation* to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, (ii) the Corporation's next most highly compensated executive officer, other than the Chief Executive Officer and the Chief Financial Officer, who was serving as executive officer 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 fiscal year ended July 31, 2017, the Named Executive Officers of the Corporation consisted of: Vernon Jim Frazier, the current President and CEO and Amy Stephenson, the former CFO.

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 Named Executive Officer 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 stock option plan (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.

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, 2017, 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. There was no additional compensation paid to the Chairman

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 and Andres Tinajero. Messrs. Presement and Tinajero are considered 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 Chief Executive Officer, evaluate the Chief Executive Officer'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 Chief Executive Officer's compensation level based on such evaluation;
- (d) to recommend to the directors of the Corporation with respect to executive officer (other than the Chief Executive 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 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.

Director and Named Executive Officer Compensation

The following table sets forth compensation for each Named Executive Officer and director of the Corporation for the two most recently completed financial years, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	Year Ended July 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Vernon Jim Frazier President, CEO ⁽¹⁾	2017	\$100,709	Nil	Nil	Nil	Nil	\$100,709
	2016	\$18,514	Nil	Nil	Nil	Nil	\$18,514
Amy Stephenson Former CFO ⁽²⁾	2017	\$36,000	Nil	Nil	Nil	Nil	\$36,000
	2016	\$6,000	Nil	Nil	Nil	Nil	\$6,000
Andres Tinajero Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Brian Presement Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Billy Morrison Director	2017	\$34,000	Nil	Nil	Nil	\$60,000	\$94,000
	2016	\$17,500	Nil	Nil	Nil	\$52,500	\$70,000
David Posner Director	2017	\$96,000	Nil	Nil	Nil	Nil	\$96,000
	2016	\$96,000	Nil	Nil	Nil	Nil	\$96,000
Adam Szweras ⁽³⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
David Caplan Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Robert Keeler Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Frazier was appointed as COO on April 26, 2016 and President and CEO on July 25, 2016.
- (2) Ms. Stephenson was appointed CFO on June 14, 2016 and resigned on October 26, 2017. Ms. Sonia Agustina was appointed on October 26, 2017. Ms. Stephenson was paid by Branson Corporate Services Inc. pursuant to the Branson Agreement. See "*Executive Compensation – Termination and Change of Control Benefits and Management Contracts.*"
- (3) Please see "*Interest of Informed Persons in Material Transactions*" for Mr. Szweras relationship in Interested parties.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each Named Executive Officer and director by Corporation, pursuant to the Option Plan, for services provided or to be provided, directly or indirectly, to the Corporation in the most recently completed financial year:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Vernon Jim Frazier President, CEO	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽²⁾	500,000 4.21%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
Amy Stephenson Former CFO	Stock option ⁽²⁾	350,000 2.10%	17-Oct-2016	\$0.135	\$0.165	\$0.11	29-Jan-2018 ⁽³⁾
Andres Tinajero Director	Stock option ⁽²⁾	400,000 2.40%	10-Jul-2017	\$0.12	\$0.115	\$0.11	10-Jul-2022
Brian Presement Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	600,000 4.81%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
Billy Morrison Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	700,000 5.41%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
David Posner Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	700,000 5.41%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
Adam Szweras Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	700,000 5.41%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
David Caplan Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	200,000 2.40%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022
Robert Keeler Director	Stock option ⁽²⁾	200,000	17-Oct-2016	\$0.135	\$0.165	\$0.11	17-Oct-2021
	Stock option ⁽¹⁾	200,000 2.40%	17-Apr-2017	\$0.15	\$0.135	\$0.11	17-Apr-2022

Notes:

- (1) 1/4 of such options vest immediately and 1/4 of such options vest every 6 months until fully vested.
- (2) No vesting schedule attached to these options, and all options vested on grant.
- (3) These options expired in 90 days after Ms. Stephenson's resignation on October, 2017.

Exercise of Compensation Securities by Directors and NEOs

The following table provides a summary of each exercise of compensation securities, granted pursuant to the Option Plan, by each Named Executive Officer and director of the Corporation for the financial year ended July 31, 2017:

Exercise of Compensation Securities by Directors and Named Executive Officers							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
David Posner Director	Stock option	700,000	\$0.10	December 1, 2016	\$0.245	\$0.145	\$101,500

Stock Option Plans and Other Incentive Plans

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.
1. 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.
2. 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.
3. The options may be exercisable for a period of up to five years.
4. 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.

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

Termination and Change of Control Benefits and Management Contracts

As at July 31, 2017, 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 other than below.

Posner Agreement

On May 1, 2014, Nutritional High Ltd. ("**NHL**"), an operating subsidiary of the Corporation, entered into consulting agreement with Mr. Posner, President (the "**Posner Agreement**"). Pursuant to the Posner Agreement, Mr. 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. The Corporation may terminate the Posner agreement by giving no less than two months (2 months) prior written notice or paying the equivalent consulting fees in lieu thereof. Mr. Posner's base fee or agreement did not change when he was appointed Chairman and Mr. Frazier took on the CEO position.

Frazier Agreement

On April 25, 2016, Nutritional High (Colorado) Inc. ("**NHC**") entered into a consulting agreement with Vernon (Jim) Frazier (the "**Frazier Agreement**") to perform the services of Chief Operating Officer of NHII and its affiliates. Mr. Frazier was paid a base fee of US\$4,750 per month, plus a range of bonuses based on milestones, subject to annual review by the Board. On July 25, 2016 Mr. Frazier was appointed Chief Executive Officer. On April 1, 2017, the Corporation entered into an amending agreement to increase Mr. Frazier's monthly fee to US\$9,500 per month, plus a range of bonuses based on milestones, subject to annual review by the Board. Under the terms of the Frazier Agreement, Mr. Frazier has the option to terminate his employment by giving the Corporation no less than sixty (60) days' notice. The Corporation may terminate the Frazier Agreement by giving no less than sixty (60) days prior written notice (or paying the equivalent consulting fees in lieu thereof).

Branson Agreement

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. 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, controllership and bookkeeping services, administrative services, general and back office services. On January 1, 2017, the Corporation entered into agreement to increase the monthly fee to \$11,000 per month. Amy Stephenson is employed by Branson and is compensated by Branson.

CORPORATE GOVERNANCE

Board of Directors

The Board currently consists of seven directors. The Board has concluded that Anders Tinajero, Brian Presement and Aaron Johnson 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, Billy Morrison, Jim Frazier 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
Adam Szwera	Petrolympic Ltd.	TSXV	Secretary	June 2008	Present
	Quinsam Capital Corp	CSE	Director	October 2017	Present
	Strata Minerals Inc	TSXV	Director	July 2017	December 2015
	Canada Pacific Capital Corp	TSXV	Director, Corporate Secretary	May 2010	August 2014
	Mahdia Gold Corp.	CSE	Director, Secretary	April 2016	May 2018
	SustainCo Inc.	TSXV	Director	March 2017	Present
	Sagittarius Capital Corp.	TSXV	Corporate Secretary, Director	April 2014	Present
	Lineage Grow Company Ltd	TSXV	Corporate Secretary	December 2011	Present
	The Tinley Beverage Company Inc.	CSE	Director, Corporate Secretary	December 2010	September 2016
Aurora Cannabis Inc.	CSE	Director	August 2015	Present	
David Posner	Lineage Grow Company Ltd	NEX	Director	December 2016	Present
	The Tinley Beverage Company Inc.	CSE	Director	October 2015	February 2017
	Capricorn Business Acquisitions Inc.	NEX	Director	December 2016	Present
	Rigel Technologies Inc.	TSX-V	Director and President	April 2017	June 2017
Brian Presement	Sagittarius Capital Corporation	NEX	Director	January 2013	Present
Andres Tinajero	Barkeville Gold Mines Ltd.	TSXV	CFO	May 2015	Present
	Sable Resources Ltd	TSXV	Director	May 2017	Present
	Eurocontrol Technics Group Inc.	TSXV	CFO	October 2012	Present
Sonia Agustina	Jubilee Gold Exploration Inc	TSXV	CFO	September 2017	Present
	Pure Nickle Inc	TSXV	CFO	March, 2018	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) and Andres Tinajero, both 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 Aaron Johnson (Chair), Brian Presement and Adam Szweras.

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, 2017, 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	16,642,500	\$0.13	8,477,540
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	16,642,500	\$0.13	8,477,540

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise.

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 since 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.

Corporate Finance Agreement with FMI Capital Advisory Inc. ("FMICAI")

On September 11, 2015, FMICAI entered into an amendment to the consulting agreement with the Corporation, to provide the services of corporate finance advisory services. In consideration for the services provided, the Corporation agreed to pay a monthly fee of \$16,000. FMICAI is a subsidiary of Foundation Financial Holdings Corp. ("FFHC"), an entity in which Adam Szweras, the Corporate Secretary of the Corporation, is a director and whereas his minor children hold an indirect interest.

For the year ended July 31, 2017, the Corporation was charged \$198,451 for consulting services provided by FMICAI, and \$6,844 was owed to FMICAI as accounts payable and accrued liabilities as at July 31, 2017.

Convertible Debenture Financing

On March 15, 2018, the Corporation and Foundation Markets Inc. ("**FMI**") entered into a private placement finder's fee agreement in relation to the offering of units comprising of convertible debentures and warrants ("**CD Units**") of the Corporation (the "**CD Offering**"). Adam Szweras, the Corporate Secretary of the Corporation, is also the Chairman of FMI. On closing of the CD Offering, FMI was paid a cash commission of \$100,080. In addition, the Corporation issued 166,800 broker warrants ("**Broker Warrants**") to FMI. Each Broker Warrant entitles the holder to acquire one Common Share at a price of \$0.70 per share for a period of 36 months from the closing.

M&A Agreement

On January 9, 2017, FMI entered into a consulting agreement with the Corporation, to act as an exclusive financial advisor to the Corporation in connection with the sale, spin-out, joint venture, investment by a strategic investor or a business combination of the Corporation (the "**M&A Agreement**"). Under the terms of the M&A Agreement, the Corporation shall pay FMI an advisory fee equal to 4% (plus applicable taxes thereon), if any, payable in cash or Common Shares of the Corporation of any transaction value of any acquisition, divestiture, spin-off, sale or merger, or joint-venture that is introduced by FMI or FMI's representatives.

Legal Services

During the financial year ended July 31, 2017, Fogler, Rubinoff LLP ("**Fogler**"), a law firm with a head office located at 77 King St. W., Suite 3000, P.O. Box 95, Toronto, Ontario, M5K 1G8, provided \$114,144 of legal services to the Corporation. Adam Szweras, the Corporate Secretary of the Corporation, is also a partner at Fogler. As at July 31, 2017, no amount was owing to Fogler.

During the financial year ended July 31, 2017, L+G LLP ("**L+G**"), a law firm with a head office located at 318 Cayuga Street, Salinas, CA 93901, provided \$6,818.01 of legal services to the Corporation. Aaron Johnson, a director of the Corporation, is also a partner at L+G. As at July 31, 2017, no amount was owing to L+G.

Branson Agreement

Branson provides management services to the Corporation under the Branson Agreement. See "Executive Compensation – Termination and Change of Control Benefits and Management Contracts – Branson Agreement." Branson is an entity in which FFHC owns 49% of the shares. In consideration for the services provided, the Corporation agreed to pay a monthly fee of \$6,000. Effective January 1, 2017, the fees were amended so that the monthly fee was increased to \$11,000. For the year ended July 31, 2017, the Corporation was charged \$107,750 for services provided by Branson. As at July 31, 2017, no amount was owing to Branson.

SHAREHOLDER PROPOSALS

Shareholder proposals must be submitted no later than April 24, 2019 (being the 90th day before the anniversary date of the notice of meeting for the 2018 annual shareholders meeting), to be considered for inclusion in the management proxy circular to be prepared for the 2019 annual meeting of shareholders of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on 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. 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.

To obtain paper copies of Proxy Related Material free of charge by contacting AST Trust Company (Canada) at 1-888-433-6443 or fulfilment@astfinancial.com.

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 Circular and its distribution to shareholders have been approved by the Board.

DATED this 23rd day of July, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ *"Jim Frazier"*

Vernon (Jim) Frazier,
President & Chief Executive Officer

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.

SCHEDULE B

NUTRITIONAL HIGH INTERNATIONAL INC. (the "Company")

RESTRICTED SHARE UNIT PLAN

PART 1 GENERAL PROVISIONS

Establishment and Purpose

1.1 The Company hereby establishes a restricted share unit plan known as the "Nutritional High Restricted Share Unit Plan".

1.2 The purpose of this Plan (defined below) is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected Eligible Persons related to the achievement of long-term financial and strategic objectives of the Company and the resulting increases in shareholder value. This Plan is intended to promote a greater alignment of interests between the shareholders of the Company and the selected Eligible Persons by providing an opportunity to participate in increases in the value of the Company.

Definitions

1.3 In this Plan:

- (a) **Affiliate** means a Company that is affiliated with another company. A Company is an "Affiliate" of another Company if:
 - (i) one of them is the subsidiary of the other, or
 - (ii) each of them is controlled by the same Person;
- (b) **Applicable Withholding Tax** has the meaning set forth in Section 3.7;
- (c) **Award** means an agreement evidencing the grant of a Restricted Share Unit;
- (d) **Award Payout** means the applicable Share issuance or cash payment in respect of a vested Restricted Share Unit pursuant and subject to the terms and conditions of this Plan and the applicable Award;
- (e) **Blackout Period** means the period of time when, pursuant to any policies of the Company or any resolution of the Board, any Shares may not be traded by certain persons as designated by the Company, including a holder of any Restricted Share Unit;
- (f) **Board** means the board of directors of the Company;
- (g) **Change of Control** means:
 - (i) any Merger and Acquisition Transaction in which voting securities of the Company possessing more than fifty percent (50%) of the total combined voting

power of the Company's outstanding securities are to be transferred to a Person or Persons (other than any of its Affiliates) different from the Persons holding those securities immediately prior to such transaction and the composition of the Board following such transaction is to be such that such directors prior to the transaction constitute less than fifty percent (50%) of the directors of the Company following the transaction;

- (ii) any Merger or Acquisition Transaction, directly or indirectly, by any Person or related group of Persons (other than the Company or a Person that directly or indirectly controls, is controlled by, or is under common control with, the Company and other than by any or its Affiliates) involving a change in the beneficial ownership of voting securities of the Company possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities;
- (iii) any acquisition, directly or indirectly, by a Person or related group of Persons of the right to appoint a majority of the directors of the Company or otherwise directly or indirectly control the management, affairs and business of the Company (other than any or its Affiliates);
- (iv) any Merger or Acquisition Transaction involving the disposition of all or substantially all of the assets of the Company;
- (v) a complete liquidation or dissolution of the Company; and
- (vi) any other transaction that is deemed to be a "**Change of Control**" for the purposes of this Plan by the Board in its sole discretion;

provided however, that a Change in Control shall not be deemed to have occurred if such Change in Control results solely from the issuance, in connection with a *bona fide* financing or series of financings by the Company or any of its Affiliates, of voting securities of the Company or any of its Affiliates or any rights to acquire voting securities of the Company or any of its Affiliates which are convertible into voting securities;

- (h) **Committee** means the Board or, if the Board so determines in accordance with Section 1.5, the committee of the Board authorized to administer the Plan which includes any compensation committee of the Board;
- (i) **Company** means Nutritional High International Inc., and includes any successor company thereto;
- (j) **Consultant** means an individual who:
 - (i) is engaged to provide, on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate of the Company other than services provided in relation to a "distribution" (as that term is described in the *Securities Act*);
 - (ii) provides the services under a written contract between the Company or an

Affiliate of the Company and the individual or a Consultant Entity (as defined below);

- (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate of the Company; and
- (iv) has a relationship with the Company or an Affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company or is otherwise permitted by applicable regulatory rules to be granted Options as a Consultant or as an equivalent thereof,

and includes:

- (v) a corporation of which the individual is an employee or shareholder or a partnership of which the individual is an employee or partner (a "**Consultant Entity**"); or
 - (vi) an RRSP or RRIF established by or for the individual under which he or she is the beneficiary.
- (k) **CSE** means the Canadian Securities Exchange;
 - (l) **Director** means a member of the Board or of the board of directors of a Related Entity;
 - (m) **Disinterested Shareholder** means a holder of Shares that is not an Eligible Person nor an associate (as defined in the *Securities Act* (Ontario)) of an Eligible Person;
 - (n) **Eligible Person** means any person who is a *bona fide* Director, Employee, Officer or Consultant;
 - (o) **Employee** means an employee of the Company or of a Related Entity;
 - (p) **Expiry Date** means the third anniversary of the Grant Date, or such earlier date as may be established by the Board in respect of an Award at the time of grant of the Award;
 - (q) **Fair Market Value** means, as at a particular date, for the purpose of calculating the applicable Vesting Date Value and Award Payout,
 - (i) if the Shares are listed on a Stock Exchange, the greater of: (i) the weighted average of the trading price per Share on the Stock Exchange for the last five trading days ending on that date; and (ii) the closing price of the Shares on the day before that date, or
 - (ii) if the Shares are not listed on any public exchange, the value per Share established by the Board based on its determination of the fair value of a Share;

- (r) **Grant Date** means the date of grant of any Restricted Share Unit;
- (s) **IFRS** means the International Financial Reporting Standards as adopted by the Accounting Standards Board of Canada;
- (t) **Merger and Acquisition Transaction** means:
 - (i) any merger;
 - (ii) any acquisition;
 - (iii) any amalgamation;
 - (iv) any offer for Shares which if successful would entitle the offeror to acquire all of the voting securities of the Company; or
 - (v) any arrangement or other scheme of reorganization;
- (u) **Officer** means an individual who is an officer of the Company or of a Related Entity as an appointee of the Board or the board of directors of the Related Entity, as the case may be;
- (v) **Person** means an individual, body corporate, partnership, joint venture, limited liability company or trust and the heirs, beneficiaries, executors, legal representatives or administrators of an individual;
- (w) **Plan** means this Nutritional High Restricted Share Unit Plan, as amended from time to time;
- (x) **Recipient** means an Eligible Person who may be granted Restricted Share Units from time to time under this Plan;
- (y) **Related Entity** means a person that is controlled by the Company. For the purposes of this Plan, a person (first person) is considered to control another person (second person) if the first person, directly or indirectly, has the power to direct the management and policies of the second person by virtue of
 - (i) ownership of or direction over voting securities in the second person,
 - (ii) a written agreement or indenture,
 - (iii) being the general partner or controlling the general partner of the second person, or
 - (iv) being a trustee of the second person;
- (z) **Related Person** means:
 - (i) a Related Entity of the Company;
 - (ii) a partner, director or officer of the Company or Related Entity;

- (iii) a promoter of or person who performs Investor Relations Activities for the Company or Related Entity; and
- (iv) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the total voting rights attached to all voting securities of the Company or Related Entity;
- (aa) **Required Approvals** has the meaning contained in Section 1.7;
- (bb) **Restricted Period** means the period of time: (i) during a Blackout Period; and (ii) within five Business Days following the end of a Blackout Period;
- (cc) **Restricted Share Unit** means a right granted under this Plan to receive the Award Payout on the terms contained in this Plan as more particularly described in Section 3.1;
- (dd) **Securities Act** means the *Securities Act* (Ontario), as amended from time to time;
- (ee) **Share** means a common share in the capital of the Company as from time to time constituted;
- (ff) **Share Compensation Arrangement** means any share option, share option plan, employee Share purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to Directors, Officers or Employees of the Company;
- (gg) **Shareholder Approval** means approval by the shareholders of the Company shareholders;
- (hh) **Stock Exchange** means the CSE, or any other stock exchange on which the Shares are then listed for trading, as applicable;
- (ii) **Termination** means, with respect to a Recipient, that the Recipient has ceased to be an Eligible Person, other than as a result of retirement, and has ceased to fulfill any other role as employee or officer of the Company or any Related Entity, including as a result of termination of employment, resignation from employment, removal as an officer, death or Total Disability;
- (jj) **Total Disability** means, with respect to a Recipient, that, solely because of disease or injury the Recipient is deemed by a qualified physician selected by the Company to be unable to work at any occupation which the Recipient is reasonably qualified to perform for the Company;
- (kk) **Trigger Date** means, with respect to a Restricted Share Unit, the date set by the Board at the time of grant, and if no date is set by the Board, then the third anniversary following the Grant Date of the Restricted Share Unit, as such may be amended in accordance with Section 2.6; and
- (ll) **Vesting Date Value** means the notional value, as at a particular date, of the Fair

Market Value of one Share.

Administration

1.4 The Board will, in its sole and absolute discretion, but taking into account relevant corporate, securities and tax laws and subject to Stock Exchange rules and policies,

- (a) interpret and administer this Plan,
- (b) establish, amend and rescind any rules and regulations relating to this Plan, and
- (c) make any other determinations that the Board deems necessary or appropriate for the administration of this Plan.

The Board may correct any defect or any omission or reconcile any inconsistency in this Plan in the manner and to the extent the Board deems, in its sole and absolute discretion, necessary or appropriate. Any decision of the Board in the interpretation and administration of this Plan will be final, conclusive and binding on all parties concerned. All expenses of administration of this Plan will be borne by the Company.

Delegation to Committee

1.5 All of the powers exercisable hereunder by the Board may, to the extent permitted by law and as determined by a resolution of the Board, be delegated to a Committee including, any compensation committee of the Board, without limiting the generality of the foregoing, those referred to under Section 1.4.

Incorporation of Terms of Plan

1.6 Subject to specific variations approved by the Board all terms and conditions set out herein will be incorporated into and form part of each Restricted Share Unit granted under this Plan.

Effective Date

1.7 This Plan will be effective as of September 6, 2018. Subject to the terms and conditions of the Plan, the Board may, in its discretion, at any time, and from time to time, issue Restricted Share Units to Eligible Persons as it determines appropriate under this Plan. However, any such issued Restricted Share Units may not be paid out in Shares in any event until receipt of the necessary approvals, including Shareholder Approval of the Company, applicable stock exchange(s), and any other regulatory bodies (the "**Required Approvals**").

Shares Reserved

1.8 The aggregate number of Shares available for issuance from treasury under this Plan, subject to adjustment pursuant to Section 2.9 or as required by the Stock Exchange, shall be 14,340,380 Shares, provided that the aggregate number of Shares available for issuance under this Plan together with all other Share Compensation Arrangements may not exceed 10% of the issued Shares. Any Share which was reserved for issuance pursuant to a Restricted Share Unit, which Restricted Share Unit has been cancelled or terminated in accordance with the terms of the Plan without being paid out as provided for in PART 3 shall

also be terminated or cancelled and will no longer be available under the Plan.

1.9 Restricted Share Units issued prior to the adoption of the Plan will be subject to the terms of the Plan, provided that any prior written agreements with respect to such Restricted Share Units will govern to the extent of any inconsistency between the Plan and such Agreements. Restricted Share Units issued prior to the adoption of the Plan will be included in the Shares reserved for issuance for the purposes of Section 1.8.

Limitations on Restricted Share Units to any One Person and to Related Persons

1.10 Unless shareholder approval is obtained (or unless permitted otherwise by the rules of the Stock Exchange):

- (a) the maximum number of Shares which may be reserved for issuance to Related Persons (as a group) under the Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued Shares;
- (b) the aggregate number of Restricted Share Units which may be granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the issued Shares, calculated on the Grant Date;
- (c) the aggregate number of Restricted Share Units granted to any one Consultant in a 12 month period must not exceed 2% of the issued Shares, calculated at the Grant Date; and
- (d) the aggregate number of Restricted Share Units granted to all Persons retained to provide investor relations activities must not exceed 2% of the issued Shares in any 12 month period, calculated at the Grant Date.

PART 2 AWARDS UNDER THIS PLAN

Recipients

2.1 Only Eligible Persons are eligible to participate in this Plan and receive one or more Restricted Share Units. Restricted Share Units that may be granted hereunder to a particular Eligible Person in a calendar year will (subject to any applicable terms and conditions) represent a right to a bonus or similar award to be received for services rendered by such Eligible Person to the Company or a Related Entity, as the case may be, in the Company's or the Related Entity's fiscal year ending in, or coincident with, such calendar year, as determined by the Board in its discretion.

Grant

2.2 The Board may, in its discretion, at any time, and from time to time, grant Restricted Share Units to Eligible Persons as it determines is appropriate, subject to the limitations set out in this Plan. In making such grants the Board may, in its sole discretion but subject to Section 2.4(ii), in addition to Performance Conditions set out below, impose such conditions on the vesting of the Awards as it sees fit, including imposing a vesting period on grants of Restricted Share Units.

Performance Conditions

2.3 At the time a grant of a Restricted Share Unit is made, the Board may, in its sole discretion, establish such performance conditions for the vesting of Restricted Share Units as may be specified by the Committee in the Award (the "**Performance Conditions**"). The Board may use such business criteria and other measures of performance as it may deem appropriate in establishing any Performance Conditions, and may exercise its discretion to reduce the amounts payable under any Award subject to Performance Conditions. The Board may determine that an Award shall vest in whole or in part upon achievement of any one performance condition or that two or more Performance Conditions must be achieved prior to the vesting of an Award. Performance Conditions may differ for Awards granted to any one Recipient or to different Recipients.

Vesting

2.4 Except as provided in this Plan, Restricted Share Units issued under this Plan will vest on the date (the "**Vesting Date**") that is the later of:

- (a) the Trigger Date; and
- (b) the date upon which the relevant Performance Condition or other vesting condition set out in the Award has been satisfied, provided that
 - (i) Restricted Share Units shall only vest on the Trigger Date to the extent that the Performance Conditions or other vesting conditions set out in an Award have been satisfied on or before the Trigger Date;
 - (ii) if the date in Section (a) or Section (b) occurs during a Restricted Period, the Vesting Date shall be extended to a date which is the earlier of: (i) one business day following the end of such Restricted Period; and (ii) the Expiry Date; and
 - (iii) no Restricted Share Unit will remain outstanding for any period which exceeds the Expiry Date of such Restricted Share Unit.

Forfeiture and Cancellation upon Expiry Date

2.5 Restricted Share Units which do not vest on or before the Expiry Date of such Restricted Share Unit will be automatically cancelled, without further act or formality and without compensation.

Amendment of Trigger Date

2.6 The Board of Directors may, at any time after a grant of a Restricted Share Unit, accelerate the Trigger Date of such Restricted Share Unit.

Account

2.7 Restricted Share Units issued pursuant to this Plan (including fractional Restricted Share Units, computed to three digits) will be credited to a notional account maintained for each Recipient by the Company for the purposes of facilitating the determination of amounts that may become payable hereunder. A written confirmation of the balance in each Recipient's account will be sent by the Company to the Recipient upon request of the Recipient.

Dividend Equivalents

2.8 On any date on which a cash dividend is paid on Shares, a Recipient's account will be credited with the number and type of Restricted Share Units (including fractional Restricted Share Units, computed to three digits) calculated by:

- (a) multiplying the amount of the dividend per Share by the aggregate number of Restricted Share Units that were credited to the Eligible Person's account as of the record date for payment of the dividend, and
- (b) dividing the amount obtained in Section (a) by the Fair Market Value on the date on which the dividend is paid.

Adjustments and Reorganizations

2.9 In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board, in its sole and absolute discretion, will make, with respect to the number of Restricted Share Units outstanding under this Plan, any proportionate adjustments as it considers appropriate to reflect that change.

Notice and Acknowledgement

2.10 No certificates will be issued with respect to the Restricted Share Units issued under this Plan. Each Eligible Person will, prior to being granted any Restricted Share Units, deliver to the Company a signed acknowledgement substantially in the form of Schedule "A" to this Plan.

PART 3 PAYMENTS UNDER THIS PLAN PAYMENT OF RESTRICTED SHARE UNITS

3.1 Subject to the terms of this Plan and, in particular, Section 3.7 of this Plan, the Company, in its discretion and as may be determined by the Board of Directors, will pay out vested Restricted Share Units issued under this Plan and credited to the account of a Recipient by paying or issuing (net of any Applicable Withholding Tax) to such Recipient, on or subsequent to the Trigger Date but no later than the Expiry Date of such Vested Restricted Share Unit, an Award Payout of either:

- (a) subject to receipt of the Required Approvals, one Share for such whole vested Restricted Share Unit. Fractional Shares shall not be issued and where a Recipient would be entitled to receive a fractional Share in respect of any fractional vested Restricted Share Unit and the Recipient shall not be entitled to any compensation (cash or otherwise) in lieu of any such fractional Share. Each Share issued by the Company pursuant to this Plan shall be issued as fully paid and non-assessable, or
- (b) a cash amount equal to the Vesting Date Value as at the Trigger Date of such vested Restricted Share Unit.

Limitation on Issuance of Shares to Related Persons

3.2 Notwithstanding anything in this Plan, the Company shall not issue Shares under this Plan to any Eligible Person who is an Related Person of the Company where such issuance would result in:

- (a) the total number of Shares issuable at any time under this Plan to Related Persons, or when combined with all other Shares issuable to Related Persons under any other equity compensation arrangements then in place, exceeding 10% of the total number of issued and outstanding equity securities of the Company on a non-diluted basis; and
- (b) the total number of Shares that may be issued to Related Persons during any one year period under this Plan, or when combined with all other Shares issued to Related Persons under any other equity compensation arrangements then in place, exceeding 10% of the total number of issued and outstanding equity securities of the Company on a non-diluted basis.

Where the Company is precluded by this Section 3.2 from issuing Shares to a Related Person of the Company, the Company will pay to the relevant Related Person a cash Award Payout in an amount equal to the Vesting Date Value as at the Trigger Date of the Restricted Share Unit.

Experts and Advisors

3.3 The Board may engage such experts ("**Experts**") and advisors as it considers appropriate, including compensation or human resources experts or advisors, to provide advice and assistance in determining the amounts to be paid under this Plan and other amounts and values to be determined hereunder or in respect of this Plan including, without limitation, those related to a particular Fair Market Value.

Cancellation on Termination for Cause, Retirement or Voluntary Resignation

3.4 Unless the Board at any time otherwise determines, all unvested Restricted Share Units held by any Recipient and all rights in respect thereof will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a Termination arising from the termination of employment or removal from service by the Company or a Related Entity for cause, retirement of the Recipient or the voluntary resignation by the Recipient. In situations where the Board exercises its discretion under this Section 3.4, in no case shall the Restricted Share Units, subject to such discretion, be valid beyond one year from the date of Termination.

Total Disability, Death and Termination without Cause

3.5 Unless the Board at any time otherwise determines, if a Recipient ceases to be an Eligible Person for any of the following reasons, unvested Restricted Share Units will immediately vest on the date the Recipient ceases to be an Eligible Person

- (a) death or Total Disability of a Recipient;
- (b) the Termination of employment or removal from service by the Company or a Related Entity without cause; and
- (c) the Termination of employment by the Recipient other than by way of retirement of the Recipient or voluntary resignation by the Recipient.

In situations where the Board exercises its discretion under this Section 3.5, in no case shall the Restricted Share Units, subject to such discretion, be valid beyond one year from the date of Termination.

Change of Control

3.6 In the event of a Change of Control, subject to approval of the Stock Exchange, all Restricted Share Units credited to an account of a Recipient that have not otherwise previously been cancelled pursuant to the terms of the Plan shall vest on the date on which the Change of Control occurs (the "**Change of Control Date**").

Tax Matters and Applicable Withholding Tax

3.7 The Company does not assume any responsibility for or in respect of the tax consequences of the receipt by Recipients of Restricted Share Units, or payments received by Recipients pursuant to this Plan. The Company or relevant Related Entity, as applicable, is authorized to deduct such taxes and other amounts as it may be required or permitted by law to withhold ("**Applicable Withholding Tax**"), in such manner (including, without limitation, by selling Shares otherwise issuable to Recipients, on such terms as the Company determines) as it determines so as to ensure that it will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or other required deductions, or the remittance of tax or other obligations. The Company or relevant Related Entity, as applicable, may require Recipients, as a condition of receiving amounts to be paid to them under this Plan, to deliver undertakings to, or indemnities in favour of, the Company or Related Entity, as applicable, respecting the payment by such Recipients of applicable income or other taxes.

PART 4 MISCELLANEOUS COMPLIANCE WITH APPLICABLE LAWS

4.1 The issuance by the Company of any Restricted Share Units and its obligation to make any payments hereunder is subject to compliance with all applicable laws. As a condition of participating in this Plan, each Recipient agrees to comply with all such applicable laws and agrees to furnish to the Company all information and undertakings as may be required to permit compliance with such applicable laws. The Company will have no obligation under this Plan, or otherwise, to grant any Restricted Share Unit or make any payment under this Plan in violation of any applicable laws.

Non-Transferability

4.2 Restricted Share Units and all other rights, benefits or interests in this Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

No Right to Service

4.3 Neither participation in this Plan nor any action under this Plan will be construed to give any Eligible Person or Recipient a right to be retained in the service or to continue in the employment of the Company or any Related Entity, or affect in any way the right of the Company or any Related Entity to terminate his or her employment at any time.

Successors and Assigns

4.4 This Plan will enure to the benefit of and be binding upon the respective legal representatives of the Eligible Person.

Plan and Restricted Share Unit Amendment

4.5 Subject to any necessary approvals of the Stock Exchange, the Board may amend this Plan as it deems necessary or appropriate, subject to the requirements of applicable laws, but no amendment will, without the consent of the Recipient or unless required by law, adversely affect the rights of a Recipient with respect to Restricted Share Units to which the Recipient is then entitled under this Plan.

Plan Termination

4.6 The Board reserves the right, in its sole discretion, to amend, suspend or terminate this Plan or any portion thereof at any time, subject to and in accordance with applicable legislation and Stock Exchange rules and policies, without obtaining the approval of shareholders. Notwithstanding the foregoing, the Corporation shall be required to obtain Disinterested Shareholder approval for any amendment related to:

- (a) the number or percentage of issued and outstanding Shares available for grant under this Plan;
- (b) a change in the method of calculation of redemption of Restricted Share Units held by Eligible Persons; and
- (c) an extension to the term for redemption of Restricted Share Units held by Eligible Persons.

4.7 In no event will a termination of this Plan accelerate the vesting of Restricted Share Units or the time at which a Recipient would otherwise be entitled to receive any payment in respect of Restricted Share Units hereunder.

4.8 Subject to Stock Exchange rules and policies, without limiting the generality of the foregoing, the Board may make the following amendments to this Plan, without obtaining shareholder approval:

- (a) amendments to the terms and conditions of this Plan necessary to ensure that this Plan complies with the applicable regulatory requirements, including the rules of the Stock Exchange;
- (b) amendments to the provisions of this Plan respecting administration of this Plan;
- (c) amendments to the provisions of this Plan to clarify existing provisions that do not have the effect of altering the scope, nature and intent of such provisions;
- (d) amendments to the provisions of this Plan respecting the terms and conditions on which Restricted Share Units may be granted pursuant to this Plan, including the provisions relating to the payment of the Restricted Share Units; and

- (e) amendments to this Plan that are ministerial or administrative.

Governing Law

4.9 This Plan and all matters to which reference is made in this Plan will be governed by and construed in accordance with the laws of Ontario and the federal laws of Canada applicable therein.

Reorganization of the Company

4.10 The existence of this Plan or Restricted Share Units will not affect in any way the right or power of the Company or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, or to create or issue any bonds, debentures, Shares or other securities of the Company or to amend or modify the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Company, or any amalgamation, combination, merger or consolidation involving the Company or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

No Shareholder Rights

4.11 Restricted Share Units are not considered to be Shares or securities of the Company, and a Recipient who is issued Restricted Share Units will not, as such, be entitled to receive notice of or to attend any shareholders' meeting of the Company, nor entitled to exercise voting rights or any other rights attaching to the ownership of Shares or other securities of the Company, and will not be considered the owner of Shares by virtue of such issuance of Restricted Share Units.

No Other Benefit

4.12 No amount will be paid to, or in respect of, a Recipient under this Plan to compensate for a downward fluctuation in the Fair Market Value or price of a Share, nor will any other form of benefit be conferred upon, or in respect of, a Recipient for such purpose.

Unfunded Plan

4.13 For greater certainty, this Plan will be an unfunded plan, including for tax purposes and for purposes of the *Employee Retirement Income Security Act* (United States). Any Recipient to which Restricted Share Units are credited to his or her account or holding Restricted Share Units or related accruals under this Plan will have the status of a general unsecured creditor of the Company with respect to any relevant rights that may arise thereunder.

SCHEDULE A

FORM OF RESTRICTED SHARE UNIT AGREEMENT

Nutritional High International Inc. (the "**Corporation**") hereby confirms the grant to the undersigned Recipient of Restricted Share Units ("**RSUs**") described in the table below pursuant to the Corporation's Restricted Share Unit Plan (the "**Plan**"), a copy of which Plan has been provided to the undersigned Recipient.

No. of RSUs	Trigger Date	Expiry Date

[include any specific/additional vesting period or Performance Conditions]

In consideration of the grant of the RSUs pursuant to the Plan (the receipt and sufficiency of which are hereby acknowledged), the Recipient hereby agrees and confirms that:

1. The Recipient has received a copy of the Plan, has read and understands the Plan and will abide by its terms and conditions, which terms and conditions include the right of the Corporation to amend or terminate the Plan or any of its terms and to determine vesting and other matters in respect of an RSU.
2. The Recipient acknowledges and agrees that this Agreement amends and restates in its entirety, and supersedes, any and all agreements, commitments and understandings between the Corporation and the Recipient with respect to the grant of restricted share units of the Corporation prior to the date hereof.
3. The Recipient recognizes that (A) during the period between the Grant Date and the Trigger Date, the value of the RSUs and any Shares issuable in respect thereof may be subject to a number of factors; and (B) the Corporation accepts no responsibility for any fluctuations in the value of the RSUs or any Shares issuable in respect thereof.
4. The Recipient accepts and consents to and shall be deemed conclusively to have accepted and consented to, and agreed to be bound by, the provisions and all terms of the Plan and all *bona fide* actions or decisions made by the Board or any person to whom the Board may delegate administrative duties and powers in relation to the Plan, which terms and consent shall also apply to and be binding on the legal representatives, permitted assigns, beneficiaries and successors of the Recipient.
5. The Recipient will not make any claim under any consulting, employment or other agreement for any rights or entitlement under the Plan or damages in lieu thereof except as expressly provided in the Plan.
6. The Recipient represents and warrants to, and covenants with, the Corporation (and agrees to execute an instrument in a form acceptable to the Corporation confirming the following, if so requested by the Corporation) that if you are or become a resident of the United States of

America, that you:

- (a) will acquire any shares upon the redemption of your RSUs as an investment and not with a view to distribution;
 - (b) undertake not to offer or sell or otherwise dispose of the common shares issuable in respect of the RSUs unless such shares are subsequently registered under the Securities Act of 1933 (United States), as amended, or an exemption from registration is available;
 - (c) consent to the placing of a restrictive legend on any share certificates issued to you should such be necessary in order to comply with securities laws and stock exchange rules applicable to you and/or the Corporation; and
 - (d) acknowledge that securities laws applicable to you and/or the Corporation may require you to hold any shares issued to you for a certain period prior to resale thereof.
7. You acknowledge that neither the Corporation nor its affiliates or associates (as such term is defined in the *Securities Act* (Ontario), "**Associates**"), nor their respective advisors, assume any responsibility in regards to the tax consequences that participation in the Plan, issuance of RSUs hereunder and/or the vesting and redemption thereof will have for the Recipient and the Recipient is urged to consult his or her own tax advisors in such regard.
 8. You acknowledge that you are solely liable for any taxes or penalties which may be payable pursuant to the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or to the Canada Revenue Agency under the *Income Tax Act* (Canada) or any other taxing authority in respect of the grant, vesting or settlement of the RSUs (including any taxes or penalties that may arise under Section 409A of the Code) and agree to make arrangements satisfactory to the Corporation for the payment of cash to the Corporation sufficient to satisfy any income or employment taxes in respect of the grant, vesting or delivery of the RSUs or any shares issuable in respect thereof, and provided further that the delivery of common shares and/or cash, as applicable, pursuant to the vesting of the RSUs is contingent upon satisfaction of applicable withholding requirements and applicable taxes may be withheld from any payments due to you, including such payment in settlement of the RSUs.
 9. You agree that you will, at all times, act in strict compliance with applicable laws and all policies of the Corporation applicable to you in connection with the Plan and the RSUs, which applicable laws and policies shall include, without limitation, those governing "insiders" and "reporting issuers" as those terms are defined in applicable securities laws.
 10. You confirm and acknowledge that you have not been induced to enter into this Restricted Share Unit Award Agreement or acquire any RSUs by expectation of employment or continued employment with the Corporation or any of its Affiliates or Associates.
 11. You agree and consent to the Corporation:
 - (a) collecting your Personal Information (as hereinafter defined) for the purposes of this Agreement;
 - (b) retaining the Personal Information for as long as permitted or required by applicable law or business practices; and

- (c) providing to various governmental and regulatory authorities, as may be required by applicable laws, including securities laws, stock exchange rules, and the rules of the Investment Industry Regulatory Organization of Canada (IIROC), or to give effect to this agreement any Personal Information provided by you, including (a) the disclosure of Personal Information by the Corporation to the Stock Exchange including Personal Information contained in certain forms or for purposes as otherwise identified by the Stock Exchange. "**Personal Information**" means any information about an identifiable individual.
12. To the extent applicable, the grant of the RSUs are intended to be exempt from the requirements of Section 409A of the Code and applicable regulations and guidance under the statute and shall be construed and interpreted to be exempt from Section 409A; provided however, that the Corporation does not guarantee the tax result of participation in the Plan.
13. The grant of the RSUs and the issuance/and or delivery of the common shares and/or cash issuable in respect thereof are subject to the terms and conditions of the Plan (as modified or varied by this Agreement), all of which are incorporated into and form an integral part of this Agreement.
14. This Agreement shall enure to the benefit of and be binding upon the Corporation and the Recipient and their respective successors (including any successor by reason of amalgamation), transferees, permitted assigns, legal representatives and beneficiaries, as applicable.
15. This Agreement, the grant of the RSUs hereunder and under the Plan, and the vesting and redemption of the RSUs and delivery of the Shares issuable in respect thereof shall be, as applicable, governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein without regard to principles of conflicts of laws that would impose the laws of another jurisdiction. The Courts of the Province of Ontario shall have the exclusive jurisdiction to hear and decide any disputes or other matters arising herefrom. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Plan.
16. In the event of any conflict or inconsistency between the provisions of this Agreement and the Plan, the provisions of this Agreement shall govern and rank paramount.
17. Any terms used herein but not otherwise defined shall have the meaning ascribed thereto in the Plan.

[signature page follows]

The Company and the undersigned Recipient hereby confirm that the undersigned Recipient is a bona fide Employee or Consultant as the case may be.

DATED _____, 20____.

NUTRITIONAL HIGH INTERNATIONAL INC.

Per: _____ Authorized Signatory

DATED _____, 20____.

Witness
(Signature)

Recipient's Signature

Name (please print)
Address

Name of Recipient (please print)

City, Province

Occupation

SCHEDULE "C"
CHANGE OF AUDITOR PACKAGE

NUTRITIONAL HIGH INTERNATIONAL INC.

Notice of Change of Auditor

Pursuant to NI 51-102 (Part 4.11)

To: **Ontario Securities Commission**
Alberta Securities Commission
British Columbia Securities Commission
Autorité des marchés financiers

And to: **Davidson & Company LLP**
RSM Canada LLP

Re: **Notice of Change of Auditor**

TAKE NOTICE THAT:

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, Nutritional High International Inc. (the "Company") advises that effective July 11, 2018, (the "Effective Date"), RSM Canada LLP (the "Former Auditors") have resigned, as the auditors of the Company, and that Davidson & Company LLP (the "Successor Auditors") have been appointed as the Company's auditors in their place.

The resignation of the Former Auditors and the appointment of the Successor Auditor was approved by the Company's Board of Directors. The Company will ask that the shareholders of the Company ratify the appointment of Davidson & Company LLP at the next annual meeting of the shareholders of the Company.

There have been no reservations in the Former Auditor's reports in connection with the audits of the two most recently completed fiscal years.

There are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in National Instrument 51-102.

Dated this 11th day of July, 2018.

Nutritional High International INC.

/s/ Jim Frazier

Name: Vernon Jim Frazier

Title: Director & Chief Executive Officer

July 16, 2018

British Columbia Securities Commission

PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission

20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Alberta Securities Commission

600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

Autorité des marchés financiers

800, square Victoria, 22e étage C.P.
246, tour de la Bourse
Montréal, Québec
H4Z 1G3

Dear Sirs / Mesdames:

Re: Nutritional High International Inc. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated July 11, 2018 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Professional Accountants

cc: Canadian Securities Exchange; OTC Bulletin Board





RSM Canada LLP

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

July 17, 2018

Attention: Statutory Filings

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Autorité des marchés financiers

Dear Sirs:

**Re: Nutritional High International Inc. (the “Company”)
Notice of Change of Auditor Pursuant to NI 51-102**

We have read the Notice of Change of Auditor dated July 11, 2018 from the Company (the “Notice”), delivered to us in accordance with National Instrument 51-102 and, based on our knowledge of the information at this time, we agree with each statement contained in the Notice.

Yours very truly,

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING