

NUTRITIONAL HIGH INTERNATIONAL INC.

77 King Street West, Suite 2905,
Toronto, Ontario, Canada M5K 1H1

NOTICE OF MEETING OF DEBENTUREHOLDERS

NOTICE IS HEREBY GIVEN that a meeting (the "**Meeting**") of the holders (the "**Debentureholders**") of the 10% senior unsecured convertible debentures due March 14, 2021 (the "**Debentures**") of **NUTRITIONAL HIGH INTERNATIONAL INC.** (the "**Company**") will be held at the offices of the Company Suite 2905 – 77 King Street West, Toronto, Ontario, on October 8, 2020 at the hour of 10:00 a.m. (Toronto time), for the following purposes:

1. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the "**Extraordinary Resolution**") in the form attached as Appendix "A" to the accompanying management information circular (the "**Circular**") accompanying this Notice of Meeting of Debentureholders, approving certain amendments (more particularly described in the Circular) to the trust indenture between the Company and AST Trust Company (the "**Trustee**") dated March 14, 2018 (the "**Indenture**"), and authorizing the Company and the Trustee to execute a supplemental indenture giving effect to such amendments;
2. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Meeting of Debentureholders.

The Extraordinary Resolution will become binding on all Debentureholders if it is approved:

- At the Meeting, by the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Meeting, or any adjournment thereof; or
- In writing, by the holders of at least 66⅔% of the outstanding principal amount of the Debentures.

Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting in person. If the Extraordinary Resolution is validly approved by the Debentureholders in writing prior to the date of the Meeting, the Meeting will be cancelled and will not proceed. In such event, the Company will issue a press release notifying Debentureholders that the Meeting has been cancelled.

The Board of Directors has established the close of business on September 8, 2020 as the record date for the Debentureholders' Meeting (the "**Record Date**"). Only Debentureholders of record at the close of business on the Record Date will be entitled to notice of the Meeting or any adjournment thereof and to vote at the Meeting. No Debentureholder becoming a Debentureholder of record after such time will be entitled to vote at the Meeting or any adjournment thereof.

Certain of the Debentures have been issued in and the form of global certificates registered in the name of CDS & Co. and, as such for these Debentures, CDS & Co. is the registered Debentureholder. Only registered Debentureholders, or their duly appointed proxyholders, have the right to vote at the Debentureholder Meeting, or to appoint or revoke a proxy. In connection with Debentures held in the name of CDS & Co., CDS & Co., or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the beneficial Debentureholders. Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Meeting to permit their broker or other nominee to instruct CDS & Co., or its duly appointed proxyholders, as to how to vote their Debentures at the Meeting.

DATED at Toronto, Ontario, this 17th day of September, 2020.

BY ORDER OF THE BOARD

"Adam Szweras" (signed)

Adam Szweras, Chairman