

NUTRITIONAL HIGH INTERNATIONAL INC.
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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**") will be held at 77 King Street West, Suite 2905, Toronto Ontario on Thursday, October 22, 2020, at 10:00 a.m. (Toronto time), for the following purposes:

- (1) to receive the consolidated financial statements of the Corporation for its fiscal years ended July 31, 2018 and July 31, 2019, 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, to pass, with or without variation, a special resolution (the "**Share Consolidation Resolution**"), the full text of which is set forth in the accompanying information circular and incorporated herein by reference, authorizing the consolidation of the common shares of the Corporation (the "**Common Shares**") on up to a twenty (20) old Common Shares for one (1) new Common Share (20:1) basis at the discretion of the board of directors; 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**") accompanying 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 the distribution of information circulars and annual financial statements (collectively, the "**Proxy-Related Materials**") to registered and beneficial Shareholders online instead of paper copies. Please refer to the "*Notice and Access*" section of this Circular for information regarding how to access the Proxy-Related Materials and obtain paper copies of the Proxy-Related Materials.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited at the office of the registrar and transfer agent of the Corporation, AST Trust Company at 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, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

While as of the date of this Notice, the Corporation intends to hold the Meeting in a physical face-to-face format, the Corporation is continuously monitoring the current COVID-19 outbreak. In light of the rapidly evolving news, guidelines and requirements related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders and proxyholders follow, among other things, the instructions of the Public Health Agency of Canada and any applicable additional provincial and local instructions, guidelines and requirements. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Circular, the form of proxy or other materials provided by an intermediary.**

The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. The Corporation does not intend to prepare or mail an amended Notice and/or Circular in the event of changes to the Meeting date or format.

As provided in the *Canada Business Corporations Act*, the directors have fixed a record date of September 8, 2020. Accordingly, persons who are registered as Shareholders on the books of the Corporation at the close of business on September 8, 2020, 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.

DATED at Toronto, Ontario this 8th day of September, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Adam Szweras"

Name: Adam Szweras
Title: Chairman of the Board