

NUTRITIONAL HIGH INTERNATIONAL INC.
Suite 2905, 77 King Street West, Toronto, Ontario, M5K 1H1
Telephone: 416-840-3798 Fax: 416-765-0029
www.nutritionalhigh.com

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 Wednesday, September 29, 2021, 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 July 31, 2020 and 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 full text of which is set forth in the management proxy circular of the Corporation dated August 17, 2021 accompanying this notice (the "**Circular**"), authorizing an amendment to the articles of the Corporation to establish a class of multiple voting shares and to change the name of the common shares of the Corporation to "subordinate voting shares";
- (5) to consider, and if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Circular, authorizing the change in the name of the Corporation to "High Fusion Inc.", or such other name as the board of directors of the Corporation may, in its sole discretion, determine to be appropriate;
- (6) to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Circular, authorizing the adoption of a new restricted share unit plan of the Corporation; and
- (7) 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

This year, as described in the notice and access notification mailed to Shareholders of the Corporation, the Corporation has decided to deliver the Meeting materials to Shareholders by posting the Meeting materials on the following website: www.nutritionalhigh.com (the "**Website**"). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. The Meeting materials will be available on the Website as of the day of mailing which is currently scheduled for August 30, 2021, and will remain on the Website for one full year thereafter. The Meeting materials will also be available on SEDAR at www.sedar.com. Shareholders should review the Meeting materials before voting.

No Shareholders will receive paper copies of the Meeting materials unless they specifically request paper copies. Instead all Shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call AST Trust Company (Canada) ("**AST**") at 1-888-433-6443 within North America or 1-416-682-3801 outside North America, or send an email to fulfilment@astfinancial.com. In order to receive a paper copy in time to vote before the Meeting, your request should be received by September 17, 2021.

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 at Attention: Proxy Department by email to proxyvote@astfinancial.com or via fax to 1-866-781-3111 (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.

To vote by internet, 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 on 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.

You may also vote by telephone by calling 1-888-489-5760 (toll-free in Canada and the United States) from a touch-tone phone and following the instructions. You will be prompted to enter your control number which is located on the proxy. Please note that you cannot appoint anyone other than the directors and officers named on your proxy form as your proxyholder if you vote by telephone.

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 August 17, 2021. Accordingly, persons who are registered as Shareholders on the books of the Corporation at the close of business on August 17, 2021, 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 17th day of August, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Adam Szweras"

Name: Adam Szweras
Title: Chairman of the Board