

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Filed pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues.

1. Security and Reporting Issuer

1.1 Designation of securities to which this report relates and the name and address of the head office of the issuer of the securities. '

Aura Health Inc. (the "Issuer")
2905 - 77 King Street West
Toronto, Ontario M5K 1A2

This report relates to common shares of the Issuer.

1.2 Name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The acquiror's conversion of a USD\$120,000 promissory note plus interest for 4,028,272 Units of the Issuer. Each Unit is comprised of 1 common share and one-half of one common share purchase warrant of the Issuer.

Further, the acquiror exercised 2,014,136 common share purchase warrants in the capital of the Issuer, resulting in an acquisition of an aggregate of 6,042,408 common shares of the Issuer triggered the requirement to file this report (the "**Transactions**").

2. Identity of the Acquiror

2.1 State the name and address of the acquiror.

Nutritional High International Inc. ("**NHII**")
77 King Street West, Suite 2905
Toronto, Ontario M5K 1H1

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 7, 2018, and as a result of the Transactions, NHII acquired an additional 6,042,408 common shares of the Issuer, representing an aggregate holding of 8,953,115 common shares or 28.93% of issued and outstanding common shares of the Issuer. As a result of the Transactions, NHII increased its shareholdings of the Issuer by greater than 2%, requiring this filing under National Instrument 61-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

2.3 State the names of any joint actors.

Not applicable.

3. Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquirer's securityholding percentage in the class of securities.

Prior to the Transactions that triggered the requirement to file this report NHII held 2,910,707 common shares, representing 11.97% of the then issued and outstanding common shares of the Issuer.

Following the Transactions that triggered the requirement to file this report NHII held 8,953,115 common shares, representing 28.93% of the current issued and outstanding common shares of the Issuer.

3.2 State whether the acquirer acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

NHII acquired beneficial ownership of and control and direction over 6,042,408 common shares of the Issuer, thereby triggering the requirement to file this report. See Item 2.2 and Item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

NHII converted a USD\$120,000 promissory note held by the Issuer to 4,028,272 Units of the Issuer. Each Unit is comprised of 1 common share and one-half of one common share purchase warrants.

3.4 State the designation and number or principal amount of securities and the acquirer's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the Transactions that triggered the requirement to file this report, NHII had beneficial ownership of and control and direction over 2,910,707 common shares, representing 11.97% of the then issued and outstanding common shares of the Issuer.

Following the Transactions that triggered the requirement to file this report, NHII had beneficial ownership of and control and direction over 8,953,115 common shares, representing 28.93% of the issued and outstanding common shares of the Issuer.

3.5 Designation and number or principal amount of securities and the acquirer's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the offeror, either alone or together with any joint actors, has ownership and control;

See Item 2.2 and Item 2.3 above.

(b) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor;

See Item 2.2 and Item 2.3 above.

(c) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquirer or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquirer or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquirer or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquirer's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

4. Consideration Paid

4.1 The value, in Canadian dollars, of any consideration paid or received per security and in total.

The deemed consideration received by NHII pursuant to the Transactions was approximately C\$352,474.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that representing a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 1.2, Item 2.2 and Item 4.1 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

5. Purpose of the Transaction State

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

Not applicable.

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

Not applicable.

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

Not applicable.

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

Not applicable.

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

Not applicable.

(f) a material change in the reporting issuer's business or corporate structure;

Not applicable.

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

Not applicable.

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

Not applicable.

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

Not applicable.

(j) a solicitation of proxies from securityholders; (k) an action similar to any of those enumerated above.

Not applicable.

NHII has no current intention of increasing its ownership of, or control or direction over, additional securities of the Issuer. NHII reviews its holdings from time to time and may increase or decrease its position as future circumstances may dictate.

6. Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer.

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included

Not applicable.

7. Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 10th day of December, 2018.

NUTRITIONAL HIGH INTERNATIONAL INC.

/s/ Jim Frazier

Per: _____

Jim Frazier, Chief Executive Officer
Authorized Signing Officer