

AURA HEALTH INC.

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE is hereby given that the annual and special meeting (the "**Meeting**") of **AURA HEALTH INC.** (the "**Company**"), will be held at the offices of Fogler, Rubinoff LLP, 30th floor, 77 King Street West, Toronto, Ontario, M5K 1G8, on Thursday, October 3, 2019 at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive and consider the audited financial statements for the financial year ending December 31, 2018, together with the auditor's report thereon;
2. To approve a special resolution fixing the number of directors for the ensuing year at six (6);
3. To elect directors to hold office until the next annual general meeting of the Company;
4. To re-appoint MNP LLP, Chartered Professional Accountants as auditor of the Company, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
5. To consider, and if deemed advisable, to approve, with or without variation, a special resolution authorizing an amendment of the articles of the Company providing for a change of name of the Company, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Name Change" in the accompanying Management Information Circular;
6. To consider, and if deemed advisable, to approve, with or without variation, a special resolution authorizing the directors to fix the number of directors between the minimum and the maximum, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Board Size" in the accompanying Management Information Circular;
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the notes.

As stated in the notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholders are directors and/or officers of the Company, or nominees selected by management. You may appoint another person to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 27th day of August 2019.

" Daniel Cohen"

Daniel Cohen
Chief Executive Officer

AURA HEALTH INC.
Suite 2905 – 77 King Street West
Toronto, Ontario M5K 1H1
Tel: (416) 840-3798

INFORMATION CIRCULAR

(containing information as at August 27, 2019, unless otherwise stated)

SOLICITATION OF PROXIES

This Information Circular (this “Circular”) is furnished in connection with the solicitation of proxies by the management (the “Management”) of AURA HEALTH INC. (the “Company”), for use at the annual and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Company to be held on October 3, 2019, at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. The solicitation will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

Management does not intend to pay for intermediaries to forward to objecting beneficial owners under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* this Circular and related Meeting materials, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive these materials unless the objecting beneficial owner’s intermediary assumes the cost of delivery.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed proxy (the “**Proxy**”) are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for and on behalf of the Shareholder at the Meeting other than the persons named in the enclosed Proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the enclosed Proxy and insert the name of the Shareholder’s nominee in the blank space provided, or complete another instrument of proxy.**

A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer. A proxy will not be valid unless it is deposited with the Company's registrar and transfer agent, Capital Transfer Agency (“**Capital Transfer**”), at 390 Bay Street, Suite 920 Toronto, Ontario, M5H 2Y2, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or adjournment thereof.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer, and deposited with Capital Transfer at the address indicated in the preceding paragraph, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the persons named in the enclosed Proxy will do so in accordance with such direction. **In the absence of any instruction in a proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.**

The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the enclosed Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “**Ordinary Resolution**”) unless the motion requires a “**Special Resolution**”, in which case a majority of not less than two thirds of

the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

Subject to applicable laws, the only shareholders entitled to vote at the Meeting are those whose names have been entered into the Company's register as holders of common shares (each, a "**Registered Shareholder**"). However, the shares of the majority of the Company's shareholders are not held in their own name, but rather are registered in the name of nominee accounts (the "**Non-Registered Shareholders**"), usually The Canadian Depository for Securities Limited ("**CDS**"). CDS acts as clearing agent for brokers and other intermediaries (the "**Intermediaries**") who, in turn, act on behalf of the holders of the Company's shares.

As a result, Non-Registered Shareholders can only exercise their rights as beneficial owners of voting shares through CDS or a participant in the CDS depository service. This means that in order for Non-Registered Shareholders to exercise their rights to vote their shares at the Meeting, they must provide voting instructions to the Registered Shareholder.

If Non-Registered Shareholders wish to vote their shares, they must carefully review and follow the voting instructions provided by their Intermediary.

Delivery of Voting Instructions by Non-Registered Shareholders

Applicable regulatory policies require Intermediaries to seek voting instructions from Non-Registered Shareholders in advance of shareholder meetings. Each Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Non-Registered Shareholders in order to ensure their shares are voted at the Meeting. Generally, Non-Registered Shareholders who receive meeting materials will be given either:

- (a) a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of the Company's shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. This form of proxy need not be signed by the Non-Registered Shareholder. In this case, the Non-Registered Shareholder who wishes to submit a proxy should complete the rest of the form of proxy and deliver the proxy in accordance with the instructions provided by the Intermediary; or
- (b) a voting instruction form which must be completed and signed by the Non-Registered Shareholder in accordance with the directions on the voting instruction form and returned to the Intermediary or its service company. In some cases, the completion of the voting instruction form by telephone, the internet or facsimile is permitted.

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares that they beneficially own. These procedures do not permit a Non-Registered Shareholder to vote shares in person at the Meeting.

Voting in Person by Non-Registered Shareholders

A Non-Registered Shareholder who receives a form of proxy or a voting instruction form and wishes to vote at the Meeting in person should, in the case of a form of proxy, strike out the names of the persons designated in the form of proxy and insert the Non-Registered Shareholder's name in the blank space provided or, in the case of a voting instruction form, follow the corresponding directions on the form. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or executive officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**") without par value, each share carrying the right to one vote, of which 83,302,274 Common Shares are issued and outstanding as at August 27, 2019 (the "**Record Date**"). The Company has no other classes of shares.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and senior officers of the Company, no person holds, directly or indirectly, or exercises control or direction, over more than 10% of the issued and outstanding Common Shares of the Company other than: (i) FSD Pharma Inc. which holds 13,562,287 common shares that represent approximately 16.28% of the issued and outstanding common shares (calculated on a non-diluted basis)

STATEMENT OF EXECUTIVE COMPENSATION

Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6 be included in this Information Circular. Form 51-102F6 prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6 provides that compensation disclosure must be provided for the Chief Executive Officer and the Chief Financial Officer of an issuer and each of the three most highly compensated executive officers whose total compensation exceeds \$150,000. Based on those requirements, the executive officers of the Company for whom disclosure is required under Form 51-102F6 are Mr. Daniel Cohen, its CEO (appointed August 16, 2018), Mr. Chris Carl, its former President and CEO (resigned August 16, 2018) and Mr. Keith Li, its CFO, and such individuals are collectively referred to as the "Named Executive Officers".

Definitions

For the purpose of this Information Circular:

- (i) "**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (ii) "**CFO**" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;
- (iii) "**closing market price**" means the price at which the company's security was last sold, on the applicable date,
 - (i) in the security's principal marketplace in Canada, or
 - (ii) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;
- (iv) "**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (v) "**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;
- (vi) "**external management company**" includes a subsidiary, affiliate or associate of the external management company;
- (vii) "**grant date**" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

- (viii) "**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;
- (ix) "**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan;
- (x) "**NEO**" or "**named executive officer**" means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;
 - (iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
 - (iv) each individual who would be a NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;
- (xi) "**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;
- (xii) "**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features;
- (xiii) "**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;
- (xiv) "**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;
- (xv) "**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

NEO Compensation Discussion and Analysis

The objective of the Company's compensation strategy is to provide adequate levels of base compensation for its NEOs as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives. Each NEO receives a base salary in recognition of the position's day-to-day duties and responsibilities, which constitutes the largest share of the NEO's compensation package. The Board of Directors (the "**Board**") reviews each NEO's base salary on an annual basis, and may also consider a NEO's qualifications, experience, length of service and past contributions in determining a NEO's base salary.

The Board may also set, throughout the year, discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Company's financial performance. NEOs are also eligible to participate in the Company's stock option plan (the "**Option Plan**") and receive grants of stock options thereunder.

Option-Based Awards

The Option Plan is used to attract, retain and incentivize qualified and experienced personnel. The Option Plan is an important part of the Company's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "**eligible persons**"), permitting them to participate in any appreciation of the market value of the Company's common shares over a stated period of time. The Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Company's long-term growth, performance and success as well as increasing shareholder value. The Board reviews the grant of stock options to NEOs from time to time, based on various factors such as the

NEO's level of responsibility and role and importance in the Company achieving its corporate goals, objectives and prospects. Previous grants of options are taken into account when considering new grants of stock options to NEOs.

A summary of the material provisions of the Option Plan are as follows:

- the Option Plan reserves, for issue pursuant to stock options, a maximum number of common shares equal to 10% of the outstanding common shares of the Company from time to time, with no mandatory vesting provisions;
- the number of common shares reserved for issue to any one person in any 12 month period under the Option Plan may not exceed 5% of the outstanding common shares at the time of grant without disinterested shareholder approval;
- the number of common shares reserved for issue to any consultant in any 12 month period under the Option Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the aggregate number of common shares reserved for issue to any person conducting investor relations activities in any 12 month period under the Option Plan may not exceed 2% of the outstanding common shares at the time of grant;
- options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any 3 month period;
- stock options may have a term not exceeding ten years;
- if a participant who is an officer, employee or consultant is terminated for cause, each Option held by such participant shall terminate upon such termination for cause. If a participant dies prior to otherwise ceasing to be an eligible person, each Option held by such participant shall terminate no later than the earlier of the expiry date and the date which is twelve months after the date of death, provided that the Board may, in its discretion, extend the date of such termination to a date not exceeding the earlier of the expiry date of the Option and the date that is twelve months after the participant's death. If a participant ceases to be an eligible person other than by death or termination for cause, each Option held by such participant shall terminate no later than the expiry date and the date which is 30 days after such event, provided that the Board may, in its discretion, extend the date of such termination to a date not exceeding the earlier of the expiry date of the Option and the date that is twelve months after the participant ceases to be an eligible person. If any portion of an Option is not vested at the time a participant ceases to be an eligible person, such unvested portion of the option may not be exercised, provided that the Board may, in its discretion and subject to the approval of the CSE, permit the participant to exercise all or any part of such unvested portion of the Option that would have vested prior to the time such Option otherwise terminates;
- stock options are non-assignable and non-transferable;
- the Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the common shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization; and

in connection with the exercise of an option, as a condition to such exercise, the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option.

The Company has no equity compensation plans other than the Option Plan.

Use of Financial Instruments

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

NEO Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the NEOs during the three most recently completed financial year(s) in which they were acting in the capacity of a NEO.

Name and principal position (a)	Year ⁽¹⁾ (b)	Salary ⁽²⁾ (\$) (c)	Share based awards (\$) (d)	Option based awards ⁽⁷⁾ (\$) (e)	Non-equity incentive plan compensation		Pension value (g)	All other compensation (h)	Total compensation (i)
					(f)				
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Daniel Cohen ⁽²⁾⁽³⁾ CEO	2018	45,000	n/a	46,588	n/a	n/a	n/a	n/a	91,588
	2017	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2016	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Chris Carl ⁽⁴⁾ Former President, CEO and Director	2018	15,000	n/a	n/a	n/a	n/a	n/a	n/a	15,000
	2017	131,500	n/a	n/a	n/a	n/a	n/a	n/a	131,500
	2016	24,000	n/a	13,000	n/a	n/a	n/a	n/a	37,000
Keith Li ⁽⁵⁾⁽⁶⁾ CFO	2018	66,050	n/a	1,813	n/a	n/a	n/a	n/a	67,863
	2017	4,087	n/a	n/a	n/a	n/a	n/a	n/a	4,087

Notes:

- (1) Fiscal year ended December 31.
- (2) Mr. Cohen was appointed to the position of CEO on August 16, 2018
- (3) The Salary for Mr. Cohen is paid pursuant to consulting agreements by way of consulting fees.
- (4) Mr. Carl resigned on August 16, 2018 as CEO. Mr. Carl was paid pursuant to consulting agreements by way of consulting fees.
- (5) Mr. Li was appointed to the position of CFO on December 11, 2017.
- (6) The Salary for Mr. Li is paid by Branson Corporate Services Inc. ("Branson") pursuant to the Branson Agreement (as defined below). See "Executive Compensation – Termination and Change of Control Benefits and Management Contracts."
- (7) Deemed fair value of options granted and vested during the fiscal year, based on the Black-Scholes-Merton model. See audited annual financial statements for the respective fiscal year for the underlying assumptions with respect to options granted in that year.

NEO Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting each NEO's share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date dd/mm/yy (d)	Value of unexercised in-the-money-options ⁽¹⁾ (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)	Market or payout value of vested share-based awards not paid out or distributed (\$) (h)
Daniel Cohen	250,000	0.31	24/09/21	Nil	n/a	n/a	n/a
Keith Li	50,000	0.10	16/08/20	Nil	n/a	n/a	n/a

Notes:

(1) Based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Canadian Securities Exchange (the "Exchange") on the last day of the financial year ended December 31, 2018, being \$0.25.

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets out certain information respecting the value of each NEO's share-based and option-based awards that became vested or were earned during the most recently completed financial year.

Name	Option-based awards –Value vested during the year ⁽¹⁾ (\$)	Share-based awards –Value vested during the year (\$)	Non-equity incentive plan compensation –Value earned during the year (\$)
Daniel Cohen	250,000	n/a	n/a
Keith Li	50,000	n/a	n/a

Notes:

(1) For options that became vested during the financial year ended December 31, 2018 and were in-the-money on their vesting date, based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Exchange on the vesting date.

NEO Termination and Change of Control Benefits

There are no provisions in any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in the Company or a change in the NEO's responsibilities other than in the agreement between the Company and 7725434 Canada Inc., a corporation owned by Mr. Daniel Cohen. Pursuant to the terms of this agreement, 7725434 Canada Inc., provides the services of Mr. Daniel Cohen as the Company's Chief Executive Officer. This agreement provides that the Company may terminate the engagement without cause with two months' written notice. Furthermore, the agreement provides that in the event of a Change of Control Event, 7725434 Canada Inc., shall be paid an amount equal to two times the monthly fees payable under the agreement. For the purposes of the agreement a "Change of Control Event" shall be deemed to have occurred when (a) a majority of the directors elected at any annual or special meeting of shareholders of the Company are not individuals nominated by the Company's then-incumbent board of directors; or (b) all or substantially all of the assets of the Company are transferred to another entity or (c) any person or group of persons acquires the ability, directly or indirectly through one or more intermediaries, to direct or cause the direction of the management and policies of the Company through: (i) any change in the registered holdings and/or beneficial ownership of the outstanding Common Shares which results in a Person, or group of Persons acting in concert, or any of their Affiliates, being in a position to exercise control of the Company. For the purposes of this Agreement, a person or combination of persons holding shares or other securities in excess of the number which, directly or following conversion thereof, would entitle the holders thereof to cast 50% or more of the votes attaching to all shares of the Company which may be cast to elect directors of the Company, shall be deemed to be in a position to affect materially the control of the Company; (ii) the merger, amalgamation, arrangement or other reorganization by the Company or the Company with another unrelated corporation; or (iii) the Company shall sell, option or otherwise transfer, including by way of the grant of a leasehold interest (or one or more of its subsidiaries shall sell, option or otherwise transfer, including by way of the grant of a leasehold interest), property or assets (A) aggregating more than 50% of the consolidated assets (measured by either book value or fair market value) of the Company and its subsidiaries as at the end of the most recently completed financial year of the Company or (B) which during the most recently completed financial year of the Company generated, or during the then current financial year of the Company are expected to generate, more than 50% of the consolidated operating income or cash flow of the Company and its subsidiaries, to any other person or persons (other than the Company or one or more of its subsidiaries). If a termination had occurred at December 31, 2018 7725434 Canada Inc. would have been entitled to a payment of \$20,000, under the above referenced provisions.

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets out certain information respecting the compensation paid to directors of the Company who were not NEOs during the Company's most recently completed financial year.

Name (a)	Fees earned (\$) (b)	Share-based awards (\$) (c)	Option-based awards (\$) (d)	Non-equity incentive plan compensation (\$) (e)	Pension value (\$) (f)	All other compensation (\$) (g)	Total (\$) (h)
David Posner	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Robert Schwartz	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Paul McClory	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Vernon (Jim) Frazier	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Chris Carl ⁽¹⁾	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Joel Freudman	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Jimmy Gravel	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

(1) Chris Carl resigned on August 16, 2018

Share-based Awards, Option-based Awards and Non-equity Incentive Plan Compensation

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, for the directors of the Company who were not NEOs.

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date dd/mm/yy (d)	Value of unexercised in-the-money options ⁽¹⁾ (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)	Market or payout value of vested share-based awards not paid out or distributed (\$) (h)
David Posner	260,000	\$0.10	16/08/2020	\$39,000	n/a	n/a	n/a
Robert Schwartz	220,000	\$0.10	16/08/2020	\$33,000	n/a	n/a	n/a
Paul McClory	220,000	\$0.10	16/08/2020	\$33,000	n/a	n/a	n/a
Vernon (Jim) Frazier	220,000	\$0.10	16/08/2020	\$33,000	n/a	n/a	n/a
Chris Carl ⁽²⁾	260,000	\$0.10	16/08/2020	\$39,000	n/a	n/a	n/a
Joel Freudman	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Jimmy Gravel	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

(1) Based on the difference between the exercise price of the option and the closing market price of the Company's common shares on the Exchange on the last day of the financial year ended December 31, 2018, being \$0.25.

(2) Chris Carl resigned on August 16, 2018

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets out certain information respecting the value of share-based and option-based awards that became vested or were earned during the most recently completed financial year, for the directors of the Company who were not NEO's.

Name	Option-based awards –Value vested during the year ⁽¹⁾ (\$)	Share-based awards –Value vested during the year (\$)	Non-equity incentive plan compensation –Value earned during the year (\$)
David Posner	Nil	n/a	n/a
Robert Schwartz	Nil	n/a	n/a
Paul McClory	Nil	n/a	n/a
Vernon (Jim) Frazier	Nil	n/a	n/a
Chris Carl (2)	Nil	n/a	n/a
Joel Freudman	Nil	n/a	n/a
Jimmy Gravel	Nil	n/a	n/a

AUDIT COMMITTEE DISCLOSURE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Information Circular as Schedule "A".

CORPORATE GOVERNANCE DISCLOSURE

The information required to be disclosed by National Instrument 58-101 - *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2018:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾ (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾ (excluding those in column (a)) (c)
Equity compensation plans approved by securityholders ⁽²⁾	2,250,000	\$0.16	857,257
Equity compensation plans not approved by securityholders ⁽³⁾	n/a	n/a	n/a
TOTAL	2,250,000	\$0.16	857,257

Notes:

(1) The foregoing information is presented as of December 31, 2018.

- (2) *Represents the Option Plan of the Company, which reserves a number of common shares equal to 10% of the then outstanding common shares from time to time, for issue pursuant to stock options.*

For further information on the Option Plan, refer to the heading "*Compensation Discussion and Analysis – Option Based Awards.*"

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this information circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102 none of:

- the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer of the Company;
- the proposed nominees for election as a director of the Company; or
- any associates of the foregoing persons,

is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein or in the notes to the Company's financial statements for the financial year ended December 31, 2018, none of:

- the Informed Persons of the Company;
- the proposed nominees for election as a Director of the Company; or
- any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

MANAGEMENT CONTRACTS

Branson Agreement

On December 9, 2016, Amy Stephenson was appointed the Chief Financial Officer of the Company, as the designated consultant to provide services of Chief Financial Officer through an agreement with Branson (the "Branson Agreement"). Pursuant to the Branson Agreement, Branson has agreed to provide a Chief Financial Officer, controllership and bookkeeping services, administrative services and general bank and back office services for a monthly fee of \$4,000 plus applicable taxes. Amy Stephenson was employed by Branson and was compensated by Branson. Ms. Stephenson resigned as the Chief Financial Officer of the Company on December 11, 2017 and was replaced by Mr. Keith Li. Keith Li is employed by Branson and is compensated by Branson. On August 1, 2018 the Branson agreement was revised to provide for a monthly fee \$7,500 plus applicable taxes. The Branson Agreement provides for a confidentiality clause and a non-competition clause.

7725434 Canada Inc., Consulting Agreement

The Company entered into a consulting agreement (the "Consulting Agreement") with 7725434 Canada Inc. (the "Contractor") and Daniel Cohen on August 16, 2018 pursuant to which Mr. Cohen provides the services of the Chief Executive Officer of the Company. The Consulting Agreement provides that the Contractor shall be paid a gross annual salary of \$120,000 (the "Base Salary"). In addition see "Statement of Executive Compensation - NEO Termination and Change of Control Benefits" for details regarding termination and change of control payments payable to the Contractor.

FINANCIAL STATEMENTS AND MEETING MATERIALS

The audited financial statements of the Company as at and for the year ended December 31, 2018 (the "Financial Statements"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon and the Company's Management Discussion and Analysis, are being mailed only to those Shareholders who are on the supplemental mailing list maintained by the Company's registrar and transfer agent. Copies of the Financial Statements, together with the Auditor's Report thereon and the Company's Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy will be available on the SEDAR website at www.sedar.com and at the Company's office at Suite 2905, 77 King Street West, Toronto Ontario M5K 1H1

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

I. Fixing Number of Directors and Election of Directors

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at six (6). Although management is nominating six (6) individuals to stand for election, the names of further nominees for director may come from the floor at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director. **The persons named in the enclosed Proxy intend to vote in favour of the election of the Management nominees herein listed, and in the absence of instructions to the contrary, the shares represented by Proxies and any other instruments of proxy will be voted for the management nominees herein listed.**

Each director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the articles of the Company.

Information Concerning Nominees Submitted By Management

The following table sets out required information regarding the persons nominated by management for election as a director. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

Name, Province and Country of ordinary residence⁽¹⁾, and positions held with the Company	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years⁽¹⁾	Date(s) serving as a Director	No. of shares beneficially owned or controlled⁽¹⁾
DAVID POSNER Director/Chairman of the Board ON, Canada	Chairman of the Board. Entrepreneur, Small Cap investor. 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. 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.	Since December 20, 2016	1,800,000 ⁽¹⁾
AL QUONG ^{(3 Chair) (4)} Director ON, Canada	Chief Financial Officer for the Fovere Group of Companies, from 2011 to present.	Since May 30, 2019	0
ROBERT SCHWARTZ ⁽³⁾⁽⁴⁾ Director ON, Canada	Principal at NML Holdings from 2002 to present. Serial entrepreneur for over 15 years. His expertise lies in manufacturing, global supply and distribution chain management. His background is in financial services related to micro and small cap companies (life science and logistics) leading expansion and M&A.	Since December 20, 2016	0

Name, Province and Country of ordinary residence ⁽¹⁾ , and positions held with the Company	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years ⁽¹⁾	Date(s) serving as a Director	No. of shares beneficially owned or controlled ⁽¹⁾
PAUL MCCLORY ⁽³⁾ Director England, United Kingdom	Entrepreneur - an international businessman who has spent the majority of his career developing new technologies to market take-off.	Since December 20, 2016	0
VERNON (JIM) FRAZIER ⁽³⁾ Director FL, United States of America	President and Chief Executive Officer of Nutritional High International Inc. ("NHII") from July 2016 to June 2019. Chief Operating Officer of NHII from April 2016 to July 2016. President of Grimaldi Candy Company from 2013 to present. Senior VP Evans Group from 2010 to 20113	Since December 20, 2016	0
ALAIN DOBKIN ^(4 Chair) Director Israel	Co-Founder and Managing Partner of Spring Hill Partners from 2017 to present. Co-Founder and Managing Partner and Board Member of CEL Catalyst Fund from 2012 to 2017. Board Member of Tufin Software Technologies Ltd. (NYSE: TUFN) from 2013 to 2016. Board Member of Lamina Technologies SA from 2014 to 2016. Board Member of Harmon.ie from 2013-2016. Director of Investment Banking, Citigroup Global Markets 2000 to 2012.	Since March 26, 2019	0

(1) The information as to ordinary residence, principal occupation and number of common shares of the Company beneficially owned or controlled or directed, directly or indirectly, by the nominee director and his or her associates and affiliates, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.

(2) 325,000 of these shares are held by 1407535 Ontario Limited of which Mr. Posner is a beneficiary executor

(3) Member of the Audit Committee.

(4) Member of the Compensation Committee

Cease Trade Orders, Corporate And Personal Bankruptcies, Penalties And Sanctions

For purposes of the disclosure in this section, an "order" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to directors or executive officers of a relevant company that was in effect for a period of more than 30 consecutive days whether or not the proposed director was named in the order.

None of the proposed directors, including any personal holding company of a proposed director:

- (a) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer of the company; 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 a director, chief executive officer or chief financial officer of the company; or
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) 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;
- (c) has, within the 10 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;
- (d) 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 since December 31,

2000, or before December 31, 2000 if the disclosure of which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director, or

- (e) 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 securityholder in deciding whether to vote for a proposed director.

II. Appointment and Remuneration of Auditors

Management recommends the re-appointment of MNP LLP, Chartered Professional Accountants ("MNP") as the auditors for the Company, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board of Directors. The Company completed a reverse take-over with Aura Health Corp. on August 9, 2018. MNP was first appointed as auditors of Aura Health Corp. on December 23, 2016 and serve as the auditors of the Company following completion of the reverse take-over. **The persons named in the enclosed Proxy intend to vote in favour of such re-appointment, and in the absence of instructions to the contrary, the shares represented by Proxies and any other instruments of proxy will be voted for the re-appointment of MNP.**

III. Name Change

The Company is proposing to change its name to "**Pharmadrug Inc.**" or such other name as shall be acceptable to the Board and applicable regulatory authorities.

The Board recommends that shareholders vote for the adoption of the special resolution set out below (the "**Name Change Resolution**"). In order to be effective, the Name Change Resolution must be approved by the affirmative vote of not less than 66 2/3% of the votes cast at the Meeting in respect of such special resolution.

Notwithstanding the foregoing, as indicated in the text of the Name Change Resolution, the Board may, in its sole discretion, determine that the Company not proceed with the proposed name change.

BE IT RESOLVED THAT, as a special resolution:

1. the Company is hereby authorized to file articles of amendment to amend the articles of the Company to change the name of the Company to "**Pharmadrug Inc.**" or such other name as may be acceptable to the directors of the Company and applicable regulatory authorities;
2. any one director or officer of the Company be and they are hereby authorized, for and on behalf of the Company, to execute and deliver articles of amendment, in duplicate, to the Director under the *Business Corporations Act* (Ontario) and all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to implement this special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions; and
3. notwithstanding that this special resolution has been duly passed by shareholders of the Company, the directors are hereby authorized in their sole discretion to revoke this special resolution before it is acted on without further approval of the shareholders."

The persons named in the enclosed form of proxy intend to vote the common shares represented by such proxy in favour of the Name Change Resolution, unless the shareholder who has given such proxy has directed that the common shares be voted against such resolution.

IV. Board Size

Pursuant to the Company's Articles of Continuance, the Board may consist of a minimum of one (1) and a maximum of ten (10) directors. Under Section 125(3) of the *Business Corporations Act* (Ontario), the number of directors of the Company and the number of directors to be elected at the annual meeting of the shareholders shall be such number as shall be determined from time to time by special resolution of the shareholders, or, if the special resolution empowers the directors to determine the number, by resolution of the directors. The number of directors of the Company is currently fixed at five (5). It may be desirable to increase or decrease, from time to time, the number of directors of the Company. Accordingly, the shareholders of the Company will be asked to consider

and, if thought fit, approve and adopt a special resolution empowering the directors to determine the number, by resolution of the directors.

The Board recommends that shareholders vote for the adoption of the special resolution set out below (the "**Board Size Resolution**"). In order to be effective, the Board Size Resolution must be approved by the affirmative vote of not less than 66 2/3% of the votes cast at the Meeting in respect of such special resolution.

BE IT RESOLVED THAT, as a special resolution:

1. pursuant to Section 125(3) of the *Business Corporations Act* (Ontario), the directors of the Company are empowered to determine from time to time the number of directors of the Company and the number of directors to be elected at each annual meeting of the shareholders; and;
2. any one or more directors or officers be and are hereby authorized to take all necessary steps and proceedings, and to execute and deliver and file any and all documents and other instruments and to do all such other acts and things that may be necessary or desirable to give effect to the provisions of this resolution."

The persons named in the enclosed form of proxy intend to vote the common shares represented by such proxy in favour of the Board Size Resolution, unless the shareholder who has given such proxy has directed that the common shares be voted against such resolution

V. Other Matters

As of the date of this Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge at the offices of the Company 2905, 77 King Street West, Toronto Ontario M5K 1H1

DIRECTOR APPROVAL

The contents of this Circular and the sending thereof to the Shareholders has been approved by the Board of Directors.

DATED at Toronto, Ontario, this 27th day of August 2019.

AURA HEALTH INC.

"Daniel Cohen"

DANIEL COHEN
CEO

SCHEDULE "A"
AURA HEALTH INC.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Aura Health 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 Committee’s role includes a particular focus on the Corporation’s relationship with its external auditors (the “**Auditors**”), qualitative aspects of financial reporting to shareholders, processes to manage financial and accounting risks, and compliance with significant applicable legal and regulatory requirements and ethical expectations.

MEMBERSHIP

The membership of the Committee shall consist of at least three (3) directors selected by the Board who are generally knowledgeable in financial and auditing matters, including at least one (1) member with accounting or related financial management expertise. Each member of the Committee must be:

- (a) “independent” - that is, having no direct or indirect “material relationship” with the Corporation, being a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of that member’s independent judgment, or such other relationships as are specified in National Instrument 52-110 *Audit Committees*. Officers or employees of the Corporation or any of its affiliates are not considered “independent”.
- (b) “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 Chairperson of the Committee (the “**Chair**”) shall be appointed by the Board.

COMMUNICATIONS AND REPORTING

The Committee is expected to maintain free and open communication with the Board, the Auditors, and the Corporation’s management. The Chair shall report on Committee activities to the Board at least quarterly.

To foster open communication, the Committee shall meet at least annually with management of the Corporation and with the Auditors, separately, to discuss any matters that the Committee or each of these groups believe should be discussed privately.

AUTHORITY

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full power to retain and compensate outside counsel or other advisors and experts for this purpose. The Committee shall have the authority to communicate directly with the Auditors.

RESPONSIBILITIES

Oversight

The Committee is directly responsible for overseeing the work of the Auditors 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 Auditors regarding financial reporting. The Committee relies on the expertise and knowledge of management and the Auditors in carrying out its oversight responsibilities.

Recommend Auditor

The Committee must select and recommend to the Board the external auditor to be nominated as Auditors (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. The Committee shall also recommend or fix the compensation of the Auditors.

Pre-Approve Non-Audit Services

The Committee must pre-approve all non-audit services to be provided to the Corporation by the Auditors.

Review Financial Disclosure

The Committee must review the Corporation's financial statements and management's discussion and analysis (MD&A), and any other financial disclosures, prior to reporting thereon to the Board and/or recommending that the Board approve same for public disclosure. The Committee, in consultation with the Auditors and external legal counsel as appropriate, shall ensure that such public disclosure complies with applicable accounting, legal and regulatory requirements.

Areas of focus for the Committee should include: significant accounting policies and practices; management judgments and estimates; the going concern assumption; material transactions and related party transactions; contingencies; and significant risks potentially affecting the Corporation, both financial and otherwise.

Review of Internal Controls and Procedures

The Committee shall educate itself as to the Corporation's internal financial policies, procedures and controls, and ensure from time to time that same are adequate and are being implemented and followed.

Relationship with Auditors

The Auditors are expected to report directly to the Committee. The Committee will discuss with the Auditors the nature and scope of the annual audit of the Corporation's financial statements, and will work with the Auditors to address significant reporting materials and audit-related issues. The Committee shall also take such steps from time to time as it considers appropriate to satisfy itself as to the independence of the Auditors.

Except with the prior written approval of the Committee, the Corporation shall not hire current or former partners or employees of the Corporation's incumbent or previous external auditors.

Accounting Complaints

The Committee is responsible for receiving and responding to complaints received by the Corporation regarding accounting, internal controls, or auditing matters, and general ethical violations. Any such concerns may be submitted in writing or shared verbally, on a confidential and/or anonymous basis, and shall be directed to the attention of the Chair. The Chair and the Committee will then determine the most appropriate response as well as any necessary remedial actions.

Review of Charter

The Committee shall review this Charter annually to ensure its effectiveness and that it complies with prevailing legal and regulatory requirements. In the course of such review, the Committee should also assess the effectiveness of its own procedures in implementing this Charter.

MEETINGS

The Committee shall meet at least quarterly, and at such other times as it determines necessary to carry out its duties and responsibilities. Meetings of the Committee may be called by the Chair, any other member of the Committee, the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") of the Corporation, or the Auditors, on not less than five (5) days' notice, unless all Committee members consent to proceed with lesser or no notice. Notice of a meeting shall be given to all of the foregoing persons.

The Chair should work with the CFO to establish the agendas for Committee meetings. The Committee, in its discretion, may require that members of management, the Auditors, or others attend its meetings (or portions thereof) to provide pertinent information necessary for the Committee to fulfill its duties.

Quorum for each meeting of the Committee shall be a majority of the members of the Committee, and a majority vote shall govern on any question or decision. The Committee shall maintain minutes of its meetings and records of its activities, and provide copies of minutes to the Board to be included in the minute books of the Corporation.

This Charter has been adopted by the Board effective **November 27, 2018**.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Al Quong as Chair, Paul McClory, Vernon (Jim) Frazier and Robert Schwartz. A member of the Committee is considered financially literate if the member has 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 Company. A member of the audit committee is considered independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of the directors, reasonably interfere with the exercise of a member's independent judgment.

All of the current members are considered financially literate. In the Board's view, all members of the Audit Committee are considered independent.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

Al Quong, Director (Age 53) - Mr. Quong is an experienced finance professional, with more than 25 years of operational and advisory experience in various capacities and industries. Al is currently Chief Financial Officer for the Fovere Group of Companies, a boutique private equity firm which specializes in investments and financing within the real estate, natural & organic food and renewable energy sectors. Previously, he has held a number of senior finance roles, including but not limited to Chief Financial Officer for early stage cannabis public companies Nutritional High International Inc., The Tinley Beverage Company Inc. and Assurance Senior Manager at KPMG Calgary. Mr. Quong is a Chartered Professional Accountant, Chartered Accountant and Certified Public Accountant (Illinois), and holds a Bachelor of Commerce degree from the University of Saskatchewan, and a Graduate Diploma in Forensic & Investigative Accounting from the University of Toronto Mississauga.

Vernon (Jim) Frazier, Director (Age 51) - Mr. Frazier is the President of Grimaldi Candy Company, a private chocolate manufacturer and has been in the position since 2013. 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. Mr. Frazier owns and operates a successful Florida-based candy and chocolate business which has been 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.

Robert Schwartz, Director (Age 40) - Mr. Schwartz is and has been the Chief Executive Officer of Wa-Lin Trading since 2002, an international aftermarket automotive parts manufacturer and distribution company. Mr. Schwartz's expertise lies in manufacturing, global distribution and corporate restructuring. Mr. Schwartz holds a Bachelor of Arts degree from York University.

Paul McClory, Director (Age 77) - Paul McClory is an international businessman who has spent the majority of his career developing new technologies to market take-off. He has worked with companies in Europe, North America and Africa. Currently he is involved in the development of a private UK company, a leader in the industrial uses of Ultrasonics, to produce the world's first "green" antimicrobial textiles for use in medical facilities.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

During the most recently completed fiscal year, the Company has relied on the exemption contained in section 2.4 of National Instrument 52-110 – Audit Committees ("**NI 52-110**") and did not rely on the exemption section 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit

committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years, is as follows:

	FYE 2018	FYE 2017
Audit fees for the year ended	\$ 90,950	\$ 64,200
Audit related fees	\$ 17,655	\$ 36,989
Tax fees	\$ 14,119	\$ 13,156
All other fees (non-tax)	Nil	Nil
Total Fees:	\$ 122,724	\$ 114,345

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE "B"

AURA HEALTH INC.
NI 58-101
CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

A director is considered independent if the director has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

Director	Independence
David Posner	Not independent, as he is a consultant and Chairman of the Board of the Company
Vernon (Jim) Frazier	Independent
Al Quong	Independent
Robert Schwartz	Independent
Alain Dobkin	Independent
Paul McClory	Independent

David Posner, Director and Chairman of the Board (Age 44) –Mr. Posner was appointed the Director of Communications of Aura Health Corp. in 2016. Prior to which, he acted as Chief Executive Officer of NHII. (CSE: EAT) from May 2015 to July 2016. He remains the Chairman of the Board of NHII. Prior to joining NHII, he had a 20-year career running privately held real estate funds both commercial and residential based in Toronto, where he was involved both in negotiating acquisitions and long-term leases. Mr. Posner holds a Bachelor of Arts degree from York University.

Alain Dobkin, Director (Age 46) – Mr. Dobkin is Managing Partner and Co-Founder of Spring Hill Partners a Tel Aviv and Shanghai based Merchant Bank and private equity investment platform. Prior to founding Spring Hill Partners, Alain co-founded and was the Managing Partner of CEL Catalyst Fund, a \$200 million Israeli cross-border Private Equity Fund in Partnership with China Everbright Limited a Hong Kong based asset manager with \$17 billion in AUM. Prior to, Alain spent 13 years with Citigroup Global Markets in Tel Aviv and New York and was the Director of Citigroup's Israel Investment Bank, where he served as advisor on a variety of strategic mergers and acquisitions and equity and debt capital raising transactions from both public and private markets globally. Prior to joining Citigroup, Alain spent 2 years as a Financial Analyst in the mergers and acquisition group of investment bank Robert W. Baird & Co. Incorporated in Chicago. Alain served on the boards of various companies including Tufin Software Technologies Ltd. (NYSE: TUFN), Lamina Technologies SA, Harmon.ie and serves on the board of directors for national educational non-profit organization, Ma'agalim, aiding at-risk youth. Alain graduated with Honors from York University of Toronto with a Bachelor of Pure and Applied Science (BSc).

ITEM 2. DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name	Name of Reporting Issuer	Name or Exchange or Market	Position	From	To
David Posner	Capricorn Business Acquisitions Inc.	NEX	Director	December 2016	Present
	Nutritional High International Inc.	CSE	Chairman	April 2014	Present
	Graph Blockchain Inc.	CSE	Director	March 2018	Present
	DigiCrypts Blockchain Solution Inc	CSE	Chairman	March 2019	Present
	Braingrid Limited	CSE	Director	December 2018	Present
Robert Schwartz	Platinex Inc.	CSE	Director	August 2018	Present

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company does not currently have formal procedures or a program for the orientation of new board members, or for the continuing education of board members. Inquiries are handled by the Board on a case by case basis with outside consultation, if required.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5. NOMINATION OF DIRECTORS

The Board of Directors as a whole is responsible for identifying individuals qualified to become new Board members and recommending to the Board the names of new director nominees for the next annual meeting of the shareholders.

New nominees are sought out or are recommended based on a perceived or potential requirement for particular or general knowledge or skills. In general, nominees would ideally have a track record in general business management,

have special expertise in an area of knowledge which is of interest to the Company, have the ability to devote the time required, be knowledgeable of and support the Company's mission and strategic objectives, and have a willingness to serve.

ITEM 6. COMPENSATION COMMITTEE

The Compensation Committee will assist the Board of Directors in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Company's executive officers. In addition, the Compensation Committee is charged with reviewing the employee stock option plan and proposing changes thereto, approving any awards of options under the employee stock option plan and recommending any other employee benefit plans, incentive awards and perquisites with respect to the Company's executive officers. The Compensation Committee is also responsible for reviewing, approving and reporting to the Company's Board annually (or more frequently as required) on the Company's succession plans for its executive officers.

The members of the Compensation Committee us comprised of the following three directors: Alain Dobkin as Chair, Al Quong and Robert Schwartz all of whom are independent.

ITEM 7. OTHER BOARD COMMITTEES

The Board of Directors has a Compensation Committee and an Audit Committee.

ITEM 8. ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the effectiveness of the board, its committees and individual directors by periodically discussing and critiquing any perceived issues or weaknesses and giving appropriate feedback to management or directors as the case may be.