NOTICE OF MEETING

AND

MANAGEMENT PROXY CIRCULAR

FOR THE

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD AT 10:00 A.M. ON SEPTEMBER 29, 2021

August 17, 2021

IN LIGHT OF THE RAPIDLY EVOLVING NEWS, GUIDELINES AND REQUIREMENTS RELATED TO COVID-19, THE CORPORATION WILL BE STRICTLY RESTRICTING PHYSICAL ACCESS TO THE MEETING TO REGISTERED SHAREHOLDERS AND FORMALLY APPOINTED PROXYHOLDERS, AND WILL NOT BE PERMITTING ANY OTHERS (INCLUDING BENEFICIAL SHAREHOLDERS THAT HOLD THEIR SHARES THROUGH A BROKER OR OTHER INTERMEDIARY) TO ATTEND.

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

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

MANAGEMENT PROXY CIRCULAR

As at August 17, 2021 *(unless otherwise indicated)*

This Management Proxy Circular ("Circular") is furnished in connection with the solicitation of proxies by management of Nutritional High International Inc. (the "Corporation") for use at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares of the Corporation ("Common Shares") to be held on Wednesday, September 29, 2021, at the time, place and for the purposes set forth in the accompanying Notice of the Meeting.

COVID-19 PANDEMIC

In light of ongoing concerns related to the COVID-19 pandemic and the Province of Ontario's emergency measures concerning public gatherings, the Corporation is encouraging Shareholders and guests not to attend the Meeting in person. Instead, Shareholders are encouraged to vote on the matters before the Meeting by proxy, and to participate in the Meeting by teleconference, as follows:

Tel: 1-855-799-0222
Access Code: 0854411

Shareholders will not be able to vote over the conference line but will be able to ask questions of management at the conclusion of the Meeting. Should the prevailing advice from provincial authorities require or recommend any additional change(s) to the Meeting, updates will be posted on the Corporation's website and/or by press release.

NOTICE-AND-ACCESS

The Corporation has elected to use the notice-and-access procedure ("**Notice-and-Access**") under National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the delivery of the Meeting materials to all Shareholders for the Meeting.

Under the provisions of Notice-and-Access, all Shareholders will receive a Notice-and-Access Notice ("**Notice**") containing information on how they can access the Corporation's Meeting materials electronically (instead of receiving a printed copy) or, alternatively, how they can receive a printed copy of those materials. Shareholders will also receive a proxy or a voting instruction form enabling them to vote at the Meeting. The Meeting materials will be posted on the Corporation's website at: www.nutritionalhigh.com as of August 26, 2021, and will remain on the website for one (1) year thereafter.

The Meeting materials will also be available under the Corporation's SEDAR profile at www.sedar.com as of August 26, 2021. The use of Notice-and-Access is an environmentally friendly and cost effective way to distribute the materials for the Meeting because it reduces printing, paper and postage.

Solicitation of Proxies

The cost of solicitation by or on behalf of management will be borne by the Corporation. The Corporation may reimburse brokers, custodians, nominees and other fiduciaries for their reasonable charges and expenses incurred in forwarding the proxy material to beneficial owners of Common Shares. It is expected that such solicitation will be primarily by mail. In addition to solicitation by mail, certain officers, directors and employees of the Corporation may solicit proxies by telephone or personally. These persons will receive no compensation for such solicitation other than their regular salaries.

Appointment of Proxy Holders

The Common Shares represented by the accompanying form of proxy (if the same is properly executed in favour of Mr. Adam Szweras, Chairman or failing him, John Durfy, Chief Executive Officer, collectively the management nominees, and is received at the offices of AST Trust Company (Canada) ("**AST**") not later than 10:00 a.m. (Toronto time) Monday September 27, 2021, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting) will be voted at the Meeting, and where a choice is specified in respect of any matter to be acted upon, will be voted in accordance with the specifications made. **In the absence of such a specification, such Common Shares will be voted in favour of such matter. The form of proxy sets out specific instructions for completing and returning the proxy in order to be properly counted at the Meeting.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the annexed notice of Meeting, and with respect to other matters which may properly come before the Meeting. At the date hereof, management of the Corporation knows of no such amendments, variations or other matters.

Each Shareholder has the right to appoint a person other than the persons named in the accompanying form of proxy, who need not be a Shareholder, to attend and act for him or her and on his or her behalf at the Meeting. Any Shareholder wishing to exercise such right may do so by inserting in the blank space provided in the accompanying form of proxy the name of the person whom such Shareholder wishes to appoint as proxy and by duly depositing such proxy, or by duly completing and depositing another proper form of proxy.

A Shareholder who has given a proxy may revoke it at any time insofar as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a body corporate, by an officer or attorney thereof duly authorized, and deposited with the Corporation c/o AST at the address set out in the proxy, at any time up to and including the close of business on Monday, September 27, 2021, or thereafter with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law.

Registered Shareholders

If you are a registered Shareholder, you may wish to vote by proxy whether or not you attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, AST, 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, at any time up to and including 10:00 a.m. (Toronto time) on Monday, September 27, 2021.

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

In all cases, to be represented at the Meeting, proxies submitted must be received no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders as a substantial number of the Shareholders do not hold Common Shares in their own names. A Shareholder is a non-registered shareholder (referred to in this Circular as "**Beneficial Shareholders**") if: (i) an intermediary (such as a bank, trust company, securities dealer or broker, trustee or administrator of a registered retirement savings plan, registered retirement income fund, deferred profit sharing plan, registered education savings plan, registered disability savings plan or tax-free savings account), or (ii) a clearing agency (such as CDS Clearing and Depository Services Inc.), of which the intermediary is a participant (in each case, an "**Intermediary**"), holds Common Shares on behalf of the Shareholder.

In accordance with NI 54-101, the Corporation is distributing copies of a voting instruction form in lieu of a proxy provided by the Corporation, to Intermediaries for distribution to Beneficial Shareholders and such Intermediaries are to forward a voting instruction form in lieu of a proxy provided by the Corporation, to each Beneficial Shareholder (unless the Beneficial Shareholder has declined to receive such materials). Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder.

Intermediaries often use a service company (such as Broadridge Financial Solutions Inc. ("**Broadridge**")), to permit the Beneficial Shareholders to direct the voting of the Common Shares held by the Intermediary on behalf of the Beneficial Shareholder. The Corporation is paying Broadridge to deliver, on behalf of the Intermediaries, a copy of a voting instruction form in lieu of a proxy provided by the Corporation, to each "non-objecting beneficial owner" and each "objecting beneficial owner" (as those terms are defined in NI 54-101). Broadridge mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder cannot use the voting instruction form to vote shares directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Since the Corporation does not have access to the names of its non-registered Shareholders, if a Beneficial Shareholder attends the Meeting, the Corporation will have no record of the Beneficial Shareholder's shareholdings or of its entitlement to vote unless the Beneficial Shareholder's nominee has appointed the

Beneficial Shareholder as proxyholder. Therefore, a Beneficial Shareholder who wishes to vote by attending the Meeting must insert its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

Notice-and-Access

As noted above, the Corporation is utilizing the Notice-and-Access provisions under NI 54-101 and NI 51-102 for distribution to this Meeting materials to Beneficial Shareholders and for Registered Shareholders. The Notice-and-Access provisions allow reporting issuers to post electronic versions of proxy-related materials (the "**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to shareholders. Electronic copies of the Meeting materials may be found on the Corporation's SEDAR profile at www.sedar.com and on the Corporation's website at: www.nutritionalhigh.com.

The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer using the Notice-and-Access provisions provides a paper copy of the Meeting materials to certain Shareholders with notice and access notice for other Shareholders. Shareholders are reminded to review this Circular before voting.

The Corporation anticipates that relying on the Notice-and-Access provisions will directly benefit the Corporation through a reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about the Notice-and-Access provisions can call the Corporation's transfer agent, AST, at 1-888-433-6443.

Registered and beneficial shareholders may obtain paper copies by calling AST Trust Company (Canada) at 1-888-433-6443 within North America or 1-416-682-3801 outside North America, or by sending an email to fulfilment@astfinancial.com.

A request for paper copies (which are required in advance of the Meeting) should be sent so that they are received by AST Trust Company (Canada) by September 17, 2021 in order to allow sufficient time for Shareholders to receive their paper copies and to return (a) their form of proxy; or (b) their voting instruction form to their Intermediaries by the deadline for submitting their proxy or voting instruction form, as applicable.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the applicable federal law of Canada and provincial law of the Province of Ontario. The proxy solicitation rules of the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of Canadian securities laws applicable to the Corporation. Shareholders should be aware that disclosure requirements under the Canadian securities laws applicable to the Corporation differ from the disclosure requirements under United States securities laws.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the approval of the new Restricted Share Unit Plan described herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Corporation has fixed August 17, 2021 as the record date (the "**Record Date**") for determining persons entitled to receive notice and to vote at the Meeting. Only those Shareholders who are recorded as such holders as at the close of business on the Record Date may attend the Meeting or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above and have their Common Shares voted at the Meeting.

The Common Shares are listed for trading on the Canadian Securities Exchange (the "**CSE**"). As of August 17, 2021, there were 1,026,918,198 Common Shares issued and outstanding, each carrying the right to one (1) vote per Common Share.

To the knowledge of Board and executive officers of the Corporation, no person or Corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares.

VOTES NECESSARY TO PASS RESOLUTIONS

Unless otherwise stated, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled.

PRESENTATION OF FINANCIAL STATEMENTS

The annual financial statements of the Corporation for the financial year ended July 31, 2020, together with the auditor's report thereon and the related management's discussion and analysis, all of which may be obtained from SEDAR at www.sedar.com, will be presented to Shareholders at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

The Corporation's articles provide that the number of directors of the Corporation will be a minimum of three (3) and a maximum of ten (10). Pursuant to the *Canada Business Corporations Act* and the Corporation's By-laws, the Board has determined that there will be six (6) persons elected to the Board at the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the *Canada Business Corporations Act*, each elected director will hold office until the conclusion of the next annual meeting of Shareholders of the Corporation, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's six (6) nominees for election as directors (the "**Proposed Directors**"), all major offices and positions with the Corporation and any of its significant

affiliates each now holds, each nominee's principal occupation, business or employment (for the five (5) preceding years), the period of time during which each has been a director of the Corporation and that number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name and Residence of Proposed Directors	Principal Occupation and Present Offices Held	Director Since	Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly[4]
Brian Presement [1][2][3] Director Ontario, Canada	President and CEO of Unite Communications Corporation since its inception in 2001.	October 10, 2013	9,371,074[5]
Adam K. Szweras [1][3] Chairman of the Board Secretary Ontario, Canada	Fogler, Rubinoff LLP (Counsel since 2019; Partner from February 2006 through 2018). Chairman of Foundation Markets Inc. and FMI Capital Advisory Inc.	July 7, 2014	2,754,177
Billy A. Morrison Director and Chief Technology Officer California, USA	Chief Technology Officer of the Corporation since June 11, 2018. Horticulture and extraction consultant.	June 11, 2015	2,017,500
John Durfy Director and CEO Ontario, Canada	Chief Executive Officer of the Corporation since February 28, 2020. Director of Cannabis Growth Opportunity Corporation from January 2018 to October 2019. From 2016-2018, Mr. Durfy was the COO of Sphere Investment Management Inc.	May 28, 2020	Nil
Dr. Jason Dyck[1] Director Alberta, Canada	Professor in the Department of Pediatrics and the Director of the Cardiovascular Research Centre at the University of Alberta.	June 30, 2020	500,000
Aaron Johnson[2][3] Director California, USA	Partner and member of the Business Department of JRG Attorneys at Law, LLP (formerly L+G LLP) from December 2014 to present.	February 14, 2018	34,500

Notes:
(1) Member of the Audit Committee of the Board.
(2) Member of the Compensation and Nominating Committee of the Board.
(3) Member of the Corporate Governance Committee of the Board.
(4) The information as to principal occupation and Common Shares beneficially owned or over which control or direction is exercised is not within the knowledge of the Corporation, and therefore has been sourced from SEDI filings and information provided by the respective director.
(5) 1,992,943 Common Shares are held by Brian Presement in his personal capacity. 284,131 Common Shares are held by Unite Communications Corporation, a company in which Brian Presement is the sole beneficial owner. 7,094,000 Common Shares are held by Plexus Cyber Media Inc., a company in which Brian Presement a 50% shareholder.

Director Biographies

John Durfy, Director and Chief Executive Officer

Mr. Durfy currently serves as the Chief Executive Officer of the Corporation. Previously, Mr. Durfy was a board member of Cannabis Growth Opportunity Corp., the COO of Sphere Investment Management Inc. (where he was responsible for the operational and strategic management of the firm), and the Chief

Investment Officer for a hedge fund (where he oversaw all portfolio management activities and personnel, including investment strategy, trading and risk management). He also served as a Managing Director of Global Equities for the Ontario Municipal Employees Retirement System ("**OMERS**") from 2008 to 2011. Prior to OMERS, he was a Senior Portfolio Manager with the Canada Pension Plan Investment Board and a Vice President and Portfolio Manager with MFS McLean Budden. Mr. Durfy is a graduate of the MBA program at the DeGroote School of Business (McMaster University) and received a Bachelor of Commerce degree from Memorial University of Newfoundland. Mr. Durfy also holds the following professional designations: CFA, CPA and CMA.

Brian Presement, Director

Mr. Presement has been the President and CEO of Unite Communications Corporation ("**UNiTE**") since its inception in 2001. Under his leadership, UNiTE has grown from a regional telecom provider offering a narrow set of services to a full scale telecom provider offering services to companies of all sizes all across Canada. Mr. Presement is currently a director and founder of Xemoto Media. Additionally, he is a Chair of Clarico Centre of York Region, a not for profit organization for developmentally challenged youth and adults. Mr. Presement holds a (Honours) Bachelor of Arts Degree from York University, with a double major in mass communications and political science.

Adam Szweras, Director & Chairman of the Board

Mr. Szweras is Chairman of Foundation Markets Group, a Toronto-based merchant bank and brokerage firm, and practices law with Folger, Rubinoff LLP as a member of the firm's Securities Law Group. He acted as CEO of the Corporation from June 2019 to February 2020. His law practice focuses on financings and going public transactions, while his banking practice works closely to build, invest in, and develop emerging business. Mr. Szweras helps companies list on the Toronto Stock Exchange, the Toronto Venture Exchange, and the Canadian Stock Exchange, and has sat on the board of directors of numerous public companies including Water Ways Technologies Inc., The Tinley Beverage Company, Harborside Inc., Quinsam Capital Corporation, and other entities involved in cannabis and other industries. Presently, Mr. Szweras sits on the board of directors of Aurora Cannabis Inc. He has a particular expertise with cross border mid-market transactions and often acts as a strategic advisor to his clients. Mr. Szweras has experience in representing clients in Canada and the US as well as South America, China and South Asia. Mr. Szweras joined Fogler, Rubinoff LLP and founded the Foundation Markets Group in 2006. He was called to the Ontario Bar in 1996 and has authored numerous papers and articles relating to Canadian and foreign securities and corporate law.

Billy A. Morrison, Director & Chief Technology Officer

Mr. Morrison started his career in the cannabis sector by co-founding the Union Collective in California in 2006, which quickly became a successful medical cannabis collective in the Silicon Valley and west Los Angeles. Three years later, he founded Capstone Analytical LLC, which was one of the first chromatography cannabis testing facilities in the Bay Area. In 2011, Mr. Morrison was appointed as a Chief Technology Officer of Temez Extracts, where he pivoted from closed loop extraction methods (that had the potential of leaving trace amounts of analytical grade N-Butane) and further leveraged sub/super critical, refined CO2 extraction. At Temez, he spearheaded a partnership with Dragon Vape to become the second largest producer of refined cannabis distillate in prefilled e-cigarettes in California. Mr. Morrison has been consulting on "deep water culture" and greenhouse cannabis cultivation facilities since 2009. Mr. Morrison was appointed Chief Technology Officer of Peloton Pharmaceuticals, a Canadian MMPR applicant, (now owned and operated by Aurora Cannabis Inc. in 2012). He was responsible for designing, developing and deploying nearly autonomous grow system focused on producing pharmaceutical grade cannabis at the

lowest cost of goods sold. Mr. Morrison also holds multiple patents and pioneered water conserving technology in agriculture and co-invented the "dab stick."

Aaron Johnson, Director

Mr. Johnson is a partner and member of the business department of JRG Attorneys at Law, where he has substantial experience in the fields of cannabis business entity formation and regulation, business transactions (formation, operation, mergers and acquisitions), real estate transactions and land use (CEQA) law. He previously served as President of the Hartnell Community College Board of Trustees, President of Monterey County Cattlemen, and President of Ag Land Trust. Mr. Johnson received his LLM in Taxation from Golden Gate University, School of Law in 1998, his Juris Doctor from San Joaquin College of Law in 1997, and his Bachelor of Arts in 1993 from Fresno State University.

Dr. Jason Dyck, Director

Dr. Dyck's career spans the study of multiple ailments, including diabetes, cancer, and cardiovascular disease, all linked to his interest in how alterations in molecular control mechanisms contribute to these diseases. Dr. Dyck is a Canada Research Chair in Molecular Medicine, having published over 230 peer-reviewed research papers in this area. Dr. Dyck received a PhD in Medical Sciences from the University of Alberta in 1995 and trained at Dartmouth Medical School (Hanover, New Hampshire) and Baylor College of Medicine (Houston, Texas). Dr. Dyck has extensive experience in the field of drug discovery and commercialization. He co-founded a successful University of Alberta spin-off company, currently holds more than 100 patents and has numerous collaborations with large pharmaceutical companies. He is currently on the board of CTT Pharmaceutical Holdings, Inc. and Australis Capital Inc., as well as is the co-Chairman of the National Research Council at Diabetes Canada. Dr. Dyck is also an alumnus of Canada's Top 40 Under 40.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Corporate Cease Trade Orders

Except as disclosed herein, to the best of the knowledge of the Corporation and based upon information provided to it by each of the Proposed Directors for election to the Board, no Proposed Director of the Corporation is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

(i) was subject to 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, that was in effect for a period of more than 30 consecutive days that was issued while the Proposed Director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to 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, that was in effect for a period of more than 30 consecutive days 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 director, chief executive officer or chief financial officer.

Adam Szweras was appointed as a director for Mahdia Gold Corp. ("**Mahdia**") on April 14, 2016 and subsequently resigned in May of 2018. Mahdia was a CSE-listed company until February 4, 2016. Mahdia has been subject to a cease trade order since March 13, 2015 due to not filing its financial statements and

management's discussion and analysis pursuant to NI 51-102. Mr. Szweras joined the board of Mahdia after the cease trade order was imposed with a view to try to rehabilitate the company.

Adam Szweras was appointed as a director for Harborside Inc. ("**Harborside**") in May of 2019. On June 8, 2020 Harborside was issued a cease trade order issued for: (a) its refiling of certain historical financial statements of FLRish, Inc. for the fiscal years ended December 31, 2017 and 2018 and interim period ended March 31, 2019, the financial statements and related management's discussion and analysis for the interim periods ended June 30, 2019 and September 30, 2019 (due primarily to changes in the application of accounting treatments related to certain transactions by its reverse takeover acquirer, FLRish, Inc.); and (b) Harborside's failure to meet a deadline to file audited financial statements for the fiscal year ended December 31, 2019 and corresponding management's discussion and analysis. The cease trade order was subsequently lifted on August 31, 2020.

Bankruptcies and Other Proceedings

No Proposed Director of the Corporation is, as at the date hereof, or has been within 10 years prior to the date hereof, a director or executive officer of any company (including the Corporation) 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.

No Proposed Director of the Corporation has, within the 10 years prior to the date hereof, 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.

Penalties and Sanctions

No Proposed Director of the Corporation has been subject to:

(i) 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; or

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important in deciding whether to vote for a Proposed Director.

B. Appointment of Auditors and Fixing the Remuneration

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of Harbourside CPA LLP as the auditor of the Corporation, to hold office until the next annual meeting of the shareholders, and to authorize the directors to fix the auditor's remuneration.

Harbourside CPA LLP was first appointed as auditor of the Corporation on July 14, 2021. Prior to Harbourside CPA LLP, Davidson & Company LLP was auditor of the Corporation. Schedule "A" contains the change of auditor reporting package filed on SEDAR in respect of the appointment of Harbourside CPA LLP.

Shareholders will be asked to approve the resolution appointing the auditors and authorizing the directors to fix their remuneration. To be approved, the resolution must be passed by the majority of the votes cast by the holders of Common Shares at the Meeting. Management recommends a vote

FOR in respect of the resolution approving the appointment of the auditor and authorizing the directors to fix the auditor's remuneration.

C. Authorized Capital Amendment

At the Meeting, the Shareholders will be asked to approve a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) approving an amendment to the articles of the Corporation to alter the identifying name of the "common shares" of the Corporation to "subordinate voting shares" of the Corporation (the "**Subordinate Voting Shares**"), create a class of multiple voting shares of the Corporation (the "**Multiple Voting Shares**") and adopt the terms and conditions attached to the Subordinate Voting Shares and Multiple Voting Shares in the form attached as Schedule "B" to this Circular (the "**Authorized Capital Amendment**"). In addition, the Authorized Capital Amendment will be used to approve a "restricted security reorganization" pursuant to National Instrument 41-101 – *General Prospectus Requirements* and Ontario Securities Commission Rule 56-501 – *Restricted Shares* (the "**Restricted Share Rules**"). The Restricted Share Rules require that a restricted security reorganization receive prior majority approval of the securityholders of the Corporation in accordance with applicable law, excluding any votes attaching to securities held, directly or indirectly, by affiliates of the Corporation or control persons of the Corporation. To the knowledge of management of the Corporation, no Shareholder is an affiliate or control person of the Corporation, and therefore no Common Shares will be excluded from voting on the resolution to approve the Authorized Capital Amendment under the Restricted Share Rules.

In June 2021, the Corporation entered into an agreement to acquire substantially all the assets of OutCo Labs Inc. and its subsidiaries, including, control and management of all licenced entities, intellectual property, equipment, land, and buildings. The consideration for the acquisition will be partially paid in securities of the Corporation, including Multiple Voting Shares, subject to the passing of the resolution at the Meeting to approve the Authorized Capital Amendment. Pursuant to the acquisition, the Multiple Voting Shares are being proposed in order to minimize the proportion of the outstanding voting securities of the Corporation that are held by "U.S. persons" for purposes of determining whether the Corporation is a "foreign private issuer" pursuant to United States securities laws.

The Multiple Voting Shares are essentially identical to the current Common Shares (to be renamed Subordinate Voting Shares) but for the fact that each Multiple Voting Share carries the right to ten votes per share and has the economic equivalent of ten Common Shares. The following is a summary of the rights, privileges, restrictions and conditions attached to the Subordinate Voting Shares and the Multiple Voting Shares. It is qualified in its entirety by reference to the full text of the terms and conditions attached to the Subordinate Voting Shares and Multiple Voting Shares set forth in Schedule "B" to this Circular.

Subordinate Voting Shares

Holders of Subordinate Voting Shares will be entitled to notice of and to attend and vote at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another class or series of shares of the Corporation will have the right to vote. At each such meeting, holders of Subordinate Voting Shares will be entitled to one vote in respect of each Subordinate Voting Share held.

As long as any Subordinate Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution, alter or amend the articles of the Corporation if the result of such alteration or amendment would (i) prejudice or interfere with any right or special right attached to the Subordinate Voting Shares or (ii) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares or on a per share basis.

Holders of Subordinate Voting Shares will be entitled to receive as and when declared by the Board, dividends in cash or property of the Corporation. No dividend will be declared on the Subordinate Voting Shares unless the Corporation simultaneously declares an equivalent dividend on the Multiple Voting Shares in an amount per Multiple Voting Share equal to the amount of the dividend declared per Subordinate Voting Share, multiplied by 10.

The Board may declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, but only if the Board simultaneously declares a stock dividend payable in: (i) Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share; or (ii) Subordinate Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share (or a fraction thereof) equal to the number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10.

The Board may declare a stock dividend payable in Multiple Voting Shares on the Subordinate Voting Shares, but only if the directors simultaneously declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10.

Holders of fractional Subordinate Voting Shares will be entitled to receive any dividend declared on the Subordinate Voting Shares in an amount equal to the dividend per Subordinate Voting Share multiplied by the fraction thereof held by such holder.

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares will, subject to the prior rights of the holders of any shares of the Corporation ranking in priority to the Subordinate Voting Shares, be entitled to participate rateably along with all the holders of Multiple Voting Shares, with the amount of such distribution per Subordinate Voting Share equal to the amount of such distribution per Multiple Voting Share divided by 10. Each fraction of a Subordinate Voting Share will be entitled to the amount calculated by multiplying such fraction by the amount payable per whole Subordinate Voting Share.

No subdivision or consolidation of the Subordinate Voting Shares will occur unless, simultaneously, the Multiple Voting Shares are subdivided or consolidated using the same divisor or multiplier.

If an offer is made to purchase Multiple Voting Shares, and such offer is required pursuant to applicable securities legislation or the rules of any stock exchange on which the Multiple Voting Shares or the Subordinate Voting Shares which may be obtained upon conversion of the Multiple Voting Shares may then be listed, to be made to all or substantially all of the holders of Multiple Voting Shares in a province or territory of Canada to which the requirement applies (such offer to purchase, an "**Offer**") and not made to the holders of Subordinate Voting Shares for consideration per Subordinate Voting Share equal to or greater than 1/10th (10%) of the consideration offered per Multiple Voting Share, then each Subordinate Voting Share will become convertible at the option of the holder into Multiple Voting Shares on the basis of ten (10) Subordinate Voting Shares for one (1) Multiple Voting Share, at any time while the Offer is in effect until one day after the time prescribed by applicable securities legislation or stock exchange rules for the offeror to take up and pay for such shares as are to be acquired pursuant to the Offer (the "**Subordinate Voting Share Conversion Right**").

The Subordinate Voting Share Conversion Right may only be exercised for the purpose of depositing the Multiple Voting Shares acquired upon conversion under such Offer, and for no other reason. If the Subordinate Voting Share Conversion Right is exercised, the Corporation will procure, and shall be deemed

to have been irrevocably authorized by the holder so exercising the Subordinate Voting Share Conversion Right to procure, that the transfer agent for the Subordinate Voting Shares will deposit under such Offer the Multiple Voting Shares acquired upon conversion, on behalf of the holder.

If Multiple Voting Shares issued upon such conversion and deposited under such Offer are withdrawn by such holder, or such Offer is abandoned, withdrawn or terminated by the offeror, or such Offer expires without the offeror taking up and paying for such Multiple Voting Shares, such Multiple Voting Shares and any fractions thereof issued will automatically, without further action on the part of the holder thereof, be reconverted into Subordinate Voting Shares on the basis of ten (10) Subordinate Voting Shares for each one (1) Multiple Voting Share, and the resulting issuer will procure that the transfer agent for the Subordinate Voting Shares will send to such holder a direct registration statement(s) or certificate(s) representing the Subordinate Voting Shares acquired upon such reconversion. If the offeror under such Offer takes up and pays for the Multiple Voting Shares acquired upon exercise of the Subordinate Voting Share Conversion Right, the resulting issuer will procure that the transfer agent for the Subordinate Voting Shares will deliver to the holders of such Multiple Voting Shares the consideration paid for such Multiple Voting Shares by such Offeror.

Multiple Voting Shares

Holders of Multiple Voting Shares will be entitled to notice of and to attend and vote at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another class or series of shares of the Corporation will have the right to vote. Subject to the terms set out in the articles of the Corporation, at each such meeting, holders of Multiple Voting Shares will be entitled to ten (10) votes in respect of each Multiple Voting Share, and each fraction of a Multiple Voting Share shall entitle the holder to the number of votes calculated by multiplying the fraction by ten (10) and rounding the product down to the nearest whole number, at each such meeting.

As long as any Multiple Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Multiple Voting Shares expressed by separate special resolution, alter or amend the articles of the Corporation if the result of such alteration or amendment would (i) prejudice or interfere with any right or special right attached to the Multiple Voting Shares or (ii) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis. At any meeting of holders of Multiple Voting Shares called to consider such a separate special resolution, each whole Multiple Voting Share will entitle the holder to one vote.

Holders of Multiple Voting Shares will be entitled to receive, as and when declared by the Board, dividends in cash or property of the Corporation. No dividend will be declared on the Multiple Voting Shares unless the Corporation simultaneously declares equivalent dividends on the Subordinate Voting Shares, in an amount equal to the amount of the dividend declared per Multiple Voting Share divided by ten (10).

The Board may declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, but only if the directors simultaneously declare a stock dividend payable in (i) Multiple Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share, divided by ten (10), or (ii) Subordinate Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share. The Board may declare a stock dividend payable in Subordinate Voting Shares on the Multiple Voting Shares, but only if the directors simultaneously declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Multiple Voting Share, divided by ten (10).

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Multiple Voting Shares will be entitled to participate rateably along with the holders of Subordinate Voting Shares, with the amount of such distribution per Multiple Voting Share equal to the amount of such distribution per Subordinate Voting Share multiplied by ten (10); and each fraction of a Multiple Voting Share will be entitled to the amount calculated by multiplying the fraction by the amount payable per whole Multiple Voting Share.

No subdivision or consolidation of the Multiple Voting Shares may occur unless, simultaneously, the Subordinate Voting Shares are subdivided or consolidated using the same divisor or multiplier.

Each Multiple Voting Share shall be convertible, at the option of the holder thereof, into such number of Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the share conversion right is exercised by ten (10). The ability of a holder to convert the Multiple Voting Shares is subject to a restriction that, unless the Board determines otherwise, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the *U.S. Exchange Act*), may not exceed 40% of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares outstanding after giving effect to such conversions, determined in accordance with the articles of the Corporation.

In addition, in accordance with and subject to the terms of the articles of the Corporation, the Corporation may require a holder of Multiple Voting Shares to convert all, but not less than all, of the Multiple Voting Shares held by such holder into Subordinate Voting Shares. Each Multiple Voting Share shall be convertible into such number of fully paid and non-assessable Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the share conversion right is exercised by ten (10).

The text of the resolution which management intends to place before the Meeting to approve the Authorized Capital Amendment is as follows:

"**BE IT HEREBY RESOLVED** as a special resolution of the shareholders of Nutritional High International Inc. (the "**Corporation**") that:

1. The amendment to the articles of the Corporation to alter the identifying name of the "common shares" of the Corporation to "subordinate voting shares" of the Corporation (the "**Subordinate Voting Shares**"), create a class of multiple voting shares of the Corporation (the "**Multiple Voting Shares**") and adopt the terms and conditions of the Subordinate Voting Shares and Multiple Voting Shares in the form attached as Schedule "B" to the management information circular of the Corporation dated August 17, 2021, is hereby authorized, approved and adopted.

2. Any director or officer of the Corporation is hereby authorized, empowered and instructed, acting for, in the name and on behalf of Corporation, to do or to cause to be done all such other acts and things, and to execute or cause to be executed, under the seal of Corporation or otherwise, and to deliver or to cause to be delivered, all such other documents with such alterations, amendments, additions and deletions as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby or to comply with applicable securities, corporate, tax and other laws, rules, regulations, instruments and policies including, without limitation, the policies, rules and by-laws of the stock exchange on which the Corporation's shares may then be listed, such determination to be

conclusively evidenced by the execution and delivery of such document or the doing of such act or thing."

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Authorized Capital Amendment. The special resolution must be approved by not less than two-thirds (2/3) of the votes cast by Shareholders who are present in person or by proxy at the Meeting.

D. Approval of RSU Plan and RSU Issuance

Management of the Corporation is seeking shareholder approval at the Meeting to approve the adoption of a new Restricted Share Unit Plan of the Corporation (the "**RSU Plan**"). A summary of the RSU Plan is set out below.

Material Terms of the RSU Plan

Administration

The RSU Plan shall be administered by the Board, which will have the full and final authority to provide for the granting, vesting, settlement and the method of settlement of Restricted Share Units ("**RSUs**") granted thereunder. RSUs may be granted to directors, officers, employees or consultants of the Corporation, as the Board may from time to time designate. The Board has the right to delegate the administration and operation of the RSU Plan to a committee and/or any member of the Board.

Number of Common Shares Reserved

Subject to adjustment as provided for in the RSU Plan, the aggregate number of Common Shares which will be available for issuance under the RSU Plan will not, when combined with Common Shares reserved for issuance pursuant to other share compensation arrangements (including the Option Plan) exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any RSU expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated RSU shall again be available for the purposes of granting RSUs pursuant to the RSU Plan.

Granting, Settlement and Expiry of RSUs

Under the RSU Plan, eligible persons may (at the discretion of the Board) be allocated a number of RSUs as the Board deems appropriate, with vesting provisions also to be determined by the Board. Upon vesting, subject to the provisions of the RSU Plan, the RSU holder may settle its RSUs during the settlement period applicable to such RSUs. Where, prior to the expiry date, an RSU holder fails to elect to settle an RSU, the holder shall be deemed to have elected to settle such RSUs on the day immediately preceding the expiry date. An RSU holder shall be entitled to receive one Common Share for each vested RSU or, at the sole option of the Corporation, a cash payment equal to the number of RSUs vested, multiplied by the market price of Common Shares on the redemption date.

Termination

Except as otherwise determined by the Board:

A. All RSUs held by the RSU holder (whether vested or unvested) shall terminate automatically on the date which the RSU holder cases to be eligible to participate in the RSU Plan or otherwise on

such date on which the Corporation terminates its engagement of the RSU holder (the "**RSU Holder Termination Date**") for any reason other than as set forth in paragraph (b) and (c) below;

B. In the case of a termination of the RSU holder's service by reason of (A) termination by the Corporation or any subsidiary of the Corporation other than for cause, or (B) the RSU holder's death, the RSU holder's unvested RSUs shall vest automatically as of such date, and on the earlier of the original expiry date and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder (or their executor or administrator, or the person or persons to whom the RSUs are transferred by will or the applicable laws of descent and distribution) will be eligible to request that the Corporation settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof

C. In the case of a termination of the RSU holder's services by reason of voluntary resignation, only the RSU holder's unvested RSUs shall terminate automatically as of such date, and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder will be eligible to request that the Corporation settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof;

D. For greater certainty, where a RSU holder's employment, term of office or other engagement with the Corporation terminates by reason of termination by the Corporation or any subsidiary of the Corporation for cause then any RSUs held by the RSU holder (whether unvested or vested) at the RSU Holder Termination Date, immediately terminate and are cancelled on the RSU Holder Termination Date or at a time as may be determined by the Board, in its discretion;

E. A RSU holder's eligibility to receive further grants of RSUs under the RSU Plan ceases as of the earliest of the date the RSU holder resigns from or terminates its engagement with the Corporation or any subsidiary of the Corporation and the date that the Corporation or any subsidiary of the Corporation provides the RSU holder with written notification that the RSU holder's employment, term of office or engagement, as the case may be, is terminated, notwithstanding that such date may be prior to the RSU Holder Termination Date; and

F. For the purposes of the RSU Plan, a RSU holder shall not be deemed to have terminated service or engagement where the RSU holder: (i) remains in employment or office within or among the Corporation or any subsidiary of the Corporation or (ii) is on a leave of absence approved by the Board.

The foregoing summary of the RSU Plan is not complete and is qualified in its entirety by reference to the RSU Plan, which is attached to this Circular as Schedule "C". A copy of the RSU Plan is will also be available for inspection at the Meeting.

The Board has approved the following grants under the RSU Plan, subject to approval of the RSU Plan at the Meeting.

Effective Grant Date	Name	No. of RSUs	Expiry Date	Vesting	Performance Criteria
July 19, 2021	John Durfy	15,000,000	July 19, 2024	Immediate	N/A
July 19, 2021	Robert Wilson	10,000,000	July 19, 2024	Immediate	N/A
July 19, 2021	Adam Szweras	10,000,000	July 19, 2024	Immediate	N/A
July 19, 2021	Brian Presement	1,800,000	July 19, 2024	Immediate	N/A
July 19, 2021	Aaron Johnson	1,200,000	July 19, 2024	Immediate	N/A
July 19, 2021	Billy Morrison	1,200,000	July 19, 2024	Immediate	N/A
July 19, 2021	Tom Kruesopon	1,000,000	July 19, 2024	Immediate	N/A
July 19, 2021	Jason Dyck	1,200,000	July 19, 2024	Immediate	N/A
Total		41,400,000			

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution to approve the RSU Plan, with or without variation, as follows:

"**BE IT HEREBY RESOLVED** an ordinary resolution of the shareholders of Nutritional High International Inc. (the "**Corporation**") that:

1. The Corporation's Restricted Share Unit Plan in the form attached as Schedule "C" to the management information circular of the Corporation dated August 17, 2021, is hereby authorized, approved and adopted; and

2. Any one director or officer of the Corporation be and is hereby authorized and directed to perform all such acts and things and to execute and deliver, under the corporate seal of the Corporation or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution. including, without limitation, making any changes to the RSU Plan required by applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Restricted Share Unit Plan."

An ordinary resolution requires a majority of the votes cast at the Meeting of the Corporation's shareholders, in person or represented by proxy.

The Board unanimously recommends shareholders vote FOR the above resolution approving the resolution to approve the RSU Plan.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the resolution approving the RSU Plan. The resolution must be approved by not less than half (1/2) of the votes cast by Shareholders who are present in person or by proxy at the Meeting.

A copy of the RSU Plan is attached as Schedule "C" to this Circular. The RSU Plan will also be available for inspection at the Meeting.

E. Approval of the Name Change

At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass a resolution authorizing an amendment to the articles of the Corporation to effect a change in the name of the Corporation to "High Fusion Inc." or such other name as determined by the Board and acceptable to the Director under the *Canada Business Corporations Act* (the "**Name Change**"). The Name Change requires approval of a special resolution of not less than two-thirds (2/3) of the Shareholders present at the Meeting in person or by proxy. At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to pass a special resolution to approve the Name Change, with or without variation, as follows:

"**BE IT HEREBY RESOLVED** a special resolution of the shareholders of Nutritional High International Inc. (the "**Corporation**") that:

1. The Corporation is hereby authorized to amend its articles to change its name to "High Fusion Inc." or such other name as determined by the Board and acceptable to the Director under the *Canada Business Corporations Act*;

2. Notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby, authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of the Corporation without further approval of the shareholders of the Corporation;

3. Any one (or more) director(s) or officer(s) of the Corporation be and is hereby authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this resolution."

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Name Change. The special resolution must be approved by not less than two-thirds (2/3) of the votes cast by Shareholders who are present in person or by proxy at the Meeting.

AUDIT COMMITTEE

The Corporation's audit committee (the "**Audit Committee**") is responsible for the Corporation's financial reporting process and quality of its financial reporting. The Audit Committee is charged with the mandate of providing independent review and oversight of the Corporation's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the selection, oversight and compensation of the Corporation's external auditors. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management, and the external auditors and monitors the independence of those auditors. The full text of the charter of the Corporation's Audit Committee is attached hereto as Schedule "D".

Composition of the Audit Committee

The Audit Committee is comprised of the following:

Name	**Independent[(1)]**	**Financially Literate[(2)]**
Adam Szweras	No	Yes
Brian Presement (Chair)	Yes	Yes
Dr. Jason Dyck	Yes	Yes

Notes:

(1) A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

Relevant Education and Experience

Name of Member	Relevant Experience and Qualifications
Adam Szweras	Mr. Szweras is Chairman of Foundation Markets Group, a Toronto-based merchant bank and brokerage firm, and practices law with Folger, Rubinoff LLP as a member of the firm's Securities Law Group. He acted as CEO of the Corporation from June 2019 to February 2020. His law practice focuses on financings and going public transactions, while his banking practice works closely to build, invest in, and develop emerging business. Mr. Szweras helps companies list on the Toronto Stock Exchange, the Toronto Venture Exchange, and the Canadian Stock Exchange, and has sat on the board of directors of numerous public companies including Water Ways Technologies Inc., The Tinley Beverage Company, Harborside Inc., Quinsam Capital Corporation, and other entities involved in cannabis and other industries. Presently, Mr. Szweras sits on the board of directors of Aurora Cannabis Inc. He has a particular expertise with cross border mid-market transactions and often acts as a strategic advisor to his clients. Mr. Szweras has experience in representing clients in Canada and the US as well as South America, China and South Asia. Mr. Szweras joined Fogler, Rubinoff LLP and founded the Foundation Markets Group in 2006. He was called to the Ontario Bar in 1996 and has authored numerous papers and articles relating to Canadian and foreign securities and corporate law.
Brian Presement	Brian Presement has been the President and CEO of UNiTE since its inception in 2001. Under his leadership, UNiTE has grown from a regional telecom provider offering a narrow set of services to a full scale telecom provider offering services to companies of all sizes all across Canada. Mr. Presement has over 25 years of telecommunications experience. Prior to UNiTE, Mr. Presement served as the Vice President Business Development of VOXX Corporation, a telecom company. Mr. Presement is currently a Director of Plexus Cybermedia. In addition, he is a director and is the Secretary of Clarico Centre of York Region, a non-profit organization for developmentally challenged youth and adults. He served as a director of Aurelio Resource Corp. from February 2012 to August 2013. From 2004 to 2007 Mr. Presement served as a General Manager of a Mailgate Corp. Mr. Presement holds an Honours Bachelor of Arts Degree from York University with a double major in Mass Communications and Political Science.
Dr. Jason Dyck	Dr. Dyck has extensive experience in the field of drug discovery and commercialization. He received a PhD in Medical Sciences from the University of Alberta in 1995 and trained at Dartmouth Medical School (Hanover, New Hampshire) and Baylor College of Medicine (Houston, Texas). Additionally, he sits on the board of CTT Pharmaceutical Holdings, Inc., a corporation listed on the OTC. He is also the co-Chairman, National Research Council at Diabetes Canada and was an alumnus of Canada's Top 40 Under 40.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor with was not adopted by the Board.

Pre-Approval Policies and Procedures

In the event that the Corporation wishes to retain the services of the Corporation's external auditors for any non-audit services, prior approval of the Audit Committee must be obtained.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed to the Corporation by the external auditors for professional services.

	Year ended July 31, 2020	**Year ended July 31, 2019**
Audit fees	$349,999	$260,000
Audit related fees	$3,733	$3,172
Tax fees	Nil	Nil
All other fees	Nil	Nil

Exemption

The Corporation is a "venture issuer" as defined in National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Discussion and Analysis section sets out the objectives of the Corporation's executive compensation arrangements, the Corporation's executive compensation philosophy and the application of this philosophy to the Corporation's executive compensation arrangements. It also provides an analysis of the compensation design, and the decisions that the Board made in fiscal 2021 with respect to the Named Executive Officers. When determining the compensation arrangements for the Named Executive Officers, the Compensation and Nominating Committee considers the objectives of: (i) retaining an executive critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. See "*Compensation Governance*" below for a discussion on the Compensation and Nominating Committee.

For the purposes of this Circular "Named Executive Officer" is defined by Form 51-102F6V - *Statement of Executive Compensation* to mean: (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, (ii) the Corporation's next most highly compensated executive officer, other than the Chief Executive Officer and the Chief Financial Officer, who was serving as executive officer at the end of the most recently completed financial year and whose total compensation exceeds $150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year end of the Corporation.

The Corporation's Named Executive Officers for fiscal year ended July 31, 2021 were: Adam Szweras, former CEO and current chairman, John Durfy, present CEO and Robert Wilson, CFO.

Benchmarking

The Compensation and Nominating Committee considers a variety of factors when designing and establishing, reviewing and making recommendations for executive compensation arrangements for all executive officers of the Corporation. The Board typically does not position executive pay to reflect a single percentile within the industry for each executive. Rather, in determining the compensation level for each executive, the Compensation and Nominating Committee looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement, the compensation paid by the other companies in medicinal and recreational marijuana industry, and pay equity considerations.

Elements of Named Executive Officer Compensation

The compensation paid to the Corporation's Named Executive Officers generally consists of three primary components:

a. Base salary;

b. Bonus; and

c. long-term incentives in the form of RSUs granted under the Corporation's RSU Plan and stock options granted under the stock option plan (the "**Option Plan**").

The key features of these primary components of compensation are discussed below:

1. Base Salary

Base salary recognizes the value of an individual to the Corporation based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Corporation competes for talent. Base salaries for the Named Executive Officers are reviewed annually. Any change in base salary of a Named Executive Officer is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Corporation (in particular, companies in the marijuana industry) and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

2. Bonus

An annual bonus recognizes the achievement of certain milestones agreed to by the compensation committee. Bonuses for the Named Executive Officers are reviewed annually. Any change in bonus of a Named Executive Officer is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Corporation (in particular, companies in the marijuana industry) and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

3. Long-Term Incentives

The Corporation provides long-term incentives to its Named Executive Officers in the form of RSUs and stock options as part of its overall executive compensation strategy. The Compensation and Nominating Committee believes that RSUs and stock options grants serve the Corporation's executive compensation philosophy in several ways, including: by helping to attract, retain, and motivate talent; aligning the interests of the Named Executive Officers with those of Shareholders by linking a specific portion of the officer's total pay opportunity to the share price; and by providing long-term accountability for its Named Executive Officers.

Compensation of Directors and Officers

The Compensation and Nominating Committee makes recommendations to the Board as to the appropriate level of remuneration for the directors and officers of the Corporation. The Board as a whole makes the final determination in respect of compensation matters. Remuneration is assessed and determined by taking into account such factors as the size of the Corporation and the level of compensation earned by directors and officers of companies of comparable size and industry.

The only arrangements the Corporation has, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts for the financial year ended July 31, 2021, are through the issuance of stock options and RSUs. The number of options or RSUs to be granted from time to time is determined by the Board in its discretion. During the most recently completed fiscal year, there was additional compensation paid to the Chairman of the Board for the role as Chairman.

The annual compensation of the Board members for their role as directors, including the committee roles, is set out below. Such amount is paid in options pursuant to the Option Plan or RSUs pursuant to the RSU Plan.

Directors:	$25,000
Committee Chairman:	$ 5,000
Committee Member:	$ 5,000
Chairman:	$ 5,000

Exceptional compensation may be granted to certain individuals in an amount different than as set out above upon the requisite approval, which compensation will be disclosed in the executive compensation section of the management information circular of the Corporation prepared in respect of the financial year in which such compensation was paid.

Risks Associated with Compensation Policies and Practices

The oversight and administration of the Corporation's executive compensation program requires the Compensation and Nominating Committee to consider risks associated with the Corporation's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at annual reviews and also throughout the year whenever it is deemed necessary by the Compensation and Nominating Committee.

The Corporation's executive compensation policies and practices are intended to align management incentives with the long-term interests of the Corporation and its Shareholders. In each case, the Corporation seeks an appropriate balance of risk and reward. Practices that are designed to avoid

inappropriate or excessive risks include: (i) financial controls that provide limits and authorities in areas such as capital and operating expenditures to mitigate risk taking that could affect compensation, (ii) balancing base salary and variable compensation elements, and (iii) spreading compensation across short and long-term programs.

Compensation Governance

The Compensation and Nominating Committee intends to conduct an annual review of directors' compensation having regard to various reports on current trends in directors' compensation and compensation data for directors of reporting issuers of comparative size to the Corporation. Director compensation is currently limited to the grant of stock options pursuant to the Option Plan and RSUs pursuant to the RSU Plan. It is anticipated that the Chief Executive Officer will review the compensation of officers of the Corporation for the prior year and in comparison, to industry standards via information disclosed publicly and obtained through copies of surveys. The Board expects that the Chief Executive Officer will also make recommendations relating to compensation to the Compensation and Nominating Committee. The Compensation and Nominating Committee will review and make suggestions with respect to compensation proposals and then makes a recommendation to the Board. The Compensation and Nominating Committee is comprised of Brian Presement and Aaron Johnson.

The Compensation and Nominating Committee's responsibility is to formulate and make recommendations to the Board in respect of compensation issues relating to directors and officers of the Corporation. Without limiting the generality of the foregoing, the Compensation and Nominating Committee has the following duties:

(a) to review the compensation philosophy and remuneration policy for officers of the Corporation and to recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate officers;

(b) to review and recommend to the Board the retainer and fees, if any, to be paid to directors of the Corporation;

(c) to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those corporate goals and objectives, and determine (or make recommendations to the directors of the Corporation with respect to) the Chief Executive Officer's compensation level based on such evaluation;

(d) to recommend to the directors of the Corporation with respect to executive officer (other than the Chief Executive Officer) and director compensation including reviewing management's recommendations for proposed stock options and other incentive-compensation plans and equity-based plans, if any, for non-Chief Executive Officer and director compensation and make recommendations in respect thereof to the Board;

(e) to administer the RSU Plan and Option Plan approved by Board in accordance with its terms, including the recommendation Board of the grant of RSUs or stock options in accordance with the terms thereof; and

(f) to determine and recommend for the approval of the Board bonuses to be paid to officers and employees of the Corporation and to establish targets or criteria for the payment of such bonuses, if appropriate. Pursuant to the mandate and terms of reference of the Compensation and Nominating Committee, meetings of the committee are to take place at

least once per year and at such other times as the Chair of the Compensation and Nominating Committee may determine.

Director and Named Executive Officer Compensation

The following table sets forth compensation for each Named Executive Officer and director of the Corporation for the two (2) most recently completed financial years, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	**Year Ended July 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)[15]**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
John Durfy[1] Director and CEO	2021	240,000[6]	240,000	Nil	Nil	Nil	480,000[7]
	2020	100,000[8]	Nil	Nil	Nil	Nil	100,000[8]
Robert Wilson[2] CFO	2021	194,000[9]	120,000	Nil	Nil	Nil	314,000
	2020	70,000	Nil	Nil	Nil	10,000[10]	80,0000
Brian Presement Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Billy A. Morrison Director and Chief Technology Officer	2021	Nil	Nil	Nil	Nil	Nil	Nil[11]
	2020	Nil	Nil	Nil	Nil	Nil	Nil[12]
Aaron Johnson Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Dr. Jason Dyck[3] Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Adam Szweras[4] Chairman, Director, Former CEO	2021	NIL	Nil	Nil	Nil	Nil	NIL [14]
	2020	201,090[13]	Nil	Nil	Nil	Nil	201,090[13]
Tom Kruesopon[5] Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes**:**

(1) Mr. Durfy was appointed Chief Executive Officer on February 28, 2020.
(2) Mr. Wilson was appointed Chief Financial Officer on December 16, 2019.
(3) Mr. Dyck was appointed a director of the Corporation on June 30, 2020.
(4) Mr. Szweras ceased being the Chief Executive Officer on February 28, 2020.
(5) Mr. Kruesopon was appointed a director of the Corporation on November 11, 2019.
(6) 50% deferred up to May 1, 2021 and 100% paid thereafter.
(7) Inclusive of the total compensation, Mr. Durfy received Nil compensation for his role as director of the Corporation in the fiscal year 2021.
(8) 50% deferred. Inclusive of the total compensation, Mr. Durfy received Nil compensation for his role as director of the Corporation in the fiscal year 2020.
(9) 40% deferred up to May 1, 2021 and 100% paid thereafter.

(10) $10,000 in accrued salary for December and January was converted to secured notes.
(11) Inclusive of the total compensation, Mr. Morrison received Nil compensation for his role as director of the Corporation in the fiscal year 2021.
(12) Inclusive of the total compensation, Mr. Morrison received Nil compensation for his role as director of the Corporation in the fiscal year 2020.
(13) 100% deferred. Inclusive of the total compensation.
(14) Mr. Szweras received NIL compensation for his role as director and chairman of the Corporation and NIL compensation for his role as Chief Executive Officer of the Corporation in the fiscal year 2020.
(15) Bonuses for Mr Durfy and Mr Wilson shall be paid in Common Shares.

Stock Options and Other Compensation Securities

The following table sets out all of the compensation securities granted or issued to each Named Executive Officer and director by Corporation, pursuant to the RSU Plan and Option Plan, for services provided or to be provided, directly or indirectly, to the Corporation in the most recently completed financial year.

Compensation Securities							
Name and position	**Type of compensation security[1]**	**Number of compensation securities, number of underlying securities, and percentage of class[2]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
John Durfy[3] Director and CEO	RSU	15,000,000 1.5%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Robert Wilson[4] CFO	RSU	10,000,000 1.0%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Brian Presement[5] Director	RSU	1,800,000 0.2%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Billy A. Morrison[6] Director and Chief Technology Officer	RSU	1,200,000 0.1%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Aaron Johnson[7] Director	RSU	1,200,000 0.1%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Dr. Jason Dyck[8] Director	RSU	1,500,000 0.1%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Adam Szweras[9] Chairman, Director, Former CEO	RSU	10,000,000 1.0%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024
Tom Kruesopon[10] Director	RSU	1,000,000 0.1%	19-July- 2021	N/A	$0.015	$0.015	19-July-2024

Notes:

(1) All RSUs noted are issuable under the Corporation's proposed RSU Plan and are subject to approval of such RSU Plan at the Meeting. Each RSUs entitles the holder thereof to one Common Share subject to the restrictions in the respective grants and the terms of the RSU Plan. The RSUs noted in the table represent payment for past services and performance and, as such, vest immediately.
(2) Percentage of class of Common Shares as at the date of this Circular.
(3) As of July 31, 2021, Mr. Durfy held 20 million RSUs in the aggregate, pursuant to which 20 million Common Shares are issuable, respectively.
(4) As of July 31, 2021, Mr. Wilson held 10 million RSUs in the aggregate, pursuant to which 10 million Common Shares are issuable, respectively.
(5) As of July 31, 2021, Mr. Presement held 1.6 million options and 2,753,806 RSUs in the aggregate, pursuant to which 1.6 million and 2,753,806 Common Shares are issuable, respectively.
(6) As of July 31, 2021, Mr. Morrison held 1.3 million options and 1,200,000 RSUs in the aggregate, pursuant to which 1.3 million and 1,200,000 Common Shares are issuable, respectively.
(7) As of July 31, 2021, Mr. Johnson held 800,000 options and 2,153,806 RSUs in the aggregate, pursuant to which 800,000 and 2,153,806 Common Shares are issuable, respectively.
(8) As of July 31, 2021, Mr. Dyck held 1,200,000 RSUs in the aggregate, pursuant to which 1,200,000 Common Shares are issuable, respectively.
(9) As of July 31, 2021, Mr. Szweras held 3.8 million options and 12,129,032 RSUs in the aggregate, pursuant to which 3.8 million and 12,129,032 Common Shares are issuable, respectively.
(10) As of July 31, 2021, Mr. Kruesopon held 1,000,000 RSUs in the aggregate, pursuant to which 1,000,000 Common Shares are issuable, respectively.

Exercise of Compensation Securities by Directors and NEOs

The following table provides a summary of each exercise of compensation securities granted pursuant to the RSU Plan and Option Plan by each Named Executive Officer and director of the Corporation for the fiscal year ended July 31, 2021.

Exercise of Compensation Securities by Directors and Named Executive Officers							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Nil	Nil	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Option Plan authorizes the Board to grant stock options to the Corporation's officers, directors, employees and consultants on the following terms:

1. The number of Common Shares subject to each option is determined by the Board provided that the Option Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12-month period, result in:

   (a) the number of Common Shares reserved for issuance pursuant to stock options granted to any one (1) person exceeding 5% of the issued Common Shares of the Corporation;

   (b) the issuance, within a one year period, to insiders of the Corporation of a number of Common Shares exceeding 10%, or to one insider of a number exceeding 5%, or to a consultant of a number exceeding 2%; or to employees or consultants (as defined by the Exchange) who provides investor relation services of a number exceeding 2% (in the aggregate for all such employees or consultants) of the issued Common Shares of the Corporation.

2. The aggregate number of Common Shares which may be issued pursuant to options granted under the Option Plan may not exceed 10% of the issued and outstanding Common Shares of the Corporation as at the date of the grant.

3. The exercise price of an option may not be set at less than the discounted market price (as provided in the Exchange regulations) for the trading day immediately preceding the date of grant of the option.

4. The options may be exercisable for a period of up to five (5) years.

5. The options are non-assignable, except in certain circumstances. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Option Plan or within a period of not more than 90 days (30 days for providers of investor relations services) after ceasing to be an eligible optionee or, if the optionee dies, within one (1) year from the date of the optionee's death.

On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

RSU Plan

The purpose of the RSU Plan is to attract and motivate directors, officers, employees or consultants, and thereby advance the Corporation's interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation, through the issuance of RSUs.

A summary of the proposed RSU Plan is set out under the heading "*Particulars of Matters to be Acted Upon - Approval of RSU Plan and RSU Issuance*".

Employment, Consulting and Management Agreements

As at July 31, 2021, there were no written contracts or agreements that provide for payment to a director or Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a director or Named Executive Officer's responsibilities other than below.

Durfy Agreement

In accordance with the employment agreement between the Corporation and Mr. Durfy dated March 2, 2020, and in the event that the Corporation terminates Mr. Durfy without cause: after one (1) year of employment, Mr. Durfy shall be entitled to six (6) months' of severance pay; after two (2) years, Mr. Durfy shall be entitled to one (1) year of severance pay; and after three (3) years and for any time thereafter, a maximum of 18 months' of severance pay. In the event that a change of control occurs, Mr. Durfy may terminate his employment agreement and all options and RSUs then held by him shall become fully vested and exercisable and Mr. Durfy shall be entitled to severance pay as set forth above. In the event of a successful take-over bid, Mr. Durfy shall be entitled to an amount equal to two times time his annual salary plus the amount of his prior year's bonus (if any).

Wilson Agreement

In accordance with the management contract between the Corporation and Mr. Wilson's consulting company, EWC Corporation ("**EWC**") dated August 1, 2020, and in the event that the Corporation

terminates the agreement without cause, EWC shall be entitled to one (1) year of severance pay; after one (1) years, EWC shall be entitled to 18 months' of severance pay. In the event that a change of control occurs, EWC may terminate his employment agreement and all options and RSUs then held by Mr. Wilson or EWC shall become fully vested and exercisable and EWC shall be entitled to severance pay as set forth above. In the event of a successful take-over bid, EWC shall be entitled to an amount equal to two times time his annual salary plus the amount of his prior year's bonus (if any).

External Management Companies

The Corporation has engaged the services of Mr. Wilson and EWC, an external management company to provide executive management services to the Corporation.

CORPORATE GOVERNANCE

Board of Directors

The Board currently will consist of six (6) directors. The Board has concluded that, Dr. Jason Dyck and Brian Presement are "independent" for purposes of Board membership, as defined in National Instrument 58-101 - *Disclosure of Corporate Governance Practices*. By virtue of their past or current management positions or their status as promoter of the Corporation, each of John Durfy, Aaron Johnson, Billy Morrison and Adam Szweras are not considered to be "independent".

A member of the Board is considered to be independent if the member has no direct or indirect material relationship with the issuer. A material relationship means a relationship which could, in the view of the reporting issuer's Board, reasonably interfere with the exercise of a member's independent judgment.

Directorships

The following table provides a list of the Corporation's proposed directors who are presently serving as directors of other reporting issuers and the names of such reporting issuers.

Name	Name of Reporting Issuer	Name or Exchange or Market
Adam Szweras	Aurora Cannabis Inc.	CSE
Dr. Jason Dyck	Australis Capital Inc.	CSE
	CTT Pharmaceutical Holdings, Inc.	OTC
Aaron Johnson	Vibe Growth Corporation	CSE

Orientation and Continuing Education

The Board is comprised of individuals with either prior experience as a director or publicly listed issuer or a private entity or with significant business experience as a senior business manager. While the Corporation currently has no formal orientation and education program for new Board members, sufficient information (such as annual reports, prospectuses, proxy solicitation materials, budgets and operations reports) is provided to new Board members to ensure that each new director is familiar with the business of the Corporation and the functions of the Board. In addition, new directors are encouraged to meet with senior management.

Ethical Business Conduct

Ethical business conduct and behaviour is of great importance to the Board and management of the Corporation. The Corporate Governance Committee and the Board have discussed the adoption of a written code of conduct, but it has not yet adopted a written code. The Corporation does expect that each of the directors, officers and employees conduct themselves ethically and within the confines of professional behaviour, including the avoidance of conflicts of interest, protection and proper use of Corporation information, compliance with laws, rules and regulations and reporting of illegal or unethical behaviour.

Any director or officer of the Corporation shall disclose in writing or request to have it entered into the minutes of Board's meeting or any of the committees of the directors the nature and extent of any interest in a material contract or a material transaction, whether made or proposed, as soon as the director or officer becomes aware of such a contract or transaction. In such a case, the director shall abstain from voting on any resolution to approve such a contract or transaction.

Nomination of Directors

The Board is entrusted with reviewing on a periodic basis the composition of the Board and, when appropriate, with maintaining a list of potential candidates for Board membership and interviewing potential candidates for Board membership.

Compensation

At present, no compensation other than the grant of options or RSUs is paid to the Corporation's directors, in such capacity. For a description of the process by which the Corporation determines compensation for its directors and officers, see "*Executive Compensation – Compensation of Directors*".

Other Board Committees

Other than the Audit Committee, the Corporation's Board has a Compensation and Nominating Committee and a Corporate Governance Committee.

The Compensation and Nominating Committee's responsibility is to formulate and make recommendations to the directors of the Corporation in respect of compensation issues relating to directors and officers of the Corporation. The Compensation and Nominating Committee is comprised of Brian Presement (Chair) and Aaron Johnson. See "*Executive Compensation – Compensation Governance*".

The Corporate Governance Committee's responsibility is to assist the Board in fulfilling its oversight responsibilities in the following principal areas: (i) developing a set of corporate governance rules; (ii) reviewing and recommending the compensation of the Corporation's directors; (iii) facilitating the evaluation of the Board and committees of the Board. The Corporate Governance Committee is comprised of Aaron Johnson (Chair), Brian Presement and Adam Szweras.

Assessments

The Board does not formally review the contribution and effectiveness of the Board, its members or committees. The Board believes that its size facilitates an informal review process through discussion and evaluation between the Chairman of the Board, the Chief Executive Officer and the Chair of the Corporate Governance Committee.

Pension Plan Benefits

The Corporation does not have a pension plan for its Named Executive Officers and directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as at fiscal year ended July 31, 2021, information with respect to the Corporation's compensation plans under which equity securities are authorized for issuance:

Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights** **(a)**	**Weighted-average exercise price of outstanding options, warrants and rights** **(b)**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))** **(c)**
Option plan approved by securityholders	13,130,000	$0.22	89,561,820
RSU Plan approved by secutityholders	9,186,644	N/A	5,153,736
Equity compensation plans not approved by security holders	41,400,000 (2)	N/A	N/A
Total	**63,716,644**	**$0.22**	**80,375,176 (1)**

(1) The current RSU and Option plans are subject to a combined limit of 10% of the total shares outstanding**.**

(2) The issuance of 41,400,000 RSUs on July 19, 2021 is subject to shareholder approval of the proposed RSU Plan. See "*Particulars of Matters to be Acted On – Approval of RSU Plan and RSU Issuance*".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, indebted to the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out in the below list of transactions, none of the persons who were directors or executive officers of the Corporation or a subsidiary of the Corporation at any time since the commencement of the Corporation's most recently completed fiscal year, the proposed nominees for election to the board of directors of the Corporation, any person or Corporation who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and

outstanding Common Shares, nor any associate or affiliate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction, or has any such interest in any proposed transaction, which has materially affected or would materially affect the Corporation.

a. Incurred professional fees of $45,500 (2020 - $104,164) from Branson Corporate Services ("**BCS**"). BCS is a company in which Adam Szweras and his wife have a 39% ownership interest. As at July 31, 2021, $78,933 (July 31, 2020 - $140,306) was due to BCS.

b. Incurred fees of $145,560 (2020 - $125,090) from FMI Capital Advisory Inc. ("**FMICA**"). FMICA is a subsidiary of Foundation Financial Holdings Corp. ("**FFHC**"), an entity in which Adam Szweras is a director. As at April 30, 2021, $338,330 (July 31, 2020 - $288,869) was due to FMICA.

c. In March 2020, FMICA subscribed for secured convertible debentures amounting to $89,000.

d. Incurred marketing expenses of $14,550 (2020 - $112,624) and share-based payments of $Nil (2020 - $25,728) from Plexus Cybermedia Ltd. ("**Plexus**"), a company in which a director, Brian Presement, has a 33% ownership interest and is director. As at July 31, 2021, $Nil (July 31, 2020 - $176,983) was due to Plexus.

e. Incurred expenses of $3,051 (2020 - $6,992) from Unite Communications Ltd. ("**Unite**"), a company in which a director, Brian Presement, has a 100% ownership interest. As at July 31, 2021, $4,246 (July 31, 2020 - $7,902) was due to Unite.

f. Incurred professional fees of $90,384 (2020 - $220,650) from Fogler, Rubinoff, LLP, a law firm in which a director, Adam Szweras, was a former partner. As at July 31, 2021, $43,761 (July 31, 2020 - $346,427) was due to Fogler, Rubinoff, LLP.

g. Incurred professional fees of $67 (2020 - $163,483) charged from Johnson, Rovella, Retterer, Rosenthal & Gilles LLP ("**JRG**"), a law firm in which a director, Aaron Johnson, is a partner. As at July 31, 2021, $67 (July 31, 2020 - $355,015) was due to JRG.

h. Incurred management compensation to key management and directors of $794,000 (2020 - $590,617). As at April 30, 2021, $871,888 (July 31, 2020 - $366,388) was owed to officers and directors of the Corporation. Included in shares to be issued was $Nil (July 31, 2020 - $110,000) to be issued to a director of the Corporation.

i. Included in accounts payable and accrued liabilities as at April 30, 2021 was a total of $182,128 (July 31, 2020 - $174,429) due to Adam Szweras.

j. On May 1, 2021, $12,000 in payables to Adam Szweras was converted to a 12% one year promissory note.

k. In March 2018, convertible debentures in the amount of $16,000 and $20,000 were issued to Adam Szweras and Brian Presement, respectively. On October 30, 2020 the Corporation announced the completion of the conversion of the March 2018 debentures which resulted in Adam Szweras and Brian Presement receiving 800,000 and 1,000,000 shares respectively.

l. On September 30, 2020, John Durfy, CEO, and Robert Wilson, CFO, through their respective holding companies, together with two non-related parties entered into an agreement with a creditor

to the Corporation to purchase US$94,254.85 in debt from the creditor. Such agreement transferred US$48,374.26 of the debt due by the Corporation from the creditor to the related parties listed above.

m. In August 2019, convertible debentures in the amount of $250,000 and $100,000 were issued to Adam Szweras and Brian Presement, respectively.

n. On August 17, 2020, the Corporation closed the acquisition of Psychedelic Science Corp. A director of the Corporation, Tom Kruesopon, was a partial owner of Psychedelic Science Corp. As such, the acquisition was considered to be a "related party transaction", as defined by Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions.

o. In 2020, the following was received in respect of the purchase of convertible debentures of the Corporation:

i. $670,678 received from Adam Szweras;
ii. $25,000 received from a company controlled by Adam Szweras;
iii. $50,000 received from Brian Presement;
iv. $79,000 received from John Durfy, CEO;
v. $13,000 conversion of amount payable to John Durfy; and
vi. $10,000 conversion of amount payable to Robert Wilson, CFO.

p. On August 3, 2020 the Corporation entered into settlement agreements with trade creditors representing CAD $1,159,936 to convert such amounts owed into 44,253,582 units at a deemed price of $0.025 per unit. Each unit was comprised of one Common Share and one Common Share purchase warrant (a "**Warrant**") with each Warrant entitling the holder to acquire one Common Share at any time on or before December 31, 2020 at a price of $0.05 per share. Included in these trade creditors were related parties as follows:

i. 2,806,120 Common Shares were issued to BCS, a company in which Adam Szweras and his wife have a 39% ownership interest;
ii. 14,893,580 Common Shares were issued to Johnson, Rovella, Retterer, Rosenthal & Gilles LLP, a law firm in which a director, Aaron Johnson, is a partner;
iii. 7,079,306 Common Shares were issued to Plexus Cybermedia Ltd., a company in which a director, Brian Presement, has a 33% ownership interest;
iv. 284,131 Common Shares issued to Unite Communications Ltd., a company in which a director, Brian Presement, has a 100% ownership interest;
v. 158,828 Common Shares were issued to Brian Presement, Director;
vi. 4,000,000 Common Shares issued to FMICA is a subsidiary of FFHC, an entity in which Adam Szweras is a director; and
vii. 7,656,615 shares issued to Fogler, Rubinoff, LLP, a law firm in which a director, Adam Szweras, is an advisor.

q. During the year ended July 31, 2021 the Board of Directors of the Corporation approved the following equity compensation payment for the Board of Directors and the executives of the Corporation, which have been issued under the proposed RSU Plan, subject to approval of the RSU Plan as provided for herein.

i. Aaron Johnson - 1,200,000 RSUs;
ii. Brian Presement - 1,800,000 RSUs;
iii. Jason Dyck - 1,200,000 RSUs;
iv. Billy Morrison - 1,200,000 RSUs;

v. Tom Kruesopon - 1,000,000 RSUs;
vi. Adam Szweras - 10,000,000 RSUs;
vii. John Durfy - 15,000,000 RSUs; and
viii. Rob Wilson - 10,000,000 RSUs.

In the event that the RSU Plan is not approved, the equivalent amount of Common Shares will be directly issued in the above amounts.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's comparative annual financial statements and management's discussion and analysis. Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Upon request to the Chief Financial Officer of the Corporation, it will provide (to any person) a copy of the comparative financial statements of the Corporation filed with the applicable securities regulatory authorities for the Corporation's most recently completed financial year, together with the report of the auditor, related management's discussion and analysis, and any interim financial statements of the Corporation filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements. To obtain paper copies of Proxy-Related Material free of charge by calling AST at 1-888-433-6443 or by emailing fulfilment@astfinancial.com.

OTHER MATTERS

As of the date of this Circular, the Board and management of the Corporation are not aware of any matters to come before the Meeting other than those matters specifically identified in the accompanying Notice of Meeting. However, if such other matters properly come before the Meeting or any adjournment(s) thereof, the persons designated in the accompanying form of proxy will vote thereon in accordance with their judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

BOARD APPROVAL

The contents of this Circular and its distribution to Shareholders have been approved by the Board.

DATED this 17th day of August, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ *"Adam Szweras"*

Adam Szweras
Chairman of the Board

SCHEDULE "A"

CHANGE OF AUDITOR REPORTING PACKAGE

See attached.

SCHEDULE "B"

DRAFT ARTICLES OF AMENDMENT

D. Other Changes

The articles of the Company are hereby amended by:

1. Re-designating the existing Common Shares of the Company as subordinate voting shares.

2. Removing the existing rights, privileges, conditions and restrictions attaching to the subordinate voting shares and replacing them as provided for in the attached Exhibit 1.

3. Creating an unlimited number of shares designated as multiple voting shares with the rights, privileges, restrictions and conditions as provided for in the attached Exhibit 2.

4. Upon the foregoing change, the authorized capital of the Company is confirmed to be an unlimited number of subordinate voting shares and an unlimited number of multiple voting shares.

EXHIBIT 1

SHARE TERMS AND CONDITIONS
Nutritional High International Inc.
(THE "COMPANY")

SPECIAL RIGHTS AND RESTRICTIONS ATTACHED TO

SUBORDINATE VOTING SHARES

1 Voting

The holders of subordinate voting shares ("**Subordinate Voting Shares**") shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company except a meeting at which only the holders of another class or series of shares are entitled to vote. Each Subordinate Voting Share shall entitle the holder thereof to one vote at each such meeting.

2 Alteration to Rights of Subordinate Voting Shares

So long as any Subordinate Voting Shares remain outstanding, the Company will not, without the consent of the holders of Subordinate Voting Shares expressed by separate special resolution, alter or amend these Articles if the result of such alteration or amendment would:

(a) prejudice or interfere with any right or special right attached to the Subordinate Voting Shares; or

(b) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided for herein.

3 Dividends

(a) The holders of Subordinate Voting Shares shall be entitled to receive such dividends payable in cash or property of the Company as may be declared thereon by the directors from time to time. The directors may not declare a dividend payable in cash or property on the Subordinate Voting Shares unless the directors simultaneously declare a dividend payable in cash or property on the Multiple Voting Shares, in an amount per Multiple Voting Share equal to the amount of the dividend declared per Subordinate Voting Share, multiplied by 10.

(b) The directors may declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, but only if the directors simultaneously declare a stock dividend payable in:

(i) Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share; or

(ii) Subordinate Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share (or a fraction thereof) equal to number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10.

(c) The directors may declare a stock dividend payable in Multiple Voting Shares on the Subordinate Voting Shares, but only if the directors simultaneously declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10.

(d) Holders of fractional Subordinate Voting Shares shall be entitled to receive any dividend declared on the Subordinate Voting Shares in an amount equal to the dividend per Subordinate Voting Share multiplied by the fraction thereof held by such holder.

4 Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company to its shareholders for the purposes of winding up its affairs, the holders of the Subordinate Voting Shares shall be entitled to participate *pari passu* with the holders of Multiple Voting Shares, with the amount of such distribution per Subordinate Voting Share equal to the amount of such distribution per Multiple Voting Share divided by 10; and each fraction of a Subordinate Voting Share will be entitled to the amount calculated by multiplying such fraction by the amount payable per whole Subordinate Voting Share.

5 Subdivision or Consolidation

The Subordinate Voting Shares shall not be consolidated or subdivided unless the Multiple Voting Shares are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

6 Conversion of the Shares Upon An Offer

(a) In the event that an offer is made to purchase Multiple Voting Shares, and such offer is:

(i) required, pursuant to applicable securities legislation or the rules of any stock exchange on which (i) the Multiple Voting Shares, or (ii) the Subordinate Voting Shares which may be obtained upon conversion of the Multiple Voting Shares, in either case may then be listed, to be made to all or substantially all of the holders of Multiple Voting Shares in a province or territory of Canada to which the requirement applies (such offer to purchase, an "**Offer**"); and

(ii) not made to the holders of Subordinate Voting Shares for consideration per Subordinate Voting Share equal to or greater than $1/10^{th}$ (10%) of the consideration offered per Multiple Voting Share;

each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares on the basis of 10 Subordinate Voting Shares for one (1) Multiple Voting Share, at any time while the Offer is in effect until one day after the time prescribed by applicable securities legislation or stock exchange rules for the offeror to take up and pay for such shares as are to be acquired pursuant to the Offer (the "**Subordinate Voting Share Conversion Right**"). For avoidance of doubt, fractions of Multiple Voting Shares may be issued in respect of any amount of Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is exercised which is less than 10.

(b) The Subordinate Voting Share Conversion Right may only be exercised for the purpose of depositing the Multiple Voting Shares acquired upon conversion under such Offer, and for no other reason. If the Subordinate Voting Share Conversion Right is exercised, the Company shall procure, and shall be deemed to have been irrevocably authorized by the holder so exercising the Subordinate Voting Share Conversion Right to procure, that the

transfer agent for the Subordinate Voting Shares shall deposit under such Offer the Multiple Voting Shares acquired upon conversion on behalf of the holder.

(c) To exercise the Subordinate Voting Share Conversion Right, a holder of Subordinate Voting Shares or its, his or her attorney, duly authorized in writing, shall:

(i) give written notice of exercise of the Subordinate Voting Share Conversion Right to the transfer agent for the Subordinate Voting Shares, and of the number of Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is being exercised;
(ii) deliver to the transfer agent for the Subordinate Voting Shares any share certificate(s) or direct registration statement(s) representing the Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is being exercised; and
(iii) pay any applicable stamp tax or similar duty on or in respect of such conversion.

(d) No certificates or direct registration statements representing Multiple Voting Shares acquired upon exercise of the Subordinate Voting Share Conversion Right will be delivered to the holders of Subordinate Voting Shares. If Multiple Voting Shares issued upon such conversion and deposited under such Offer are withdrawn from such Offer by such holder, or such Offer is abandoned, withdrawn or terminated by the offeror, or such Offer expires without the offeror taking up and paying for such Multiple Voting Shares, such Multiple Voting Shares and any fractions thereof issued shall automatically, without further action on the part of the holder thereof, be reconverted into Subordinate Voting Shares on the basis of 10 Subordinate Voting Shares for each one (1) Multiple Voting Share, and the Company will procure that the transfer agent for the Subordinate Voting Shares shall send to such holder a direct registration statement(s) or certificate(s) representing the Subordinate Voting Shares acquired upon such reconversion. If the offeror under such Offer takes up and pays for the Multiple Voting Shares acquired upon exercise of the Subordinate Voting Share Conversion Right, the Company shall procure that the transfer agent for the Subordinate Voting Shares shall deliver to the holders of such Multiple Voting Shares the consideration paid for such Multiple Voting Shares by such Offeror.

EXHIBIT 2

SPECIAL RIGHTS AND RESTRICTIONS ATTACHED

TO MULTIPLE VOTING SHARES

7 Voting

The holders of Multiple Voting Shares ("**Multiple Voting Shares**") shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company except a meeting at which only the holders of another class or series of shares is entitled to vote. Subject to Article 8, each Multiple Voting Share shall entitle the holder to 10 votes and each fraction of a Multiple Voting Share shall entitle the holder to the number of votes calculated by multiplying the fraction by 10 and rounding the product down to the nearest whole number, at each such meeting.

8 Alteration to Rights of Multiple Voting Shares

(a) So long as any Multiple Voting Shares remain outstanding, the Company will not, without the consent of the holders of Multiple Voting Shares expressed by separate special resolution alter or amend these Articles if the result of such alteration or amendment would:

(i) prejudice or interfere with any right or special right attached to the Multiple Voting Shares; or

(ii) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided for herein.

(b) At any meeting of holders of Multiple Voting Shares called to consider such a separate special resolution, each whole Multiple Voting Share shall entitle the holder to one (1) vote.

9 Dividends

(a) The holders of Multiple Voting Shares shall be entitled to receive such dividends payable in cash or property of the Company as may be declared by the directors from time to time. The directors may not declare a dividend payable in cash or property on the Multiple Voting Shares unless the directors simultaneously declare a dividend payable in cash or property on the Subordinate Voting Shares, in an amount equal to the amount of the dividend declared per Multiple Voting Share divided by 10.

(b) The directors may declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, but only if the directors simultaneously declare a stock dividend payable in:

(i) Multiple Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share, divided by 10; or

(ii) Subordinate Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share.

(c) The directors may declare a stock dividend payable in Subordinate Voting Shares on the Multiple Voting Shares, but only if the directors simultaneously declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, in a number of

shares per Subordinate Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Multiple Voting Share, divided by 10.

(d) Holders of fractional Multiple Voting Shares shall be entitled to receive any dividend declared on the Multiple Voting Shares, in an amount equal to the dividend per Multiple Voting Share multiplied by the fraction thereof held by such holder.

10 Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company to its shareholders for the purpose of winding up its affairs, the holders of the Multiple Voting Shares shall be entitled to participate *pari passu* with the holders of Subordinate Voting Shares, with the amount of such distribution per Multiple Voting Share equal to the amount of such distribution per Subordinate Voting Share multiplied by 10; and each fraction of a Multiple Voting Share will be entitled to the amount calculated by multiplying the fraction by the amount payable per whole Multiple Voting Share.

11 Subdivision or Consolidation

The Multiple Voting Shares shall not be consolidated or subdivided unless the Subordinate Voting Shares are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

12 Voluntary Conversion

Subject the Conversion Limitation set forth in this Article 12, holders of Multiple Voting Shares shall have the following rights of conversion (the "**Share Conversion Right**"):

(a) **Right to Convert Multiple Voting Shares.** Subject to the limitations set out in this Article 12, each Multiple Voting Share shall be convertible at the option of the holder into such number of Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the Share Conversion Right is exercised by 10. Fractions of Multiple Voting Shares may be converted into such number of Subordinate Voting Shares as is determined by multiplying the fraction by 10, rounded down to the nearest whole share and no payment shall be made or consideration provided on account of any such rounding.

(b) **Foreign Private Issuer Status.** Subject to the terms hereof, the Company shall not give effect to any voluntary conversion of Multiple Voting Shares pursuant to this Article 12 or otherwise, and the Share Conversion Right will not apply, to the extent that after giving effect to all permitted issuances after such conversion of Multiple Voting Shares, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares (calculated on the basis that each Subordinate Voting Share and Multiple Voting Share is counted once, without regard to the number of votes carried by such share) held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b4 and 12g3-2(a) under the *Securities Exchange Act* of 1934, as amended (the "**Exchange Act**")) ("**U.S. Residents**") would exceed forty percent (40%) (the "**40% Threshold**") of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares (calculated on the same basis) issued and outstanding (the "**FPI Restriction**"). The directors may by resolution increase the 40% Threshold to a number not to exceed fifty percent (50%), and if any such resolution is adopted, all references to the 40% Threshold herein shall refer instead to the amended percentage threshold set by the directors in such resolution, and the formula in Article 12(c) of this Article 12 shall be adjusted to give effect to such amended percentage threshold.

(c) **Conversion Limitation.** In order to give effect to the FPI Restriction, the number of Subordinate Voting Shares issuable to a holder of Multiple Voting Shares upon exercise

by such holder of the Share Conversion Right will be subject to the 40% Threshold based on the number of Multiple Voting Shares held by such holder as of the date of initial issuance of Multiple Voting Shares to such holder, and thereafter on the last day of each of the Company's subsequent fiscal quarters (the date of initial issuance and the last day of each of the Company's subsequent fiscal quarters each being a "**Determination Date**") calculated as follows:

X = [A x 40% - B] x (C/D)

Where, on the Determination Date:

X = Maximum Number of Subordinate Voting Shares which may be issued upon exercise of the Share Conversion Right.

A = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding on such Determination Date.

B = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents on such Determination Date.

C = Aggregate Number of Multiple Voting Shares held by such holder on such Determination Date.

D = Aggregate Number of All Multiple Voting Shares on such Determination Date.

The Company shall determine as of each Determination Date, in its sole discretion, acting reasonably, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents, and the maximum number of Subordinate Voting Shares which may be issued upon exercise of the Share Conversion Right, generally in accordance with the formula set forth immediately above. Upon request by a holder of Multiple Voting Shares, the Company will provide each holder of Multiple Voting Shares with notice of such maximum number as at the most recent Determination Date, or a more recent date as may be determined by the Company in its discretion. To the extent that issuances of Subordinate Voting Shares on exercise of the Share Conversion Right would result in the 40% Threshold being exceeded, the number of Subordinate Voting Shares to be issued will be pro-rated among each holder of Multiple Voting Shares exercising the Share Conversion Right.

Notwithstanding the provisions of Articles 12(b) and 12(c), the directors may by resolution waive the application of the FPI Restriction to any exercise or exercises of the Share Conversion Right to which the FPI Restriction would otherwise apply, or to future conversion restrictions generally, including with respect to a period of time.

(d) **Mechanics of Conversion.** Before any holder of Multiple Voting Shares shall be entitled to voluntarily convert Multiple Voting Shares into Subordinate Voting Shares in accordance with Article 12(a), the holder shall surrender the certificate(s) or direct registration statement(s), if any, representing the Multiple Voting Shares to be converted at the head office of the Company, or the office of any transfer agent for the Multiple Voting Shares, and shall give written notice to the Company at its head office of its, his or her election to convert such Multiple Voting Shares and shall state therein the name or names in which the certificate(s) or direct registration statement(s) representing the Subordinate Voting Shares are to be issued (a "**Conversion Notice**"). The Company shall (or shall cause its transfer agent to) as soon as practicable thereafter, issue to such holder or its, his or her nominee, a certificate(s) or direct registration statement(s) representing the number of Subordinate Voting Shares to which such holder is entitled upon conversion. Such conversion shall be

deemed to have taken place immediately prior to the close of business on the day on which the certificate(s) or direct registration statement(s) representing the Multiple Voting Shares to be converted is surrendered and the Conversion Notice is delivered, and the person or persons entitled to receive the Subordinate Voting Shares issuable upon such conversion shall be treated for all purposes as the holder or holders of record of such Subordinate Voting Shares as of such date.

13 Mandatory Conversion

The Company shall have the following rights in respect of conversion of the Multiple Voting Shares:

(a) **Right to Convert Multiple Voting Shares.** Notwithstanding anything contained herein to the contrary, the Company shall have the right (the "**Company Share Conversion Right**") to require each holder of Multiple Voting Shares to convert (the "**MVS Conversion**") all, and not less than all, of the Multiple Voting Shares held by such holder into such number of Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the Company Share Conversion Right is exercised by 10. Fractions of Multiple Voting Shares may be converted into such number of Subordinate Voting Shares as is determined by multiplying the fraction by 10, rounded down to the nearest whole number and no payment shall be made or consideration provided on account of any such rounding.

(b) **Mechanics of Conversion**

(i) In order to exercise the Company Share Conversion Right, the Company shall issue or cause its transfer agent to issue to each holder of Multiple Voting Shares of record a notice (the "**MVS Conversion Notice**") at least 10 days prior to the record date of the MVS Conversion (the "**MVS Conversion Date**") which shall specify therein: (i) the number of Subordinate Voting Shares into which the Multiple Voting Shares are convertible pursuant to the MVS Conversion; and (ii) the MVS Conversion Date;

(ii) At the time of conversion (the "**Conversion Time**") on the MVS Conversion Date, each certificate or direct registration statement representing Multiple Voting Shares shall be null and void and the former holders of Multiple Voting Shares shall be entered on the register maintained for the Subordinate Voting Shares as holders of Subordinate Voting Shares and shall be treated for all purposes as the record holder or holders of the number of Subordinate Voting Shares to which each former holder or holders of Multiple Voting Shares is entitled pursuant to Article 13(a); and

(iii) As soon as practicable on or after the MVS Conversion Date, and in any event within ten (10) days of the MVS Conversion Date, the Company will issue or send, or cause its transfer agent to issue or send certificate(s) or direct registration statement(s) (at the sole discretion of the Company) to each former holder of Multiple Voting Shares representing the number of Subordinate Voting Shares into which the Multiple Voting Shares have been converted.

(c) **Effect of Conversion**. All Multiple Voting Shares which shall have been converted pursuant to the MVS Conversion shall no longer be deemed to be outstanding and all rights and special rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive Subordinate Voting Shares in exchange therefor in accordance with this Article 13.

GENERAL RIGHTS AND RESTRICTIONS

14 Class Voting

Neither the holders of Subordinate Voting Shares nor the holders of the Multiple Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Company in the case of an amendment referred to in paragraph (a) or (e) in subsection 176(1) of the *Canada Business Corporations Act* (the "**Act**"). Neither the holders of the Subordinate Voting Shares nor the holders of the Multiple Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Company in the case of an amendment referred to in paragraph (b) of subsection 176(1) of the Act unless such exchange, reclassification or cancellation: (affects only the holders of that class; or (ii) affect the holders of Subordinate Voting Share and Multiple Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class as provided herein or as provided by law in respect of such exchange, reclassification or cancellation.

SCHEDULE "C"

RESTRICTED SHARE UNIT PLAN

NUTRITIONAL HIGH INTERNATIONAL INC.

RESTRICTED SHARE UNIT PLAN

EFFECTIVE AS OF SEPTEMBER ●, 2021

TABLE OF CONTENTS

Page

Article 1 PURPOSE AND INTERPRETATION 4

1.1 Purpose 4

1.2 Definitions 4

1.3 Interpretation 8

1.4 Governing Law 8

1.5 Severability 8

Article 2 SHARE CAPITAL 8

2.1 Shares Reserved 8

Article 3 ADMINISTRATION 9

3.1 General 9

3.2 Compliance with Legislation 10

3.3 Miscellaneous 11

Article 4 RESTRICTED SHARE UNITS 12

4.1 Granting of RSUs 12

4.2 Dividends 12

4.3 Settlement of Restricted Share Units 12

4.4 Termination of Service 14

4.5 Non-transferability of RSUs 15

Article 5 TERMINATION, AMENDMENTS AND ADJUSTMENTS 15

5.1 Amendment and Termination 15

5.2 Change of Control 15

5.3 Adjustments 16

Article 6 GENERAL 16

6.1 Effective Date 16

6.2 Notice 16

6.3 Tax Withholdings 17

6.4 Rights of Participants 17

6.5 Right to Issue Other Shares 17

6.6 Successors and Assigns 17

6.7 Funding of the Plan 17

RESTRICTED SHARE UNIT PLAN

ARTICLE 1
PURPOSE AND INTERPRETATION

1.1 Purpose

The purpose of the Plan is to promote and advance the interests of the Corporation by providing Eligible Persons with additional incentive through an opportunity to receive discretionary bonuses in the form of Common Shares of the Corporation, (ii) encouraging stock ownership by such Eligible Persons, (iii) increasing the proprietary interest of Eligible Persons in the success of the Corporation, and (iv) increasing the ability to attract, retain and motivate Eligible Persons.

1.2 Definitions

For the purposes of this Plan, the following terms shall have the following meanings:

(a) "**Account**" means a notional account maintained for each Participant on the books of the Corporation which will be credited with Restricted Share Units and Dividend RSUs, in accordance with the terms of the Plan;

(b) "**Affiliate**" means any person that controls or is controlled by the Corporation or that is controlled by the same person that controls the Corporation;

(c) "**Associate**" has the meaning ascribed to that term under the *Securities Act* (Ontario) as may be amended from time to time;

(d) "**Affiliated Companies**", "**Controlled Companies**" and "**Subsidiary Companies**" have the meanings ascribed to those terms under the *Securities Act* (Ontario) as may be amended from time to time;

(e) "**Black-Out Period**" means the period during which designated directors, officers, employees and consultants of the Corporation and, if applicable, any Subsidiary Company, cannot trade Common Shares pursuant to the Corporation's insider trading policy which is in effect at that time (which, for certainty, does not include the period during which a cease trade order is in effect to which the Corporation, or in respect of a Reporting Insider, that Reporting Insider, is subject);

(f) "**Board**" means the board of directors of the Corporation or such delegate as referred to by the term in Section 3.1(1);

(g) "**Business Day**" means any day other than a Saturday, Sunday or a statutory or civic holiday in the City of Toronto, Ontario, on which the Stock Exchange is open for trading;

(h) "**Cause**" means (i) if the Participant has a written agreement with the Corporation or a Subsidiary Company in which cause is defined, cause as defined therein; or otherwise (ii) (A) the inability of the Participant to perform his or her duties due to a legal impediment such as an injunction, restraining order or other type of judicial

judgment, decree or order entered against the Participant; (B) the failure of the Participant to follow the Corporation's reasonable instructions with respect to the performance of his or her duties; (C) any material breach by the Participant of his or her obligations under any code of ethics, any other code of business conduct or any lawful policies or procedures of the Corporation; (D) excessive absenteeism, flagrant neglect of duties, serious misconduct, or conviction of crime or fraud; and (E) any other act or omission of the Participant which would in law permit an employer to, without notice or payment in lieu of notice, terminate the employment of an employee;

(i) "**Certificate**" has the meaning given to that term in Section 3.1(3);

(j) "**Change of Control Event**" means:

(i) the acquisition of a sufficient number of voting securities in the capital of the Corporation so that the acquiror, together with Persons or Entities acting jointly or in concert with the acquiror, becomes entitled, directly or indirectly, to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Corporation (provided that, prior to the acquisition, the acquiror was not entitled to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Corporation);

(ii) the completion of a consolidation, merger, arrangement or amalgamation of the Corporation with or into any other entity whereby the voting securityholders of the Corporation immediately prior to the consolidation, merger, arrangement or amalgamation receive less than 50% of the voting rights attaching to the outstanding voting securities of the consolidated, merged, arranged or amalgamated entity;

(iii) the completion of a sale whereby all or substantially all of the Corporation's undertakings and assets become the property of any other entity and the voting securityholders of the Corporation immediately prior to the sale hold less than 50% of the voting rights attaching to the outstanding voting securities of that other entity immediately following that sale; or

(iv) an occurrence when a majority of the directors elected at any annual or extraordinary general meeting of shareholders of the Corporation are not individuals nominated by the Corporation's then-incumbent Board.

(k) "**Common Shares**" means the common shares in the share capital of the Corporation;

(l) "**Corporation**" means Nutritional High International Inc.;

(m) "**Consultant**" means a corporate entity or an individual, other than an employee, executive officer or director of the Corporation or of an Affiliate, that:

(i) is engaged to provide services to the Corporation or an Affiliate, other than services provided in relation to a distribution of the Corporation's securities;

(ii) provides the services under a written contract with the Corporation or an Affiliate; and

(iii) spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or an Affiliate; and includes, for an individual consultant, a corporation of which the individual consultant is an employee or shareholder, and a partnership of which the individual consultant is an employee or partner;

(n) "**Dividend RSUs**" means a bookkeeping entry credited to a Participant's Account equivalent in value to the dividend, if any, paid on a Common Share in accordance with Section 4.2 of the Plan;

(o) "**Eligible Person**" means:

(i) any director, officer, employee or Consultant of the Corporation or any of its Subsidiary Companies; and

(ii) any Personal Holding Company of any of the persons listed in section 1.2(1)(o)(i) above;

who is designated by the Board as eligible to participate in the Plan;

(p) "**Expiry Date**" means the expiry date set out by the Board on the date of approval of a grant and as described in the applicable Certificate (which for greater certainty may vary between RSUs granted from time to time), following which an RSU is expired and is thereafter incapable of settlement, and is of no value whatsoever, provided however that in no event shall an Expiry Date be a date that is more than three years from the date of grant;

(q) "**Market Price**" means, with respect to any particular date, the volume weighted average trading price of the Common Shares as reported on the Stock Exchange for the five (5) trading days immediately preceding that date;

(r) "**Participant**" means an Eligible Person to whom RSUs have been granted and are outstanding;

(s) "**Personal Holding Company**" means a personal holding corporation that is either wholly owned, or controlled by, any director, executive officer, employee or Consultant of the Corporation or its Affiliates, and the shares of which are held directly or indirectly by any such person or the person s spouse, minor children and/or minor grandchildren;

(t) "**Person or Entity**" means an individual, natural person, corporation, government or political subdivision or agency of a government, and where two or more persons

act as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of an issuer, such partnership, limited partnership, syndicate or group shall be deemed to be a Person or Entity;

(u) "**Plan**" means this Restricted Share Unit plan of the Corporation, as amended from time to time;

(v) "**Reporting Insider**" means a reporting insider as defined under National Instrument 55-104 as may be amended from time to time;

(w) "**Restricted Share Unit**" or "**RSU**" means a bookkeeping entry equivalent in value to a Common Share credited to a Participant's Account and representing the right of a Participant to whom a grant of such restricted share units is made to receive one Common Share (or, pursuant to Section 4.3, an amount of cash equal to the Market Value thereof), pursuant and subject to the terms and conditions set forth in this Plan and in the applicable Certificate;

(x) "**RSU Award**" means the number of RSUs determined by the Board to be awarded to the Participant and credited to a Participant's Account, as evidenced by a Certificate;

(y) "**Settlement Date**" means the Business Day during the Settlement Period on which a Participant elects to settle an RSU in accordance with Section 4.3;

(z) "**Settlement Notice**" has the meaning set out in Section 4.3;

(aa) "**Settlement Period**" means the period starting on the Vesting Date and ending on the Expiry Date;

(bb) "**Shareholder**" means a holder of a Common Share in the capital of the Corporation;

(cc) "**Share Compensation Arrangement**" means any stock option, stock option plan, employee stock purchase plan, restricted share unit, or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise including, without limitation, this Plan;

(dd) "**Stock Exchange**" means the Canadian Securities Exchange or if the Common Shares are not listed on the Canadian Securities Exchange, any stock exchange on which the Common Shares are listed or traded, as determined by the Board;

(ee) "**Termination Date**" means the date on which a Participant ceases to be an Eligible Person. For greater certainty, in the case of a Participant whose employment or term of office with the Corporation or any Subsidiary Company terminates in the circumstances set out in Section 4.4(1)(a), Section 4.4(1)(b) or Section 4.4(1)(c), the date that is designated by the Corporation or any Subsidiary Company, as the

last day of the Participant's employment or term of office with the Corporation or such Subsidiary Company, provided that in the case of termination of employment or term of office by voluntary resignation by the Participant, such date shall not be earlier than the date notice of resignation was given, and "**Termination Date**" specifically does not include any period of reasonable notice that the Corporation or any Subsidiary Company may be required at law to provide to the Participant; and

(ff) "**Vesting Date**" means the date on which an RSU is vested for the purposes of the Plan.

1.3 Interpretation

Words importing the singular number only shall include the plural and vice versa and words importing the masculine shall include the feminine.

1.4 Governing Law

This Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

1.5 Severability

The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision and any invalid or unenforceable provision shall be severed from the Plan.

ARTICLE 2
SHARE CAPITAL

2.1 Shares Reserved

(a) Subject to Section 5.3(1), the securities that may be acquired by Participants pursuant to RSUs granted under this Plan shall consist of authorized but unissued Common Shares.

(b) The Corporation shall at all times during the term of this Plan ensure that the number of Common Shares it is authorized to issue shall be sufficient to satisfy the requirements of RSUs granted under this Plan.

(c) The maximum number of Common Shares made available for issuance pursuant to the Plan shall be determined from time to time by the Board, but in any case, shall not exceed 10% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other Share Compensation Arrangements, subject to adjustments as provided in the Plan.

(d) The Plan shall be a "rolling plan" and therefore when RSUs are exercised, cancelled (whether or not upon payment with respect to vested RSUs) or terminated, Common Shares shall automatically be available for issuance pursuant to the Plan.

ARTICLE 3
ADMINISTRATION

3.1 General

(a) This Plan shall be administered by the Board. Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board and/or to any member of the Board. Any delegation pursuant to this Section 3.1 shall be documented in a resolution of the Board.

(b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, vesting, settlement and method of settlement of RSUs , all on such terms (which may vary between RSUs granted from time to time) as it shall determine. In addition, the Board shall have the authority to:

(i) select any directors, officers, employees or Consultants of the Corporation or Subsidiary Companies of the Corporation to participate in this Plan; provided that RSUs granted to any Participant shall be approved by the Shareholders if the rules of the Stock Exchange require such approval;

(ii) construe and interpret this Plan and all agreements entered into hereunder;

(iii) prescribe, amend and rescind rules and regulations relating to this Plan; and

(iv) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants and on their legal, personal representatives and beneficiaries.

(c) An RSU Award shall be evidenced by an RSU agreement certificate ("**Certificate**"), signed on behalf of the Corporation, subject to amendment by the Board from time to time, and which shall specify:

(i) the number of RSUs subject to the RSU Award to be credited to the Participant's Account;

(ii) the date of grant of the RSU Award;

(iii) the Vesting Date or Vesting Dates applicable to the RSUs subject to the RSU Award;

(iv) the Settlement Period and Expiry Date applicable to an RSU subject to the RSU Award;

(v) the nature and duration of the restrictions, if any, to be imposed upon the sale or other disposition of Common Shares acquired upon settlement of the RSU;

(vi) the nature of the events, if any, and the duration of the period in which any Participant's rights in respect of Common Shares acquired upon settlement of an RSU may be forfeited; and

(vii) such other terms, conditions and limitations permitted by and not inconsistent with this Plan as the Board may determine.

(d) No member of the Board (or person acting under delegated authority), nor the Corporation, will be liable for any action or determination taken or made in the administration, interpretation, construction or application of this Plan, any Certificate or any RSU issued pursuant to this Plan, or otherwise in any way in respect of any Participant's participation in this Plan or the holding or settlement of RSUs.

3.2 Compliance with Legislation

(a) The Plan, the terms of the issue or grant and the settlement of RSUs hereunder and the Corporation's obligation to sell and deliver Common Shares upon settlement of RSUs shall be subject to all applicable federal, provincial and foreign laws, rules and regulations, the rules and regulations of the Stock Exchange and to such approvals by any regulatory or governmental agency as may, in the opinion of counsel to the Corporation, be required. The Corporation shall not be obliged by any provision of the Plan or the grant of any RSU hereunder to issue or sell Common Shares in violation of such laws, rules and regulations or any condition of such approvals.

(b) No RSU shall be granted and no Common Shares issued or sold thereunder where such grant, issue or sale would require registration of the Plan or of Common Shares under the securities laws of any foreign jurisdiction and any purported grant of any RSU or issue or sale of Common Shares hereunder in violation of this provision shall be void.

(c) The Corporation shall have no obligation to issue any Common Shares pursuant to the Plan unless such Common Shares shall have been duly listed, upon official notice of issuance, with the Stock Exchange. Common Shares issued and sold to Participants pursuant to the settlement of RSUs may be subject to restrictions or limitations on sale or resale under applicable securities laws.

(d) If Common Shares cannot be issued to a Participant upon the settlement of an RSU due to legal or regulatory restrictions, the obligation of the Corporation to issue such Common Shares under the Plan shall terminate, at no cost to the Corporation nor obligation to otherwise compensate a Participant in any way.

(e) If applicable, all certificates or other documents representing securities pursuant to the Plan issued to a "U.S. person" as defined in Rule 902(k) of Regulation S promulgated under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**") will bear the applicable restrictive legend referring to the U.S. Securities Act, which will state, without limitation, that such securities have not

been registered under the Securities Act and will set forth or refer to the applicable restrictions on transferability and sale thereof.

In addition to the foregoing restrictive legends, certificates representing any securities issued pursuant to the Plan may bear such additional restrictive legends as the Board or Committee may in their sole discretion determine are required to comply with applicable securities laws or Stock Exchange requirements.

3.3 Miscellaneous

(a) Nothing contained herein shall prevent the Board from adopting other or additional compensation arrangements, subject to any required approval.

(b) Nothing contained in the Plan nor in any RSU granted hereunder shall be deemed to give any Participant any interest or title in or to any Common Shares of the Corporation or any rights as a Shareholder or any other legal or equitable right against the Corporation whatsoever other than as set forth in the Plan and pursuant to the settlement of any RSU.

(c) The Plan does not give any Participant or any employee of the Corporation or any of its Affiliated Companies, Subsidiary Companies or Controlled Companies the right or obligation to continue to serve as a Consultant, director, officer or employee, as the case may be, of the Corporation or any of its Affiliated Companies, Subsidiary Companies or Controlled Companies. The awarding of RSUs to any Eligible Person is a matter to be determined solely in the discretion of the Board. The Plan shall not in any way fetter, limit, obligate, restrict or constrain the Board with regard to the allotment or issue of any Common Shares or any other securities in the capital of the Corporation or any of its Subsidiary Companies other than as specifically provided for in the Plan.

(d) The existence of any RSUs shall not affect in any way the right or power of the Corporation or its Shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Corporation's capital structure or its business, or any amalgamation, combination, merger or consolidation involving the Corporation or to create or issue any bonds, debentures, shares or other securities of the Corporation or the rights and conditions attaching thereto or to affect the dissolution or liquidation of the Corporation or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

(e) No fractional Common Shares shall be issued upon the settlement of RSUs granted under the Plan and, accordingly, if a Participant would become entitled to a fractional Common Share upon the settlement of an RSU, or from an adjustment pursuant to Section 5.3(1) such Participant shall only have the right to receive the next lowest whole number of Common Shares and no payment or other adjustment will be made with respect to the fractional interest so disregarded.

ARTICLE 4
RESTRICTED SHARE UNITS

4.1 Granting of RSUs

(a) Where the Board determines to grant an RSU Award to an Eligible Person and the terms and conditions applicable to such RSU Award, the Corporation shall deliver to the Eligible Person a Certificate, containing the terms and condition applicable to such RSU Award.

(b) On the grant of an RSU Award, the Corporation will credit the Participant's Account with the number of RSUs granted to such Participant under the terms of the RSU Award.

(c) The grant of an RSU Award shall entitle the Participant to the conditional right to receive for each RSU credited to the Participant's Account, at the election of the Corporation, either one Common Share or an amount in cash, net of applicable taxes and contributions to government sponsored plans, as determined by the Board, equal to the Market Price of one Common Share for each RSU credited to the Participant's Account on the Settlement Date, subject to the conditions set out in the Certificate and in the Plan, and subject to all other terms of this Plan.

(d) An Eligible Person may receive an RSU Award on more than one occasion under the Plan and may receive separate RSU Awards on any one occasion.

4.2 Dividends

(a) Unless the Board determines otherwise, additional RSUs ("**Dividend RSUs**") will be credited to a Participant's Account where the Corporation declares and pays a dividend on Common Shares. The number of Dividend RSUs credited to a Participant's Account in connection with the payment of dividends on Common Shares will be based on the actual amount of cash dividends that would have been paid to such Participant had he been holding such number of Shares equal to the number of RSUs credited to the Participant's Account on the date on which cash dividends are paid on the Shares and the Market Price of the Common Shares on the payment date.

(b) Dividend RSUs credited to a Participant's Account shall vest and be settled in the same manner and on the same date as the RSUs to which they relate.

4.3 Settlement of Restricted Share Units

(a) Subject to the provisions of the Plan and in particular Section 4.4 and Section 5.2 and any vesting limitations imposed by the Board in its sole unfettered discretion at the time of grant, RSUs subject to an RSU Award may be settled by a Participant during the Settlement Period applicable to the RSU by delivery to the Corporation of a notice (the "**Settlement Notice**") in a form attached to the Certificate. As soon as practicable following the receipt of the Settlement Notice, RSUs will be settled

by the Corporation through the delivery by the Corporation of such number of Common Shares equal to the number of RSUs then being settled or, at a Corporation's election, an amount in cash, net of applicable taxes and contributions to government sponsored plans, equal to the Market Price at the Settlement Date of one Common Share for each RSU then being settled. Where, prior to the Expiry Date, a Participant fails to elect to settle an RSU, the Participant shall be deemed to have elected to settle such RSUs on the day immediately preceding the Expiry Date.

(b) Notwithstanding the foregoing, if the Corporation elects to issue Common Shares in settlement of RSUs:

(i) the Corporation may arrange for such number of the Common Shares to be sold as it deems necessary or advisable to raise an amount at least equal to its determination of such applicable taxes, with such amount bring withheld by the Corporation; or

(ii) the Corporation may elect to settle for cash such number of RSUs as it deems necessary or advisable to raise funds sufficient to cover such withholding taxes with such amount being withheld by the Corporation; or

(iii) the Corporation may, as a condition of settlement in the form of Common Shares, require the Participant to pay the applicable taxes as determined by the Corporation or make such other arrangement acceptable to the Corporation in its discretion (if at all) as it deems necessary or advisable.

(c) Subject to the terms of the Plan, as soon as practicable after receipt of any of the amount, undertaking or election listed in Section 4.3(2), the Corporation will forthwith cause the transfer agent and registrar of the Common Shares to deliver to the Participant a certificate or certificates in the name of the Participant or a statement of account, at the discretion of the Corporation, representing in the aggregate Common Shares issued to the Participant.

(d) Notwithstanding any other provision of the Plan:

(i) no RSU shall be capable of settlement after the Expiry Date; provided, however, that if the Expiry Date in respect of an RSU falls on, or within nine (9) Business Days immediately following, a date upon which such Participant is prohibited from exercising such RSU due to a Black-Out Period or other trading restriction imposed by the Corporation, then the Expiry Date of such RSU shall be automatically extended to the tenth (10th) Business Day following the date the relevant Black-Out Period or other trading restriction imposed by the Corporation is lifted, terminated or removed. The foregoing extension applies to all RSUs regardless of the date of grant and shall not be considered an extension of the term thereof as otherwise referred to in the Plan;

(ii) the Settlement Period shall be automatically reduced in accordance with Section 4.4 upon the occurrence of any of the events referred to therein; and

(iii) no RSU in respect of which Shareholder approval is required under the rules of the Stock Exchange shall be settled until such time as such RSU has been so approved.

4.4 Termination of Service

(a) Except as otherwise determined by the Board:

(i) all RSUs held by the Participant (whether vested or unvested) shall terminate automatically upon the termination of the Participant's service with the Corporation or any Subsidiary Companies for any reason other than as set forth in paragraph (b) and (c) below;

(ii) in the case of a termination of the Participant's service by reason of (A) termination by the Corporation or any Subsidiary Companies other than for Cause, or (B) the Participant's death, the Participant's unvested RSUs shall vest automatically as of such date, and on the earlier of the original Expiry Date and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the Termination Date), the Participant (or his or her executor or administrator, or the person or persons to whom the Participant's RSUs are transferred by will or the applicable laws of descent and distribution) will be eligible to request that the Corporation settle his or her vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the Termination Date) the Participant fails to elect to settle a vested RSU, the Participant shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the Termination Date) and to receive Common Shares in respect thereof;

(iii) in the case of a termination of the Participant's services by reason of voluntary resignation, only the Participant's unvested RSUs shall terminate automatically as of such date, and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the Termination Date), the Participant will be eligible to request that the Corporation settle his vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the Termination Date) the Participant fails to elect to settle a vested RSU, the Participant shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the Termination Date) and to receive Common Shares in respect thereof;

(iv) for greater certainty, where a Participant's employment or term of office terminates by reason of termination by the Corporation or any Subsidiary Companies for Cause then any RSUs held by the Participant, whether or not vested at the Termination Date, immediately terminate and are cancelled on the Termination Date or at a time as may be determined by the Board, in its sole discretion;

(v) a Participant's eligibility to receive further grants of RSUs under this Plan ceases as of the earliest of the date the Participant resigns from the Corporation or any Subsidiary Company and the date that the Corporation or any Subsidiary Company provides the Participant with written notification that the Participant's employment or term of office, as the case may be, is terminated, notwithstanding that such date may be prior to the Termination Date; and

(vi) for the purposes of the Plan, a Participant shall not be deemed to have terminated service where: (i) the Participant remains in employment or office within or among the Corporation or any Subsidiary Company or (ii) the Participant is on a leave of absence approved by the Board.

4.5 Non-transferability of RSUs

(a) RSUs shall not be transferable or assignable by the Participant otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of a Participant only by the Participant and after death only by the Participant's legal representative.

ARTICLE 5
TERMINATION, AMENDMENTS AND ADJUSTMENTS

5.1 Amendment and Termination

(a) The Board may amend, suspend or terminate the Plan or any portion thereof at any time in accordance with applicable law, and subject to any required regulatory approval.

(b) No such amendment, suspension or termination shall alter or impair any RSUs or any rights pursuant thereto granted previously to any Participant without the consent of such Participant.

(c) If the Plan is terminated, the provisions of the Plan and any administrative guidelines, and other rules and regulations adopted by the Board and in force at the time of the Plan termination shall continue in effect during such time as an RSU or any rights pursuant thereto remain outstanding.

(d) With the consent of the affected Participant, the Board may amend or modify any outstanding RSU in any manner to the extent that the Board would have had the authority to initially grant such award as so modified or amended, including without limitation, to change the date or dates as of which the RSU becomes exercisable, subject to the prior approval of the Stock Exchange where necessary.

5.2 Change of Control

(a) Notwithstanding any other provision of this Plan, in the event of an actual or potential Change of Control Event, the Board may, in its discretion, without the

necessity or requirement for the agreement or consent of any Participant: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any RSU; (ii) permit the conditional settlement of any RSU, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the RSU, including for greater certainty permitting Participants to settle any RSU, to assist the Participants to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control Event or to obtain the advantage of holding the underlying Common Shares during such Change of Control Event; and (iv) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the RSUs not settled prior to the successful completion of such Change of Control Event, including, without limitation, for no payment or other compensation.

The determination of the Board in respect of any such Change of Control Event shall for the purposes of this Plan be final, conclusive and binding.

5.3 Adjustments

(a) If there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject to the prior approval of the Stock Exchange where necessary, appropriate substitution or adjustment in

(i) the number or kind of Common Shares or other securities reserved for issuance pursuant to the Plan, and

(ii) the number and kind of Common Shares or other securities subject to unsettled and outstanding RSUs granted pursuant to the Plan;

provided, however, that no substitution or adjustment shall obligate the Corporation to issue fractional RSUs or shares. If the Corporation is reorganized, amalgamated with another corporation or consolidated, the Board shall make such provisions for the protection of the rights of Participants as the Board in its discretion deems appropriate.

ARTICLE 6
GENERAL

6.1 Effective Date

The Plan shall be effective upon the approval of the Plan by the Board.

6.2 Notice

Any Notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid, or delivered by courier or by facsimile transmission addressed, if to the Corporation, to the operations office of the Corporation in Las Vegas, Nevada, Attention: General Counsel; or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event

of the address of any such Participant not so appearing, then to the last known address of such Participant; or if to any other person, to the last known address of such person.

6.3 Tax Withholdings

The Corporation shall be entitled to withhold such number of Common Shares or amount of cash payable to a Participant, either under this Plan or otherwise, or make such other arrangement as are contemplated under Section 4.3(2), as it may deem necessary or advisable so as to ensure that the Corporation is in compliance with the applicable provisions of any federal, state, provincial or local law relating to the withholding or remittance of tax or other relevant amounts. It is the responsibility of the Participant to complete and file any tax returns which may be required within the periods specified under applicable laws as a result of the Participant's participation in the Plan. The Corporation shall not be responsible for any tax consequences to a Participant as a result of the Participant's participation in the Plan.

6.4 Rights of Participants

No person entitled to settle any RSU granted under this Plan shall have any of the rights or privileges of a Shareholder in respect of any Common Shares issuable upon settlement of such RSU until such Common Shares have been issued to such person.

6.5 Right to Issue Other Shares

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Common Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

6.6 Successors and Assigns

The Plan shall be binding on all successors and assigns of the Corporation and a Participant, including without limitation, the legal representatives of such Participant or any receiver or trustee in bankruptcy or representative of the Participant's creditors.

6.7 Funding of the Plan

The Plan shall be unfunded. No funds will be set aside to guarantee the payment of RSUs, which will remain an unfunded liability recorded on the books of the Corporation.

SCHEDULE "D"

NUTRITIONAL HIGH INTERNATIONAL INC.
AUDIT COMMITTEE CHARTER

The purpose of the Audit Committee of the Board (the "**Board**") of Nutritional High International 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 Audit Committee's role includes a particular focus on the qualitative aspects of financial reporting to shareholders, on the Corporation's processes to manage business and financial risk, and on compliance with significant applicable legal, ethical and regulatory requirements.

MEMBERSHIP

The membership of the Audit Committee shall consist of at least two directors who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. A majority of the members of the Audit Committee must be 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 Chair of the Audit Committee shall be appointed by the full Board.

COMMUNICATIONS AND REPORTING

The Audit Committee is expected to maintain free and open communication with the external auditors, the internal accounting staff, and the Corporation's management. This communication shall include private executive sessions, at least annually, with each of these parties. The Audit Committee chairperson shall report on Audit Committee activities to the full Board.

AUTHORITY

In discharging its oversight role, the Audit Committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other advisors and experts for this purpose. The Audit Committee shall be empowered to set and pay the compensation for any such advisors employed by the Audit Committee. The Audit Committee shall have the authority to communicate directly with the external auditors of the Corporation.

RESPONSIBILITIES

Oversight

The Audit Committee is directly responsible for overseeing the work of the external auditor 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 external auditor regarding financial reporting.

Recommend Auditor

The Audit Committee must recommend to the Board the external auditor to be nominated (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 and the compensation of the external auditor.

Pre-Approve Non-Audit Services

The Audit Committee must pre-approve all non-audit services to be provided to the Corporation by the Corporation's external auditor.

Review Financial Disclosure

The Audit Committee must review the Corporation's financial statements, management's discussion and analysis (MD&A) and annual and interim financial press releases, if any, before the Corporation publicly discloses this information.

The Audit Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and must periodically assess the adequacy of those procedures.

Reliance on Management and Auditors

The Audit Committee relies on the expertise and knowledge of management, the internal auditors, and the external auditor in carrying out its oversight responsibilities. Management of the Corporation is responsible for determining that the Corporation's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The external auditor is responsible for auditing the Corporation's financial statements. The Audit Committee should assure itself that the Corporation's internal policies, procedures and controls are adequate and are being implemented and followed.

Relationship with Auditors

The Audit Committee is also responsible for ensuring that the Corporation's external auditors submit on a periodic basis to the Committee a formal written statement delineating all relationships between the external auditors and the Corporation and actively engaging in a dialogue with the external auditors with respect to any disclosure relationships or services that may impact the objectivity and independence of the external auditors and for taking appropriate action to ensure the independence of the external auditors within the meaning of applicable Canadian law.

Guidelines for Audit Committee

With respect to the exercise of its duties and responsibilities, the Audit Committee should, among other things:

1. report regularly to the Board on its activities, as appropriate;

2. exercise reasonable diligence in gathering and considering all material information;

3. remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions;

4. understand and weigh alternative courses of conduct that may be available;

5. focus on weighing the benefit versus harm to the Corporation and its Shareholders when considering alternative recommendations or courses of action;

6. if the Audit Committee deems it appropriate, secure independent expert advice and understand the expert's findings and the basis for such findings, including retaining independent counsel, accountants or others to assist the Audit Committee in fulfilling its duties and responsibilities; and

7. provide management and the Corporation's independent auditors with appropriate opportunities to meet privately with the Audit Committee.

MEETINGS

The Audit Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. As part of its purpose to foster open communications, the Audit Committee shall meet at least annually with management and the Corporation's external auditors to discuss any matters that the Audit Committee or each of these groups or persons believe should be discussed privately. In addition, the Audit Committee should meet or confer with the external auditors and management to review the Corporation's interim consolidated financial statements and related filings prior to their filing with any regulatory body. The Chairman should work with the Chief Financial Officer and management to establish the agendas for Audit Committee meetings. The Audit Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Audit Committee shall maintain minutes of its meetings and records relating to those meetings and the Audit Committee's activities and provide copies of such minutes to the Board to be included in the minute books of the Corporation.