NERIUM BIOTECHNOLOGY, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 29, 2017

AND

MANAGEMENT INFORMATION CIRCULAR

DATED JUNE 2, 2017

LETTER FROM THE SPECIAL COMMITTEE

Dear Shareholders,

We are writing to you as the Special Committee of independent directors of Nerium Biotechnology, Inc. (the "**Company**"). Over the past months you have received several letters from Don Gardner and Brad Buscher expressing their dissatisfaction with some of the Company's strategic decisions. Their principal objection is the Company's decision to enforce its legal rights against its distributor, Nerium International LLC (the "**Distributor**").

In addition to his letter writing campaign, Mr. Gardner (who receives payments from the Distributor of more than US$18,000 per month) has previously commenced frivolous litigation against the Company and Dennis Knocke, its Chief Executive Officer. Now, Mr. Gardner, Mr. Buscher and several other dissident shareholders (the "**Dissidents**"), who as we understand collectively own less than 6.5% of the Company's common shares, are seeking to replace the Company's entire board of directors (the "**Board**") with their own nominees at the Company's upcoming annual general meeting. In addition, the Dissidents intend to appoint Mr. Buscher as the Company's Chief Executive Officer and then retain his company to operate the Company.

The stated intention of the Dissidents is to cause the Company to abandon its litigation against the Distributor. **It is important to understand the compelling nature of the Company's claims against the Distributor and Jeff Olson, the Distributor's Manager.** The Company's litigation is in response to the blatant disregard by the Distributor of the fundamental terms of the commercial agreement between the Company and the Distributor, including:

- the Distributor secretly developing and then manufacturing and selling a less expensive line of "knock-off" skin care products that competes with the Company's products, does not include the Company's key ingredient and from which the Company receives no manufacturing or sales revenue, rather than the Distributor fulfilling its contractual obligation of promoting and selling the Company's products;

- the Distributor distributing its excess cash to Mr. Olson's private holding company without making the required corresponding payments to the Company, paying the Company less than the full amount it is entitled to receive and not paying bonus distributions owing to the Company; and

- widespread financial misconduct by Mr. Olson, which has been uncovered through the litigation process.

As we explain in the accompanying management proxy circular (the "**Circular**"), the Board commenced litigation against the Distributor and Mr. Olson when other options had proven ineffective and a failure to so act would have been detrimental to the Company. Before commencing litigation, the Company engaged in expensive and time-consuming mediation, only to have Mr. Olson walk away from the process. The Company attempted mediation again after commencing the litigation, but the result was the same.

Contrary to the Dissidents' inaccurate and poorly-informed assertions regarding the litigation's prospects, the Board remains convinced that its current strategy is in the Company's best interests. **Abandoning the litigation without achieving a satisfactory settlement would leave the Company stranded in a failed arrangement with the Distributor and Mr. Olson, with little economic value and limited future prospects for the Company and its holders of common shares of the Company ("Shareholders").**

The Board recommends that Shareholders vote their GREEN Proxy or GREEN voting instruction form ("VIF"), as applicable, FOR electing management's nominees as directors of the Company.

Acting in a manner contrary to the interests of the Company and its Shareholders, and in breach of a confidentiality agreement signed by his company, **Mr. Buscher has already written to Mr. Olson and assured him that his first priority is to "reach a quick compromise and resolution once the process to replace management and the board is completed", effectively signaling his intention to surrender the Company to Mr. Olson**. Mr. Buscher appears entirely unaware of the Company's past efforts to negotiate an effective and fair resolution with the Distributor and Mr. Olson, and the reasons why the Board knows that such an outcome is impossible without the threat of the Company's victory at trial.

Based on an incomplete understanding of the issues, in his letter and other communications with Mr. Olson, Mr. Buscher has undermined the Company's ability to negotiate an effective solution. In fact, he has even suggested to Mr. Olson that he may want to consider bringing further claims against the Company. If the Dissidents' nominees are elected as directors of the Company, the situation will only get worse for the Company and its Shareholders. While acting as the Company's Chief Executive Officer, Mr. Buscher will quickly surrender the Company to Mr. Olson while he and his Company receive lucrative fees. **It is important to recognize that both Mr. Gardner and Mr. Buscher have significant economic interests that are not aligned with the interests of the Company's Shareholders generally**. The Dissidents' proposed strategy is more aligned with their alternate interests than those of other Shareholders.

For the following reasons, the Board recommends that Shareholders vote their GREEN Proxy or GREEN VIF, as applicable, FOR electing management's nominees as directors of the Company:

- they possess the unique skills and experience needed by the Company and have a deep understanding of its business;
- they have overseen the Company's successful evolution into a viable business capable of developing and manufacturing commercially successful products;
- they have a full understanding of the disputes with the Distributor and Mr. Olson and the litigation process and have acted in the best interests of Shareholders in seeking an effective and fair solution;
- they have a plan they believe allows the Company to complete the litigation; and
- they have overseen the development of both short and long-term strategies for generating sales revenue from sources other than the Distributor.

For the following reasons, the Board recommends that Shareholders WITHHOLD from voting for electing the Dissidents' nominees as directors of the Company:

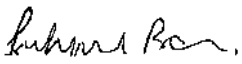
- they will surrender the Company to the Distributor and Mr. Olson, a course that will destroy Shareholder value and end the Company's future prospects;
- they have significant competing economic interests that are not aligned with the interests of Shareholders generally;
- they intend to replace the entire board of directors and senior management without any effective transition plan beyond hiring Mr. Buscher as CEO and then retain Mr. Buscher's own company to operate the Company's business;
- the Dissidents' director nominees lack critical industry and technical skills and experience needed by the Company;
- they do not fully understand the issues in the litigation with the Distributor and Mr. Olson; and
- they have misled Shareholders in their communications, repeatedly sending letters that violate laws intended to protect Shareholders from incomplete disclosure of material facts.

Your vote is important regardless of the number of common shares of the Company you own. Please vote today using the <u>GREEN</u> Proxy or <u>GREEN</u> VIF, as applicable. For instructions on how to cast your votes, please see the section entitled "Appointment of Proxies and Voting Instructions" of the accompanying Circular, which commences on page 31**.**

If you have any questions, please contact Joseph Nester, Secretary and Treasurer, Nerium Biotechnology, Inc. by mail at 11467 Huebner Road, Suite 175, San Antonio, Texas 78230, by phone at 210-822-7908 or by email at jnester@neriumbiotech.com.

We thank you for consideration of these important matters and your continued support as we work to realize the Company's great potential,


Michael Burke


Richard Boxer


Kerry Mitchell


Dr. Peter Leininger

YOUR VOTE IS VERY IMPORTANT – SUBMIT <u>ONLY</u> YOUR <u>GREEN</u> PROXY TODAY

REASONS TO VOTE FOR THE MANAGEMENT'S NOMINEES

The Board has overseen the Company's successful evolution from an under-capitalized entity with limited assets into a viable business capable of developing and manufacturing commercially successful products that are based on its proprietary intellectual property. When founded, the Company was focused on cancer research, but had limited assets and no ability to pursue its goals. Over the past 10 years, the Company, overseen by the Board, has created an esteemed scientific advisory board, undertaken research at leading institutions, developed valuable proprietary intellectual property, ventured into developing cosmetic products, and, ultimately, created multiple commercially successful products. By re-investing its earnings, the Company has acquired the assets needed to fulfill its current and future production requirements. These remarkable achievements stem from the Company's steadfast commitment to developing scientifically-proven products and recognizing and acting on opportunities. The Company's assets and its ability to develop further scientifically-based products is the basis of the Company's future success – not its relationship with the Distributor and Mr. Olson, who merely fulfill the roles of marketing and sales. The Board is well-suited to guide the Company's continued development and production of innovative and successful products. Under the Board's guidance, the Company will continue working to replace the Distributor with a more effective sales force with which it can effectively collaborate to ensure the successful marketing and sale of the Company's products.

The Board is comprised of individuals with unique skills and experience that are essential to the Company's success, a majority of whom are independent. The current directors, who are described in more detail in the section of the Circular entitled "Business of the Meeting – The Current Board", commencing on page 22, have an extensive list of skills and experience that are extremely valuable to the Company, including one who is an owner and the General Manager and Director of a pharmaceutical laboratory and manufacturing facility, one with an extensive background in marketing to women who was a director of the Canadian Cosmetic, Toiletry and Fragrance Association, one who is a medical doctor and successful entrepreneur and three other successful businessmen who have been involved in many start-up and manufacturing businesses. In addition to their specific skills, many Board members have experience resolving conflicts in joint venture relationships and successfully guiding companies through the difficult process of seeking remedies through the courts. Contrary to statements by the Dissidents, the composition of the Board is the result of an active and ongoing recruitment program that has seen the orderly renewal of the Board through the introduction of highly-qualified, independent directors possessing skills that are critical to the Company's future success.

The Board has a full understanding of the complex issues that have arisen in the Company's relationship with the Distributor and has acted in the best interests of Shareholders in seeking an effective, long-term solution. Mr. Buscher has accurately stated that the agreement that governs the Distributor (the "**Company Agreement**") is flawed. The Distributor has also refused to enter into the manufacturing and distribution agreements called for in the Company Agreement, thereby compounding the issues. The Company has tried, without success, to address these issues directly with Mr. Olson and has carefully considered all other options for resolving the Distributor's continuing violation of the Company Agreement and Mr. Olson's financial improprieties. Twice the parties have engaged in professional mediation; however each time, after seemingly reaching agreement, Mr. Olson simply walked away. Over time, the scope and

magnitude of the violations and misconduct have eroded both the relationship between the parties and, more critically, the Company's value. Prior to commencing litigation, the Board obtained written advice from three highly-regarded law firms. After careful consideration, the Board made the difficult decision to seek a remedy through the courts. The Board had no illusions about the challenges the Company would face in entering into litigation. Mr. Olson has imposed numerous delays on the process, but the Board remains confident that the Company will achieve its objectives. Information uncovered through the litigation process has confirmed the Company's suspicions of financial impropriety. There is much about the litigation that the Dissidents are incapable of knowing given the confidential treatment of disclosure demanded by Mr. Olson. The Board believes that a complete resolution of the issues can only be achieved through a trial but remains willing to consider any reasonable settlement proposal. The best position from which to consider any such proposal is with the litigation proceeding toward a final conclusion. A surrender, such as that proposed by the Dissidents, would only lead to the kind of solutions previously offered by Mr. Olson, all of which would prevent the Company from growing its value. A great deal of progress has been made and the Company anticipates that a trial date will soon be set. Having successfully advanced its strategy to this stage, it would be a grave error to now abandon the prospect of a successful outcome and the leverage that brings in any potential discussions with Mr. Olson.

The Board has developed a plan that it believes will allow the Company to see the litigation through to completion. The costs of the litigation present a significant financial challenge to the Company. The burden has been increased significantly by Mr. Olson's continued efforts to delay the process. The Company has taken steps intended to ensure that it will have the financial resources necessary to complete the litigation, including actively managing the scope of its claims, negotiating special contingency fee arrangements with its lead legal counsel, reducing operating costs where possible and developing new sources of revenue. Contrary to Mr. Buscher's statements, the Board believes that the Company has the financial capacity to complete the litigation.

The Board has overseen the development of both short and long-term strategies for generating sales revenue from sources other than the Distributor. The Company Agreement permits the Company to develop, market and sell, without the Distributor's involvement, products that are designated either as over-the-counter (other than acne remedies) or for sale by licensed health care professionals. Consequently, the Company has developed several over-the-counter products as well as products to treat the symptoms of cold sores, shingles and psoriasis. In the short-term, the Company plans to market and sell these products through channels that are permitted under the terms of the Company Agreement. The Company has also begun selling its active ingredients to a manufacturer for inclusion in branded products that are marketed in Europe. The Board believes the Company will be successful in establishing other similar revenue generating opportunities. A number of potential partners, larger and better-established than the Distributor, want to sell the Company's products. In the long-term, the termination or effective alteration of the Company's commercial arrangements with the Distributor will free the Company to work with other distributors on more commercially reasonable terms and explore other effective distribution channels.

REASONS TO REJECT THE DISSIDENTS' NOMINEES

The Dissidents are committed to a path that will destroy Shareholder value and limit the Company's future prospects. Mr. Buscher's grand strategy is, quite simply, to replace the board and all management, abandon the litigation and seek a quick resolution of all disputes with the Distributor and Mr. Olson – in effect, to surrender. On March 1, 2017, Mr. Buscher sent Mr. Olson a highly inappropriate letter in which he volunteered that his goal is to "reach a quick compromise and resolution once the process to replace management and the board is completed." He gratuitously undermined the Company's negotiating position by stating that he had no confidence in the merits of the Company's claims. His apparent strategy for negotiating with the Distributor and Mr. Olson is to immediately concede on all points. His actions are not in the best interests of Shareholders and violate the confidentiality agreement his company signed to gain access to the Company's confidential information. He also suggested that Mr. Olson might bring further claims against the Company in response to statements made about him on the internet. There is no explanation by which encouraging Mr. Olson to commence a further legal claim against the Company could ever be seen as in the best interests of the Company or any of its Shareholders! Do not be misled by Mr. Buscher's assertions of his extensive experience and qualifications. His plan, a quick and complete surrender of the Company to Mr. Olson, lacks any strategic merit or hope of preserving the Company's future prospects. To most effectively evidence Mr. Buscher's flawed strategy for dealing with Mr. Olson, a copy of Mr. Buscher's letter to Mr. Olson is included as Exhibit A to this Circular.

Mr. Olson and the Distributor are bad business partners for the Company. In addition to the various breaches of contract and financial improprieties, Mr. Olson has not successfully managed the Distributor's growth and is not a good long-term partner. Based on financial records provided to the Company, in both fiscal 2016 and 2015, the Distributor had revenues just under US$500 million but was unable to generate any profits, despite having managed in 2014 to achieve profits of over US$60 million on US$395 million of revenues. Very simply, Mr. Olson is either a bad manager or is intentionally misdirecting massive amounts of money that should be available for distribution to the Company. The Distributor also appears to suffer from nepotism, a high turn-over rate among employees, a declining sales force and is a defendant in multiple law suits brought by other parties dissatisfied with their dealings with the Distributor and Mr. Olson. Mr. Buscher's stated strategy is to tie the Company irrevocably to the Distributor and Mr. Olson – a poor choice for a long-term business partner.

The Dissidents have financial interests that are not aligned with those of Shareholders generally. Mr. Gardner, one of the leaders of the Dissidents, receives payments from the Distributor of more than US$18,000 per month. Mr. Buscher also has economic interests that differ from those of Shareholders generally. While he has told Shareholders that his typical approach to investing is to acquire a controlling interest in a company, in fact, he owns less than 0.14% of the Company's outstanding Shares. However, if his proposal is successful, Mr. Buscher and his company will receive significant fees. As stated in his letter to Shareholders, his first order of business upon replacing the Board and management will be to cause his company to be retained to take control of the Company for an "interim period" and to have himself appointed by the new board of directors as the Company's Chief Executive Officer. Based on the Board's prior discussions with Mr. Buscher, and his preliminary demand for compensation, these engagements will not come without a significant cost to the Company.

The director nominees proposed by the Dissidents lack relevant industry and technical experience. The nominees proposed by the Dissidents are Brad Buscher, Fred Beruschi, DeeDee Drays, J. Louis Kovach, Murray Nye and Randy Whitaker (the "**Dissident Nominees**"). Unlike the current Board, the Dissident Nominees do not include anyone with cosmetics industry, medical, pharmaceutical or relevant scientific experience. The Company maintains a steadfast commitment to being a company driven by science. The Dissident Nominees include three finance executives, a lawyer, a retired hospitality industry executive and a nuclear physicist with no apparent background in drug discovery and development. The Dissident Nominees are not a properly qualified board of directors for the Company. The Dissidents intend to replace the current Board and management, yet the only transition plan articulated is that Mr. Buscher will cause his own company to be retained and, upon his appointment as Chief Executive Officer, Mr. Buscher will meet with employees to determine their future with the Company. This is not a strategy or plan for the Company's success and cannot be in the best interests of Shareholders.

Mr. Buscher has a flawed understanding of the fundamental issues at stake in the Company's litigation with the Distributor. In his effort to convince Shareholders that the Company's claims are without merit, Mr. Buscher has wrongly focused on an interim ruling in a trademark dispute, which deferred the conclusion on the matter to the time of the trial. He has also incorrectly stated in his letter to Shareholders that the "core of [the Company's] dispute is related to accounting issues". Mr. Buscher has failed to grasp the true nature and merits of the Company's compelling claims relating to fundamental breach of contract and financial misconduct by the Distributor and Mr. Olson. The Distributor's persistent violation of the Company Agreement, including by selling competitive, "knock-off" products that are not produced by the Company, have resulted in significant reductions of the Company's sales and profits, and have damaged the Company's ability to operate profitably. These actions are the true core of the Company's legal actions against the Distributor. Unless they are properly addressed, the Company's long-term viability will remain compromised.

Mr. Buscher's letter to Shareholders is misleading and a direct violation of corporate and securities laws intended to protect the interests of Shareholders. Despite his assertion that he has conducted a thorough investigation of the matter, Mr. Buscher has done nothing of the sort. Mr. Buscher has never reviewed the case with the Company's litigation counsel and has not had access to materials that Mr. Olson has caused to be kept confidential. It is therefore unsurprising that the statements in his letter to Shareholders evidence a fundamental misunderstanding of the Company's claim. Mr. Buscher's letter is a clear violation of the corporate and securities laws that prevent the solicitation of Shareholder proxies without providing an information circular that meets mandatory disclosure requirements intended to ensure that Shareholders are provided with complete and accurate communication of all relevant facts.

Mr. Buscher has not accurately disclosed the details of his dealings with the Company. When Mr. Buscher approached the Company to offer his assistance in resolving its disputes with the Distributor, he (i) demanded compensation of not less than US$50,000, (ii) demanded exclusive authority to negotiate on behalf of the Company for a period of not less than three months, (iii) refused to discuss his strategy or range of acceptable outcomes in sufficient detail and (iv) would not provide a customary form of engagement letter. He simply submitted a poorly drafted resolution to the Board providing for his appointment and compensation and asked that they approve it. Despite his claims of experience, these are not the hallmarks of a typical

merchant or investment banker. Had the Board accommodated Mr. Buscher's demands, it would have failed in its duty to Shareholders. The Board did, however, attempt to work with him, insisting that his company sign a confidentiality agreement, which he later breached in his communications to Mr. Olson. In the end, Mr. Buscher concluded that the Board's decision to engage with him in an entirely conventional manner imposed "conditions that were unacceptable." Faced with an ordinary level of scrutiny, he now seeks to make an end run around the Board by leading this Dissidents' action and, with misleading information, obtain his engagement (and the engagement of his own company as operator of the Company's business).

NERIUM BIOTECHNOLOGY, INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the "**Meeting**") of holders of common shares (the "**Shareholders**") of **NERIUM BIOTECHNOLOGY, INC.** (the "**Company**") will be held at Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario on June 29, 2017 at 10:00 a.m. (Toronto time), for the following purposes:

(a) to receive the audited consolidated financial statements of the Company for the year ended December 31, 2016, together with the report of the auditors thereon;

(b) to elect directors of the Company for the ensuing year;

(c) to re-appoint the auditor and to authorize the directors to fix their remuneration; and

(d) to transact such further or other business, as may properly come before the Meeting or any adjournment thereof.

The accompanying management information circular (the "**Circular**") provides additional information relating to the matters to be brought before the Meeting. This notice is also accompanied by either a **GREEN** form of proxy ("**Proxy**") for registered Shareholders or a **GREEN** voting instruction form ("**VIF**") for beneficial (non-registered) Shareholders.

The board of directors has fixed May 26, 2017 as the record date for the Meeting (the "**Record Date**"). **Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.**

Your vote is important regardless of the number of common shares of the Company you own. Please vote today using the **GREEN** Proxy or **GREEN** VIF, as applicable.

For registered Shareholders, **GREEN Proxies must be received no later than 10:00 a.m. (Toronto time) on June 27, 2017**, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the date of the adjourned or postponed Meeting.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off time at his or her discretion without notice.

Registered Shareholders should exercise their right to vote, either in person at the Meeting, by internet, or by completing and returning the enclosed **GREEN** Proxy by using the return envelope or by fax to TSX Trust Company at (416) 595-9593. Any **GREEN** Proxies to be used or acted on at the Meeting must be deposited with TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 no later than 10:00 a.m. (Toronto time) on June 27, 2017, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding

Saturdays, Sundays and holidays) that is 48 hours preceding the date of the adjourned or postponed Meeting.

Beneficial (non-registered) Shareholders should closely follow the instructions provided to them by the nominee through which they hold their common shares and vote using the **GREEN** VIF or other documentation that is provided to them by their nominee in connection with this Circular.

DATED at San Antonio, Texas this 2nd day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Dennis R. Knocke*"
President and Chief Executive Officer

NERIUM BIOTECHNOLOGY, INC.
MANAGEMENT INFORMATION CIRCULAR

PARTICULARS TO BE ACTED UPON AT THE MEETING

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies on behalf of the management of **NERIUM BIOTECHNOLOGY, INC.** (the "**Company**") from registered holders of common shares (the "**Shares**") (and of voting instruction in the case of beneficial (non-registered) holders of Shares) for use at the annual meeting (the "**Meeting**") of holders of Shares of the Company (the "**Shareholders**") to be held at Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario on June 29, 2017 at 10:00 a.m. (Toronto time), and at all adjournments or postponements of the Meeting, for the purposes set forth in the accompanying Notice of Meeting.

The enclosed **GREEN** form of proxy ("**Proxy**") is solicited from Registered Shareholders (as defined herein) on behalf of the management of the Company. While it is expected that the solicitation of **GREEN** Proxies will be primarily by mail, **GREEN** Proxies may also be solicited personally, or by telephone by directors, officers and employees of the Company (at no additional cost). The cost of solicitation will be borne directly by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by management as set forth in this Circular.

Beneficial (Non-registered) Shareholders (as defined herein) should closely follow the instructions provided to them by the nominee through which they hold their Shares and vote using the **GREEN** voting instruction form ("**VIF**") or other documentation that is provided to them by their nominee in connection with this Circular.

All amounts in this Circular are in United States dollars unless indicated otherwise.

RECOMMENDATION TO SHAREHOLDERS

As described below, the board of directors (the "**Board**") of the Company recommends that Shareholders vote their **GREEN** Proxy or **GREEN** VIF, as applicable, as follows:

- ✓ **FOR** electing management's nominees as directors of the Company;
- ✓ **FOR** re-appointing MNP LLP as the Company's auditor and authorizing the directors to fix their remuneration; and
- ✓ **FOR** any further or other business, as may properly come before the Meeting.

The GREEN Proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters referred to in the Notice of Meeting and with respect to other matters that may properly come before the Meeting, or any adjournment or postponement thereof. At the date of this Circular, management knows of no such amendments, variations or other matters that may properly come before the Meeting. However, if any such amendments, variations or other matters which are not now known to

management should properly come before the Meeting, the persons named in the **GREEN** Proxy will vote on such matters in accordance with their best judgment.

QUESTIONS AND ANSWERS

Q. What is the Meeting about?

A. This is an annual meeting of Shareholders of Nerium Biotechnology, Inc. to be held at Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, on June 29, 2017 at 10:00 a.m. (Toronto time). The purpose of the Meeting is to consider and approve the following resolutions:

1. To elect as directors for the ensuing year the following individuals who will act in the best interests of the Company and its Shareholders: Ms. Kerry Mitchell and Messrs. Dennis Knocke, Gustavo Ulloa, Jr., Peter Leininger, M.D., Michael Burke and Richard Boxer;

2. To re-appoint MNP LLP as the Company's auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and

3. To transact such further or other business, as may properly come before the Meeting.

Q. Who is soliciting my proxy?

A. The Board and management of the Company are soliciting the **GREEN** Proxy for use at the Meeting. In connection with this solicitation, the Board and management of the Company have provided this Circular.

We anticipate that the Dissidents will be mailing a separate circular and form of proxy to Shareholders. All other proxies are being solicited by the Dissidents (as defined below) and your Board recommends that you do not vote any proxies other than the **GREEN** Proxy or complete any voter information form other than the **GREEN** VIF or other materials provided to you in connection with this Circular by the nominee through which you hold your Shares.

Q. What does the Board recommend and how will my GREEN Proxy be voted?

A. The Board recommends Shareholders vote their **GREEN** Proxy or **GREEN** VIF, as applicable, as follows:

✓ **FOR** electing management's nominees as directors of the Company;

✓ **FOR** re-appointing MNP LLP as the Company's auditor and authorizing the directors to fix their remuneration; and

✓ **FOR** any further or other business, as may properly come before the Meeting.

The Board also recommends Shareholders **WITHHOLD** from voting for the Dissidents' Nominees (as defined below) for election to the Board.

If either Richard Boxer or Michael Burke, management's representatives as indicated on the **GREEN** Proxy, are appointed as your proxyholder, and you do not specify how you wish your Shares to be voted, your Shares will be voted as indicated above.

Q. Who are the Dissidents?

A. The Dissidents are a group of individual Shareholders and several related trusts, partnerships and corporations. They are Donald R. Gardner, Trustee of Millennium Irrevocable Trust; Revocable Trust of Brad Buscher; Frederich C. Voelker; Voelker Family Partnership; Voelker Family, Ltd.; Claudia M. Voelker; Gregory Duane Potter; Christmas Cove Corporation; Max Polinsky; Murray Nye; Venbanc Investment and Management Group Inc. and 2125820 Manitoba Ltd. (the "**Dissidents**"). Collectively, the Dissidents hold 2,337,847 Shares, representing 6.4% of the outstanding Shares.

Q. What is this proxy contest about?

A. The Dissidents are seeking to gain complete control over your Board by removing the current Board and having the Dissidents' Nominees elected to the Board. The Dissidents have indicated that, if successful, they will appoint Brad Buscher as the Company's Chief Executive Officer and tie the Company irrevocably to the Distributor and Mr. Olson. The "**Dissidents' Nominees**" are Brad Buscher, Fred Beruschi, DeeDee Drays, J. Louis Kovach, Murray Nye and Randy Whitaker.

With respect to the proxy contest, the Board recommends Shareholders vote as follows:

✓ **FOR** the election of management's nominees as directors of the Company; and

X WITHHOLD from voting for election of the Dissidents' Nominees as directors of the Company.

Please read the section entitled "Business of the Meeting" on page 18 of this Circular for more information.

Q. Why should I support the Company and vote the GREEN Proxy or GREEN VIF?

A. Management's nominees:

- possess the unique skills and experience needed by the Company and have a deep understanding of its business;
- have overseen the Company's successful evolution into a viable business capable of developing and manufacturing commercially successful products;
- have a full understanding of the disputes with Nerium International LLC (the "**Distributor**") and the litigation process and have acted in the best interests of Shareholders in seeking an effective and fair solution;
- have a plan they believe allows the Company to complete the litigation; and
- have overseen the development of both short and long-term strategies for generating sales revenue from sources other than the Distributor.

The Dissidents:

- will surrender the Company to the Distributor and Mr. Olson, a course that will destroy Shareholder value and limit the Company's future prospects;
- have significant competing economic interests that are not aligned with the interests of Shareholders generally;
- director nominees lack critical industry and technical skills and experience needed by the Company;
- intend to replace the entire board of directors and senior management without any effective transition plan beyond hiring Brad Buscher and his company;
- do not fully understand the issues in the litigation with the Distributor and Mr. Olson; and
- have misled Shareholders in their communications, repeatedly sending letters that violate laws intended to protect Shareholders from incomplete disclosure of material facts.

Q. What documents are being sent to Shareholders?

A. In addition to the Circular, Shareholders have been sent a Letter to Shareholders and a **GREEN** Proxy or **GREEN** VIF (collectively, the "**Meeting Materials**"). Copies of these documents (other than the **GREEN** VIF) are available from the Company's SEDAR profile at www.sedar.com.

We anticipate that the Dissidents will be mailing a separate circular and form of proxy to Shareholders. All other proxies are being solicited by the Dissidents and your Board recommends that you do not vote any proxies other than the **GREEN** Proxy or complete any voter information form other than the **GREEN** VIF or other materials provided to you in connection with this Circular by the nominee through which you hold your Shares.

Q. When must my Shares be voted by?

A. In order to be valid and acted upon at the Meeting, **GREEN** Proxies must be received not later than 10:00 a.m. (Toronto time) on June 27, 2017 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting. If you are mailing a signed **GREEN** Proxy, please ensure that it arrives before this time.

Beneficial (Non-registered) Shareholders should closely follow the instructions provided to them by the nominee through which they hold their Shares.

Q. What if I can't attend the Meeting in person?

A. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed **GREEN** Proxy to TSX Trust Company, the Company's transfer agent:

TSX Trust Company
200 University Avenue, Suite 300
Toronto, Ontario, M5H 4H1

by 10:00 a.m. (Toronto time) on June 27, 2017, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the date of the adjourned or postponed Meeting to ensure that as large a representation as possible may be had at the Meeting. **The GREEN Proxy includes instructions as to how you may vote by fax or via the internet.**

Beneficial (Non-registered) Shareholders should closely follow the instructions provided to them by the nominee through which they hold their Shares.

Q. How many Shares are eligible to vote at the Meeting?

A. On the Record Date, the Company had 36,469,181 Shares outstanding, each of which is eligible to vote at the Meeting.

Q. How do I determine what type of Shareholder I am?

A. You are a "Registered Shareholder" if your Shares are held in your personal name and you are in possession of a share certificate that indicates the same.

You are a "Beneficial (Non-registered) Shareholder" if your Shares are:

- held in the name of a nominee;
- deposited with a bank, a trust, a brokerage firm or other type of institution, and such Shares have been transferred out of your name; or
- held either (a) in the name of the intermediary or other nominee that the Shareholder deals with (being securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depositary Services Inc.) with which your intermediary deals.

Follow the steps in the appropriate category below once you have determined your Shareholder type. Please note that only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.

Q. How can a Registered Shareholder vote?

A. If you are a Registered Shareholder, you may vote your Shares in person, by **GREEN** Proxy, by fax or via the internet by following the procedures outlined in the section entitled "Appointment of Proxies and Voting Instructions – Registered Shareholders" on page 31 of this Circular.

Q. How can a Beneficial (Non-registered) Shareholder vote?

A. If you are a Beneficial (Non-registered) Shareholder, you may provide voting instructions for your Shares using the **GREEN** VIF or by following the directions in any other document provided to you in connection with this Circular by the nominee through which you hold your Shares, as outlined in the section entitled "Appointment of Proxies and Voting Instructions – Beneficial (Non-Registered) Shareholders" on page 33 of this Circular.

Q. How do I appoint someone else to vote for me?

A. If you are not able to attend the Meeting in person, or if you wish to appoint a representative to vote on your behalf, you have the right to appoint someone else (who need not be a Shareholder of the Company) to represent you at the Meeting and vote on your behalf. You do this by appointing them as proxyholder using the procedures outlined in the section entitled "Appointment of Proxies and Voting Instructions" on page 31 of this Circular.

Q. What if I want to change my vote and revoke my proxy?

A. If you are a Registered Shareholder and have submitted a proxy and later wish to revoke it, you can do so by following the procedures outlined in the section entitled "Appointment of Proxies and Voting Instructions – Registered Shareholders – Revoking Your Proxy" on page 32 of this Circular. If you are a Beneficial (Non-registered) Shareholder, you can do so by following the procedures outlined in the section entitled "Appointment of Proxies and Voting Instructions – Beneficial (Non-Registered) Shareholders" on page 33 of this Circular.

Q. Who should I contact for more information or assistance in voting my Shares?

A. If you have any questions, please contact Joseph Nester, Secretary and Treasurer, Nerium Biotechnology, Inc. by mail at 11467 Huebner Road, Suite 175, San Antonio, Texas 78230, by phone at 210-822-7908 or by email at jnester@neriumbiotech.com.

BUSINESS OF THE MEETING

Background

Nerium Biotechnology, Inc. was founded when some unwanted assets were distributed by Phoenix Biotechnology, Inc. to its shareholders. At this time, the Company was focused on researching possible cancer treatments using the drug Anvirzel™. However, the newly-founded company had limited assets and no practical ability to pursue its goals. The Company overcame these circumstances by creating an esteemed scientific advisory board, undertaking scientific research at leading institutions, developing valuable intellectual property and creating multiple successful products based on that scientific research and intellectual property.

Recognizing its limitations, the Company sought help in marketing and selling its new products. Through Don Gardner, one of the Dissidents, the Company was introduced to Jeff Olson. Although he had no apparent experience in working with pharmaceutical or cosmetic products, Mr. Olson had some prior experience as a multi-level marketer. The Company and Mr. Olson's company, JO Products LLC ("**JO Products**"), entered into an agreement (the "**Company Agreement**") to form the Distributor to act as the exclusive distributor of the Company's cosmetic products. Mr. Olson was granted broad authority over the management and operation of the Distributor.

The Company's products were quickly successful beyond anyone's expectations – generating annual sales by the Distributor of hundreds of millions of dollars. By developing its scientifically-proven skin care products, the Company had succeeded in creating a viable business that generated economic value and the opportunity to engage in further research and development. The Company reinvested profits in its long-term growth and, over time, acquired the assets needed to fulfill its current and future production requirements. The Company's assets now include what the Company believes is the largest *Nerium oleander* farm in the world and a world class manufacturing, bottling and packaging process that has shipped over 18.9 million units of the Company's products. However, the Company's most important asset continues to be its intellectual property, which includes trade secrets, trademarks, formulas, manufacturing techniques and a patented extraction process that combines the beneficial properties of *Nerium oleander* with those of *Aloe Vera*.

Despite the success of the Company's products, over time, the Company's relationship with the Distributor deteriorated. As the Dissidents have noted, the Company Agreement is flawed. The Distributor operates under the exclusive control of Mr. Olson, which has left the Company with little ability to influence, or even monitor, the Distributor's actions. The Company has tried to address this issue without success. Under Mr. Olson's control, the Distributor has repeatedly breached the Company Agreement, with material adverse consequences for the Company.

The Company is supposed to receive several revenue streams from the Distributor - these are the core of the commercial relationship between the parties. One key source of revenue arises from the Company's sale of products to the Distributor. Another arises from the Distributor's distribution from time to time of excess cash generated by its sales. The Company is entitled to receive 30% of each such distribution as well as possible bonus amounts up to a further 10%.

Declining Company Revenue due to Distributor's Sale of "Knock-off" Products

Initially, as required by the Company Agreement, the Distributor purchased all of its cosmetic products from the Company. In 2012, the first year of the relationship, the Company sold a single product to the Distributor, which generated $13,872,229 of sales for the Company and $79,723,238 of sales for the Distributor. As the Company added more products, both its sales to the Distributor and the Distributor's resales increased significantly, with the Distributor having almost $400 million of sales in 2014.

In 2014, in direct violation of the Company Agreement, the Distributor secretly developed, manufactured and then began selling a less expensive, "knock-off" product called "Optimera". Optimera competes directly with the Company's products but does not include the Company's key ingredient. Consequently, the Company does not receive manufacturing or sales revenue in connection with the sale of Optimera products. As a result, starting in mid-2015, the Company's sales began to decline even though the Distributor's sales continued to grow. In 2016, the Company sold only $14,085,999 of products to the Distributor, while the Distributor's sales were almost $500 million. The Distributor's increasing focus on Optimera can be seen in the steadily diminishing percentages that the Company's sales were of the Distributor's total sales. The chart below clearly demonstrates the impact that the Distributor's sales of Optimera have had on the Company's sales and profits.

Year	Company Sales to Distributor $	Distributor Sales $	Company Sales as % of Distributor Sales	Company Net Income (Loss) $	Company Net Income (Loss) excluding Legal Expenses $
2011	382,265	2,438,318	16%	(1,857,688)	(1,857,688)
2012	13,872,229	79,723,238	17%	4,926,101	4,926,101
2013	25,848,220	207,288,817	12%	12,633,906	12,633,906
2014	37,880,777	394,806,976	10%	12,896,287	13,310,951
2015	45,859,608	498,634,212	9%	4,396,269	4,974,341
2016	14,085,999	496,838,912	3%	(6,036,108)	(1,147,017)

The Distributor's sale of Optimera is in direct violation of the terms of the Company Agreement. Mr. Olson's principal focus on this alternate product line is apparent in his addition of new products, such as an eye cream, that do not include the Company's key ingredient and are produced without the Company's involvement. As with the existing Optimera products, the Company does not receive any manufacturing or sales revenue from these new products.

This however is only part of the problem. Mr. Olson has also taken the position that the Company is bound to the Distributor in an exclusive relationship and cannot sell its cosmetic products to anyone else. As evidenced by the chart above, if the Company accepted this position it would be left with little or no revenue from the Distributor and a severe restriction on its ability to generate revenue from other sources.

The Distributor's Failure to Pay Distribution Entitlement

As mentioned above, as a result of its ownership interest in the Distributor, the Company is also entitled to receive a portion of any profits distributed by the Distributor. The Company is entitled to receive a minimum of 30% of the amount of any distribution, and is entitled to receive up to a further 10% when product sales exceed $100 million.

The table below shows the history of the Distributor's distributions. Unfortunately, the Company has been granted only limited access to the Distributor's books and records and so has been unable to confirm the amount, if any, of distributions to Mr. Olson's company, JO Products, in 2016, or if there were additional distributions to JO Products in prior years.

Year	Distributor Sales $	Profits Available for Distribution $	Distributions to JO Products $	Distributions to the Company $	Percentage of any Distribution paid to the Company
2011	2,438,318	(905,418)	-	-	-
2012	79,723,238	16,863,247	-	-	-
2013	207,288,817	45,870,076	20,834,154	7,563,000	27%
2014	394,806,876	61,646,787	33,134,006	11,475,000	26%
2015	498,639,212	(2,623,725)	7,500,000	1,500,000	17%
2016	496,838,912	(2,633,977)	Unknown	-	-
		TOTAL	61,468,160	20,538,000	25%

Mr. Olson, as Manager of the Distributor, has complete control over when distributions will be made, and how much will be distributed. The Company has been unable to confirm its entitlement to receive distributions and the full scope of payments made by the Distributor to JO Products. In clear breach of the Company Agreement, the Distributor has never produced any accounting or even a worksheet that provides a quarterly, or even *ad hoc*, calculation of excess cash available for distribution. However, it is clear that the Company has not been receiving its 30% share of distributions. Through the litigation process, the Company has confirmed that Mr. Olson has paid distributions to his company without making the required corresponding payments to the Company. In addition, the aggregate amount of the payments that have been made has been less than the amount the Company is entitled to receive.

Moreover, the Company has never received any bonus distribution. Through the litigation process, the Company has learned that the Distributor's Chief Financial Officer previously calculated that bonus payments in excess of $9.5 million were owing to the Company for the Distributor's sales in 2013 and 2014. Such payments were never made.

The Distributor's Failure to Enter into Distribution and Manufacturing Agreements

The Company Agreement requires that the Distributor and the Company enter into separate distribution and manufacturing agreements that more clearly set out the terms relating to these functions. If completed, these agreements would address some of the issues arising from the Company Agreement, but Mr. Olson has resisted negotiating them and these agreements remain outstanding.

Mr. Olson's Improper Financial Transactions

Through the pre-trial discovery process, the Company has uncovered many financial irregularities. It appears that Mr. Olson has stripped millions of dollars out of the Distributor, including making payments to his family and friends through companies that provide no identifiable services to the Distributor. These actions have led the Company to bring claims against Mr. Olson personally. We have previously discussed these concerns in our letters to Shareholders. At Mr. Olson's insistence, the court has imposed confidentiality restrictions on much of the information uncovered in this process and the Company has a limited ability to provide more complete details at this time.

The Company's Decision to Seek Justice Through the Courts

The issues between the Company and the Distributor have developed over a period of several years. During this time, the Company has made every effort to find a solution that did not require the time and expense of a court action. Twice the Company attempted to resolve these issues through mediation. In each case, Mr. Olson was uncooperative and would not accept any outcome that the Board felt fairly balanced the interests of the parties. After considerable evaluation, the Board concluded litigation was the only reasonable means by which the Company could seek an effective resolution of these issues. This step was not taken lightly; the Company consulted and obtained written analyses of its claims from three separate highly-regarded law firms.

The litigation has proceeded slowly, as Mr. Olson has sought to delay the proceedings at every turn – an approach that is inconsistent with the Dissident's assertion that the Company's claims are without merit. Mr. Olson has also sought to keep the information disclosed confidential.

The litigation is expensive, and the Board and management continually evaluate its progress and adjust the Company's strategy accordingly, which includes negotiating special contingency fee arrangements with its lead legal counsel.

The Company is confident in the progress of the litigation and believes that it remains the best path to resolving its disputes with the Distributor and Mr. Olson, including by possibly prompting them to settle on reasonable terms to prevent further public disclosure of their misconduct and poor management.

The Dissidents

The Dissidents have a flawed strategy for resolving the Company's disputes with the Distributor, preferring to tie the Company to the Distributor and Mr. Olson, rather than seeking to move on from this failed relationship and find new partners to market and sell the Company's successful products.

In attempting to convince Shareholders that the Company's efforts are without merit, the Dissidents have wrongly focused on an interim ruling in a trademark dispute, which deferred the conclusion on the matter to the time of the trial. They have repeatedly quoted from this interim ruling and referred to it in advancing their view that immediate cessation of the litigation and

surrender to Mr. Olson is the best course of action. They have failed to grasp the true nature and merits of the Company's compelling claims relating to fundamental breaches of contract arising from Mr. Olson's sale of the Optimera product line and his failure to make appropriate distributions of the Distributor's excess cash, not to mention the financial misconduct that is being uncovered through the litigation process.

In evaluating their approach, it is important to recognize that the leaders of the Dissidents are motivated by interests that are not aligned with those of Shareholders generally. As Mr. Gardner has acknowledged, he receives payments of more than $18,000 per month from the Distributor. The Company believes that these payments derive from his involvement in establishing the relationship between the parties and depend on the continued relationship between the Distributor and the Company. The Company believes that Mr. Gardner's efforts, including this current attempt to replace the Board, are directed to maintaining these payments and not to preserving or enhancing the Company's value for its Shareholders.

More recently, Mr. Gardner has been joined by Mr. Buscher. When Mr. Buscher approached the Company to offer his assistance to it in resolving its disputes with the Distributor, he (i) demanded compensation of not less than $50,000, (ii) demanded exclusive authority to negotiate on behalf of the Company for a period of not less than three months, (iii) refused to discuss his strategy or range of acceptable outcomes in adequate detail and (iv) would not provide a customary form of engagement letter. His current plan, as stated in his letter to Shareholders, is to replace the Board and management, have his company take control of the Company for an "interim period" and have himself appointed as the Company's Chief Executive Officer. Based on the Board's prior discussions with Mr. Buscher, these engagements will not come without a significant cost to the Company.

The Dissidents' lack of concern for the strategic evolution of the Company is reflected in the qualifications of their director nominees. Unlike, the current Board, the Dissident Nominees do not include anyone with cosmetics industry, medical, pharmaceutical or relevant scientific experience. The Company maintains a steadfast commitment to being a company driven by science. The Dissident Nominees include three finance executives, a lawyer, a retired hospitality industry executive and a nuclear physicist with no apparent background in drug discovery and development. The Dissident Nominees are not a properly qualified board of directors for the Company. Although the Dissidents have declared that their intention is to replace the entire Board and Company's senior management as soon as possible, the only transition plan they have articulated is that Mr. Buscher will cause his own company to be retained and, upon his appointment as the Company's Chief Executive Officer, will meet with employees to determine their future with the Company. This is not a strategy or plan for the Company's success and cannot be in the best interests of Shareholders.

The Current Board

As described in more detail below, the current Board is comprised of individuals with unique and impressive skills and experience that are essential to the Company's success, a majority of whom are independent. These individuals have been recruited specifically to represent fields and experiences that, unlike with a lawyer, merchant banker or accountant, the Company cannot easily engage on a contract basis. In addition to their specific skills, many Board members have

experience resolving conflicts in joint venture relationships and successfully guiding companies through the difficult process of seeking remedies through the courts. Contrary to statements made by the Dissidents, the Board's composition is the result of an active and ongoing recruitment program that has seen the orderly renewal of the Board through the introduction of highly-qualified, independent directors possessing skills that are critical to the Company's success.

Dennis R. Knocke serves as the Chairman of the Board, as well as the Company's President and Chief Executive Officer. Mr. Knocke performs all of the executive management functions commensurate with his position, and also coordinates product research and product development. He has been in this position since 2007. From January 2000 to December 2006, Mr. Knocke served in an executive management position with Phoenix Biotechnology, Inc., and in such capacity was responsible for, among other things, creation of Phoenix's Latin American operations. Prior to his employment by Phoenix Biotechnology, Mr. Knocke successfully founded and operated several start-up health care companies that were ultimately the subject of successful acquisition transactions.

Kerry Mitchell joined the Board in 2016. Ms. Mitchell is an expert in marketing to women, as former publisher of some of Canada's leading women's media brands including Chatelaine, Canadian Living, Flare and Style at Home. She was a director of the Canadian Cosmetic, Toiletry and Fragrance Association and its charitable foundation. She has over 20 years' experience in client service to leading beauty and skincare brands including L'Oréal, Procter & Gamble, Revlon, Elizabeth Arden, Chanel and Clarins, and has a deep understanding of the cosmetics industry. Ms. Mitchell is currently leading the Canadian operation of one of the world's fastest growing media planning, buying and analytics agencies with deep expertise in traditional and digital media including search, social and addressable/programmatic advertising.

Gustavo A. Ulloa Jr. joined the Board in 2007. Mr. Ulloa is an owner and the General Manager and Director of Laboratories Francelia, a pharmaceutical laboratory and manufacturing facility located in Honduras, Central America. He is based in Honduras, where the Company produces and markets Anvirzel™. He has a deep understanding of the pharmaceutical industry and currently serves on the board of Honduras Pharmaceutical Laboratories Manufacturing Association. In his role with Laboratories Francelia, Mr. Ulloa oversees all manufacturing, licensing, legal compliance, research and development, intellectual property management and protection, commercial agreements, as well as activities related to business development and expansion. He is also currently involved in representing Honduras in trade negotiations relating to pharmaceutical and over-the-counter products in Central America.

Peter Leininger, M.D., joined the Board in 2010. Dr. Leininger is a medical doctor and also a successful businessman, having served as the Executive Vice President of Kinetic Concepts Inc., a $1.8 billion dollar healthcare company. At Kinetic Concepts Inc., he was responsible for, among other things, manufacturing, engineering and research and development. Under his guidance, Kinetic Concepts Inc. developed and introduced over 20 new products, created many patents and oversaw numerous research products. Dr. Leininger's experience is invaluable to the Company as it uses medical research and proprietary science to develop new products, patents and other valuable intellectual property.

Michael Burke joined the Board in 2012. Mr. Burke has served in various senior positions in

manufacturing, logistics and research and development, including at Sterling Drugs and Kinetic Concepts Inc. While at Kinetic Concepts Inc. he introduced the negative pressure wound therapy business, which grew to a $1.5 billion business in six years. Mr. Burke currently owns and operates a successful metal fabrication business in Texas.

Richard Boxer joined the Board in 2014. In addition to being a Chartered Professional Accountant, Mr. Boxer previously served as President of Waldec of Canada, a successful Canadian consumer products manufacturing business that exported its products to over 20 countries. Since overseeing the successful sale of that business, Mr. Boxer has been involved with various public and private ventures. Acting as both an agent and principal, he has been involved in financings totaling over C$1 billion dollars. In addition to both operational and investment banking activities, Mr. Boxer has served on the boards of many public and private companies.

The Company's Future

The Company has already proved itself to be successful healthcare science company by developing and manufacturing a very successful line of skin care products which are used by thousands of people every day – loyal customers who use and re-order the Company's products because they are pleased with the results. The Board believes that the success of the Company's products lies in their unique formulations. Mr. Olson attributes the success of these products to his sales organization. The Company disagrees. Having received enquiries from a number of potential partners in the United States and other countries seeking to market and sell its products, the Company believes it can replace Mr. Olson's sales organization with a better partner that will promote and grow the sales of the Company's products and respect and honestly account for the Company's interests.

The Company Agreement permits the Company to develop, market and sell, without the Distributor's involvement, products that are designated either as over-the-counter (other than acne remedies) or for sale by licensed health care professionals. Consequently, the Company has developed several over-the-counter products and products to treat the symptoms of cold sores, shingles and psoriasis. In the short-term, the Company plans to market and sell these products through channels that are permitted under the terms of the Company Agreement. The Company has also begun selling its active ingredients to a manufacturer for inclusion in branded products that are marketed in Europe. The Board believes the Company will be successful in establishing other similar revenue generating opportunities. A number of potential partners, some larger and better-established than the Distributor, want to sell the Company's products. In the long-term, the termination or effective alteration of the Company's commercial arrangements with the Distributor will free the Company to work with other distributors on more commercially reasonable terms and explore other distribution channels.

The inability of the parties to reach any effective agreement on any of the disputed points has led the Company to seek the Distributor's dissolution – an outcome that would leave each party free to pursue its own path. This is a reasonable solution at this point. The Company could develop new sales channels for its products and, provided that he did not infringe any of the Company's propriety intellectual property rights, Mr. Olson could continue to market and sell his Optimera brand. It also remains open to the parties to reach a negotiated resolution prior to the completion

of the trial process. The Board believes that advancing the litigation is the best strategy for achieving either of these options, as the Company is best positioned to negotiate a solution with Mr. Olson when the litigation is advancing and he faces the prospect of further unwelcome disclosures of misconduct and poor management.

The Company is also working hard to manage costs. The Company has been able to negotiate special contingency fee arrangements with its lead legal counsel, which can dramatically reduce its ongoing legal expenses. The Company has made other cuts in its general operating expenses. The Board believes these actions are sufficient to allow the Company to manage the financial burden of the litigation process. The successful termination, or a satisfactory alteration, of the Company's commercial arrangements with the Distributor will allow the Company to aggressively move ahead in seeking new avenues for growth. Any collection of the amounts owing to the Company by the Distributor, JO Products and Mr. Olson may take longer, but will be diligently be pursued.

The Company's ability to develop and commercialize successful, scientifically-proven products is the foundation of the Company's future success – not its relationship with the Distributor and Mr. Olson, who merely fulfill the roles or marketing and sales of the Company's products. The Board is well-suited to guide the Company's continued development of innovative and commercially successful products. Under the Board's guidance, the Company will continue working to replace the Distributor with a more effective sales forces with which it can effectively collaborate to ensure the successful marketing and sale of the Company's products.

Reasons for the Board's Recommendations

The Board has overseen the Company's successful evolution from an under-capitalized entity with limited assets into a viable business capable of developing and manufacturing commercially successful products that are based on its proprietary intellectual property. When founded, the Company was focused on cancer research, but had limited assets and no ability to pursue its goals. Over the past 10 years, the Company, overseen by the Board, has created an esteemed scientific advisory board, undertaken research at leading institutions, developed valuable proprietary intellectual property, created multiple commercially successful products based on that research and intellectual property and acquired the assets needed to fulfill its current and future production requirements. These remarkable achievements stem from the Company's steadfast commitment to developing scientifically-proven products and recognizing and acting on opportunities. This approach has enabled the Company to successfully venture into developing and producing cosmetic products, most notably NeriumAD Night Cream, NeriumAD Day Cream and Nerium Firm Body Contour Cream. The Company's assets include what the Company believes is the largest Nerium Oleander farm in the world. The Company has also created a world class manufacturing, bottling and packaging process that has shipped over 18.9 million units of the Company's products. However, the Company's most important asset is its proprietary intellectual property, which includes trade secrets, trademarks, formulas, manufacturing techniques and a patented extraction process that combines the beneficial properties of *Nerium oleander* with those of *Aloe Vera*. These assets and the Company's ability to capitalize on them, as well as its ability to develop further scientifically-based products is the basis of the Company's future success – not its relationship with the Distributor and Mr. Olson, who merely fulfill the roles of marketing and sales. The Board is well-suited to guide the

Company's continued development and production of innovative and successful products. Under the Board's guidance, the Company will continue working to replace the Distributor with a more effective sales forces with which it can effectively collaborate to ensure the successful marketing and sale of the Company's products.

The Board is comprised of individuals with unique skills and experience that are essential to the Company's success, a majority of whom are independent. The current directors, who are described in more detail in the section of the Circular entitled "Business of the Meeting – The Current Board", commencing on page 22, have an extensive list of skills and experience that are extremely valuable to the Company, including one who is an owner and the General Manager and Director of a pharmaceutical laboratory and manufacturing facility, one with an extensive background in marketing to women who was a director of the Canadian Cosmetic, Toiletry and Fragrance Association, one who is a medical doctor and successful entrepreneur and three other successful businessmen who have been involved in many start-up and manufacturing businesses. In addition to their specific skills, many Board members have experience resolving conflicts in joint venture relationships and successfully guiding companies through the difficult process of seeking remedies through the courts. Contrary to statements by the Dissidents, the composition of the Board is the result of an active and ongoing recruitment program that has seen the orderly renewal of the Board through the introduction of highly-qualified, independent directors possessing skills that are critical to the Company's future success.

The Board has a full understanding of the complex issues that have arisen in the Company's relationship with the Distributor and has acted in the best interests of Shareholders in seeking an effective, long-term solution. Mr. Buscher has accurately stated that the Company Agreement that governs the Distributor is flawed. The Distributor has also refused to enter into the manufacturing and distribution agreements called for in the Company Agreement, thereby compounding the issues. The Company has tried, without success, to address these issues directly with Mr. Olson and has carefully considered all other options for resolving the Distributor's continuing violation of the Company Agreement and Mr. Olson's financial improprieties. Twice the parties have engaged in professional mediation; however, each time, after seemingly reaching agreement, Mr. Olson walked simply away. Over time, the scope and magnitude of violations and misconduct have eroded both the relationship between the parties and, more critically, the Company's value. Prior to commencing litigation, the Board obtained written advice from three highly-regarded law firms. After careful consideration, the Board made the difficult decision to seek a remedy through the courts. The Board had no illusions about the challenges the Company would face in entering into litigation, but recognized that with its proprietary intellectual property and history of developing scientifically-proven, commercially successful products, it could survive and grow without the Distributor and Mr. Olson, who were merely fulfilling the roles of sales and marketing. Mr. Olson has imposed numerous delays on the process but the Board remains confident that the Company will achieve its objectives. Information uncovered through the litigation process has confirmed the Company's suspicions of financial impropriety. There is much about the litigation that the Dissidents are incapable of knowing given the confidential treatment of disclosure demanded by Mr. Olson. The Board believes that a complete resolution of the issues can only be achieved through a trial but remains willing to consider any reasonable settlement proposal. The best position from which to consider any such proposal is with the litigation proceeding toward a final conclusion. A surrender, such as that proposed by the Dissidents, would only lead to the kind of solutions previously offered by Mr. Olson, all of which

would prevent the Company from growing its value through commercially reasonable marketing and distribution arrangements with multiple trustworthy partners. A great deal of progress has been made and the Company anticipates that a trial date will soon be set. Having successfully advanced its strategy to this stage, it would be a grave error to now abandon the prospect of a successful outcome and the leverage that brings in any potential discussions with Mr. Olson.

The Board has developed a plan that it believes will allow the Company to see the litigation through to completion. The costs of the litigation present a significant financial challenge to the Company. The burden has been increased significantly by Mr. Olson's continued efforts to delay the process. The Company has taken steps intended to ensure that it will have the financial resources necessary to complete the litigation, including actively managing the scope of its claims, negotiating special contingency fee arrangements with its lead legal counsel, reducing operating costs where possible and developing new sources of revenue. Contrary to Mr. Buscher's statements, the Board believes that the Company has the financial capacity to complete the litigation.

The Board has overseen the development of both short and long-term strategies for generating sales revenue from sources other than the Distributor. The Company Agreement permits the Company to develop, market and sell, without the Distributor's involvement, products that are designated either as over-the-counter (other than acne remedies) or for sale by licensed health care professionals. Consequently, the Company has developed several over-the-counter products as well as products to treat the symptoms of cold sores, shingles and psoriasis. In the short-term, the Company plans to market and sell these products through channels that are permitted under the terms of the Company Agreement. The Company has also begun selling its active ingredients to a manufacturer for inclusion in branded products that are marketed in Europe. The Board believes the Company will be successful in establishing other similar revenue generating opportunities. A number of potential partners, larger and better-established than the Distributor, want to sell the Company's products. In the long-term, the termination or effective alteration of the Company's commercial arrangements with the Distributor will free the Company to work with other distributors on more commercially reasonable terms and explore other effective distribution channels.

Reasons to Reject the Dissidents' Nominees

The Dissidents are committed to a path that will destroy Shareholder value and limit the Company's future prospects. Mr. Buscher's grand strategy is, quite simply, to replace the board and all management, abandon the litigation and seek a quick resolution of all disputes with the Distributor and Mr. Olson – in effect, to surrender. On March 1, 2017, Mr. Buscher sent Mr. Olson a highly inappropriate letter in which he volunteered that his goal is to "reach a quick compromise and resolution once the process to replace management and the board is completed." He gratuitously undermined the Company's negotiating position by stating that he had no confidence in the merits of the Company's claims. His apparent strategy for negotiating with the Distributor and Mr. Olson is to immediately concede on all points. His actions are not in the best interests of Shareholders and violate the confidentiality agreement his company signed to gain access to the Company's confidential information. He also suggested that Mr. Olson might bring further claims against the Company in response to statements made about him on the internet. There is no explanation by which encouraging Mr. Olson to commence a further legal claim against the Company could ever be seen as in the best interests of the Company or any of its Shareholders! Do not be misled by Mr. Buscher's assertions of his extensive experience and qualifications. His plan, a quick and complete surrender of the Company to Mr. Olson, lacks any strategic merit or hope of preserving the Company's future prospects. To most effectively evidence Mr. Buscher's flawed strategy for dealing with Mr. Olson, a copy of Mr. Buscher's letter to Mr. Olson is included as Exhibit A to this Circular.

Mr. Olson and the Distributor are bad business partners for the Company. In addition to the various breaches of contract and financial improprieties, Mr. Olson has not successfully managed the Distributor's growth and is not a good long-term partner. Based on financial records provided to the Company, in both fiscal 2016 and 2015, the Distributor had revenues just under $500 million but was unable to generate any profits, despite having managed in 2014 to achieve profits of over $60 million on $395 million of revenues. Very simply, Mr. Olson is either a bad manager or is intentionally misdirecting massive amounts of money that should be available for distribution to the Company. The Distributor also appears to suffer from nepotism, a high turn-over rate among employees, a declining sales force and is a defendant in multiple law suits brought by other parties dissatisfied with their dealings with the Distributor and Mr. Olson. Mr. Buscher's stated strategy is to tie the Company irrevocably to the Distributor and Mr. Olson – a poor choice for a long-term business partner.

The Dissidents have financial interests that are not aligned with those of Shareholders generally. Mr. Gardner, one of the leaders of the Dissidents, receives payments from the Distributor of more than $18,000 per month. Mr. Buscher also has economic interests that differ from those of Shareholders generally. While he has told Shareholders that his typical approach to investing is to acquire a controlling interest in a company, in fact, he owns less than 0.14% of the Company's outstanding Shares. However, if his proposal is successful, Mr. Buscher and his company will receive significant fees. As stated in his letter to Shareholders, his first order of business upon replacing the Board and management will be to cause his company to be retained to take control of the Company for an "interim period" and to have himself appointed by the new board of directors as the Company's Chief Executive Officer. Based on the Board's prior discussions with Mr. Buscher, and his preliminary demand for compensation, these engagements will not come without a significant cost to the Company.

The director nominees proposed by the Dissidents lack relevant industry and technical experience. The nominees proposed by the Dissidents are Brad Buscher, Fred Beruschi, DeeDee Drays, J. Louis Kovach, Murray Nye and Randy Whitaker (the "**Dissident Nominees**"). Unlike the current Board, the Dissident Nominees do not include anyone with cosmetics industry, medical, pharmaceutical or relevant scientific experience. The Company maintains a steadfast commitment to being a company driven by science. The Dissident Nominees include three finance executives, a lawyer, a retired hospitality industry executive and a nuclear physicist with no apparent background in drug discovery and development. The Dissident Nominees are not a properly qualified board of directors for the Company. The Dissidents intend to replace the current Board and management, yet the only transition plan articulated is that Mr. Buscher will cause his own company to be retained and, upon his appointment as Chief Executive Officer, Mr. Buscher will meet with employees to determine their future with the Company. This is not a strategy or plan for the Company's success and cannot be in the best interests of Shareholders.

Mr. Buscher has a flawed understanding of the fundamental issues at stake in the Company's litigation with the Distributor. In his effort to convince Shareholders that the Company's claims are without merit, Mr. Buscher has wrongly focused on an interim ruling in a trademark dispute, which deferred the conclusion on the matter to the time of the trial. He has also incorrectly stated in his letter to Shareholders that the "core of [the Company's] dispute is related to accounting issues". Mr. Buscher has failed to grasp the true nature and merits of the Company's compelling claims relating to fundamental breach of contract and financial misconduct by the Distributor and Mr. Olson. The Distributor's persistent violation of the Company Agreement, including by selling competitive, "knock-off" products that are not produced by the Company, have resulted in significant reductions of the Company's sales and profits, and have damaged the Company's ability to operate profitably. These actions are the true core of the Company's legal actions against the Distributor. Unless they are properly addressed, the Company's long-term viability will remain compromised.

Mr. Buscher's letter to Shareholders is misleading and a direct violation of corporate and securities laws intended to protect the interests of Shareholders. Despite his assertion that he has conducted a thorough investigation of the matter, Mr. Buscher has done nothing of the sort. Mr. Buscher has never reviewed the case with the Company's litigation counsel and has not had access to materials that Mr. Olson has caused to be kept confidential. It is therefore unsurprising that the statements in his letter to Shareholders evidence a fundamental misunderstanding of the Company's claim. Mr. Buscher's letter is a clear violation of the corporate and securities laws that prevent the solicitation of Shareholder proxies without providing an information circular that meets mandatory disclosure requirements intended to ensure that Shareholders are provided with complete and accurate communication of all relevant facts.

Mr. Buscher has not accurately disclosed the details of his dealings with the Company. When Mr. Buscher approached the Company to offer his assistance in resolving its disputes with the Distributor, he (i) demanded compensation of not less than $50,000, (ii) demanded exclusive authority to negotiate on behalf of the Company for a period of not less than three months, (iii) refused to discuss his strategy or range of acceptable outcomes in sufficient detail and (iv) would not provide a customary form of engagement letter. He simply submitted a poorly drafted resolution to the Board providing for his appointment and compensation and asked that they approve it. Despite his claims of experience, these are not the hallmarks of a typical merchant or

investment banker. Had the Board accommodated Mr. Buscher's demands, it would have failed in its duty to Shareholders. The Board did, however, attempt to work with him, insisting that his company sign a confidentiality agreement, which he later breached in his communications to Mr. Olson. In the end, Mr. Buscher concluded that the Board's decision to engage with him in an entirely conventional manner imposed "conditions that were unacceptable." Faced with an ordinary level of scrutiny, he now seeks to make an end run around the Board by leading this Dissidents' action and with misleading information obtain his engagement (and the engagement of his own company as operator of the Company's business).

APPOINTMENT OF PROXIES AND VOTING INSTRUCTIONS

REGISTERED SHAREHOLDERS

You are a "Registered Shareholder" if your Shares are held in your personal name and you are in possession of a share certificate that indicates the same. If you are a Registered Shareholder, you may vote your Shares in person, by **GREEN** Proxy, by fax or via the internet. If you wish to vote by fax, or via the internet, please see the **GREEN** Proxy enclosed for details on protocol.

To Vote in Person

If you are able to join us in person for the Meeting, and wish to vote your Shares in person, you do not need to complete and return the enclosed **GREEN** Proxy. Before the official start of the Meeting on June 29, 2017, please register with the representative(s) from TSX Trust Company, who will be situated outside the Meeting room. Once you are registered with TSX Trust Company, your vote will be requested and counted at the Meeting.

To Vote by GREEN Proxy

If you are not able to attend the Meeting in person, or if you wish to appoint a representative to vote on your behalf, you have the right to appoint someone else (who need not be a Shareholder of the Company) to represent you at the Meeting and vote on your behalf. You do this by appointing them as a proxyholder, as described below.

To Vote via the Internet: Visit the website provided on the **GREEN** Proxy and follow the instructions on the screen.

To Vote by Mail or by Fax: Use the **GREEN** Proxy or another proper form of proxy. The persons named in the accompanying **GREEN** Proxy are directors of the Company and are representatives of management. You can choose to have management's representatives vote your Shares or you may appoint a person of your choice by striking out the printed names and inserting the desired person's name and address in the blank space provided.

Complete the balance of the **GREEN** Proxy, sign it and return it to:

TSX Trust Company
200 University Avenue, Suite 300
Toronto, Ontario, M5H 4H1
or by fax to (416) 595-9593

GREEN Proxies must be received no later than 10:00 a.m. (Toronto time) on June 27, 2017, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the date of the adjourned or postponed Meeting.

Please note that your vote can only be counted if the person you appointed attends the Meeting and votes on your behalf and the **GREEN** Proxy has been properly completed and executed.

Voting your GREEN Proxy

The management representatives designated in the enclosed **GREEN** Proxy will vote or withhold from voting your Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with your instructions as indicated on the **GREEN** Proxy and, if you specify a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of any direction, your Shares will be voted by the management representatives:

- ✓ **FOR** electing management's nominees as directors of the Company;
- ✓ **FOR** re-appointing MNP LLP as the Company's auditor and authorizing the directors to fix their remuneration; and
- ✓ **FOR** any further or other business as may properly come before the Meeting.

The Board also recommends Shareholders **WITHHOLD** from voting for the Dissidents' Nominees for election to the Board.

The accompanying **GREEN** Proxy confers discretionary authority upon the management representatives designated in the **GREEN** Proxy with respect to voting on amendments to matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. At the date of this Circular, the directors and management of the Company know of no such amendments, variations or other matters.

Revoking Your Proxy

You may not vote both by proxy and in person. If you have voted by proxy, you will not be able to vote your Shares in person at the Meeting, unless you revoke your proxy in the manner described below.

If you have submitted a proxy and later wish to revoke it, you can do so by re-voting your proxy by fax or via the internet or by completing and signing a **GREEN** Proxy bearing a later date and sending it to TSX Trust Company. Your vote must be received no later than 10:00 a.m. (Toronto time) on June 27, 2017, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the date of the adjourned or postponed Meeting. A later dated **GREEN** Proxy automatically revokes any previously submitted proxy.

You may also revoke your proxy by (i) sending a written statement indicating you wish to have your proxy revoked to TSX Trust Company no later than 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, as which the proxy is to be used; (ii) with the Chair of the Meeting, before the Meeting starts on the day of the Meeting or any adjournment or postponement thereof; or (iii) in any other manner permitted by law.

BENEFICIAL (NON-REGISTERED) SHAREHOLDERS

You are a "Beneficial (Non-registered) Shareholder" if your Shares are:

- held in the name of an nominee;
- deposited with a bank, a trust, a brokerage firm or other type of institution, and such Shares have been transferred out of your name; or
- held either (a) in the name of the intermediary or other nominee that the Shareholder deals with (being securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency with which your intermediary or other nominee deals.

Shares held through a nominee can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, nominees are prohibited from voting Shares on behalf of Shareholders.

Nominees are required to seek voting instructions from Beneficial (Non-registered) Shareholders in advance of the Meeting. We have provided nominees through which Shares are held with the **GREEN** VIF for the purpose of seeking voting instructions from Beneficial (Non-registered) Shareholders; however, each intermediary or other nominee has its own procedures, which should be carefully followed by Beneficial (Non-registered) Shareholders in order to ensure that their Shares are voted at the Meeting. If you are a Beneficial (Non-registered) Shareholder, please contact your nominee for instructions in this regard.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Circular, none of the directors or senior officers of the Company, no nominee proposed by management for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The record date for determination of Shareholders entitled to receive notice of and vote at the Meeting has been fixed as May 26, 2017.

The authorized capital of the Company consists of an unlimited number of Shares. As of May 26, 2017, the Company had 36,469,181 Shares issued and outstanding. Each Share of the Company carries one vote, and all Shares may be voted at the Meeting.

As at the date hereof, to the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company entitled to vote at the Meeting.

ELECTION OF DIRECTORS

A board of six directors is to be elected at the Meeting. Each director of the Company is elected annually and holds office until the next annual meeting of Shareholders unless that person ceases to be a director before then. Management does not contemplate that any of the nominees proposed by management will be unable to serve as a director. **Unless instructed otherwise, the persons named in the enclosed GREEN Proxy or GREEN VIF will vote FOR the election of all of management's nominees as directors.**

The following table sets out the names of management's nominees for election as directors, the positions and offices which they presently hold with the Company, the length of time they have served as directors of the Company, their respective principal occupations or employments and the number of voting Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular.

NAME AND MUNICIPALITY OF RESIDENCE OF DIRECTORS	OFFICE HELD	PRINCIPAL OCCUPATION	DIRECTOR SINCE	NUMBER OF VOTING SHARES
Dennis R. Knocke San Antonio, Texas, U.S.A.	Director, Chairman of the Board, President and Chief Executive Officer	President and Chief Executive Officer of Nerium Biotechnology, Inc. since Jan 2007.	Jan 17, 2007	614,462 Shares
Gustavo A. Ulloa, Jr. Tegucigalpa, Honduras	Director	General Manager and Director for Laboratorios Francelia, a pharmaceutical laboratory and manufacturing facility located in Tegucigalpa, Honduras.	Jan 17, 2007	150,000 Shares
Kerry Mitchell[(1),(2),(3),(4)] Toronto, Ontario, Canada	Director	Managing Director, Canada of media agency, m/SIX since 2016. Consultant to GroupM agency securing the L'Oreal Canada account from 2012 to 2016.	Oct 19, 2016	Nil

NAME AND MUNICIPALITY OF RESIDENCE OF DIRECTORS	OFFICE HELD	PRINCIPAL OCCUPATION	DIRECTOR SINCE	NUMBER OF VOTING SHARES
Peter A. Leininger, M.D.[(1)(2)(3)] Fair Oaks Ranch, Texas, U.S.A.	Director	Chairman and President of The Arbor Group, which is a San Antonio based real estate management company and President of Peak Finance, LP which is an automobile loan lender.	Jun 25, 2010	Nil
Michael J. Burke[(1)(2)(3)] San Antonio, Texas, U.S.A.	Director	President of Burke and Company, a private metal fabrication company located in San Antonio, Texas.	Dec 14, 2012	Nil
Richard J. G. Boxer[(1)(3)] Toronto, Ontario, Canada	Director	President of Buckingham Capital Corporation, a Canadian Merchant Bank.	Apr 28, 2014	12,500 Shares

Notes:

1. Denotes member of Audit Committee.
2. Denotes member of the Compensation Committee.
3. Denotes independent director.
4. Ms. Mitchell was appointed to the Board on October 19, 2016.

The term of office of each director will be from the date of the Meeting until the next annual meeting of Shareholders of the Company or until a successor is elected or appointed. The Company does not have an Executive Committee. The information with respect to the Shares beneficially owned, controlled or directed by the above directors has been furnished by the respective directors individually.

Orders and Bankruptcies

To the knowledge of the Company, no nominee proposed by management for election as a director of the Company:

(a) is, at the date of the Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

(b) is, at the date of the Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers.*

The following individuals are considered the "Named Executive Officers" or "NEOs" for the purposes of the disclosure:

(a) the Company's Chief Executive Officer ("**CEO**");

(b) the Company's Chief Financial Officer ("**CFO**");

(c) the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than C$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*; and

(d) each individual who would be named a NEO under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity as of the financial year end.

At the end of the Company's financial years ended December 31, 2016 and December 31, 2015, Dennis R. Knocke, Lori Jones and Joseph B. Nester were the NEOs of the Company. Lori Jones became CFO on June 25, 2015.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid to any director who is not a NEO and the NEOs for the two most recently completed financial years.

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Dennis R. Knocke, CEO	2016 2015	230,000 221,250	65,000[(1)] 150,000	- -	- -	- -	295,000 371,250
Lori Jones, CFO[(2)]	2016 2015	147,083 131,026	35,000 25,000	- -	- -	- -	182,083 156,026
Joseph B. Nester, Executive VP, Operations[(2)]	2016 2015	230,000 221,250	65,000[(1)] 150,000	- -	- -	- -	295,000 371,250
Gustavo A. Ulloa, Jr., Director[(3)]	2016 2015	25,000 25,000	- -	11,000 11,000	- -	966[(3)] 933[(3)]	36,966 36,933
Kerry Mitchell, Director[(4)]	2016	6,250	-	3,250	-	40,000[(5)]	49,500
Peter A. Leininger, M.D., Director	2016 2015	25,000 30,000[(6)]	- -	16,000 16,000	- -	- -	41,000 46,000
Michael J. Burke, Director	2016 2015	25,000 30,000[(7)]	- -	17,000 16,000	- -	- -	42,000 46,000

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Richard J. G. Boxer, Director	2016 2015	25,000 25,000	- -	16,000 14,000	- -	- -	41,000 39,000
J. Christopher C. Wansbrough, Former Director[8]	2016 2015	25,000 33,000[9]	- -	16,000 13,000	- -	- -	41,000 46,000

Notes:

1. $15,000 of the bonus amounts paid to Mr. Knocke and Mr. Nester in 2016 were in respect of the 2016 fiscal year, with the balance of $50,000 being in respect of the 2015 fiscal year. The $150,000 bonus amounts paid to Mr. Knocke and Mr. Nester in 2015 were in respect of the 2014 fiscal year, in which the Company had a significant profit.
2. Mr. Nester served as CFO until June 25, 2015, when he was replaced by Ms. Jones.
3. The Company has entered into two separate agreements with Mr. Ulloa. The first agreement, a production and purchasing agreement effective June 2004, entitles Mr. Ulloa to receive $3.25 per vial of Anvirzel™ sold to third parties in exchange for the use of facilities and production supervision. The second agreement, a consulting agreement effective January 2007, entitles Mr. Ulloa to receive an additional $3.25 per vial of Anvirzel™ sold to third parties in exchange for consulting services in relation to the production of Anvirzel™. Both agreements remain in effect for as long as Anvirzel™ is produced in Honduras. The amount noted is the total paid during the fiscal year ended December 31, 2015 and December 31, 2016, respectively.
4. Ms. Mitchell was appointed as director on October 19, 2016.
5. The fair value of the stock options granted on December 14, 2016 with an exercise price of $2.00 which vested immediately and expire on December 14, 20126 was determined to be $0.80 per option, using the Black-Scholes model for pricing.
6. Includes fees of $5,000 accrued in 2014 but paid to Dr. Leininger in 2015.
7. Includes fees of $5,000 accrued in 2014 but paid to Mr. Burke in 2015.
8. Mr. Wansbrough ceased to be a director on October 19, 2016.
9. Includes fees of $8,000 accrued in 2014 but paid to Mr. Wansbrough in 2015.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to directors and NEOs during 2016 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	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
Kerry Mitchell, Director	Stock Options	50,000[(1)]	12/14/16	2.00 (US)	N/A	N/A	12/14/26

Notes:

1. There was no value vested or earned during the most recently completed financial year of incentive plan awards granted to the NEOs since the Shares are not listed on any exchange or quotation service and accordingly have no market value.
2. The stock options granted on December 14, 2016 to Ms. Mitchell are part of the Shareholder approved stock option plan for directors when joining the Board.
3. As at December 31, 2016, Mr. Knocke held 400,000 stock options and 150,000 underlying Shares, Mr. Nester held 550,000 stock options and 150,000 underlying Shares, Mr. Ulloa Jr. held 60,000 stock options and 150,000 underlying Shares, Ms. Mitchell held 50,000 stock options, Dr. Leininger held 75,000 stock options, Mr. Burke held 175,000 stock options and Mr. Boxer held 50,000 stock options.

During the financial year ended December 31, 2016, none of the directors or NEOs exercised any stock options. On May 19, 2017, Richard Boxer exercised 12,500 stock options, having an exercise price of $2.00 per Share.

Stock Option Plans and Other Incentive Plans

The Company has long-term incentive stock option plans which are used to advance the interests of the Company and its Shareholders by attracting, retaining and motivating selected directors, officers, employees and consultants of high caliber and potential, and to encourage and enable such persons to acquire an ownership interest in the Company.

The Company has reserved and set aside up to 6,256,000 Shares for the granting of options to directors, officers, employees and consultants. On June 22, 2012, the original plan was replaced by two plans by approval of the Shareholders. In one plan, the Company has reserved 3,128,000 Shares for the granting of options to officers and employees, and in the second plan, the Company has reserved 3,128,000 Shares for granting options to directors and consultants.

The terms of the awards under both plans are determined by the Board. The exercise price of each option will not be less than the prevailing price permitted by regulation. The options can be exercisable for a maximum of 10 years. Any stock option granted may be subject to vesting as determined by the Board at the time of the grant.

As of May 29, 2017, there are 1,615,000 stock options held by employees while 892,500 are held by directors and consultants for a total of 2,507,500 outstanding stock options.

Employment, Consulting and Management Agreements

Currently, the Company has employment agreements with Dennis R. Knocke, Joseph B. Nester and Lori Jones (each, an "**Executive**"). Mr. Knocke and Mr. Nester each have base salaries of $230,000, while Ms. Jones has a base salary of $150,000.

In the event that either Mr. Knocke or Mr. Nester resign their employment by providing the Company with 60 days' notice of the resignation, the resigning Executive is entitled to receive all amounts of compensation earned to the date of resignation, including the portion of the annual bonus that would have been paid in the year of resignation, if any, determined on a pro-rata basis to the date of resignation and in an amount that is based on the average bonus paid to the Executive in the two preceding fiscal years.

In the event that Ms. Jones resigns her employment by providing the Company with 60 days' notice of the resignation, she is entitled to receive all amounts of compensation earned to the date of resignation but will not be eligible for an annual bonus or a pro-rata portion of the annual bonus in the year of resignation.

In the event that, within the 12-month period following a change of control of the Company, (a) the Executive resigns by providing the Company with 60 days' notice; or (b) the Executive is terminated by the Company without cause, the Executive shall be entitled to receive an amount equal to 24 months' pay in lieu of notice.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

Director compensation is set by the full Board after review and consideration of recommendations from the Compensation Committee. This is performed annually in conjunction with the Board meeting where the Annual Financial Report is reviewed and approved.

During 2016, directors who were not officers of the Company were paid an annual fee of $25,000, plus an additional $5,000 per annual Board meeting attended and $2,000 per quarterly Board meeting attended. Directors who are not officers of the Company are entitled to receive compensation from the Company to the extent that they provide services and incur expenditures on behalf of the Company. Any such compensation is based on rates that would be charged by such directors for such services to arm's length parties.

During 2016, members of the Audit Committee were paid an annual fee of $3,000. The Chairman of the Audit Committee was paid an additional $2,000 annually. Members of the Compensation Committee were paid an annual fee of $2,000. The Chairman of the Compensation Committee was paid an additional $1,000 annually. For the fiscal year ended December 31, 2016, Richard Boxer was the Chairman of the Audit Committee and Michael Burke was the Chairman of the Compensation Committee.

Directors who are not officers are also entitled to participate in the Company's long-term incentive stock option plan and, at the time of joining the Board, directors are granted options to purchase Shares.

Named Executive Officer Compensation

The Board reviews and gives final approvals with respect to compensation paid to the NEOs of the Company based on recommendations from the Compensation Committee.

The Company's compensation program is administered primarily by the Compensation Committee, which reports its recommendations to the Board. The Compensation Committee was constituted by the Board to make recommendations with respect to senior executive compensation. It is composed entirely of independent directors, namely, Ms. Kerry Mitchell, Mr. Peter A. Leininger, M.D. and Mr. Michael J. Burke and meets not less than once annually.

The Compensation Committee operates under the principles that (a) senior executives ought to be rewarded fairly for the development of the Company, having regard to the available resources; (b) senior executives who are responsible for building the Company into a successful company ought to share in the increased value; and (c) there are many ways to reward executives, but those which should be considered for the Company include cash, annual incentives in the form of cash bonuses or options, long-term incentives in the form of options (staggered vesting) and retirement arrangements.

The Compensation Committee considers three elements of compensation – a base salary for the current financial year, a discretionary cash bonus for the previously completed financial year and a grant of long-term incentive stock options.

Base compensation is used to provide the NEO with a set amount of compensation during the year with the expectation that the NEO will perform their responsibilities to the best of their ability and in the best interest of the Company. Upon recommendation of the Committee, the Board determines what the NEO's base compensation for the upcoming year will be based on the overall performance of the Company, the performance of the NEO and the general trends in the industry.

The Committee recommends to the Board, the amount, if any, of any discretionary cash bonus amounts for the NEO based on the performance of the Company during the fiscal year then ended.

The Committee recommends to the Board, grants, if any, of long-term incentive stock options based on the performance of the Company during the fiscal year then ended. These grants could include the NEOs as well as other employees and consultants.

With respect to the financial year ended December 31, 2016, the Company did not use specific benchmark groups in determining compensation or any element of compensation due to the cost and the uniqueness of the Company both with respect to available cash resources and stage of development.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the directors or NEOs at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets for details of all the Company's equity compensation plans as of December 31, 2016. The Company's equity compensation plans consist of the long-term incentive stock option plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	2,520,000	$1.41	3,736,000
Equity compensation plans not approved by securityholders	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, nominee proposed by management for election as a director of the Company, and no associate or affiliate of any of the foregoing, is or has been at any time since the beginning of the last completed financial year, indebted to the Company or any of its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no informed person of the Company, no nominee proposed by management for election as a director of the Company, and no associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's financial year ended December 31, 2016 which has materially affected or would materially affect the Company or any of its subsidiaries.

RE-APPOINTMENT OF AUDITOR

Unless instructed otherwise, management's representatives named in the enclosed **GREEN** Proxy and **GREEN** VIF intend to vote for the re-appointment of MNP LLP, Chartered Accountants, 50 Burnhamthorpe Road West, Suite 900, Mississauga, Ontario L5B 3C2, as auditor of the Company to hold office for the fiscal year ending December 31, 2017 at remuneration to be fixed by the directors.

AUDIT COMMITTEE

Relationship with Auditors

Multilateral Instrument 52-110 of the Canadian Securities Administrators ("MI 52-110") requires the Company, as a venture issuer, to disclose annually in its information circular certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors.

Audit Committee Charter

The Audit Committee Charter is attached as Schedule "A" to this Circular.

Composition of the Audit Committee

The Company's Audit Committee is comprised of Ms. Kerry Mitchell, as well as Messrs. Peter A. Leininger, M.D., Michael J. Burke and Richard Boxer, each of whom is considered to be "financially literate", as defined under MI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues of the Company. All of the Audit Committee members are considered "independent", as defined under MI 52-110.

Relevant Education and Experience

Ms. Mitchell graduated from the Tuck School of Business at Dartmouth College, in Hanover, New Hampshire and completed the Tuck Executive Program in 2012. Ms. Mitchell, having served in Vice President, Publisher, and Chief Operating Officer positions, is a much-sought after featured speaker in Canada and the United States on topics including media, leadership, branding, marketing to women, and women in business. She provides extensive experience as a media executive with a strong record of building and transforming multi-platforms that include some of the most iconic names in Canadian publishing.

Dr. Leininger's education includes a Medical Degree from Indiana University. After practicing medicine for 10 years, Dr. Leininger became the Executive Vice President of Kinetic Concepts, Inc., a private company that he helped grow to become a large public company. Dr. Leininger has also partnered in the development of Canyon Springs Residential Development and Golf Course as well as numerous other real estate ventures.

Mr. Burke's education includes a Bachelor's degree in Chemistry from State University of New York and a Master's degree from Union College in Schenectady, New York. He began his career

at Sterling Drug and in 1992 was named General Manager of Sterling Drug's regional office in Hong Kong with responsibilities for sales, marketing and an entry strategy into China. After the sale of Sterling Drug in 1995, Mr. Burke was employed by Kinetic Concepts, Inc., first as head of Manufacturing and Quality and then as head of Research and Development. During this time, he participated in the sale of the company to private investors and later took part in taking it public again. After retiring from Kinetic Concepts Inc. in 2007, Mr. Burke opened Burke and Company, a private metal fabrication company located in San Antonio, Texas.

Mr. Boxer's education includes a Bachelor's degree in Economics from Queens University in Kingston, Ontario and a Master's degree in Business from York University in Toronto, Ontario. In addition, Mr. Boxer is a Canadian Professional Accountant and a Chartered Accountant. He began his career in public accounting and after three years moved into private businesses. He eventually became President of Waldec of Canada and is presently involved as shareholder, and previously as a director, of Falls Management Company, which built and now manages an C$800,000,000 casino in Niagara Falls, Ontario. Mr. Boxer is also President of Buckingham Capital Corporation, a privately owned Canadian merchant bank and has served on the board of directors of numerous Canadian public companies, including AlarmForce Industries and CDI Education.

Audit Committee Oversight

At no time since the commencement of the Company's financial year ended December 31, 2016 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

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

Pre-Approved Policies and Procedures

The Audit Committee Charter of the Company requires the audit committee to pre-approve all non-audit services to be provided by the external auditors, and to review fees paid by the Company to its auditors and other professionals in respect of all non-audit services on an annual basis.

External Auditor Service Fees including GST (by category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit and other fees are as follows:

	Year ended December 31, 2015 $	Year ended December 31, 2016 $
Audit Fees [1]	229,792	101,422
Audit Related Fees [2]	283,432	71,933
Tax Fees [3]	75,904	60,484
All Other Fees [4]	11,080	Nil

Notes:

1. Fees paid for services provided in auditing the Company's annual financial statements.
2. Fees not included in "audit fees" that are billed by the auditors for the assurance and related services that are reasonably related to the performance of the audit or review of the Company's statements.
3. Fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning.
4. Fees billed by the auditors for products and services not included in the foregoing categories.

STATEMENT OF CORPORATE GOVERNANCE PRACTICE

The Ontario Securities Commission has issued guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 (the "**Disclosure**"). The Disclosure addresses matters relating to constitution and independence of directors, the functions to be performed by the directors of a company and their committees and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators. The Company's approach to corporate governance in the context of the eight specific Disclosure issues outlined in Form 58-101F2 is set out in the attached Schedule "B".

APPROVAL OF BOARD OF DIRECTORS

The contents of the Circular and the mailing of it to Shareholders, to each director of the Company, to the auditor of the Company, and to the appropriate governmental agencies, have been approved by the directors of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the financial year ended December 31, 2016.

Copies of the Company's financial statements and management's discussion and analysis may also be obtained upon request by contacting Dennis R. Knocke, President and Chief Executive Officer of the Company at:

11467 Huebner Road, Suite 175
San Antonio, Texas 78230 U.S.A.
Tel: (210) 822-7908 Fax: (210) 561-0386

The Company may require the payment of a reasonable charge if the request is made by a person who is not a Shareholder of the Company.

DATED at San Antonio, Texas the 2nd of June, 2017.

BY ORDER OF THE BOARD
(Signed) "*Dennis R. Knocke*"
President and Chief Executive Officer

Schedule "A"

NERIUM BIOTECHNOLOGY, INC.
AUDIT COMMITTEE CHARTER
(the "Charter")

I. PURPOSE

The Audit Committee (the "**Committee**") will consist of three or more Directors and all of the Committee must be considered independent. The Committee members will be appointed by the Board of Directors (the "**Board**") of Nerium Biotechnology, Inc. (the "**Company**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Company. The Committee's primary duties and responsibilities are to:

(a) conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;

(b) assess the integrity of internal controls and financial reporting procedures of the Company and monitor the implementation of such controls and procedures;

(c) determine that there is an appropriate standard of corporate conduct as prescribed by the Company's corporate code of ethics for senior financial personnel;

(d) review the quarterly and annual financial statements and management's discussion and analysis of the Company's financial position and operating results and report thereon to the Board for approval of same;

(e) monitor the independence and performance of the Company's outside auditors (the "**Independent Auditors**"), including attending at private meetings with the Independent Auditors and reviewing and approving all renewals or dismissals of the Independent Auditors and their remuneration; and

(f) approve related party transactions to be entered into by the Company.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Company and has the authority to retain, at the expense of the Company, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for advisors employed by the Committee;

(c) make recommendations to the Board for further recommendation to the Shareholders as to the selection and appointment of the Company's external auditors; and

(d) communicate directly with the internal and external auditors.

III. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of any stock exchange on which the Company may be listed, the *Canada Business Corporations Act* and all applicable securities regulatory authorities in both Canada and the United States.

2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.

3. Each member of the Committee shall be "financially literate" (as defined by applicable securities laws and regulations) in order to comply with the Sarbanes-Oxley Act of 2002 and at least one member must be a financial expert.

4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two of the members of the Committee present either in person or by telephone shall constitute a quorum.

5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, fax, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

10. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.

11. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution. Notwithstanding the foregoing, no action of the Board shall contradict the provisions of Title III of the Sarbanes-Oxley Act of 2002.

12. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

IV. RESPONSIBILITIES

A. Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"), as appropriate, and approve them prior to their being filed with the appropriate regulatory authorities. The Committee shall also review and approve the interim financial statements. With respect to the annual and interim audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the Independent Auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review management's internal control report and the evaluation of such report by the Independent Auditors, together with management's response.

3. The Committee shall review the financial statements, management's discussion and analysis relating to annual and interim financial statements, annual and interim earnings press releases and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws before the Company publicly discloses this information.

4. The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (3), and periodically assess the adequacy of these procedures.

5. The Committee shall meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, deems appropriate.

6. The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.

7. The Committee shall review the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.

8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.

9. The Committee shall resolve any disagreements between management and the external auditors relating to financial reporting.

10. The chief internal auditor will have direct access to the Chair of the Audit Committee.

11. The Committee shall establish procedures for dealing with complaints regarding questionable accounting, auditing or internal control matters.

12. The Committee shall approve related party transactions to be entered into by the Company.

13. The Committee will review correspondence between the Independent Auditors and the Company.

14. The Committee will review the Audit Committee Charter annually and make recommendations to the Board of any changes.

B. Independent Auditors

1. The Committee shall be directly responsible for recommending the selection, appointment and compensation of Independent Auditors. The Independent Auditors shall report directly to the Committee.

2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting. At all times the chief external auditor will have direct access to the Chair of the Audit Committee.

3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors.

4. The Committee shall monitor and assess the relationship between management and the Independent Auditors and monitor the independence and objectivity of the Independent Auditors.

5. The Committee shall review and approve the Independent Auditor's audit plan, including scope, procedures and timing of the audit.

6. The Committee shall review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit, and receive and review the auditor's interim review reports.

7. The Committee shall obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within GAAP or IFRS, as appropriate, that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Company and the Independent Auditors.

8. The Committee shall approve fees paid by the Company to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

9. The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.

10. The Committee shall meet in camera with each of management and the external auditors, and monitor and support the independence and objectivity of the external auditors.

11. The Committee will approve and recommend to the Board any changes in the position of the senior financial executive or accounting service providers.

C. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

Schedule "B"

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 of the Canadian Securities Administrators has set out a series of guidelines for effective corporate governance (the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. Set out below is a description of Nerium Biotechnology Inc's (the "**Company**") approach to corporate governance in relation to the Guidelines.

The Board of Directors

Applicable securities law defines an "independent director" as a director who has no direct or indirect material relationship with the Company. A "material relationship" is in turn defined as a relationship which could, in the view of the Board of Directors (the "**Board**") of the Company, be reasonably expected to interfere with such member's independent judgment.

There are six nominees proposed for election by management as members of the board of directors, four of whom (Ms. Kerry Mitchell and Messrs. Peter A. Leininger, M.D., Michael J. Burke and Richard J. G. Boxer) are considered "independent". Mr. Dennis R. Knocke and Mr. Gustavo A. Ulloa Jr. are not considered to be "independent" within the meaning of applicable securities law as a result of their relationship with the Company.

Ms. Kerry Mitchell and Messrs. Peter A. Leininger, M.D., Michael J. Burke and Richard J. G. Boxer are each considered to be "independent" directors within the meaning of applicable securities law since they meet the test for independence as set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

Since a majority of the directors are "independent" at this time, the Board believes that it facilitates independent judgment in carrying out its responsibilities. To enhance such independent judgment, the independent members of the Board may meet in the absence of members of management and the non-independent directors. Open and candid discussion among the independent directors is facilitated by the small size of the Board and great weight is attributed to the views and opinions of the independent directors. The Board did not hold any meetings of the independent directors in the absence of members of management and the non-independent directors during the fiscal year ended December 31, 2016.

Directorships

No director of the Company currently serves as a director of any other reporting issuer, as of the date of this information circular.

Orientation and Continuing Education

Given that Board members are added infrequently, the Company believes that no formal orientation process is necessary at this point in time. Notwithstanding that the Company currently has no formal orientation and education program for new directors, sufficient information is provided to any new director to ensure that they are familiarized with the Company's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis to ensure familiarity with the operations of the Company. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business Conduct

The Board meets regularly to ensure that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Company, governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge which would assist in guiding the officers of the Company. As such, nominations tend to be the result of recruitment efforts by management of the Company and discussions among the directors prior to the consideration of the Board as a whole.

Compensation

The Company's compensation program is administered primarily by the Compensation Committee, which reports to the full Board with its recommendations. The Compensation Committee is composed entirely of independent directors, namely, Ms. Kerry Mitchell, Mr. Peter A. Leininger, M.D. and Mr. Michael J. Burke.

The Board presently plans to meet on an annual basis for the purpose of reviewing the adequacy and form of compensation of directors and the named executive officers to ensure that such compensation reflects the responsibilities, time commitment and risks involved in being an effective director and/or officer.

All directors are eligible to participate in the Company's long-term incentive stock option plan.

Other Board Commitees

The Board does not currently have committees other than the Audit Committee and the Compensation Committee.

Assessments

The Board assesses, on an annual basis, its contributions as a whole and those of each of the individual directors, in order to determine whether each is functioning effectively.

Exhibit “A”

(See attached)

BANKERS AMERICAN CAPITAL
CORPORATION

March 1, 2017

Mr. Jeff Olson
Chief Executive Officer
Nerium International, LLC
4006 Beltline Road, Suite 100
Addison, TX 75001

Dear Jeff:

Previously you received a letter from Don Gardner, one of the organizers of the Nerium Biotechnology Independent Shareholders Group, who are earnestly trying to save Nerium Biotechnology, Inc. (NBI). I am writing to you today as a Nerium independent shareholder who has been asked to evaluate NBI and if successful, lead the effort to replace its management and Board. As a matter of background, I am the Chairman and CEO and sole owner of a private merchant bank, Bankers American Capital Corp. Merchant banks take active roles in the underlying companies they finance. In our merchant bank, we act like a holding company and have a number of investments in five different industry silos, including the life sciences space. We have extensive experience in turn arounds, restructurings and strategic repositioning of business entities. Accordingly, we are well positioned to evaluate companies such as Nerium Biotechnology who are in situations like this, and lead restructuring and turnaround efforts.

During the past 8 weeks, we conducted an extensive evaluation of NBI and the strategic relationship they have with your company, Nerium International (NI). The purpose of that evaluation was to determine our interest in leading the effort to analyze NBI's litigation and the merits of their case and understand each parties position, with the goal of trying to settle the outstanding matters between both companies. Although there are business issues that exist, I feel confident, after meeting you and your team, that we could reach a quick compromise and resolution once the process to replace management and the Board is completed. In fact, we have concluded that the management of NBI acted poorly and possibly improperly in commencing this litigation. I am in part basing our view after a thorough review of the case and pleadings of NBI's position, an extensive review of documents and a direct meeting with NBI's management team. We find that their case on trademark infringement is lacking in several material aspects, and as the Honorable Judge Jane J. Boyle opined in her decision on January 16, 2017 "the court concludes the Plaintiffs (NBI) have not established a substantial likelihood of success on the merits of the first elements of the case necessary to prove a trademark infringement on the Lanham Act, and therefore their motion is denied". Further the Judge goes on to say "because the court does not find that the Plaintiffs have not demonstrated a likelihood of success on the 1st element of the case. Additionally, it is not necessary for the court to address the other elements for a grant of conjunctive

relief." This in our opinion is an extremely strong signal that the court will not favor the Plaintiff's position and if they were smart they would immediately settle.

I am writing today to share my complete distain and candid disgust for the blog that appeared recently in Business for Home & MLM News, regarding you personally and Nerium International. The author of this article is at best guilty of malfeasance and at worst, slander. No responsible journalist would cut and paste sections of the pleadings without a fair and thorough review of all the information available. This one sided biased blog only reviewed the pleadings and avoided the response which was also available in the public record. In our experience this was likely done to disparage you and your company. In our opinion this amounts to slander. It is for this reason that the law firms representing companies strongly caution their clients not to discuss the case or the merits in public. Although there is no reference to NBI's complicity in this matter, one could draw the conclusion they orchestrated this in order gain advantage by impugning you and the reputation of NI. I personally find this action repugnant and deplorable, and you have my empathy.

I am concerned that without this context, your brand partners may find this problematic and question you and your company's business practices and ethics. My message to them is simple -- although someone alleges something, that does not make it true and further, know all the facts before making any judgments about Nerium International. We have done our homework and have found nothing that could merit allegations that the article refers to. Accordingly, after reflection and consultation with most shareholders, we intend to continue with the requisition process and replace the NBI board and management, and then sit down with you and your company and negotiate an immediate resolution to these matters.

I will look forward to working with you and your brand partners in a new era to help you build a successful and viable company.

Sincerely,

Brad J Buscher
Chairman and CEO