ALTA NATURAL HERBS & SUPPLEMENTS LTD.
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MANAGEMENT PROXY CIRCULAR

as at April 25, 2016 *(except as otherwise indicated)*

This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Alta Natural Herbs & Supplements Ltd. (the "Corporation") for use at the annual general meeting (the "Meeting") of its shareholders to be held on Monday, May 30, 2016 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Management Proxy Circular, references to the "Corporation", "we" and "our" refer to Alta Natural Herbs & Supplements Ltd. "Common Shares" means common shares without par value in the capital of the Corporation. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. A registered shareholder may submit a proxy using one of the following methods:

(a) complete, date and sign the Proxy and return it to the Corporation's transfer agent, Computershare Trust Company of Canada ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or

(b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or

(c) log on to Computershare's website at, www.investorvote.com. Registered shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Corporation's board of directors ("Board") at its discretion without notice.

Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States (the "U.S."), under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a voting instruction form (a "VIF") in lieu of a Proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Notice to Shareholders in the United States

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

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the Alberta *Business Corporations Act,* as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

(a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Corporation at 421 7th Avenue S.W., Suite 1700, Calgary, Alberta, TWP 4K9, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) attend the Meeting in person and vote the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Corporation has fixed April 25, 2016 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of April 25, 2016, there were 37,514,237 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. The Corporation is also authorized to issue an unlimited number of Preferred shares. There were no Preferred shares issued and outstanding as at April 25, 2016.

To the knowledge of the directors and executive officers of the Corporation, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at April 25, 2016 are:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Jianfang Jin	6,324,746	16.86%
Xiaoxia Sun	5,000,000	13.33%
Zhiqiang Wang	5,000,000	13.33%

Note:

(1) The above information was supplied to the Corporation by the shareholders and from the insider reports available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in the Canadian Provinces of Alberta and British Columbia are specifically incorporated by reference into, and form an integral part of, this Management Proxy Circular:

- By-Law No. 2, Advance Notice By-Law for the Election of Directors
- Audited Annual Financial Statements and Management Discussion and Analysis for the fiscal year ended October 31, 2015; and
- Interim Financial Statements and Management Discussion and Analysis for the first quarter fiscal period ended January 31, 2016.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Corporation at the address and telephone number above. These documents are also available via the internet at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board is currently determined at five. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors to be elected at the Meeting be fixed at five.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the Alberta *Business Corporations Act* ("ABCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Corporation, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at April 25, 2016:

Name of Nominee; Current Position with the Corporation and Province or State and Country of Residence	**Position with and Name and Principal Business of each Corporation/Employer**	**Period as a Director of the Corporation**	**Common Shares Beneficially Owned or Controlled(1)**
Mr. Jianfang Jin President, CEO, Corporate Secretary and Director California, USA	Businessman	Since October 5, 2007	6,324,746(2)
Dr. Zhiqiang Wang(7) Director Beijing, China	Chairman of the Board, Shanxi Ruifeng Pharmaceutical Group Co. Ltd.	Since May 11, 2012	5,000,000(3)
Dr. Haofang Song CFO and Director British Columbia, Canada	Manager and CFO of the Corporation	Since October 5, 2007	Nil(4)
Dr. William Xiong(7) Director Connecticut, USA	Vice President, General BioMedix Corp.	Since October 5, 2007	50,000(5)
Ms. Guihua Wang(7) Director Beijing, China	Legal representative of Beijing Jinchongcao Healthy Food Co. Ltd. Health Nutritionist for the International Certified Senior Health Management Division.	Since November 15, 2013	2,012,745(6)

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective

nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

2. Mr. Jin also holds options to purchase 20,000 Common Shares.
3. Dr. Wang also holds options to purchase 20,000 Common Shares.
4. Dr. Song holds options to purchase 40,000 Common Shares.
5. Dr. Xiong also holds options to purchase 40,000 Common Shares.
6. Ms. Wang also holds options to purchase 20,000 Common Shares.
7. Member of the Audit Committee.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision (see below). Only persons nominated by management pursuant to this Management Proxy Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

Advance Notice Provision

On August 6, 2015, the shareholders of the Corporation approved the adoption by the Corporation of By-Law No. 2, Advance Notice By-Law for the Election of Directors, for the purpose of adopting advance notice provisions (the "**Advance Notice Provision**"). The Advance Notice Provision provides for advance notice to the Corporation in circumstances where nominations of persons for election to the Board of directors of the Corporation (the "**Board**") are made by shareholders of the Corporation other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the ABCA or (ii) a shareholder proposal made pursuant to the provisions of the ABCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

The Advance Notice Provision also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Corporation, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Corporation applicable to directors and in effect during such person's term in office as a director.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision, which was filed on SEDAR on September 18, 2015 and is available under the Corporation's profile on SEDAR at www.sedar.com.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

Penalties and Sanctions

As at the date of this Management Proxy Circular and within the 10 years before the date of this Management Proxy Circular, no proposed director is or has been a director or executive officer of any company (including the Corporation), that while that person was acting in that capacity:

(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,

(iii) or within a year of the proposed director 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; or

(iv) has within 10 years before the date of the Management Proxy Circular become 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 the assets of the proposed directors.

APPOINTMENT OF AUDITOR

Buckley Dodds Parker LLP, Chartered Accountants, Suite 1140, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, will be nominated at the Meeting for appointment as auditor of the Corporation at a remuneration to be fixed by the directors. **The Board recommends that you vote in favour of appointment of Buckley Dodds Parker LLP. Unless otherwise instructed, at the Meeting the proxyholders named in the Corporation's form of Proxy or Voting Instruction Form will vote FOR the appointment of Buckley Dodds Parker LLP.**

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 "Audit Committees" ("NI 52-110") requires the Corporation, as a venture issuer, to disclose annually in its Management Proxy Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

The Audit Committee's Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule "B" to the Corporation's Management Proxy Circular and filed on SEDAR on July 13, 2015.

Composition of the Audit Committee

The members of the Audit Committee are Dr. William Xiong, Chairman, Dr. Zhiqiang Wang and Guihua Wang are independent members of the Board and are each considered to be financially literate.

Relevant Education and Experience

Each member of the audit committee has adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with:

- o an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- o experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- o an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Buckley Dodds Parker LLP.

Reliance on Certain Exemptions

The Corporation's auditor, Buckley Dodds Parker LLP, has not provided any material non-audit services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Buckley Dodds Parker LLP to the Corporation to ensure auditor independence. Fees incurred with Buckley Dodds Parker LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	**Fees Paid to Auditor in Year Ended October 31, 2015**	**Fees Paid to Auditor in Year Ended October 31, 2014**
Audit Fees(1)	$24,400	$24,000
Audit-Related Fees(2)	$ 500	$ 500
Tax Fees(3)	$ 2,000	$ 1,900
All Other Fees(4)	Nil	Nil
Total	$26,900	$26,400

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Corporation is a "venture issuer" under NI 52-110 and pursuant to NI 52-110, section 6.1, the Corporation is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

Corporate Governance

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices; as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of a company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management of the Corporation through frequent meetings of the Board and by ensuring that at least one director is independent of management. The Board is currently comprised of five members two of whom are independent and three who are non-independent. The independent members of the Board are Dr. Xiong and Ms. Wang. The non-independent directors are: Jianfang Jin (President, CEO and Corporate Secretary of the Corporation); Dr. Song (CFO of the Corporation) and Dr. Wang (majority shareholder). A majority of the Board is non-independent.

Directorships

There are no directors of the Corporation who currently serve on boards of other reporting companies.

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Corporation's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The Board as a whole has the responsibility of determining the compensation for the directors and CEO.

To determine compensation payable, the Board reviews compensation paid to directors and chief executive officers of other companies of similar size and stage of development in similar industries and then determine appropriate compensation reflecting the responsibilities and time and effort expended by each director and the CEO while taking into account the financial and other resources of the Corporation. In settling on the compensation, the Board annually reviews the performance of the CEO in light of the Corporation's objectives and considers other factors that may have influenced achievement of the Corporation's objectives.

Other Board Committees

The Board has no committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and audit committee. No formal policy has been established to monitor the effectiveness of each director, the Board and the audit committee.

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

Named Executive Officer

In this section "Named Executive Officer" (a "NEO") means the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year. For the purposes of determining total compensation, the Corporation is not only required to include actual monetary compensation received by an NEO, but also the fair value of options granted to such person. This value does not necessarily reflect the amount, if any, that an NEO may actually realize on exercise of such options.

Director and Named Executive Officer Compensation

Jianfang Jin, CEO and Haofang Song, CFO are each an NEO of the Corporation for the purposes of the following disclosure. For purposes of executive compensation disclosure, the current directors of the Corporation are: Jianfang Jin, Dr. Haofang Song, Dr. Zhiqiang Wang, Dr. William Xiong and Guihua Wang, and each of them were a director of the Corporation at the financial year ended October 31, 2015, being all the directors of the Corporation. Eugene Beukman was a director of the Corporation during the last financial year until he resigned from the position of director on September 29, 2015. Compensation paid to Mr. Beukman as a director, and a manager of the Corporation, is also disclosed herein.

Oversight and Description of Director and NEO Compensation

The Board as a whole assumes responsibility for reviewing and monitoring compensation for the Corporation's senior management, and as part of that mandate determines the compensation of the Corporation's CEO and CFO. The Board wishes to provide information about the Corporation's executive compensation objectives and processes and to discuss compensation decisions relating to its NEOs and directors listed in the compensation tables that follow.

The Corporation is a manufacturer and converter of dietary supplements and neutraceuticals (herbal, botanical and marine-based) for the natural health care products industry. It develops and manufactures an extensive line of dietary supplements and neutraceuticals for the supplement industry, and is a full source contract manufacturer/converter of raw material powders, with all conversion, from powders to capsules to bottling and packaging, done in one facility under strict Good Manufacturing Practice guidelines.

The Corporation has limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the Board must consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial situation of the Corporation both in the mid-term and the long-term. Because stock options do not require cash disbursement by the Corporation they are an important element of executive compensation. Additional information about the Corporation and its operations is available at its website www.altanatural.ca, and in its audited consolidated financial statements and related management's discussion & analysis for the year ended October 31, 2015, which have been filed with regulators and are available for review under the Corporation's profile under the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

The Board has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Corporation has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Corporation, none of the executive officers or directors has purchased such financial instruments.

Philosophy and Objectives

Compensation for senior management of the Corporation is designed to ensure that the level and form of compensation achieves certain objectives, which are:

- to attract and retain qualified and effective executives;
- to motivate the short and long-term performance of these executives; and
- to align their interests with those of the Corporation's shareholders.

In compensating its senior management, the Corporation has employed a combination of base salary and equity participation through its stock option plan.

Base Salary

In the Board's view, paying base salaries which are competitive in the markets in which the Corporation operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies earning comparable revenues in a similar industry has been reviewed and compared over a variety of sources.

Equity Participation

The Corporation believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Corporation’s stock option plan. Stock options are granted to senior executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options, which vest immediately, are generally granted to senior executives and Board members.

Compensation of Board Members and Named Executive Officers

Compensation for each of the Board members and each of the NEOs is approved by the Board as a whole. Base cash compensation and variable cash compensation levels are based, in part, on market survey data provided to the Board by independent consultants.

Benefits and Perquisites

In general, the Corporation will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. Limited perquisites the Corporation provides its executives may include a parking allowance or a fee for each Board or Audit Committee meeting attended, to assist with their out-of-pocket expenses. Such benefits and perquisites are set out, respectively, in the Summary Compensation Table below.

Stock options granted during the fiscal year ended October 31, 2015 are included in the tables under the heading “*Option Based Awards*” below.

Actions, Decisions or Policies Made After October 31, 2015

Other than as disclosed herein, no actions, decisions or policies have been made since October 31, 2015 that would affect a reader’s understanding of Director and NEO compensation.

Option-Based Awards

The Corporation has a 10% rolling stock option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The 10% rolling stock option plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation.

Director and NEO Compensation Excluding Compensation Securities

The compensation paid to the Directors and NEOs during the Corporation’s two most recently completed financial years ended October 31, 2014 and October 31, 2015, is as set out below and expressed in Canadian dollars unless otherwise noted:

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Jianfang Jin,[(1)] CEO and Director	2015 2014	66,000 46,468	Nil Nil	Nil Nil	Nil Nil	Nil 1,398[(1)]	66,000 47,866
Dr. Zhiqiang Wang Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 1,398[(3)]	Nil 1,398
Dr. Haofang Song,[(2)] CFO and Director	2015 2014	15,600 15,600	Nil Nil	Nil Nil	Nil Nil	7,200[(2)] 9,995[(2)]	22,800 25,595
Dr. William Xiong Director	2015 2014	Nil Nil	Nil Nil	12,000[(4)] 3,272[(4)]	Nil Nil	Nil 2,795[(4)]	12,000 6,067
Eugene Beukman[(5)] Former Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	43,181[(6)] 28,861[(6)]	43,181 28,861
Guihua Wang Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 1,398[(7)]	Nil 1,398

Notes:

1. Mr. Jin was appointed to the position of CEO effective October 5, 2007 and has also been a director since that date. He received option-based awards valued at $1,398 in the fiscal 2014 but received nil in fiscal 2015.
2. Dr. Haofang Song was appointed to the position of CFO effective October 5, 2007 and has also been a director since that date. He received option-based awards valued at $2,795 in the fiscal 2014 but received nil in fiscal 2015. The Corporation pays Dr. Song $600 per month ($7,200 annually) in rent for use of his home office.
3. Dr. Wang received option-based awards valued at $1,398 in fiscal 2014 but received nil in fiscal 2015.
4. The Corporation paid Dr. Xiong consulting fees of $3,272 in fiscal 2014 and $12,000 in fiscal 2015. Dr. Xiong also received option-based awards valued at $2,795 in fiscal 2014 but received nil in fiscal 2015.
5. Eugene Beukman resigned as director of the Corporation on September 24, 2015.
6. The Corporation paid $26,066 in fiscal 2014 and $43,181 in fiscal 2015 to PSCC, a private company wholly-owned by Mr. Beukman, pursuant to a management contract for administrative, accounting and clerical services provided to the Corporation. He also received option-based awards valued at $2,795 in fiscal 2014 but received nil in fiscal 2015.
7. Ms. Wang received option-based awards valued at $1,398 in fiscal 2014 but received nil in fiscal 2015.

Stock Options and Other Compensation Securities

During the Corporation's financial year ended October 31, 2015 there were no compensation securities granted or issued to any of the Directors or NEOs by the Corporation or one of its subsidiaries.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant** (dd/mm/yy)	**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** (dd/mm/yy)
Jianfang Jin,[(1)] CEO and Director	–	–	–	–	–	–	–
Dr. Zhiqiang Wang,[(3)] Director	–	–	–	–	–	–	–
Dr. Haofang Song,[(2)] CFO and Director	–	–	–	–	–	–	–
Dr. William Xiong,[(4)] Director	–	–	–	–	–	–	–
Eugene Beukman,[(5)] Former Director	–	–	–	–	–	–	–
Guihua Wang,[(6)] Director	–	–	–	–	–	–	–

Notes:

1. As at December 31, 2015 Mr. Jianfang Jin had options to purchase 20,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.
2. As at December 31, 2015 Dr. Haofang Song had options to purchase 40,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.
3. As at December 31, 2015 Zhiqiang Wang had options to purchase 20,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.
4. As at December 31, 2015 William Xiong had options to purchase 40,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.
5. As at December 31, 2015 Eugene Beukman had options to purchase 40,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.
6. As at December 31, 2015 Guihua Wang had options to purchase 20,000 Common Shares at an exercise price of 0.20 per Common Share, expiring December 11, 2018.

There were no options exercised by a Director or an NEO of the Corporation during the financial year ended October 31, 2015.

Stock option plans and other incentive plans

Securities Authorized for Issuance under Equity Compensation Plans

The Corporation has a 10% rolling 2015 Stock Option Plan in place, which is dated for reference and effective September 2, 2015 (the "Plan"). The Plan was approved by the shareholders at the annual general and special meeting held August 6, 2015 and it was approved by the TSXV on September 1, 2015.

The following table sets out equity compensation plan information as at the October 31, 2015 financial year end:

Equity Compensation Plan Information

	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))**
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders	300,000	$0.20	3,451,424
Equity compensation plans not approved by securityholders - the Fixed Plan	--	--	--
Total	300,000	$0.20	3,451,424

The following is a summary of the material terms of the Plan:

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

a) All Eligible Persons, being any Director, Employee (as defined in TSXV Policies), or Consultant of the Corporation or any affiliate of the Corporation or any management company employee, are eligible to receive grants of options under the Plan;

b) For options granted to Eligible Persons, the Corporation must ensure that the proposed Optionee is a bona fide Eligible Person of the Corporation or its affiliates;

c) The Plan is effective the day following annual approval by the TSXV (the "Effective Date") and terminates 10 years from the Effective Date;

d) The aggregate maximum number of optioned shares under the Plan is 10% of the Corporation's Common Shares issued and outstanding at the time of grant of an option;

e) The Board shall administer, interpret, set the option exercise price and grant options under the Plan;

f) The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);

g) Options granted under the Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years, as determined by the Board in each instance;

h) An Option granted to any Eligible Person will expire within one year (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be an Eligible Person, but only to the extent that such Option was vested at the date the Optionee ceased to be an Eligible Person;

i) If an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;

j) In the case of an Optionee being dismissed from employment or service for cause, or for any reason, in the case of a management company employee, such Optionee's options, will immediately terminate;

k) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

l) Maximum limits:

   i. Except with approval of the Disinterested Shareholders of the Corporation, no Eligible Person can be granted an Option if that Option together with any grants made under any other previously established and outstanding stock option plans in the previous 12 months would exceed 5% of the outstanding Common Shares of the Corporation;

   ii. Options to acquire more than 2% of the issued Common Shares of the Corporation, calculated on the date of grant, may not be granted to any one Consultant in any 12 month period;

   iii. Options to acquire more than 2% of issued Common Shares of the Corporation calculated on the date of grant, may not be granted to any or all persons conducting Investor Relations Activities in any 12 month period;

   iv. Options issued to Consultants conducting Investor Relations Activities must vest in stages over 12 months with no more than 1/4 of the options vesting in any 3 month period; and

   v. Disinterested shareholder approval shall be obtained:

      A. if Common Shares reserved for issuance upon exercise of Options granted to Insiders pursuant to the Plan and any other previously established and outstanding stock option plans, exceed 10% of the issued Common Shares of the Corporation at the time of such grant;

B. if Options are granted to any one Optionee to acquire more than 5% of the issued and outstanding Common Shares of the Corporation at the time of such grant in any 12 month period;

C. if Options are granted to Insiders to acquire more than 10% of the issued and outstanding Common Shares of the Corporation at the time of such grant, in any 12 month period; and

D. if the Board wishes to effect any decrease in the Option Price of Options granted to Insiders pursuant to the Plan or any other previously established and outstanding stock option plans or outstanding grants of the Corporation.

m) In the event of a change of control of the Corporation or a take-over bid being made for Common Shares, the Board shall have the power to amend any outstanding Options to permit the exercise of all such Options prior to the effectiveness of any such change of control or take-over bid transaction.

n) The Board may not, without shareholder approval (and where required, disinterested shareholder approval), amend the Plan or an Option to:

i. increase the number of Common Shares reserved for issuance under the Plan;

ii. materially modify the requirements as to the eligibility for participation in the Plan, which would have the potential of broadening or increasing Insider participation;

iii. materially increase the benefits accruing to participants under the Plan, including amendments that would reduce the exercise price of an Option (including a cancellation and reissue of an Option at a reduced exercise price);

iv. amend or delete any of the terms of the Plan that limit the number of Common Shares that may be subject to a recipient's Options;

v. amend or delete the amending provisions of the Plan; and

vi. amend or delete the eligibility provisions of the Plan.

o) The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Plan may be made by the Board without further shareholder approval. Accordingly, the Plan also provides the Board may, without shareholder approval:

i. make amendments of a housekeeping nature to the Plan;

ii. change the vesting provisions of an option granted under the Plan, subject to prior written approval of the TSXV, if applicable;

iii. change the termination provision of an option granted under the Plan if it does not entail an extension beyond the original expiry date of such option;

iv. make such amendments as may otherwise be permitted by TSXV Policies; and

v. if the Corporation becomes listed or quoted on a stock exchange or stock market senior to the TSXV, make such amendments as may be required by the policies of such senior stock exchange or stock market.

Employment, consulting and management agreements

The Corporation entered into a management agreement with PSCC, located at Suite 615 – 800 West Pender Street, Vancouver, British Columbia, effective May 15, 2009 (the "**2009 Management Agreement**"). Under the 2009 Management Agreement, PSCC provided general management, accounting and administrative services to the Corporation for a fee of $1,000 per month plus applicable taxes. Effective May 1, 2010, the 2009 Management Agreement was amended to provide for a further twelve (12) month term and increase the fees to $1,500 ($750 as to management fees and $750 as to accounting fees) per month, plus applicable taxes. On May 1, 2012 the Corporation entered into a new agreement with PSCC for a further twelve (12) month term and increased the fees to $2,000 plus applicable taxes ($1,000 for a management fee and $1,000 for an accounting fee) (the "**2012 Management Agreement**"). The 2012 Management Agreement automatically renewed for one year terms in each of 2013, 2014 and 2015. The 2012 Management Agreement was not renewed for 2016.

During the most recently completed financial year, the Corporation paid or accrued $ 43,181 (2014 - $26,066) in management and accounting fees to PSCC.

PSCC is a private company owned by Eugene Beukman of North Vancouver, British Columbia. Mr. Beukman was appointed a director of the Corporation on November 15, 2013 and resigned as a director on September 29, 2015. PSCC was not indebted to the Corporation during the Corporation's last completed financial year.

Other than as stated above, there are no compensatory plans or arrangements, with respect to any Director or NEO resulting from the resignation, retirement or any other termination of employment of an officer or director or from a change of a director's or a NEO's responsibilities following a change in control.

Pension Plan Benefits

The Corporation has no pension plan arrangements or benefits with respect to any of its NEOs, directors or employees.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Management Proxy Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

On April 17, 2015 the Corporation closed a non-brokered private placement issuing 6,000,000 Common Shares at a price of $0.05 each for gross proceeds of $300,000. As a result of participating in this non-brokered private placement Mr. Jianfang Jin, President, CEO, Corporate Secretary and a director of the Corporation, acquired 2,250,000 Common Shares.

MANAGEMENT CONTRACTS

Except as set out herein there are no management functions of the Corporation, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Continuation of Share Option Plan

The TSXV requires that each listed company have a share option plan, if the company intends to grant options. In order to comply with TSXV policy, and to provide incentive to directors, officers, employees, management to act in the best interests of the Corporation, the shareholders of the Corporation adopted a Stock Option Plan dated for reference September 2, 2015 (the "Plan") at the last annual general and special meeting of the Corporation held on August 6, 2015.

The Plan is a 10% rolling plan, which means a maximum of 10% of the issued and outstanding Common Shares of the Corporation at the time an option is granted, less outstanding Common Shares reserved for issuance under the Plan, will be reserved for options to be granted to eligible optionees at the discretion of the Board. At the date of the mailing of this Management Proxy Circular, options to purchase 300,000 Common Shares have been granted by the Corporation and remain outstanding. The material terms of the Plan are described above (see Stock Options and Other Incentive Plans – *Material Terms of the Plan*).

A copy of the Plan will be available for review at the Meeting.

> "**RESOLVED** that the Corporation's 10% rolling stock option plan dated for reference September 2, 2015, be and is hereby ratified and approved for continuation until the next annual general meeting of the Corporation."

The Board recommends that you vote in favour of the above resolution.

Unless otherwise instructed, at the Meeting the proxyholders named in the Corporation's form of Proxy or Voting Instruction Form will vote to RATIFY and APPROVE the Plan for continuation.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Corporation for the year ended October 31, 2015 and in the related management discussion and analyses all of which are filed on SEDAR at www.Sedar.com. The report of the auditor and management's discussion and analysis are being mailed to shareholders requesting copies be mailed to them, together with the Notice of Meeting and this Management Proxy Circular and will be placed before the Meeting.

Additional information relating to the Corporation is filed on SEDAR at www.Sedar.com and is available upon request from the Corporate Secretary at 118 – 7400 Moffatt Road St., Richmond, BC V6Y 3G3, telephone number 626 378-3255 or fax number 604 247-0892. Copies of documents will be provided free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a securityholder of the Corporation, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Management Proxy Circular.

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

DATED at Vancouver, British Columbia, May 2, 2016.

BY ORDER OF THE BOARD

"Jianfang (Jimmy) Jin"

Jimmy Jianfang Jin
President and Chief Executive Officer