

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. Reporting Issuer**

Nutritional High International Inc.  
77 King Street West  
Suite 3000, PO Box 95 TD Centre  
Toronto, Ontario M5K 1G8

**ITEM 2. Date of Material Change**

July 8, 2014.

**ITEM 3. Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on July 8, 2014 via Marketwire news service.

**ITEM 4. Summary of Material Change**

Sonoma Capital Inc. ("Sonoma" or the "Company") has announced that it has closed a share exchange transaction (the "Transaction") with Nutritional High Ltd. ("NHL") and the shareholders of NHL whereby the Company has acquired all of the outstanding securities of NHL in exchange for securities of the Company.

The Company has also changed its name to "Nutritional High International Inc.", and has announced board and management changes.

**ITEM 5. Full Description of Material Change**

See Schedule A attached.

**ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7. Omitted Information**

Not applicable.

**ITEM 8. Executive Officer**

The following officer of the Company may be contacted for further information"

David Posner  
(647) 985-6727  
dposner44@gmail.com

**ITEM 9. Date of Report**

This report is dated this 8<sup>th</sup> day of July, 2014.

## Schedule A



July 08, 2014 13:56 ET

### **Sonoma Capital Inc. Announces Closing of the Share Exchange Transaction, Board and Management Changes and a Name Change**

THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OR TO U.S. PERSONS.

**TORONTO, ONTARIO, JULY 8, 2014-** Sonoma Capital Inc. ("Sonoma" or the "Company") is pleased to announce that it has closed a share exchange transaction (the "Transaction") with Nutritional High Ltd. ("NHL") and the shareholders of NHL whereby the Company has acquired all of the outstanding securities of NHL in exchange for securities of the Company (the "Transaction"). The Company also announces a name change and board and management changes.

#### **Closing of the Transaction and Name Change**

The Company has acquired all of the issued and outstanding common shares of the NHL in consideration for 60,400,011 common shares in the capital of the Company ("Company Shares") and 13,500,006 share purchase warrants ("Company Warrants") exercisable into Company Shares at a price of \$0.05 per Company Share for a period ending 18 months from the issuance date. The Transaction was an arm's length transaction. Currently, the Company has the following securities issued and outstanding:

- 71,913,631 Company Shares;
- 13,500,006 share purchase warrants ("Company Warrants") exercisable into Company Shares at a price of \$0.05 per Company Share for a period ending 18 months from the issuance date; and

The Company has also changed its name to "Nutritional High International Inc."

#### **Board and Management Changes**

Effective July 7, 2014, Yvan Routhier resigned as President, CEO and Director of the Company, Paul Sarjeant and Claude E. Forget have resigned as Directors of the Company. The Company would like to thank Messrs. Routhier, Sarjeant and Forget for their service and wishes them success in their future endeavors.

At the same time a new board and management team members were appointed, which are comprised of: David Posner, as President CEO and Director; Statis Rizas as Executive Chairman

and Director; Marco Guidi as Chief Financial Officer; Adam K. Szweras as Corporate Secretary and Director; and Melissa Parks as VP of Product Development. Also David Caplan and Michael Dacks were appointed as Directors of the Company.

The current board of directors is currently comprised of:

David Posner  
Statis Rizas  
Adam K. Szweras  
David Caplan (independent)  
Brian Presement (independent)  
Michael Dacks (independent)

### **About Nutritional High International Inc.**

Nutritional High International Inc's business objective is to take advantage of the changing regulation governing the marijuana industry in the United States and Canada by taking a multi-pronged approach to the two markets:

**In the United States.** The Company's focus is on designing products and brands for the edible marijuana market in states which have legalized their production and sale for medicinal and/or recreational use. The Company's business model is to work with local manufacturing partners and provide them with product and brand designs suited to local markets as well as other support services. Nutritional High does not directly grow, harvest or distribute or sell cannabis or any substances that violate United States Law or the Controlled Substances Act (USA), nor does it intend to do so in the future.

**In Canada.** The Company has signed two option agreements to acquire interest in two properties in a process of applying for producer licence under Marijuana for Medical Purposes Regulation:

- Option to acquire 50% interest in a company that has a right to lease a 30,000 square foot greenhouse facility located in Haldimand County, Ontario; and
- Option to acquire 100% interest in a company that has a right to lease a 75,000 square foot facility located in Northumberland County, Ontario.

This news release may contain forward-looking statements and information based on current expectations. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. We assume no responsibility to update or revise them to reflect new events or circumstances.

Additionally, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein.

All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

#### **CONTACT INFORMATION**

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