

NUTRITIONAL HIGH INTERNATIONAL INC.

CHANGE IN CORPORATE STRUCTURE
Section 4.9 National Instrument 51-102

1. Names of the parties to the transaction

Nutritional High International Inc. ("**NHII**"), an unlisted reporting issuer in Quebec, changed its name from Sonoma Capital Inc. following the completion of the share exchange transaction (the "**Transaction**") between NHII and Nutritional High Ltd. ("**NHL**").

2. Effective date

The change of name was effective as of June 27, 2014.

3. Description of the transaction

Pursuant to the transaction, NHII acquired all of the issued and outstanding common shares of NHL in consideration for 60,400,011 common shares in the capital of NHII and 13,500,006 warrants. The Transaction is a reverse takeover and NHL is the reverse takeover acquirer (as defined in National Instrument 51-102). The Transaction was previously described in a press release dated July 8, 2014 and was approved by the shareholders of NHII.

4. Reporting issuers

NHII continues to be a reporting issuer in Quebec.

5. Date of first financial year-end

NHII's financial year-end subsequent to the Transaction is July 31, 2014.

6. Interim and annual financial statements required to be filed

The following is a summary of NHII's financial reporting periods subsequent to the completion of the Transaction for the 2014 and 2015 financial years:

- (a) Year ended July 31, 2014;
- (b) Period ended October 31, 2014;
- (c) Period ended January 31, 2015;
- (d) Period ended April 30, 2014; and
- (e) Year ended July 31, 2015.