

**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

February 4, 2015.

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on February 4, 2015 via Marketwire news service.

ITEM 4. Summary of Material Change

Nutritional High International Inc. ("Nutritional High" or the "Company") has announced that its wholly-owned subsidiary NH Medicinal Dispensaries Inc. ("NHMD") has been advised by the Illinois Department of Financial and Professional Regulation, Division of Professional Regulation (the "Division") that it has been awarded authorization to register (the "Authorization") a medical marijuana dispensary (the "Dispensary") under the Compassionate Use of Medical Cannabis Pilot Program Act (Illinois) ("CUMCPPA").

NHMD is the only awardee entity to receive the Authorization in District 12. The Authorization permits NHMD to submit a registration package (the "Registration Package") to the Division within 120 days of receipt of the Authorization, which shall provide additional detail on construction, start-up and operation of the Dispensary. Upon submitting the Registration Package to Division's satisfaction and the Division approving such Registration Package, NHMD will receive conditional approval ("Conditional Approval") for a Dispensary license ("Dispensary License"), after which time the build-out can commence. Granting of the Dispensary License is then subject to final inspection by the Division in order to confirm that the build-out has been completed as specified in the Registration Package. The Company is working to submit the Registration within the prescribed timeline.

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, Chief Executive Officer
(647) 985-6727
dposner@nutritionalhigh.com

ITEM 9. Date of Report

This report is dated this 13th day of February, 2015.

Schedule A



February 04, 2015 14:12 ET

Nutritional High Awarded Medical Marijuana Dispensary Authorization to Register by the State of Illinois

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

Nutritional High International Inc. ("Nutritional High" or the "Company") is pleased to announce that its wholly-owned subsidiary NH Medicinal Dispensaries Inc. ("NHMD") has been advised by the Illinois Department of Financial and Professional Regulation, Division of Professional Regulation (the "Division") that it has been awarded authorization to register (the "Authorization") a medical marijuana dispensary (the "Dispensary") under the Compassionate Use of Medical Cannabis Pilot Program Act (Illinois) ("CUMCPPA").

David Posner, CEO of Nutritional High commented: "We are extremely pleased with the milestones Nutritional High continues to achieve in expanding its foothold in this burgeoning industry at the dawn of its development. Together with the milestones the Company has achieved in Colorado, the granting of Illinois Authorization continues to validate our business strategy of taking advantage of the changing regulatory environment governing the marijuana industry to create long-term value for the Company's shareholders."

Granting of Authorization

NHMD is the only awardee entity to receive the Authorization in District 12. The Authorization permits NHMD to submit a registration package (the "Registration Package") to the Division within 120 days of receipt of the Authorization, which shall provide additional detail on construction, start-up and operation of the Dispensary. Upon submitting the Registration Package to Division's satisfaction and the Division approving such Registration Package, NHMD will receive conditional approval ("Conditional Approval") for a Dispensary license ("Dispensary License"), after which time the build-out can commence. Granting of the Dispensary License is then subject to final inspection by the Division in order to confirm that the build-out has been completed as specified in the Registration Package.

The Company is working to submit the Registration within the prescribed timeline. Upon NHMD receiving Conditional Approval, the Company expects to close the acquisition of the real estate property in Lawrenceville, Illinois ("Lawrenceville Property"), where the Dispensary is to be established. The Company is taking steps to secure mortgage financing for the acquisition of the Lawrenceville Property.

There is no assurance that the Registration Package will be approved by the Division or that NHMD will obtain Conditional Approval, a Dispensary License, or will be able to complete the acquisition of the Lawrenceville Property.

About the Medical Marijuana Industry in Illinois

On August 1, 2013, Illinois enacted CUMCPPA legalizing medical marijuana in Illinois with the legislation taking effect on January 1, 2014. CUMCPPA establishes a patient registry program, protects registered qualifying patients and registered designated caregivers from "arrest, prosecution, or denial of any right or privilege," and allows for the registration of cultivation centers and dispensing organizations.

Qualifying patients began applying for registration on September 2, 2014, and on December 4, 2014, the State of Illinois announced that approximately 11,000 citizens have started the patient registration process for the medical marijuana program. Of those, approximately 1,600 have submitted one, two or all three parts of the application and approximately 600 approval letters have been issued(1).

On February 2, 2015, Jason Barclay, the general counsel to Illinois Governor Bruce Rauner, released a statement disclosing that 18 medical marijuana cultivation centers were awarded permits and 52 dispensary applicants were awarded authorization for registration(2). According to ArcView Market Research, the medical marijuana market in Illinois is expected to be worth \$5.7 million in 2015, expanding to \$36 million in 2016 as the program gets off the ground(3).

About Nutritional High International Inc.

Nutritional High is focused on developing, acquiring and designing products and brands in the marijuana-infused edible products and oil extracts sector for medical and adult use. The Company works exclusively with entities which hold a valid license to produce marijuana-infused edible products in U.S. states where such activity is permitted and regulated by state law. In this regard, the Company has acquired three buildings in Pueblo, Colorado, and is working with a company licensed by the Marijuana Enforcement Division of the State of Colorado to produce high quality marijuana-infused edible products and oil extracts in a professional, fully-scaled and automated environment.

The Company is also developing a medical advisory and retail segment focused on serving the end-users of medicinal marijuana. To this end, the Company has been awarded registration authorization for a medical marijuana Dispensary in the State of Illinois and under this authorization is taking steps to complete all requirements for licensing. In addition, the Company is establishing a clinic in Toronto, Ontario, to provide support and educational services, in conjunction with the patients' family doctors. The Company also has entered into two option agreements to purchase interests in companies that are in the process of applying for licenses to produce medicinal marijuana under the Canadian Marihuana for Medical Purposes Regulations ("MMPR").

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

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. Such statements include submission of the relevant documentation within the required timeframe and to the satisfaction of the relevant regulators, completing the acquisition of the applicable real estate and raising sufficient financing to complete the construction of the dispensary. There is no certainty that either of these events will occur. 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.

(1) Medical Cannabis Pilot Program: Update on December 4, 2014.

<http://www2.illinois.gov/gov/mcpp/Pages/update-12042014.aspx>

(2) Rauner announces who can grow and sell medical marijuana in Illinois.

<http://chicago.suntimes.com/politics/7/71/339015/rauner-announces-can-grow-sell-medical-marijuana-illinois>

(3) Report: Illinois marijuana market could reach \$36M in 2016.

<http://www.chicagotribune.com/business/breaking/chi-illinois-medical-marijuana-20150128-story.html>

Contact Information

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