

**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**  
March 13, 2015
- ITEM 3.**     **News Release**  
A News Release, attached hereto, was disseminated on March 13, 2015 via Marketwired.
- ITEM 4.**     **Summary of Material Change**  
Nutritional High International Inc. ("Nutritional High" or the "Company") closes initial public offering.
- ITEM 5.**     **Full Description of Material Change**  
For a full description of the material change, please see News Release attached hereto.
- 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](mailto:dposner@nutritionalhigh.com)
- ITEM 9.**     **Date of Report**  
This report is dated this 23th day of March, 2015.



**Nutritional High International Inc.**  
77 King Street West, Suite 2905  
Toronto, ON M5K 1H1

March 13, 2015

## **NUTRITIONAL HIGH CLOSES INITIAL PUBLIC OFFERING**

***FOR IMMEDIATE RELEASE***

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

TORONTO, ONTARIO – Nutritional High International Inc. (the "**Company**") is pleased to announce that it has closed its initial public offering ("**IPO**") of an aggregate of 32.9 million units ("**Units**") at an offering price of \$0.05 per Unit, for total gross proceeds of \$1.645 million. Each Unit is comprised of one common share in the capital of the Company and one-half of one common share purchase warrant (each a "**Warrant**"). Each whole Warrant entitles the holder thereof to acquire one common share in the capital of the Company at an exercise price of \$0.07 expiring twenty-four months following issuance. The agent for the IPO was Jacob Securities Inc.

The net proceeds of the IPO will be used to fund the Company's marijuana-infused product business plan, working capital and general corporate purposes.

There is currently no market through which any of the securities of the Company may be sold and purchasers and holders thereof may not be able to resell any of the securities purchased under the IPO. The Canadian Stock Exchange (the "**Exchange**") has conditionally approved the listing of the Common Shares. Listing is subject to the Company fulfilling all of the requirements of the Exchange. The Company expects to provide an update on the commencement of trading in short order.

### ***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.

**For further information contact:**

**David Posner**

Nutritional High International Inc.

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*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.*