

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

- ITEM 1. Reporting Issuer
Nutritional High International Inc.
77 King Street West
Suite 2905, TD Centre
Toronto, Ontario M5K 1H1
- ITEM 2. Date of Material Change
January 26, 2016
- ITEM 3. Press Releases
Press release in the form of Schedule A attached hereto was disseminated on January 26, 2016 via Marketwire news service.
- ITEM 4. Summary of Material Change
Nutritional High International Inc. ("Nutritional High" or the "Company") has announced that the first products in the Active Hemp line of products, being launched by its wholly owned subsidiary, Nutritional Traditions, are now available to retail stores in Northern California. The Active Hemp capsules are available in 5 mg and 25 mg doses, which include non-psychoactive ingredients that naturally occur in the industrial hemp plant. All hemp used in the products is tested for quality and purity.

The Company also announces that Michael Pesner has resigned from the board of directors due to other commitments.
- 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
dposner@nutritionalhigh.com
(647) 985-6727
- ITEM 9. Date of Report
This report is dated this 27th day of January, 2016.

Schedule A



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

January 26, 2016 09:10 ET

NUTRITIONAL HIGH ANNOUNCES LAUNCH OF FIRST ACTIVE HEMP PRODUCTS



TORONTO, ONTARIO – Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF) is pleased to announce that the first products in the Active Hemp line of products, being launched by its wholly owned subsidiary, Nutritional Traditions, are now available to retail stores in Northern California. The Active Hemp capsules are available in 5 mg and 25 mg doses, which include non-psychoactive ingredients that naturally occur in the industrial hemp plant. All hemp used in the products is tested for quality and purity.

The Company is excited about the potential of its Active Hemp products and is working to expand this product line in the near future. Included in launch plans are products which use a push cap delivery system for nutritional supplements - including those that naturally occur in the industrial hemp plant - that can be used to turn an ordinary bottle of water into a delicious, healthy drink that consumers can carry with them throughout the day.

"Launching our first products into the marketplace is a major milestone for the Company," commented Nutritional High CEO David Posner. "We expect our Active Hemp products to rapidly gain market share. We'll endeavor to stay on the cutting edge by continuing to introduce innovative and high-quality products."

Resignation of Michael Pesner

The Company also announces that Michael Pesner has resigned from the board of directors due to other commitments. We thank Michael for his contributions to the Company.

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products and nationally recognized brands in the hemp and marijuana-infused products industries, including edibles and oil extracts for nutritional, medical and adult recreational use. The Company works exclusively through licensed facilities in jurisdictions where such activity is permitted and regulated by state law.

For updates on the Company's activities and highlights of the Company's press releases and other media coverage, please follow Nutritional High on [Facebook](#), [Twitter](#), [Instagram](#) and [Google+](#).

No statements made regarding Nutritional High's Active Hemp products have been evaluated by the United States Food and Drug Administration ("FDA") nor has the efficacy of these products been confirmed by FDA-approved research. These products are not intended to diagnose, treat, cure or prevent any disease, and the Company makes no claims as to any extra benefits for products containing hemp or active hemp extract. No information presented by the Company regarding its products is meant as a substitute for or alternative to

information from health care practitioners. Consumers should consult their own health care professional about potential interactions or other possible complications before using any products distributed by the Company or its subsidiaries, and must draw their own conclusions as to any benefits the use of these products may provide. Neither Nutritional High, nor any of its subsidiaries grows, sells or distributes any substances that violate United States Federal Law or the Controlled Substance Act (USA).

For further information, please contact:

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Transcend Capital Inc., Investor Relations
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-or-

David Posner, CEO
Nutritional High International Inc.
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Company's securities have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulation S under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

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