

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

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

ITEM 2. Date of Material Change

February 16, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on February 16, 2016 via Marketwired news service.

ITEM 4. Summary of Material Change

Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF) has announced a number of developments in its efforts to establish a medical marijuana dispensary and extracts and edibles business in Illinois. In this regard, the Company has:

- Entered into joint-venture agreement ("JV Agreement") with an Illinois investor group with ties to the medical marijuana industry to build and operate the Company's planned dispensary in Lawrenceville, Illinois (the "Lawrenceville Dispensary");
- Been granted conditional approval ("Conditional Approval") by the Illinois Department of Financial and Professional Regulation ("IDFPR") to establish the Lawrenceville Dispensary;
- Commenced renovations at the Lawrenceville Dispensary property; and
- Entered into an agreement with an Illinois cannabis cultivation and extraction facility to develop a framework under which the extraction facility will manufacture and distribute Nutritional High's oils and edibles in Illinois.

ITEM 5. Full Description of Material Change

5.1 -Full Description of Material Change

See Schedule A attached.

5.2 -Disclosure for Restructuring Transactions

Not applicable.

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:

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Transcend Capital Inc., Investor Relations
604-681-0084
et@transcendcapitalinc.com

-or-

David Posner, CEO
Nutritional High International Inc.
647-985-6727
dposner@nutritionalhigh.com

ITEM 9. Date of Report

This report is dated this 17th day of February, 2016.



Nutritional High International Inc.

77 King Street West, Suite 2905

Toronto, ON M5K 1H1

February 16, 2016

**NUTRITIONAL HIGH BEGINS RENOVATIONS AT ITS
ILLINOIS DISPENSARY, ANNOUNCES JV AND IS GRANTED CONDITIONAL APPROVAL FOR REGISTRATION**

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO – Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF) is pleased to announce a number of developments in its efforts to establish a medical marijuana dispensary and extracts and edibles business in Illinois. In this regard, the Company has:

- Entered into joint-venture agreement ("JV Agreement") with an Illinois investor group with ties to the medical marijuana industry to build and operate the Company's planned dispensary in Lawrenceville, Illinois (the "Lawrenceville Dispensary");
- Been granted conditional approval ("Conditional Approval") by the Illinois Department of Financial and Professional Regulation ("IDFPR") to establish the Lawrenceville Dispensary;
- Commenced renovations at the Lawrenceville Dispensary property; and
- Entered into an agreement with an Illinois cannabis cultivation and extraction facility to develop a framework under which the extraction facility will manufacture and distribute Nutritional High's oils and edibles in Illinois.

David Posner, CEO of Nutritional High commented – "We are very pleased with these significant steps toward establishing our medical cannabis business in Illinois. We have attracted respected partners for both our Lawrenceville Dispensary and our core oils and extraction business. It was always our intention to use the dispensary license as a wedge to enter the extractions and edibles sector of the Illinois market while limiting our capex, and these new relationships are significant steps toward achieving our goals.

Mr. Posner continued: "While the Illinois market for medical cannabis is still in its infancy, as the only medical cannabis dispensary within a 100 mile radius, we are excited to move toward opening our facility. As the industry gains legitimacy and support in Illinois, we expect that qualifying conditions will be expanded and we are confident of the long term value proposition of this initiative. We are glad to welcome our new partners and are excited to have their support as we continue to advance the efforts to establish the dispensary in Lawrenceville."

Terms of the Joint-Venture

Under the terms of the JV Agreement the Illinois investor group will fund up to USD \$300,000 of the expenses and working capital required to complete and launch the Lawrenceville Dispensary. In addition, this investor group will provide Nutritional High with a guarantee for half the seller's mortgage of US\$250,000 the Lawrenceville Dispensary property previously purchased by the Company. In exchange for its contribution, the investor group shall receive a 50% interest in NH Medicinal Dispensaries Inc. ("NHMD"), the Company's wholly owned subsidiary which holds the Conditional Approval for the Lawrenceville Dispensary, and a 50% interest in Small's Mill Holdings Inc. ("SMHI"), the Company's wholly owned subsidiary which holds the Company's interest in the Dispensary real estate property located in Lawrenceville, IL.

The investor group has already made initial advances to fund the Lawrenceville Dispensary renovations and property mortgage payments. The JV is subject to the approval of the IDFPR and the entry into a shareholders agreement. Furthermore, it is contemplated that the investor group will contribute to the management of the Lawrenceville Dispensary and its relationships in the surrounding community will help accelerate the growth and development of the Dispensary.

Grant of Conditional Approval by IDFPR and Operations Update

The Company is pleased to announce that its wholly owned subsidiary NHMD, has been advised by the IDFPR that it has been awarded Conditional Approval to register the Lawrenceville Dispensary under the Compassionate Use of Medical Cannabis Pilot Program Act (Illinois) ("CUMCPPA"). The Conditional Approval sets out the requirements that NHMD must fulfill prior to IDFPR approving the registration of the dispensary, which includes completing the renovations and passing the final inspection to the satisfaction of IDFPR. Upon meeting IDFPR's conditions, it is expected that NHMD will be granted a final license to operate the Lawrenceville Dispensary.

Extracts and Edibles Relationship in Illinois

The Company is pleased to announce that it has entered into an agreement with an Illinois cannabis cultivation and extraction facility to develop a framework under which the extraction facility will manufacture and distribute Nutritional High's oils and edibles in Illinois. The cultivation and extraction facility is licensed with Illinois Department of Agriculture and was amongst the first of the companies to commence commercial cultivation and processing of cannabis products under the CUMCPPA. The Company will develop its business framework with the extraction facility over the next 18 months and will provide updates as this business initiative develops.

According to ArcView Market Research, the medical cannabis industry in Illinois is estimated to reach approximately \$15.6 million in 2016. It is estimated that approximately 4,400 qualified patients have received permits to purchase cannabis products under the currently-approved conditions, and this figure is expected to increase exponentially as the program develops and additional permitted medical conditions are added to the program. Nutritional High is looking to benefit from this expected growth in furtherance of its singular goal of continuing to add value for shareholders.

Nutritional High endeavors to become one of the premier suppliers of industry-leading medical cannabis products in Illinois, with a view of serving the majority of the patients in the southern part of the state.

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+](#).

For further information, please contact:

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