

**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

April 27, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on April 27, 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 that it has completed a US\$800,000 refinancing of its Pueblo, Colorado, property (the "Refinancing") with a Florida-based institutional investor ("Lender").

Under the terms of the Refinancing, the Lender has provided an initial advance of US\$600,000 earmarked to fund the completion of certain construction and improvements at the Pueblo facility to enable Palo Verde LLC (the Company's licensed tenant) to commence the production of cannabis extracts and cannabis derivative products. A portion of the proceeds was used to pay out the previous first mortgagee on the facility in the amount of CN\$127,000. Upon completion of the build-out of the marijuana oil extraction facility, the Lender will disburse a subsequent advance of US\$200,000 to be used to complete the build out of the commercial kitchen to enable Palo Verde to commence production of marijuana-infused edibles.

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 officers of the Company may be contacted for further information:

Etienne Moshevich  
Transcend Capital Inc., Investor Relations  
604-681-0084  
[et@transcendcapitalinc.com](mailto:et@transcendcapitalinc.com)

-or-

David Posner, CEO  
Nutritional High International Inc.  
647-985-6727  
[dposner@nutritionalhigh.com](mailto:dposner@nutritionalhigh.com)

ITEM 9. Date of Report

This report is dated this 27<sup>th</sup> day of April, 2016.



**Nutritional High International Inc.**

77 King Street West, Suite 2905

Toronto, ON M5K 1H1

## **NUTRITIONAL HIGH ANNOUNCES CLOSING OF US\$800,000 COLORADO PROPERTY REFINANCING**

TORONTO, ONTARIO – Toronto, Ontario --(Marketwired - April 27, 2016) - Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF) is pleased to announce that it has completed a US\$800,000 refinancing of its Pueblo, Colorado, property (the "Refinancing") with a Florida-based institutional investor ("Lender").

Under the terms of the Refinancing, the Lender has provided an initial advance of US\$600,000 earmarked to fund the completion of certain construction and improvements at the Pueblo facility to enable Palo Verde LLC (the Company's licensed tenant) to commence the production of cannabis extracts and cannabis derivative products. A portion of the proceeds was used to pay out the previous first mortgagee on the facility in the amount of CN\$127,000. Upon completion of the build-out of the marijuana oil extraction facility, the Lender will disburse a subsequent advance of US\$200,000 to be used to complete the build out of the commercial kitchen to enable Palo Verde to commence production of marijuana-infused edibles.

David Posner, CEO of Nutritional High commented – "We are pleased to have secured this financing which will allow us to significantly advance our Colorado business. In particular, we are excited to have attracted institutional lenders who have indicated an interest in working with us on other aspects of our business plan roll-out and efforts to establish operations in other states. Securing a US\$800,000 financing against a property we acquired for US\$885,000 signals both the confidence that the lenders have in our ability to execute, and the appreciation in the value of our property given the steps we have taken to execute our plan."

Mr. Posner continued: "While there are many steps ahead, this new debt financing, coupled with the institutional equity funding from Kodiak, puts us on a strong financial footing to bring our Colorado products to market."

Under the terms of the Refinancing, the loan has a term of 12 months, which shall automatically extend for an additional 6 months upon the Company meeting certain operational milestones. The loans bears an interest of 13% per annum, payable monthly until the maturity date, and is secured by a first ranking general security interest over the Company's Pueblo property.

In connection with the Refinancing, the Company has also granted the Lender 3,333,334 share purchase warrants (the "Warrants") exercisable into common shares in the capital of the Corporation (the "Shares") at an exercise price of \$0.06 per Share, which shall expire 18 months after issuance.

### **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:

Etienne Moshevich  
Transcend Capital Inc., Investor Relations  
604-681-0084  
[et@transcendcapitalinc.com](mailto:et@transcendcapitalinc.com)

-or-

David Posner, CEO  
Nutritional High International Inc.  
647-985-6727  
[dposner@nutritionalhigh.com](mailto:dposner@nutritionalhigh.com)

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR OTC MARKETS GROUP INC, 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 Company's business strategy. There is no certainty that any 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.*

*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.*

*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.*