

**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 28, 2016
- ITEM 3. News Releases  
A press release in the form of Schedule A attached hereto was disseminated on April 28, 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 the appointment of Jim (Vernon) Frazier as Chief Operating Officer.  
Mr. Frazier has over 23 years of experience in the food industry and a proven track record of developing and implementing branded and private label programs and driving profits.  
Mr. Frazier will oversee the completion of the build-out at the Company's Pueblo, Colorado, facility, and will assist Palo Verde (the Company's licensed tenant in Colorado) in its efforts to implement production processes and develop sales and distribution channels for marijuana oil and edible products. He will also work with CEO, David Posner, and other members of the management team to advance the Company's expansion efforts in other US states. Mr. Frazier will also conduct a review of the Company's existing hemp extract product line and will consider opportunities in this sector.  
The Company's board has approved for issuance 2,500,000 stock options ("Stock Options") to Mr. Frazier.
- 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:

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-or-

David Posner, CEO  
Nutritional High International Inc.  
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ITEM 9. Date of Report

This report is dated this 28<sup>th</sup> day of April, 2016.



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

## **NUTRITIONAL HIGH ANNOUNCES KEY MANAGEMENT CHANGES**

TORONTO, ONTARIO – Toronto, Ontario (April 28, 2016)– Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF) is pleased to announce appointment of Jim (Vernon) Frazier as Chief Operating Officer.

Mr. Frazier has over 23 years of experience in the food industry and a proven track record of developing and implementing branded and private label programs and driving profits. He owns and operates a successful Florida-based candy and chocolate business which has been a well-known manufacturer of confectionaries for over 40 years. Since Mr. Frazier acquired his existing business, he managed the expansion of his plant facilities and significantly expanded sales and developed new customer bases across all retail channels.

Previously, Mr. Frazier served as a Senior Vice President of the Illinois-based Evans Food Group, the world's largest pork rind manufacture, where he was responsible for managing P&L, implementing sales strategies, and plant operations. Prior to Evans, Mr. Frazier has served as the COO of Michigan-based GKI Foods - a confectionary and snack food products company, where he developed and implemented branding and private label programs for big-box retailers. Under Mr. Frazier's leadership, GKI's revenue has by 2.5 times. Mr. Frazier holds an MBA from University of Cincinnati with a focus on marketing.

Mr. Frazier will oversee the completion of the build-out at the Company's Pueblo, Colorado, facility, and will assist Palo Verde (the Company's licensed tenant in Colorado) in its efforts to implement production processes and develop sales and distribution channels for marijuana oil and edible products. He will also work with CEO, David Posner, and other members of the management team to advance the Company's expansion efforts in other US states. Mr. Frazier will also conduct a review of the Company's existing hemp extract product line and will consider opportunities in this sector.

David Posner, CEO of Nutritional High commented: "We are delighted to have an executive with Jim's level of confectionary and overall food industry experience and on our team. His operational and wholesale distribution experience will be critical as the Company enters a new phase of its business. We welcome Jim to the Nutritional High team and look forward to working with him. With the financing secured (as announced in the Company press release on April 27, 2016) and the management team augmented, we are excited to continue building a leading facility in this burgeoning sector."

Jim Frazier commented: "I am delighted to join the Nutritional High team and thank David and the board of directors for the opportunity to contribute my experience in moving the Company's business plan forward. As the industry continues to evolve, creation of cutting-edge products that have a broad appeal to several consumer categories will become increasingly important."

The Company's board has approved for issuance 2,500,000 stock options ("Stock Options") to Mr. Frazier. Each Stock Option is exercisable into Common Shares at a price of \$0.07 per Common Share for a period of five years from the date of issuance, vesting every 6 months over a three year period.

Mr. Frazier replaces Gary Margolin as COO. Given Mr. Frazier's extensive operational capabilities and past

product development experience in the food and confectionary industry, the Company has elected to not renew its consulting agreement with Anne Marie Youhana as VP Product Development and Quality Control. The Company thanks Ms. Youhana and Mr. Margolin for their contributions and wishes them well in their future endeavors.

**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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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.