

**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
August 26, 2016
- ITEM 3. News Releases
A press release in the form of Schedule A attached hereto was disseminated on August 26, 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 closing of the first tranche of non-brokered private placement (the "Offering"), consisting of 11,432,579 units ("Unit") for aggregate gross proceeds of \$400,140. The proceeds from the Offering will be used by the Company to fund the Company's Pueblo project, service debt and for general working capital purposes. The Closing of a final tranche of this Offering is expected to occur in early September.
- 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:

Jim Frazier, CEO
321-576-7171
jfrazier@nutritionalhigh.com
- ITEM 9. Date of Report
This report is dated this 1st day of September, 2016.



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

August 26, 2016

Nutritional High Announces Closing of Private Placement

TORONTO, ONTARIO--(Marketwired - Aug. 26, 2016) - Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE:EAT)(OTCQB:SPLIF)(FRANKFURT:2NU) is pleased to announce the closing of the first tranche of non-brokered private placement (the "Offering"), consisting of 11,432,579 units ("Unit") for aggregate gross proceeds of \$400,140. The proceeds from the Offering will be used by the Company to fund the Company's Pueblo project, service debt and for general working capital purposes. The Closing of a final tranche of this Offering is expected to occur in early September.

Each Unit is comprised of one (1) common share of the company (a "Common Share") and one half (1/2) Common Share purchase warrant ("Warrant"). Each whole Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.05 per Common Share for a period of 18 months after the Closing Date.

All securities issued pursuant to the private placement will be subject to a four-month hold period under Canadian securities laws.

The Company paid cash finder's fees equal to \$800 and issued 22,857 finder's warrants ("Finder's Warrants"). Each Finder's Warrant is exercisable into Units at a price of \$0.035 per Unit for a period of 18 months from the closing date.

The securities offered will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States absent registration or an exemption from the 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.

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+](#).

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR OTC MARKETS GROUP INC., NOR THEIR REGULATIONS SERVICES PROVIDERS 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.

CONTACT INFORMATION:

Nutritional High International Inc.

Jim Frazier

CEO

321-576-7171

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