

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

November 24, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on November 24, 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 final tranche of the non-brokered private placement (the "**Final Tranche**"), consisting of 3,528,299 units ("**Units**") at a price of \$0.15 per Unit to raise aggregate gross proceeds of \$529,244.85, and together with the closing of the previous tranches, an aggregate of 36,636,221 Units have been issued for aggregate total proceeds of \$5,495,433.15. (See press releases dated October 26, 2016, November 9, 2016 and November 18, 2016).

Nutritional High Chairman David Posner comments as follows: "The demand for this financing has exceeded our expectations and we appreciate the vote of confidence from our shareholders and the investment community. This financing will allow us to continue aggressively with our expansion and acquisition plans through the Western United States."

Jim Frazier, Nutritional High CEO, adds: "As Palo Verde turns on production in Pueblo, Colorado, in short order, we will use the template we are developing in Colorado to duplicate our efforts in the other adult use states, as well as my home State of Florida which has just approved medical marijuana use. There is much to do and we are pleased that this financing will allow us to focus all our efforts on execution, expansion and acquisitions."

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:

David Posner, Chairman of the Board

Nutritional High International Inc.

647-985-6727

dposner@nutritionalhigh.com

ITEM 9. Date of Report

This report is dated this 30th day of November, 2016.



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

November 24, 2016 15:25 ET

Nutritional High Announces Closing of Final Tranche of \$5.5 Million Private Placement

TORONTO, ONTARIO--(Marketwired - Nov. 24, 2016) - Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (OTCQB:SPLIF)(CSE:EAT)(CSE:EAT.CN)(FRANKFURT:2NU) is pleased to announce the closing of the final tranche of the non-brokered private placement (the "**Final Tranche**"), consisting of 3,528,299 units ("**Units**") at a price of \$0.15 per Unit to raise aggregate gross proceeds of \$529,244.85, and together with the closing of the previous tranches, an aggregate of 36,636,221 Units have been issued for aggregate total proceeds of \$5,495,433.15. (See press releases dated October 26, 2016, November 9, 2016 and November 18, 2016).

Each Unit consists of one common share ("**Common Share**") of the Company and one-half of one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder thereof to purchase a Common Share at \$0.22 per share for a period of 18 months from closing.

All securities issued in connection with the Final Tranche are subject to a four-month hold period from the date of issuance in accordance with applicable securities laws. The Company engaged First Republic Capital Corporation ("**First Republic**") as the Lead Finder for the offering. A cash fee was paid to finders representing 6% of the gross proceeds raised in the Final Tranche. Additionally, finders received that number of compensation options ("**Compensation Options**") totaling 6% of the number of Units sold pursuant to the Final Tranche. The Compensation Options are exercisable at a price of C\$0.15 per Unit for a period of 24 months after the closing of the Offering. First Republic was paid a corporate finance fee representing 2% of the gross proceeds raised in the Final Tranche and that number of Compensation Options equaling 2% of the number of Units sold under the Final Tranche.

Nutritional High Chairman David Posner comments as follows: "The demand for this financing has exceeded our expectations and we appreciate the vote of confidence from our shareholders and the investment community. This financing will allow us to continue aggressively with our expansion and acquisition plans through the Western United States."

Jim Frazier, Nutritional High CEO, adds: "As Palo Verde turns on production in Pueblo, Colorado, in short order, we will use the template we are developing in Colorado to duplicate our efforts in the other adult use states, as well as my home State of Florida which has just approved medical marijuana use. There is much to do and we are pleased that this financing will allow us to focus all our efforts on execution, expansion and acquisitions."

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

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