

FORM 51-102F3
MATERIAL CHANGE REPORT

- ITEM 1. Name and Address of Company
Nutritional High International Inc.
2905 - 77 King St W
Toronto, Ontario M5K 1H1
- ITEM 2. Date of Material Change
26 October, 2017
- ITEM 3. News Releases
A press release in the form of Schedule A attached hereto was disseminated on 26 October, 2017 via Nasdaq Inc.
- ITEM 4. Summary of Material Change
Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) is pleased to announce the appointment of Sonia Agustina as its Chief Financial Officer.
- ITEM 5. Full Description of Material Change
5.1 Full Description of Material Change
See Schedule A.
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
Email: dposner@nutritionalhigh.com
- ITEM 9. Date of Report
This report is dated this 26th day of October, 2017.

Schedule A

NUTRITIONAL HIGH APPOINTS NEW CHIEF FINANCIAL OFFICER

TORONTO, Oct. 26, 2017 (GLOBE NEWSWIRE) – Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) is pleased to announce the appointment of Sonia Agustina as its Chief Financial Officer. Ms. Agustina is a finance professional with over 15 years of corporate accounting and audit experience. She specializes in providing management advisory services, accounting and regulatory compliance services to companies in a number of industries. Ms. Agustina began her career in the public market sector as an auditor and was a former Manager of Assurance and Advisory at Collins Barrow Toronto LLP. Prior to joining Nutritional High, Ms. Agustina held senior level positions for several publicly-held and private companies. Ms. Agustina is a Chartered Professional Accountant (CPA, CA) and holds a Bachelor of Administrative Studies (Honours) from York University. Ms. Agustina served as Nutritional High's Assistant Chief Financial Officer since February 2017 until her appointment as Chief Financial Officer.

Jim Frazier, CEO of Nutritional High, commented: "We are pleased to announce the appointment of Sonia as our new CFO, and cordially welcome her to Nutritional High family. Ms. Agustina is joining the Company at a critical time when the company is beginning to expand its operations and continues to ramp-up its revenue. Her financial reporting experience will be invaluable in documenting the Company's performance in various jurisdictions and we are glad to have her on board. I would also like to take a moment to thank Amy Stephenson on behalf of the Company's executive team for her services and wish her the best in her new endeavors."

As CFO, Ms. Agustina replaces Amy Stephenson as the Company's CFO. The Company thanks Ms. Stephenson for her service and wishes her well in his future endeavors. Ms. Stephenson will continue as a consultant to the Company.

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products and nationally recognized brands in the marijuana-infused products industry, 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+](#) or visit www.nutritionalhigh.com.

For further information, please contact:

David Posner, Chairman of the Board

Nutritional High International Inc.

647-985-6727

Email: dposner@nutritionalhigh.com

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.