

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
September 6, 2018
- ITEM 3. News Releases
A press release in the form of Schedule A attached hereto was disseminated on September 11, 2018 via Globe Newswire.
- ITEM 4. Summary of Material Change
Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) has announced that at the September 6, 2018, Annual and Special Meeting, shareholders voted in favor of all items of business. Further, the Board of Directors has appointed Adam K. Szweras as the Co-Chairman of the Board of Directors. Mr. Szweras will serve in this capacity alongside his existing duties as the Corporate Secretary.
- 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,
Co-Chairman of the Board
Nutritional High International Inc.
Tele 647-985-6727
Email dposner@nutritionalhigh.com
- ITEM 9. Date of Report
This report is dated this 11th day of September, 2018.



Nutritional High International Inc.
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NUTRITIONAL HIGH ANNOUNCES 2018 ANNUAL AND SPECIAL MEETING RESULTS

TORONTO, Sept. 11, 2018 (GLOBE NEWSWIRE) – Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) wishes to announce that at the September 6th, 2018, Annual and Special Meeting ("AGM") in Toronto, shareholders voted in favor of all items of business.

Results of 2018 Annual and Special Meeting

The following seven (7) individuals were nominated for election and elected as Directors of the Company

David Posner
Brian Presement
Adam K. Szweras
Billy A. Morrison
Vernon (Jim) Frazier
Andres Tinajero
Aaron Johnson

At the AGM, shareholders also approved the following resolutions:

- Re-appointment of Davidson & Company LLP as auditors for the ensuing year and authorizing the directors to fix their remuneration. Davidson & Company LLP was first appointed as auditor of the company on July 11, 2018 and Change of Auditor documents were filed on SEDAR on July 18, 2018.
- Ratification, confirmation and approval of the Company's 10% rolling stock option plan.

Appointment of Adam K. Szweras as Co-Chairman

The board has appointed Adam K. Szweras as the Co-Chairman of the Board of Directors. Mr. Szweras will be serving in this capacity alongside his existing duties as the Corporate Secretary.

Mr. Szweras is a securities law partner with Fogler, Rubinoff LLP in Toronto and Chairman of the Foundation Markets Group, a Toronto-based Merchant Bank and brokerage firm. His law practice focuses on financings and going public transactions, and in his banking practice, he works closely to build, invest in, and develop emerging business. Mr. Szweras represents and sits on the boards of several public companies, including Aurora Cannabis (TSX:ACB) and Quinsam Capital (CSE:QCA). He assists companies in listing on the Toronto Stock Exchange, the Toronto Venture Exchange, and the CSE including Aurora Cannabis Inc., Quinsam Capital Corp. (a public merchant bank dedicated to

cannabis related investments), and other entities involved in cannabis and other industries. He has a particular expertise with cross border mid-market transactions and often acts as a strategic advisor to his clients. Mr. Szweras works with public and private companies active in marijuana markets in Canada and the US as well as companies with businesses in energy transmission, oil and gas and alternative energy, technology, and food producers. Mr Szweras has experience in representing clients in Canada and the US as well as South America, China and South Asia. Mr. Szweras joined Fogler, Rubinoff LLP and founded the Foundation Markets Group in 2006. He was called to the Ontario Bar in 1996 and has authored numerous papers and articles relating to Canadian and foreign securities and corporate law.

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products under recognized brands in the cannabis products industry, with a specific focus on edibles and oil extracts for medical and adult recreational use. The Company works exclusively through licensed facilities in jurisdictions where such activity is permitted and regulated by state law.

The Company follows a vertically integrated model with a fully developed strategy for acquisitions in extraction, production, sales, and distribution sectors of the cannabis industry. Nutritional High has brought its flagship FLI™ edibles and extracts product line from production to market in California through its wholly owned processor Pasa Verde LLC and distributor Calyx Brands Inc., and Colorado where its products are manufactured by a licensed producer. The Company also owns a 50% interest in The Clinic Effingham (an Illinois dispensary), and is entering the Nevada, Washington State, Oregon and Canadian markets in the near future.

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

Co-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. 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 any forward-looking information contained herein. For a discussion of these risk factors, please see the Company's interim management's discussion and analysis for the nine months ended April 30, 2018 and the Company's annual management's discussion and analysis for the year ended July 31, 2017 available at www.sedar.com under the Company's profile. 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.