

**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 17, 2018
- ITEM 3. News Releases  
A press release in the form of Schedule A attached hereto was disseminated on September 17, 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 the Oregon Liquor Control Commission has granted a Marijuana Processor License to the Company's wholly owned Nutritional High (Oregon) LLC, for its facility in La Pine, Oregon.
- The La Pine facility build out has been complete and the Company will immediately commence processing a wide range of products under the Nutritional High's FLI brand. Initial product offerings will include vape cartridges, syringes, and dab jars. Following the initial launch, the Company will roll out FLI-branded cannabis-infused edible products that will include chocolates, additional syringe offerings, and multiple other innovative products.
- 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](mailto:dposner@nutritionalhigh.com)

ITEM 9. Date of Report

This report is dated this 19<sup>th</sup> day of September, 2018.



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

## **NUTRITIONAL HIGH RECEIVES OREGON MARIJUANA PROCESSOR LICENSE**

**TORONTO, Sept. 17, 2018 (GLOBE NEWSWIRE)** – Nutritional High International Inc. (the "Company" or "Nutritional High") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) is pleased to announce that the Oregon Liquor Control Commission has granted a Marijuana Processor License to the Company's wholly owned Nutritional High (Oregon) LLC, for its facility in La Pine, Oregon.

The La Pine facility build out has been complete and the Company will immediately commence processing a wide range of products under the Nutritional High's FLI brand. Initial product offerings will include vape cartridges, syringes, and dab jars. Following the initial launch, the Company will roll out FLI-branded cannabis-infused edible products that will include chocolates, additional syringe offerings, and multiple other innovative products.

The Company's La Pine facility will focus on processing cannabis oil and manufacturing cannabis infused edible products. The Company will buy cannabis trim, shake and flower from third parties for extract using its proprietary cryo-ethanol process. The La Pine facility is made up of three contiguous parcels of land totaling 18,295 square feet (0.42 acres) with 4,662 square feet of manufacturing and office space and 540 square feet of mezzanine storage space. Located in the City of La Pine 30 miles from picturesque Bend, Oregon, the facility is well situated to service the Portland market as well as smaller centers throughout the State.

### ***Start-up and Speed to market***

"We are very pleased to receive our licensing in Oregon," commented Nutritional High CEO Jim Frazier. "This is another of many great advancements that Nutritional High has made in recent months. The commencement of our manufacturing and processing operations in California earlier this month, and now Oregon, fulfills key components of our vision for 2018."

"We are all excited to start production at the La Pine facility and launch our FLI-branded products into the Oregon market place," continued Mr. Frazier. "The La Pine facility will further our West Coast manufacturing reach and give us the ability to expand further by partnering with other brands as well. In addition, La Pine will be one of our premier Research and Development facilities where we will have a team dedicated to developing unique and innovative products not just for Oregon but for all markets where we operate. La Pine will be working with a major distributor in the Oregon market to drive sales and distribute our products state wide."

David Posner, Co-chairman of Nutritional High, commented as follows: “The Nutritional High team has done a great job on getting La Pine ready for this day and I am very proud of the advancements that we have made in 2018. La Pine will be key in our overall corporate strategy and play a major part of our success.”

### **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 through its wholly owned subsidiaries in California and Oregon, as well as Colorado where its FLI™ products are manufactured by a licensed producer. The Company distributes its products and products manufactured by other leading producers through its wholly owned distributor Calyx Brands Inc. The Company also owns a 50% interest in The Clinic Effingham (an Illinois dispensary), and is entering the Nevada, Washington State 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](http://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](mailto: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 the terms and conditions for future payments to the Vendor and to FMI; management's plan to integrate the Pasa Verde team into its operations across its various segments, management's belief that Pasa Verde will help the Company to secure its supply chain and further develop its suite of value added product offerings in the California marketplace, and management's expectation the transaction will improve the Company's cost structure and further enhance its ability to create value for its shareholders. 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. 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](http://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.*