

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 October 1, 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 it has entered into formal agreements to acquire (the "**Acquisition**") 75% of Nevada-based Green Therapeutics LLC ("**Green Therapeutics**"), along with a put and call option to buy the remaining 25% interest. As had been announced in the Company's March 13, 2018, press release, the Company had previously entered into a letter of intent to undertake the Acquisition. Entering into the formal Membership Interest Purchase Agreement ("**MIPA**") allows the Company to proceed to submit filings to the relevant Nevada State and municipal regulatory bodies for approval for the ownership change.

In conjunction with the Acquisition, the Company will also purchase an 8.9 acre parcel of land owned by Meridian Companies LLC ("**Meridian**"), a Nevada limited liability company, consisting of cultivation facilities and parcels of land for cultivation expansion (the "**Property**") utilized by Green Therapeutics.

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 1st day of October, 2018.

NUTRITIONAL HIGH ENTERS INTO DEFINITIVE AGREEMENTS TO COMPLETE PREVIOUSLY ANNOUNCED ACQUISITION OF GREEN THERAPEUTICS IN NEVADA

TORONTO, ONTARIO, OCT 1 2018 – Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT:**2NU**) is pleased to announce that it has entered into formal agreements to acquire (the "**Acquisition**") 75% of Nevada-based Green Therapeutics LLC ("**Green Therapeutics**"), along with a put and call option to buy the remaining 25% interest. As had been announced in the Company's March 13, 2018, press release, the Company had previously entered into a letter of intent to undertake the Acquisition. Entering into the formal Membership Interest Purchase Agreement ("**MIPA**") allows the Company to proceed to submit filings to the relevant Nevada State and municipal regulatory bodies for approval for the ownership change.

In conjunction with the Acquisition, the Company will also purchase an 8.9 acre parcel of land owned by Meridian Companies LLC ("**Meridian**"), a Nevada limited liability company, consisting of cultivation facilities and parcels of land for cultivation expansion (the "**Property**") utilized by Green Therapeutics.

"We are delighted to take this concrete step toward entering the Nevada market," commented Nutritional High CEO Jim Frazier. "We have been working with Green Therapeutics management closely for many months now and we are excited to integrate their fantastic team into our Company wide operations."

Duke Fu, Green Therapeutics CEO, commented as follows: "We are excited to advance this transaction and to join the wider Nutritional High family. We look forward to launching FLI products in Nevada and will work with Nutritional High to launch a number of innovative Green Therapeutics products, including Tsunami and Provisions, in California, Colorado and elsewhere."

About Green Therapeutics

Green Therapeutics is one of Nevada's premier innovators and established producer/processors. They operate a state-of-the-art cultivation and processing facility in the Las Vegas area, producing and selling cannabis flower and manufactured cannabis products to dispensaries across the State. In addition, they also manufacture the following products: dabs, vape pens and cartridges, oral sprays, topical creams, as well as pre-rolls.

Green Therapeutics' asset base includes:

- Four Nevada Licenses: 2 cultivation and 2 production facilities in Clark County & North Las Vegas;
- 8,000 sq. ft. of licensed and operational cultivation/production facility in Clark County;
- Licensed 5,400 sq. ft. production laboratory in North Las Vegas with UPLC and GC testing capabilities; and
- Approved 8.9-acre cultivation license in North Las Vegas that's ready to move to a new high-tech green house facility.
- Expansion capacity to cultivate and process over 45,440 pounds of cannabis annually.

Green Therapeutics has also applied for retail cannabis licenses in several locations throughout the State.

Terms of the Transaction

Upon receipt of regulatory approval, Nutritional High will acquire the 75% interest in Green Therapeutics on the following basis:

- Purchase price of \$18 million, paid as follows (all figures in \$ USD):
 - Nutritional High to invest \$6,600,000 in Green Therapeutics for expansion and growth, including the building of a 43,800 square foot cultivation facility on the 8.9-acre Property. The \$6,000,000 investment will be advanced in tranches over 18 months;
 - \$4,000,000 in Nutritional High shares issuable at a price (the “**Issuance Price**”) which is the lesser of (i) \$0.27 per share, or (ii) the 20-day VWAP price of Nutritional High shares on the Canadian Securities Exchange, converted into United States dollars, on the day that is three (3) business days prior to the Closing Date;
 - \$7,400,000 in convertible debt (“**Notes**”) convertible at a price per share equal to a 20% premium to the Issuance Price, \$3,400,000 of which shall mature 12 months from closing, and \$4,000,000 of which shall mature 24 months from closing.
- Concurrent with the closing of the Acquisition, the Company will purchase the Property from Meridian for the sum of \$1,519,000, being the original cost of the land to the vendors. This property will become home to one of the largest processing facilities in Nevada and will showcase new technologies in the industry. The consideration for this land will be paid out of cash reserves.
- The Notes shall be secured by a pledge agreement encumbering the Green Therapeutics Shares purchased by Nutritional High, as well as the Property.
- Nutritional High to secure the intellectual property rights to Green Therapeutics’ “Provisions” and “Tsunami” brand of products (excepting certain rights in the State of Michigan).
- Nutritional High shall have an option to acquire the remaining 25% of Green Therapeutics shares at any time after the payment or conversion of the Notes for (i) \$7,500,000 if the Option Notice is sent on or before the second anniversary of the Closing; or thereafter (ii) the greater of (a) \$7,500,000 or (b) the trailing twelve (12) month EBITA of the Company, multiplied by seven (7), multiplied by 25%. The purchase price will be paid in cash, or at the election of the Vendors, half in shares of Nutritional High.
- The Vendors have a right to require Nutritional High to buy their 25% remaining interest in Green Therapeutics at any time after the second anniversary after the Closing at a price equal to the trailing twelve-month EBITA of the Company immediately preceding the date of the exercise of the Put, multiplied by seven, multiplied by 25%. If the Put is exercised, the purchase price will be paid half in cash and half in shares of Nutritional High.

In the preceding months, the Company and Green Therapeutics have been collaborating to determine optimal product and production strategies to be implemented at Green Therapeutics' Nevada cultivation

and processing facility, as well as the Company's other markets. In addition, the management of both companies have been working on refining the strategy of how Nutritional High and Green Therapeutics will roll-out in the Nevada market after the Acquisition is closed.

The contemplated transactions are subject to approval by the Nevada Department of Taxation (the "**Department**") and by the applicable municipal authorities. There can be no assurance that the Department or the applicable municipal authorities will approve the contemplated investment. There can be no assurance that the proposed transactions will be completed as proposed or at all.

The Company also wishes to note that a draft press release announcing closing of the Acquisition was mistakenly uploaded to the CSE website, which has since been removed. The Company apologizes for any confusion in this regard and will provide further updates on the Acquisition as they become available.

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 with 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 third party licensed producer. In California, 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.

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. The statements relate to potential market expansion and the use of the proceeds of the Offering. Risks that may have an impact on the ability for these events to be achieved include completion of due diligence, negotiation of definitive agreements and receipt of applicable approvals. 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.

The 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. Some of the risks and other factors that could cause actual results to differ materially from those expressed in forward-looking information expressed in this press release include, but are not limited to: obtaining and maintaining regulatory approvals including acquiring and renewing U.S. state, local or other licenses, the uncertainty of existing protection from U.S. federal or other prosecution, regulatory or political change such as changes in applicable laws and regulations, including U.S. state-law legalization, market and general economic conditions of the cannabis sector or otherwise.