

**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 6, 2018
- ITEM 3. News Releases  
A press release in the form of Schedule A attached hereto was disseminated on November 6, 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 completed a sale and leaseback financing of certain equipment located at its FLI NorCal facility, located in Sacramento, California, and has leased other equipment to be delivered in short order (altogether, the "**Equipment**") for gross proceeds of \$741,127 USD. The sale and leaseback financing was provided by the Veterans Capital Corp. and ASC Lease Income, LLC (collectively, the "**Buyer**").  
  
Pursuant to the agreement with the Buyer, the Company will utilize the Equipment to process a wide and expanding range of products under its FLI™ brand including Vape Pens, Syringes, Dab Jars and Mini Mints. Nutritional High distributes these products in the California market through the Company's wholly owned Calyx Brands distributor. In addition, the Company expects to launch its FLI™ Chocolate Bars production in three weeks upon the delivery of new equipment.
- 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 13<sup>th</sup> day of November, 2018.

**NUTRITIONAL HIGH COMPLETES SALE AND LEASEBACK OF EQUIPMENT  
AT ITS SACRAMENTO FACILITY**

***FOR IMMEDIATE RELEASE***

Toronto, Ontario – November 6, 2018 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce that it has completed a sale and leaseback financing of certain equipment located at its FLI NorCal facility, located in Sacramento, California, and has leased other equipment to be delivered in short order (altogether, the "**Equipment**") for gross proceeds of \$741,127 USD. The sale and leaseback financing was provided by the Veterans Capital Corp. and ASC Lease Income, LLC (collectively, the "**Buyer**").

Pursuant to the agreement with the Buyer, the Company will utilize the Equipment to process a wide and expanding range of products under its FLI™ brand including Vape Pens, Syringes, Dab Jars and Mini Mints. Nutritional High distributes these products in the California market through the Company's wholly owned Calyx Brands distributor. In addition, the Company expects to launch its FLI™ Chocolate Bars production in three weeks upon the delivery of new equipment.

Located in the city of Sacramento, California, the FLI NorCal facility totals 17,500 square feet of manufacturing space permitted for the manufacture of cannabis extracts and infused products. With the goal to rapidly increase market share in the western US, particularly in California, the Company is in negotiations with various popular brands that would help strengthen Nutritional High's position in California and continues to push its vision of being an industry leader in cannabis infused edibles and oils.

**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. 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).

## **About Veterans Capital Corp.**

Veterans Capital Corp. is a specialty finance company located in Florida, focused on providing quality financial and leasing services to all types of business clients. Veterans Capital provides a financial alternative to traditional bank financing with competitive cost effective leasing and commercial loan solutions. Veterans Capital and its investment partners nationwide understand the value of long term relationships, building loyalty and making a commitment to its valued customers. Veterans Capital provides lease lines of credit and growth capital for early stage and emerging growth companies both public and privately held. Veterans Capital has also acted as a facilitator for project finance, real estate and financed private movie film ventures both in the US and Europe.

### **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. 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.*