

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Reporting Issuer

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

ITEM 2. Date of Material Change

December 6, 2018

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on December 6, 2018 via GlobeNewswire.

ITEM 4. Summary of Material Change

Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) has announced the appointment of Mr. Tom Siciliano as President, effective December 10, 2018, and Mr. Michael DiNapoli, who will succeed Ms. Agustina as Chief Financial Officer, effective January 1, 2019.

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
Co-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 6th day of December, 2018.

Schedule A



NUTRITIONAL HIGH APPOINTS TOM SICILIANO AS PRESIDENT AND MICHAEL DINAPOLI AS CHIEF FINANCIAL OFFICER, AND GRANTS STOCK OPTIONS

FOR IMMEDIATE RELEASE

Toronto, Ontario – December 6, 2018 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce the appointment of Mr. Tom Siciliano as President, effective December 10, 2018, and Mr. Michael DiNapoli, who will succeed Ms. Agustina as Chief Financial Officer, effective January 1, 2019,

Mr. Siciliano joins Nutritional High from Canna Security America, where he served as President and Chief Financial Officer for the past last three (3) years, turning the company into the second largest security company within the cannabis industry. Mr. Siciliano was consecutively nominated in 2016 and 2017 as the "Executive of the Year" within the cannabis industry. Prior to his most recent appointments, Mr. Siciliano had a distinguished career and an outstanding record of revenue and profit growth with a background in sales, finance and operational performance improvement initiatives as a senior leader within start-up companies, private equity and Fortune 500 companies with extensive public company experience. Mr. Siciliano holds a bachelor's degree in Business Administration from Columbus University and a certificate in leadership excellence from Penn State University.

Mr. DiNapoli joins Nutritional High from family owned Clos Du Val Winery, where he served as Chief Financial Officer since January 2018. Mr. DiNapoli is a senior executive with over twenty (20) years' experience managing all aspects of operations, finance and long-term strategic planning for a number of medium-size to large companies and spent the last ten (10) years exclusively focused in the wine and spirits industry. In addition, Mr. DiNapoli has extensive experience in M&A and capital markets financial advisory. Mr. DiNapoli holds a bachelor's degree in Business Administration in Accounting from Pace University.

Mr. DiNapoli will succeed Ms. Agustina, who has served as Nutritional High's Chief Financial Officer since October 2017. Ms. Agustina and the Company will enter into an agreement whereby Ms. Agustina will remain a strategic advisor and consultant to the Company after the transition period. The Company would like to take this opportunity to thank Ms. Agustina for her role during an important transitional period for the company.

"We're excited to welcome Tom Siciliano and Michael DiNapoli to Nutritional High as our new President and CFO respectively." Jim Frazier, CEO of the Company commented, "Mr. Siciliano is a natural leader and a powerful team builder. He has an uncanny ability to connect key players to winning teams while using his knowledge and expertise to help coach along the way."

"Mr. DiNapoli brings extensive financial, operational, and strategic experience to the cannabis space. This, combined with his deep knowledge of the wine and spirits industry and experience with high-growth companies, will be a huge asset to Nutritional High as we enter our next chapter of growth." Jim Frazier continued, "We are further delighted to retain Ms. Agustina as a strategic advisor to the Company and look forward to her continued success with Nutritional High. She has been essential to the Company's overall growth and will continue to play a pivotal advisory role in the Company's financial success."

Simultaneously, the Company issued an aggregate of 750,000 incentive stock options to certain employees of the Company (the "**Employee Stock Options**"). Each Employee Stock Option is exercisable at a price of \$0.30 per common share for a period of five (5) years. In addition, the board of directors of the Company approved the granting of a further 650,000 incentive stock options (the "**Incentive Stock Options**") to consultants of the

Company. Each Incentive Stock Option is exercisable at a price of \$0.30 per common share for a period of two (2) years.

The Company also cancelled 300,000 non-vested incentive stock options (the "**Cancelled Options**") granted to a consultant of the Company. The Cancelled Options were exercisable into common shares of the Company at a price of \$0.50 per common share. Each Cancelled Stock Option was granted on February 21, 2018 and would have been exercisable at a price of \$0.50 per common share for a period of five (5) years, expiring February 21, 2023.

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 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.

For further information, please contact:

David Posner

Co-Chairman of the Board

Nutritional High International Inc.

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Email: dposner@nutritionalhigh.com

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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.

Forward-looking statements or information contained in this release include, but are not limited to, statements or information with respect to: changes to our senior management team, including statements or information with respect to our expectation as to future financial and operating performance, including expected production and our strategy, plans, goals and related timelines and schedules.

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.