

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

January 7, 2019

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on January 7, 2019 via GlobeNewswire.

ITEM 4. Summary of Material Change

Nutritional High International ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT:2NU) has announced that it has entered into an agreement with Docklight, LLC of Seattle, Washington, to license a number of well-known brands including the Marley Natural brand ("**Marley Natural**"), for use in connection with inhalable cannabis products (whole flower, pre-roll, and oil cartridges) in Washington and Oregon. In addition to Marley Natural, the agreement grants Nutritional High the rights to produce, market and sell additional inhalable cannabis product lines including Dutchy™, Headlight™, Irida™, Grail™ and Martian Gardens™. In Washington, Nutritional High will sublicense the rights to manufacture the branded products to a locally-licensed facility.

In connection therewith, the Company has also successfully completed the transactions contemplated in the Asset Purchase Agreement (the "**Agreement**") announced on January 3, 2019 press release, between its wholly-owned Nevada subsidiary (the "**Subsidiary**"), and a Washington limited liability company (the "**Seller**"). The Agreement has been closed on January 4, 2019 and settled as noted in the press release.

In Oregon, Nutritional High will manufacture the branded products at its newly launched La Pine facility. The license agreement is renewable annually subject to certain hurdles. The license comes into effect immediately and production will begin in short order, with products anticipated to arrive on Washington and Oregon shelves as early as February.

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
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ITEM 9. Date of Report

This report is dated this 7th day of January, 2019.

Schedule A



Nutritional High Enters into License Agreement to Produce Marley Natural™ Products in Oregon & Washington

The iconic Bob Marley cannabis brand is inspired by Jamaica's vibrant energy

Toronto, Ontario – January 7, 2019 – Nutritional High International ("Nutritional High" or the "Company") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) is pleased to announce that it has entered into an agreement with Docklight, LLC of Seattle, Washington, to license a number of well-known brands including the Marley Natural brand ("Marley Natural"), for use in connection with inhalable cannabis products (whole flower, pre-roll, and oil cartridges) in Washington and Oregon.

Marley Natural, the official cannabis brand of Bob Marley, offers a comprehensive line of products including cannabis, body care, and accessories. In addition to Marley Natural, the license agreement grants Nutritional High the rights to produce, market and sell additional inhalable cannabis product lines including Dutchy™, Headlight™, Irisa™, Grail™ and Martian Gardens™.

Nutritional High develops, manufactures and distributes recognized brands in the cannabis industry. "With our emphasis on the US West Coast, the states of Washington and Oregon are always considered strategically important to us," commented Jim Frazier, Nutritional High's Chief Executive Officer. "Marley Natural is an iconic brand that consumers love. By capitalizing on current assets and leveraging our existing retail marketing relationships – including a dedicated team of brand managers and sales specialists in market – we'll be able to put products on shelves quickly with the right retail strategy in place," added Frazier.

In Washington, Nutritional High will sublicense the rights to manufacture the branded products to a locally-licensed facility. In connection therewith, the Company has also successfully completed the transactions contemplated in the Asset Purchase Agreement (the "Agreement") announced on January 3, 2019 press release, between its wholly-owned Nevada subsidiary (the "Subsidiary"), and a Washington limited liability company (the "Seller"). The Agreement has been closed on January 4, 2019 for a purchase price of US\$3,675,000, and has been settled as follows:

- i. US\$150,000 deposit (paid)
- ii. US\$525,000 cash paid on closing; and
- iii. US\$3,000,000 in common shares of the Company (the "Shares"). Subject to the policies of the CSE, the Shares are to be issued based on a 20-day VWAP of the Shares prior to the date of each issuance. The Company issued US\$2,000,000 in Shares on closing (being 13,432,098 common shares issued at a deemed issue price of C\$0.2025 per share). US\$500,000 worth of Shares are to be issued on the date that is six months after closing, and a further US\$500,000 worth of Shares on the date that is nine months after closing.

In Oregon, Nutritional High will manufacture the branded products at its newly launched La Pine facility. The license agreement is renewable annually subject to certain hurdles. The license comes into effect immediately and production will begin in short order, with products anticipated to arrive on

Washington and Oregon shelves as early as February.

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](#) and [Instagram](#) or visit www.nutritionalhigh.com.

For further information, please contact:

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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.