

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

- Item 1. Name and Address of Company  
Nutritional High International Inc.  
2905 - 77 King Street West  
Toronto, Ontario M5K 1H1
- Item 2. Date of Material Change  
May 29, 2019
- Item 3. News Releases  
A press release in the form of Schedule A attached hereto was disseminated on May 29, 2019 via Cision news service.
- Item 4. Summary of Material Change  
Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF) has announced that further to press releases dated May 1, 2019 and May 2, 2019, the Company has closed its previously announced upsized brokered private placement offering co-lead by Haywood Securities Inc. and Foundation Markets Inc. (collectively, the "**Agents**"), pursuant to which the Company issued 18,117,000 units of the Company (each, a "**Unit**") at a price of C\$0.20 per Unit (the "**Issue Price**"), for gross proceeds of C\$3,623,400 (the "**Brokered Offering**").  
  
Concurrently with the Brokered Offering, the Company closed a non-brokered private placement of 7,670,000 Units at the Issue Price, for gross proceeds of C\$1,534,000 (together with the Brokered Offering, the "**Offering**").  
  
The Company intends to use the net proceeds from the Offering for building out facilities, expansion in the California market, to pursue potential acquisitions and general corporate and working capital purposes. The Company also wishes to note that the Company has repaid a loan to Veterans Capital Fund II, LP in the amount of approximately US \$400,000, which was secured against the Company's property located in Pueblo, Colorado.
- 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.  
647-985-6727  
[dposner@nutritionalhigh.com](mailto:dposner@nutritionalhigh.com)

Item 9. Date of Report

This report is dated this 29<sup>th</sup> day of May, 2019.



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

**NUTRITIONAL HIGH ANNOUNCES CLOSING OF C\$5.1 MILLION PRIVATE  
PLACEMENT**

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PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR  
IN PART, IN OR INTO THE UNITED STATES.*

May 29, 2019

TORONTO, ONTARIO – Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF) is pleased to announce that further to press releases dated May 1, 2019 and May 2, 2019, the Company has closed its previously announced upsized brokered private placement offering co-lead by Haywood Securities Inc. and Foundation Markets Inc. (collectively, the "**Agents**"), pursuant to which the Company issued 18,117,000 units of the Company (each, a "**Unit**") at a price of C\$0.20 per Unit (the "**Issue Price**"), for gross proceeds of C\$3,623,400 (the "**Brokered Offering**").

Concurrently with the Brokered Offering, the Company closed a non-brokered private placement of 7,670,000 Units at the Issue Price, for gross proceeds of C\$1,534,000 (together with the Brokered Offering, the "**Offering**").

Adam Szweras, Co-Chairman of the board of Nutritional High commented: "We're pleased with the support that we've received from investors. This financing provides the Company with the war chest to accelerate its expansion efforts in the key markets and introduce new products."

Each Unit consists of one common share (each, a "**Common Share**") of the Company, and one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Unit, at a price per of C\$0.30 per Unit, for a period of 36 months (the "**Expiry Date**") after May 29, 2019 (the "**Closing Date**"). The Company reserves the right to accelerate the Expiry Date at any time, following the date that is four months and one day from the Closing Date, to 30 days from delivery of such written notice, in the event that the Common Shares trade on the Canadian Securities Exchange at a price per Common Share that is equal to or above C\$0.60 per Common Share for 20 consecutive trading days at any time after the date which is four months and one day from the Closing Date.

All securities issued in connection with the Offering are subject to a four month and one day hold period from the Closing Date in accordance with applicable securities laws.

The Company intends to use the net proceeds from the Offering for building out facilities, expansion in the California market, to pursue potential acquisitions and general corporate and working capital

purposes. The Company also wishes to note that the Company has repaid a loan to Veterans Capital Fund II, LP in the amount of approximately US \$400,000, which was secured against the Company's property located in Pueblo, Colorado.

In connection with the Brokered Offering, the Agents received (i) an aggregate cash commission of \$289,872, (ii) compensation options to purchase up to 1,449,360 Units, at a price per Unit that is equal to the Issue Price, for a period of 36 months following the Closing Date and (iii) 145,000 advisory warrants to purchase up to 145,000 Units at a price per Unit that is equal to the Issue Price, for a period of 36 months following the Closing Date.

In connection with the non-brokered private placement, the Company paid a finder a cash fee of \$87,900 and issued a finder's warrant to purchase up to 439,500 Units at a price per Unit that is equal to the Issue Price, for a period of 36 months following the Closing Date.

The Company expects to conduct a second tranche closing of the non-brokered private placement in June 2019. The Offering brings the total number of issued and outstanding Common Shares to 346,237,082.

Adam Szweras, Co-Chairman and Secretary of the Company, subscribed for 490,000 Units, which constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuance of Units to an insider is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares issued to the related parties did not exceed 25% of the Company's market capitalization. The Company did not file a material change report 21 days before this first closing of the private placement because the Company wished to complete the private placement in a timely manner.

### **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](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 ITS REGULATIONS SERVICES PROVIDER 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. These statements include the ability of the Company to close a second tranche of the non-brokered private placement. 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. 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.*