

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
June 24, 2019
- Item 3. News Releases
A press release in the form of Schedule A attached hereto was disseminated on June 24, 2019 via Nasdaq news service.
- Item 4. Summary of Material Change
Nutritional High International Inc. ("Nutritional High" or the "Company") (CSE: EAT, OTCQB: SPLIF, FRANKFURT: 2NU) has appointed Adam Szweras as the new Chief Executive Officer of the Company. Mr. Szweras was a founder of the Company and has been active in its leadership since inception, most recently as Co-Chair of the board. Mr. Szweras is replacing Jim Frazier CEO of the Company since July 2016, who has stepped down to pursue other business opportunities.
- 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
Chairman of the Board
647-985-6727
dposner@nutritionalhigh.com
- Item 9. Date of Report
This report is dated this 25th day of June, 2019.

Schedule A



TORONTO, June 24, 2019 (GLOBE NEWSWIRE) -- Nutritional High International Inc. ("Nutritional High" or the "Company") (CSE: EAT, OTCQB: SPLIF, FRANKFURT: 2NU) has appointed Adam Szweras as the new Chief Executive Officer of the Company. Mr. Szweras was a founder of the Company and has been active in its leadership since inception, most recently as Co-Chair of the board. Mr. Szweras is replacing Jim Frazier CEO of the Company since July 2016, who has stepped down to pursue other business opportunities. Mr. Frazier has also resigned from the board of directors of the Company, but will continue working closely with Mr. Szweras in a consulting capacity focused on sales and launching of new product offerings.

Mr. Szweras co-founded Nutritional High along with David Posner, who will continue on as Chairman of the Company. Mr. Szweras is an experienced entrepreneur, securities lawyer and investment banking professional with an extensive background in corporate finance and cannabis-focused strategy development. He has grown several companies through his merchant bank, the Foundation Markets group of companies, which includes Foundation Markets Inc., a Toronto-based investment bank and Exempt Market Dealer, and FMI Capital Advisory Inc., which provides consulting and advisory services to high growth companies listing on Canadian stock exchanges. Mr. Szweras is a partner with the law firm Fogler, Rubinoff LLP where he is a member of its securities law group. Mr. Szweras has served on many corporate boards throughout his career and is currently a director of several leading cannabis companies including Aurora Cannabis Inc., Harborside Inc. and Quinsam Capital Corp. Mr. Szweras is also a director of leading irrigation company Water Ways Technologies Inc.

"I'm excited for the opportunity to take a more hands-on approach and grow the Company," commented Mr. Szweras. "We will focus our efforts on strengthening and expanding our distribution operations in California, and our manufacturing and branded products business in states we operate with a particular focus on California, Nevada and Colorado."

Mr. Szweras added: "Our distribution business in California is our engine and we expect to invest in technology and infrastructure to improve service, dispensary reach and margins. And our manufacturing and branded products businesses will target specific emerging and high growth categories with a view to cooperative and mutually beneficial co-existence with our partners on our Calyx distribution platform. In this regard, we will seek strategic long-term relationships with key distribution customers and aggressively seek out M&A opportunities."

"We are pleased Adam has agreed to take on this new role with Nutritional High," said Company Chair, David Posner. "We have great confidence in his leadership qualities and will work closely with

him to capitalize on strategic opportunities for the Company." Mr. Posner added: "We appreciate Jim's significant contribution to the success of the Company and we look forward to continuing to work with him in a new capacity as he pursues other business opportunities."

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 FLÏ™ edibles and extracts product line from production to market through its wholly owned subsidiaries in California and Oregon, as well as Colorado where its FLÏ™ 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:

David Posner
Chairman of the Board
Nutritional High International Inc.
647-985-6727
Email: dposner@nutritionalhigh.com

Ethan Karayannopoulos
Director, Investor Relations
Nutritional High International Inc.
416-777-6175
Email: ethan@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. 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.