

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
July 24, 2019
- Item 3. News Releases
A press release in the form of Schedule A attached hereto was disseminated on July 25, 2019 via Globe Newswire.
- Item 4. Summary of Material Change
Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) has announced that further to the press release dated May 29, 2019, the Company has closed the second tranche of its previously announced non-brokered private placement. The Company issued 2,995,650 units of the Company (each, a "**Unit**") at a price of C\$0.20 per Unit, for gross proceeds of C\$599,130.

The Company has also provided an update on its law suit against TKO Products LLC (the "**Borrower**"), for recovery of monies lent. The Borrower has, as expected (see press release dated May 27, 2019) filed its threatened cross-claim in response to the Company's action for repayment. The Company believes the claim to be unsubstantiated and without merit, and will vigorously defend itself and push to collect the funds it is owed.
- 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 31st day of July, 2019.



NUTRITIONAL HIGH ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Toronto, Ontario – July 24, 2019 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce that further to the press release dated May 29, 2019, the Company has closed the second tranche of its previously announced non-brokered private placement (the "**Offering**"). The Company issued 2,995,650 units (each, a "**Unit**") at a price of C\$0.20 per Unit (the "**Issue Price**"), for gross proceeds of C\$599,130.

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 Common Share at a price of C\$0.30 per Common Share, for a period of thirty-six (36) months (the "**Expiry Date**") from the date of issuance. The Company reserves the right to accelerate the Expiry Date at any time, following the date that is four months and one day (the "**Date**") from the date of issuance, to thirty (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 twenty (20) consecutive trading days at any time after the Date.

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.

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

In connection with the Offering, the Company paid a finder a cash fee of C\$12,400 and issued 62,000 finder warrants (each, a "**Finder Warrant**"). Each Finder Warrant entitles the holder thereof to purchase one Unit of the Company at the Issue Price for a period of thirty-six (36) months from the date of issuance.

The Company would also like to provide an update on its law suit against TKO Products LLC (the "**Borrower**"), for recovery of monies lent. The Borrower has, as expected (see press release dated May 27, 2019) filed its threatened cross-claim in response to the Company's action for repayment. The Company believes the claim to be unsubstantiated and without merit, and will vigorously defend itself and push to collect the funds it is owed.

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:

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.

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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.