

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
December 19, 2019
- Item 3. News Releases
A news release was issued on December 19, 2019 through the facilities of Globe Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval (www.sedar.com).
- 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 Robert Wilson as Chief Financial Officer of the Corporation. Mr. Wilson has held senior positions in investment banking and private equity including BMO Nesbitt Burns, Mackie Research Capital, Yorkton Securities, Working Ventures Canada Fund and Temperance Capital Income Fund.
- 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 20th day of December, 2019.

Schedule A



NUTRITIONAL HIGH APPOINTS NEW CHIEF FINANCIAL OFFICER

Toronto, Ontario – December 19, 2019 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce the appointment of Robert Wilson as Chief Financial Officer of the Corporation.

Throughout his career, Mr. Wilson has held senior positions in investment banking and private equity including BMO Nesbitt Burns, Mackie Research Capital, Yorkton Securities, Working Ventures Canada Fund and Temperance Capital Income Fund.

Mr. Wilson has also served as senior executive and director of a number of Canadian and US publicly listed companies where he was responsible for corporate finance, investor relations, governance, financial and regulatory reporting, mergers and acquisitions.

Adam Szweras, CEO of Nutritional High commented – "We are pleased to announce the appointment of Rob as our new CFO. He has assisted the Company in the past with acquisitions and will play a key role as we undertake our strategic review and realignment of our business. Rob has extensive entrepreneurial experience in the Cannabis space, and we are very pleased to have the benefit of his knowledge, experience and acumen."

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](#), [Instagram](#) and [Google+](#) 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

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 general business environment expectations, completion or timing of the strategic review, the ability of Calyx to become cash flow positive and the success of expanding the Company's manufacturing and brand development. 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.