

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

August 17, 2020

Item 3. News Releases

A news release was issued on August 17, 2020 through the facilities of Newsfile Corp. 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. (CSE: **EAT**) ("**Nutritional High**" or the "**Company**") has announced that that it has completed the previously announced acquisition (the "**Transaction**") of Psychedelic Science Corp. ("**PSC**"), as per press release dated [June 1, 2020](#).

PSC develops health and wellness products while performing research on the therapeutic effects of psychoactive and non-psychoactive plant-based compounds. PSC's research as well as the initial development of products will be located in Thailand in partnership with Rangsit University.

Pursuant to the Transaction, the Company acquired all the outstanding common shares of PSC in exchange for common shares of the Company on a one for one basis. As a result of the Transaction, the Company became the sole shareholder of all the outstanding securities of PSC.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" attached hereto.

Mr. Kruesopon is a director of the Company and was a partial owner of PSC, and as such the Transaction is deemed to a related party transaction under the policies of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI-61-101**"). The Company has relied on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the Common Shares received by Mr. Kruesopon on the exchange of common shares of PSC does not exceed 25 per cent of the Company's market capitalization. The Company did not file a material change report in advanced of the

closing of the related party transaction, as the related party nature of the Transaction was previously disclosed in the press release dated June 1, 2020.

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:

Robert Wilson
Chief Financial Officer
416-666-4005
rwilson@nutritionalhigh.com

Item 9. Date of Report

This report is dated this 26th day of August, 2020.

SCHEDULE "A"



Nutritional High Completes Acquisition of Psychedelic Science Corp

Toronto, Ontario--(Newsfile Corp. - August 17, 2020) - Nutritional High International Inc. (CSE: EAT) ("**Nutritional High**" or the "**Company**") is pleased to announce that that it has completed the previously announced acquisition (the "**Transaction**") of Psychedelic Science Corp. ("**PSC**"), as per our press release dated June 1, 2020.

PSC develops health and wellness products while performing research on the therapeutic effects of psychoactive and non-psychoactive plant-based compounds. PSC's research as well as the initial development of products will be located in Thailand in partnership with Rangsit University ("**RSU**").

Under its agreement with RSU, PSC is developing cultivation and extraction methodologies for cacti, mushrooms and other plant-based compounds. Further, clinical trials are currently being designed to determine safety and efficacy of full-plant extract from cacti for the treatment of various indications including, pain, anxiety and depression. PSC is also working with RSU to source and develop non-psychoactive plant-based wellness products for sale in North America.

RSU is in the process of securing plant material and is expected to commence testing growth rates as compared to the levels of certain desirable alkaloids including the psychoactive compound mescaline. The Company expects to cooperate with RSU to develop commercial supply of certain psychedelic cacti for clinical use in Thailand and abroad. The Company is also supporting efforts to legalize psilocybin for medical research purposes and will work with RSU, who has Asian GMP standard grow facilities, to grow various psychedelic mushrooms.

"The Transaction is part of our plan to continue to pivot Nutritional High's focus to its highest margin product categories," said CEO John Durfy. "While we continue to develop, manufacture and sell cannabis products, the PSC acquisition will give us a unique position in this emerging part of the plant-based wellness and medical market."

Pursuant to the Transaction, the Company acquired all the outstanding common shares of PSC in exchange for common shares of the Company (the "**Common Shares**") on a one for one basis. Shareholders of PSC were issued an aggregate of 137,522,968 Common Shares. As a result of the Transaction, the Company became the sole shareholder of all the outstanding securities of PSC. In addition, an aggregate of 137,522,968 common share purchase warrants of PSC were exchanged on a one-for one basis for Common Share purchase warrants of the Company (each a "**Warrant**"). Each such Warrant entitles the holder thereof to acquire one Common Share at any time on or before the second anniversary of its issuance (with expiry dates ranging from July 16, 2022 to July 23, 2022) at an exercise price of \$0.05. In addition, 3,001,837 compensation options of PSC were exchanged on a one-for-one basis for compensation options of the Company. Each Compensation Option entitles the holder to acquire one unit (a "**Unit**") at an exercise price of \$0.03 at any time on or before the second anniversary

of its issuance (with such dates ranging from July 16, 2022 to July 23, 2022). Each Unit is comprised of one Common Share and one Warrant.

Mr. Kruesopon is director of the Company and a partial owner of PSC and as such Transaction is deemed to a related party transaction under the policies of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI-61-101"). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the Common Shares received by Mr. Kruesopon on the exchange of common shares of PSC does not exceed 25 per cent of the Company's market capitalization. The Company did not file a material change report in respect of the related party transaction, as related party nature of the Transaction was previously disclosed in the press release dated June 1, 2020.

About Nutritional High International Inc.

Nutritional High is focused on developing and manufacturing branded products in the cannabis industry, with a specific focus on edibles and oil extracts for medical and adult recreational use. The Company works exclusively in jurisdictions where such activity is permitted and regulated by state law. Nutritional High has brought its flagship FLI™ edibles and vape product lines from production to market in various markets including Colorado where its award winning FLI™ products are manufactured by Palo Verde, LLC. The Company signed a purchase agreement for Palo Verde and is awaiting regulatory approval.

The Company also distributes products through its wholly owned distributor Calyx Brands Inc. The Company signed an agreement to sell Calyx which is expected to close in the current fiscal quarter.

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:

Robert Wilson

Chief Financial Officer

Nutritional High International Inc.

416-666-4005

Email: rwilson@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.