



Nutritional High International Inc. Initial Public Offering of Units

January 29, 2015

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the Provinces of Alberta, British Columbia and Ontario. A copy of the final prospectus and any amendment (collectively the "final prospectus"), is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. The securities of the Corporation have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Unless they are registered, the securities may be offered only in transactions exempt from or not subject to registration under the U.S. Securities Act, or any other state securities laws. Accordingly, the securities have been offered in the United States only to "Qualified Institutional Buyers" as defined in Rule 144A under the U.S. Securities Act who have delivered a letter in the form attached as Exhibit A to the U.S. Preliminary Private Placement Memorandum and to institutional accredited investors (that satisfies one of the categories set forth in Rule 501(a)(1), (2), (3) or (7) of Regulation D under the U.S. Securities Act). This document does not constitute an offer to sell or a solicitation of an offer to buy any of the Corporation's shares in the United States.

Issuer:	Nutritional High International Inc. (the "Company")
Type of Offering:	Best efforts prospectus offering of Units of the Company
Offering	<u>24 million to 50 million</u> Units
Offering Price:	<u>€0.05</u> per Unit
Offering Size:	<u>€1.2 million to €2.5 million</u> (prior to the exercise of the Over-Allotment Option)
Unit:	Each Unit will consist of one common share of the Company (" Common Share ") and one half of one warrant (" Warrant "). Each whole Warrant will entitle the holder to purchase one Common Share at a price of <u>€0.07</u> per Common Share for a period of 24 months from the closing date.
Over-Allotment Option:	The Company has granted to the Agent an option (the " Over-Allotment Option ") to purchase up to an additional <u>7,500,000</u> Units (the " Additional Units ") at the Offering Price exercisable at the Agent's sole option and without obligation, in whole or in part, at any time up to 30 days after the closing of the Offering, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised by the Agent in respect of (i) Additional Units at the Offering Price; (ii) additional Unit Warrants (the " Additional Warrants ") at a price of <u>€0.005</u> per Additional Warrant, or (iii) any combination of Additional Units and/or Additional Warrants, provided that the aggregate number of Additional Units and Additional Warrants does not exceed 15% of the number of Units issued under the Offering (excluding the Over-Allotment Option), subject to the approval of the Canadian Securities Exchange.
Use of Proceeds:	<u>The net proceeds of the Offering will be used to fund the Company's marijuana-infused product and clinical advisory operations, working capital and general corporate purposes.</u>
Offering Jurisdictions:	Ontario, British Columbia and Alberta.
Eligibility:	Eligible under the usual Canadian statutes and for RSPs, RRIFs, RESPs, DPSPs, and TFSA's.
Agent:	Jacob Securities Inc.
Closing Date:	<u>The Closing Date of the Offering is anticipated to occur on or about February 23, 2015 or such other date to be mutually agreed upon between the Company and Agent.</u>

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell Common Shares purchased under the final prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. See "Risk Factors" in the final prospectus. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. A prospective purchaser should review the prospectus in its entirety and carefully consider the risk factors described under the heading "Risk Factors" in the final prospectus before making a decision to buy the Units. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. Prospective investors should read the entire preliminary and final prospectuses and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Units. Capitalized terms used herein and not defined have the meanings ascribed to such terms in the final prospectus. The completion of the Offering is subject to the Minimum Offering. If subscriptions are not received aggregating the Minimum Offering, the Offering will not be completed. Subscription proceeds will be received by the Agent, or by any other securities dealer authorized by the Agent, and will be held by the Agent in trust until the initial closing of the Offering.

JACOBSECURITIES

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