



Nutritional High



**Corporate Presentation
February 13, 2015**

Cautionary Language and Forward Looking Statements

An amended and restated final prospectus containing important information relating to the securities (the "Securities") of Nutritional High International Inc. (the "Company") has been filed with the securities regulatory authorities in the provinces of Ontario, British Columbia and Alberta. A copy of the amended and restated final prospectus, and any amendments thereto (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 preliminary prospectus, 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 information contained in this presentation does not purport to be all-inclusive or to contain all information that prospective investors may require. Prospective investors are encouraged to conduct their own analysis and reviews of the Company and of the information contained in this presentation. Prospective investors should read the entire preliminary and final prospectuses and consult their own professional advisors to assess their potential investment in the Company.

The remarks contained in this presentation ("Presentation") may contain forward-looking statements relating to the Company's operations or to its business environment. Such statements are based on the Company's operations, forecasts, and projections, but are not guarantees of future performance and involve risks and uncertainties that are difficult to predict or control. A number of factors could cause actual outcomes and results to differ materially from those expressed. Although any such forward-looking statements are based upon what management believes to be reasonable assumptions, the Company cannot guarantee that actual results will be consistent with these forward-looking statements. In addition, the Company disclaims any obligation to update or revise any forward looking statements, for any reason. We also do not commit in any way to guarantee that we will continue reporting on items or issues that arise.

This summary has been provided to the recipient for information purposes only and no representation or warranty, express or implied, is made as to the completeness or accuracy of the information contained herein. The contents are not to be reproduced or distributed to the public or press. The information contained herein is not guaranteed as to its accuracy or completeness. Throughout this presentation various logos and trademarks will be used. These trademarks and logos are the property of their respective owners.

This summary financial information should only be read in conjunction with the Company's Amended and Restated Prospectus ("Prospectus") dated February 13, 2015 filed on SEDAR on February 13, 2015, including the schedules and attachments thereto. This Presentation does not contain all of the information that may be important to you and your investment decision. You should carefully read this entire Prospectus, including the matters set forth under "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and related notes. Capitalized terms contained herein have the meaning attributed to them in the Definitions section of the 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. An investment in the Company's securities should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. 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. There are certain risk factors associated with an investment in the Company's securities.



Investment Highlights

Operating in the highest margin areas of the United States marijuana industry: marijuana-infused products (**MIPs**) and oil extracts

Scalable, royalty based business model with a foundation of product quality

Commercial agreements with a Colorado entity, Palo Verde, that holds two licenses: a MIP manufacturing license and a license to grow marijuana

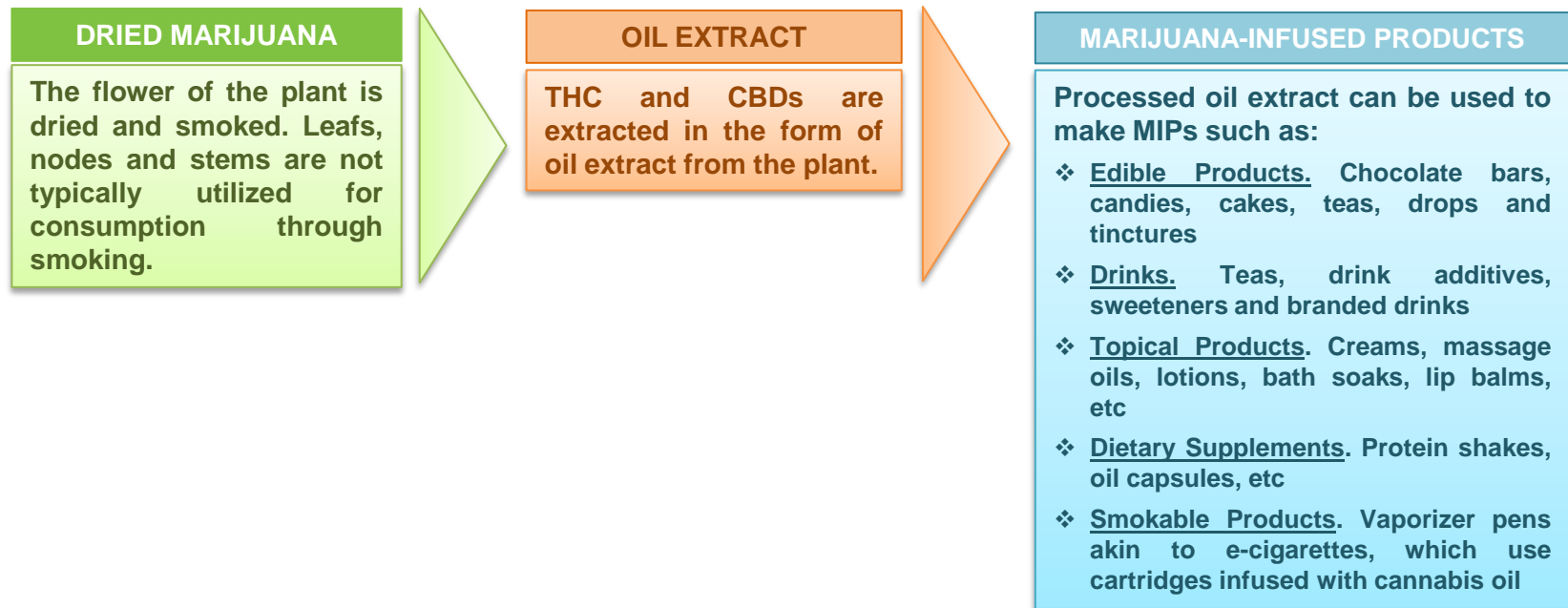
Future expansion potential to other US states with favourable regulatory climates with an **objective of building national brands**

Company Profile

- Early mover in a nascent market with a national strategy
 - Management team and board with strong regulatory and financial expertise to capture new licensing and growth opportunities
 - Completed acquisition of a commercial property in Colorado to be used to grow marijuana, extract oil, manufacture edible products
 - Palo Verde, the Company's tenant and prospective manufacturer, has received licensing approval from Colorado regulators
 - Product development led by Melissa Parks – an executive chef with extensive MIPs experience, highly acclaimed by the industry and media
 - Opportunistically developing complementary business lines to gain a foothold into prospective markets:
 - ❖ Received the Authorization to submit a Registration Package in respect of the application for a Dispensary License in Illinois
 - ❖ Medical Advisory business launching in Toronto
 - ❖ Options to acquire interest in two entities that submitted MMPR applications in Ontario
 - Initial public offering positions the Company to capitalize on expected rapid growth in this new sector at a compelling valuation
-
-

Oil Extracts and Edibles: High Value Proposition

The flower of female marijuana or cannabis plant is consumed by smoking. Leafs, nodes and stems are not suitable for smoking, but can be used in the production of oil extracts which are used to manufacture various Marijuana-Infused Products





Initial Brands and Product Types



Image is a possible mock-up of the logo and packaging.

- **Chocolates.** Variation of dark and/or milk chocolate bars, chocolate cookies, mint chocolate, peanut butter and chocolate bars with almonds, hazelnuts or fruit
- **Chews.** Chocolate chews and fruit chews with a variety of fruit flavours
- **Other Product Lines:**
 - ❖ **Natural Food Options.** The product line consists of health and energy bars, high end dessert bars/cakes, gluten free cakes and diabetic candies; and
 - ❖ **Savoury Sauces.** Hot sauce, BBQ sauce, marinara sauce and salad dressings.

Note: Food images are actual products previously prepared by Melissa Parks



Chocolate cake bite topped with sea salt



Dark chocolate mint cubes



Initial Brands and Product Types

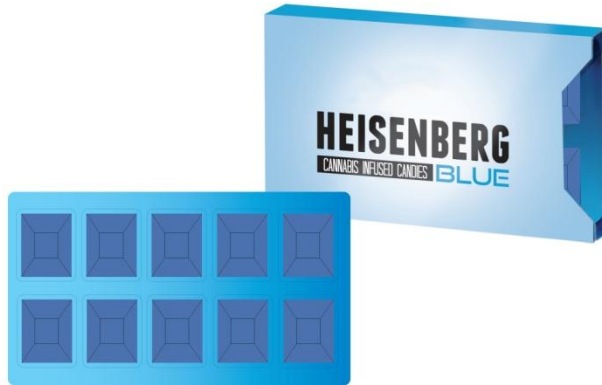


Image is a possible mock-up of the logo and packaging.

- **Hard Candy.** Small hard candy wrapped in the Company's packaging. This also includes a line of individual hard molded candies with a lower THC content
- **Sugar/Sweetener packets.** Includes a powder that can be added to hot drinks (such as tea and coffee) added to cereal or used as sugar
- **Tinctures and Drink Additives.** Flavoured liquids that can be added to beverages, dips, food, hot drinks, water or cold drinks

Note: Food images are actual products previously prepared by Melissa Parks



Hard Candy



Gummies

Initial Brands and Product Types

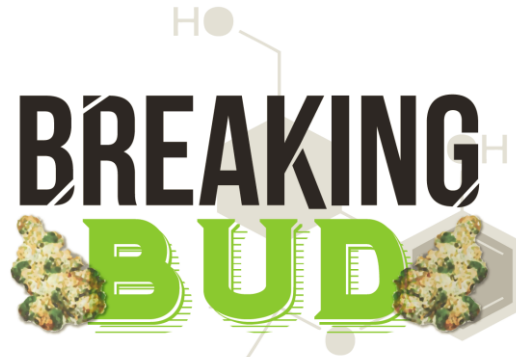


Image is a possible mock-up of the product line's logo.

- **Solid Marijuana Concentrates.** The products include hash, bubble hash and hard candy extracts varying in strain types and potencies
- **Liquid Marijuana Concentrates.** The products include oils extracted from a variety of strains for edible Marijuana-Infused Products
- **Cartridges.** The cartridges that can be inserted into a vaporizer or "vape pen" for the purpose of consuming the product through smoking
- **Other Products.** Including protein shakes, boxed baking items and flour in jars with recipes for edible products

Melissa Parks

VP Product Development

- Classically trained chef who has cooked and baked professionally since 1998
- Attended **Le Cordon Bleu College of Culinary Arts in Minneapolis** and Johnson & Wales University for degrees in culinary arts, baking, pastry and culinary nutrition
- Previously worked at **General Mills in new meals R&D department**
- Experienced in preparing marijuana infused edible products
- Acclaimed by a number of industry publications, go-to sources for marijuana-infused edible products and leading industry players who call upon her expertise for advise including:
 - ❖ Leafly
 - ❖ Bakked
 - ❖ O.Pen Vape
 - ❖ Stoner's Cookbook
 - ❖ The New York Times
 - ❖ Edible Events
 - ❖ Vice Media
 - ❖ Kowalski's Woodbury Market



MIPs Business Model

States with Residency Requirement

Work with companies or other entities that have a license to provide an array of turnkey solutions in a "franchise-like" model, or work with eligible entities applying for such licenses. Service offerings include:

- Enter into royalty agreements with licensed operators for use of the Company's brands, recipes and know-how relating to marijuana-infused products
- Acquire real estate to lease to licensed operators
- Provide equipment and start-up debt financing
- Consulting with respect to extraction processes and know-how relating to oil extracts

States without Residency Requirement

- Directly apply for licensing to manufacture and distribute MIPs and oil extracts
- License MIPs for sale in certain U.S. states for manufacturing and distribution by other licensed operators in other states



Palo Verde LLC

- Palo Verde LLC - private Colorado company, which received two licenses on October 1, 2014, on the Pueblo facility the Company has acquired:
 - To manufacture marijuana-infused products (“MIP”)
 - To cultivate marijuana (“OPC”)
- Palo Verde entered into several agreements with the Company:
 - ❖ 15,000 sq ft lease for the OPC Facility at an annual rate of \$15/sq ft, subject to up to a 5% increase
 - ❖ 11,000 sq ft lease for the MIP Facility at an annual rate of \$15/sq ft, subject to up to a 5% increase
 - ❖ Unsecured loan agreement in the amount of \$150,000 for a period of 1 year, with up to 5 extensions at a rate of 12%
- Palo Verde and the Company are finalizing a recipe and branding royalty agreement to provide its intellectual property including recipes, branding, packaging and other know-how to Palo Verde





Extraction and Manufacturing Facility

- 7 miles outside West Pueblo, CO (two hrs from Denver)
- Comprised of 3 buildings, few smaller storage buildings, a boiler building and 2-car garage on approximately 3 acres
- Fully serviced industrial area
- Excellent space and infrastructure to house significant integrated grow/extraction/MIPs operation with expansion potential
- Acquired on November 17, 2014, for US \$885,000 at LTV of approximately 60%
- Equipment to be purchased if the Maximum Offering is completed:
 - ❖ Extraction equipment capable of processing up to 40 lb of dried marijuana per 4 hr cycle
 - ❖ Confectionary depositor/printer capable of producing up to 350 lb of confectionary products per hour (each product weight 0.5 ounces)

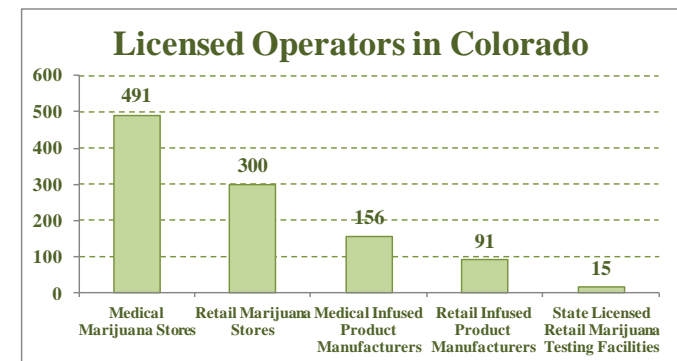
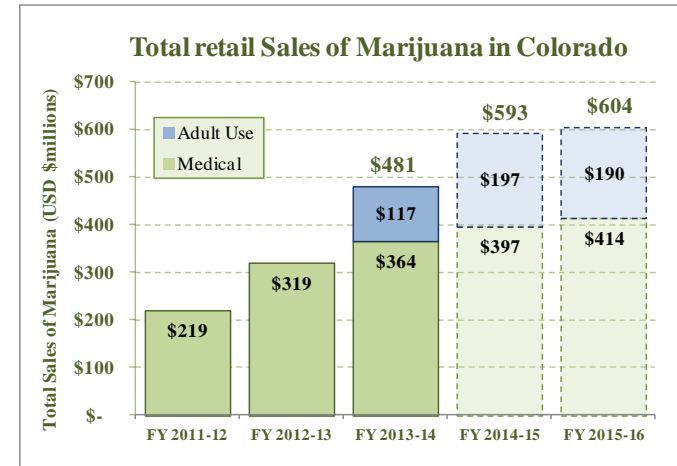
Note: Images are the actual pictures of the exterior of the Pueblo Property.



Colorado Market Overview

Large and growing market for medical and recreational marijuana

- Estimated 2014 annual demand for marijuana for recreational use at **130.3 tons** with **~77 tons** expected to be sold through licensed dispensaries and **53.3 tons** provided from outside of the regulatory framework³
- Since legalization of recreational sales of marijuana on January 1, 2014, total medical and recreational sales were **US\$318 million** and **US\$240 million**⁴, respectively
- The market is underserved by a group of primarily small, 'mom and pop' companies
- Based on extrapolating the tax budget figures from the state reports, total retail sales of marijuana are estimated at **US\$597 million** and **US\$587 million**⁵ for the 2014-2015 and 2015-2016 fiscal years, respectively. The data does not indicate percentage allocated to dry marijuana vs. MIPs
- As at December 1, 2014, there were **491** medical marijuana dispensaries and **300** dispensaries licensed to sell marijuana for adult recreational use⁶. Many medical marijuana dispensaries also carry product for adult use
- The Company's management believes the industry is still in its infancy stages, and business, industrial and regulatory frameworks are not fully developed. Lack of traditional sources of financing, absence of an efficient supply chain network and streamlined marketing channels, and strict regulatory requirements create market inefficiencies, which create a business opportunity for the Company



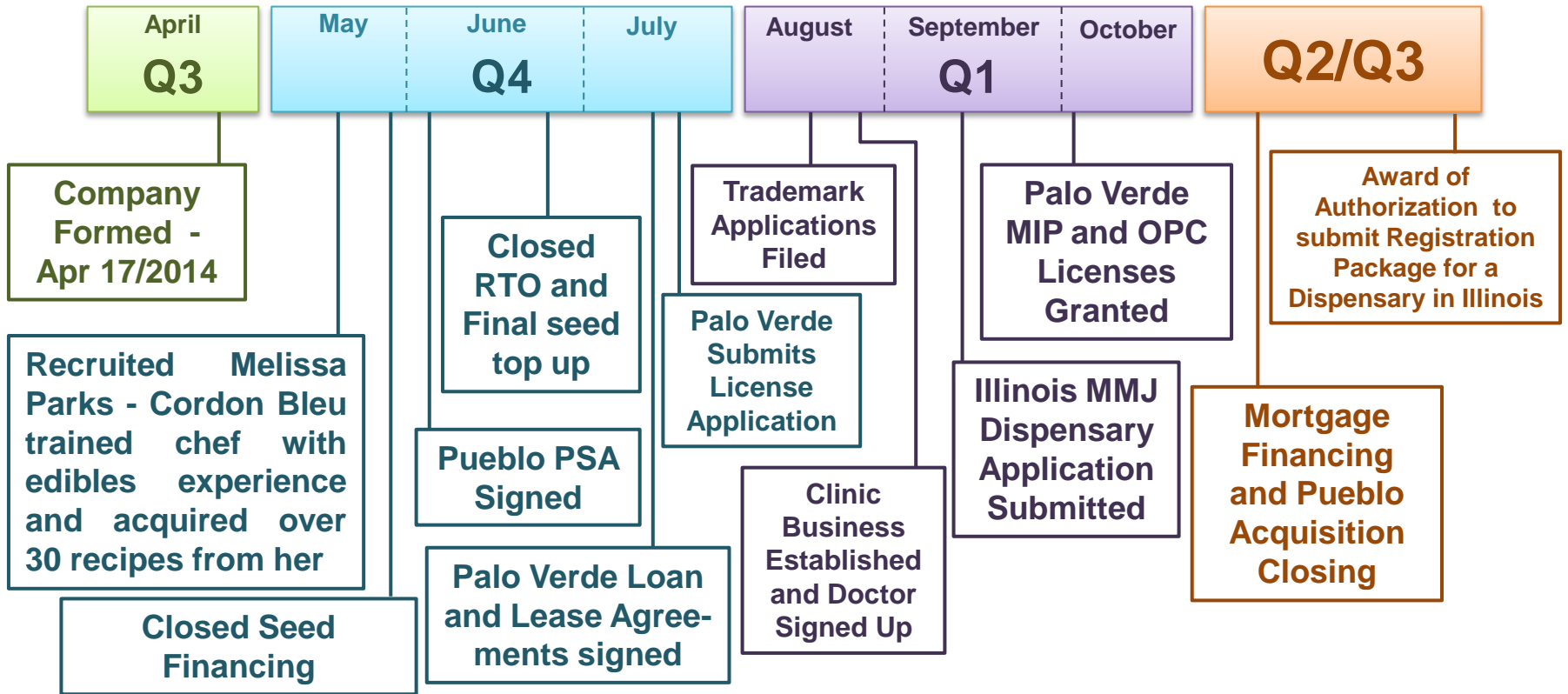
³ - <http://1.usa.gov/1qhok6C>

⁴ - Jan – Oct 2014. <http://www.colorado.gov/cs/Satellite/Revenue-Main/XRM/1251633259746>

⁵ – Marijuana Enforcement Division of Colorado statistics as at October 1, 2014



Milestones Achieved to Date

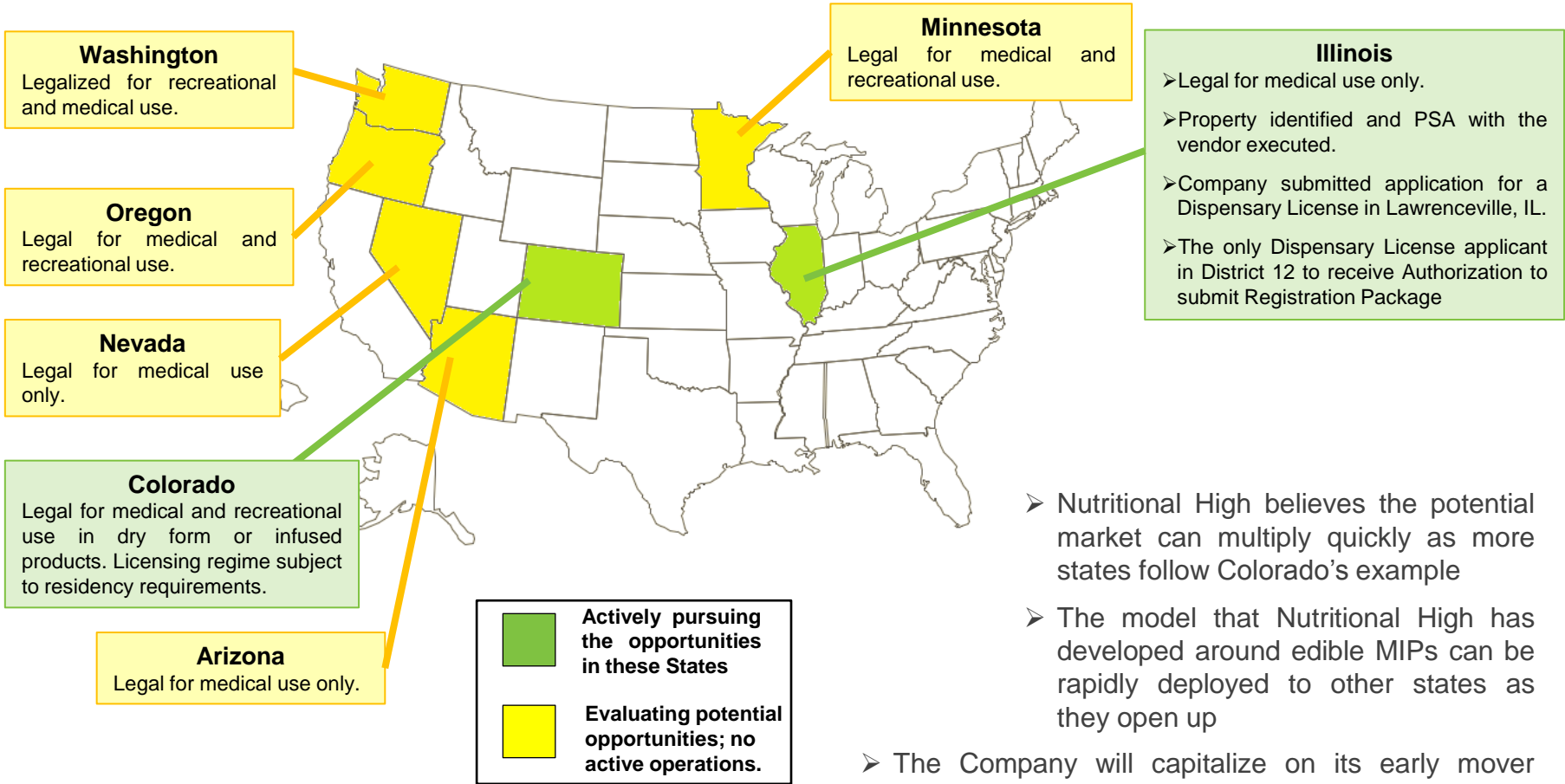


Clear Path to Commercial Production in Colorado

As such, in the next 12 months, the Company expects to:

- i. Complete the Build-out of the Pueblo Location, assuming the maximum amount is raised under the Offering;
- ii. Advance additional funds to Palo Verde under the US\$150,000 revolving credit line;
- iii. Have Palo Verde commence production of the edible Marijuana-Infused Products using the Company's recipes and other know-how, for distribution under the Company's brands, subject to pending royalty agreement with the Company; and
- iv. Assist Palo Verde in its efforts to produce and sell oil extracts using the Company's know-how and brands.

Potential Expansion Opportunities



- Nutritional High believes the potential market can multiply quickly as more states follow Colorado's example
- The model that Nutritional High has developed around edible MIPs can be rapidly deployed to other states as they open up
- The Company will capitalize on its early mover advantage of entering the industry while it is still in the early stages of development



Medical Advisory and Retail Segment

- The Company's Medical Advisory and Retail Segment is focused on serving the end-users of medical marijuana, comprised of:
 - ❖ Retail Business - Retail medical marijuana dispensaries in the jurisdictions in the United States without Residency Requirements, where permitted by regulation
 - ❖ Clinic Business - Provides medical and educational consulting services, initially operating in GTA
- The Company views this segment as an opportunity to establish a retail client base that has a potential to become synergistic in the future with the Company's MIP Segment since very few competitors have considered the marketing and customer aspects of the business
- Nutritional High also signed two options to acquire an interest in entities that have submitted MMPR applications. There is currently no certainty that the applicants will be granted licenses due to backlog of applications with Health Canada, among other things
- Clinic Business milestones:
 - ❖ Lease agreement signed to open a clinic and education centre in the GTA area with The Dragon, an established marijuana paraphernalia retailer
 - ❖ An agreement in place with a qualified doctor to oversee the clinic operations
 - ❖ "Canna Health Clinic" is commencing test operations and will formally launch in first quarter of 2015
 - ❖ Nutritional High will provide information, services, and medical consultations to people in need of medical marijuana and then assist them with procuring appropriate products to meet their needs in a convenient way



The Team

David Posner – President, CEO and Director

Since 2012, he has been involved with numerous business activities focused around the real estate and medicinal marijuana industry. Between 2012 and April 2014, Mr. Posner served as an Acquisitions Manager for Stonegate Properties Inc. where he managed real estate properties and brokered deals in Canada and Oklahoma. David is a licensed LCBO agent and with Imported Brands of Canada since 1998. Mr. Posner has worked with international brewers and distilleries in gaining access to the provincial market. He brought “Hempen Gold”, the first hemp-infused beer that has provincial distribution through the LCBO. He created marketing and branding initiatives through bars, restaurants and establishments throughout the province.

Melissa Parks – VP Product Development

Ms. Parks is a classically trained chef and Colorado resident, who has been cooking and baking professionally since 1998. She attended Le Cordon Bleu College of Culinary Arts in Minneapolis and Johnson & Wales University for degrees in culinary arts, baking, pastry and culinary nutrition. Ms. Parks has previously worked at the R&D department of General Mills, as a pastry chef at Kowalski's and acted as a consultant to start-up companies. She was also a private chef for number of high profile clients and multiple high end restaurants. Ms. Parks was an early entrant into the development of marijuana infused edible products, and has worked with Bakked and O.pen Vape – Colorado based oil extracts and MIPs companies.

Statis Rizas – Chairman of the Board and Director

Mr. Rizas is an entrepreneur that has founded and led several successful companies in the telecommunications and financial services industries some of which he continues to own. Mr. Rizas is a hands – on business operator focused on execution and with more than 30 years of experience in developing small and medium-sized businesses. Mr. Rizas has previously built grassroots platforms that successfully marketed to end users in multiple countries.

Adam Szweras – Corporate Secretary and Director

Mr. Szweras is a partner with the law firm Fogler, Rubinoff LLP and a co-founder of Foundation Markets Inc., a Toronto-based investment bank and Exempt Market Dealer. He has practiced securities law for over 18 years and in his corporate finance and legal practice focuses on financing and going public transactions. He acts for mid-market companies looking to raise capital or make acquisitions and assists private companies in the going public process.

David Caplan – Director

David Caplan is a former Ontario politician. Mr. Caplan served as a Minister of Infrastructure during 2003 session, and as a Minister of Health and Long-Term Care during the 2007 session. He was a member of the Legislative Assembly of Ontario, and was a cabinet minister in the government of Liberal Premier Dalton McGuinty. He worked as a commercial real estate agent with the firm of Ernest Goodman Ltd. from 1985 to 1989, and was Vice-President of Taurus Metal Trading Ltd. (a recycling company) between 1989 and 1992. Caplan was elected as a trustee to the North York Board of Education in 1991 and served in this capacity for six years, becoming the Board's Vice-Chair in 1993. He also served on the Metro Toronto Board of Education from 1994 to 1997, becoming its Vice-Chair shortly before his departure for higher office.

The Team

Michael Pesner – Director

Mr. Pesner has been President of Hermitage Canada Finance Inc. since 2002, a firm specializing in financial advisory services. He was previously a partner in financial advisory services at KPMG LLP, in Montreal, specializing in corporate finance, mergers and acquisitions, divestitures, restructuring and corporate recovery in Canada. Mr. Pesner holds a Bachelor of Commerce degree in Finance and Administration from McGill University as well as a Bachelor of Arts degree from Sir George Williams University. Mr. Pesner is a director of the following companies - Le Chateau Inc., Canamex Resources Corp., Wi2Wi Corp., Richmond Mines Inc., Quest Rare Minerals Ltd., Bitumen Capital Inc., Alexandria Minerals Corporation and Liquid Nutrition Group Inc.

Michael Dacks – Director

Michael is co-founder and advisor to a legal informatics startup venture and is the former VP and General Counsel of a large privately held Canadian digital media and social networking company. Prior to that, Michael worked in the Intellectual Property and Technology Licensing department of Meitar Liquornik Geva & Leshem Brandwein a “top-three” law firm in Tel Aviv, Israel, and is a former law clerk to the Hon. Justice Asher D. Grunis of the Israel Supreme Court and additionally completed his Canadian articling requirements at UJA Federation of Greater Toronto. Mr. Dacks has extensive contacts and relationships in the marijuana industry.

Brian Presement – Director

Mr. Presement has been the President and CEO of Unite Communications Corporation ("UNiTE") since its inception in 2001. Under his leadership, UNiTE has grown from a regional telecom provider offering a narrow set of services to a full scale telecom provider offering services to companies of all sizes all across Canada. In building UNiTE, Mr. Presement has used his efforts on customer acquisition. He has over 20 years of business operations and marketing experience. Prior to UNiTE, Mr. Presement served as Vice President Business Development of VOXX Corporation, where he was responsible for the sales and marketing of Voxx's Telecommunications Services.

Al Quong – Chief Financial Officer

Al Quong is the CFO for Branson Corporate Services and has over 25 years of finance experience in various capacities and industries. Mr. Quong provides overall financial leadership for Branson and also serves as CFO for a number of Branson clients. Prior to joining Branson, Mr. Quong was CFO for Integris Real Estate Counsellors and the Fovere Group of Companies. Renewable energy has been Mr. Quong's major initiative over the past three years, managing Fovere's private equity investment to become the largest owner of microFIT sites in Ontario. He is a CA, and CPA (Illinois), and holds a B. Comm degree in Accounting from the University of Saskatchewan, and a Graduate Diploma in Forensic & Investigative Accounting from the University of Toronto Mississauga.

Advisory Board

Frank Galati

Mr. Galati has extensive experience in the food industry with a focus on consumer products. From June 2006 to January 2008, Mr. Galati was the President and Chief Financial Officer of Wellnx Life Sciences, a sports and nutrition supplement company. From May 1997 to June 2006, Mr. Galati was the President and Chief Executive Officer of Destination Products International Ltd., a frozen food company spun off from Cott Corporation. From June 1994 to May 1997, Mr. Galati served as the Chief Financial Officer (US Division) & Vice President and Corporate Controller for Cott Corporation. From September 1988 to June 1994, Mr. Galati acted as Chief Financial Officer, Grocery Division and Director of Planning, Consumer Products of Maple Leaf Foods. At present, Mr. Galati is the Managing Partner of Bedford Group's resource practice, advising resource companies on talent and leadership.

Debra Zwiefelhofer

Ms. Zwiefelhofer is a registered and licensed dietician and nutritionist with over 30 years of experience in clinical nutrition care, food service management and medical marketing. As a consultant for various clients, she markets nutrition related products to healthcare professionals with a specialty in weight management, dysphagia, and geriatrics. Ms. Zwiefelhofer previously spent 17 years with Nestlé HealthCare Nutrition (formerly Novartis Nutrition) where she held a number of marketing positions in managerial capacities, including Interim Director of Marketing where she utilized her clinical experience and knowledge of industry in building the foundation for a successful new company by directing activities of four marketing managers, collectively responsible for over 30% of total sales volume. Ms. Zwiefelhofer belongs to numerous associations relating to nutrition and was responsible for several industry publications.

Matthew Gray

Matthew Gray is a CEO of the Stoner's Cookbook, an internet-based community featuring recipes, product reviews and cannabis culture. The Stoner's Cookbook was created in 2006 as an online resource for people to share recipes and their passion for cooking with cannabis and currently reaches over 100 million people every month and has 3 million fans on Facebook. Prior to The Stoner's Cookbook, Mr. Gray was the co-founder and CEO of Bitmaker Labs, a 3-month intensive web development bootcamp that trains full-stack developers. Matt facilitated the technical education of over 100 students per year; one month after graduation 85% of students were placed in corporate positions or launched businesses of their own.

Offering and Use of Proceeds

Offering: Best efforts prospectus offering of Units

Minimum: \$1,250,000

Maximum: \$2,500,000 + 15% over-allotment option

Price: \$0.05 per Unit

Unit: Each Unit consists of one common share and one-half of one common share purchase warrant, each whole warrant enables the holder to acquire one common share at an exercise price of \$0.07 for a period of 24 months subsequent to the closing

Closing: March 6, 2015

Agent: Jacob Securities Inc.

Sources of Funds	Minimum	Maximum
Gross Proceeds from Offering	\$1,250,000	\$2,500,000
Net Working Capital	(\$358,391)	(\$358,391)
Agent's Commission	<u>\$100,000</u>	<u>\$200,000</u>
Total	\$791,609	\$1,941,609

Principal Purpose	Minimum	Maximum
Marijuana-Infused Products Segment		
Pueblo Location Outfitting and Equipment	\$Nil	\$733,139
MIP Segment Cash Expenses	\$74,400	\$215,760
Packaging Development	\$5,296	\$5,296
Loan to Palo Verde	\$148,800	\$148,800
Medical Advisory and Retail Segment		
Cash Expenses	\$13,800	\$21,300
Registration Package submission	\$50,000	\$50,000
Website Development	\$10,000	\$10,000
Corporate Expenses		
Listing and Offering Expenses	\$120,000	\$120,000
Corporate G&A and Interest Payments	\$333,313	\$468,456
Unallocated Working Capital	<u>\$Nil</u>	<u>\$168,858</u>
Total	\$791,609	\$1,941,609

Capital Structure

	Currently Outstanding
Basic Common Shares Outstanding	79,480,269
Warrants (\$0.05-\$0.10)	15,970,006
Options (\$0.10)	3,200,000
Fully Diluted Common Shares Outstanding	98,650,275
Convertible Debentures Outstanding¹	\$600,000

Management, Directors and Insiders own 33.2% of the shares outstanding prior to giving effect to the Offering.

¹ – Senior Convertible Debentures: \$450,000; Subordinate Convertible Debentures : \$150,000 (Adam Szweras, Stasis Rizas and David Posner). 12% Interest, secured by general security interest. Convertible at a 20% premium to the Offering Price, reduced to \$0.05 if less than \$1,000,000 is raised, or if the Offering is not completed by March 16, 2015 (Senior Debenture holders are also issued 450,000 Common Shares). The Company has agreed to issue to the holder of the Senior Convertible Debenture a fee in the amount of \$30,000 converted into Units at the Offering Price, or added to the principal of the Senior Convertible Debenture if the Offering does not close by March 16, 2015.

Market Comparables

In accordance with Section 13.7(4)(b) of National Instrument 41-101 - General Prospectus Requirements, all the information relating to the Company's comparables and any disclosure relating to the comparables, which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of its filing on the System for Electronic Document Analysis and Retrieval ("SEDAR")

Investment Highlights

Operating in the highest margin areas of the United States marijuana industry: marijuana-infused products (**MIPs**) and oil extracts

Scalable, royalty based business model with a foundation of product quality

Commercial agreements with a Colorado entity, Palo Verde, that holds two licenses: a MIP manufacturing license and a license to grow marijuana

Future expansion potential to other US states with favourable regulatory climates with an **objective of building national brands**

Contact Us

David Posner

President & CEO, Nutritional High International Inc.

T: (647) 985-6727

E: dposner@nutritionalhigh.com

Adam Szweras

Director, Nutritional High International Inc.

T: (416) 777-6170

E: aszweras@nutritionalhigh.com

Doug Harris

Director – Investment Banking, Jacob Securities Inc.

T: (416) 480-2488

E: dharris@jacobsecurities.com



JACOBSECURITIES_{inc}