



Nutritional High International Inc.
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February 4, 2016

**NUTRITIONAL HIGH ANNOUNCES THE FILING OF FORM F-1 WITH THE US
SECURITIES AND EXCHANGE COMMISSION; CLOSING OF \$0.05 PRIVATE
PLACEMENT AND DEBT SETTLEMENTS**

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO – Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF) is pleased to announce that it has filed Form F-1 with the United States Securities and Exchange Commission, undertaken as a condition of the US\$1,000,000 financing from Kodiak Capital Group, LLC. ("**Kodiak Capital**" or "**Selling Stockholder**") (previously announced in the press release dated January 6, 2016).

The Company also wishes to announce the completion of a debt settlement in the amount of \$141,135 in exchange for 2,822,700 common shares of the Company at a price of \$0.05 per share, and the closing of a tranche of a non-brokered private placement (the "**Private Placement**"), consisting of 800,000 units ("**Unit**") for aggregate gross proceeds of \$40,000 at a price of \$0.05 per unit.

Preliminary Filing of Form F-1

Nutritional High has filed with the United States Securities and Exchange Commission (the "**SEC**") the Preliminary Prospectus, dated February 3, 2016 (the "**Prospectus**" or the "**Registration Statement**") that is subject to completion, in connection with an offering ("**Offering**") of up to 29,178,000 common shares in the capital of the Company ("**Common Shares**"). The Registration Statement is being filed to register for resale up to US\$1,000,000 in common shares of the Company pursuant to an equity purchase agreement ("**Purchase Agreement**") that the Company has entered into with Kodiak Capital .

The purchase price of the shares that may be sold to Kodiak Capital under the Purchase Agreement will be equal to a 25% discount to the closing bid price for the Company's common stock as reported by Bloomberg Finance, L.P., of the 5th trading day immediately following the date in which the Put Shares (as defined in the Purchase Agreement) have been deposited into the Kodiak Capital's brokerage account, but at a price that is equal to no less than CDN \$0.05. Kodiak Capital is an "underwriter" within the meaning of Section 2(a) (11) of the Securities Act of 1933, as amended ("**Securities Act**"). The Selling Stockholder may offer all or part of the shares for resale from time to time through public or private transactions, at either prevailing market prices or at privately negotiated prices.

The Offering is subject to regulatory approval, including the approval of the Canadian Securities Exchange. The Registration Statement relating to the Offering has been filed with the SEC but has not yet become effective. The details of the offering (including the terms of the Offering) are

subject to change based on market conditions at the time the Registration Statement becomes effective.

The Securities may not be sold, nor may offers to buy be accepted, before the Registration Statement becomes effective. Neither this news release, nor the Registration Statement shall constitute an offer to sell or the solicitation of an offer to buy the Company's securities, nor shall there be any sale of the Common Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. A copy of the Registration Statement can be obtained upon request by contacting Investor Relations at the contact information below.

“This injection of capital will help us achieve our goals a lot quicker” says David Posner, CEO of Nutritional High. “Kodiak continues to believe in the overall viability of the company and we appreciate their support. 2016 is looking to be a great year for us operationally so I look forward to updating our shareholders with our progress over the coming quarters. Our number one focus is to build shareholder value and that is exactly what we look to achieve everyday”

Closing of Private Placement and Debt Settlements

The Company has closed a non-brokered Private Placement, consisting of 800,000 units ("**Unit**") for aggregate gross proceeds of \$40,000. Each Unit is comprised of a Common Share and one half (1/2) Common Share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.07 per Common Share for a period of 18 months after the Closing Date.

All securities issued pursuant to the private placement will be subject to a four month hold period under Canadian securities laws.

The Company has entered into debt settlement agreements (collectively the "**Debt Settlement**") on January 28, 2016, to convert \$141,135 of debt into Common Shares at a conversion price of \$0.05 per Common Share. Of the total debt the Company intends to have converted, all is being converted by arm's length parties.

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products and nationally recognized brands in the hemp and marijuana-infused products industries, including edibles and oil extracts for nutritional, medical and adult recreational use. The Company works exclusively through licensed facilities in jurisdictions where such activity is permitted and regulated by state law.

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+](#).

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NEITHER THE CANADIAN SECURITIES EXCHANGE NOR OTC MARKETS GROUP INC, NOR ITS REGULATIONS SERVICES PROVIDER 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. Such statements include submission of the relevant documentation within the required timeframe and to the satisfaction of the relevant regulators, completing the acquisition of the applicable real estate and raising sufficient financing to complete the Company's business strategy. There is no certainty that any of these events will occur. 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.

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.