



**Nutritional High International Inc.**  
77 King Street West, Suite 2905  
Toronto, ON M5K 1H1

November 9, 2016

## **NUTRITIONAL HIGH ANNOUNCES CLOSING OF PRIVATE PLACEMENT**

### ***FOR IMMEDIATE RELEASE***

TORONTO, ONTARIO – Toronto, Ontario – Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF) is pleased to announce the closing of the first tranche of the non-brokered private placement (the "**Offering**"), consisting of 7,658,710 units ("**Units**") at a price of \$0.15 per Unit to raise aggregate gross proceeds of \$1,148,806.50.

Each Unit consists of one common share ("**Common Share**") of the Company and one-half of one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder thereof to purchase a Common Share at \$0.22 per share for a period of 18 months from closing.

All securities issued in connection with this Private Placement are subject to a four-month hold period from the date of issuance in accordance with applicable securities laws. The Company engaged First Republic Capital Corporation ("**First Republic**") as the Lead Finder for the Offering. An aggregate of \$68,268 was paid to finders as cash fee representing 6% of the gross proceeds raised in the Offering. Additionally, finders received 455,122 compensation options ("**Compensation Options**") exercisable for Units. The Compensation Options are exercisable at a price of C\$0.15 per Unit for a period of 24 months after the closing of the Offering. First Republic was paid a corporate finance fee of \$22,976 representing 2% of the gross proceeds raised in the Offering and 153,174 Compensation Options equaling 2% of the number of Units sold under the Offering.

### ***Existing Security Holder Exemption***

Given the strong demand for the Offering, the Company has determined that the Offering shall be offered to existing shareholders of the Company ("**Existing Security Holders**"), in addition to investors that qualify as Accredited Investors under applicable securities legislation (the "**Existing Security Holder Exemption**").

As the Existing Security Holder Exemption contains certain restrictions and is only available in certain jurisdictions in Canada, others that do not qualify under the Existing Security Holder Exemption may qualify to participate under other prospectus exemptions.

### **Terms and Restrictions Relating to the Existing Security Holder Exemption**

The criteria of the Existing Security Holder Exemption are set out in various regulatory instruments of the participating jurisdictions in Canada. To comply with the criteria of the Existing Security Holder Exemption, the offering to Existing Security Holders shall be subject to, among other criteria, the following:

- November 7, 2016 has been set as the record date (the "**Record Date**") for the purpose of determining existing security holders entitled to purchase Units pursuant to the Existing Shareholder Exemption.
- To participate, a qualified shareholder must deliver (a) an executed subscription agreement in the required form, which will include requirements of the Existing Security Holder Exemption (e.g., that the subscriber was as of the Record Date and continues to be as of the date of closing, a shareholder of the Company) and (b) pay the subscription amount by November 14, 2016, or such other date as the Company may designate. Contact information to obtain the subscription form is set out below.
- The aggregate acquisition cost to a subscriber under the Existing Security Holder Exemption cannot exceed \$15,000 per twelve month period unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment.
- Subscriptions will be accepted by the Company on a 'first come, first served' basis. Therefore, if the Private Placement is over-subscribed it is possible that a shareholder's subscription may not be accepted by the Company. Additionally, in the event of an imbalance of large subscriptions compared to smaller subscriptions, management reserves the right in its discretion to reduce large subscriptions in favour of smaller subscription amounts.
- In accordance with the Existing Security Holder Exemption, the Company confirms there is no material fact or material change related to the Company that has not been generally disclosed and that the Company's "core documents" and "documents" as defined under applicable securities laws do not contain a misrepresentation.

Further terms and conditions shall be set out in the form of subscription agreement that will be made available to interested shareholders, who are directed to contact the Company as follows:

Margaret (Kookie) Miller  
Tel: (416) 840-3798  
Email: [kmiller@bransonservices.com](mailto:kmiller@bransonservices.com)

#### **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+](#).

#### **For further information, please contact:**

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-and-

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*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.*