



Nutritional High International Inc.
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**NUTRITIONAL HIGH ANNOUNCES PRIVATE PLACEMENT OF \$10
MILLION OF CONVERTIBLE DEBENTURE UNITS CO-LED BY
CANACCORD GENUITY AND GRAVITAS SECURITIES**

Toronto, Ontario – Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE: EAT, OTCQB: SPLIF, FRANKFURT:2NU) is pleased to announce that it has entered into an agreement with Canaccord Genuity Corp. and Gravitas Securities Inc. to act as co-lead agents (collectively the "**Agents**") pursuant to which the Company will issue on a private placement basis (the "**Offering**") up to \$10,000,000 aggregate principal amount of convertible debenture units (the "**Convertible Debenture Units**") at a price of \$1,000 per Convertible Debenture Unit. Each Convertible Debenture Unit will consist of \$1,000 principal amount of 10.0% senior unsecured convertible debentures (the "**Convertible Debentures**") and 1,667 common share purchase warrants (the "**Warrants**") of the Company. Each Warrant will be exercisable to acquire one common share of the Company (a "**Warrant Share**") for a period of 36-months following the Closing Date (as hereinafter defined) of the Offering at an exercise price of \$0.70 per Warrant Share, subject to adjustment in certain events.

Each Convertible Debenture will be convertible into common shares of the Company ("**Common Shares**") at the option of the holder at any time prior to the close of business on the earlier of: (i) the last business day immediately preceding the Maturity Date (as hereinafter defined), and (ii) the date fixed for redemption, at a conversion price of \$0.60 per Common Share (the "**Conversion Price**").

Pursuant to the terms of the Offering, the Agents have been granted an option to arrange for the sale of up to \$5,000,000 of additional Convertible Debenture Units, which option is exercisable by the Agents at any time up until the closing date.

The Company intends to use the net proceeds from the Offering for acquisition financing, other capital projects and general corporate purposes.

The Convertible Debentures will bear interest from the Closing Date at 10.0% per annum, payable semi-annually in cash in arrears on the last day of June and December in each year. The Convertible Debentures shall mature on the date which is three years from the Closing Date (the "**Maturity Date**").

The Company will pay cash commissions equal to 8% of the aggregate gross proceeds of the Offering payable in cash or Convertible Debentures, or any combination of cash or Convertible Debentures at the option of the Agents. The Agents will receive Agents' Units (the "**Agents' Units**") exercisable at any time prior to the date that is thirty-six months from the Closing Date to acquire that number of Agents' Units of the Company equal to 8% of the Common Shares potentially issuable upon the conversion of the aggregate principal amount of Convertible Debentures sold under the Offering.

Beginning on the date that is four months plus one day following the closing date, the Company may: (i) force the conversion of all the principal amount of the then outstanding Convertible Debentures at the Conversion Price on not less than 30 days' notice should the daily volume weighted average trading price of the Common Shares be greater than \$1.20 for any 20 consecutive trading days.

The Offering is to be issued in the provinces of Canada, offshore and the United States pursuant to an exemption from US Registration Requirements and such other jurisdictions as may be agreed to by the Company and the Agents, by way of private placement exemptions from prospectus requirements, subject to the receipt of necessary regulatory approvals.

Upon (i) any event as a result of or following which any person, or group of persons "acting jointly or in concert" within the meaning of applicable Canadian securities laws, beneficially owns or exercises control or direction over an aggregate of more than 50% of the then outstanding Common Shares; or (ii) the sale or other transfer of all or substantially all of the consolidated assets of the Company any event as a result of or following which any person, or group of persons "acting jointly or in concert" ("**Change of Control**"), holders of the Convertible Debentures will have the right to require the Company to repurchase their Convertible Debentures, in whole or in part, on the date that is 30 days following the giving of notice of the Change of Control, at a price equal to 100% of the principal amount of the Convertible Debentures then outstanding (the "**Offer Price**"). If 90% or more of the principal amount of the Convertible Debentures outstanding on the date of the notice of the Change of Control have been tendered for redemption, the Company will have the right to redeem all of the remaining Convertible Debentures at the Offer Price.

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products and nationally recognized brands in the marijuana-infused products industry, 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+](#) or visit www.nutritionalhigh.com.

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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.