

March 13, 2018

**NUTRITIONAL HIGH HITS THE JACKPOT IN NEVADA –  
ENTERS INTO LETTER OF INTENT TO ACQUIRE LEADING  
PRODUCER/PROCESSOR**

***FOR IMMEDIATE RELEASE***

**Toronto, Ontario** – Nutritional High International Inc. (the “**Company**” or “**Nutritional High**”) (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce it has entered into a non-binding letter of intent (“**LOI**”) to acquire a 75% interest in Green Therapeutics LLC (“**Green Therapeutics**”), one of the premier innovators and established producer/processors within the cannabis space in the State of Nevada (the “**Acquisition**”). In conjunction with the Acquisition the Company will also purchase certain lands and premises owned by Meridian Companies LLC (“**Meridian**”), a Nevada limited liability company, consisting of cultivation facilities and parcels of land for cultivation expansion (the “**Property**”) utilized by Green Therapeutics. Nutritional High and Green Therapeutics have also entered into a binding lock-up agreement while purchase and sale agreements are negotiated and due diligence is completed.

Green Therapeutics has a state of the art cultivation and processing facility in the Las Vegas area. They produce and sell cannabis flower and manufactured cannabis products to a number of Nevada dispensaries. In addition to producing and selling cannabis flower, Green Therapeutics manufactures the following products: Dabs, vape pens and cartridges, oral sprays, topical creams, as well as pre-rolls.

Green Therapeutics completed their first harvest and finalized construction of their laboratory in July 2016, and commenced sales of manufactured products in August 2016. Green Therapeutics is led by a professional management team with extensive pharmaceutical experience operating GMP licensed medical and recreational facilities.

Green Therapeutics' asset base includes:

- Four Nevada Licenses: 2 cultivation and 2 production facilities in Clark County & North Las Vegas;
- 8,000 sq. ft. of licensed and operational cultivation/production facility in Clark County generating approximately \$400k/month in recreational sales;
- Licensed 5,400 sq. ft. production laboratory in North Las Vegas with UPLC/MS and GC testing capabilities;
- Approved cultivation license in North Las Vegas that’s ready to move to a new high-tech green house facility; and

- 9.8 acre parcel of land to allow for expansion of over 500,000 sq. ft. of cultivation space in North Las Vegas.

The final transaction structure will be determined after each party has had the opportunity to receive legal, accounting and tax advice regarding the most appropriate structure for the proposed transaction. The Company and Green Therapeutics are proceeding to expedite due diligence and move to finalize and close the proposed transaction as soon as possible.

### **Proposed Transaction Highlights:**

As consideration for the Acquisition the Company will:

- (a) subscribe for 25% of the units of Green Therapeutics for aggregate process of US\$6,000,000. US\$2,000,000 of the subscription price would be paid on closing with the remaining US\$4,000,000 paid in US\$2,000,000 increments on specific dates to be agreed upon. It is intended that the proceeds of this subscription will be used to add 40,000 square feet to Green Therapeutics existing grow operations;
- (b) the Company will purchase 25% of the outstanding units of Green Therapeutics from certain of the members of Green Therapeutics in exchange for common shares in the capital of the Company having a value of US\$6,000,000. The number of common shares of the Company to be issued will be the lower of US\$0.55 per common share or the 20-day volume weighted average price (in US dollars) of the Company's common shares on the Canadian Securities Exchange on the date immediately preceding the date a definitive agreement in respect of the Acquisition is executed (the "**Per Share Price**");
- (c) the Company will purchase 25% of the outstanding units of Green Therapeutics from certain members of Green Therapeutics in exchange for secured convertible promissory notes having an aggregate original principal amount of \$6,000,000. The notes would bear interest at a rate of 7% per annum, compounding annually, with all principal and accrued interest due and payable on the date which is 12 months from the date of issuance. The notes would be convertible at any time at the election of the holder(s) up to the maturity date into common shares of the Company at a conversion price equal to a 20% premium to the Per Share Price. The notes would rank *pari-passu* among each other and will be secured by the units of Green Therapeutics owned by the Company as well as the Property.

Concurrent with the closing of the Acquisition the Company proposes to purchase the Property from Meridian for the sum of US\$1,519,000. This property will become home to one of the largest processing facilities in Nevada and will showcase new technologies in the industry.

Green Therapeutics CEO, Dr. Duke Fu commented: "We are very excited about the opportunity to combine forces with Nutritional High. We believe the national platform offered by Nutritional High will allow us to leverage our expertise and integrate into their wider operations. The expansion capital being provided is sorely needed to meet burgeoning demand. Our supply is currently completely sold out through pre-orders until the end of April 2018, and we believe that adding capacity will significantly increase our revenue and profitability."

"We are excited about this business venture with Green Therapeutics, as we see this as an opportunity to establish ourselves in the rapidly growing cannabis market of Nevada, and add some key talent to our management team," said Jim Frazier, CEO of Nutritional High. "Nevada's cannabis market has seen tremendous growth in the past year and we are excited to work with the Green Therapeutics' team to introduce Nutritional High's FLI products to the Nevada market and to further expand the Nutritional High and our partner brands throughout the US."

The transaction contemplated is subject to approval by the Nevada Department of Taxation (the "**Department**") and if applicable, by the applicable municipal authorities. There can be no assurance that the Department or the applicable municipal authorities will approve the contemplated investment.

Completion of the transactions described herein will be subject to satisfactory completion of due diligence, execution of a definitive agreements and receipt of all required approvals and consents. There can be no assurance that the proposed transactions will be completed as proposed or at all.

### **About Nutritional High International Inc.**

Nutritional High is focused on developing, manufacturing and distributing premium and consistently dosed products in the cannabis-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](http://www.nutritionalhigh.com).

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*expansion of the Green Therapeutics facility and the ability to increase supply of product. Risks that may have an impact on the ability for these events to be achieved include completion of due diligence, negotiation of definitive agreements and receipt of applicable approvals. 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.*

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