



Nutritional High Arranges \$4 Million Private Placement

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TORONTO, July 12, 2018 -- Nutritional High International Inc. (the "**Company**" or "**Nutritional High**") (CSE:EAT) (OTCQB:SPLIF) (FRANKFURT: 2NU) is pleased to announce that it is conducting a non-brokered private placement offering of \$4,000,000 (the "**Offering**") of senior secured convertible debenture units (the "**Units**") by the Company.

Each Unit is comprised of one senior secured convertible debenture (each, a "**Convertible Debenture**") with the face value of \$1,000 and 1,429 non-transferable common share purchase warrants ("**Warrants**") exercisable at \$0.80 ("**Warrant Exercise Price**") for 36 months from the closing date ("**Maturity Date**"). The Convertible Debentures are convertible into common shares in the capital of the Company ("**Common Shares**") at a price of \$0.70 per Common Share ("**Conversion Price**") at any time prior to Maturity Date. The Convertible Debentures Warrants and Common Shares that are issuable on conversion will be subject to a statutory hold period of four months and one day from the Offering closing date. The Company shall have a right to prepay a part or the entire principal amount of Convertible Debentures at any time without penalty.

The Convertible Debentures will bear interest at a rate of 10% per annum from the Closing Date payable semi-annually in arrears. The interest can be payable in cash or by issuing Common Shares against the amount due at the sole option of the Company. If the Company elects to issue the Common Shares as interest payment, the price per Common Share shall equal the 20-day volume-weighted average price, and the effective interest rate shall be increased to 12% from 10%.

The Convertible Debentures shall bear senior security and be secured by a general security agreement of the Company, guarantees from certain of the Company's subsidiaries and general security interest over the assets of these subsidiaries, subject to subordination in certain situations, as set out in the certificates representing the Convertible Debentures and security documents.

If during the term that the Convertible Debentures remain outstanding, the Company undertakes an equity financing at a price per Common Shares of less than C\$0.70 per Common Share, the Conversion Price of the Convertible Debentures will be reduced to the new financing price and the Warrant Exercise Price will be reduced to a price that is 20% premium to the new financing price, subject to compliance with applicable stock exchange and securities. If the Common Shares trade at a VWAP under \$0.25 for a period of 50 consecutive trading days, the Conversion Price shall be reduced to \$0.30.

Company will pay registered finders a finders' fee equal to 8% of the gross proceeds of the Offering and issue finder's options to acquire finder units (the "**Finder Units**") equal to 8% of the number of common shares underlying the Convertible Debentures sold under the Offering, exercisable at a price of \$0.80 per Finder Unit for a term of twenty-four (24) months following the Closing Date. Each Finder Unit will be comprised of one Common Share and one finder warrant (a "**Finder Unit Warrant**"), with each Finder Unit Warrant entitling the holder to acquire one additional Common Share at 0.80 per share. The exercise price for the Finder Units will be subject to the ratchet provisions similar to ratchet for the Conversion Price, and the exercise price for the Finder Unit Warrants will be subject to the ratchet provisions similar to the ratchet for the Warrant Exercise Price.

The Company intends to use the net proceeds of the Offering for capital projects and for general corporate purposes. Closing of the Offering is expected in July 2018 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange, and execution of definitive agreements.

Jim Frazier, CEO of Nutritional High commented: "We're pleased to secure this additional financing to continue our roll-out in California, Nevada, Washington, Oregon and Canada. We thank our investors for their vote of confidence in our business strategy and look forward to providing further updates as we continue to accelerate our business and achieve new milestones."

About Nutritional High International Inc.

Nutritional High is focused on developing, manufacturing and distributing products under recognized brands in the cannabis products industry, with a specific focus on edibles and oil extracts for medical and adult recreational use. The Company works exclusively through licensed facilities in jurisdictions where such activity is permitted and regulated by state law.

The Company follows a vertically integrated model with a fully developed strategy for acquisitions in extraction, production, sales, and distribution sectors of the cannabis industry. Nutritional High has brought its flagship FLI™ edibles and extracts product line from production to market in California through its wholly owned distributor Calyx Brands Inc., and Colorado where its products are manufactured by a licensed producer. The Company also owns a 50% interest in The Clinic Effingham (an Illinois dispensary), and is entering the Nevada, Washington State, Oregon and Canadian markets in the near future.

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 contains forward-looking statements and information based on current expectations. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimated", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", "may have implications" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward looking information in this press release includes the statement that the Company may complete the Offering, the terms of the Offering and the expected use of proceeds. 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. 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.

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. Please see "Risk Factors" in the Company's interim management's discussion and analysis for the nine months ended April 30, 2018 available on www.sedar.com for a discussion of these risk factors. 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.

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