



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

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## **NUTRITIONAL HIGH ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT OF SENIOR SECURED CONVERTIBLE DEBENTURES**

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

**Toronto, Ontario** – Nutritional High International Inc. (the “**Company**” or “**Nutritional High**”) (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce the closing of its previously announced non-brokered private placement (the “**Offering**”), consisting of \$4,200,000 aggregate principal amount of senior secured convertible debenture units (the “**Convertible Debenture Units**”) at a price of \$1,000 per Convertible Debenture Unit.

Nutritional High CEO comments as follows: “We are very pleased to have closed this offering at a conversion price which is a premium to our last financing and at a significant premium to the current market price. This investor group is well known to us and has been supporters of the Company since inception. This financing will be helpful as we proceed to close on the acquisitions in our pipeline and allow us to continue with our aggressive growth strategy in California, Nevada, Colorado and up the West Coast.”

Each Convertible Debenture Unit is comprised of one senior secured convertible debenture (each, a “**Convertible Debenture**”) with the face value of \$1,000 and 1,429 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 issuance 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 are secured by the assets of the Company and its subsidiaries, subject to subordination in certain situations, as set out in the certificates representing the Convertible Debentures and security documents.

If the Company undertakes an equity financing at a price per Common Shares of less than C\$0.45 per Common Share while the Convertible Debentures are outstanding, 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 laws. If the Common Shares trade at a VWAP under \$0.25 for a period of 50 consecutive trading days while the Convertible Debentures are outstanding, the Conversion Price shall be reduced to \$0.30.

The Company has paid registered finders a finders' fee equal to 8% of the gross proceeds of the Offering and has issued 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 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.

### **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](http://www.nutritionalhigh.com).

**For further information, please contact:**

**David Posner**  
**Chairman of the Board**  
Nutritional High International Inc.  
647-985-6727  
Email: [dposner@nutritionalhigh.com](mailto:dposner@nutritionalhigh.com)

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