



NUTRITIONAL HIGH ACQUIRES CONTROLLING INTEREST IN ONE OF CALIFORNIA'S LEADING EDIBLES COMPANY AND BOLSTERS PRODUCT OFFERING

FOR IMMEDIATE RELEASE

Toronto, Ontario – November 22, 2018 – Nutritional High International Inc. (“**Nutritional High**” or the “**Company**”) (CSE: EAT, OTCQB: SPLIF, FRANKFURT: 2NU) is pleased to announce that it has entered into formal agreements to purchase 51% interest in Bright Green Lights LLC, a California company d/b/a as JMEDS (the “**Seller**” or “**JMEDS**”) for gross proceeds of USD\$714,000. The Company also secured worldwide licensing rights to the Seller’s intellectual property, and an option to acquire the Seller’s remaining 49% equity interest (the “**Minority Interest**”).

JMEDS produces high quality cannabis-infused strain specific lozenges and sugar-free mints distributed across California. The Company believes that the Company’s wholly owned distributor, Calyx Brands, Inc. (“**Calyx**”), can significantly ramp up sales of JMEDS products. Having commenced operations in 2005, JMEDS is a pioneer of “micro dosed” infused products and is one of California’s longest operating and most respected edible companies.

Asset Purchase Agreement

The Company will pay USD\$600,000 for a 51% interest in the Seller, of which, USD\$200,000 is payable in cash and USD\$400,000 through the issuance of common shares of the Company (the “**Consideration Shares**”) at the time of closing. The Consideration Shares will be priced at the 30-day volume weighted average trading price (“**VWAP**”) of the Company’s common shares for the 30 trading days immediately preceding three (3) business days before closing. The remaining USD\$114,000 of the purchase price will be paid in cash upon successful revenue generation of \$250,000 per month for three (3) consecutive months (the “**Earn Out**”).

License and Option Agreement

The Company also entered into an exclusive patent license and option agreement granting the Company global rights to JMEDS Intellectual Property (further described below) and to purchase the Minority Interest of the Seller. In this regard, the Company can acquire the Minority Interest beginning on the 30th month from closing and ending 36 months from closing, for an amount equal to four (4) times the 12-month trailing EBITDA of the Seller multiplied by 49%. Half of the purchase price will be payable in cash, and half in common shares of the Company priced at the 30-day VWAP immediately preceding the exercise of the option.

Intellectual Property

Jeffrey Kolsky, Founder and Director of JMEDS, was awarded a patent in 2014 for medical cannabis lozenges and compositions thereof (US 2016/0158298 A1) (the “**Intellectual Property**”). The Intellectual Property will be transferred to JMEDS at closing. The patent provides “a method for optimizing the therapeutic effects provided by CBD on the one hand, and the psychotropic effects provided by THC on the other hand, in a sublingual medicament.” The patent specifically protects a proprietary method to produce “a concentrated extract of cannabis in which the concentration of CBD is

known and the concentration of THC is known ... wherein the amount of CBD is as high as possible and where the amount of THC is precisely controlled, forming lozenges, and administering the medicament.”

Jim Frazier, CEO of Nutritional High, commented, “We are very pleased to be acquiring JMEDS and its innovative products and intellectual property. In making this acquisition, we are bringing yet another dynamic California brand into our product portfolio. With our manufacturing capacity at FLI NorCal, we will work to expand production to meet current and future demand. Going forward we will continue to seek to acquire high quality assets and further implement our California strategy to create additional value for our shareholders.”

The acquisition is scheduled to close on November 30, 2018. The parties had previously entered into a letter of intent, as had been announced by the Company on July 18, 2018.

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 with 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 through its wholly owned subsidiaries in California and Oregon, as well as Colorado where its FLI™ products are manufactured by a third-party licensed producer. In California, the Company distributes its products and products manufactured by other leading producers through its wholly owned distributor Calyx Brands Inc. and is entering the Nevada, Washington State 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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The 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. Some of the risks and other factors that could cause actual results to differ materially from those expressed in forward-looking information expressed in this press release include, but are not limited to: obtaining and maintaining regulatory approvals including acquiring and renewing U.S. state, local or other licenses, the uncertainty of existing protection from U.S. federal or other prosecution, regulatory or political change such as changes in applicable laws and regulations, including U.S. state-law legalization, market and general economic conditions of the cannabis sector or otherwise.