



NUTRITIONAL HIGH TO ACQUIRE CONTROLLING INTEREST IN CANNABIS INFUSED EDIBLES PRODUCER SOLDAZE

TORONTO, January 29, 2019 -- Nutritional High International Inc. (“**Nutritional High**” or the “**Company**”) (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce that it has entered into a letter of intent to purchase a controlling 51% interest in in Tres Ojos Naturals, LLC d/b/a SolDaze (“**SoldDaze**”), a limited liability company from Santa Cruz, California. SolDaze produces cannabis infused fruit snacks in California which are distributed by the Company’s distributor, Calyx Distributions. For more information on SolDaze product lines, please see their website www.soldazesnacks.com.

Transaction Details

The Company will purchase a 51% interest in SolDaze for total gross proceeds of USD\$1,530,000 (CAD\$2,028,565) (the “**Purchase Price**”) with an option to purchase the remaining 49% interest (the “**Option**”).

The Purchase Price is comprised of USD\$450,000 (CAD\$596,637) payable in cash with the balance payable through the issuance of common shares in the Company (“**Consideration Shares**”) based upon the greater of either: (i) CDN\$0.30 per Consideration Share; or (ii) Consideration Shares priced at the 20-day volume weighted average trading price (“**VWAP**”) of the Consideration Shares for the 20 trading days immediately preceding three (3) business days before closing.

The Option shall be exercisable by the Company between the 24th month after the date of closing and ending on the 36th month after the date of closing. Should the Company choose to exercise the Option, the Company shall pay the sellers the value of six (6) times the EBITDA of SolDaze, in the form of either cash, Considerations Shares or a combination thereof at the time of closing.

Shawn Shelvin, CEO of SolDaze, commented, “We are excited to have Nutritional High come aboard as this strengthens SolDaze’s overall production, distribution and know-how in our value chain. We look forward to working with the team at Nutritional High and creating synergies moving forward.”

Jim Frazier, CEO of Nutritional High, commented, “We are very pleased to be acquiring SolDaze and its innovative products. In making this acquisition, we are bringing yet another dynamic brand into our product portfolio. 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.”

Veterans Capital Fund II, LP – Equipment Sale & Leaseback

The Company is further pleased to announce it has completed the sale and leaseback financing of USD\$370,570 with Veterans Capital Fund II, LP (the “**Buyer**”) of certain equipment located at its Pueblo, Colorado facility, of which Nutritional High is the landlord (the “**Equipment**”). In connection thereto, Nutritional High issued 132,346 common share purchase warrants (each, a “**Warrant**”) to the Buyer. Each Warrant entitles the Buyer to purchase one common share in the capital of the Company (a “**Common Share**”) at a price of \$0.70 CDN per Common Shares for a period of 24 months from the date of issuance.



Termination of JMEDS Acquisition

In connection with its press release dated November 22, 2018, the Company wishes to announce that it has agreed with Bright Green Lights LLC d/b/a JMEDS (“**JMEDS**”) to mutually terminate the agreement dated November 21, 2018, whereby the Company intended to acquire certain assets from JMEDS. The Company will, instead, proceed to develop and launch cannabis infused hard candy products under its FLI brand.

About Nutritional High International Inc.

Nutritional High develops, manufactures and distributes cannabis extracts and edible products under recognized brands 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.

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 and Instagram or visit www.nutritionalhigh.com.

For further information, please contact:

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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.