



NUTRITIONAL HIGH ANNOUNCES UP TO \$3,000,000 BROKERED PRIVATE PLACEMENT FINANCING

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Toronto, Ontario – May 1, 2019 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: EAT, OTCQB: SPLIF, FRANKFURT: 2NU) is pleased to announce that it has engaged Haywood Securities Inc (the "**Lead Agent**") to act as lead agent and sole book runner, along with Foundation Markets Inc. (together with the Lead Agent, the "**Agents**") to sell, by way of private placement, on a "reasonable efforts" agency basis (the "**Offering**") up to 15,000,000 of units (the "**Units**") of the Company at a price of \$0.20 (the "**Issue Price**") for aggregate gross proceeds of up to \$3,000,000 (the "**Offering**"). Each Unit will consist of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Common Share (a "**Warrant Share**") at a price of \$0.30 for a period of 36 months from the date of closing of the Offering. The term of the Warrants is subject to an acceleration right, exercisable at any time at the option of the Company, in the event that the Common Shares trade at or above CAD \$0.60 per Common Share for 20 consecutive trading days at any time after the date which is four months and one day from the Closing Date. The Company will provide Warrant holders with 30 days prior written notice of the accelerated Warrant expiry date.

The Company has agreed to grant the Agents an option (the "**Agents' Option**") to offer for sale up to an additional 15,000,000 Units (the "**Additional Units**") at the Issue Price, by Haywood, on behalf of the Agents, providing notice to the Company at any time up to 48 hours prior to the Closing Date.

In connection with the Offering, the Agents will be paid a cash commission equal to 8% of the gross proceeds of the Offering (the "**Cash Fee**"). Upon closing, the Agents will also receive compensation options (each, a "**Compensation Option**") in a number equal to 8% of the number of Units (the "**Compensation Units**") sold under the Offering. Each Compensation Unit shall be comprised of one Common Share (a "**Compensation Unit Share**", and one common share purchase warrant (each whole, a "**Compensation Unit Warrant**"). Each Compensation Unit Warrant shall entitle the holder thereof to acquire one Common share (a "**Compensation Warrant Share**") at a price equal to the Issue Price for a period of 36 months from the date of closing of the Offering.

The Offering is subject to receipt of all necessary regulatory approvals, including the approval of the Canadian Securities Exchange. All securities issued pursuant to the Offering will be subject to a four month and one day hold period, from the date of closing, in accordance with applicable Canadian securities laws.

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.

For further information, please contact:

David Posner
Co-Chairman of the Board
Nutritional High International Inc.
647-985-6727
Email: dposner@nutritionalhigh.com

Ethan Karayannopoulos
Director, Investor Relations
Nutritional High International Inc.
416-777-6175
Email: ethan@nutritionalhigh.com

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This news release may contain forward-looking statements and information based on current expectations. 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. The statements relate to potential market expansion and the use of the proceeds of the Offering. 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.

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.