

Nutritional High Signs a Sale Agreement for Calyx Brands

Toronto, Ontario--(Newsfile Corp. - August 10, 2020) - Nutritional High International Inc. (CSE: EAT) (OTC Pink: SPLIF) ("Nutritional High" or the "Company") is pleased to announce that it has signed a purchase agreement for the sale of Calyx Brands and NH Distribution California Inc. and Calyx Brands Inc. ("Calyx") to DB12 LLC ("DB12").

Calyx is a distributor of cannabis and cannabis derived products, which holds a Type 11 distribution license from the Bureau of Cannabis Control of the State of California, which permits distribution of medical and adult use cannabis, and cannabis products from manufacturers to dispensaries.

The sale of Calyx was a directive established by the Company as part of the strategic review process. Through completing a sale to a strategic partner, Calyx will have access to funding and a significant source of flower product to supplement its product offering and profitably grow the business.

The transaction involves a sale of 100% equity interest in Calyx in exchange for the assumption of approximately \$7 million in liabilities and a minority ownership position in DB12. The Company will also have the ability to earn additional equity interest conditional on growth in branded revenues.

"Through retaining minority ownership in DB12, Nutritional High will continue to have access to the California market for distribution of our own brands, potentially significant upside associated with ownership of the larger and more integrated DB12 operation, while continuing to improve our balance sheet," said John Durfy, CEO of Nutritional High. "We are very pleased to partner with DB12 and look forward to a successful partnership."

Closing of the transaction is subject to a number of conditions which are expected to be met within 30 days however there can be no assurance that the transaction will close in this period or at all. If completed, the sale will result in the Company no longer consolidating the Calyx business into its financial statements.

About Nutritional High International Inc.

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

The Company has a strategy for acquisitions in extraction, production and sales sectors of the cannabis industry. Nutritional High has brought its flagship FLI™ edibles and vape product lines from production to market in various markets including Colorado where its FLI™ products are manufactured by Pale Verde, LLC.

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.

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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. 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.

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