

# Nutritional High Closes Acquisition of Palo Verde

Toronto, Ontario--(Newsfile Corp. - March 18, 2021) - Nutritional High International Inc. (**CSE: EAT**) ("**Nutritional High**" or the "**Company**") is pleased to announce the closing of the acquisition of Palo Verde LLC ("**Palo Verde**") previously announced on May 19, 2020.

Palo Verde is a Colorado based processor and manufacturer of cannabis vape and edible products including vape cartridges, all-in-one vapes, syringes, chocolate edibles and infused pre rolls, for the recreational and medical markets. These products are sold by Palo Verde under the Company's award winning FLI™ brand.

Final approval from both the County of Pueblo and the Colorado Marijuana Enforcement Division were received last week for the transfer of ownership of the Colorado State licenses for Infused Cannabis Processor and Retail Marijuana Products Manufacturing to a subsidiary of the Company. Further, these approvals are in satisfaction of a condition of closing of the acquisition which took effect on March 12, 2021.

"Palo Verde has been a great partner since 2014 and was instrumental in our FLI brand winning the Leaflink, best-selling vape of the year award in 2019. Palo Verde has not had access to working capital which has limited the availability of product and revenues. With the closing of the acquisition, we plan to provide the necessary working capital to reinvigorate the FLI brand in the Colorado market and drive significant increase in revenues," said John Durfy, the CEO of Nutritional High. "As we move forward with our branded manufacturing strategy, we are also excited about our California acquisition of OutCo Labs which is expected to close shortly."

## Terms of the Transaction

In accordance with the agreement of purchase and sale signed on May 19, 2020 between Nutritional High and the owner of Palo Verde, Nutritional High will acquire 100% of Palo Verde. Consideration for the acquisition includes a nominal cash payment and the assumption of liabilities. These liabilities include outstanding rent due to Nutritional High arising from a lease agreement for the building and equipment. In addition, Palo Verde has third party debt which will be exchanged for securities of the Company on terms to be finalized shortly.

There was no finder's fee or commissions paid associated with the acquisition of Palo Verde.

## 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. Nutritional High has brought its flagship FLI™ edibles and vape product lines from production to market in various markets including Colorado where its award winning FLI™ products are manufactured.

The Company signed a purchase agreement for California-based OutCo Labs and is expected to close this acquisition in the near term.

The Company also owns Psychedelic Science which is working with Rangsit University in Thailand to consider the medical benefits of various psychedelic cacti.

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

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*This news release may contain forward-looking statements and information based on current expectations. These statements include statements regarding: the acquisition of PSC enabling the Company to broaden its focus; the completion of the acquisition of Palo Verde LLC; the completion of the acquisition of OutCo; and the potential for additional synergistic acquisitions. 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. This forward-looking information reflects the Company's current beliefs and is based on information currently available to the Company and on assumptions the Company believes are reasonable. These assumptions include, but are not limited to: the ability of the Company to successfully satisfy the conditions to closing the acquisitions of OutCo, the ability of the Company to successfully execute its business plans; legal changes relating to the cannabis industry proceeding as anticipated; and the Company's continued response and ability to navigate the COVID-19 pandemic being consistent with, or better than, its ability and response to date.*

*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. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the actual results of the Company's future operations; competition; changes in legislation affecting the Company; 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; the timing and availability of external financing on acceptable terms; lack of qualified, skilled labour or loss of key individuals; risks related to the COVID-19 pandemic including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic*

*conditions including a possible national or global recession; and a deterioration of financial markets that could limit the Company's ability to obtain external financing.*

*A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents on the SEDAR website at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.*

*Forward-looking information contained in this press release is expressly qualified by this cautionary statement. The forward-looking information contained in this press release represents the expectations of the Company as of the date of this press release and, accordingly, are subject to change after such date. However, the Company expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.*



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