

Nutritional High Announces Details of Annual and Special Meeting, Debt Settlement and Change of Auditor

Toronto, Ontario--(Newsfile Corp. - July 19, 2021) - Nutritional High International Inc. (CSE: EAT) ("Nutritional High" or the "Company") is pleased to announce that it will hold its annual and special meeting on September 29, 2021 at 10:00 a.m. (Toronto time). At the meeting, shareholders will be asked to consider resolutions approving (i) the creation of multiple voting shares as contemplated in the Company's press release dated June 21, 2021 relating to the proposed acquisition of OutCo Labs Inc., (ii) a name change of the Corporation, (iii) the appointment of auditors, (iv) the election of directors and (v) the adoption of a revised restricted share unit plan. Meeting materials for the meeting will be mailed to shareholders and filed on www.sedar.com prior to the meeting.

Conditional on the approval of the revised restricted shares unit plan, the compensation committee and board of directors have approved the grant of 43 million restricted share units to officers and directors of the Company. Such restricted share units have fully vested and will expire 3 years from the date of issue. Further details of the grants will be set forth in the information circular to be sent to shareholders of the Company in connection with the above referenced meeting.

Debt Settlement

The Company also announced today that it has entered into an agreement with ASC Lease Income LLC ("ASC") to settle outstanding obligations under a Master Lease Agreement dated August 1, 2018 (the "Master Lease"). The Company owes ASC a total of US\$103,036 under the Master Lease, which will be settled through the payment of US\$25,000 on or before July 31, 2021 and US\$25,000 on or before August 31, 2021 and the issuance of a US\$40,000 convertible debenture on September 1, 2021. The debenture will bear interest at a rate of 12% per annum payable in shares upon conversion. Such debenture will be convertible into common shares of the Company at any time at the option of the holder at a conversion price equal to the greater of (i) 135% of the average closing price of the Company's common shares on the Canadian Stock Exchange (the "CSE") (or such other exchange on which the Company's common shares may then trade) for the 10 trading days preceding September 1, 2021 and (ii) the minimum price permitted by the CSE.

If the US\$25,000 payments to ASC are not made in accordance with the deadlines, the amount due to ASC will revert to the amount owed currently, being US\$103,035.89 (less any payment made) and will carry an interest rate of 14% per annum with amortized amounts paid monthly until the Master Lease is satisfied. In addition, a penalty of US\$10,000 will be payable in cash on or before September 1, 2021 if the July and August US\$25,000 payments are not paid by the applicable deadline.

Change of Auditor

The Company also announces that it has changed its auditors from Davidson & Company LLP (the "Former Auditor") to Harbourside CPA LLP (the "Successor Auditor"). The Former Auditor resigned as the auditor of the Company effective July 14, 2021 and the board of directors of the Company at the request of the Company and the Company appointed the Successor Auditor on July 14, 2021, until the next annual shareholder meeting of the Company.

The Company confirms that there were no reservations or modified opinions in any auditor's reports nor any reportable events as defined in National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102") in connection with the audits by the Former Auditor of the Company's most recently completed financial year or any subsequent period. The Company's board of directors and audit committee each approved the resignation of the Former Auditor and the appointment of the Successor Auditor in place of the Former Auditor; there were no reportable events (as defined in National Instrument 51-102) in

connection with the Former Auditor's audits of the Company which occurred prior to their resignation as auditors of the Company; and the Notice of Change of Auditor was approved by the Company's board of directors. In accordance with National Instrument 51-102, the Notice of Change of Auditor, together with the required letters from the Former Auditor and the Successor Auditor, have been reviewed by the audit committee and the board of directors and have been filed on SEDAR.

John Durfy, CEO of Nutritional High commented "With the completion of our reorganization and upcoming acquisition of OutCo our Company has successfully repositioned itself for further growth. As part of this repositioning, we will announce a proposed new name and branding strategy which will be adopted across our operations in California, Colorado and Oregon."

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 FLİ™ edibles and vape product lines from production to market in various markets including Colorado where its award winning FLİ™ products are manufactured by Palo Verde, LLC, which was recently purchased by the Company.

With the closing of the OutCo acquisition, Nutritional High will become a leader in the cannabis space with vertically-integrated cultivation, extraction, manufacturing and retail of in-house brands across three states.

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.

For further information, please contact:

Robert Wilson
Chief Financial Officer
Nutritional High International Inc.
416-666-4005
Email: rwilson@nutritionalhigh.com

Caution Regarding Forward-Looking Information:

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR OTC MARKETS GROUP INC., NOR THEIR REGULATIONS SERVICES PROVIDERS HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This news release may contain forward-looking statements and information based on current expectations. These statements include statements regarding: the future payments and satisfaction of obligations under the debt settlement with AS and the timing and business to be considered at the upcoming annual meeting. 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 acquisition 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. 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.



**Nutritional
High**

To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/90609>