

# High Fusion Inc. Announces the Filing of a Business Acquisition Report and Audited Financials for Its Recent California Acquisition

Toronto, Ontario--(Newsfile Corp. - January 4, 2022) - High Fusion Inc. (CSE: FUZN) ("High Fusion" or the "Company") is pleased to announce the filing of a business acquisition report including financial results for the California business acquired from OutCo Labs Inc. ("OutCo") in August 2021.

"We are pleased to report that our California business acquired in August 2021 performed well during the past 2 years with revenues in excess of \$10MM and breakeven EBITDA," stated John Durfy, CEO of High Fusion Inc.

Mr. Durfy further commented stating, "With the recent changes to the ordinance in San Diego, our two dispensaries have been granted recreational licences coupled with approval to more than double our indoor cultivation, we expect significant revenue growth in the business in the short term."

With the closing of the acquisition of the business of OutCo in August of 2021, the Company will continue to consolidate financial results from this business starting in the first quarter ending October 31, 2021.

## Fiscal 2020 and Interim 2021 Financial Highlights

Pursuant to an audit conducted on the business of OutCo included in the Company's business acquisition report filed December 1, 2021, the business of OutCo generated 2020 annual revenues of approximately \$10.5MM (\$11.06MM in 2019) and gross profit of \$3.1MM (\$2.9MM in 2019).

C\$	12 months ended		6 months ended	
	12/31/2019	12/31/2020	6/30/2020	6/30/2021
Revenues	\$ 11,836,992	\$ 10,472,900	\$ 4,883,418	\$ 4,482,856
Gross Profit	\$ 2,898,427	\$ 3,121,169	\$ 1,681,150	\$ 1,222,047
Pre Tax Profit (loss)	\$ (5,457,240)	\$ (2,773,858)	\$ (1,353,141)	\$ (1,424,778)
Interest	\$ 875,095	\$ 830,105	\$ 393,036	\$ 293,553
Dep., amort. + share-based charges	\$ 3,181,924	\$ 1,862,082	\$ 975,135	\$ 693,009
EBITDA *	\$ (1,488,221)	\$ (81,671)	\$ 15,829	\$ (438,217)

\*EBITDA is calculated as earnings before interest, tax, depreciation, amortization and non-cash share-based charges. Local compensation and settlement charges.

To view an enhanced version of this graphic, please visit:

[https://orders.newsfilecorp.com/files/7105/109008\\_903d598a2496ebb8\\_002full.jpg](https://orders.newsfilecorp.com/files/7105/109008_903d598a2496ebb8_002full.jpg)

During the fiscal year ending December 31, 2020, gross margin improved up to 30% from 26% in the previous year.

Earnings before interest, tax, depreciation, amortization, and non-cash share-based changes (EBITDA) were breakeven during 2020 as the business of OutCo launched new products and improved efficiencies.

During the first six months of 2021, the business experienced 27% gross margin and negative \$438,217 in EBITDA due to lower gains on biological assets.

## Transformative Changes to Regulations in San Diego

The approval from the San Diego County Board of Supervisors and receipt of recreational licenses was

announced in the press releases dated September 1, 2021, and October 22, 2021.

Receipt of the recreational licenses comes in accordance with the San Diego County Board of Supervisors approval of a series of changes specific to the five current cannabis operations running in the unincorporated area of San Diego County.

Accordingly, the San Diego County Board of Supervisors voted to:

- Allow all five operators to sell recreationally
- Allow the sale and manufacture of edible products
- Allow for expansion and build-out on existing properties
- Allow transferability of licenses
- Develop a social equity program for the county
- Create a new ordinance over the next 18-24 months, with input from the five operators

Source: San Diego County Board of Supervisors:

<https://bosagenda.sandiegocounty.gov/cob/cosd/cob/doc?id=0901127e80da8d00>

### **About High Fusion Inc.**

High Fusion Inc. (formerly Nutritional High International Inc.) is focused on developing and manufacturing branded products in the cannabis industry with a specific focus on flower, pro-rolls, vapes, edibles and oil extracts for medical and adult recreational use. The Company operates and controls licenses in California, Colorado, and Oregon.

High Fusion has manufacturing, retail and grow operations in California through its acquisition of the business of OutCo and owns and operates oil extraction and edible manufacturing facilities in Colorado and Oregon. The Company's brand portfolio includes its award winning FLI™ edibles and vape product, along with a number of new brands including Red Octopus and Dubbi Brothers in addition to the OutCo and Thrive brands recently acquired.

Neural Therapeutics Inc. is a wholly owned subsidiary of High Fusion focused on ethnobotanical drug-discovery and development company. Neural Therapeutics is focused on developing products and conducting research on the psychoactive cacti plants with the primary objective to find where the historical use in traditional medicine has proven to be effective and capitalize on the opportunities that can be applied in modern medical and natural health product markets.

For updates on the Company's activities and highlights of the Company's press releases and other media coverage, please visit [www.high-fusion.com](http://www.high-fusion.com).

### **For further information, please contact:**

#### **High Fusion Inc.**

Robert Wilson, Chief Financial Officer

416-666-4005

Email: [rwilson@nutritionalhigh.com](mailto: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 acquisitions of, or partnerships with existing well-run businesses in California, its expectation to increase its investment in Colorado and expand its Palo Verde operations in the Colorado market. plans to leverage the Company's*

*investment in Oregon through the relaunch of its manufacturing operations in the state and seek strategic partnerships and/or acquisitions to grow this business, the timing and ability to complete the Neural Therapeutics spin-out. 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 execute its business plans; legal changes relating to the cannabis and psychedelic industries 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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