



NUTRITIONAL HIGH CUTS GREEN THERAPEUTICS PURCHASE PRICE IN HALF; GREEN THERAPEUTICS TO DIVEST NON-CORE ASSETS

Toronto, Ontario – May 21, 2019 – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") (CSE: **EAT**, OTCQB: **SPLIF**, FRANKFURT: **2NU**) is pleased to announce it has entered into an agreement (the "**Amending Agreement**") amending certain terms in its membership interest purchase agreement ("**MIPA**") between the Company and Nevada-based Green Therapeutics, LLC ("**GT**") (as previously announced October 1, 2018).

The MIPA has been amended to exclude certain assets and accompanying intellectual property which were not core to Nutritional High's manufacturing and distribution focused business model, reducing by 50% the purchase price for its interest in GT. At closing, GT will hold its currently operating grow and manufacturing licenses, as well as a dispensary and distribution license authorizations recently awarded. Closing is pending approval by Nevada State and municipal authorities, which approvals are expected in due course.

"We are very pleased to have negotiated this spin-out of non-core assets, which primarily relate to flower cultivation," commented CEO Jim Frazier. "By facilitating a sale of these assets, we continue our focus on manufacturing and distribution, and limit exposure to growing of cannabis flower, a sector which we believe will continue to be commoditized. This development will allow us to focus our efforts on accelerating our planned rollout of Nutritional High's edible and extract products in Nevada in the coming months, and launch of distribution operations in Nevada."

Pursuant to the Amending Agreement, the purchase price to acquire a 75% membership interest in GT has been reduced from USD \$18 million to USD \$9 million, allowing GT to divest one of its two grow licenses and one of its two manufacturing licenses to Australis Capital Inc., along with certain non-core brands marketed by GT in Nevada. Also excluded is the planned purchase of a parcel of land in North Las Vegas which had been intended for cannabis cultivation. The USD \$9 million purchase price will be paid as follows:

- USD \$3 million invested in the GT business for expansion, advanced over 18 months;
- Issuance of a number of common shares of Nutritional High to the founding members of GT equal to USD \$4 million. The common shares will be issued at a price equal to the lesser of (a) USD \$0.27 per common share; or (b) the 20-day volume weighted average price ("**VWAP**") of Nutritional High shares on the Canadian Securities Exchange, converted into USD on the day that is three business days prior to the closing date;
- Issuance of secured convertible promissory notes (the "**Notes**") to the founding members of GT for an aggregate principal amount of USD \$2mm. The first USD \$1mm of the Notes shall have a maturity date of one year from the date of issuance, and the remaining USD \$1mm shall mature two years from the date of issuance. The Notes will be convertible into common shares of Nutritional High at a price that is the lesser of: (a) USD\$0.27 per Nutritional High share, or (b) the 20-day VWAP price of NHI on the Canadian Securities Exchange, converted into USD on the day that is three (3) business days prior to the closing date.

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](#) and [Instagram](#) or visit www.nutritionalhigh.com.

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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.

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