



Nutritional High International Inc.
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January 22, 2015

**NUTRITIONAL HIGH INTERNATIONAL INC. ANNOUNCES AMENDMENT OF
TERMS OF SENIOR AND SUBORDINATE CONVERTIBLE DEBENTURES**

FOR IMMEDIATE RELEASE

**THIS NEWS RELEASE IS NOT FOR
DISSEMINATION IN THE UNITED
STATES OR TO U.S. PERSONS.**

TORONTO, ONTARIO – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") is pleased to announce that it has amended the terms of the senior secured convertible debenture (the "**Senior Convertible Debenture**") and subordinate secured convertible debenture (the "**Subordinate Convertible Debenture**"), the issuance of which was announced in a press release dated November 19, 2014.

The Senior Convertible Debenture matures on November 17, 2016 (the "**Maturity Date**") and carries an interest rate of 12% per annum. The Senior Convertible Debenture is secured by a first ranking general security interest over all assets of the Company. The Senior Convertible Debenture is convertible into common shares of the Company (the "**Common Shares**") at the option of the holder at any time prior to the Maturity Date at a price equal to a 20% premium to the offering price (the "**Conversion Price**") of the units of Nutritional High (the "**Units**") offered under the initial public offering of the Company (the "**Offering**"). If the Company fails to complete the Offering on or before January 31, 2015 (the "**Offering Deadline**"), the Conversion Price shall be reduced to \$0.05 per Common Share. If the Company completes the Offering on or before January 31, 2015, but less than \$1,000,000 is raised, the Conversion Price shall be equal to the price at which the Company completes the Offering (the "**Conversion Price Adjustment**") and the Company shall also issue to the holder 450,000 Common Shares immediately prior to closing the Offering.

The Subordinate Convertible Debenture matures on the Maturity Date and carries an interest rate of 12% per annum. The Subordinate Convertible Debenture is secured by a general security interest over all assets of the Company, subordinate to the Senior Convertible Debenture. The Subordinate Convertible Debenture carries the same Conversion Price and Conversion Price Adjustment provisions as the Senior Convertible Debenture

The terms of the Senior Convertible Debenture were amended to extend the Offering Deadline from January 31, 2015 to March 16, 2015 ("**Extension**"). In consideration for the Extension, the Company has agreed to issue to the holder of the Senior Convertible Debenture a fee in the amount of \$30,000 (the "**Consideration**") payable as follows: (i) if the Company completes the Offering on or before March 16, 2015, the Consideration will be converted into the Units at the offering price; or (ii) if the Offering does not close by March 16, 2015, the Consideration will be

added to the principal of the Senior Convertible Debenture and will not be converted into the Units.

No Consideration is issuable to holders of Subordinate Convertible Debenture in return for the Extension.

About Nutritional High International Inc.

Nutritional High's objective is to take advantage of the changing regulatory environment governing the marijuana industry in the United States and Canada. The Company's vision is to establish a leading foothold in several distinct parts of the value chain of the North American recreational and medicinal marijuana industry and replicate its model in other jurisdictions, where permitted. The Company's business is focused on two main segments:

- Edibles and Oil Extracts Segment. In its Edibles and Oil Extracts Segment the Company is focused on developing, acquiring and designing products and brands in the marijuana-infused edible products and oil extracts sector for licensing to companies that hold a valid license to produce marijuana-infused edible products. As marijuana-infused edible products for medicinal and/or recreational use are currently not legal in Canada, in its Edibles and Oil Extracts Segment the Company is solely focused on the U.S. States where permitted by State law.
- Medical and Educational Advisory Business. In its Medical and Educational Advisory business the Company is focused on serving the end-users of medicinal marijuana primarily in Canada. The segment will focus on providing support and educational services at its clinics, in conjunction with the patients' family doctors. As well, the Company has entered into two option agreements to purchase interests in companies that are in the process of applying for licenses to produce medicinal marijuana under *Marihuana for Medical Purposes Regulations* ("MMPR").

The Company does not directly grow, harvest or distribute or sell cannabis or any substances that violate United States Law, Controlled Substances Act (USA) or Controlled Drugs and Substances Act (Canada) nor does it intend to do so in the future, unless the Company receives all required approvals and licenses from the government authorities of each respective jurisdiction.

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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. 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.

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.

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