



Nutritional High International Inc.
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THE UNITED STATES.**

NUTRITIONAL HIGH ANNOUNCES FILING OF FINAL PROSPECTUS

FOR IMMEDIATE RELEASE

TORONTO, ONTARIO – Nutritional High International Inc. ("**Nutritional High**" or the "**Company**") is pleased to announce that it has filed a (final) prospectus with the securities regulators of the Provinces of Alberta, British Columbia and Ontario for a marketed public offering (the "**Offering**") of units of the Company (the "**Units**"). Jacob Securities Inc. is acting as lead agent (the "**Agent**") in connection with the Offering on a "best efforts" basis.

The Offering is priced at \$0.05 per Unit (the "**Offering Price**") for minimum gross proceeds of \$1,200,000 and maximum gross proceeds of \$2,500,000, representing 24,000,000 and 50,000,000 Units, respectively. Each Unit consists of one common share of the Company (each, a "**Common Share**") and one-half of one share purchase warrant (each, a "**Warrant**"), with each whole Warrant entitling the holder to acquire one additional Common Share of the Company at a price of \$0.07 for a period of 24 months from the closing of the Offering.

The Agent will be paid a commission equal to 8% of the gross proceeds raised pursuant to the Offering in the case of subscribers sourced by the Agent, and a cash commission equal to 4% of the gross proceeds raised pursuant to the Offering in the case of subscribers sourced by the Company. In addition, the Agent will receive compensation options exercisable at the Offering Price entitling the Agent to purchase that number of Units that is equal to 8% of that number of Units issued pursuant to the Offering in the case of subscribers sourced by the Agent, and 4% of that number of Units issued pursuant to the Offering in the case of subscribers sourced by the Company.

The Company has granted to the Agent an option (the "**Over-Allotment Option**") to purchase up to an additional 7,500,000 Units (the "**Additional Units**") at the Offering Price exercisable at the Agent's sole option and without obligation, in whole or in part, at any time up to 30 days after the closing of the Offering, to cover over-allotments, if any, and for market stabilization

purposes. The Over-Allotment Option may be exercised by the Agent in respect of (i) Additional Units at the Offering Price; (ii) additional Unit Warrants (the "**Additional Warrants**") at a price of \$0.005 per Additional Warrant, or (iii) any combination of Additional Units and/or Additional Warrants, provided that the aggregate number of Additional Units and Additional Warrants does not exceed 15% of the number of Units issued under the Offering (excluding the Over-Allotment Option).

There is currently no market through which any of the securities of the Company may be sold and purchasers and holders thereof may not be able to resell any of the securities purchased under the Offering. The Canadian Stock Exchange (the "**Exchange**") has conditionally approved the listing of the Common Shares. Listing is subject to the Company fulfilling all of the requirements of the Exchange.

The Offering is expected to close on or about February 23, 2015. The net proceeds of the Offering will be used to fund the Company's marijuana-infused product and clinical advisory operations, working capital and general corporate purposes.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

The securities offered 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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About Nutritional High International Inc.

Nutritional High is focused on developing, acquiring and designing products and brands in the marijuana-infused edible products and oil extracts sector for medical and adult use. The Company works exclusively with entities which hold a valid license to produce marijuana-infused edible products in U.S. states where such activity is permitted and regulated by state law. In this regard, the Company has acquired three buildings in Pueblo, Colorado, and is working with a company licensed by the Marijuana Enforcement Division of the State of Colorado to produce high quality marijuana-infused edible products and oil extracts in a professional, fully scaled and automated environment.

The Company is also developing a medical advisory and retail segment focused on serving the end-users of medicinal marijuana. To this end, the Company has applied for a dispensary license in State of Illinois and is establishing a clinic in Toronto, Ontario, to provide support and educational services, 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 the Canadian 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 required approvals or licenses from respective federal or state government authorities.

About Jacob Securities Inc.

Jacob Securities Inc. is an independent full-service investment bank providing underwriting and financial advisory services to companies in the technology, medical marijuana, renewable power, infrastructure, energy and mining sectors. The firm, which is headquartered in Toronto, primarily services small and mid-cap issuers in North America and around the world.

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This news release may contain forward-looking statements and information based on current expectations. 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. Such statements include the ability to complete the Offering by raising sufficient capital to meet the minimum Offering threshold and to obtain all necessary approvals to complete the Offering. There is no certainty that either of these events will occur. 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.