

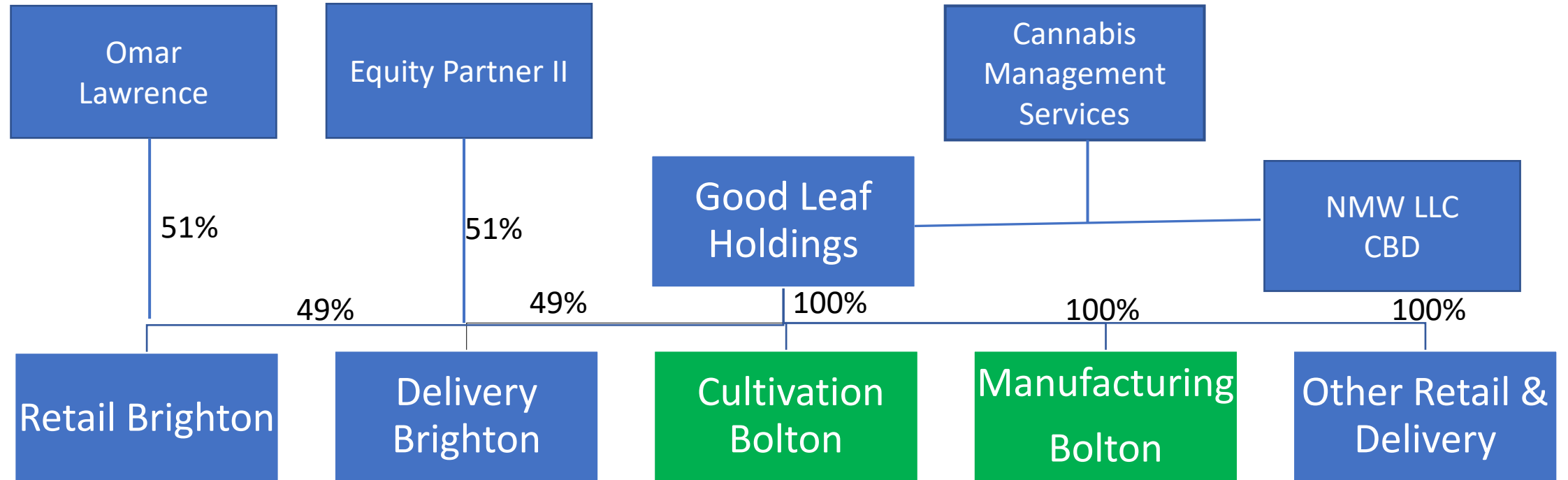
# Good Leaf Holdings

August 19, 2021

# Overview

- Good Leaf, LLC (“Good Leaf”, “Holdings” or the “Company”) will be operated as a vertically integrated provider of fine cannabis products to discerning consumers
- The Company’s policy is to partner with its host communities to provide them strong tax revenue, address the concerns of their residents on an open and timely basis and provide both employment and financial opportunity to residents through its equity partner program and hiring practices where practical
- The Company will control its own quality and supply from seed to sale with operations spanning cultivation, production, dispensary and delivery
- Good Leaf has a right of first refusal to purchase a property at 58 main street in Bolton MA, where it will seek a host community agreement to operate cultivation and production operations. We will NOT seek to open a dispensary at the 58 main street location.
- The Company has a right of first refusal to enter into a lease with a friendly landlord on a highly sought-after dispensary location in at 309 market street in Brighton Massachusetts with ample parking, a discreet separate entrance, high foot traffic neighbors (CVS etc.) and a densely populated market area from which to generate sales.
- Additionally, Management is working with other parties to secure alternative locations from organizations with provisional licenses who underestimated the capital requirements necessary to open and need to sell their licenses
- Operations will be managed by a senior team of highly experienced professionals with proven track records spanning all the necessary skill sets, including cannabis management, finance, general business management and real estate
- The Company has a base of potential investors interested in funding the Company at levels exceeding its projected needs for its current locations, allowing it to build state of the art facilities and seek growth beyond currently planned locations with underfunded entrepreneurs that have licenses and host community agreements in other locations but have misjudged their capital needs

# Good Leaf Organization Chart



# Team

- Ben James: President, CFO, Strategy: Ben is a co-founders of three highly successful investment companies, has significant strategy consulting expertise and has sat on numerous for profit and not for profit boards.
- Vincent Posca: Co-Director, Cannabis Operations, Director, Product Development, Production and R&D. Vincent Posca was the director of research, product development and production at the Slater compassion center in Providence RI, one of the largest medical marijuana centers in the country. While there, he was also responsible for developing the centers hospital product line for the Hasbro Children's Hospital. The Slater center still relies on both his dispensary and hospital product lines
- Kenneth Lafauci: Co-Director, Cannabis Operations, Director, Cultivation, Kenny was the director of cultivation at the Slater center for 3 years and is CEO of his own Cannabis enterprise automating separation of flower from the rest of the cannabis plant for many large cannabis establishments
- Mark Browne: Director, Real Estate, is the owner of a highly respected real estate management and brokerage company, Exeter Properties
- Dennis Cardiff: Chief Administrative Officer & Controller, Is a highly successful entrepreneur. He founded , grew and sold his own education technology business to one the the education technology market's largest companies and is a board member of Mutual One bank in Framingham MA
- Full Biographies are available for each member of management

# Advisor/Consultant team

- Water systems, analysis and evaluation: Joel Frisch, Principal, NorthEast Geoscience Inc. Joel has extensive experience working with both the Bolton board of health and the Massachusetts DEP
- Septic systems, analysis, design and evaluation: Jacob Lemieux, Hancock Associates. Hancock Associates is intimately familiar with the 58 Main Street Bolton site having visited and inspected the property's septic system. Hancock has developed an expertise with cannabis septic systems through completing a number of cannabis specific projects. They will design and build the septic infrastructure to meet all title 5 requirements and address town concerns
- Construction: Vantage Builders, Inc., John Connor; Principal & Margaret Cachel, Director of Cannabis. Vantage is 20 year comprehensive construction project management firm offering design, build and construction management services in markets spanning healthcare, industrial, retail, education and corporate construction. They have extensive experience and dedicated expertise in Massachusetts and North America for cannabis cultivation, and manufacturing
- Design/Architecture/Engineering/Security: A team to be jointly assembled by GoodLeaf Holdings and Vantage Builders from vendors having successfully partnered with Vantage Builders on past cannabis projects; List of vendors is available on request

# Funding/Investors

Investor	Description	Interest in \$
Investor A	High net worth individual, co-owner of large industrial business & close friend of management	10 MM
Investor B	High net worth individual, co-owner of large industrial business & close friend of management	10 MM
Investor C	Large business owner, prior investor in another company managed by team and close friend of management	2 MM
Investor D	Managing Partner family , large commercial real estate owner, Brighton Landlord and friend of management	3 MM
Total	N/A	25 MM

# Bolton Site Overview:

- 58 Main street, Bolton MA (the “Site”) will be purchased by Good Leaf Holdings for \$1.6 mm, subject to partnering with the town of Bolton on a mutually acceptable Host Community Agreement
- The Site is ideally suited to build a state-of-the-art cultivation and manufacturing center. With 4.56 acres and 2 existing vacant structures of approximately 36,000 and 8,000 sq ft. respectively.
- The large building is, clean, relatively free of permanent walls and build-out ready for a cultivation center with 20,000+ sq ft flower canopy, a 2,500 sq ft extraction lab and a 1,500 sq ft kitchen for manufacturing
- The property is discreet, with easily controlled access for effective security, well back from the road and no nearby schools in a rural setting with good access to major routes East to Boston/Brighton and North, West or South to other parts of the state
- With no retail operations in Bolton, Company associated traffic will be minimal; only occasional transportation to retail and operations elsewhere
- State-of-the-art HVAC with negative pressure technology, carbon filters and various other features as well as insulation infrastructure will protect the community and residents from noise and odors,
- Staff needs will be in excess of 30 and up to 58 people with a preference for hiring from Bolton
- Based on company financial forecasts Tax revenues/HCA fees would generate in excess of \$2.5 million during the first 5 years after opening for the town of Bolton. (see Financial exhibits)
- The site currently has a public well previously approved by the DEP for 960 gallons per day. This well will only be used for domestic purposes (not irrigation): kitchen bathrooms, showers etc) for up to 53 employees. Because the well was serving the previous owners who employed 75 or more people through most of their operating history, the existing well should be more than sufficient for our ongoing domestic purposes
- Subject to the DEP and the town of Bolton’s approval, we plan to build an additional private well to accommodate the center’s irrigation needs of approximately 6,000 gross gallons daily

# Bolton: Cultivation Overview

- Cultivation operations will be located at 58 main street, Bolton MA, subject to a Bolton HCA and license from the CCC. Cultivation operations will be designed to produce the highest quality flower.
- A genetics operation will be used to develop proprietary flower strains
- Current plans contemplate using soil for the growing medium to produce organic products. Hydroponic cultivation meeting Bolton's concerns may be considered as an alternative.
- Fully indoor cultivation will permit a tightly controlled growing environment to ensure production of the finest quality flower
- In order to maximize reliability and consistency, the 20,000-30,000 sq ft canopy will be divided into 8 separate growing rooms, thereby effectively limiting the risk of single room canopy growing problems impacting an entire crop.
- We will implement water recycling and conservation systems to recapture and re-use approximately 75% of the gross water required for cultivation (irrigation) purposes on a daily basis.
- Each room will have its own dedicated HVAC and dehumidifier system.
- Each room's HVAC system will condense and recapture much of the daily irrigation needs and feed the recaptured water through pipes into a reservoir with a filtration system. Once filtered the recaptured water will be fed back into the irrigation system and reused for growing.
- Total water used for irrigation will approximate 6,000 gallons per day on a gross basis (before recapture)
- Kenneth Lafauci managed all cultivation for the Slater Compassion Center, one of the nations largest medical dispensaries in the country, domiciled in Rhode Island, for 3 years. The Slater Compassion Center achieved sales of well over \$100 million at the time and still does today



# Bolton: Manufacturing Overview

- We plan to build a comprehensive manufacturing center to conduct all our own extraction and produce all our non flower products. Current plans contemplate building the manufacturing operations at the Site, in Bolton. However due to the relative timing of potential HCA's and CCC licenses between the cultivation center in Bolton and the dispensary in Brighton MA, it may be necessary to locate manufacturing in Brighton
- The manufacturing operations are planned to be in the second smaller building in Bolton along with offices for the non cultivation executive team. However, due to its size and lack of permanent walls, the larger building can accommodate both the cultivation and manufacturing operations. If our architects and contractor advise us to, we may shift the manufacturing center to the larger building
- The manufacturing center will have two main components: an extraction laboratory of approximately 2,500 sq ft and a manufacturing kitchen of approximately 1,500 sq ft
- To ensure safe processes and minimize the risk of fire, the extraction room will not use butane. Extraction will most likely be ethanol based, an organic solvent that will be recaptured and reused with no waste . As an alternative, we are considering CO2 extraction (an extraction process that is also free of inorganic solvent use).
- Main components of the kitchen will include a commercial freezer, refrigerator and oven. The oven will include a commercial grade hood , hepa filtration and venting system. The hepa filter will eliminate all odors from the manufacturing operation
- Vincent Posca ran all production, R&D and product development (including a specialty product line for a children's hospital) for the Slater Compassion Center, at the time, and still one of the largest dispensaries in North America

# Community impact plan : Overview

- Security:
  - Standard operating procedures will prioritize the safety of Bolton residents, Company customers and employees
  - The Company will work closely with the Bolton police department to satisfy all their requirements and concerns
  - We will train all employees in security procedures as required and appropriate
  - We will invest in a comprehensive seed to sale tracking system
  - We will invest in a comprehensive alarm and video system and partner with the Bolton police department to do so
  - The Alarm system will include perimeter alarms, panic alarms notifying local law enforcement, interior and exterior video systems and redundancies to address any power outages
- Community impact:
  - It is our intention to prioritize hiring from the town of Bolton, support local community programs and where practical, use local vendors and contractors

# Holding Company Projected Income Statement

Account	Pre-Opening	Yr 1	Yr 2	Yr 3	Yr 4	Yr 5
Revenue						
Cultivation	\$ 0	\$ 24,900,000	\$ 24,900,000	\$ 20,432,384	\$ 16,910,836	\$ 9,900,000
Manufacturing	\$ 0	\$ 4,916, 030	\$ 4,916, 030	\$ 4,916, 030	\$ 4,916, 030	\$ 4,916, 030
Investment income: Retail	\$ 0	\$ 4,398,231	\$ 5,091,148	\$ 5,728,116	\$ 6,774,823	\$ 6,466,699
Investment Income: Delivery	\$ 0	\$ 805,966	\$ 692,438	\$ 627,315	\$ 554,864	\$ 484,813
Total revenue + Rent Income	\$ 0	\$ 35,029,504	\$ 35,609,504	\$ 31,714,030	\$ 28,446,738	\$ 21,778,012
Total Cost of Goods	\$ 0	\$ 7,978,735	\$ 8,145,900	\$ 8,379,532	\$ 8,636,906	\$ 8,902,420
Total Other Expenses/SG&A	\$ 3,115,618	\$ 5,170,518	\$ 5,211,690	\$ 5,010,784	\$ 4,757,246	\$ 4,517,441
Net income	\$ (3,115,618)	\$ 17,939,933	\$ 17,579,012	\$ 14,474,734	\$ 11,981,543	\$ 6,602,955
Bolton Host community Fee: 3% of cultivation revenue	\$ 0	\$747,000	\$747,000	\$612,000	\$507,000	\$297,000
*Bolton Host Community Fee: 3% of manufacturing	\$0	\$147,000	\$147,000	\$147,000	\$147,000	\$147,000