

MIND+GUT+HEALTH Brands

▶ superfood cannabis nutrition



what is mind gut health brands?

- ▶ Mind Gut Health (MGH) Brands is a family of superfood cannabis edibles. Each brand pairs functional nutrition ingredients with novel cannabinoids to create foods that offer conscious consumers more than a high.

the premier product

ORARA Probiotic Cannabis Chocolates

the brand

Organic & Regenerative

● Science Backed

● Highest Quality

● Trusted



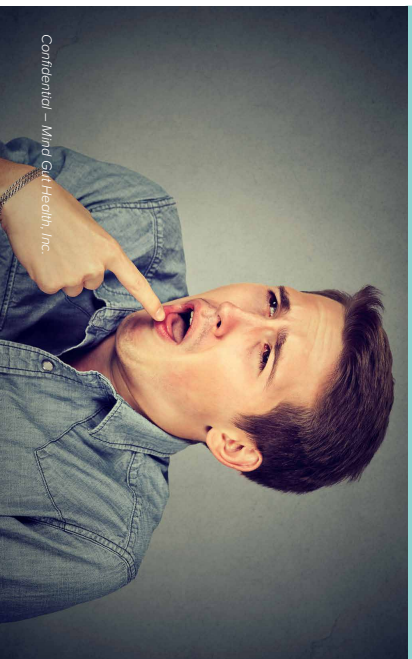
why mgh?

- ▶ MGH (via OARA) established product market fit as a first mover in the growing cannabis health & wellness sector
- ▶ Owns valuable Manufacturing license and pre-approved for a Distribution license in key Bay Area (Marin County) market - closed to new licenses
- ▶ Licensed facility has capacity for production of additional products
- ▶ Marketing, branding, & promotion across brands that capitalizes on existing consumer trends
- ▶ As largest global market, California deemed “essential” leads cannabis sales & trends
- ▶ Tenacious team with proven industry experience



what's the problem?

- ▶ Most cannabis foods are sugary candy that taste like bong water and fillers
- ▶ Edible cannabis products do not meet the needs of customers who value health & environmental causes
- ▶ Top 10 cannabis chocolates and most non-chocolate edibles are positioned as traditional candy
- ▶ Retailers and consumers want health conscious & values driven products -- but have few options



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solution

A Family of Values Driven Cannabis Edible Brands For the Conscious Consumer

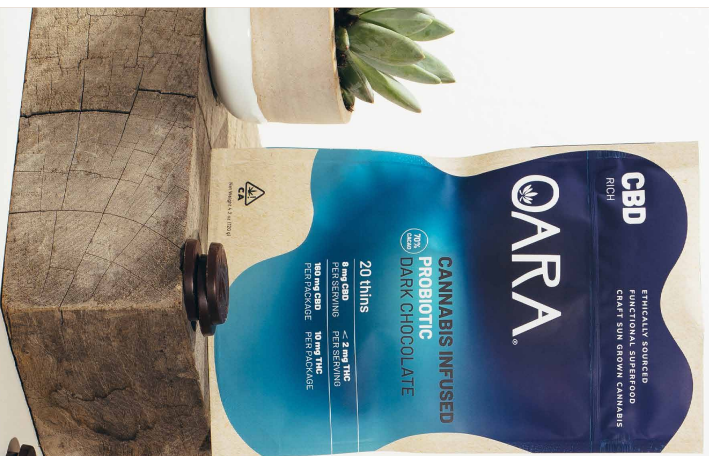
- ▼ Offers retailers & consumers multiple brands (e.g. chocolate, gummy, bites, etc.) valuing plant, planet, & people
- ▼ Branding & marketing fit for Whole Foods
- ▼ 100% organic ingredients, eco-packaging, give-back programs
- ▼ Sun + Earth Certified regenerative full spectrum cannabis
- ▼ Science backed functional ingredients
- ▼ Taste & experience for repeat customers

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solution continued

- ▶ Builds a portfolio of niche brands to increase market share & IP potential
- ▶ Realizes economy of scale across the MGH regenerative supply chain (e.g. sourcing, packaging, marketing, etc.)
- ▶ Defines MGH as the go-to cannabis company for products that meet the needs of conscious retailers and consumers



OPARA

PROBIOTIC CANNABIS CHOCOLATE



family of brands

common thread ingredients:

- Regenerative Cannabis
- Mushrooms
- Probiotics
- Prebiotics
- Adaptogens
- Nootropics

**Brands in gray to-be-developed (names/design not final)*

CHOOSE

*Gummy/Chew



MAGNOL

*Trail Bites



ZONE

*Sports/ health drink



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target market & opportunity

▶ millenials / gen x

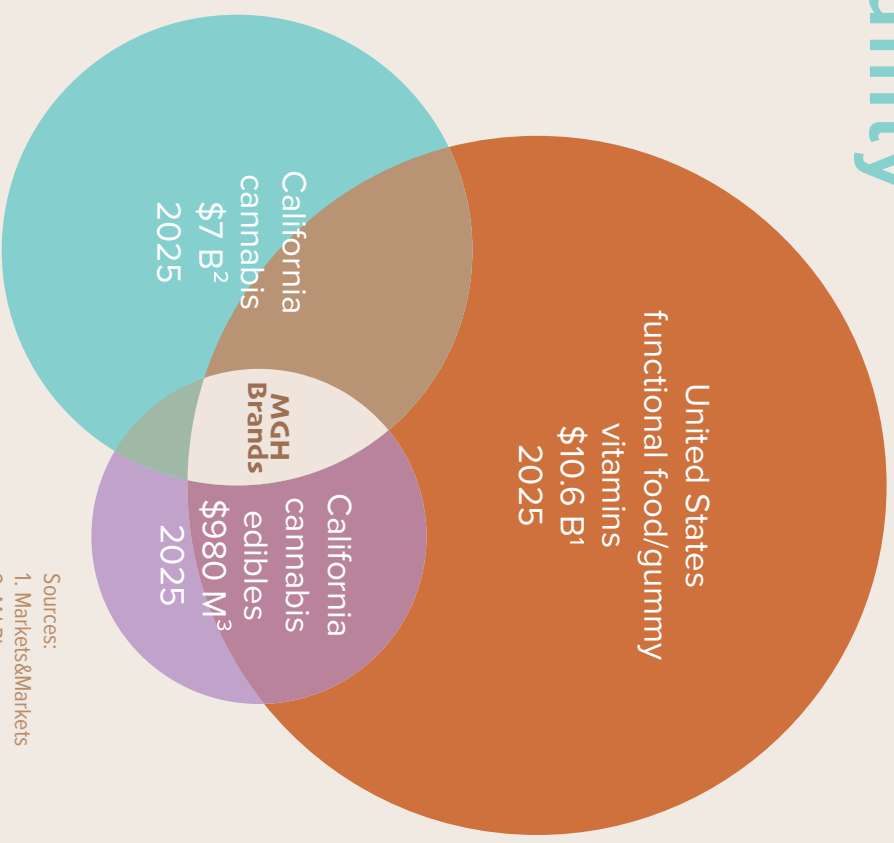
Age 23 - 56
Educated, professional
Diet specific (vegan, KETO, organic-only)
Values-based buying (certified, causes, recyclable, compostable)
73% of cannabis consumers (Headset)

▶ female

38% of sales in 2021 = fastest growing consumer segment (Akerna)

▶ boomers

Age 55 - 73
Don't smoke, less BigPharma
30% of cannabis consumers (BDS)



Sources:
1. Markets&Markets
2. MJ Biz
3. BDS&MJ Biz

the journey

- ▶ **2015** Launched in pre-regulated market - Emerald Cup, 1st win *Boot strapped*
- ▶ **2016 - 2017** MVP established w/OARA - steady sales growth – Emerald Cup, 2nd win *Boot strapped*
- ▶ **2018** OARA leaves market to fulfill new CA regulatory requirements *Boot strapped*
- ▶ **2019** Manufacturing facility and (competitive/limited) licenses secured *First raise*
- ▶ **2020** Six months after receiving license launched OARA in California regulated market *Height of pandemic*
- ▶ **2021** Steady sales growth



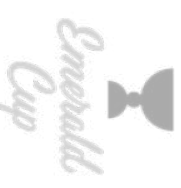
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traction

- ▶ Established world class supply chain relationships with respected top-shelf farmers & extractor
- ▶ Part of the first cohort of brands to participate in national Sun+Earth Certified campaign (Founded by Dr. Bronners Co.)
- ▶ Potential for shared sales/distribution pipeline with Sun+Earth branded products
- ▶ Brand loyalty is growing - doubled batch sell through rate (OARA) in past 6 months
- ▶ Targeting discerning high-quality retail accounts (OARA) = 15+

CHEMISTRY.

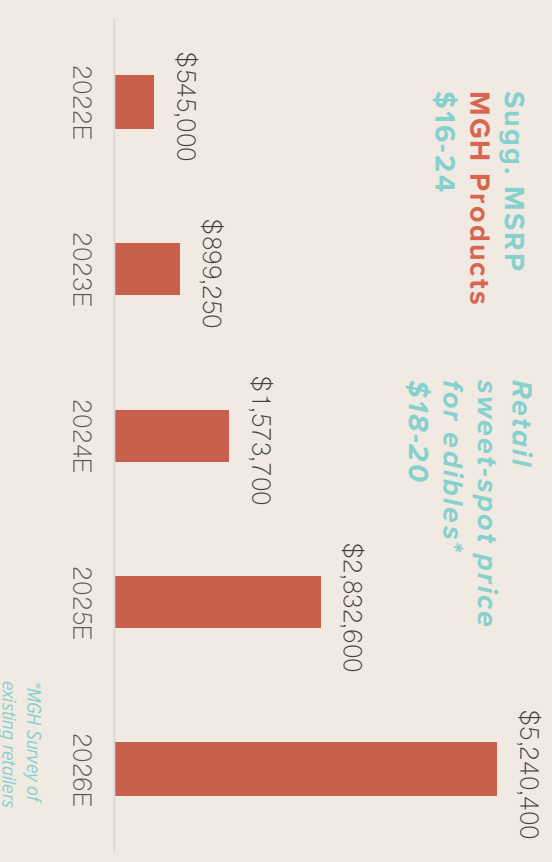
LIFE IN COLOR



revenue model

- ▶ Revenue from retail sales of branded products via dispensary, delivery, etc.
- ▶ Retail price of branded products on-par with other edibles
- ▶ 280e costs mitigated by maximizing COG rights and keeping personnel counts low
- ▶ Potential additional revenue from hemp CBD line and/or brand licensing (not modeled)

mgh revenue



marketing and sales strategy

▶ marketing activities



Events

- In-store Demos
- IG Live
- Trade Shows
- Non-cannabis Events



Deals

- Discounts
- BOGO
- Free Gifts



Advertising

- Social Media
- Cross-marketing
- PR

▶ distribution / sales channels | Regulated Retail

Inside/Outside Sales Team* • In-store/Online sales*
Subscription Services • Direct to Consumer • Online Sales

*Current channels



team



Charlotte Burger Troy

CO-FOUNDER, CHIEF EXECUTIVE OFFICER

Charlotte has a Masters in Urban Planning from UCLA. She has worked as a technical researcher and project manager for the Federal Gov't. Additionally, she holds FDA-certification for safe food manufacturing practices.

Charlotte leads all aspects of team building, training, the running of day-to-day operations, and sales leads.



Ryan Troy

CO-FOUNDER, BUSINESS DEVELOPMENT

Ryan first started operating in legal cannabis in Oakland in 1996. He has lead BD and been a Product Manager for Netflix, Twitter and others. He started his career in music licensing.

Ryan leads sourcing, licensing, and distribution partnerships.



Vidrik Frankfather

CHIEF FINANCIAL OFFICER

Vidrik has over 20 years in finance. He started his career in trading, investor/client reporting, and operations for specialized finance companies. More recently he has been providing a range of financial operations services to pre-seed to Series A companies in a range of sectors, HR Tech, Fintech and CPG companies.

Vidrik develops and implements the operational and strategic financial goals of the company.



Claire Weissbluth

MEDIA PRODUCTION

Claire, also known as La Osa, is a visual storyteller from Humboldt County. Through filmmaking, photography and graphic design, her goal is to highlight how people, plants and animals work together in the regenerative cannabis farming community.

Claire creates and manages communications.

advisors



Goodwin Law

Representation for structuring of transactions, M&A, protection of intellectual property, licensing, FDA compliance and as needed services.



David Daniels, MD

Dr. Daniels is a Interventional Cardiology Specialist in San Francisco, CA with over 16 years of experience in the medical field, including FDA clinical trials and medical device and treatment patents.

Keenly interested in functional nutrition and cannabis, Dr. Daniels assists OARA with IP strategy.



Julianne Tootell

Product development leader within the cannabis industry since 2014. As cofounder of licensed California brand Kin Slips in 2016, her role was VP of Product and Development, overseeing regulatory rollout, new product releases, and a new formulation development.

Julianne left Kin Slips in 2020 and advises OARA on product development and formulation.



Jesse Dodd

FOUNDER OF BIOVORTEX

Creator of the Regenerative Cannabis Farm Awards for the Emerald Cup and Cultivation Classic and technical advisor for the Resource Innovation Institute. Jesse assists OARA in sourcing variety selection for the finest Californian farms for cannabinoid and terpene expression.



Mary Shapiro

INTELLECTUAL PROPERTY LAWYER, EVOKE LAW

Counsel for a broad range of services for owning, enforcing, protecting, and profiting from intellectual property.

Mary secured OARA CA trademark and protects additional OARA IP.



Jeff Diamond

CEO GROWHOUSE

Growhouse implements paid media, design, SEO, and web development with clients such as MedMen, Origin House, Sagely Naturals, and Fleur Marine.

Jeff supports OARAs on-line marketing and digital optimization.

competition

health focus non-cannabis



traditional candy non-cannabis



health focus cannabis

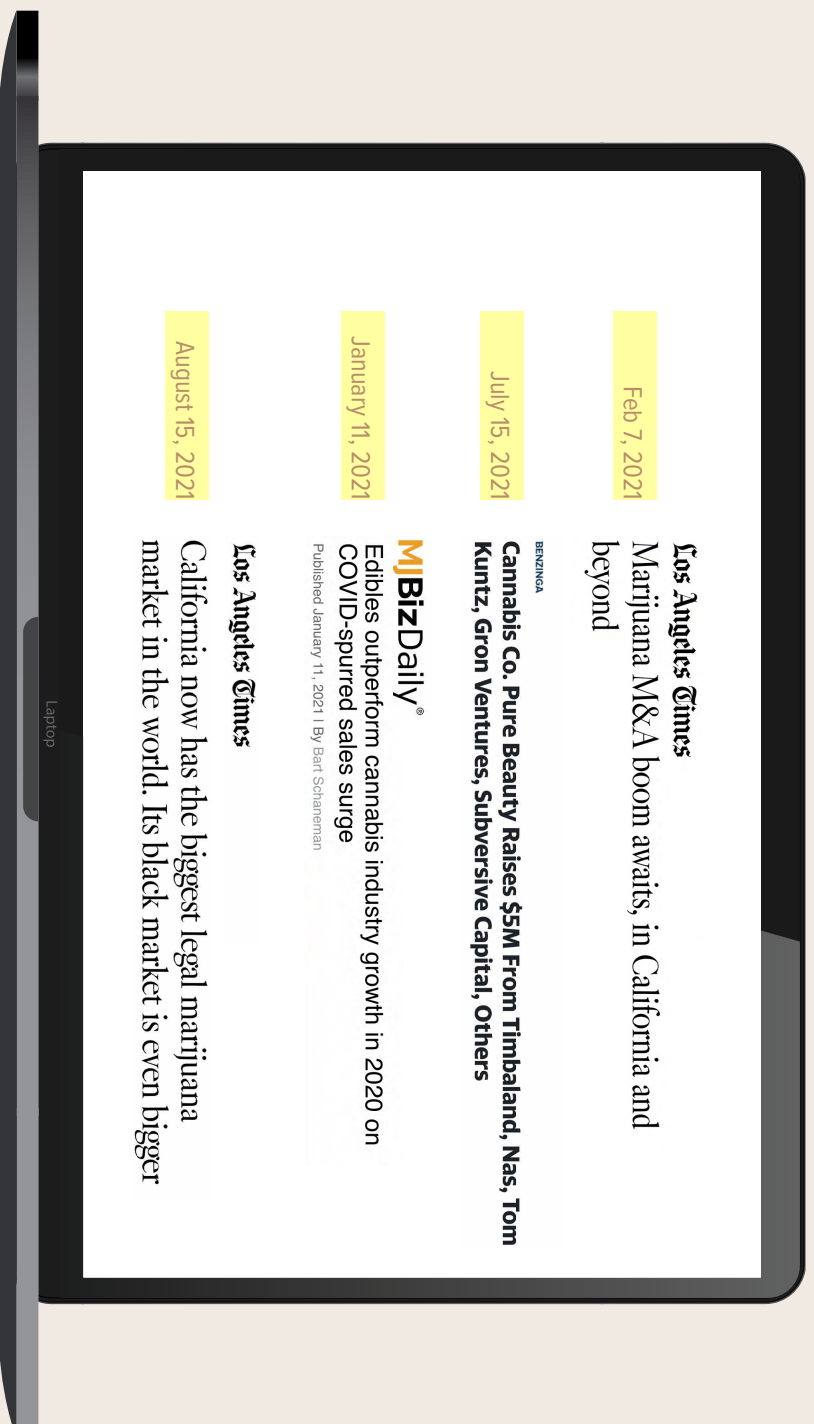


traditional candy cannabis



exit

MGH portfolio acquired by a traditional/cannabis CPG in 3-5 years or on the verge of federalization.



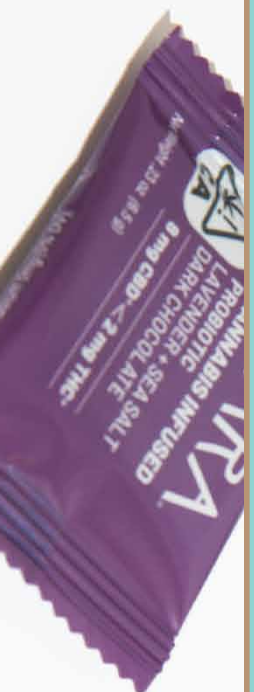
rise of the conscious consumer

- ▶ The 2019 Deloitte Global Millennial Survey has found that among 20 challenges facing society that most concern respondents on a personal level, **climate change and protecting the environment** topped the list. Millennials also gravitate towards **environmentally conscious businesses** who are not only doing what's profitable for business but focus on the right thing to do. For businesses this means that being environmentally and socially conscious will not only increase their popularity, but more importantly sustain the future for people and the planet.

The Future of Sourcing

- ▶ The past decade has seen another big trend in overall CPG consumption habits, with **buyers seeking products from socially responsible brands that practice sustainable behaviors and have philanthropic initiatives.** More recently, consumer needs have evolved to seek brands that provide in-depth information on all the ingredients in or on their bodies, from the ingredient's origin to the journey across multiple businesses and locations, through to the manufacturing processes and distribution destinations.

The Green Entrepreneur

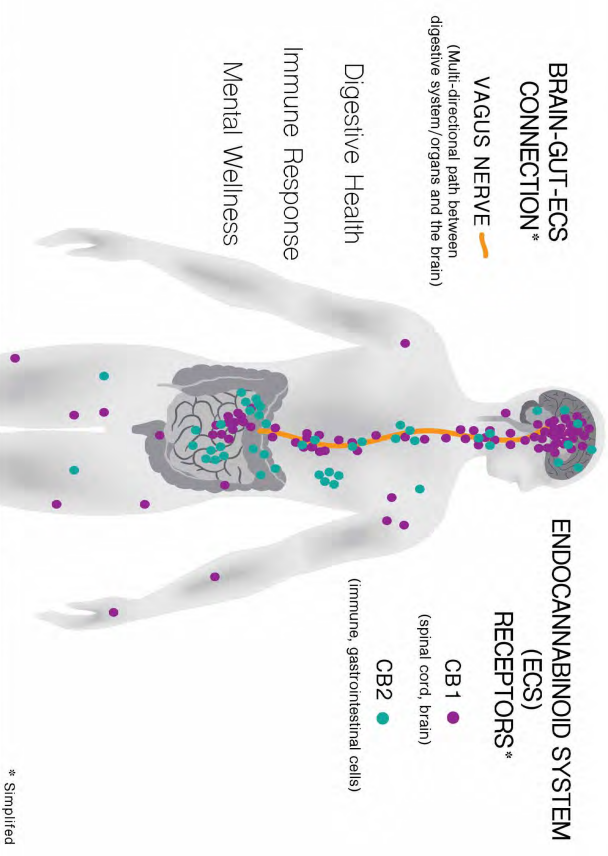


MIND+GUT+HEALTH

- ▶ At MGH, we believe that health and happiness starts in the gut.

This is why MGH makes food products that improve gut health through nutrition because of the increasingly clear connection between our gut and mind in relation to the Endocannabinoid System (ECS).

The image to the right illustrates the multi-directional path between the gastrointestinal tract and the brain along the Vagus Nerve and the CB1 and CB2 receptors (which interact with cannabinoids) that are present throughout the body with concentrations in the gut, brain, and along the Vagus Nerve.



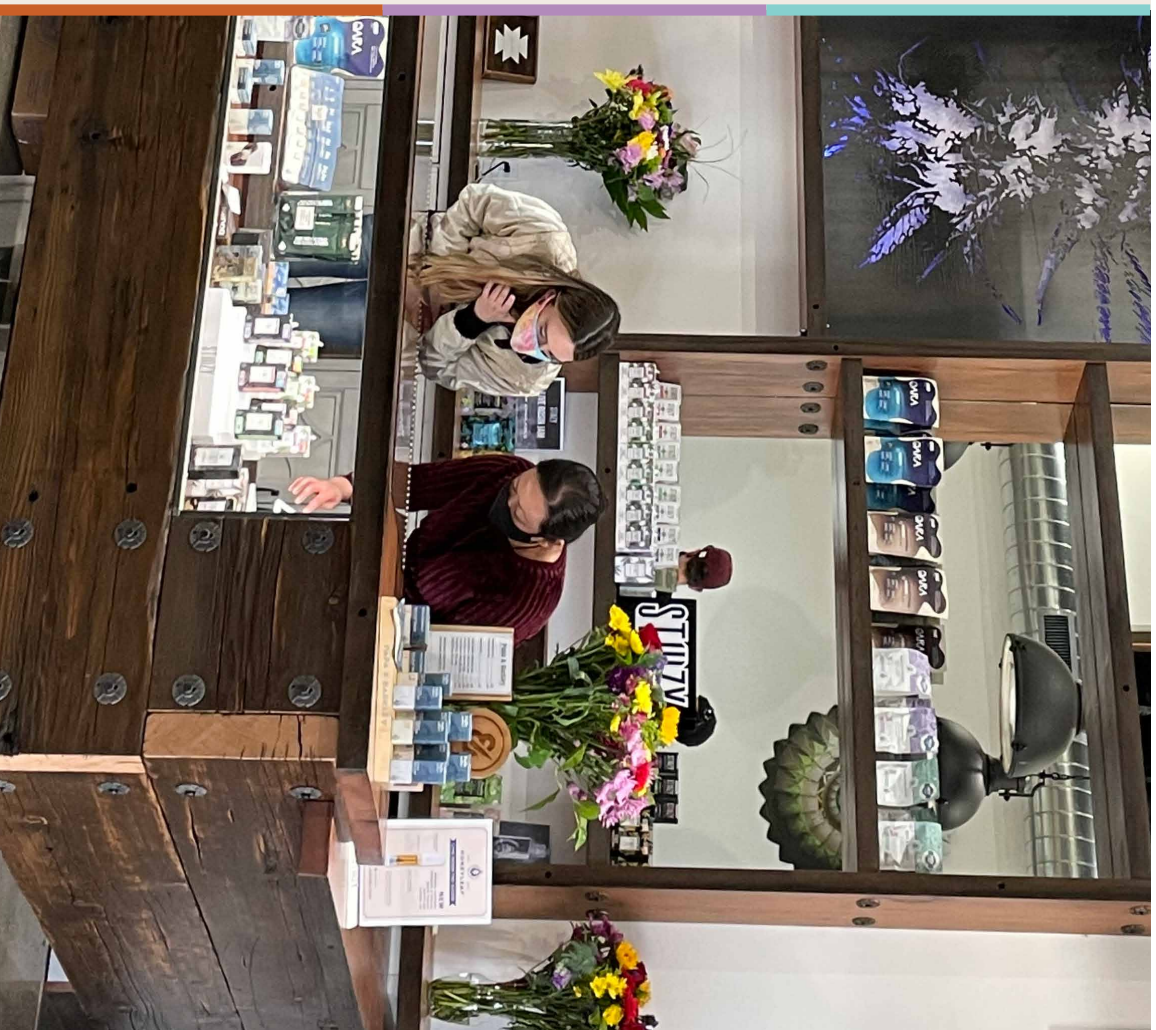
M I N D + G U T + H E A L T H

Source: MGH via [Avicanna.com](https://www.avicanna.com)

thank you.

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CANNABIS LEGAL DISCLOSURE
MIND GUT HEALTH (MGH), INC. DBA, OARA CHOCOLATE, OARA
RISK DISCLOSURES RELATING TO INVESTMENTS IN THE CANNABIS
AND CANNABIS-RELATED INDUSTRIES

Investments in the cannabis and cannabis-related industries carry numerous risks that you must be aware of before deciding to invest. This slide identifies and explains those risks, though it is by no means a comprehensive survey of all possible risks related to your potential investment. We encourage you to speak with your own advisors prior to investing any money in any of the opportunities available in the cannabis industry. If you have specific questions relating to the nature of a particular risk, we are happy to discuss the matter further. Please feel free to send an email to hello@getbaza.com with your question or concern and we will respond.

LEGAL AND REGULATORY RISKS OF INVESTING INCANNABIS AND CANNABIS-RELATED INDUSTRIES

A. FEDERAL LAW AND REGULATION

The possession, use, cultivation, transfer, manufacture, distribution or dispensing of marijuana is illegal under United States Federal Law (See: The Controlled Substances Act, 21 U.S.A 801). Marijuana, THC (the psychoactive agent in cannabis that causes people to "get high"), and Cannabis are designated a Schedule 1 controlled substance under the CSA. Companies that engage in the cannabis industry and individuals investing in a cannabis industry could be subject to federal criminal prosecution which could include civil fines and other criminal penalties. Cannabis companies, including dispensaries, grow operators, manufacturers, and other cannabis related businesses, have been subject to federal and even state investigation or even closed.

A change in Federal policy resulting in Federal enforcement could have a materially adverse impact on such businesses that in turn could result in partial or total loss of your investment.

Although many states have legalized medical and/or recreational use and sale of marijuana, not all states have. In addition, the Federal government has not yet legalized its use or sale. The uncertainty around Federal legalization creates an ongoing risk for all cannabis (marijuana/THC) businesses. More vigorous federal enforcement or material adverse changes in federal policy can adversely impact marijuana and THC businesses.

Because of the current state of the Federal Laws governing the cannabis industry, companies who are mainly regulated at the federal level generally will not do business with cannabis companies. For example, most banks will not transact or loan to cannabis companies. While there is no rule that says they cannot do business with a cannabis company, because cannabis is deemed illegal under federal law, a bank doing business with a cannabis company would have reporting obligations that could create issues for it. Consequently, most banks will simply not do business in the sector. This limits a cannabis company's ability to get financing and conduct everyday banking transactions. These issues may also negatively affect your investment.

B. STATE AND LOCAL REGULATION

Each state regulates marijuana and cannabis differently. Some states have made cannabis legal for recreational use, others have made it legal only for medicinal use and require doctors' prescriptions, and still others continue to regulate cannabis as an illegal drug subject to criminal and civil penalties. In the event one is convicted of violating a particular state's criminal laws addressing cannabis.

MGH, INC/OARA will participate in any investor's due diligence to assess if the company is operating in accordance with the rules and regulations of the municipal jurisdiction and State of California. However, any results of such due diligence shared with potential investors does not constitute a legal opinion, and should not be relied on as such, as to whether MGH, INC/OARA is operating in accordance with all applicable rules, laws, and regulations of a particular jurisdiction or the State of California.

Assuming MGH, INC/OARA appears to be in compliance with a State's regulations applicable generally to it, investors must also consider how such rules, regulations, and laws may impact MGH, INC/OARA business operations and, in turn, your investment in MGH, INC/OARA. These issues include, but are not limited to:

- Competition;
- Potential changes to local and/or state laws and regulations;
- High costs of regulatory compliance;
- Limited number of licenses or permits and/or limited number of license types available;
- Impacts of the above on revenue, net income, and gross profit; and/or,
- Potential changes or business plans and/or expected revenue and/or income.

The foregoing issues, as well as others, may negatively impact your investment by, among other things, reducing potential returns, causing a loss of principal, among other negative impacts to your investment.

ECONOMIC AND INVESTMENT RISKS OF INVESTING IN CANNABIS AND CANNABIS-RELATED INDUSTRIES

As with any investment, investments in cannabis or cannabis-related industries carry risks that an investor must be made aware of before they choose to invest their money. These risks include, but are not limited to, loss of principal, low or no returns, long time horizons, the inability to take back your principal, the lack of a liquid market for your investment, regulatory and legal risks, market risks, and general suitability issues relating to the viability of a company.

In addition to these general risks, an investment in the cannabis industry also has industry-specific risks that you need to be aware of before you invest. Among others, such risks include:

- Federal, State, and local regulatory risks (see above); and
 - The Food and Drug Administration (FDA) does not allow or permit any statements that cannabis or cannabinoids are intended to cure or treat any disease or ailment.
- There are additional risks inherent in the cannabis industry. These include rapid growth, fluctuations and uncertainty of company valuations, over-supply of cannabis and hemp, increased consolidation, and the formation of strategic relationships. Each of these, alone or in combination, can have negative impacts on your investment.