

Forest Park Southeast Development Committee

May 12, 2020

Park Central Development Virtual
Zoom Conference Room

5:30 PM



4108 Manchester

Community Presentation for Medical Cannabis Dispensary
Community Feedback

Company: Beleaf Medical LLC 4108 Manchester Road St. Louis, MO 63110

Contact Person(s): Mitch Meyers; Kevin Riggs

Mailing Address: 13374 Lakefront Drive Earth City, Missouri 63045

Owners: Mitch Meyers, Kevin Riggs, Hyatt Bangert, John Curtis, Tom Muzzey

Relevant Experience: Mitch Meyers has been part owner and operator in Illinois medical dispensary for 6 years; John Curtis owned and operated cultivation and dispensary licenses in Denver Colorado for 10 years. Entire Management team has been operating a CBD cultivation and dispensing operation since 2015 in Missouri.

History of Site: This building was originally built in 1898, For many years prior to the Boldt Brothers owning it, it was a catering company, and then a warehouse for a construction company. Since 1991 the Boldt Brothers have used it for warehousing their building maintenance company.

Project
Description

Project Information

Costs

- Acquisition: 5 Year lease
- Pre-development Soft Cost: \$75,000
- Construction Cost: \$975,000
- Total: \$1,050,000
- Financial incentives: N/A

Timeline

- Site Control: Aug 2019
- Construction Start: June 2020
- Construction Complete: September 2020
- Occupancy: September 2020

Project Information

This location will become 1 of 5 Swade Medical Cannabis Dispensaries in the St. Louis area in 2020. Beleaf Medical is one of only several licensees in the state to be awarded 10 vertical type licenses to cultivate, manufacture and retail medical cannabis. This location will utilize 7,200 (3,500 finished space in front and 3,700 unconditioned in the back warehouse, and will serve any Missouri resident that has received a card to purchase medical cannabis. The project is zone Neighborhood Center Type 1 and is an allowable use by the City of St. Louis.

Over the first 12 months, between 500-1,000 customers is projected. The Business will be paying regular sales tax to the taxing district as well as a 4% tax to the Missouri DHSS to fund the program with excess being allocated to a Veteran's Healthcare fund.

Committee Request:

This is an allowable use by the City of St. Louis. Per the committee's support letter to the State of Missouri for this operator, there was a condition to come back to the committee to provide and overview of the project and receive feedback about the project.



Just John



NOW AVAILABLE
314.816.4191
314.877.7864
TOWER

4112





4108 Manchester Back View

Map View



MANAGEMENT AND BOARD



DISPENSARY • MANUFACTURING • CULTIVATION

APRIL 2020



Management Team



Mitch Meyers - Partner

Behind every great brand icon is the marketing mind that made it happen. Mitch joined a small team in 1982 to develop and introduce Bud Light for Anheuser-Busch. Spud's McKenzie was a concept Meyers fought management to use proving good ideas can create sales and long-term brand equity. AB recognized her creative and leadership skills and put her in charge of developing alternative beverages for the world's largest brewer. During this period, she rose to be the highest-ranking woman in Anheuser-Busch corporate marketing and was named Ad Woman of the Year by AdWeek magazine. She moved to start her own business and became a founding Partner of the famed Zipatoni marketing company. She led the firm to Agency of the Year in 1996 with \$42 MM a year in revenue, 350 employees with offices in 5 States servicing Fortune 100 clients. She and her Partners sold Zipatoni to the Interpublic Group, IPG in 2003.

Being a life-long learner and serial entrepreneur, she became interested in the medical marijuana movement and led a team of Investors for a license to dispense medical cannabis in the Chicago area in 2014. After successfully getting licensed, and opening the dispensary, she applied for a vertically integrated license in Missouri to grow, extract and dispense CBD oils for Epilepsy. She continues to consult with companies around the country on cannabis business. As the industry matures, her product development and branding skills will allow her business's to outpace the rest of the industry as it develops like other packaged goods products.

Mitch's marketing expertise coupled with her strategic vision, passion for the plant, the patients and the products, makes her one of the leading faces of the cannabis industry.

Education:

Bachelor of Science in Accounting, 1977, Southern Illinois University

MBA in Finance, 1980, Southern Illinois University

SIUE Alumni Hall of Fame 2010

Core Competencies:

Strategic planning
 Leadership and team building
 Building company culture

Brand creation
 Product development
 Sales and Marketing

Boards:

St. Louis Community Foundation Board	2011-present
U. S. Bank Advisory Board	1990-present
Mocantrade Advisory Board	2018-present
Korte Construction Board	2016-2019
SIUE School of Business Board	1980-2000
SIUE Foundation Board	1982-2016
YMCA Development Board	2004-2008

Management Team



John Curtis- Partner

John Curtis has been involved in the cannabis movement for two decades. While a student he interned for two summers with renowned cannabis Author, Advocate and Educator, Jack Herer. As a Journalist in a major U.S. market, he was assigned the politics beat working for one of the top news/talk radio stations in St. Louis, followed by working at CBS affiliate, Metro Networks/Westwood One. John frequently interviewed sitting Governors, Senators and other news makers. Mr. Curtis was a local pool reporter in St. Louis for visits by Presidents Bill Clinton and George W. Bush.

An avid gardener his whole life, he left Journalism in 2005 and purchased Cold Spring Farms, a sustainable food production venture located on 40 Acres an hour southwest of St. Louis. Market crops and greens were the focus as well as direct sales from grower to customer.

Never having lost sight of the cannabis movement, Mr. Curtis paid close attention to changing state laws around the country and in 2009 sold his farm and relocated to Boulder Colorado. Once settled in Colorado he opened his first medical cannabis dispensary in March of 2010, along with a grow operation designed with helping those in need acquire quality cannabis. This venture was among the first group of state licensed facilities in Colorado.

With a premium placed on developing strains tailored to the needs of his customers, John's success led to his group expanding to 3 dispensaries and 3 grow operations with at one time, 25 thousand square feet under production.

Mr. Curtis advised groups seeking licensure in California, ultimately helping to secure licenses for a retail dispensary and cultivation.

Having witnessed firsthand the wonders that cannabis can deliver and serving thousands of customers, Mr. Curtis took notice when Missouri opened the door to limited cbd oil production. In 2015 John and his partners sold their Colorado operations and John relocated back home to St. Louis where he is excited to continue his work with cannabis. John Curtis is currently a partner in the BeLeaf Company, one of only two state licensed cannabis ventures in Missouri.

In addition to his work at BeLeaf, John is a founder of the Missouri Cannabis Trade Association and currently serves as its Chairman of the Board.

John is also a partner in the consulting firm Creative Cannabis Consultancy where along with his partners, is advising several groups seeking licensure in Missouri's newly created medical cannabis market.

John Curtis attended Illinois College in Jacksonville IL and St. Louis Community College. He also completed Broadcast/Media studies at the Center for Broadcasting.

Management Team



Hyatt Bangert - Partner

Hyatt currently sits on the City of St. Charles Public Works Board and Economic Development Commission.

Enjoys gardening and landscaping, music, still plays a little jazz trumpet, builds stain glass windows, loves cutting 5 acres of grass at his lake in Orchard Farm, enjoys swimming, still hunts and fishes a bit, enjoys the grandkids and has an endless passion for the cannabis plant and all of its benefits to humanity.

Graduate of Washington University in St. Louis with a BSBA in 1977 and went to work full time in the heavy and highway construction business in the St. Louis Metro region. He and his brother grew the construction business from \$2 million in completed contracts in 1978 to over \$100 million by the early 1990's. They expanded their business to perform highway and airport contracts in 4 other states.

While growing up Hyatt was involved with his father's 450 acre farm in Calhoun County Illinois. He learned about row crop farming and waterfowl hunting. Hyatt understands the challenges that face farmers. During his time in the construction company, Hyatt developed the idea of taking underutilized farmland and applying site construction principles such as land leveling and ditching, along with soil manipulation and irrigation in order to maximize the productivity of the land.

Hyatt retired as Executive Vice President from the Millstone Bangert Construction Co in 2014, but did not stop looking for another challenge. He continued to be focused in the recycled aggregate materials industry while being exposed to the cannabis plant in the form of Industrial Hemp in early 2015 and formed a business with his sister to pursue the benefits of hemp. They created the Healing Earth & Mankind Project LLC. Their focus is educating farmers about the regenerative farming practices and utilizing hemp as the next generation of sustainable raw materials in industries where timber and oil dominate. He began to follow and then lead the Industrial Hemp movement in Missouri to get an Industrial Hemp law passed in the state in 2018. Prior to that, Hyatt was also introduced to John Curtis and Mitch Meyers when they joined together to take Mitch's newly awarded Hemp Extract Program license and turn it into a business reality.

As a Board member and an active business partner in the Beleaf CBD oil Company in Missouri, Hyatt has a personal passion for seeing people benefit from the cannabis plant's medical uses as well as taking part in the development of the other cannabis plant applications that have been suppressed for many decades here in the US. Hyatt is positioned to be a major influence in the medical cannabis industry and will help to provide leadership and guidance to make Missouri's program broad reaching and successful.

Management Team



Kevin Riggs - Partner

Kevin E Riggs, PE has over 30 years of experience in the engineering and construction related fields. Mr Riggs received a BS in Engineering from the University of Missouri - Rolla (Missouri S&T) in 1991. Since that time he has distinguished himself in the industry winning several awards and honors including the Young Professional Engineer of the year in 2006 from the Missouri Society of Professional Engineers and The St Louis Business Journal 40 under 40 in 2005. In 2004 Mr Riggs purchased a small engineering firm, Cole & Associates, Inc in St Louis, MO and has since grown the firm 500% and has established the firm nationally as a market leader with offices now in Texas, Arizona, and North Carolina under its new company name of Cole Design Group Inc. Mr Riggs is currently licensed to practice engineering in 44 states and the firm has been named one of the top engineering companies in America to work for multiple times.

For four years now Mr Riggs has been an investor and oversight board member of the holding company that operates BeLeaf Co. as a pioneer in the CBD industry in Missouri, BeLeaf has successfully aided in the treatment of dozens of patients suffering from intractable epilepsy. Additionally, Kevin has been able to successfully integrate his knowledge of both industries to allow Cole to provide engineering services in the Cannabis industry on grow and production facilities in California and Texas.

Additionally, Mr Riggs has been involved in many community and philanthropic endeavors. In 2006 Mr Riggs was a founding member of what is now the Lewis & Clark PAC, which continues today as the largest business controlled pro job related PAC in the state of Missouri. From 2009 until 2015 Mr Riggs was a member of the Board for the St Louis Zoo and from 2001 until 2004 served as City Council president for the city of St Charles, MO. Other related community endeavors include: Chairman of the St Charles County Heartwalk in 2006, 1999 St Charles City Tax Increment Finance Board member, 2002 St Charles County 40 under 40, Infrastructure chairman of the St Charles County Partners for Progress, Board Member of the Academy of the Sacred Heart, Advisory Board Member of Barat Academy, Advisory Bank board Member for Frontenac Bank and Premier Bank.

Management Team



Dr. Stephanie Cernicek, Ph.D., HACCP

Dr. Cernicek is a Ph.D. chemist dedicated to increasing the scientific community's knowledge of cannabinoids and their many uses. She received her B.S. in Chemistry in 2011, a M.S. in Chemistry 2013, and a Ph.D. in Chemistry in 2017 from the University of Missouri- St. Louis. Currently, she is the Director of Operations for the BeLeaf Company. In her role at BeLeaf, Dr. Cernicek interacts with patients and physicians to design the most efficacious medical cannabis plans and products based on each patient's unique diagnosis and circumstances. For the past 3 years Dr. Cernicek has been extracting CBD from industrial hemp at the BeLeaf Company and formulating it into new products.

Dr. Cernicek utilizes a variety of extraction methods including ethanol extraction, hydrocarbon extraction, and short path distillation in her work. Her years of experience as a chemist allow her to apply rigorous scientific techniques and methods to the creation of new cannabis products. Utilizing a variety of cutting-edge technology from both the scientific and the cannabis worlds, Dr. Cernicek works to develop game-changing products such as accurately dosed inhalers and nose sprays, and new, more precise varieties of consumable products. Her work on Beleaf's Full Spectrum Capsules recently received the award for Best CBD Capsule at the 2019 Midwest CBD Expo.

As a Ph.D. Chemist, Dr. Cernicek utilizes and interprets results from HPLC, ICP-MS, GC-MS, and other scientific instruments to determine cannabinoid content, terpene profiles, and levels of toxins such as solvents, heavy metals, and pesticides. Dr. Cernicek is currently serving as a member of the ASTM International D37 committee on cannabis, working to create a set of global standards for all aspects of the cannabis industry. In order to ensure the highest levels of safety for her products, Dr. Cernicek has also obtained HACCP certification. HACCP certification is an international standard defining the requirements for effective control of food safety, and is widely valued in the food manufacturing industry. Dr. Cernicek has also been certified by the Missouri Propane Gas Association for dispensing and handling propane safely, a necessary skill in the extraction process.

Advisory Board



Dr. David Yablonsky, D.O (Physician)

Dr. Yablonsky is a board-certified internist and has been practicing medicine since 2001. Internists, sometimes referred to as “the doctor’s doctor”, are trained to diagnose and treat complex acute and chronic diseases in almost every adult organ system. They are also well versed in more simple ailments and in disease prevention. A native of Minneapolis, Minnesota, he earned his undergraduate degree from Boston University (Cum Laude). He attended Des Moines University College of Osteopathic Medicine. After earning his Doctor of Osteopathic Medicine, he completed a three-year residency in Internal Medicine at the University of Rochester School of Medicine in Rochester, New York. Past leadership positions include Chief of Medicine, Internal Medicine Section Chief, Medical Director of Cardiopulmonary Rehabilitation and Chairman of Pharmacy and Therapeutics Committee at Grinnell Regional Medical Center in Grinnell Iowa. Dr. Yablonsky has founded two medical practices since his entry into the profession. He has worked with patients in the intensive care, emergency, hospital inpatient, and outpatient settings. More recently he has run his own primary care practice in Edwardsville, IL.

He has extensive experience as a consultant to the medical industry and is a sought-after expert for malpractice cases around the Midwest. In addition, Dr. Yablonsky acts as a consultant to specialized men’s health clinics in the down state area, acts as medical director for a multilocation private pain management practice and authored a highly comprehensive and unique opioid prescribing policy. He continues to keep his skills sharp by working occasional shifts in a rural emergency department as well. Dr. Yablonsky offers a full range of traditional outpatient medical services. His focus is on disease prevention and health optimization. He also specializes in diagnosing and managing a comprehensive array of adult acute and chronic diseases including, cardiovascular diseases, diabetes, hypertension, lipid disorders, kidney disease, infections, cancers, pulmonary and respiratory diseases, gastrointestinal diseases, musculoskeletal diseases, mental illnesses, skin diseases, neurological diseases, obesity and male hormone optimization

Advisory Board



Dr. Daniel Goodenberger, M.D (Physician)

Chief of Medicine, VA St. Louis Health Care System
Professor of Medicine, Washington University Medical School

EDUCATION:

Undergraduate: 1970 - B.S., University of Nebraska, Lincoln, Nebraska

Graduate: 1974 - M.D., Duke University, Durham, North Carolina

Postgraduate: 1974-1975 Intern in Medicine, Peter Bent Brigham Hospital, Boston, Massachusetts

1975-1976 Assistant Resident in Medicine, Peter Bent Brigham Hospital, Boston, Massachusetts

1976-1978 Clinical Associate, Metabolism Branch, National Cancer Institute, National Institutes of Health, Bethesda, Maryland

1985-1988 Fellow in Pulmonary Diseases, Pulmonary Center, Boston University Medical Center, Boston, Massachusetts

MEDICAL LICENSURE:

Missouri, June 7, 1988-Present #R6H93

Advisory Board



Brett Williams R. Ph. (Pharmacist)

38+ years of experience as a pharmacist and healthcare advisor

Bachelor of Science in Pharmacy | St. Louis College of Pharmacy

American Red Cross | Team Lead Disaster Action Team 2013 – Present

KSDK Channel 5 | Pharmacy Consultant 1989 – 2011

BCBSMO Blue Cross of Mo | Director of Pharmacy 1990 – 2003

Cardinal Health Mid America Regional Advisory Board 1998 – 2000

National Speakers Bureau | Board of Directors 1994 – 2004

Member: American Society of Consultant Pharmacists, National Community of Pharmacists Association, American Pharmaceutical Association

Mr. Williams is an accomplished business owner and community pillar through his decades of pharmacy leadership and customer service. Brett helped build his small, family-owned pharmacy into St Louis' largest independent pharmacy until selling three of four stores to a national chain in 2011. Brett is a respected medical industry professional focused on improving the lives of his customers and those who rely on him for healthcare leadership and expertise. Brett has led hospital missions in Haiti as well as local/regional disaster relief efforts with the Red Cross. It is this passion and dedication to his community that makes Brett the perfect addition to MoCannTrade and the Healthcare Education and Training committee

Advisory Board



Lt. Scott Gleason-Ret. (Security/Law Enforcement)

30+ years of law enforcement experience

Joined Maplewood, MO Police Dept. 1984

Served as Asst. Chief, Commander of Internal Affairs Bureau and Director of Administration

Undercover narcotics investigator
Federally deputized Task Force Officer | DEA-2007
Investigative Commander | Maplewood, MO Police Dept. until 2014

Graduate | FBI National Academy
Graduate | DEA Drug Unit Commander's Academy

DEA Outstanding Investigator's Award-2014
Dual Baccalaureate degrees-Criminal Justice and Business
Retired from active duty 2015
Founded TAG Investigations and Security Service-2015

As a respected member of Missouri's law enforcement, drug enforcement and investigative communities, Lt. Gleason's career enforcement experience will play a pivotal role for the company

Advisory Board



**Todd Mockler – Danforth Plant Science Center
(Research/Plant Biology)**

Todd Mockler is an associate member and the Geraldine J. and Robert L. Virgil Distinguished Investigator at the Danforth Center. He is part of the team of scientists working in the Enterprise Rent-A-Car Institute for Renewable Fuels. Todd's lab applies cutting edge technology and pioneers new analytical techniques to better understand plant genomes. Prior to joining the Danforth Center in 2011, Dr. Mockler was Associate Professor at Oregon State University. He was also a member of the Center for Genome Research and Biocomputing (part of the Computational and Genome Biology Initiative) and a member of the Molecular and Cellular Biology Program. He earned his Ph.D. in Molecular Biology at the University of California – Los Angeles and his B.A. in Molecular Biology from Wesleyan University in Connecticut. Dr. Mockler was a postdoctoral associate at the Salk Institute in LaJolla, California.

Prior to joining the Danforth Center in 2011, Todd was an associate professor at Oregon State University. He was also a member of the Center for Genome Research and Biocomputing and a member of the Molecular and Cellular Biology Program. Todd did his post-doctoral work at the Salk Institute in La Jolla, California. He earned his Ph.D. in molecular biology at the University of California, Los Angeles and his bachelor's degree in biology from Wesleyan University in Connecticut.

Advisory Board



Cory A. Elliott- CEO of CMT, LLC (Commercial Construction Company)

CMT, LLC, founded in January of 2012, runs on the groundwork of quality, integrity, safety, and service. It is one of the leading union contracting companies in the St. Louis market. CMT primarily performs roofing but has expanded into abatement, demolition and final clean. CMT does work in both Missouri and Illinois. CMT Roofing, LLC also is a certified MBE/WBE and DBE through the St. Louis Lambert Airport Authority and the State of Missouri. Through doubling its revenue over our first, second and third year, CMT was recognized as the SBA Eastern Region Minority Business of the year 2014, CMT Roofing, LLC's growth has proven itself limitless. CMT Roofing, LLC also received an Emerging Business Award from the St. Louis Lambert Airport Authority. CMT was named a Top 25 Largest Business by the St. Louis Business Journal and the St. Louis American Newspaper 4 consecutive years in a row.

Cory Elliott has a Bachelor's degree in Communications with a minor in English from Saint Louis University. She also holds a Master's degree in Health Administration and a Master's Degree in Human Resources from Washington University in St. Louis. In 2014, Ms. Elliott was named woman of the year and was inducted into St. Louis's "Wall of Fame" by the Grace Hill Women's Business Center.

Prior to starting CMT, LLC Cory held nearly eighteen years of business experience in healthcare management and construction. She was known within the healthcare community for her skills in enhancing operational efficiencies while maintaining quality and increasing revenue. She led over six hundred employees and managing an annual expense budget of over three hundred million dollars. Cory served as Vice-President then President of the Missouri Health Executives Group. Through her tenure as President, the Missouri Health Executives Group grew from one St. Louis based chapter to a statewide chapter with local chapters in Southeast, Central and Kansas City, MO. Ms. Elliott's efforts in healthcare were recognized in her community by the St. Louis American when she was honored as a "Salute to Excellence in Healthcare Winner" and was designated as one of the "40 under 40" influential business people by the St. Louis Business Journal. In 2015, she was honored again by the St. Louis Business Journal as the "Most Popular Person in the Class of 2010."

In addition to her professional responsibilities, Cory has been an active member of the community. She most recently ended her term as Board President of Let's Start, which is a support organization for formerly incarcerated women. While having never been incarcerated herself, the ability to help end the cycle of incarceration is very important to Cory and is the reason why she continues to serve on the board today. In addition, Cory is serving her second term on the board of the #1 private catholic schools in Missouri, the Academy of the Sacred Heart in St. Charles, MO. She also serves as the Chair of the Building and Grounds committee, which assists the school in making decisions regarding the physical infrastructure of the school. Cory is currently Treasurer of the Community and Children's Resource Board (CCRB) of St. Charles County.

Cory's work ethic and ambition continues to carry CMT, LLC; Elliott Holding and CAE Contracting. Her motto of ensuring high quality and premium service is what will ultimately allow the companies to thrive for years to come.

Risk Factors

There are a number of risk factors that could cause future results to differ materially from those described in this document. The following sets forth certain risks and uncertainties that could have a material adverse effect on the business, financial condition and results of operations, and investors may lose all or part of their investment. This document cannot assure the investors of their investment outcome, nor can any business relationship developed from the information contained within.

BUSINESS RISKS OF THE COMPANY

Marijuana remains illegal under U.S. federal law. Marijuana is a Schedule 1 controlled substance and, even in states which has been legalized, its use remains a violation of the U.S. federal law. Since U.S. federal law criminalizing the use of marijuana pre-empts state laws that legalize its use, strict enforcement of federal law regarding marijuana would harm this business, prospects, results of operations and financial conditions until such laws are modified or eliminated sometime in the future. In the U.S., cannabis is largely regulated at the State level. To date, a total of 33 states have legalized cannabis in some form.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the U.S. are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August of 2013 when the Deputy Attorney, James Cole, authored the Cole Memorandum that began to frame the issue which has now turned into a federal bill called the 'States Act' which recognizes and supports the State's rights to enact overriding laws to federal law as being legal as well. This law would include all laws relating to cannabis for medical purposes. The Cole Memorandum also discusses the conduct by the federal agencies enforcing and regulating cannabis as being less likely, with limited investigative and prosecutorial resources, to even attempt to prosecute any of these 'state legal' industries.

U.S. federal law pre-empts state law, so the federal government could, though highly unlikely due to the popular nature of the industry nationally, assert criminal violations of U.S. law despite state law. The level of prosecutions of state-level cannabis operations is entirely unknown, nonetheless the stated position of the current administration is not yet favorable to legal cannabis. The current U.S. Attorney General has not taken a specific position on the enforcement of any cannabis industries in the U.S., but has stated that the industry needs swift attention to recognize the industries, hemp's newly current legal status, and how the U.S. Attorney General along with FDA need to address these discrepancies in the very near future. There can be no assurance as to the position any new administration may take on marijuana until that future event occurs that could tighten restrictions or remove them all together. Investors should be mindful of this fluid situation on the federal level at all times and seek independent counsel or other personal opinions.

The rulemaking process for cannabis operators at the state level in any state will be ongoing and result in frequent changes. Since Missouri has passed a constitutional law it will be less likely that meaningful changes will be legislated, however, a compliance program is essential to manage any regulatory risks. Investors should be aware and familiar with all of the compliance operations in the business and this industry on an ongoing basis.

Investors should also be aware of the restricted access to banking that has been created by the federal and state discrepancies in this industry, and with not knowing future events, this industry could face more or less restrictive access to banking and transactional resources having some potentially impactful effects on the industry and our business.

Risk Factors

UNFAVORABLE TAX TREATMENTS

Prospective investors should be aware of the unfavorable tax treatments for cannabis related businesses imposed by the Section 280E tax law. It states that “no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business is involved in activities which comprise such trade that consists of trafficking in controlled substances of the schedule 1 and 2 category, as described in the Controlled Substance Act of 1970. Prospective investors are solely responsible for determining the tax consequences applicable to their particular circumstances. Each prospective investor should seek tax advice from an independent tax advisor.

SECURITY RISKS

The business premises of the Company’s operating locations, or Dispensaries can be targets for theft. While the Company will implement security measures at each location and will continue to improve its security measures, it could be subject to break in, robberies and other breaches of security. The Company will employ and retain insurances for these events, but it is the investor responsibility to be aware of the level of risk the company has covered by insurance and other protections for security. No claims should be made due to investor lack of knowledge or its associated risk in this area of the business.

PROPRIETARY RISKS

The Company’s success may depend on its ability to use and develop new extraction technologies, recipes, know-how and new strains of marijuana without infringing the intellectual property rights of third parties. Since much of this information is not registered, the Company cannot assure that third parties will not assert intellectual property claims against it. An adverse determination in any such litigation could subject the Company to significant liability to a third party. This would require it to seek license or requirements to pay royalties for such violations. The company will make every effort to obtain knowledge of any such infringements, but investors should be aware of the remote exposure to proprietary intellectual properties in this industry.

LACK OF BANKRUPTCY PROTECTION

Due to the federally illegal status, courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry. Investors should be aware of this current condition which is subject to change due to future events that have not occurred.

POTENTIAL FDA REGULATION

Should the federal government legalize cannabis, it is possible that the U.S. Food and Drug Administration (the FDA) would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. The FDA may issue rules and regulations including good manufacturing practices, related to the growth, cultivation, harvesting and processing of medical cannabis. Clinical trials may be needed to verify efficacy and safety. It is also possible that the FDA would require that facilities where medical-use cannabis is grown register with the FDA and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact would be on the cannabis industry is unknown, including what costs, requirements and possible prohibitions may be enforced.

DEPENDENCE ON KEY INPUTS, SUPPLIERS AND LABOR

The medical cannabis business is dependent on a number of key inputs and their related costs including raw materials and supplies related to growing operations, manufacturing operations and dispensary operations. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, and results of business operations and prospects. Investors are advised to be cognizant of these conditions and review business updates on a regular basis or have key advisors review the Company’s ongoing conditions and operations regularly.

Risk Factors

GROWTH RISKS AND INTERNAL CONTROLS

The Company may be subject to growth related risks including capacity constraints and pressure on its internal systems and controls. Its ability to manage that growth effectively will require it to continue to implement and improve its operational and financial systems, and to expand, train and manage its employee base. Investors should be aware of this growth risk and routinely review the Company's ability to handle these conditions, in turn protecting the investments. The internal controls implemented should help to reduce any risks in these areas.

PRODUCT LIABILITY

The Company faces an inherent risk of exposure to product liability claims and product recalls.. If its products are alleged to have caused significant loss or injury, the Company will be carrying insurance policies to protect against any such alleged claims. The investors should become aware and review the Company's exposures to and protection against such potential allegations and exposures. This information should be made available through regular updates to investors about such protections and potential risks as they become known. The inability to obtain sufficient insurance coverage on reasonable terms would be the only exposure to risk in this situation and investors should stay apprised of the Company's ability to acquire satisfactory insurance protections.

RESULTS OF FUTURE CLINICAL RESEARCH

There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC), particularly in the U.S. due to its current illegal status federally. Significant articles, reports and studies has been done in other countries around the world. Due to the current ongoing uncertainty, there is inherent risks associated with the medical cannabis business until such time as it has been deemed safe with identifiable limits and regulations for administering dosages, products and recipes. Investors should be aware of these uncertainties and educate themselves about the nature of the products being developed by the Company and understand its desire to develop unique blends with the utmost potential to help medical afflictions approved by the medical cannabis law while keeping known side effects to a minimum, making patients fully aware of any risks and identifying any material interactions the product may impose.

COMPETITION

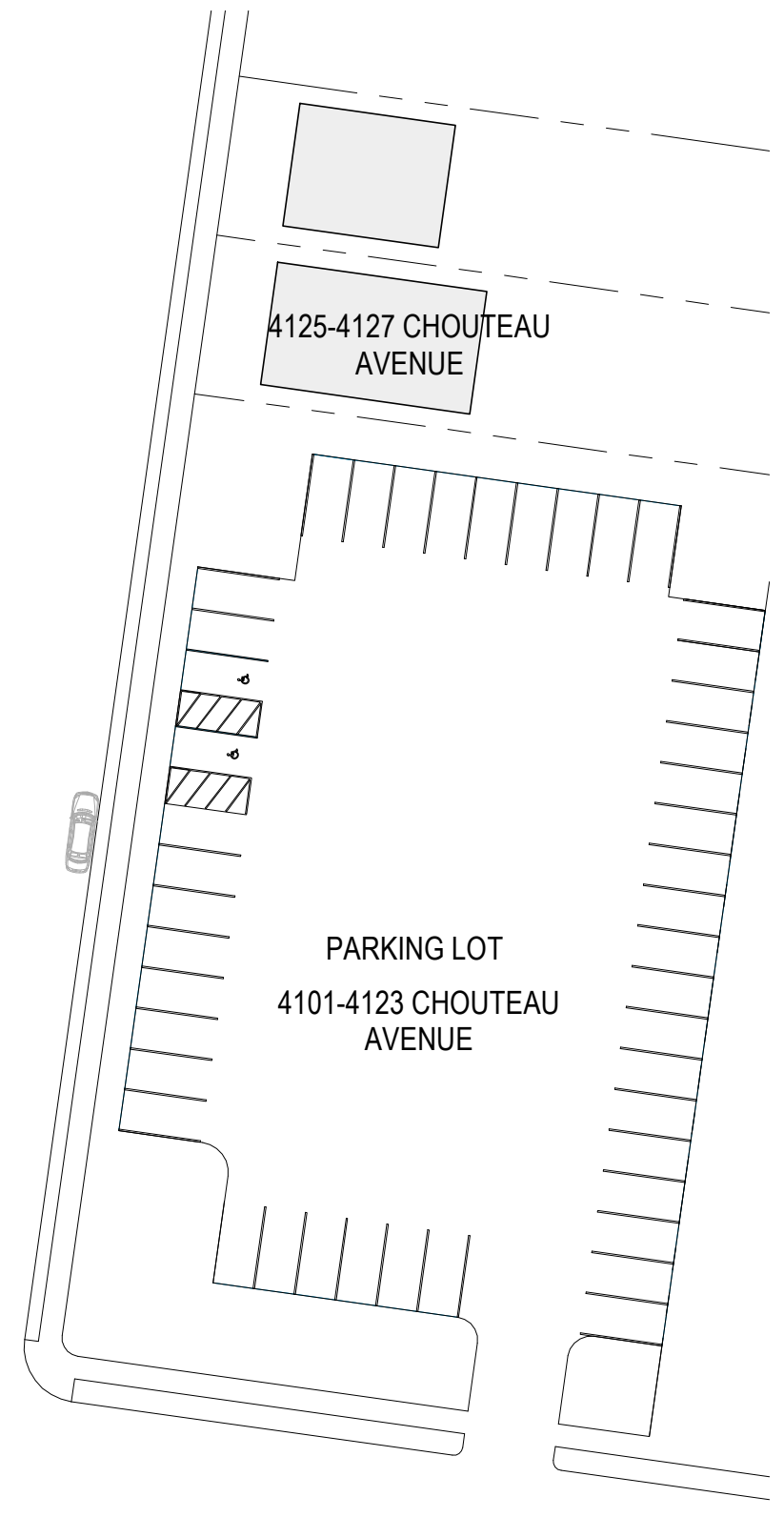
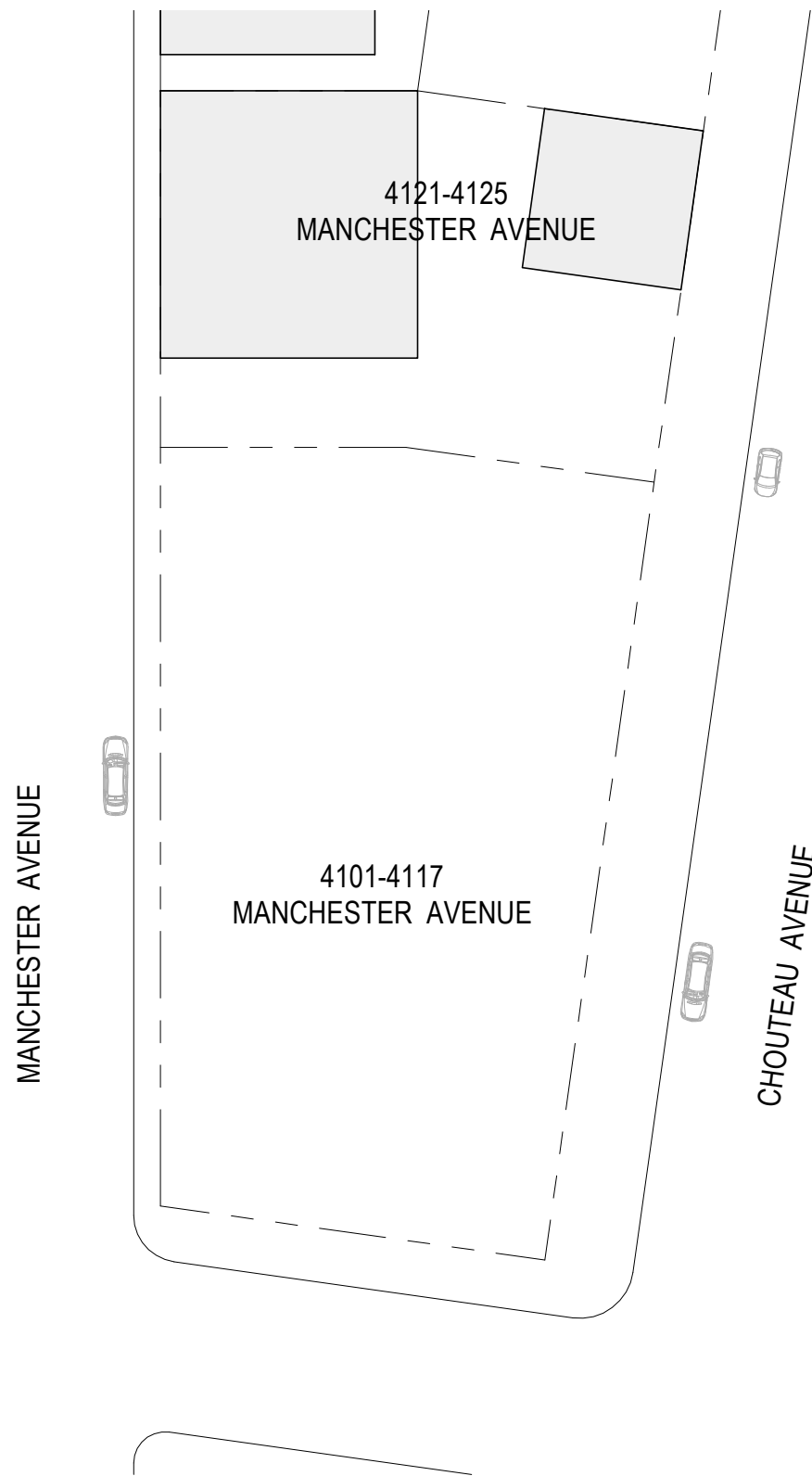
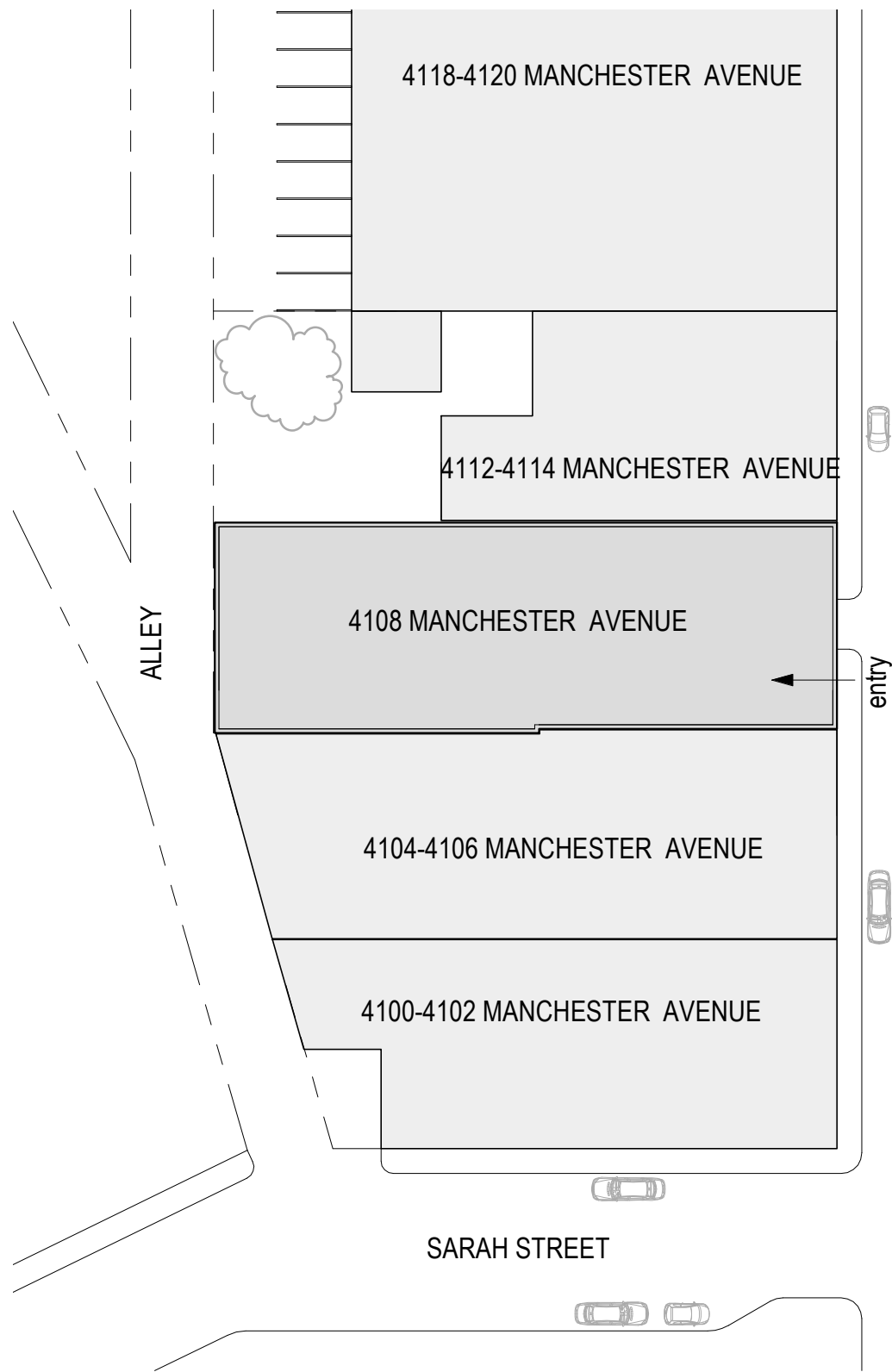
Because of the early stages of the medical cannabis industry in MO, the company will face competition from many entrants. The demand will also increase as more patients enter the market. The investor should educate themselves about the current business forecasts and the developed business logic behind the business forecasting in the future. It is the investor's responsibility to keep apprised of the Company's business forecast and competitive position in the industry at all times. It will be the Company's responsibility to provide the internal control information for all aspects of its business, as well as the investor's responsibility to stay apprised of these matters that could materially affect the outcome of the Company's ability to be successful and profitable.

GENERAL ECONOMIC RISKS

As with any business operation, the Company could be affected by general economic conditions such as unemployment levels, interest rates, inflation, consumer trends, worldwide events, events delivered by nature that could have a material effect on the Company's operations. Investors should be aware that these events could happen by no cause of the Company and should understand this is part of risk in any investment area. This is in part, reason that it is up to the investor to read and understand all of the Forward looking information, along with all the risk information contained with this investor opportunity going forward.

BeLeaf and the Move into Medical Cannabis

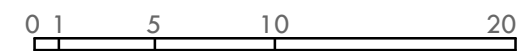
THANK YOU



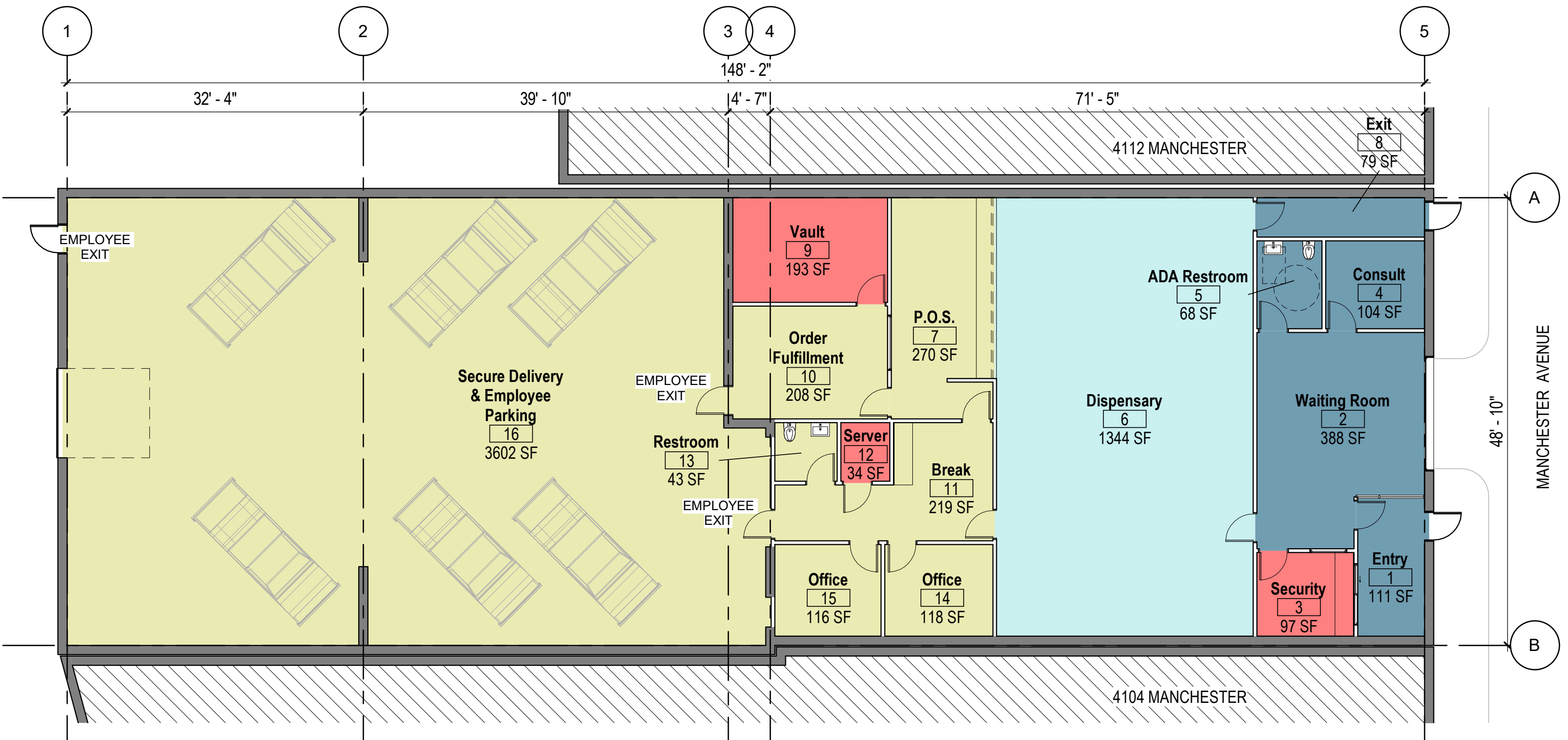
Site Plan
4108 Manchester Ave.

08.02.2019

Scale: 1" = 40'-0"



M I N +
 architecture



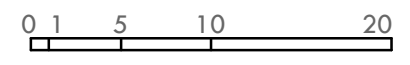
	NEW PARTITION		NEW DOOR OR STOREFRONT WINDOW
	EXISTING PARTITION		EXISTING DOOR OR STOREFRONT WINDOW

	PUBLIC ACCESS
	LIMITED ACCESS - ESCORTED PATIENTS
	RESTRICTED ACCESS - ALL EMPLOYEES
	RESTRICTED ACCESS - CERTAIN EMPLOYEES

Proposed Dispensary - Floor Plan

4108 Manchester Ave.

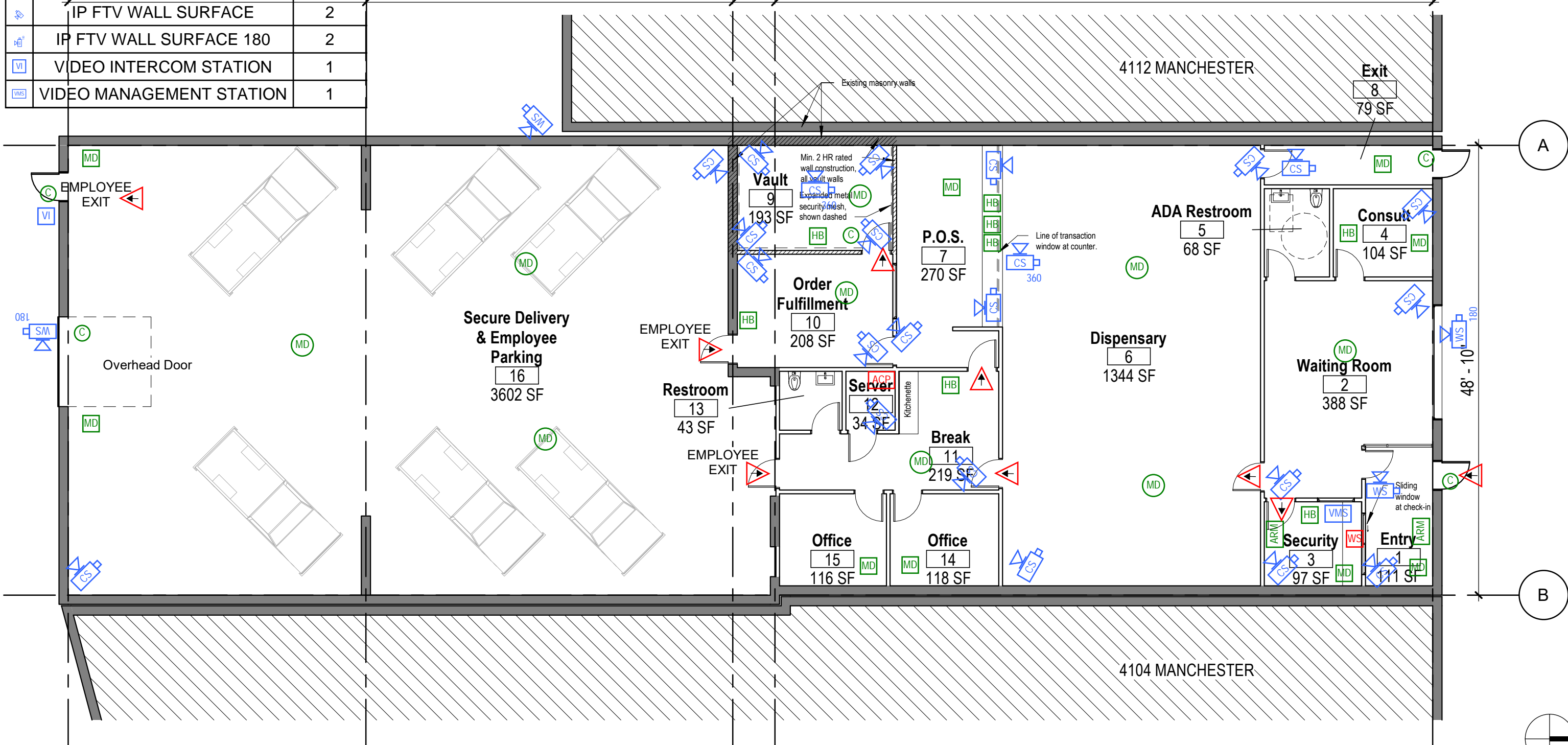
08/02/2919 Scale: 3/32" = 1'-0"



1 VIDEO SURVEILLANCE		
Description	Quantity	
IP FTV CEILING SURFACE 360	2	
IP FTV CEILING SURFACE 32-74	21	
IP FTV WALL SURFACE	2	
IP FTV WALL SURFACE 180	2	
VIDEO INTERCOM STATION	1	
VIDEO MANAGEMENT STATION	1	

ACCESS CONTROL		
Description	Quantity	
2-FACTOR CONTROLLED DOOR	9	3
ACCESS CONTROL PANEL	1	
WORKSTATION	1	

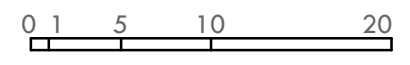
INTRUSION DETECTION		
Description	Quantity	
ARMING STATION	2	
DOOR CONTACT - CONCEALED	5	
MOTION DETECTOR	9	
MOTION DETECTOR - LONG RANGE - CEILING MOUNT	9	

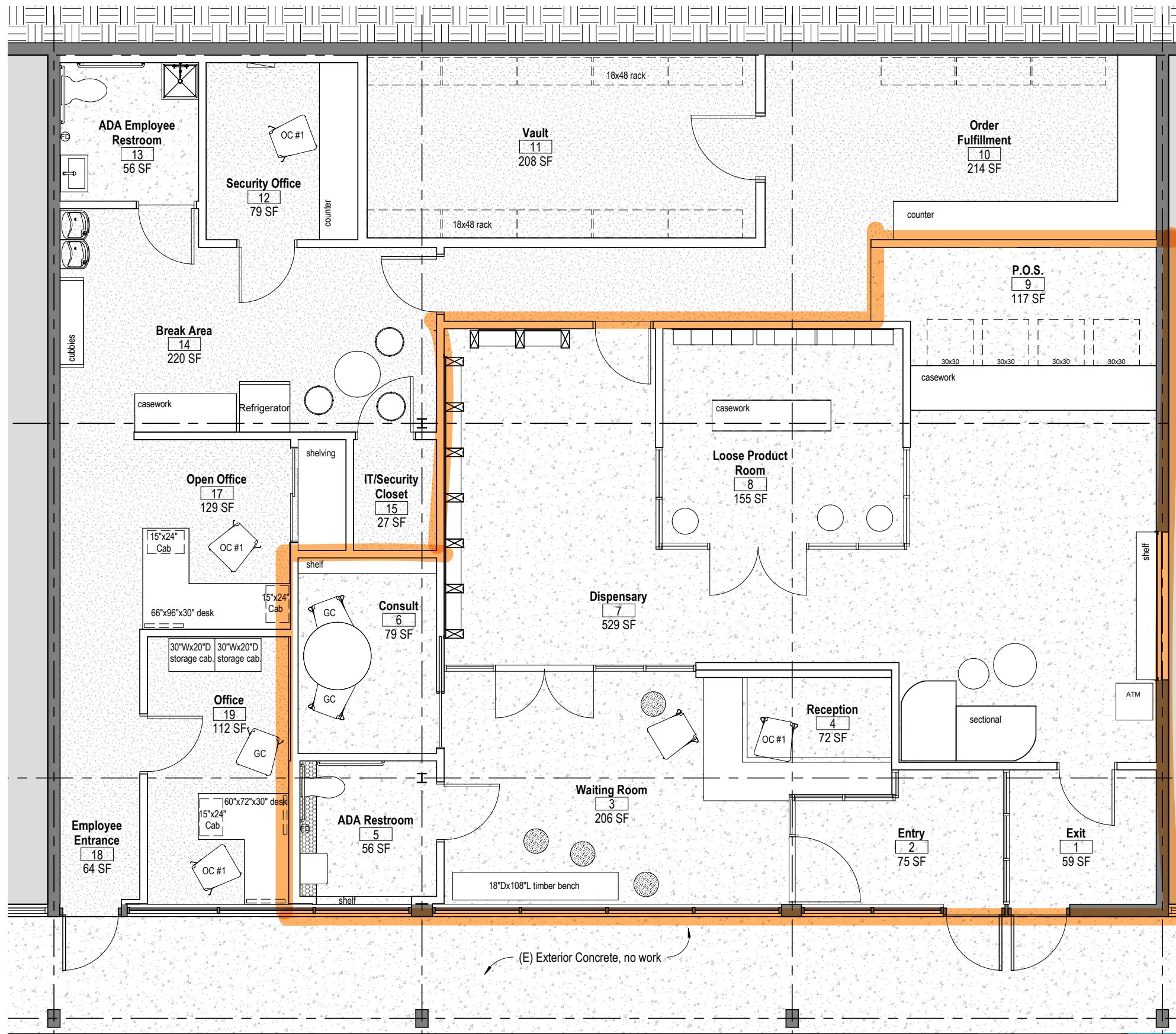


Proposed Dispensary - Security Plan

4108 Manchester Ave.

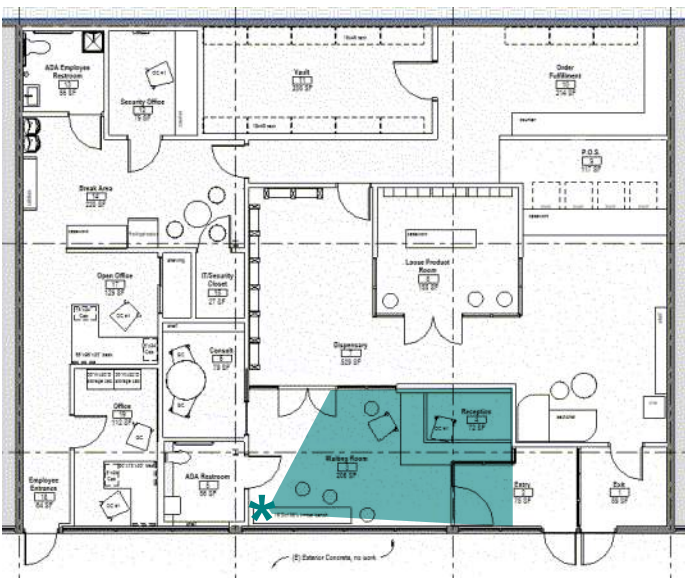
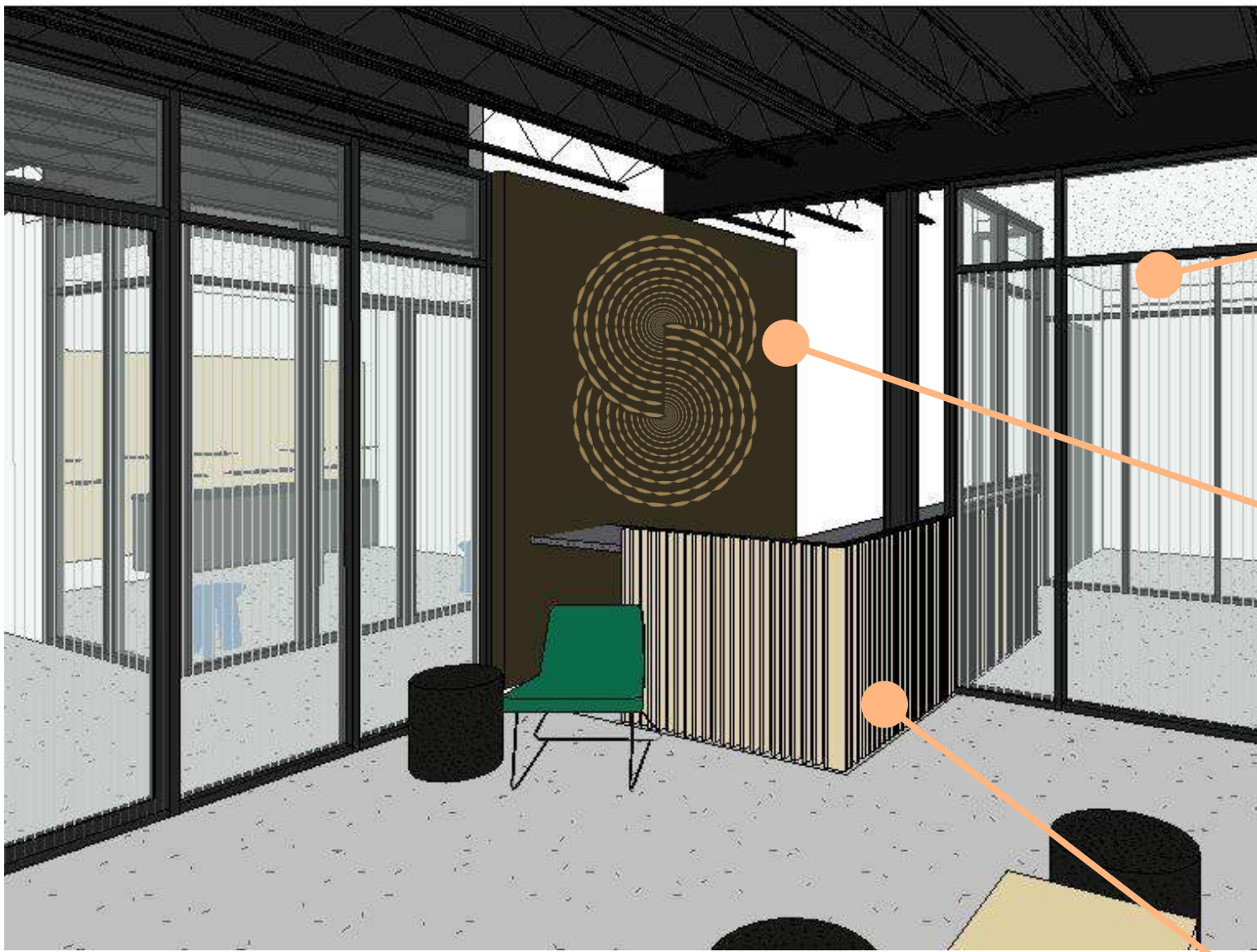
07/29/2019 Scale: 3/32" = 1'-0"





DISPENSARY FLOOR PLAN

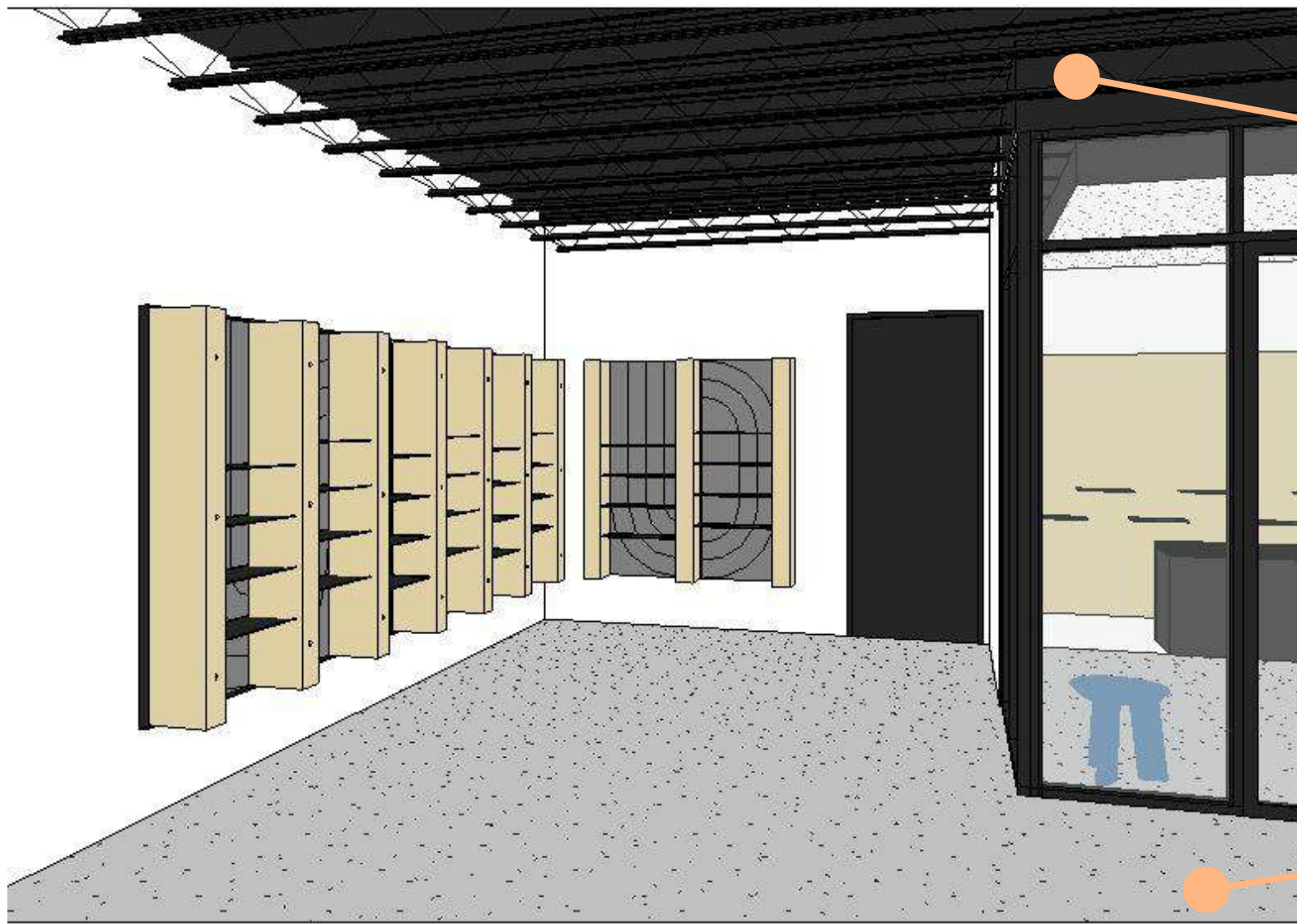
St. Peters
04/20/2020



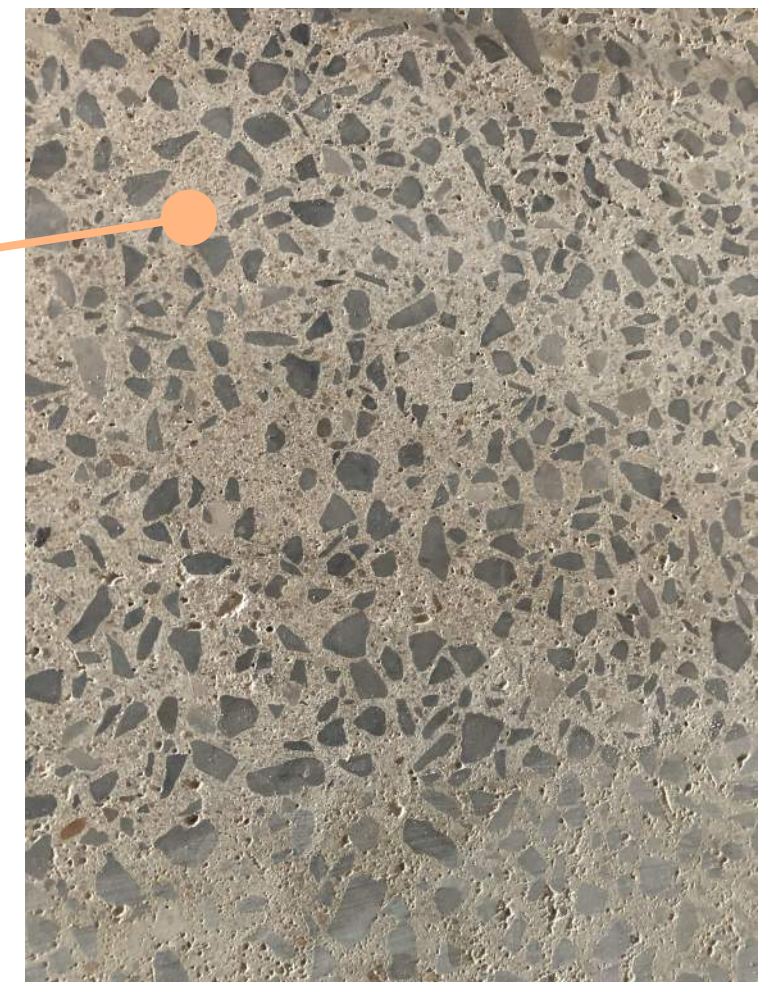
Doug Fir Timber Bench



Doug Fir Vertical Slats

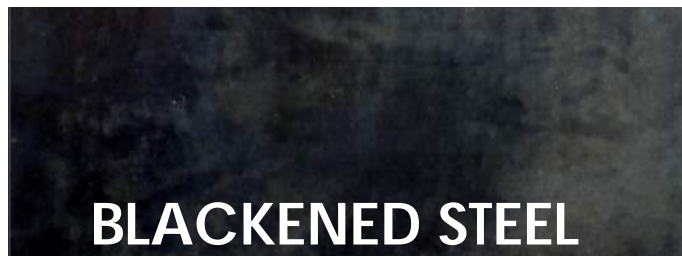
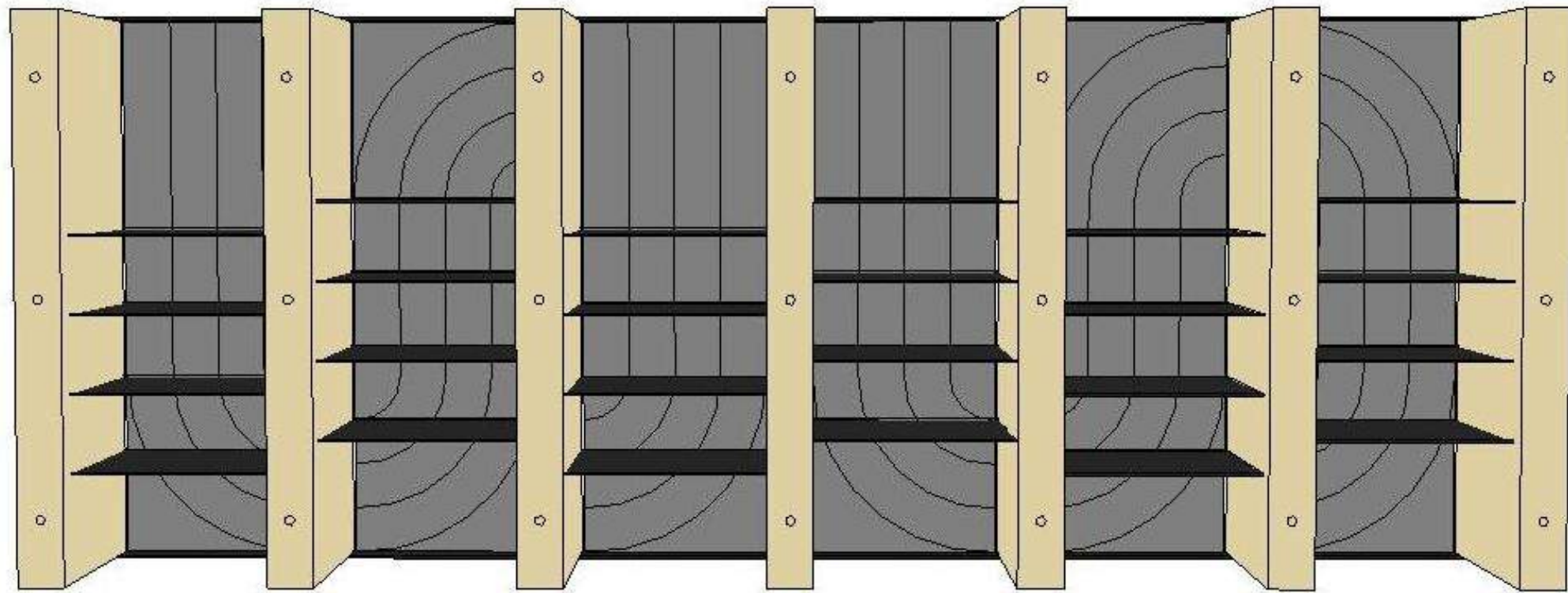


Black painted open web joists with 1" thick fiberglass acoustic panels deck mounted at every other joist bay



<p>CMYK: 70 64 63 61 RGB: 303030</p> <p>Best Pantone Match: 447 CP</p>	<p>CMYK: 37 44 76 12 RGB: 997f50</p> <p>Closest Pantone Match: 7558 UP</p>		
<p>CMYK: 70 46 68 32 RGB: 475c4c</p>	<p>CMYK: 67 41 48 12 RGB: 5c7877</p>	<p>CMYK: 43 40 52 6 RGB: 948a79</p>	<p>CMYK: 7 10 18 0 RGB: ecdcd</p>

CONCRETE

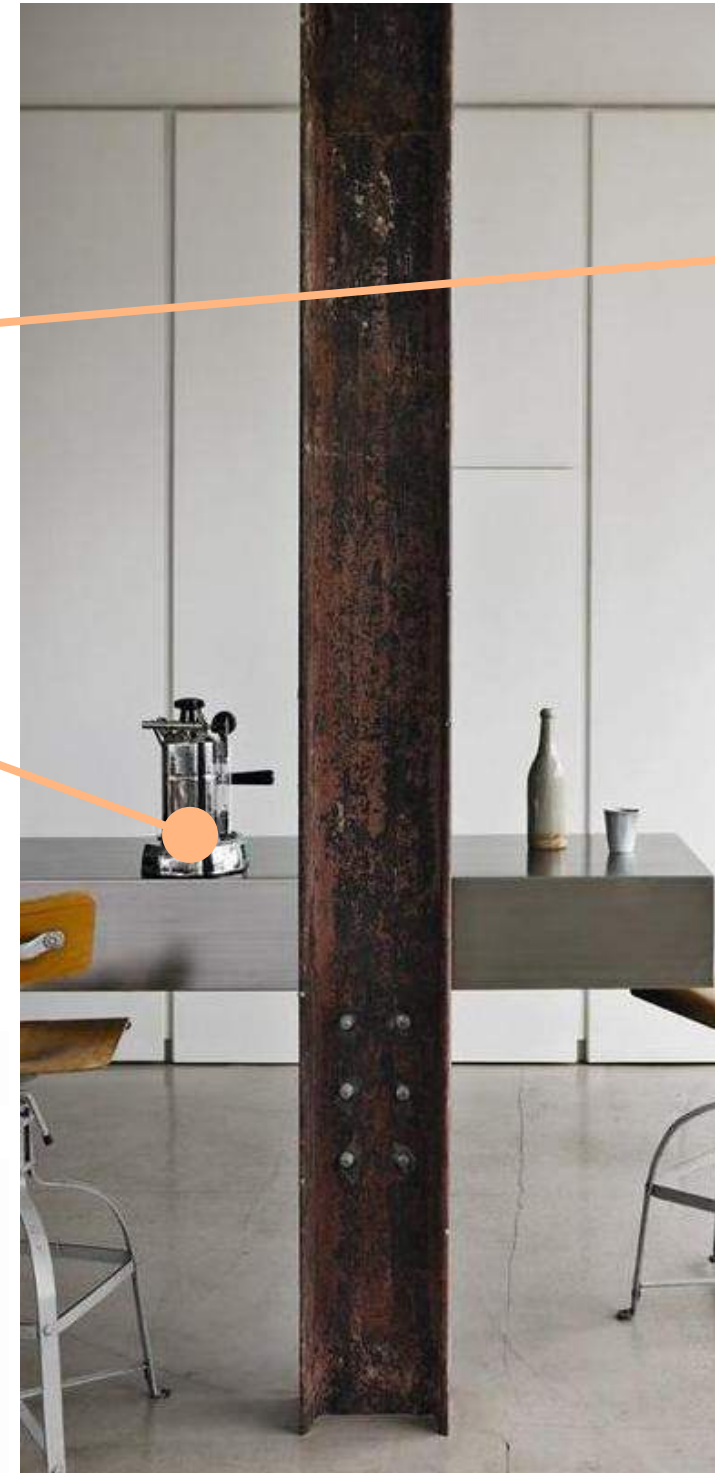
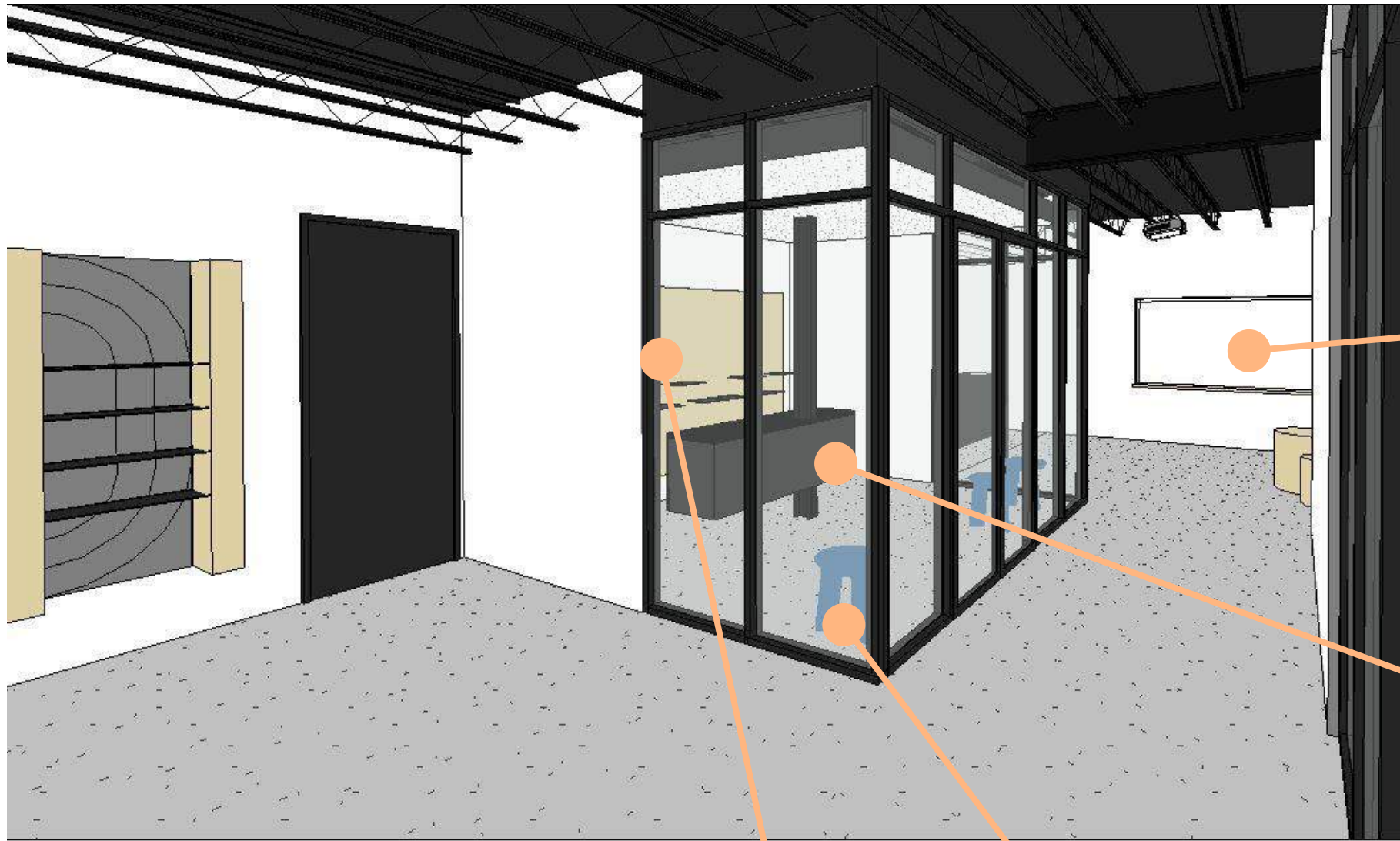


SAMPLE MOCK-UP



ADJUSTABLE DISPLAY SHELVING

St. Peters
04/20/2020



Calming ← → Energizing

Myrcene Herbal	Pinene Pine	Caryophyllene Peppery	Limonene Citrus	Terpinolene Fruity
Also found in hops, mango, and lemongrass.	Found in pine needles, rosemary, basil, and dill.	Found in black pepper, cloves, and cinnamon.	Also found in fruit rinds, rosemary, juniper, and peppermint.	Also found in nutmeg, tea tree, cumin, and lilacs.

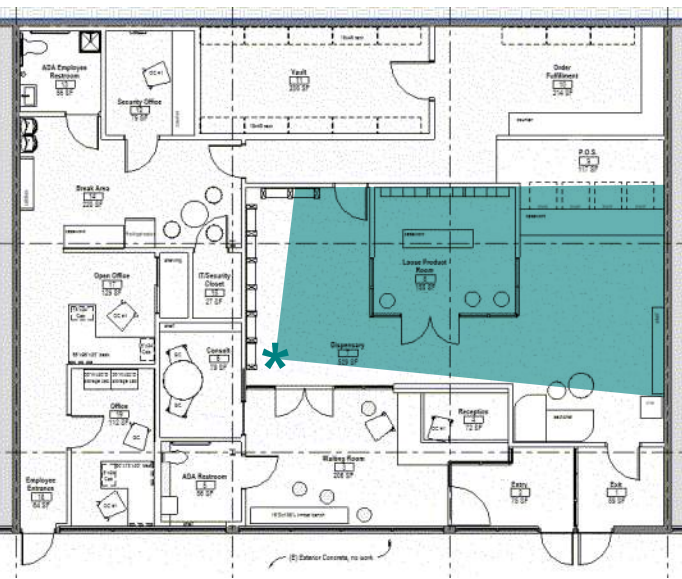
Leafly

Putting strain flowers together

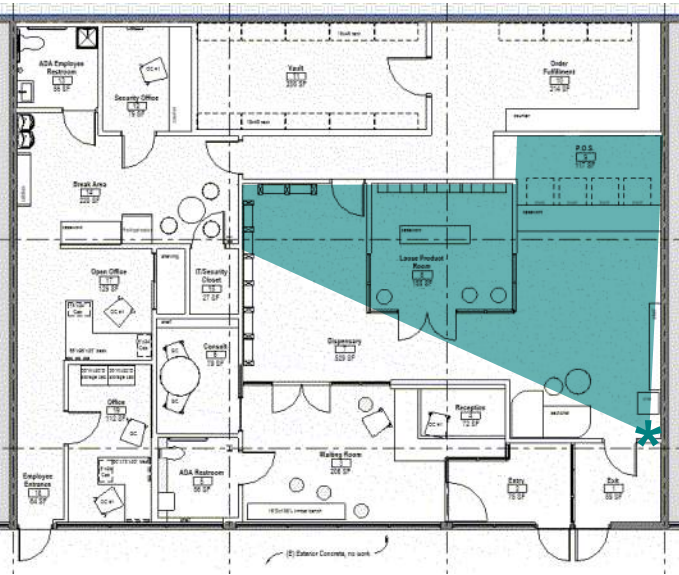
- The center shape indicates CBD or THC dominance.
- Bigger and smaller circles indicate CBD. Bigger = more.
- Longer and shorter diamonds indicate THC. Longer = more.
- The colors of the primary, inner, and outer rings also indicate the prominent terpenes in a particular strain.

Leafly

LEAFLETS & BROCHURES + ART WALL



CANTILVERED STEEL & STONE PACKING COUNTER



P.O.S.
Eggshell white walls w/ glossy off-white line graphics at wall and ceiling

Line graphics riff off routed acoustical wall panel pattern (abstracted infinity symbol)

Product menu & SWADE logo to be projected on P.O.S. wall, framed by graphic design

Public Bathroom

Eggshell white walls w/ SWADE color glossy accent at walls and floor

*glossy finish is easier to keep clean at sink and toilet walls and painted floor can hide any plumbing trenching



Consult Room

Eggshell white walls w/ SWADE color glossy accent at wall and ceiling

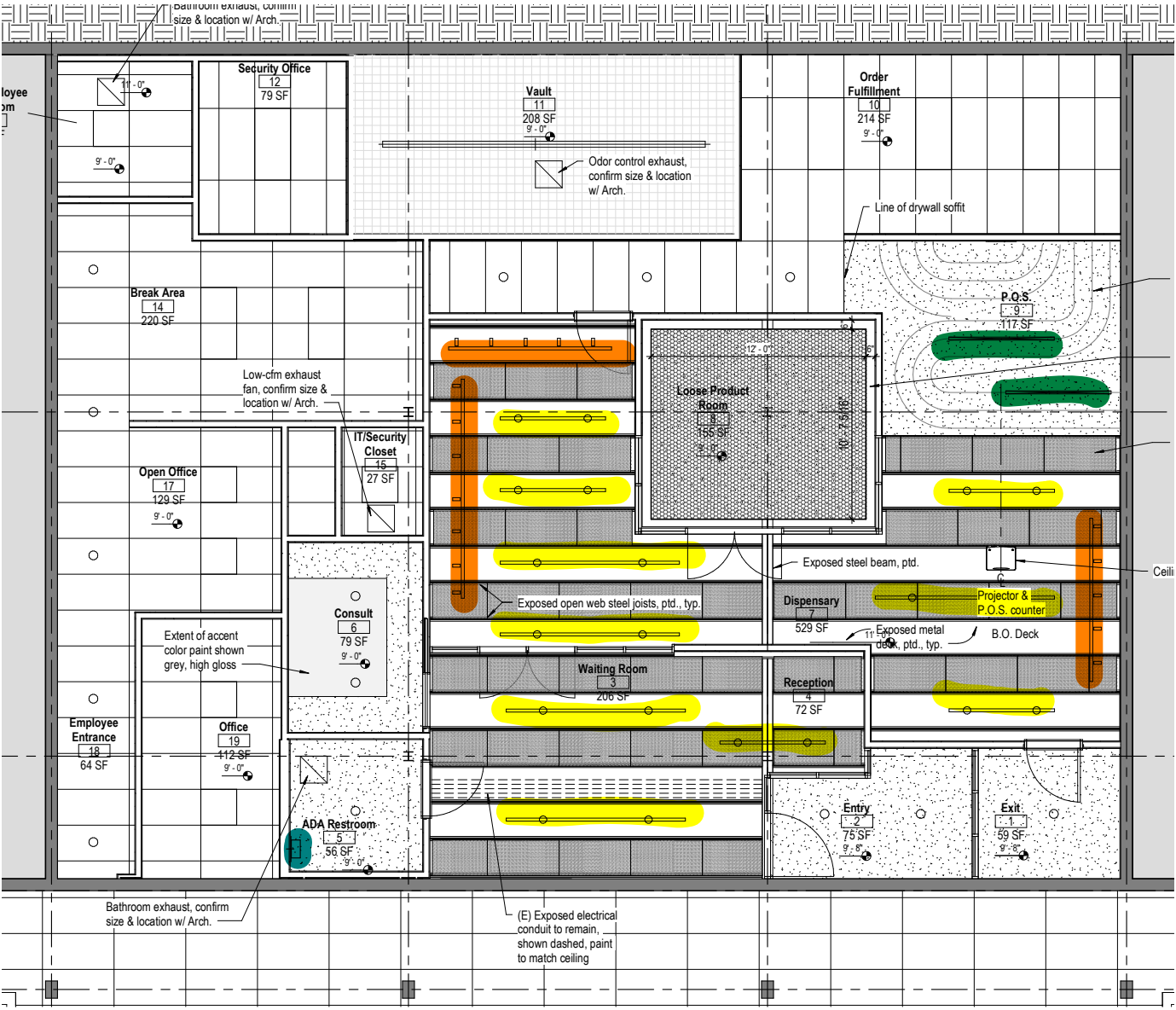
*glossy finish is easier to keep clean where furniture is against wall



INTERIOR ACCENT PAINT SCHEME

St. Peters
04/20/2020

*Back of house consists of recessed can lights, 2'x2' lay-in panels, and surface mounted linear lights



bar light at bathroom mirror



recessed linear lights at P.O.S.



suspended track lights at shelving display



suspended linear lights at open web joists

REFLECTED CEILING PLAN & LIGHT FIXTURES

St. Peters
04/20/2020