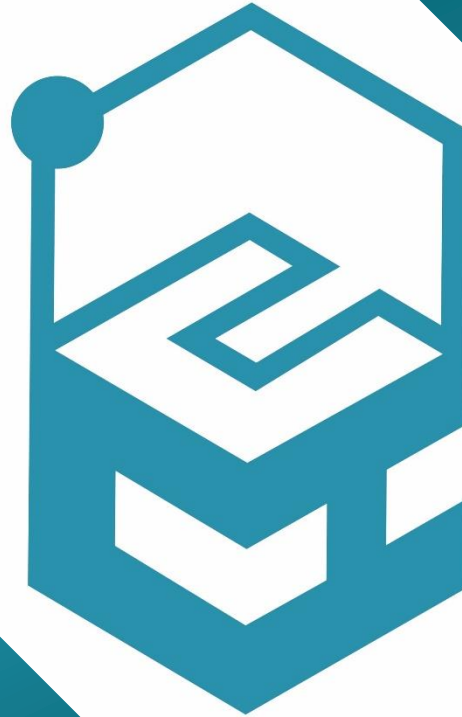


Investor Presentation



OFFERING SUMMARY

Pre Money: **\$39.5MM**

Post Money: **\$49MM**

Common Stock Issued: **14,624,673 shares**

Common Stock Offering: **4,000,000 shares**

Minimum: **\$25,000 or 10,000 shares**

Accredited Investors Only

\$10MM Pre-IPO Private Round

Disclaimer



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CAUTIONARY STATEMENT CONCERNING FORWARD LOOKING STATEMENTS

This document contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as "may," "should," "expects," "anticipates," "contemplates," "estimates," "believes," "plans," "projected," "predicts," "potential," or "hopes" or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including: our ability to change the direction of the Company; our ability to keep pace with new technology and changing market needs; and the competitive environment of our business. These and other factors may cause our actual results to differ materially from any forward-looking statement. Forward-looking statements are only predictions. The forward-looking events discussed in this document and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this document and other statements made from time to time by us or our representatives might not occur.

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Certain Risk Factors of the Company



Risks Related to the Company and Ownership of its Common Stock The Company has a limited operating history

The Company was formed in early 2019 as the result of the consolidation of several existing businesses. Each of these businesses has a limited operating history, and the Company is subject to the uncertainties and risks associated with any new business. Since their inception, none of the Company's subsidiaries have generated a net profit and the ability and the time required for the Company to reach profitability are highly uncertain. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered with the expansion of a business operation in a competitive industry, and the continued development of advertising, promotions and a corresponding customer base. The Company may sustain losses in the future, and there can be no assurance that the Company will ever achieve profitability at all or on a substantial basis. The offering price is an arbitrary determination.

The offering price of the Common Stock was arbitrarily set by the Company. No market exists for the Common Stock of the Company and there can be no assurance that a trading market will develop for the Common Stock in the future. The offering price of the Common Stock may not bear any relation to the actual value of the Common Stock. Among the factors considered in determining the offering price were estimates of the prospects of the Company, the background of management and current conditions in the securities markets and the hemp and marijuana industries.

The Company is dependent on arrangements with corporate partners and third parties for its success. The Company's strategy for development and commercialization of The Clear™ entails entering into various arrangements with Partner Licensees and other third parties. These arrangements may require the Company to transfer certain material rights to these third parties. In the event the Company decides to license or sublicense certain of its commercial rights, there can be no assurance that such arrangements will not result in reduced product revenue to the Company. **Risks Associated with the Company's Business or Industry**

Marijuana is illegal under U.S. federal law. Marijuana remains illegal as a Schedule I drug under the Controlled Substance Act ("CSA"), based upon policies, rules, and regulations of the federal government designating it as a substance which has no safe medical use and a high risk of abuse or misuse. Following enactment of the Agriculture Improvement Act of 2018 (the "2018 Farm Bill"), the definition of marijuana has been clarified to include cannabis products that contain over 0.3% THC. Unless Congress Clear Cannabis Inc. Offering Memorandum 16 amends the CSA, it will remain illegal to cultivate, process, distribute, possess, and consume marijuana under federal law. Even in those states in which the use of marijuana has been legalized, its use remains a violation of federal law. Since federal law criminalizing the use of marijuana pre-empts state laws that legalize its use, strict enforcement of federal law regarding marijuana would harm the Company's business, prospects, results of operation, reputation, and financial condition. In 2009, 2011 and 2013, then-Deputy Attorney Generals David Ogden and James Cole issued memoranda providing guidance for MRBs in light of the conflict between federal law and the laws, rules, and regulations of states where marijuana is legal (the "Cole Memoranda"). Although each memorandum has a reminder that marijuana is illegal under federal law, the memoranda likewise provide that the Department of Justice is committed to using its resources to investigate and prosecute only the most significant threats related to the cultivation, manufacturing, distribution, possession, and consumption of marijuana. According to the Cole Memoranda, federal prosecutors should focus their prose

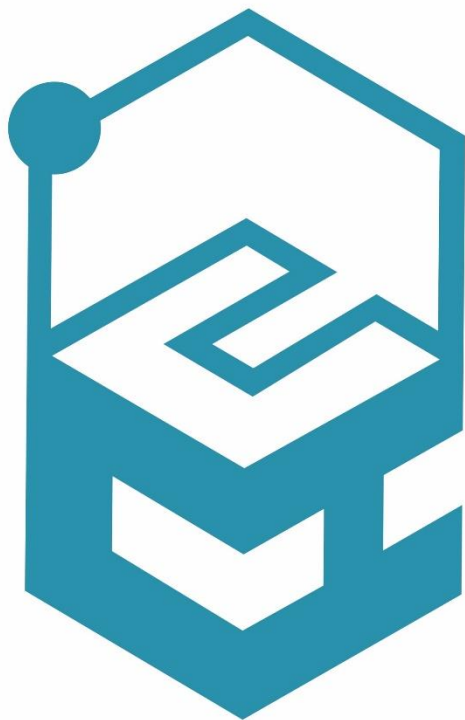
- distribution of marijuana to minors;
- revenue from the sale of marijuana going to gangs and other criminal enterprises;
- diversion of marijuana from states where it is legal to states where it is not legal;
- using state authorized marijuana activity as a pretext for other illegal drug activity;
- preventing violence in the cultivation and distribution of marijuana;
- preventing driving while under the influence of drugs;
- growing marijuana on federal property; and
- preventing the possession or use of marijuana on federal property.

In 2018, then-U.S. Attorney General Jeff Sessions rescinded the Cole Memoranda and advised U.S. Attorneys that they are free to investigate and prosecute MRBs despite compliance with state laws and the guidance set forth in the Cole Memoranda. Notwithstanding this rescission, many MRBs and business providing ancillary products and services to MRBs continue to operate under the guidance of the Cole Memoranda. Since 2015, Congress has passed amendments to its annual appropriations bills restricting the ability of the U.S. Department of Justice to use federal funds to investigate and prosecute MRBs operating in compliance with their respective state laws, rules, and regulations. However, the prior issuance of the Cole Memoranda and appropriations bill amendments does not change the fact that marijuana remains illegal under federal law, and there can be no assurances or guarantees that such previously issued memoranda will be effective or that the appropriations amendments will continue to be passed by Congress.

The Company may be subject to civil asset forfeiture. Because the marijuana industry remains illegal under U.S. federal law, any property owned by participants in the marijuana industry (including the Company and its subsidiaries) which is either used in the course of conducting such business, or represents the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

The Company may be subject to "proceeds of crime" statutes. The Company is subject to a variety of laws, rules and regulations at the state and federal level that involve money laundering, financial recordkeeping and proceeds of crime, including the BSA, the USA PATRIOT Act, and any related or similar statutes, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States. In the event that any of the Company's license or sublicense agreements, or any proceeds thereof, in the United States were found to be in violation of money laundering legislation or other rules and regulations, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could have a material adverse effect for the Company and, among other things, could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, and/or affect other distributions. In addition, investment in the Company presents a potential risk to Investors from the BSA as that statute requires banks and broker-dealers to monitor money passing through their institutions for potential money laundering activities. In order to comply with the BSA, a bank or broker-dealer is required to file a Suspicious Activity Report ("SAR") related to certain transactions the bank or broker-dealer suspects involve potential money laundering. Because the cultivation, possession, and distribution of marijuana are illegal under the CSA, any proceeds deriving from those transactions would be proceeds of an illegal transaction under existing federal law.

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US Cannabis and CBD Brands

- **Core Principles: Building infrastructure and creating household brand names in cannabis**
- **Create THC & CBD consumer experiences with standard operational recipes**
- **'The CLEAR' is one of the most recognized cannabis brands in the US**

38

STATES WITH CLEAR RETAILERS

The CLEAR CBD is in over 1000 stores in 38 states

6.5

MILLION IN TRAILING 12/MO REVENUE

Profitable and ready to scale



BRANDING IN US CANNABIS

Creating a clean reliable consistent product across state lines

Flagship Product

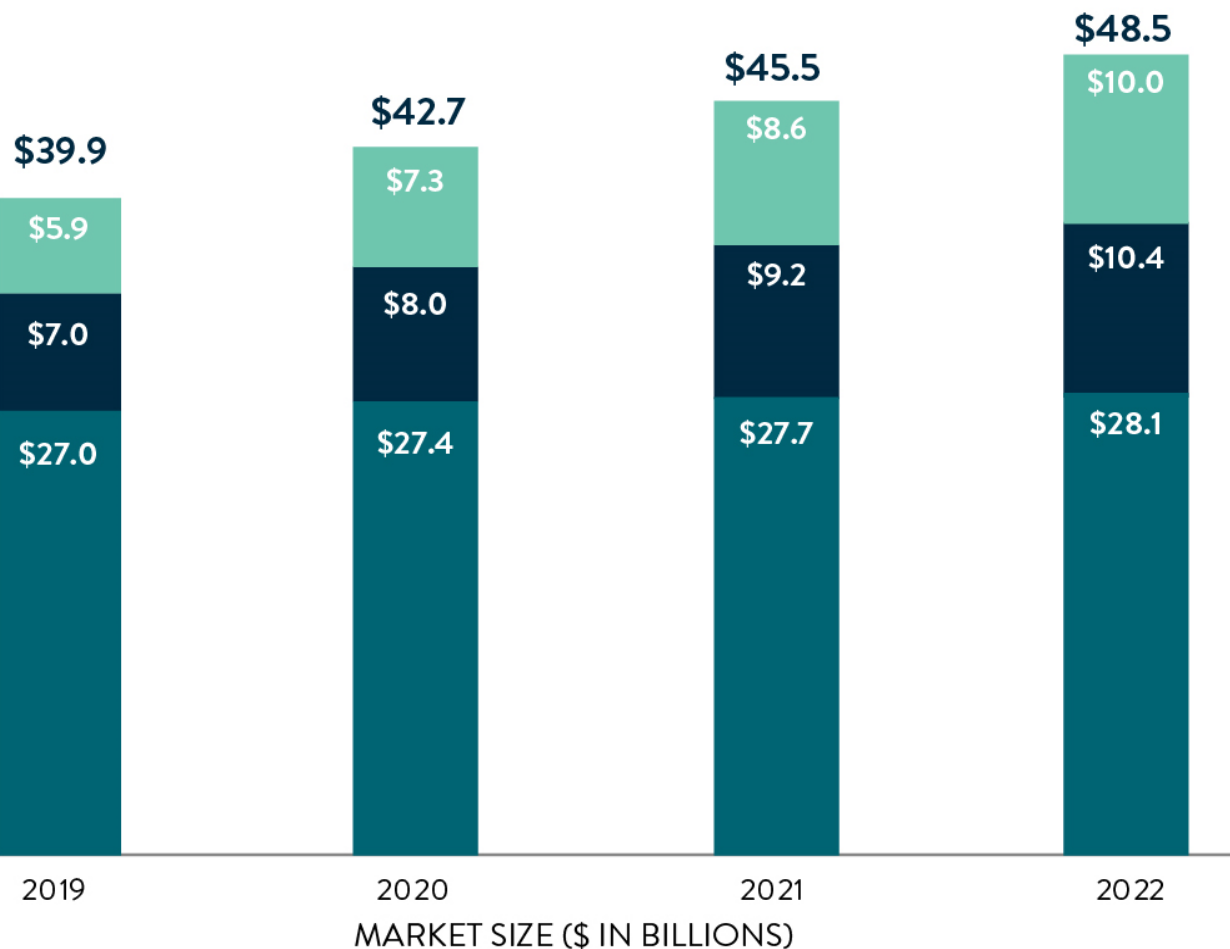


The Flagship product, a THC Distillate pen. 'The CLEAR' THC is sold in 72% of dispensaries in Colorado and is the #4 Brand (as of September 2019) according to a 3rd party data provider *Headset*.²

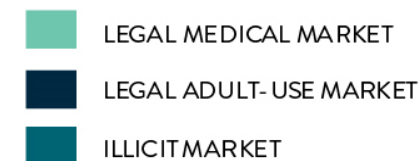
2019 OUTLOOK: SURGING ADULT USE
SALES DRIVE LEGAL MARKET GROWTH

TOTAL ADDRESSABLE MARKET

2022

\$48.5
BILLION
BY 2022\$176.6
BILLION
2019-2022
COMBINED

49%

ADULT-USE SALES MAY
GROW TO NEARLY HALF
OF THE LEGAL MARKET
BY 2022

History



2013

'The CLEAR' is invented in California by Chris Barone (Quick American, 2014)

2016-2019

\$11.2MM deployed to build subsidiaries that created Clear Cannabis, Inc.

2015

Venture backed fund 'Cliintel Capital' created by Richard & Rick Batenburg to control brands and distribution of cannabis and CBD

March 2019

Clear Cannabis, Inc. is formally incorporated by combining non-plant touching subsidiaries of venture fund including the IP of 'The CLEAR'

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Two Major Revenue Streams

CBD Sales

- We sell CBD goods directly to customers, distributors and retailers across 38 states.
- We capture 100% of the topline revenue generated by the sales.
- Products: Lip balm, pills, vapes and tinctures.

THC Licensed Producers

- Independent licensees in 6 states.
- Collecting 10% royalty from licensees.
- Licensees purchase our branded hardware, packaging and proprietary terpenes.
- Capturing a percentage of the gross sales from licensed manufacturers.

Summary

Revenues are generated by hardware, packaging, proprietary terpenes, intellectual property, and brands that allow us to have consistent product standards across state lines. THC distillate is locally sourced in the state of operation and is not a part of our revenue model. All THC distillate must meet our specifications and testing standards before being formulated into the CLEAR family of products.

Key Leadership

Richard Batenburg Jr: Chairman and President Largest shareholder, over 3.5MM personally invested. Entrepreneur, investor and executive for over 30 years leading companies across a wide breadth of industries with a specific focus on emerging markets and consolidation. Clients included Comcast, Time Warner, Sirius XM, and the launch of many products and brands.

John Cushman: Chief Executive Officer John is a seasoned executive with 25-year experience leading companies (4 CEO positions). Most notable exit of QORE Systems, LLC, the inventor of a Nanotechnology consumer product that mechanically kills pathogens on contact, including MRSA.

Seth Wiggins: Chief Revenue Officer Career sales executive and leader, a motivated and detail-oriented execution person who has built robust sales processes and teams. Began his career at Berkshire Hathaway before forming a successful solar company and managing up to \$500MM in revenues. Company was subsequently purchased by Real Goods Solar.

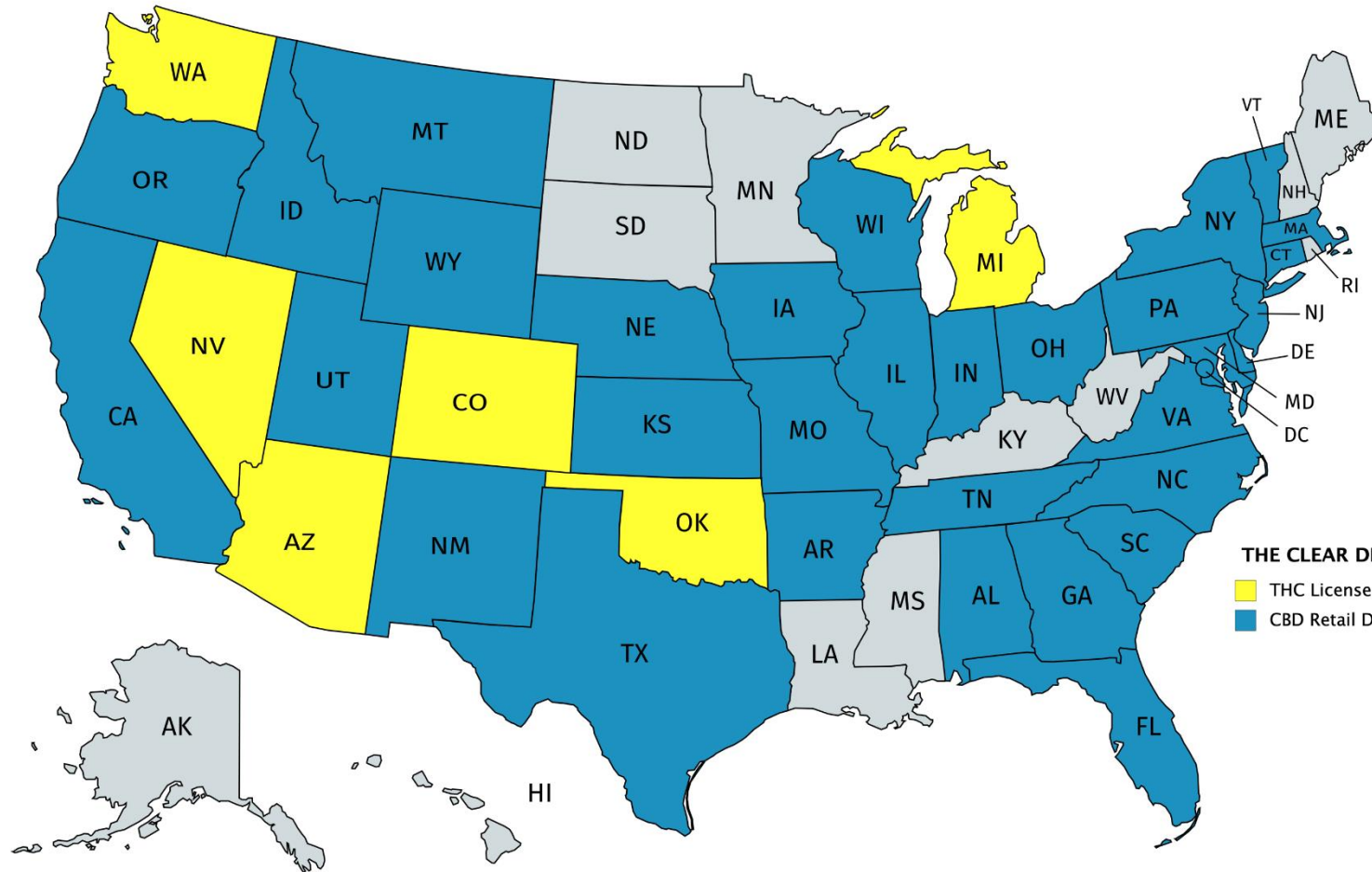
Rick Batenburg III: Board Member & Capital Strategy Gained a wealth of experience serving as a Merrill Lynch Private Equity specialist and broker, active in buy side of syndicate IPOs and secondaries. As an expert in capital strategy and business development, Rick raised initial venture capital to fund the development of Clear Cannabis, Inc.

Chris Barone: Chief Science Officer Chris invented distillate & The CLEAR in Long Beach, California in 2013. A passionate chemist, Chris is credited with creating an entire new type of type of cannabis in Ed Rosenthal's book 'Beyond Buds.' Serves to create new products and drive innovation.

Tom Brooksher: Chief Learning Officer Former CEO of National Cable Training Institute (NCTI), Tom lead the exit to Jones Learning, Inc. NCTI trained major cable technicians from around the globe and standardized the practices used by the world's major telecom corporations. Tom has been building online platforms for compliance software training as well as creating the QC SOPs for our products. His standardized training curriculum allows us to scale quickly.

Dave Cole: Board Member Current CEO of EMX Royalty Corp. (NYSE : EMX), Dave offers 20 years of public company experience and guidance as the CEO of a dual listed listed company.

Market Penetration CBD & THC



THC Licensee States Recreational & Medical

- Washington (Legacy Partners, LLC) - REC
- Nevada (Flower One Holdings, Inc.) - REC
- Arizona (Legacy Partners, LLC) - MED
- Colorado (Colorado Clear Group, LLC) - MED/REC
- Oklahoma (Ryco, LLC) - MED
- Michigan (Production Dr. Holdings) - MED/REC

THE CLEAR DISTRIBUTION

- THC Licensee
- CBD Retail Distribution

Federally Legal Licensee Model

Clear Cannabis, Inc is a non-plant touching entity

- Federally legal structure: non-marijuana plant touching entity.
- Revenues generated by royalties, hardware, packaging, proprietary terpenes, intellectual property, brands and marketing efforts.
- Proprietary systems and processes allows licensees to create clean and consistent products.

1

3rd Party Testing of Materials

All distillate is required to be tested by independent 3rd party facilities before distribution

2

Standard Operating Procedures

Strict Standard Operating Procedures (SOPs) are followed to provide product consistency of across state lines

3

Secret Shopping

Partners all over the country buying our product and testing for quality and consistency

4

Experience Counts

Products are created to provide consumers with the same reliable experience every time

Market Position & Competitive Advantage



What part of the supply chain do you want to be invested in?

Choose an entry point against the downside of changing regulation while still being positioned to have exposure to the entire upside

Growers – Growing aims to become a commoditized process. Outdoor farmers expects to become more competitive against the expensive indoor growing process.

Processors – Processors aims to become much like co-packaging facilities. Co-packing facilities expects to create consistent margins and stabilize supply chains for brands looking to enter the market.

Retailers – Retail dispensaries' clients may likely have a geographic loyalty much like grocery stores or dry cleaners. People do not go out of their way for dispensaries.

Ancillary services – As regulatory restrictions ease to allow larger players into the space a defensive position on ancillary services is best because there may likely be increased competition in this space before other entry points.

The answer is BRANDS - Emotional relationship with consumers and your ability to put product in their hands

Growth of Brands

Clear Cannabis, Inc. helps acquired brands grow

- Clear Cannabis, Inc. has demonstrated success in growing brands by utilizing traditional business infrastructure, sales techniques and enterprise resource planning to scale and expand.
- Colorado is one of the most competitive and established markets in legal cannabis.
- Colorado Licensee "Clear Colorado Group" sales grew from \$404,629 in September of 2018 to \$1,018,653 in September of 2019.
- Clear Cannabis' agency sales team increased distribution from 20 dispensaries in 2017 to 330 dispensaries in 2019.
- This growth represents distribution into 72% of dispensaries in Colorado as of 09/30/19.

Bringing it all Together

Clear Cannabis, Inc. assembled the infrastructure needed to scale and build a global brand

Scalability

Sales Infrastructure
Enterprise grade
resource planning



Revenue Diversity

Positive Cash Flow
Financial Tracking
CBD & THC



Brands

Established Brand
Distribution

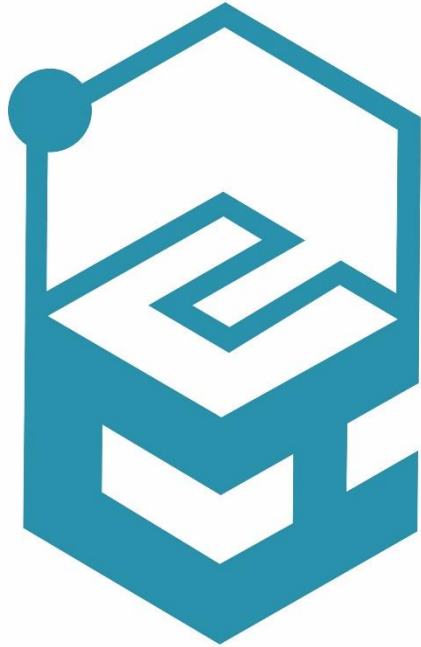


Financial Leadership

Venture Capital &
Investment Bank
Relationships



Offering Summary



Pre Money: \$39.5MM

Post Money: \$49MM

Common Stock Issued: 14,624,673
shares

Common Stock Offering: 4,000,000
shares

Minimum: \$25,000 or 10,000 shares

Minimum Offering: \$500,000

Maximum Offering: \$10MM

Accredited Investors Only

CCI Financial Statement Summary



(Unaudited)

Statement of Operations*	Nine Months Ending Sept. 30, 2019		FY 2018		FY 2017	
Revenues	\$4,312,903		\$4,367,002		\$1,261,729	
Cost of Goods Sold	\$2,137,485		\$2,343,593		\$ 522,199	
Gross Profit	\$2,175,418	50.4%	\$2,023,039	46.3%	\$ 739,530	58.62%
Operating Expenses	\$3,113,552		\$1,948,922		\$2,023,089	
Net Income	\$(879,780)		\$(105,245)		\$(1,218,822)	

Balance Sheet*	Sept. 30, 2019	Dec. 31, 2018	Dec. 31, 2019
Total Assets	\$53,002,676	\$2,881,058	\$1,747,983
Total Liabilities	\$3,323,188	\$2,436,036	\$2,032,374

**All financial results are subject to an in-progress audit and in-progress valuations of assets acquired on April 1, 2019. As a result, the statement of operations for 2019 is subject to changes in its General and Administrative Expenses for Amortization, which will effect Net Losses. In addition, the Balance sheet is subject to changes to total assets dependent upon final 3rd Party Valuations.*

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CCI Financial Points

- Estimated impact of the amortization of intellectual property on net loss is approximately \$750,000 in 2019. This will likely not effect gross profit.
- As a result of the acquisitions of the operating entities, CCI is estimating that it will recognize goodwill of approximately \$37MM on its balance sheet (depending on 3rd party valuations). Pending final audit sign-off, there could be an impairment to the amount, which would serve to increase net losses.
- CCI has issued a \$750,000 convertible promissory note, which contains a beneficial conversion feature. Final valuation of such promissory note could also have a negative effect on net losses.
- CCI has issued other equity instruments for services and expects to see an additional negative impact on net losses as result of their final valuations.

All financial results are subject to an in-progress audit and in-progress valuations of assets acquired on April 1, 2019. As a result, the statement of operations for 2019 is subject to changes in its General and Administrative Expenses for Amortization, which will effect Net Losses. In addition, the Balance sheet is subject to changes to total assets dependent upon final 3rd Party Valuations.

Note from the CEO



2019 continues to be an exciting time in the cannabis industry. For the nine months ending September 30, 2019, operational expenses were higher than those recognized during 2018. This increase is directly related to costs associated with efforts to go public - mainly legal, accounting, and regulatory expenses.

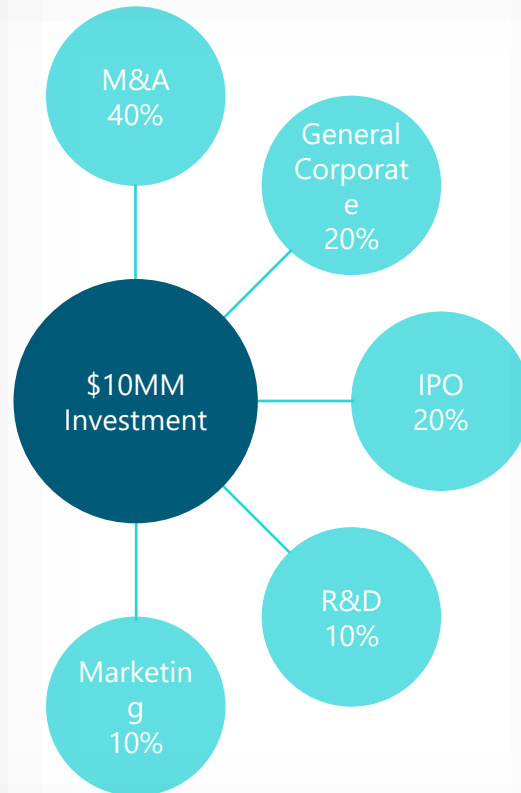
Officially completing our acquisitions on 4/1/19, we are starting to see the positive results of the consolidation. Combining our people, processes, and products into one family has undeniably benefited both top line growth and market penetration. As of the end of Q3, CCI is expected to exceed our initial revenue projections for 2019. Additionally, licensee market expansion continues to trend upward, setting the stage for a record Q1 in 2020.

John C. Cushman

Chief Executive Officer

Use of Proceeds

Overall



Breakout



Merger and Acquisition

- Acquisition of complimentary brands
- Manufacturing / packaging facilities
- E-commerce / supply chain



General Corporate

- Office expansion, lab build-out
- Licensee program, CCI University
- Internal growth and training



IPO Expenses

- Round lot share holder purchase
- Financial audit(s)
- Internal company roll-up



Research and Development

- Topical, tincture, edibles, formulation
- Building materials
- Delivery mechanisms



Marketing

- Social Media
- Loyalty Program
- Brand influencers / ambassadors

Progression



\$1 – 2 MM

- IPO expenses
- Marketing
- Product expansion
- Office expansion
- Technology infrastructure upgrades



\$3 – 4 MM

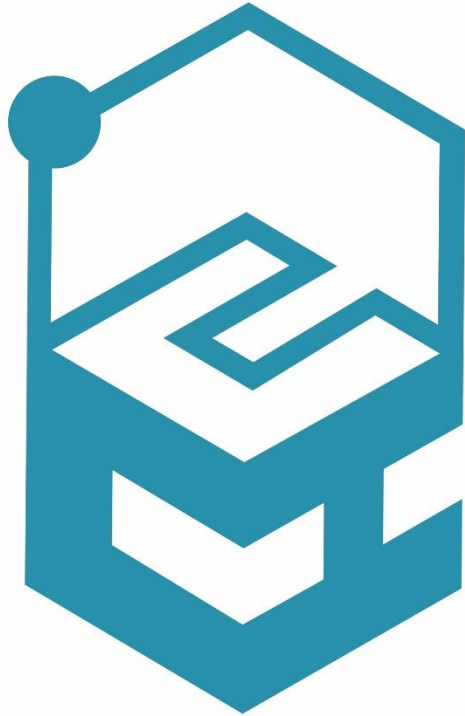
- Licensee program, CCI University
- Market expansion - Rec
- Big-box CBD retail strategy - National
- Leasing division expansion:
 - Manufacturing equipment
 - Facilities
- Acquisitions



\$5 – 10 MM

- Acquisitions
- Market expansion – Rec
- CBD expansion
 - Manufacturing
 - Product line
 - Retail footprint
 - Raw material sourcing

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Websites and Reference Information

<u>Flashfunders.com/clear</u>	: Private Round Information
<u>ar</u>	: Consumer THC Site
<u>Clearconcentrate.com</u>	: Consumer CBD Site
<u>TheClearcbd.com</u>	: Investor Relations Site
<u>ClearCannabisInc.com</u>	