

GREEN CLOUD CAPITAL, LLC.

GCC CORE INDUSTRY FUND

“PROVIDING INDIVIDUALS AND FAMILY OFFICES THE GROWTH, MARGINS, AND CASHFLOWS OF CANNABIS OPERATIONS – WITHOUT THE COMPLEXITY, STARTUP, OR CONCENTRATION RISK.”



GCC CORE INDUSTRY FUND

Green Cloud Capital is proud to launch a new growth fund that will build a portfolio of ownership positions in cash-flowing, mature growth-stage assets within the upper-end of the value chain of the cannabis industry. The fund will seek to leverage the diversity and expansive capabilities of our management team, to produce an income generating investment for U.S., as well as non-U.S. based, investors.

The fund advantage lies in management's deep industry experience and large network of successful operators. This allows the ability to efficiently source, evaluate, and oversee the management and expansion of assets we identify as undervalued due to insufficient useable capital and/or structural or managerial inefficiencies.

In doing so, the fund aims to provide a conservative strategy into an opportunistic industry. Specifically, it positions us to capture the core superior financial benefits (high cashflows for dividends and favorable exit multiples for outsized total return) - while emphasizing downside protection and stability of returns.

Data Points

Capital Target:	\$15 - 25 Million
Investment Available:	Up to 2,000 Units (\$25,000/unit)
Fund Term:	10 Years
Projected ROI:	626% (Based on 1x exit multiple – likely reality of 2x-6x exit)
Projected IRR:	32% (Based on 1x exit multiple – likely reality of 2x-6x exit)
Expected Leverage:	Low to None
Target Average Deal Size:	\$1 Million to \$3 Million
Invest/Reinvestment Period:	12-36 Months
Expected Start of Dividends:	Immediately Following Investment Period
Target Average Dividend:	40% ROI (per annum)
Hurdle Rates:	Class A – 12% Class B – 10% Class C – 8%
Fees:	1.75% - 2.50% (175-250 bps) Asset Management 20% Carried Interest

Various Return Outcomes

UNDER-PERFORM 20% MARGINS	BASE ASSUMPTION 30% MARGINS	OVER-PERFORM 40% MARGINS
<u>10% Growth</u> ROI: 341% IRR: 22%	<u>10% Growth</u> ROI: 626% IRR: 32%	<u>10% Growth</u> ROI: 1,020% IRR: 43%
<u>20% Growth</u> ROI: 506% IRR: 27%	<u>20% Growth</u> ROI: 912% IRR: 39%	<u>20% Growth</u> ROI: 1,473% IRR: 50%

Industry Facts:

Average Margin: 40%

Average Growth: 63%

Conservative Exit Multiple: 2x-6x

- Recent known asset acquired at 20x multiple

Proforma Assumptions:

Margin: 30%

Growth: 10%

Exit Multiple: 1x

A dividend-heavy structure plays a role in the fund's ability to provide a superior IRR, while also promoting liquidity of returns.

OVERVIEW

The Right Industry

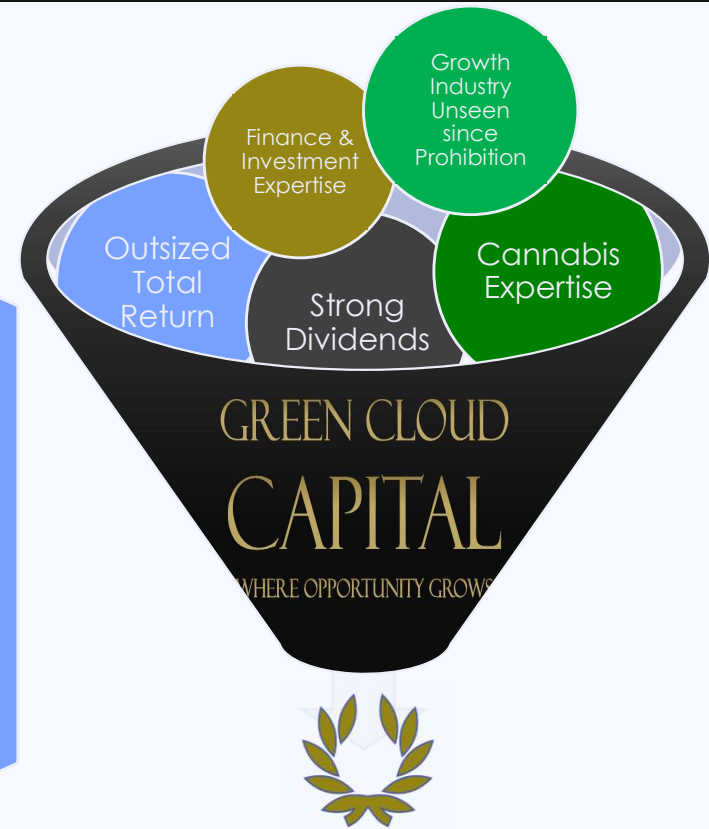
- Pre-existing / Built in Growth
- Continually Expanding Market
- High Technical and Capital Barriers for New Entrants
- Popular
- Fragmented
- Cautious of Outsiders
- Undercapitalized

The Right Strategy

- Conservative Approach
- Positioned to Harvest Cashflows while Promoting Long-term Growth
- Focus on Strength Not Speculative Overexpansion
- Diversified Holdings
- Managed Downside Risk
- Stability of Assets/Returns

The Right People

- Industry Insiders with Access
- Unique Insight for Superior Due Diligence
- Pre-existing Deal Pipeline
- Diverse Backgrounds
- Well Rounded Expertise
- Proven Track Records of Success
- Facilitated over \$5 billion in financial transactions, and directly involved in successful licensing of over 300 legal state businesses within the cannabis industry



GCC Core Industry Fund

CANNABIS IS LEADING AGRO-BUSINESS INTO THE 22ND CENTURY: SCIENCE & TECHNOLOGY MEETS CULTIVATION



CONTEMPLATING A CANNABIS INVESTMENT?

COMMON PROBLEMS INVESTORS FIND...

1. Public Markets (Stocks) options are volatile and seem speculative and crowded
2. Don't know where to find/source opportunities for direct investment
3. Difficulty evaluating and/or doing proper due diligence
4. Investment opportunities are mostly taking chances on riskier venture capital/startups
5. Minimum investment levels are too high
6. Lack of ability to diversify without significant capital
7. Virtually no dividend opportunities

UN-COMMON SOLUTIONS GREEN CLOUD PROVIDES...

1. Private market access to real, stable fundamental growth not effected by market sentiment
2. Vetted, tried & tested network of successful operators and operations
3. Deep industry expertise and insights for optimal due diligence and risk assessment
4. Investment into mature operations seeking further growth and expansion in both size and cashflows
5. Low, accessible investment minimum
6. Singular investment providing diversity across multiple operators and operations
7. Heavy pass-thru profit via quarterly dividends

TOBACCO

\$35 Billion Market

- **5%** Annual Growth Rate
- **30%** Gross Margin
- **18%** Of all Americans smoke cigarettes.

- The tobacco industry spends up to \$6 billion a year on advertising and promotion.
- Tobacco is one of the most widely used addictive substances in the world.
- Cigarette smoking is responsible for more than 480,000 deaths per year in the United States.
- About 30 billion packs are sold annually in the U.S.
- All of the cigarettes smoked per year in the U.S. weigh as much as 350,000 VW Beetles.

48.8k manufacturing jobs
& **136k** farming jobs.

Job openings in the cannabis industry
have grown over **3,000%** since 2005.

MARIJUANA

\$1.5 Billion Market

- Marijuana is the 3rd most popular recreational drug in America (behind only alcohol and tobacco).
- Enforcing marijuana prohibition costs tax payers an estimated \$10 billion annually.
- The average regular user smokes 2-4 joints worth of marijuana each day.
- The illegal marijuana market values at \$142 Billion.
- So far 22 States and D.C. have legalized medical marijuana.

- **63%** Annual Growth Rate
- **40%** Gross Margin
- **14 M** Americans smoke weed.

ALCOHOL

\$198 Billion Market

- **3.2%** Annual Growth Rate
- **50%** Gross Margin
- **51%** Of Americans Drink Alcohol Socially

- Responsible for over \$400 billion in total U.S. economic activity since the repeal of alcohol prohibition 75 years ago.
- Distilled spirits are one of the highest taxed consumer products in the United States.
- Beer dominates on a volume share basis at 87% of consumption.
- Alcohol-related problems cost the U.S. economy an estimated \$185 billion per year.

Generates **3.9M** jobs
\$\$\$\$\$\$\$
& nearly **\$90B** in wages

Employs **\$25M** workers
 across **20k** businesses.

COFFEE

\$10 Billion Market

- Faced considerable resistance in many cultures over the centuries. It was blamed for fueling riots, spawning seditious speech and even encouraging Satan worship.
- On average, U.S. consumers spend \$21 weekly on coffee.
- On average, U.S. coffee drinkers consume three and a half cups a day.
- More than 500 billion cups of coffee are served worldwide each year.
- Grown in more than 50 countries.

- **7.4%** Annual Growth Rate
- **85%** Gross Margin
- **83%** Of Americans Drink Coffee



COMPARING MARKETS

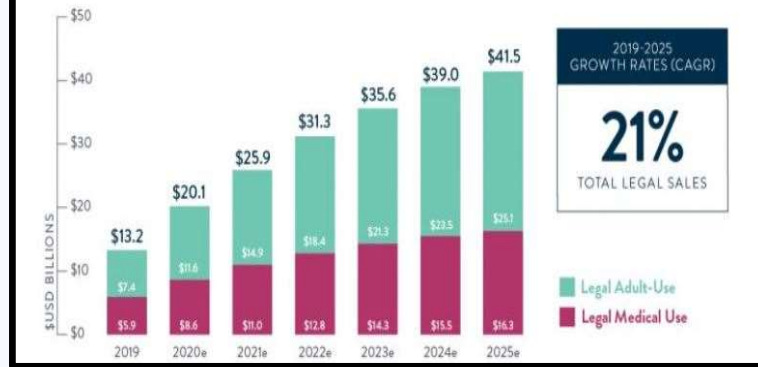
www.thedispensaryexperts.com

THE DISPENSARY EXPERT'S

Expanding legal markets will accelerate capture of the existing multi-hundred-million-dollar market.



MARKET GROWTH EXCEEDS EXPECTATIONS
U.S. LEGAL CANNABIS MARKET PROJECTED TO DOUBLE TO \$41.5B BY 2025



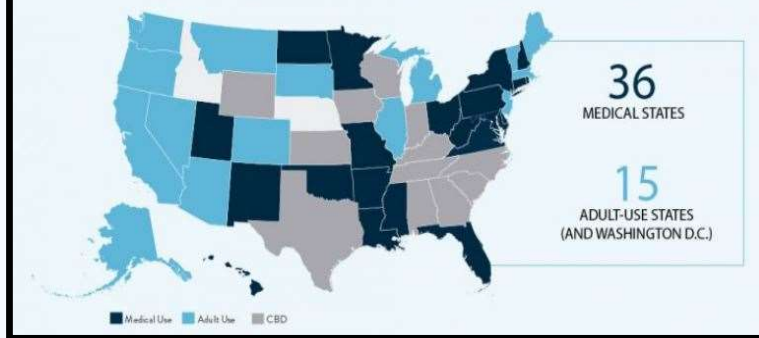
With the strong sustained growth in legal markets, cannabis will continue to be a significant generator of new jobs, and tax revenues for the federal and state governments.

JOBS & TAXES AMONG CURRENTLY LEGAL STATES

	2019	2025
Cannabis Jobs Created	258,437	743,196
Federal Tax Revenues Generated	\$1.41 billion	\$4.06 billion

2020 ELECTION: A MILESTONE FOR CANNABIS LEGALIZATION

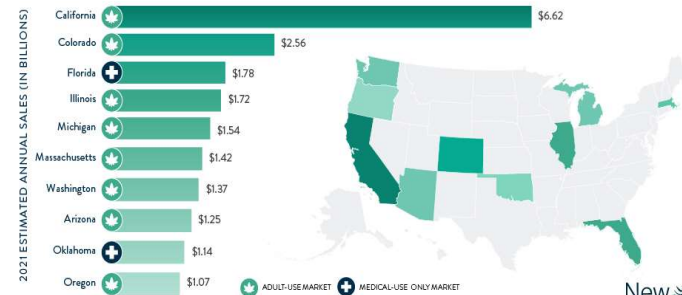
2/3 OF AMERICANS NOW LIVE IN STATES WITH LEGAL ADULT-USE CANNABIS.



CannaBit
- EST. 2014 -

TOP 10 LARGEST PROJECTED LEGAL STATE CANNABIS MARKETS

For More Insights Like This, Visit: NewFrontierData.com

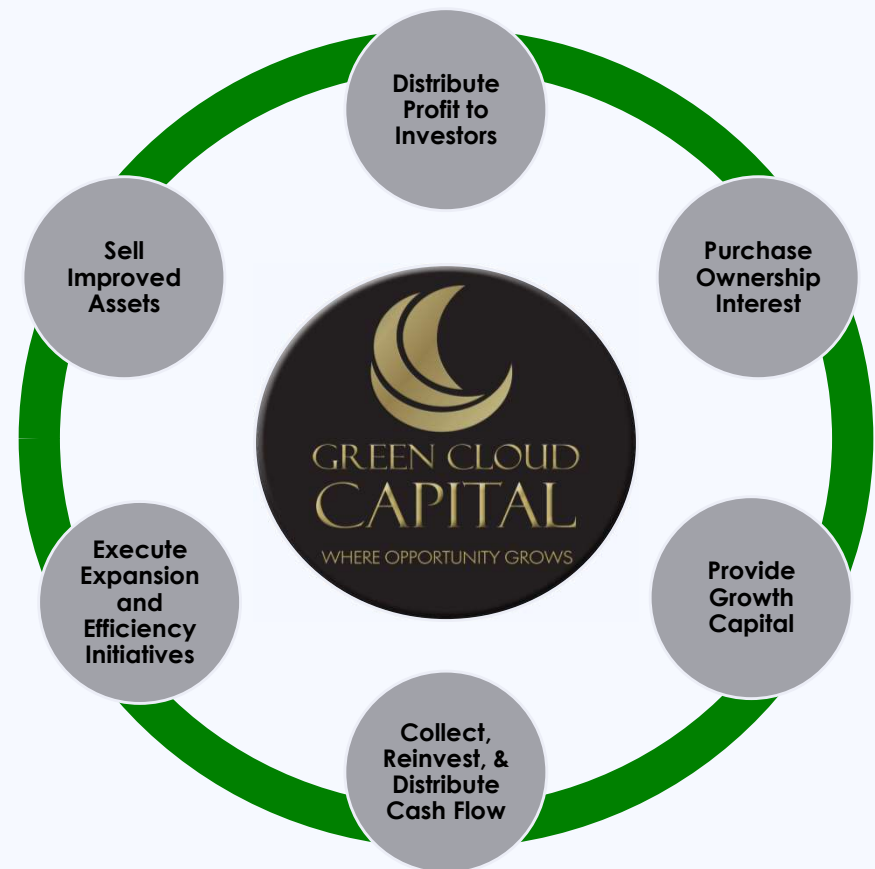


© 2021 New Frontier Data | Source: New Frontier Data | Note: Sales estimates shown are for adult-use and medical combined, when applicable.

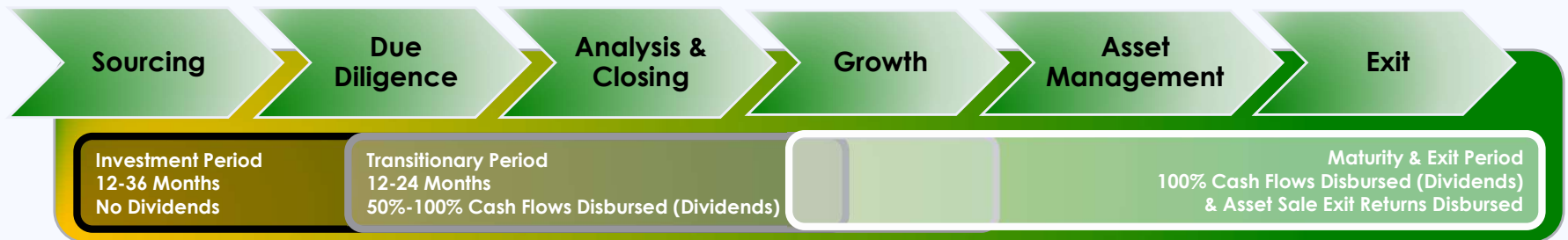


Investment – Philosophy

- ✓ Identify profitable target opportunities
- ✓ Position and structure portfolio assets for multiple exit opportunities
- ✓ Ensure investor (LP) capital preservation through thorough and insightful due diligence
- ✓ Negotiate best terms by leveraging relationships and deep industry knowledge
- ✓ Evaluate full range of potential outcomes for enhanced planning and transparency
- ✓ Thoughtfully craft corporate structure on a deal-by-deal basis to maximize available risk management



Investment – Process & Flow of Funds



Efficiently identify and pursue greatest value-add opportunities for further due diligence, leveraging John, Dirk, and Terry's extensive industry network and deep preexisting deal pipeline.

Preliminary financial estimates and inspection of operation & assets.

Physical Inspection of assets and operation.

Full review of past financials and taxes, and full bottom-up historical and proforma financial analysis and assessment.

Facility structural codes and zoning requirements check.

Full legal review of asset, facilities, and licensing.

Identifying in facilitating most beneficial corporate structure for closure.

Negotiation and contract preparation.

Identify current or prospective assets that would benefit from investment/reinvestment.

Monitoring and execution of growth and efficiency implementation.

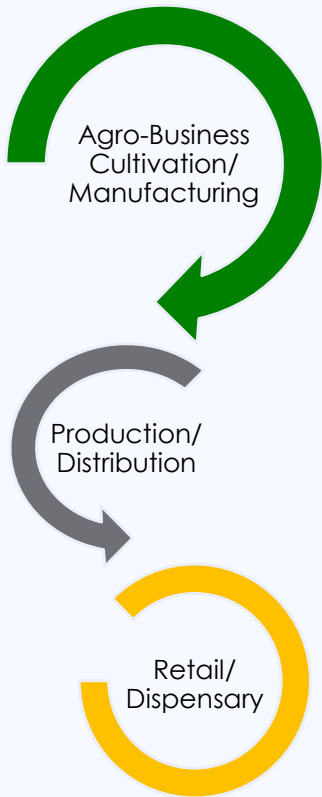
Financial and operational oversight.

Quarterly asset valuation, financial review, and investment reporting.

Position portfolio assets for optimal M&A opportunity.

Continuously monitor industry for exit availabilities.

INVESTMENT - STRATEGIC APPROACH – STABLE BASICS AT AN OPPORTUNE TIME



Backbone of Entire Industry (Stability)
Regardless of class (Hemp, Medical, Recreational) or consumer preferences (flower, vape, edibles, etc.), the raw product needs to be produced, first and foremost.

Highly Automated (High Margin)
Low labor costs drastically lower overhead expenses and enable better profit margins than other parts of the value chain.

High Barriers to Entry (Lower Competition)
The high capital cost, long licensing process, and RE modifications needed for required code specs provide for established, mature operations to enjoy a lower rate of new competitive entrants to their geographic market.

Large Variety of Operations (Diverse/Fluid)
Includes laboratory testing, packaging, food processing, shipping and delivery, and many more. Least established part of value chain and prone to frequent regulatory changes.

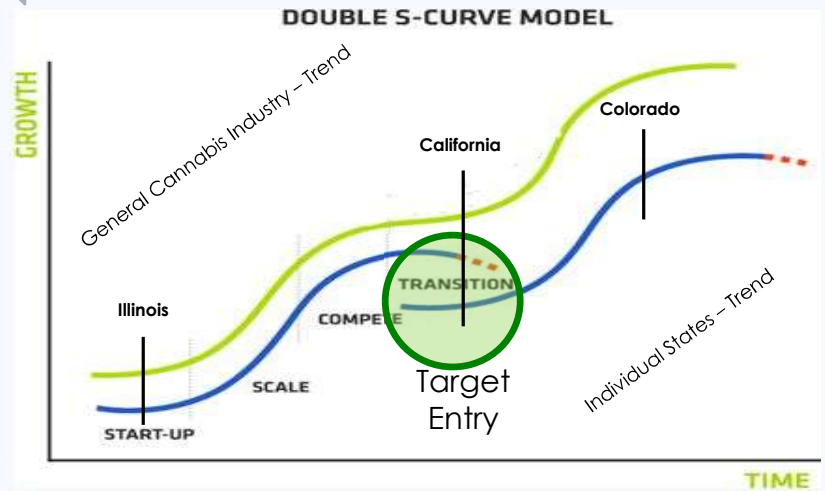
Equipment and Labor Intensive:
All aspects require large (size and/or quantity) equipment outlays and time/skill intensive labor.

Geographic Concentration (High Competition)
As consumers are the drivers of business, population centers become prime targets of saturation.

RE, Labor, and Security Heavy (High Ops Expense)
Prime real estate contributes to above-premium lease pricing. Knowledgeable and licensed "budtenders", cashiers, and management is needed for each location...as is ample security to both protect as well as manage crowds.

Consumer Demand Driven (Changing Preferences)
As preferences change (flower, vape, edibles, etc.) dispensaries must source accordingly to keep up.

Strategic Target Sector



1st S-Curve: Represents the euphoria phase of initial legalization environment

- Ends (12-24mos) in a large culling of operators – leaving only stronger viable enterprises, at more attractive entry pricing (Buy Low)

2nd S-Curve: Represents the normal progression of a matured legalization environment

- Past startup costs/learning curve pains, and progressed into growth capital phase
- Ends (7-10yrs) in large M&A consolidation of industry as Federal legalization occurs and premium exit multiples abound (Sell High)

INVESTMENT - INTENDED FIRST TARGET OPPORTUNITIES

OPERATION #1

- ❖ Acquisition: ~\$14 million for 49% Ownership stake
- ❖ Geography: Southern California
- ❖ Size: 40,000 square foot facility
- ❖ Cultivation Income: \$26.4 million
- ❖ Extraction Income: \$2 million
- ❖ Operating Expenses: \$2.64 million
- ❖ Labor Expense: \$0.75 million
- ❖ Pre-tax Income: \$25.01 million
- ❖ Sales increased by 50% YoY for each of the first 2 years in operation from an initial Total Revenue of \$14.2 million.
- ❖ Operator also has additional cultivation, extraction, and retail assets under their ownership across the west coast.

OPERATION #2

- ❖ Acquisition: ~\$3 million for 49% Ownership stake
- ❖ Geography: Southern California
- ❖ Size: 7,000 square foot facility
- ❖ Cultivation Income: \$6 million
- ❖ Collective Expenses: \$3.8 million
- ❖ Net Post-tax Profit: \$2.2 million
- ❖ Operator also has additional cultivation, extraction, and retail assets under their ownership in the California market.

Our network of longstanding relationships with experienced and diversified operators, such as these, allow for an efficient deployment of investment into proven enterprises looking for growth capital and a trusted strategic partner.

ESG AND IMPACT INVESTMENT

Diversity in people, like diversification in investing, is good business.

Diversity is fundamental to our business as it helps us Protect and Grow our Investors' Assets by ensuring we are working with the best People to see the whole picture and hear the best ideas.

Over 65% of the **Green Cloud Capital & Investment Board** are from **Underrepresented Groups**, headed by our CEO who is a **U.S. Military Veteran**.

Our Professional Service Providers and partners expand our **Team's Diversity** – this is the natural result of ensuring we are working with the best people in their field(s).

We believe working toward **sustainability is conducive with profitability**.

Our acquisition targets represent **good corporate citizens** providing **quality job creation** and retention in predominately under-served and economically depressed U.S. communities.

We are helping to stabilize and rejuvenate both **rural and urban communities** in need through new and innovative ideas that benefit both our investors and wider society

- ✓ **Good environmental stewardship is good business.**
- ✓ **Making a positive social impact is good business.**
- ✓ **Working with high quality partners is good business.**

OUR PARTNERS



JOE MEYER

Joe Meyer began his professional career as owner and operator of a well-respected national Commercial and Agricultural Lender. During the Financial Crisis he joined JPMorgan Chase where he became an industry expert in Business and Commercial banking segments, focusing in Relationship Management, Commercial Lending, Treasury Services and Investments.

Most recently he served as the Senior KYC officer for the Western US, developing the bank's middle-market "Know Your Client" program (KYC) and gaining deep experience in banking compliance, project management in an agile corporate environment, operational development, financial crimes investigations, and KYC regulatory experience (CAMS and CAMS-Audit certifications).

A Veteran of the U.S. Navy and former law enforcement, Joe holds degrees in International Business, Finance, and English from the University of Hawaii. He also studied at St Cloud State University (Minnesota), Thammasat University (Thailand), and Universidad de Habana (Cuba) – through a US Department approved program.



DAKOTA DIAZ

Dakota Diaz has spent his career working in the investment sector, from bulge bracket investment houses, to the private family office arena. His specialties lie in his network of contacts, versatility and knowledge across a wide range of investment structures, in both the private and public markets. In addition, his experience working with Ultra High-Net Wealth clients, capital raising for new investments, and providing analytical and Financial Planning & Analysis expertise, rounds out his financial background.

Dakota joins us from Glenwick Capital, a family office, where he navigated through various investment structures, including private equity, venture capital, acquisitions, commercial real estate, and equity markets – all over a variety of industries, including technology, entertainment, legal, and infrastructure.

Prior to Glenwick Capital, he was with JP Morgan Securities as part of a small team managing a portfolio in excess of \$4 billion Assets Under Management. He began his career with UBS Wealth Management where he aided in acquiring over \$1.5 billion in new assets. Dakota is a graduate of DePaul University's Driehaus School of Business with a degree in global monetary economics.

OUR PARTNERS



JOHN PEÑA

John Peña brings more than 30 years of experience in local government, politics, and public/private advocacy to work on behalf of clients. He has specialized in the operational direction of complex governmental relations programs, including monitoring and reporting, strategic planning, direct and grass-roots advocacy, organization and coalition formation.

He has served as Mayor and City Councilmember in La Quinta, CA for over 18 years, including a stint as Interim City Manager. John graduated from Indio High School and attended College of the Desert where he was inducted into the Alumni Hall of Fame. He later earned a Bachelor of Arts Degree from California State University, Fullerton. He continued his postgraduate work at Western State University College of Law where he received his law degree.

John has served on many Boards and Commissions and maintains working relationships and contacts with government and business leaders throughout the Coachella Valley, helping clients navigate through the maze of local politics and inter-governmental relationships.



TERRY ROSS

Terry Ross operates a full-service real estate brokerage firm specializing in management, sales, financing and marketing of residential and investment properties. Built on a combination of the traditional values of integrity and professionalism, he specializes in commercial and investment sales, management and leasing and syndication, in addition to providing consulting and financing services.

Terry is also a seasoned real estate columnist, with publication credits across the nation (notably with The Long Beach Business Journal) for his stories on the trends and happenings in today's real estate world. He has a network of affiliates for the tasks and expertise required for individual and bulk sales of properties, including financing, banking, escrow, title, advertising and public relations.

A graduate of the University of Southern California (USC) and a lifelong resident of the region, Terry has a marketing and management background with experience in both private and public entities.

OUR PARTNERS



DIRK VOSS

Dirk Voss has over 20 years of municipal government experience working for the California cities of Long Beach, Palm Springs, Oxnard and Banning. A majority of his civic experience has been in direct management and oversight of programs and personnel in code enforcement, regulations, development services and economic/redevelopment.

Dirk's specialties include governmental affairs/relations, cannabis business opportunities, code enforcement/regulations, economic growth/redevelopment, business development, community preservation/neighborhood services, development services, revenue enhancements, project management, turn around management, organizational design and management, and short to long range strategic planning. He is a noted expert in the processing of cannabis projects for local agency approval, with an understanding of State and local regulations.

Dirk served on the City of Desert Hot Springs Planning Commission – including as its Chairman. He served on the City of Desert of Hot Springs Redevelopment Agency (RDA) Successor Agency Oversight Board. He previously served as Chairman for the local chamber of commerce. Dirk's broad experience gains him a unique understanding of best practices, policies and solutions to a variety of new and existing operations.



JEFF "JD" DIAZ

JD Diaz brings over 35 years of Marketing and Management experience to Green Cloud Capital. He has successfully developed, managed, grown, and ultimately sold, businesses in the publishing industry. He excels at finding/filling unmet market niches, building asset value, streamlining business operations, and preparing assets for sale.

After success at The Daily News of Los Angeles, managing Advertising Sales in the Music/Movie/Entertainment Division, JD went on to become Publisher of the Leader/Post Newspaper Group in Chicago. He instituted a growth strategy of purchasing area publishing assets, founding new titles and streamlining business operations.

Returning to the Southern California area, Mr. Diaz joined M.L. Weiner & Associates, a Product Development/Placement Marketing firm. His skillset included Product Sourcing, Global Marketing, Branding, Packaging, Retail Placement, Shipping and Fulfillment. He excelled at the evaluation of potential partner companies and their operations. His company, Stony Creek Media, publishes and/or manages a number of publications focused on Sports, Lifestyles, and Tourism.

JD is a graduate of the D'Amore-McKim School of Business at Northeastern University in Boston, MA. He also studied at the Knight-Ridder Institute of Newspaper Management at The Miami Herald.

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Next Steps:

1. Reach out and speak with a Partner
2. Review Private Placement Memorandum
3. Return Signed Subscription Agreement

