



PEACE COUNTRY
GARDENS LTD.

— www.peacecountrygardens.ca —

Corporate Summary
Industrial Hemp-Derived Cannabidiol (CBD)
Seed to Sale Branded CBD Products to
Improve the Health of Animals and People

- Founders possess 150 years of business experience
- Focused on strict financial and quality control
- The name of the game is volume and higher price point

Peace Country represents a once in a generation business opportunity

Socially Responsible and Lucrative

Industrial hemp-derived CBD is expected to outpace all other cannabis markets. Growing from a US\$591 million value in 2018, it is projected to hit US\$22 billion by 2022.

Peace Country is building a hemp-derived CBD company to seize branded product opportunities in this emerging business. Our founders are successful entrepreneurs with decades of experience in business, cannabis science and health and wellness consumer products. They possess extensive legal, financial and accounting expertise. By combining these skills Peace Country will create long term sustainable value for investors while improving the health of animals and people.

CBD is a non-psychoactive cannabinoid found in both marijuana and hemp plants. Its proponents tout it as a miracle cure for everything from inflammation, to pain, insomnia, seizures and anxiety. Unlike marijuana, hemp-derived CBD contains only trace amounts of THC, which is both toxic to animals and creates psychotropic effects. Peace Country will target global markets which desire the benefits of CBD without the negatives of THC.

Products containing CBD are regulated under the Cannabis Act. Peace Country will follow the federal legal framework to obtain Health Canada approval for its CBD formulations. Currently there are no approved CBD prescription drugs for animals. Pending a drug identification number we will provide a pathway for veterinarians and other medical practitioners to prescribe and recommend our products. Peace Country's focus on pharma-grade, organic CBD products will build trust in an exploding market seeking reliable, federally licensed, non-psychoactive products.



We are at a unique moment in time where a whole industry that has been underground is going legitimate and going global. Canada is sitting at the forefront. How often does that happen?"

Steve Ottaway,
Head of the Health Care Practice
GMP Capital Inc.

Business Model and Strategy

Accredited investors can participate in capturing a share of an enormous global market

Peace Country intends on establishing a leading position in the nascent hemp-derived CBD industry. By leveraging the advantages provided by industrial hemp, Peace Country projects that its business can be profitable in the first year of production. Future growth will be financed from earnings. A fixed annual dividend will be paid together with special dividends as circumstances allow. Profits will be directed to building industry best manufacturing and distribution capability and a recognized global brand.

Peace Country's management team know what it takes to achieve success. They have the proven expertise to assemble an executive team focused on strict financial and quality control. Long term profitability will be achieved through low cost production, global distribution of proprietary formulations, and expansion into health and wellness markets.

Low Cost Production, Licensed Cultivars, Proprietary Formulations, and a Globally Recognized Brand Delivered To An Expanding Market

- Professional and experienced management will be assembled to ensure rigid quality control throughout the cultivation, extraction, and manufacturing process.
- High CBD hemp cultivars will be harvested for use in proprietary formulations. Health Canada approved products with global branding will distinguish our products from competitors.
- A highly automated cGMP manufacturing facility located close to identified organic hemp supply will extract and manufacture our brands. We will control the entire process from seed to sale and will use contract services where efficiencies dictate.
- Our drug identification number will allow veterinarians to prescribe and recommend our products. There are currently no approved CBD products for use in animals and we will seize early mover advantage.
- Peace Country will develop a trusted global brand based upon environmentally sensitive practices, such as eco-friendly sustainable packaging, organic content, transparent testing and labeling and independent certification of product contents. Leveraging our drug identification number our products will be available where medical cannabis products are legally sold.



Founding Members of Peace Country Gardens Ltd.

Our Team

Respected Professionals, Hands-on Experience

Peace Country is founded by a management team with over 150 years of business experience. They continue to excel within highly regulated working environments including the cannabis, agriculture and consumer product industries. They are respected professionals with hands on experience in early stage growth companies. Their expertise encompasses proficiency in securities and tax law, natural health consumer products, Health Canada research and licensing, cannabis plant genetics, corporate governance and executive search and recruitment. Peace Country founders have been successful in developing dozens of new business ventures. They are now highly motivated to use their personnel skills and business networks to advance Peace Country's objectives.



Founding Members of Peace Country Gardens Ltd.

David Tonken

Chief Executive Officer and Director

David Tonken has over 30 years' experience as a businessman and lawyer. Mr. Tonken has been a director and officer of numerous public and private corporations. He has over 25 years' experience in the formation, reorganization, reactivation and financing of Canadian public companies. Mr. Tonken received a Bachelor of Arts degree from the University of Western Ontario and an Honours Law degree from the University of Wales. He has been a member of the Law Society of Alberta since 1983. Mr. Tonken is currently a managing director of Cavalon Capital Corp., a corporation engaged in the business of reorganizing distressed companies. Mr. Tonken was recently the President of Snow Eagle Resources Ltd., a TSXV public company that recently completed the acquisition of CannaTest Photonics Ltd., a cannabis testing company.

Contact: tonken@icrossroads.com

Greg Mathews

Chief Financial Officer and Director

Greg Mathews has over 35 years' experience as a businessman and lawyer. Mr. Mathews is currently a managing director of Cavalon Capital Corp., a corporation engaged in the business of reorganizing distressed companies. Mr. Mathews received a Bachelor of Arts degree and a Bachelor of Laws degree from the University of Western Ontario. Mr. Mathews is a (nonpracticing) member of the Law Society of Alberta and the Law Society of Upper Canada. Mr. Mathews has been a director and officer of numerous public and private corporations. Mr. Mathews has participated in public company formations, financings, acquisitions and reorganizations both as a lawyer and a businessman, with over \$4 billion worth of transactions. Mr. Mathews has particular expertise in structuring and implementing complex corporate transactions. Mr. Mathews has considerable experience in all aspects of corporate disclosure, securities law compliance and corporate governance. During his career, Mr. Mathews has acted as both in-house and external legal counsel to securities regulatory authorities. Prior to his legal career, Mr. Mathews owned and operated a building contracting company active in Northern Canada.

Contact: gregmathews@shaw.ca



Founding Members of Peace Country Gardens Ltd.

Dejan Ristic

Director

Dejan Ristic has over 20 years of public and private company financial reporting experience. Mr. Ristic has a Bachelor of Commerce Degree in Accounting & Entrepreneurship from McGill University and a Diploma in Accounting from Concordia University. Mr. Ristic is a CPA, CA and a Certified Public Accountant in the U.S. Mr. Ristic has broad experience in all aspects of public company and start-up financing. Mr. Ristic started his career with Ernst & Young LLP, departing as manager in the technology practice. In 2004, Mr. Ristic founded Exceleris, an executive search firm specializing in hi-tech, medical and financial recruitment. Exceleris additionally assists emerging life science, resource and venture funded clients with all aspects of their accounting needs. Mr. Ristic has extensive public company financial reporting experience and has served on the board of directors of numerous public companies.

Igor Kovalchuk

Advisory Committee

Dr. Kovalchuk has been a professor in the Department of Biological Sciences at the University of Lethbridge since 2001. He is an expert in plant genetic engineering, including plant transformation, tissue culture, next generation sequencing, gene expression analysis, bioinformatics and molecular biology. He has long-term expertise in linking basic science to the needs of industry through collaborative efforts with universities and government labs across the world. In 2015 Dr. Kovalchuk co-founded InPlanta Biotechnology Inc. to provide expertise and research services to the cannabis industry. He is working with both private and public cannabis companies and through Peace Country will oversee the Health Canada approval process including hemp-derived CBD research for use in animal health products.

Founding Members of Peace Country Gardens Ltd.

Donald Cranston

Advisory Committee

Donald Cranston has over 35 years experience as a businessman and co-owner of Nutter's Bulk & Natural Foods Inc. Mr. Cranston is currently President and director of Nutter's Bulk & Natural Foods, a Western Canadian retail natural food franchise operation with 23 store locations across British Columbia, Alberta, Saskatchewan and Manitoba. Mr. Cranston received his Bachelor of Commerce Degree and Masters of Business Administration from the University of Alberta. Mr. Cranston has extensive natural food, health and wellness retail expertise in all senior management functions, including finance, budget and capital planning, store and franchise operations, warehousing, marketing and brand and packaging development. Prior to joining Nutter's Bulk & Natural Foods in 1984, Mr. Cranston worked for a large multinational engineering firm in project finance and proposal development.



Peace Country Current Status and Next Steps

Surging Demand

Peace Country management have been researching the cannabis industry for nearly two years. They believe non-psychoactive CBD products offer the greatest potential for significant long-term value creation. A founding shareholder group has been assembled to provide the required expertise to oversee the development of a hemp-derived CBD natural health and wellness consumer product company.

Extensive research has been conducted into marijuana and industrial hemp cultivation, harvesting, processing, CBD extraction, product manufacture and sale. Supply chain participants have been identified, industry relationships are being developed, and licensing, research and veterinary consultants have confirmed their interest and availability in providing services.

Through Dr. Kovulchuk we have the authorization in place to begin developing proprietary CBD formulations. We will now initiate the process to steward them through the legal framework to obtain Health Canada approval for our initial pet and equine target markets. Concurrently we intend on securing extraction premises in Medicine Hat, submitting applications for a cultivation license, standard processing license, and import and export permits. Should supply chain issues arise, or economic considerations warrant, Peace Country will be in a position to grow, harvest, extract, manufacture and sell hemp-derived CBD products pursuant to its own licenses. As the legal path for the sale or use of CBD in animals and humans evolves, Peace Country will be well positioned to take advantage of opportunities in a rapidly expanding market.

Peace Country will produce pure organic CBD products and CBD infused products for sale into the human and animal health and wellness industries. Peace Country also intends to supply high quality CBD distillate to medical and veterinary researchers and product developers.



The Expanding Hemp-Derived CBD Market

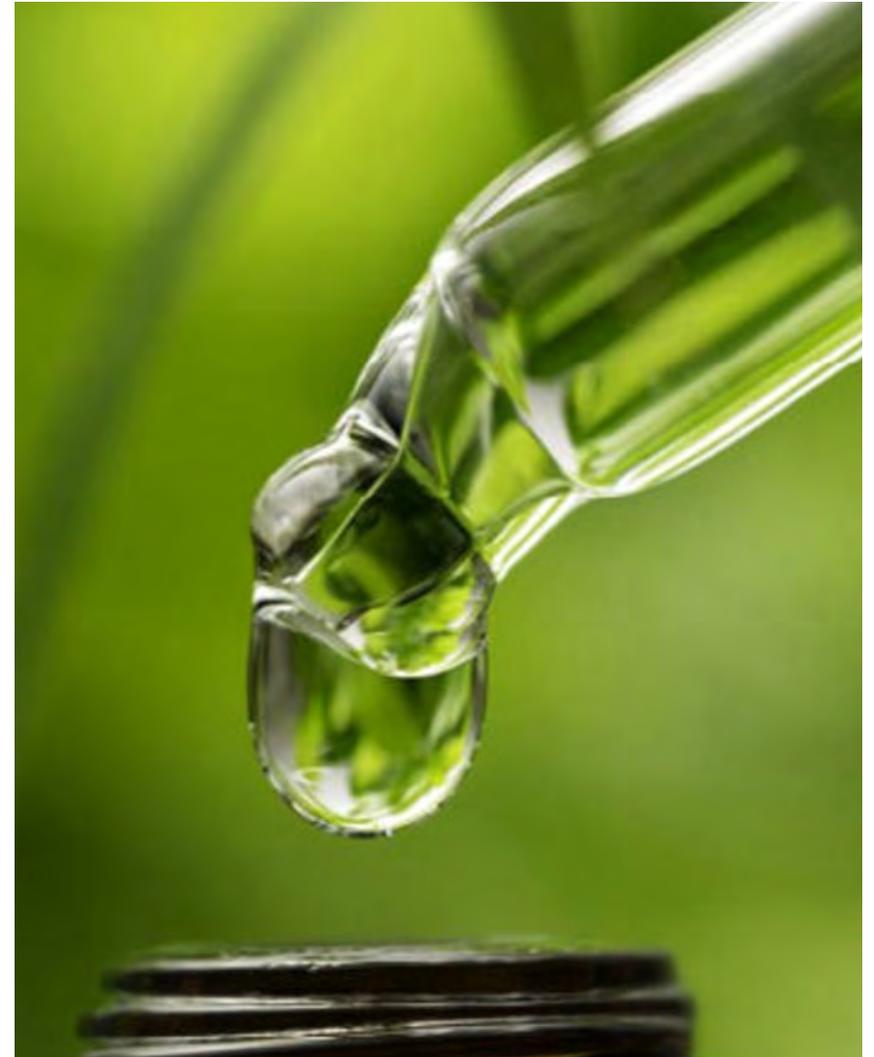
Forecast: Significant Growth Under an Evolving Legal Framework

Currently, the only legal CBD products in Canada are high-CBD marijuana strains, packaged in oil-based tinctures, gel-caps and sprays and sold to medical patients through Licensed Producers or to recreational users through provincially licensed retailers.

Other products, such as edibles and topical creams will be legalized in the fall of 2019. These products will remain under strict Cannabis Act regulation. Currently there are no approved cannabis or CBD prescription drugs for animals.

Peace Country recognizes that the market for hemp-derived CBD-which is predominantly used in beauty and health and wellness products - is completely different than the market for THC-based products. We believe non-psychoactive products should be sold in health food stores and pharmacies, not places where psychotropic recreational drugs are sold.

Peace Country will follow the regulatory framework so that its hemp-derived CBD products can be sold through legal channels. We will obtain Health Canada approval and build market share via veterinarians and doctors who can prescribe and recommend our brands. We will be in a position to export authorized product into those jurisdictions where hemp-derived CBD is legal. If and when the law changes and CBD is treated separately from THC, Peace Country will be well positioned to grow its brand.



Advanced Manufacturing

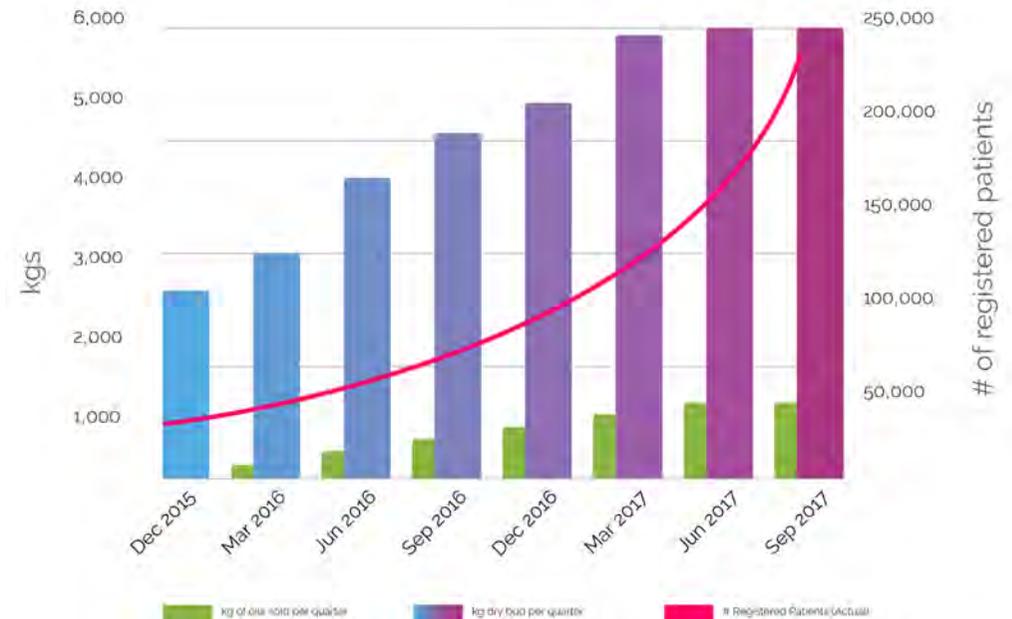
CBD Oil and Derivative Products

CBD based oils and derivative products are an increasing segment of the cannabis market as medical and recreational users demand precise, non-smokeable delivery methods. Large scale production requires large amounts of raw materials and specialized equipment. Peace Country's production facility will contain the latest in CO2 extraction technology, capable of processing high-volumes. We will operate a processing facility certified for cGMP, organic, Halal and Kosher. Peace Country will be a global supplier of medical grade product in novel and custom formats.



Cannabis Oil Sales are Accelerating

Source: Health Canada; Canaccord Genuity



Global Competitive Advantages

Industrial Hemp-Derived CBD: The Facts

Market research indicates legal CBD could surpass US \$22 billion annually within 3 years. Marijuana-derived CBD is costing Canadian licensed producers anywhere from \$1.50 a gram to greater than \$3.50 per gram for biomaterial. Peace Country projects industrial hemp biomaterial costs for hemp-derived CBD at less than \$0.10 a gram.

While the 2018 US Farm Bill allows farmers to grow hemp, it does not allow it to be grown as a commercial crop. Further, the US Food and Drug Administration (FDA) has not formalized any rules for CBD products. Canadian regulations currently provide a legal framework for the sale and export of hemp-derived CBD products.

Most CBD products available to consumers do not contain what is written on the label. Health Canada approved formulations, independent testing, strict quality control, and a pharma-grade product will combine to assist Peace Country in developing a trusted brand.

Agricultural production and processing (while initially important) are most likely to be commoditized. Setting up a brand is the key to long term success.

Marketing, Advertising and Promotion are highly restricted under the Cannabis Act. Currently there are no approved CBD products for use in animals. Pending Health Canada approval Peace Country will distribute products through existing veterinary drug supply companies and invest in product education. The global pet care market was estimated at \$131.7 billion in 2016. Sales of CBD pet products grew 49% in 2017, versus growth of all product categories at 15%. Targeting the global pet and equine market with Health Canada approved products will provide creative compliance and marketing strategies to address current prohibitions around marketing, branding and communications.

Advantages of Canadian Industrial Hemp Include:

- Inexpensive, abundant supply of certified organic crop.
- Non-GMO, chemical, herbicide and pesticide free.
- Federally certified cultivars.
- Health Canada regulations provide access to international markets.
- Mature industrial hemp industry conducting extensive research on improved crops and lobbying government for competitive regulations.



Forward Looking Statements

This Corporate Summary is presented by Peace Country Gardens Ltd. (herein called "Peace Country", or the "Corporation"). Certain statements contained in this Corporate Summary constitute forward-looking statements. Forward looking statements are statements relating to future events. Forward looking statements frequently include words such as "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect", "project", "potential" and similar expressions as they relate to the future performance of the Corporation or the future success of the Corporation. Forward looking statements reflect the current views and intentions with respect to future events and are subject to certain risks, uncertainties and assumptions. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which that performance or those results will be achieved. Forward-looking statements are based on information available at the time they are made and/or management's good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested in or suggested by the forward-looking statements. Many factors could cause the actual future results, performance or achievements to vary materially from those described herein should one or more of these risks or

uncertainties materialize. Such factors include, but are not limited to, economic, business, technological, competitive and regulatory factors. Important factors that could cause these differences include, but are not limited to: the ability of the Corporation to secure the funding required to implement its business plan, the demand for the Corporation's products, the Corporation's ability to maintain customer and strategic business relationships, the regulation of cannabis by governments, the consummation of relationships with business partners and the impact of competition, products, pricing and growth in targeted markets. More simply, certain estimates and projections prepared by the company are presented in this Corporate Summary. Such estimates and projections are subject to significant economic and business uncertainties, many of which are beyond the control of the Corporation. Any such forward-looking statements contained in this Corporate Summary are expressly qualified in their entirety by this cautionary statement. Moreover, the Corporation does not assume responsibility for the accuracy or completeness of such forward looking statements. The forward-looking statements included in this Corporate Summary are made as of the date of this Corporate Summary and the Corporation does not undertake any obligation to publicly update or revise any statements made in this Corporate Summary, other than as required by applicable law.