

IF WE BRAND IT, THEY WILL COME APRIL 2019

BUILDING THE PREMIER HOUSE OF BRANDS

CSE : CBIS

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U.S. Federal Regulatory Regime:

Readers are cautioned that in the United States, cannabis is illegal at the federal level and only regulated at the state and local level. To the knowledge of Cannabis One, there are to date a total of 33 states, plus the District of Columbia, that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical and/or recreational cannabis at certain State and local levels, cannabis continues to be categorized as a Schedule I controlled substance under the Controlled Substances Act in the United States and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under United States federal law. Strict compliance with State and local laws with respect to cannabis will neither absolve Cannabis One of liability under the United States federal law, nor will it provide a defense to any Federal proceeding, which may be brought against Cannabis One. Any such proceedings brought against Cannabis One may materially adversely affect Cannabis One's operations and financial performance.

Cannabis is a Schedule I controlled substance under the U.S. Controlled Substances Act and is illegal under U.S. federal law, the laws of certain U.S. states and many foreign jurisdictions. Even in those U.S. states where cannabis has been legalized or decriminalized, it remains criminal under U.S. federal law. Companies and investors participating in the regulated cannabis industry are subject to myriad risks as a result of applicable laws and regulations, including, without limitation, the risk of criminal prosecution and asset seizure, burdensome tax liabilities, lack of access to banking services and an inability to enforce certain creditor and intellectual property rights. Investment in the Company is only suitable for investors that understand and have discussed with their legal, tax and financial advisors the rapidly changing laws and regulations applicable to the regulated cannabis industry and that knowingly accept the associated risks. An investor's contribution to and involvement in such activities may result in federal civil and/or criminal prosecution, including forfeiture of his, her or its entire investment.

Non-GAAP Disclosure:

Readers should note that "TTM" (trailing twelve months), "P/S" (price/sales), "system-wide revenue", "brand revenue", and "run-rate revenue" are non-GAAP financial measures and do not have any standardized meaning under GAAP and is therefore unlikely to be comparable to similar measures presented by other companies. Cannabis One believes that the foregoing financial measures are useful supplemental measures, which provide an indication of the current and anticipated results generated by Cannabis One's business activities. Readers are cautioned, however, that TTM, P/S, system-wide revenue, brand revenue, and run-rate revenue should not be construed as an alternative to financial measures determined in accordance with GAAP as an indicator of Cannabis One's financial performance.

System-wide brand revenue does not have any standardized meaning as prescribed by International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, and, therefore, is considered a non-GAAP measure and may not be comparable to similar measures presented by other issuers. Cannabis One believes the non-GAAP measure of system-wide brand revenue, combined with IFRS measures, such as revenue and net loss, is a useful measure to its shareholders as management relies on it to provide insight into future operations. The reader is advised that while Cannabis One realizes certain revenue through long-term service arrangements with its client brands, current state regulatory restrictions and U.S. federal restrictions may prevent Cannabis One from consolidating the financial results of such brands.

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This presentation includes information, statements, beliefs and opinions which are forward-looking, and which reflect current estimates, expectations and projections about future events, referred to herein and which constitute "forward-looking information" within the meaning of Canadian and U.S. securities laws. Forward-looking information and statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe", "budgeted", "scheduled" and "forecasts", and similar experience, their interpretation of industry trends and current market conditions along with other factors Cannabis One consider relevant and reasonable as at the date hereof. Except for statements of historical fact, information contained herein are based on the reasonable as at the date hereof. Except for statements of historical fact, information contained herein constitutes forward-looking ginancing described hereunder; (iii) future legal and regulatory developments regarding cannabis; (iv) the expected development of Cannabis One's business, projects and joint ventures and any Cannabis One or customer brands; (v) the execution of Cannabis One's vision and growth stratey, including with respect to future merger and acquisition activity (including any currently identified acquisition targets) and global growth; (vi) expected demand growth for cannabis products; (vii) completion of Cannabis One's current customer, supplier and other material agreements; (x) future legal and regulatory, indevelopment or otherwise under consideration; (viii) renewal of Cannabis One's current customer, supplier and other material agreements; (x) future leguidity, working capital, and capital requirements; (x) engaging in activities which currently are illegal under United States federal law and the uncertainty of existing protection from United States federal or other prosecutio

The foregoing is not an exhaustive list of the risk factors affecting the Company, readers of this presentation are encouraged to review the risk factors discussed in the Company's Listing Statement filed on SEDAR at <u>www.sedar.com</u> on February 25, 2019 and discussed in the Company's other public filings available on SEDAR.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties which may be outside of Cannabis One's control, and which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements. These risks and uncertainties include but are not limited to risks associated with general economic conditions, adverse industry events, loss of markets, future legislative developments, access to capital, and other factors.

Although forward-looking statements contained in this presentation are based upon what management of Cannabis One believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Cannabis One does not undertake any obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

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To the extent any forward-looking information in this presentation constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "Forward-Looking Information". Cannabis One's actual financial position and results of operations may differ materially from its management's current expectations and, as a result, Cannabis One's actual revenue and expenses may differ materially from the prospective revenue and expenses profiles provided in this presentation. Such information is presented for illustrative purposes only and may not be an indication of Cannabis One's actual financial position or results of operations.





A PREMIER HOUSE OF BRANDS

Aggregating and optimizing North American cannabis brands.



The Team EXPERIENCE MEETS VISION

CANNABIS



Jefferv Mascio

Chairman, President, & Chief Executive Officer

Previously Founded and acted as CEO of Meridian Capital Advisors, a Registered Investment Advisory firm; Previously Managing Partner for Bertram Global Commodities Fund; Managed in excess of \$100MM in assets for Merrill Lynch, Morgan Stanley, and Smith Barney private clients.



Darrick Payne, MD Director & Vice President, Compliance

Founded Axis Venture Group in 2007 and MOXIE Productions in 2016; Has been involved in a variety of business ventures including business development, real estate development, and angel investing; An anesthesiologist with more than 20 years' experience in the medical field, specializing in regenerative medicine.



Brad Harris

Director & Vice President, Retail Operations

Oversees all investment and operational activates of retail and dispensary locations; Previously an active owner and operator of 45 restaurants across 7 national and regional franchise brands; Served on the Colorado Subway advertising board and has done business consulting for smaller regional franchise brands.



Joshua Mann Director, Advisor

Co-Founder & General Partner of Wildhorse Capital Partners; Previously Vice-President, Business Development at Blackbird Energy; Held several ascending roles as an investment banker at Stifel Nicolaus; Over \$3 billion in capital raising deal experience.



Ryan Atkins, BSc MBA JD Chief Financial Officer

Extensive experience in financial accounting and capital markets advisory, previously specializing in M&A and securities law in the U.S. and Canada; Held executive and general counsel roles with companies operating in the energy and real estate sectors in Canada; Currently Managing Director of Merchant Banking with Wildhorse Capital Partners.



P.J. Rinker Vice President, Product Development

Led the design and development of Cannabis One's INDVR vaporizer lines and is actively involved in brand acquisition & development. Previously owner and co-founder of Lexa Custom Homes, having home designs featured in the Colorado Parade of Homes and the Colorado Tour of Homes





Executive level financial operations and quality management systems professional; Structured successful product line launch for PPE division of a Fortune 100 company; Currently designs, manages, and implements corporate processes across multiple business units within Cannabis One.



Chris Fenn Director, Advisor

Co-Founder & General Partner of Wildhorse Capital Partners; Previously Senior Vice-President of Business Development & Operations for GABY; Board member for Subway Developments 2000; Acted as Managing Director of Oliver Capital Partners; Former Investment Banking Analyst at Ubequity Capital Partners.

There From the Beginning

A DEEP-ROOTED RELATIONSHIP WITH THE CANNABIS INDUSTRY





¹ The Leafly List: Colorado, Spring 2016/17/18; Leafly; 2016/17/18

² As reported by Cannabis Corp. company management; Unaudited

³ Client portfolio management may consist of intellectual property licensing, distribution and manufacturing agreements, long-term management services agreements, and proprietary operations, where jurisdictional legislation and regulations permit; Subject to execution of definitive agreements; May be subject to change without notice.



THE FOOTPRINT



Comprehensive Brand Reach & Penetration

Market Footprint EXPANDING OUR MARKET COVERAGE





management services agreements, and proprietary operations, where jurisdictional legislation and regulations permit; Subject to execution of definitive agreements; May be subject to change without notice.

> ² State of Nevada Department of Taxation; Stores licensed to sell marijuana in Nevada; November 2018 ³Washington State Liguor and Cannabis Board; Marijuana Dashboard; October 2018 ⁴ MED Licensed Medical and Retail Marijuana Businesses as of November 1, 2018; Colorado Department of Revenue; 2018; Figures contain only recreational data; Client brands only service recreational consumers

¹ Brands are not available in all jurisdictions; Regional legislation and regulation may restrict market access; Cannabis One management estimates based on internal projections; The Company has entered into a 3-year multi-state territorial licensing and royalty agreement through GLE Brands Inc., which represents the Cheech's Private Stash brand



STRATEGY OVERVIEW



Data-Driven Brand Aggregation

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Cannabis One plans to take advantage of unique arbitrage opportunities to develop a significant market presence by targeting, acquiring, and legitimizing legacy cannabis assets at discounted purchase prices.



A Data-Driven Approach to Growth

OPTIMIZING ACQUISITION IMPACT

Cannabis One has the ability to leverage consumer-demand data collected from its franchiseready, retail arm (**The Joint**TM) to assist in identifying acquisition targets intended to bring substantial value to the Cannabis One portfolio.



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CANNA BIS

Cannabis One intends to continue building value through the acquisition of brands that are impacting consumers at the ground level.



¹ Cannabis One realizes certain revenue through long-term service arrangements, however, current state regulatory restrictions and U.S. federal restrictions may prevent Cannabis One from consolidating the financial results of such brands ² Cannabis One management estimates based on internal projections; Subject to customary due diligence for transactions of this nature and execution of definitive agreements



FINANCIAL OVERVIEW



Poised for Value Creation

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Cannabis One's anticipated roll-up strategy aggregates system-wide client brand revenue streams from across North America.



¹ Cannabis One management estimates based on Cannabis One management internal projections using annualized figures; Subject to customary due diligence for transactions of this nature and execution of definitive agreements; Cannabis One realizes certain revenue through long-term service arrangements, however, current state regulatory restrictions and U.S. federal restrictions may prevent Cannabis One from consolidating the financial results of such brands

² Assumptions: Cultivation – 14,400 lbs production @ \$1,200/lb; Manufacturing – 30MM units/year @ \$10/unit, 12% of max capacity; Retail – 25 stores @ \$2.5MM/store ³ Assumptions: Cultivation – 14,400 lbs production @ \$1,000/lb; Manufacturing – 30MM units/year @ \$10/unit, 50% of max capacity; Retail – 50 stores @ \$2.5MM/store ⁴ Assumptions: Cultivation – 14,400 lbs production @ \$800/lb; Manufacturing – 30MM units/year @ \$10/unit, 100% of max capacity, Retail – 100 stores @ \$2.5MM/store



COMMON SHARES ISSUED & OUTSTAND	NG ¹
Class A - Subordinate Voting Shares	36,617,588
Class B - Super Voting Shares	3,687,758
Total Class A Equivalent ²	73,495,168
Less: Restricted Shares ²	58,192,854
Less: Unrestricted Class B Shares	252,700
Free-Trading Float ²	12,775,314

RESTRICTED SECURITIES ¹	
Common Shares	
CSE Escrow Restrictions ²	26,490,081
Hold Period Restrictions ²	31,702,773
Total Class A Equivalent ²	58,192,854

DILUTIVE SECURITIES ^{1,5}	EXERCISE PRICE	DILUTIVES	PROCEEDS
Class A Warrants ⁴			
	C\$0.25	7,400,000	C\$1,850,000
	US\$0.34	290,809	US\$98,010
	C\$0.40	1,575,000	C\$630,000
	C\$0.50	42,326	C\$21,163
	C\$0.75	6,174,808	C\$4,631,106
Class B Warrants ⁴			
	C\$2.50	250,000	C\$625,000
	C\$7.50	173,113	C\$1,298,348
Class A Options ⁶			
	C\$0.35	200,000	C\$70,000
	C\$0.60	4,900,000	C\$2,940,000
Total Class A Equivalent ^{2,3}		24,814,073	C\$12,195,290

¹ Class B securities are convertible into Class A on the basis of 1 for 10

² Total presented on an as-converted, Class A-equivalent basis, as of April 3, 2019

³ US\$-denominated Warrants have been converted using an exchange rate of 1.32307

4 C\$0.75 Class A Warrants and C\$7.50 Class B Warrants are subject to an acceleration provision as per the terms & conditions of the Warrant Indenture

⁵ Additional securities convertible into equity will include 12,000,000 Class A Equivalent Milestone Rights, issued to former shareholders of Bertram Capital Finance Inc., subject to the meeting or

exceeding of certain revenue milestones of C\$40MM in 2019 and C\$100MM in 2020.

⁶ C\$0.60 Class A Equivalent Options were issued to management in accordance with the Company's existing stock option plan; Vesting schedule is 1/3 on issuance, 1/3 on first anniversary, and 1/3 on second anniversary; 5-year expiry; Option Agreements provide the Company the ability to issue the underlying securities as compressed, Class B Super Voting Shares to U.S. persons



WHAT CBIS HAS ACCOMPLISHED



PROVE THE CONCEPT

Developed a vertically-integrated business model to service the fast-growing, legal cannabis industry.



DEFINE TARGETS

Established cannabis asset targets to ensure a value-added roll-up.

PHASE THREE

PHASE ONE

INITIATE ROLL-UP STRATEGY

Engaged cannabis asset holders in pursuit of signing acquisition letters of intent.

MANAGEMENT'S FUTURE PLANS

PHASE FOUR



CONSOLIDATE CLIENT BRAND REVENUE

Enhance client system-wide brand revenue streams in 2019 through acquisition and optimization of existing assets.

PHASE FIVE



PENETRATE ALL LEGAL MARKETS

Bring CBIS client brands to every legal state and province within the U.S. and Canada, as regulations permit.

PHASE SIX



BECOME THE PREMIER HOUSE OF BRANDS

Expand the CBIS family of client brands to become the most dominant player in North America.



IF WE BRAND IT, THEY WILL COME

INVESTOR RELATIONS

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