



GAMBLING ISN'T FUN.
WINNING IS FUN.

STEVEN BRUST



QUALCAN - A SUBSIDIARY OF MYSTIC HOLDINGS INC.

PLAYING TO WIN.

BUILDING NEVADA'S DOMNINANT CANNABIS COMPANY.

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DISCLAIMER

CAUTIONARY STATEMENTS REGARDING U.S. CANNABIS OPERATIONS: This investor presentation was furnished by and on behalf of the management of MYSTIC HOLDINGS INC. (the holding company for Qualcan, LLC) (the "Issuer") The Issuer currently has ancillary involvement (through its subsidiary) in the cannabis industry in the United States where local state laws permit such activities. Currently, the Issuer is not directly engaged in the manufacture, importation, possession, use, sale or distribution of cannabis in the recreational cannabis marketplace in Canada or the United States, although the Issuer intends, in the future, to obtain a license to directly engage in the cultivation, processing, and/or retail sale of cannabis. The Issuer, through a wholly-owned subsidiary, Blacklist (as defined herein), leases and licenses equipment, vehicles, brands and intellectual property, and enters into material supply agreements with licensed cannabis companies. Blacklist's primary business focus involves activities ancillary to the marijuana production and processing industry in the states of Nevada including as a lessor, service and material provider, and intellectual property licensor with respect to state licensed marijuana producers. The cultivation, sale and use of cannabis is illegal under federal law pursuant to the U.S. Controlled Substance Act of 1970 (the "Controlled Substances Act"). Under the Controlled Substances Act, the policies and regulations of the United States Federal Government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law shall apply. On January 4, 2018, former U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys, which rescinded previous guidance from the U.S. Department of Justice specific to cannabis enforcement in the United States, including the Cole Memorandum (as defined herein). With the Cole Memorandum rescinded, U.S. federal prosecutors have been given discretion in determining whether to prosecute cannabis related violations of U.S. federal law. If the Department of Justice policy was to aggressively pursue financiers or equity owners of cannabis-related business, and United States Attorneys followed such Department of Justice policies through pursuing prosecutions, then the Resulting Issuer could face (i) seizure of its cash and other assets used to support or derived from its cannabis subsidiaries, and (ii) the arrest of its employees, directors, officers, managers and investors, who could face charges of ancillary criminal violations of the Controlled Substances Act for aiding and abetting and conspiring to violate the Controlled Substances Act by virtue of providing financial support to state licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis. Additionally, as has recently been affirmed by U.S. Customs and Border Protection, employees, directors, officers, managers and investors of the Resulting Issuer who are not U.S. citizens face the risk of being barred from entry into the United States for life. Unless and until the United States Congress amends the Controlled Substances Act with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current U.S. federal law. If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, the Resulting Issuer's business, results of operations, financial condition and prospects would be materially adversely affected. Despite the current state of the federal law and the Controlled Substances Act, well over half of the states of the United States have enacted legislation to legalize and regulate the sale and use of medical cannabis without limits on tetrahydrocannabinol ("THC"), while other states have legalized and regulated the sale and use of medical cannabis with strict limits on the levels of THC. However, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local government authorities will not limit the applicability of state laws within their respective jurisdictions. For the reasons set forth above, the Issuer's interests in the United States cannabis market may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. There are a number of risk factors associated with the business of the Issuer.





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IF YOU WERE GOING
TO BUILD A NEW BRAND
IN THE CANNABIS SPACE —
LAS VEGAS MAY BE THE
MOST IMPORTANT CITY
IN THE WORLD.

Vegas is the land of experience, an urban oasis
where the real world doesn't matter
and the name of the game is fun.

WELCOME TO QUALCAN—
LAS VEGAS





BUY THE TICKET, TAKE THE RIDE.

HUNTER S. THOMPSON



WELCOME TO LAS VEGAS...



With 42 Million global visitors a year coming to experience the decadence and lights, there's no better place to start a cannabis company. Legal cannabis is the newest attraction to a city known for its excess — and it's popularity is already proven.

42 Million
VISITORS A YEAR

\$59.9 Billion
TOURISM INDUSTRY

\$530 Million
1ST YEAR CANNABIS REVENUE¹

“...AFTER JUST ITS FIRST YEAR, NEVADA'S MARIJUANA INDUSTRY IS ALREADY A BIGGER REVENUE GENERATOR THAN ALCOHOL.”

— LAS VEGAS REVIEW JOURNAL —

1. <https://www.reviewjournal.com/news/pot-news/nevada-marijuana-sales-blow-away-projections-in-first-year/>





WHAT'S HAPPENING IN VEGAS...



One year into legalization and the Las Vegas Market is already exploding. Revenue from marijuana sales have already surpassed alcohol, blowing away predictions of the market size and fast tracking it to be one of the most important cannabis markets in the world.

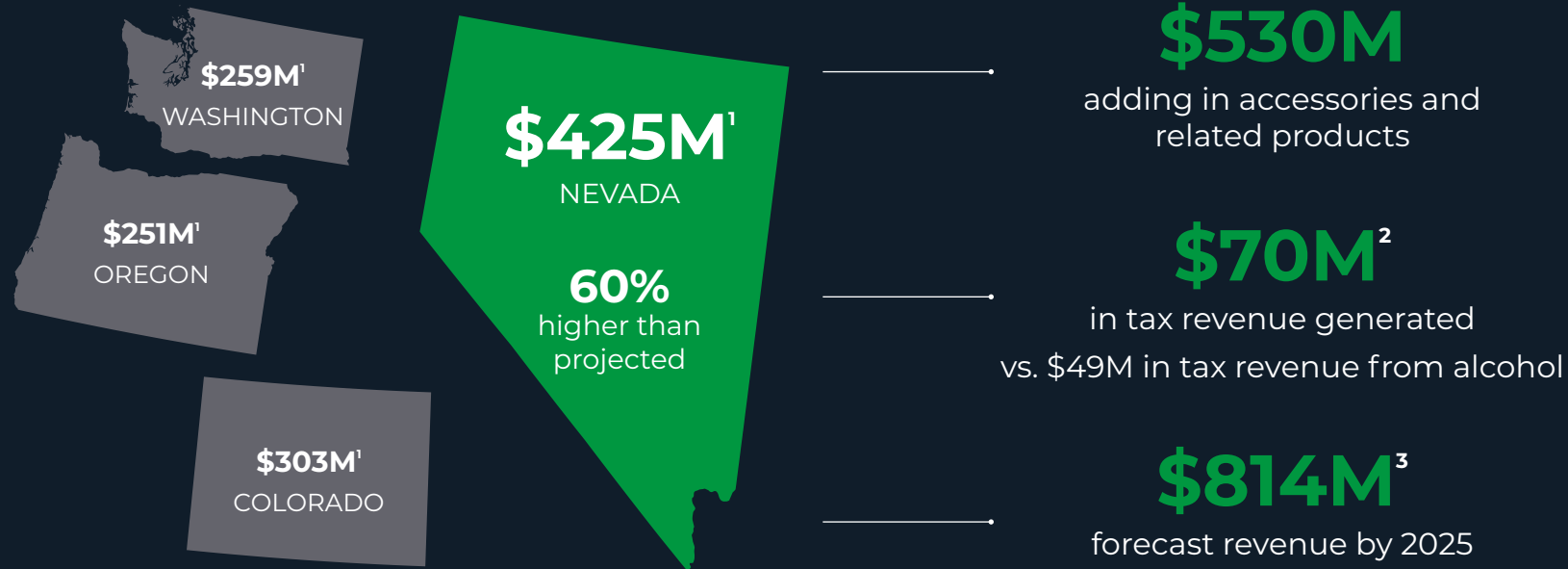
The Vegas market is ripe for a cannabis company to come in and take control. Large multi-state operators are trying to acquire and purchase their way into the market, but there is a Vegas based company that has the history, assets and team to dominate.





WHY VEGAS NOW?

The Las Vegas Market is exploding. Nevada's first year recreational retail sales of \$425M drastically outpaced that of Oregon, Washington and Colorado. Marijuana is already generating more tax revenue than alcohol. If it continues at this pace it should pass the estimated forecast revenue of \$814M by 2025.²



1. 1st year retail sales

2. <https://www.reviewjournal.com/news/pot-news/nevada-marijuana-sales-blow-away-projections-in-first-year/>

3. Nevada Department of Taxation. Copyright© 2019 Marijuana Business Daily, a division of Anne Holland Ventures inc. All rights reserved.



QUALCAN'S STACKED DECK

Set to dominate the Las Vegas cannabis industry.

VERTICAL INTEGRATION



GROWING



BRANDS



RETAIL

BRAND PORTFOLIO



FLOWER



EDIBLES



CONCENTRATES



PRE-ROLLS

BY THE NUMBERS

— CURRENT —

25,000 sq.ft.
of cultivation and extraction

600 lbs.
of marijuana production

31 stores
carrying Qualcan brands

\$11M
2018 dispensary revenue (combined)

10,728 sq.ft.
of current dispensary space (combined)

— IN PROGRESS —

Future Potential Projects

Sapphire

MANAGEMENT

— HONORABLE SIG ROGICH —

Director

Sigmund "Sig" Rogich is an Icelandic/
American businessman

Former campaign director for
President Ronald Reagan.

Former assistant to President
George Bush Sr.

Former US Ambassador to Iceland.





MANAGEMENT TEAM/ADVISORS



Honorable Sig Rogich Director

Sigmund “Sig” Rogich is an Icelandic/American businessman

- Former campaign director for President Ronald Reagan.
- Former assistant to President George Bush Sr.
- Former US Ambassador to Iceland.
- President of The Rogich Communications Group, an international advisory firm specializing in the areas of strategic communications, issues management and government affairs.
- Senior media consultant to Republican candidates for office, including Presidents Ronald Reagan and George H.W. Bush.
- Senior campaign consultant for former Nevada governors Mike O’Callaghan, Kenny Guinn and Jim Gibbons.
- Founder Las Vegas based R&R Advertising, now R&R Partners, Nevada’s largest advertising and marketing firm.
- His entertainment and business relationships have included Frank Sinatra, Donald Trump, Mike Tyson, Steve Wynn, Kirk Kerkorian, and Sheldon Adelson, among others.





MANAGEMENT TEAM/ADVISORS

Lorenzo Barracco Director, Founder & CEO

- Founder, majority owner and board member of Qualcan LLC
- CEO of Barracco Realty/Barbizon Realty, founded in 2005 with assets in New York — Miami — Las Vegas
- Owner of Stella Marina, a company that charters luxury yachts in the Caribbean;
- Personal full-time Advisor & Consultant for Lawrence Auriana (co-founder of the Kaufmann Fund)
- Developed concept for Dal Toro Ristorante and event center at the Venetian/Palazzo Hotel and Casino Resort and Le Grand Club in the Galaxy Star World Casino Macau.

Michael Cristalli Director & Founder

- One of the premier litigators in Nevada, representing clients nationwide and internationally
- Focused now on Cannabis Law, including a constitutional challenge to Nevada's 2018 retail marijuana application process and conditional licensing.
- Appearances on MSNBC, Larry King Live, Greta Van Susteren, Good Morning America, Fox and Friends
- Cases featured on Dateline NBC, CBS 48 Hours, Life-time and Snapped
- Currently serving as honorary consul to the Republic of Italy for the State of Nevada





MANAGEMENT TEAM/ADVISORS

Daniel V. Perla, CPA Board Director

- Certified Public Accountant, specializing in tax filing, preparation and planning
- Airline Captain in the U.S. Naval Air Reserve
- Built several buildings in New York
- Held one of the first mortgage banking licenses in New York State and continues to be a principal business loan and mortgage lender in New York and Las Vegas.
- Investor and Board Member in Qualcan LLC

Alexander Scharf Board Member

- Highly successful investor and real estate professional.
- Launched a fund to invest in NNN (Net-Net-Net leased properties nationwide) and is the owner and operator of many properties throughout the United States, including:
 - Two affordable extended stay hotels in New York City and the Westminister.
 - A luxury Triple - A rated Four Diamond Hotel in Livingston, New Jersey.
 - Owns a chain of Esplanade Senior Residences in Manhattan and upstate New York, dating back to 1950





QUALCAN — PLAYING TO WIN

— ♣ —
CULTIVATE

— ♥ —
CREATE

— ♦ —
LOCATE



CURRENT FACILITY

Current Cultivation Facility

25,000 sq.ft.

Current Marijuana Production

600 lbs.

Current Distillate Production

10-12 kgs.*

*With the purchase of additional equipment,
capacity will increase to 100 kgs per week





BRANDED PRODUCTS

Qualcan has created an in-house suite of premium branded products.

- Flower**
- Edibles**
- Concentrates**
- Pre-Rolls**





RETAIL DOMINANCE

An aggressive retail strategy:

— DISTRIBUTION —

Qualcan branded products available in **31** retail dispensaries with **\$8M** (2019 est.) in revenue

2 dispensaries with **\$11M** combined revenue

— EXPANSION —

Qualcan is planning:

10,000 sq.ft. cannabis retail space near Sapphire Club and Resort World Las Vegas.





 **LAS VEGAS RETAIL** 

 **RENO RETAIL** 

— RETAIL PERMITS HELD —
 Medical, Adult-Use

6,500 sq.ft.
 retail space

\$3,168,794
 2018 revenue

— RETAIL PERMITS HELD —
 Medical, Adult-Use

4,228 sq.ft.
 retail space

\$7,901,082
 2018 revenue





DISPENSARY CONCEPTS



CONDITIONAL APPROVAL FOR TWO ADDITIONAL LICENSES IN NEVADA

Pending locations:

- **Carson City** -

Population of **57,000+**

- **Las Vegas** -

Population of **650,000+**

42 Million visitors per year





CAPITALIZATION



Current I/O* Shares (Management Ownership: ~ 77%)**	70,000,000
Proposed Reg A+ Financing: Up to \$50,000,000 @ \$1.00 USD	50,000,000
Total Fully Diluted I/O Shares	120,000,000

* I/O = Issued and outstanding

** subject to 3 year lock up period applies to management ownershi

Note: In July 2019, the company completed an initial private placement of approximately \$1.7 million USD (\$2.25 million CAD) in aggregate principal amount of 8% convertible debentures. The conversion price of these convertible debentures is approximately \$0.23 USD (\$0.30 CAD) which will result in an additional 7.5 million shares of common stock of the public successor. The company completed a second subsequent private placement of approximately \$6.0 million USD (\$7.8 million CAD) in aggregate principal amount of 8% convertible debentures. The conversion price of these convertible debentures is approximately \$0.60 USD (\$0.80 CAD) which will result in an additional 9.5 million shares of common stock of the public successor.





NATIONAL INSTITUTE FOR CANNABIS INVESTORS (NICI) LEAD REG A+ OFFERING

NICI is the most powerful cannabis-investing tool available to investors who want to achieve their dreams of financial freedom.

500,000+

estimated subscribers

NICI is affiliated with **Money Map Press**, which boasts an audience close to 4 million.

 **MONEY MAP PRESS**

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INSTITUTE *for*
**CANNABIS
INVESTORS**





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