

Introduction to Nature's Way Management Group Inc.

(A majority controlled subsidiary of E-Debit Global Corporation – “WSHE – OTC Markets”)



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Corporate Back Ground

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- ❖ Nature's Way Management Group Inc. (“**Nature's Way**” or the “**Company**”) is a Colorado incorporated company established on June 15, 2017 to examine the substantial business shift towards legalized medical and recreational marijuana, not only throughout North American jurisdictions but with particularly focus on the California and Nevada medicinal sector. The Company's initial review has identified a significant demand for consolidation within the cannabis industry with full administrative and financial capabilities.
- ❖ **E-Debit Global Corporation** (“**E-Debit**” currently listed for trading on the OTC: Markets under the symbol “WSHE”) took an initial 10% equity stake within Nature's Way at the time of incorporation with an option to purchase a majority position and the right of first refusal to purchase any other shares offered for sale by the Company for a period of 24 months.
- ❖ On August 23, 2017 E-Debit exercised it's option to increase its equity position to 66% of the issued and outstanding shares of Nature's Way and operate as a majority controlled subsidiary and the leading edge of E-Debit's investigation and “due diligence” on the opportunities being presented within the medicinal marijuana business space
- ❖ Due to US Federal regulatory restrictions related to the cannabis industry, capital from banks and the equity market continue to lag new business opportunities given the relatively new state of the industry. The Company has determined a non-convention financial focused company would have compelling advantages in consolidating the medicinal marijuana industry by providing industry participants Capital Investment with full administrative and financial accountability and transparency.

The Opportunity

Market Scope - USA

- ❖ Medicinal cannabis in America is a significant business market. Currently Americans spend an estimated US\$40 billion annually on cannabis (including non-legal recreational consumption), which is approximately 20% of what is spent on cigarettes and alcohol.
- ❖ In California, Medical Marijuana Operating Certificates are currently issued under city and county regulations to non-profit co-operatives. In October 2015, California passed new legislation governing the production, distribution and dispensing of medical marijuana. It is a widely held view that the number of operating dispensaries is much greater than five hundred and that licenses will be issued for the sale of recreational marijuana in California within the next twelve to eighteen months, following the Colorado and Nevada model.
- ❖ Legalization of medical marijuana is the key driving force behind the increasing attractiveness of the US market despite medical marijuana still not being legal at the federal government level. New Senate legislation has passed shielding medical marijuana patients from federal prosecution in states that have legalized marijuana for medical purposes. Other pending legislation is calling to reclassify marijuana from a Schedule I drug, which has no medical benefit and includes recreational drugs (like LSD and heroin), to a Schedule II drug, which has an accepted medical use.

Market Scope - Canada

- ❖ The market for medicinal marijuana use is estimated at C\$144 million in 2014, rising to C\$380 million by 2018 and expected to grow by 23% a year to C\$1.3bn in the next 10 years. Official forecasts predict that approved patients will grow to 1.2% of the total population in 10 years. The industry is predicted to grow at 25%-28% to more than 400,000 patients and C\$1.4bn market in 2024.
- ❖ On April 20, 2017 the Canadian government announced that Federal legislation legalizing recreational marijuana will be effective on the 1st of July 2018. While the Federal Government will be responsible for the safety and security of the marijuana supply through producer licensing similar to the Health Canada control of current medicinal marijuana products the regional Provincial jurisdictions will be responsible for distribution, pricing, sales and provincial taxation.

Our Strategy

Phase 1 - Production and Sale of Medicinal Cannabis

- ❖ Due to the legal environment which US states allow for the conduct of the marijuana business both medicinally and recreationally the Company is focussing on the business of managing various interest in the California and Nevada medical marijuana market.
- ❖ With related corporate history and current existing relationships held within E-Debit investment subsidiaries, the Company is engaged in the review of the development of a proprietary platform for the delivery of a fully integrated Cloud based platform for “Seed to Sale Track and Trace” compliance after the results of ongoing pilot tests are initiated by various jurisdictional regions (ie: Humboldt County, California – see link: <http://humboldt.gov/TrackAndTrace>) enacted by the California Medical Marijuana Regulation and Safety Act.
- ❖ Nature’s way has entered into an exclusive management agreement to manage for the benefit of its members California Non Profit Corporation Nature’s Way Health Group, Inc. (“**Nature’ Way Health Group, Inc.**”) incorporated in California on January 4, 2017. Nature's Way Health Group was formed for the specific purpose to ensure seriously ill members of the Corporation have safe and secure access to legal, high quality cannabis for medical purposes where the medical marijuana is deemed appropriate and recommended by a physician who had determined that the member's health would benefit from the use of marijuana as provided for and in compliance with California Health and Safety Code 11362.5.
- ❖ Based on the ongoing solicitations received by E-Debit related to the supply of merchant services pertaining to sales within the marijuana business space the Company utilizing E-Debit’s current existing relationships within E-Debit investment subsidiaries such as Westsphere Systems Inc. is pursuing the development of a mobile financial service payment platform integrated with virtual Nature’s Way Health Group membership verification, sales, product pick-up and delivery systems.

The Opportunity

Market Fragmentation

- ❖ The marijuana business space is experiencing increasing interest from investors and professional fund managers seeking ways to participate in America's fastest growing industry. Historically however, this source of capital has been severely constrained, due in part to:
 - Marijuana is illegal at the Federal level
 - Independent "Mom & Pop" farming operations
 - An historical "underground" nature
 - A fragmented supply chain
 - Lack of properly organized, professionally managed businesses
 - Virtually no corporate governance or financial transparency
 - Illiquid structures for investment returns

Competitive Landscape

- ❖ The Company believes that the sustainable future for medical marijuana business lies in clinically proven and proprietary pharmaceutical products (prescription and OTC) for the management of neuropathic pain, hypertension, post-stroke neuroprotection, multiple sclerosis, epilepsy, cancer, and other medical disorders. Examples of publicly traded companies that have entered the medicinal cannabis market place follows:

➤ Aphria Inc.	Canada	Licensed Marijuana producer	\$6.02 TSX
➤ Mettrum Health Group	Canada	Pharmaceutical grade medicinal cannabis	\$8.42 TSX
NOTE: Mettrum Health Group was purchased by Canopy Growth Corp. on December 1, 2016			
➤ Canopy Growth Corp.	Canada	Medical Marijuana company	\$8.51 TSX
➤ Aurora Cannabis Inc.	Canada	Licensed Marijuana producer	\$2.42 TSX
➤ GW Pharmaceuticals PLC-ADR	UK/USA	Synthetic cannabinoid - Savitex (MS)	\$98.75 NASD
➤ Pineapple Express Rg	USA	Technology, property rentals	\$0.95 OTC
➤ Grow Generation Corp.	USA	Hydroponic and organic gardening	\$1.90 OTC

Business Objectives

- ❖ WSHE majority held subsidiary Nature's Way Management Group, Inc. will focus initially on pursuing its current opportunities within the State of California, Nevada, Colorado and Washington with particular focus on the California medicinal marketplace and Nevada upon its approved expansion to recreational marijuana sales and distribution, along with a review of a number of jurisdictions where cannabis is legally allowed presently, or where the government is actively moving towards such a legal framework.
- ❖ In California In association through it's exclusive management agreement with Nature's Way Health Group, Inc. and related associated non profits the Company' will commence development of management services providing medically approved cannabis only to qualified California patients in strict compliance with the California Health and Safety Code section 11362.7 et seq and the Compassionate use Act (Prop. 215 & CUA), Senate Bill 420 (MMPA) and applicable city or municipal ordinances and statutes .
- ❖ Subject to regulatory requirements and approval, strategic business opportunities pursued by the Company could include:
 - Providing advisory services to third-parties that are interested in establishing licensed cannabis cultivation, processing and sales operations;
 - Entering into strategic relationships that create value by sharing their expertise and industry knowledge;
 - Providing capital in the form of royalties to new business units; and
 - Entering into licensing agreements to generate revenue, create strategic partnerships, or other business purposes.

Nature's Way Business Advantage

Reduce Operational Risk

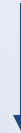
- ✓ The Company participates in the growth potential of the cannabis sector without the added risk of operational costs and management.



Greater Flexibility to Diversify

Predictable Cash Flow

- ✓ The Company receives ongoing monthly financial payments for services, facilities and financial packages offered to Industry Participants.



Command Higher Valuations

Exponential Growth

- ✓ Little to zero participation in operational costs provide significant upside to the growth of the sector.



Significant Scalability

Substantial Leverage

Increased Liquidity

\$\$\$ Exponential Growth \$\$\$

NATURE'S WAY RECEIVES A SIGNIFICANT RETURN ON INVESTMENT WHILE MITIGATING ITS OVERALL RISK

Participant Strategy: *Overview*

Investment Focus

- ❖ Initially the California medicinal cannabis sector with expansion nationally and international jurisdictions where marijuana use is legalized.
- ❖ Types of businesses include but are not limited to:
 - **Cultivation facilities, oil extraction facilities, build out product supply and equipment leasing**

Types of Investments

- ❖ Focus on structuring **financial solutions to industry providers**
- ❖ Negotiation of **exclusive output contracts** for affiliated industry providers
- ❖ Selected **secured convertible debt** and **high yield equity** with affiliated industry providers on a case by case basis

Targeted Investment Scenarios

- ❖ Investments selected through a defined and disciplined investment process
 - **Near term cash flow** potential
 - Clearly defined **development** and **growth plan**
 - Opportunity for **exponential growth** in **returns** and expansion to Nevada, Colorado and Washington State – with an eye on the Canadian marketplace.

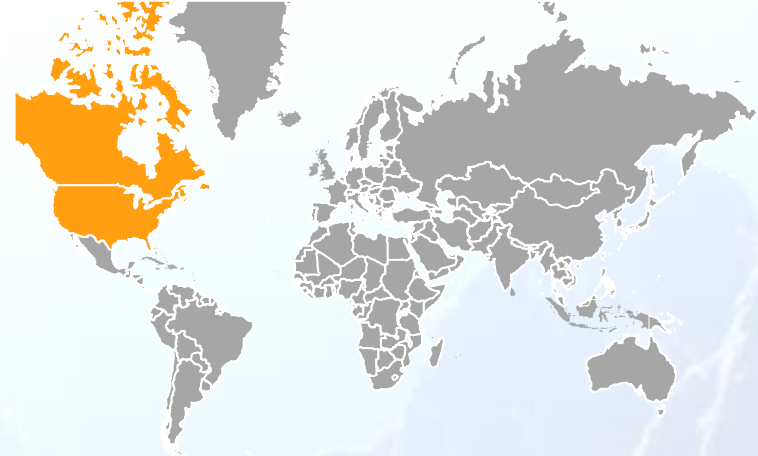
Exit

- ❖ Industry consolidation
- ❖ Sale of financial portfolio and selected business units

Investment Focus

Geographical Focus

- ❖ **Primary focus: California medicinal marijuana sector, and the Nevada medicinal and recreational sector** and other North American jurisdictions that have **enacted laws legalizing marijuana**.
- ❖ **Secondary focus:** International jurisdictions that have approved the use of marijuana and meet our targeted investment scenarios.



Sector Focus

- ❖ The Company will make investments across 5 main verticals with a focus on companies that demonstrate **high revenue growth** potential and **strong management teams**:
 1. Cultivation facilities
 2. Oil extraction facilities
 3. Manufactured marijuana infused products
 4. Technology
 5. Retail / Wholesale
- ❖ The Company will also seek to maximize returns and mitigate risk, where appropriate, by structuring an **equity component, exclusive output contracts** and/or a **security components** through an **asset** such as a **building/land** or **license** and **equipment/services**.



Types of Business Operations

Corporate Business Overview

Primary Focus

The Company will pursue agreements that combine the benefits of security and equity to mitigate the risk and increase the potential returns in reduced risk investments.

- ❖ High value hard asset procurement and/or exclusivity agreements
- ❖ Security against asset(s) or intellectual property in certain cases.
- ❖ Continued Securitization and ownership positions held after pay out term
- ❖ Selected equity components added to the mix as a incentive for higher Company participation and to provide additional upside.

Significant flexibility with deal structures

Additional Business Strategy

- ❖ Instead of giving the Company a traditional equity ownership stake, the affiliated industry participant grants the Company exclusive output contracts.
- ❖ Structured indefinitely or for a specified period of time and a specific return on investment.
- ❖ *Significant Flexibility with deal structures.*

Secondary Focus

Secured Convertible Debt

- ❖ Interest bearing, debt obligation which the Company as debenture holder may, at their discretion, exchange for common stock of the borrower
- ❖ Shares which the holder is entitled to is based on a ratio that sets the number of common shares that will be received.
- ❖ *Backed by a specific charge over assets or some type of senior financial ranking.*

Case by Case

High Yield Equity

- ❖ Industry participants place capital or "sweat equity" into the company and receives an ownership stake by way of Company share issuance
- ❖ Capital is returned when the assets of the firm are liquidated and proceeds distributed among them post debt obligations.

Case by Case