



*Marketing ▪ Sales ▪ Public Relations ▪ Investor Relations*

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Brad Turner, CEO  
Marketing Completion Fund, Inc.  
204 West Spear Street  
Carson City Nevada 89703

February 28, 2020

Elaine K. Richer, RPh., Chief Executive Officer  
My Cure All

Subject: MCF Scope of Services for My Cure All

Dear Elaine,

We look forward to providing services for My Cure All that focus on supporting your business goals, objectives and growth strategies. MCF provides professional consulting services to companies that include business development, debt and equity capital raising, marketing, sales, and investor lead generation.

MCF can assist My Cure All in the above planning, strategy and implementation. We discussed starting with a plan to draft a \$1,000,000 convertible note while concurrently developing the documents for a \$5 million private offering memorandum (PPM). MCF can syndicate the offering to existing and new FINRA Broker-Dealers in their network and market the My Cure All investment opportunity directly to high net worth individuals, family offices and Accredited Investors through various marketing channels, events and investor road show.

You can decide to follow this offering with either a \$25M or \$50M Reg A+ offering and/or evaluate allocating a portion of the \$5M offering use of funds to list on multiple exchanges. One reason for listing on several exchanges is that it increases a stock's liquidity, allowing investors to choose from several different markets in which to buy or sell shares of the company. Along with the increased liquidity and choice, the bid-ask spread on the stock tends to decrease, which makes it easier for investors to buy and sell the security in the market at any time.

We also discussed a review of your financial projections and are confident we can enhance them by identifying additional assumptions that will generate additional revenue per year. We will then perform a new valuation conducted by an experienced CBD and Telemedicine CPA. This will increase the value of your company and you can then sell less of your company for the capital you are raising.

We can assist with identifying M&A opportunities and systems of integration utilizing best practices to deliver shareholder value.

### **Financial Information**

MCF will create, prepare and disseminate financial information with approval from My Cure All and their compliance and legal team. During this program, we will carry out a financial communications program featuring research, writing copy and creative work relating to a private convertible note letter and highlights summary, as well as a structuring recommendation for 506(c) securities offering under SEC Regulation “D” or similar. This engagement will include creation of a convertible note, financial projections and company valuation. This will be followed by the revision of the PPM, due diligence materials and marketing documents.

Sincerely,

Brad

## Capital Raising Strategies for My Cure All

Debt	Equity
<ul style="list-style-type: none"> <li>\$1 million 8% Convertible Promissory Note</li> </ul>	<ul style="list-style-type: none"> <li>\$5 million Private Placement offering (Example)</li> <li>\$25 - \$50 million Series Reg A+ offering</li> </ul>

## My Cure All Investment Opportunity

Objectives	Exit Strategy	Objectives
\$_____ million in annual revenues IRR: _____% for 5 years	Dividend Payouts ROI: ~____%	\$_____ million in annual revenues IRR: _____% for 5 years
Grow valuation over \$500M CAGR: _____% for 5 years (12x P/E)	10-15 times in potential capital gains via public listing or M&A (12x P/E)	Grow valuation over \$500M CAGR: _____% for 5 years (12x P/E)

## Convertible Note Offering - March 2020 to September 2020

- \$1 million 8% Convertible Promissory Note
- My Cure All will start to raise capital in March and will be presenting accredited investors the opportunity to invest in a private offering of an 8% Unsecured, Subordinate, Convertible Promissory Note with terms of eight percent (8%) simple interest paid semi-annually. Convertible to My Cure All common shares. Expected hold period of three years.

Total Investment Amount	\$1,000,000
Fractional Investments	\$25,000
Form	Unsecured, Subordinate, Convertible Promissory Note
Annual Interest Rate	Eight percent (8%) simple interest paid semi-annually
Term	Three (3) Years
First payment start date	January 31, 2021
Conversion Feature	Converts to My Cure All Common Stock (the "Securities") that is priced at \$_____ per share.
Conversion Options	Option to convert note over the next three years into My Cure All common stock.

**Use of Funds \$1,000,000 Convertible Note**

<b>\$1,000,000 Use of Funds</b>		
<b>Description</b>	<b>Budget</b>	<b>%</b>
My Cure All Operations	\$ 500,000	50.00%
Investor Lead Generation		
Social Media	\$ 25,000	2.50%
Affiliate Marketing	\$ 25,000	2.50%
Email	\$ 25,000	2.50%
Call Center	\$ 20,000	2.00%
Events	\$ 50,000	5.00%
Marketing	\$ 25,000	2.50%
Private Placement Memorandum	\$ 50,000	5.50%
Interest Payment Reserve - Year 1	\$ 80,000	8.00%
Broker-Dealer / Placement Agent	\$ 25,000	2.50%
Administrative	\$ 25,000	2.50%
Accounting	\$ 25,000	2.50%
Legal	\$ 30,000	3.00%
Consultants	\$ 35,000	3.50%
Use of Proceeds	\$ 915,000	91.50%
Offering Costs*	\$ 85,000	8.50%
<b>TOTAL USE OF PROCEEDS</b>	<b>\$ 1,000,000</b>	<b>100.00%</b>

\*This is an estimated blended rate of 50% Broker-Dealer and 50% by company raising the capital in the offering.

## **\$5,000,000 Private Placement Offering of Common Stock – September 2020 to September 2021**

This note offering will be followed by syndicating to broker dealers and presenting the offering to accredited, corporate, institutional investors and business entities the opportunity to invest in a \$5,000,000 private placement offering of My Cure All Common Stock.

Equity Offering \$5 million ___% Equity at \$__ per Share \$__ million pre-valuation	Maximum offering _____ Shares of Common Stock Minimum Investment \$25,000 (_____ Shares)
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### **Use of Funds \$5,000,000 Private Placement Offering Example**

<b>\$5,000,000 Use of Funds</b>		
<b>Description</b>	<b>Budget</b>	<b>%</b>
My Cure All Operations	\$3,250,000	65.00%
Exchange Listing	\$200,000	4.00%
Media	\$200,000	4.00%
Marketing	\$200,000	4.00%
Branding	\$100,000	2.00%
Events	\$150,000	3.00%
Investor Lead Generation	\$100,000	2.00%
Accounting	\$25,000	.50%
Legal	\$50,000	1.00%
FINRA Broker Dealer Placement Agent	\$125,000	2.50%
Investment Banker Consultants	\$75,000	1.50%
Use of Proceeds	\$4,500,000	90.00%
Offering Costs	\$550,000	10.50%
<b>TOTAL USE OF PROCEEDS</b>	<b>\$5,000,000</b>	<b>100.00%</b>

### **\$25,000,000 Reg A+ Offering – March 2022 to March 2024**

The \$5M Private Placement Offering could be followed by a \$25,000,000 to \$50,000,000 Reg “A+ Private Placement Offering of My Cure All Common Stock.

## **MCF Service Pricing**

- Pricing for services options include either an hourly rate, monthly retainer, commission for generating new business sales and equity in stock.
- Pricing options for services are a combination of hourly rate, monthly retainer, commission for sales, and equity shares of company stock based on contribution to the anticipated company's growth in value.
- Lead generation services are a combination of upfront media campaign development costs and delivered lead price.

\*Some of the services cannot be provided without an additional budget available. Legal review of documents will be provided by law firm.

## **Package Option 1 - Services Provided Brad Turner**

- Capital Raising
  - Channels
    - Direct
    - Broker-Dealers
    - Family Office
  - Yearly Budget
- Call Center Strategy
- Distribution Strategies
- Document Drafting
  - Investor 1 Pager
  - Company Presentation PowerPoint
- Email Strategy
- Event Strategy
  - Cannabis
  - Family Office
  - FINRA Broker-Dealers
  - Wealth Management
- Investor Lead Generation
  - Current Contacts
  - Email
  - Events
  - Media Strategies
- Investor Road Show
- Sales of Company Products
- Sales of Company Services
  - Printing
- Speaking Engagements
- Sponsor Information Questionnaire
- Syndication of Current Offering to
  - Broker-Dealers
  - Wholesalers
- Use of Funds

## **Compensation and Terms**

- Brad Turner Consulting Services – Monthly Rate - \$3,000
  - Agreement Time Period - March 2020 to June 2020
  - Will reduce standard \$150/hourly rate for three months to \$75/hour – March 2020 to June 2020 to a flat monthly rate of \$3,000. Monthly hours provided are estimated to be 50 hours. (Value \$7,500)

- For each \$100,000 of capital raised Brad Turner monthly flat rate will increase by \$1,000 per month until a monthly rate of \$10,000 is reached.
- Commissions for selling My Cure All product and services
- Cash Bonuses for achieving sales and capital raising milestones – TBD
- Equity in lieu of standard rate, for capital raised and for generating revenue milestones – TBD

#### Payment Terms

- Monthly retainer for Brad Turner and monthly budget for Consultants to be paid on the 1<sup>st</sup> of each month.
- Commissions for selling My Cure All products and services will be paid Friday following payment by client.
- Bonuses to be paid the following Friday after funds are received.

#### Expenses

- Expenditures above \$500 must be approved prior to event or activity in writing by company.
- Paid by company prior to event or corporate credit card provided.

#### Media Budget

- Amount to be discussed per media services provided.
- Approved prior to activity in writing by company.

#### **Package Option 2 - Services Provided by MCF Consulting Team**

- |                                       |   |
|---------------------------------------|---|
| ● Agreements for Broker-Dealers       | ● Investor Relations                    |
| ● Article Writing                     | ● Investor Road Show                    |
| ● Branding                            | ● Investment Summary                    |
| ● Business Plan*                      | ● Legal*                                |
| ● Capital Raising Strategies          | ● Marketing Materials                   |
| ● Convertible Note                    | ● Marketing Plan (Extra Costs)          |
| ● Convertible Note Purchase Agreement | ● PR Strategy                           |
| ● Corporate Communications            | ● Press Release Writing                 |
| ● Debt Financing                      | ● Press Release Distribution*           |
| ● Distribution Waterfall              | ● Private Placement Memorandum          |
| ● Document                            | ● Power Point Review and Editing        |
| ● Document Drafting                   | ● REG “D” Due Diligence Kit Assembly    |
| ○ Convertible Note                    | ● Soliciting Broker-Dealer Agreement    |
| ○ Revise PPM                          | ● Sponsor Information Questionnaire     |
| ○ Revise Marketing Materials          | ● Risk Factors                          |
| ● Document Review                     | ● Road Show Strategy and Implementation |
| ○ Corporate Structuring               | ● Social Media Strategy                 |
| ○ PPM                                 | ● Speaking Opportunities                |
| ○ Financials                          | ● Stock Share Pricing                   |

- Marketing Materials
- Equity Financing
- Executive Summary
- Graphic Design
- Federal and State Filings\*
- Financial Projections
- Subscription Documents
- Syndication to Broker-Dealers
- Syndication to Wholesalers
- Valuation
- Website review and recommendations
- Video

**\*Not Included**

**Compensation and Terms**

- MCF Consulting Team – Monthly Budget – \$6,000
  - Agreement Time Period - March 2020 to May 2020
  - Total initial budget for consultant services are \$6,000 per month for March, April, May
  - MCF has negotiated with consultants to work on a flat monthly rate instead of their regular hourly rate.
  - Consultants have agreed to defer a significant portion of their flat monthly rate until capital has been raised.
  - My Cure All will be provided a list of each consultant’s services being provided and the monthly flat rate in writing for approval.
  - Monthly budget will increase to flat monthly amount per consultant when capital has been raised.
- Deferred compensation will be paid back for the monthly balance owed to each consultant from use of funds calculated at 25% of capital raised and shared proportionately for amount owed each consultant.

**Payment Terms**

- Monthly budget for Consultants to be paid on the 1<sup>st</sup> of each month.
- Deferred compensation of flat rate owed to each consultant will be paid back from use of funds calculated at 25% of capital raised.

**Other Compensation**

- Commissions for selling My Cure All product and services
- Cash Bonuses for achieving sales and capital raising milestones – TBD
- Equity in lieu of standard hourly rate, for capital raised and for generating revenue milestones – TBD

**Expenses**

- Expenditures above \$500 must be approved prior to event or activity in writing by company.
- Paid by company prior to event or corporate credit card provided.

**Media Budget**

- Amount to be discussed per media services provided.
- Approved prior to activity in writing by company.



**Services – Hourly Rate**

<b>Description</b>	<b>Hourly Rate</b>
Branding	\$25 - \$150
Business Development	\$25 - \$50
Drafting Documents - Marketing Materials	\$25 - \$150
Event Staffing	\$25
Marketing	\$25 - \$75
Media Buying	\$75 - \$125
M&A Advisory	\$50 - \$150
Product Development	\$25 - \$125
Sales	\$25 - \$75
Social Media	\$25 - \$75
Software Development	\$125 - \$250
Telemarketing	\$25
Website	\$25 - \$150
UI/UX Design	\$50 - \$125

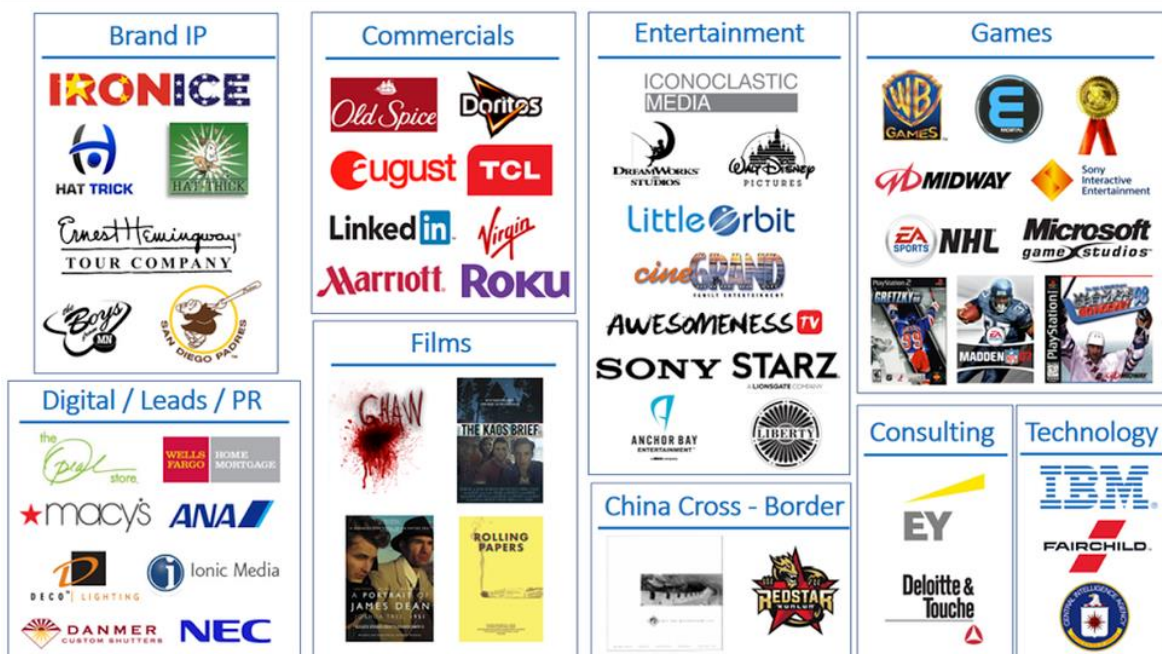
## About Marketing Completion Fund

MCF provides professional consulting services to companies that include capital raising services, business development, marketing, sales and investor and consumer lead generation.

The MCF management team, advisors, consultants, and partners are comprised of individuals and companies that have extensive experience in Capital Formation Structuring, Financial Modeling, and Capital Raising, China M&A, Digital Marketing, Entertainment, Film Financing, Production and Distribution, IP Brand and Technology Development, Marketing Technology, Product Development, Semiconductor Plant Manufacturing, Software Development, Sports, AR/VR Technology Labs, and Wealth Management.

- About MCF - [www.completionfund.com/about-mcf.html](http://www.completionfund.com/about-mcf.html)
- [Debt and Equity Capital Raising Services & Investor Lead Generation](#)
- [Cannabis & CBD Marketing Services](#)
- Lead Generation - [www.leadmatching.com](http://www.leadmatching.com)
- Celebrity eCommerce – [www.celebrityecommerce.com](http://www.celebrityecommerce.com)
- Product Development and Sales – [www.nutricellula.com](http://www.nutricellula.com)

We have 30+ years in sales, marketing, product launches and events for CBD products, vitamins, health foods and global brands including Cannabis Investing Forum, ExpoCannaBiz Colombia, High Times Investor, Irie CBD, BAS Research, Freedom Leaf, Arcadian Fund, Oreva Capital, Quants.com, Holland Flowers, Microsoft, Red Bull, Imperial Acrobats of China, Morinu Tofu, Dr. Jekyll's and others.



## **Corporate Finance and Capital Raising**

The MCF management team, advisors, consultants, and partners are comprised of individuals and companies that have extensive experience in Capital Formation Structuring, Financial Modeling, and Capital Raising Strategies.

- Provided services to over 234 securities engagements totaling \$2,173,809,195 in capital raised.
- Investor Lead Generation Programs
- Regulation A+ Investor Lead Generation - Digital Marketing Campaigns that include advertising, email, events, PPC, public relations, and social media.
- Investor Roadshows

## **FINRA Broker Dealer Investor Lead Program**

MCF has developed an investor lead generation program for FINRA registered retail broker dealers that are seeking additional investors.

### **Early Stage Company Investor Lead Generation**

- MCF assists early stage companies find new sources of capital and investors. This includes Angel, Accredited, Corporate Venture, Family Office, FINRA Registered Broker Dealers, Hedge Funds, and Private Equity.
- MCF has system that focuses on generating a large number of investor leads and combining this with negotiating a selling agreement with a FINRA Registered Broker Dealer with an experienced team of retail registered representatives.
- MCF works with compliance officers in developing the documents and messaging to generate online and offline investor leads. The leads are generated in a targeted geographical area so a rapport can be nurtured with the investors. This is done by inviting investors to monthly investment seminars the company produces or other events we partner with.

## **Capital & Investor Resources**

- Angel Investors
- Angel Investor Groups
- Corporate Venture
- Family Offices
- FINRA Broker Dealers
- Hedge Funds
- Investment Bankers
- Media Funds
- NIBA Association Broker Dealers
- Private Equity Funds

## **About Cannabis Investing Forum**

The Cannabis Investing Forum creates, researches and publishes news and information about the investor events focused on educating new and existing investors in the global Cannabis and CBD Industry investing opportunities.

- Produces the Cannabis Investing Forum
- Investor Roadshows
- Investor Relations
- [www.cannabisinvestingforum.com](http://www.cannabisinvestingforum.com)

## MCF Event Services Experience

1. Affiliate Marketing Strategy and Implementation
2. Article Writing and Distribution Strategy
3. Attend Cannabis, CBD and other events to generate business contacts
4. Banner Ads
5. Banner Ad Strategy
6. Build database of cannabis companies and investors
7. Build Network of Sales, Affiliate, Media and Marketing Partners
8. Business Development
9. Calendar Strategy
10. Cannabis Investing Forum Development and Production
  - a. Experience
    - i. Cannabis Investing Forum [Link](#)
    - ii. Marketing Completion Fund [Link](#)
11. Celebrity Strategy
12. Design
13. Document Drafting
14. Entertainment Strategy and Implementation
15. Email Marketing
16. Event Agenda
17. Event Management and Staffing
18. Event Monetization
19. Event Planning
20. Event Production
21. Event Strategy
22. Graphics
23. Financial Modeling
24. In-Kind Business Development
25. Investor Judges
28. Investor Lead Generation
29. Investor Pitch Contest
30. Investor Pitch Contest Prizes
31. Marketing
32. Marketing Materials
33. Media Partnerships to sell tickets, write and post articles, post press releases, add events to calendars, design and add banner ads
  - a. Media Experience [Link](#)
34. Marketing Partnerships
  - a. Marketing Partnerships Experience [Link](#)
35. Online Ticket Platforms
36. PR Strategies
37. Press Release Writing
38. Press Release Distribution
39. Pricing Modeling
40. Sales Management
41. Sponsorship sales
42. Ticket Sales
43. Exhibitor
44. Sponsorship
45. Sales Management
46. Sales Team Strategy and Management
47. Speaker Acquisition
48. Speaker Negotiation
49. Speaker Strategy
50. Social Media
51. Strategy
52. Technology
53. Telemarketing
54. Ticket Strategy, Pricing, Bundling

- 26. LinkedIn Strategy
- 27. Manage sales, media and marketing partnerships
  - a. Marketing Partnerships Experience [Link](#)

## 55. Video Strategy and Production

### **Cannabis & CBD Services**

The Cannabis and CBD services include consulting, business development, digital customer and investor lead generation, capital introductions, corporate communications, CBD product development and sales channel marketing and distribution.

#### **Advertising**

- Hispanic
- European
- Latin America
- North America

#### **Business Development**

- Call Center
- Events

#### **Capital Raising Consulting**

- Equity Crowdfunding
- Investor and Institutional Introductions
- Investor Lead Generation LINK

#### **Categories**

- CBD and Cannabis Brands
- Dispensaries
- Cannabis, CBD and Vape Events

#### **Digital Marketing**

- Brand Lead Generation
- Dispensary Customer Lead Generation
- Event Marketing Ticket Sales
- Investor Lead Generation

#### **Event Marketing**

- Business Development
- Corporate Communications & PR
- Investor Marketing
- Marketing & Media Partnerships

#### **Product Development**

- Branding
- Formulation
- Ingredient Sourcing
- Manufacturing
- Packaging
- Subscription Box Program

#### **Product Fulfillment**

- Selection
- Implementation
- Management
- Technology

#### **Sales Channels**

- Action Sports
- Addiction
- Beauty
- Beverage
- Cannabis
- CBD
- Contract Manufacturers
- Cosmetics
- Convenience
- Dispensaries
- Healthcare
- Hispanic
- Mass Merchants

- Keynote Speakers
- Panel Moderators & Participants
- Sponsorship & Exhibitor Sales

- Medical
- Natural Products
- Practitioner
- Spirits
- Sports Nutrition
- Tobacco
- Vape