

A copy of this preliminary Prospectus has been filed with the securities regulatory authorities in the Provinces of British Columbia, Alberta and Saskatchewan, but has not yet become final for the purpose of the sale of securities. Information contained in this Prospectus may not be complete and may have to be amended.

This preliminary Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. This non-offering preliminary Prospectus does not constitute a public offering of securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Non-Offering
Preliminary Prospectus

December 21, 2018



CBD Global Sciences Inc.

No securities are being offered pursuant to this Prospectus

This long form non-offering Prospectus ("**Prospectus**") is being filed with the Alberta Securities Commission, as principal regulator, and with the securities regulatory authorities in the provinces of British Columbia and Saskatchewan, to enable CBD Global Sciences Inc. ("**CBD Global**" or "**Company**") to become a reporting issuer pursuant to applicable securities legislation in British Columbia, Alberta and Saskatchewan and in connection to its application to list the common shares of the Company ("**Common Shares**") on the Canadian Securities Exchange ("**CSE**"), notwithstanding that no sale of its securities is contemplated herein.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be issued and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

CBD Global intends to apply for a listing ("**Listing**") of its Common Shares on the CSE; however, as of the date of this Prospectus, the Company has not applied for nor received conditional approval from the CSE for such a Listing.

There is currently no market in Canada through which the securities of the Company may be sold and purchasers may not be able to resell securities. This may affect the pricing of the securities of the Company in the secondary market, the transparency and availability of trading prices, the liquidity of the securities of the Company and the extent of issuer regulation. Investors should carefully consider the risk factors described under "Risk Factors".

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigations in respect of the contents of this Prospectus.

An investment in the Common Shares of the Company or the Resulting Issuer (as defined herein) should be considered highly speculative and involves a high degree of risk that should be considered by potential purchasers. There is no guarantee that an investment in the Company or the Resulting Issuer will earn any positive return in the short or long term. An investment in the Company or the Resulting Issuer is appropriate only for investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. There are certain risk factors associated with an investment in

the Common Shares. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective purchasers of Common Shares. See “Risk Factors” and “Forward-Looking Statements”.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The registered and head office of the Company is 1250, 639 – 5th Ave. SW, Calgary, Alberta, Canada.

As of the date of this Prospectus, the Company does not have any of its securities listed or quoted on the Toronto Stock Exchange, Aequis NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America. Listing is subject to the Company fulfilling all of the requirements of the CSE, including meeting all minimum listing requirements.

ADVISORY

Prospective investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in the Common Shares. Prospective investors should rely only on the information contained in this Prospectus and should not rely on parts of the information contained in this Prospectus to the exclusion of others. The Company has not authorized anyone to provide additional or different information than is contained herein. If anyone provides a prospective investor with additional, different or inconsistent information, including statements in the media about the Company, such information should not be relied on.

The information contained in this Prospectus is accurate only as of the date of this Prospectus or as of the date stated. The Company’s business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

As used in this Prospectus, the terms “we”, “us”, “our”, “CBD Global” and “Company” mean CBD Global Sciences Inc., unless otherwise indicated.

The Resulting Issuer will be directly involved (through its licensed wholly-owned subsidiaries) in the Industrial Hemp, hemp oil, and cannabidiol (“CBD”) marketplace in the State of Colorado and other states which have regulated such activity.

This Prospectus qualifies the distribution of securities of an entity that is expected to, upon completion of the Reverse Take-Over, derive its revenues from the production and distribution of hemp-based, CBD wellness products in certain states in the United States. All Industrial Hemp produced and sold by the Resulting Issuer will constitute Industrial Hemp under the 2014 Farm Bill, as well as the laws of the states in which it produces and sells such Industrial Hemp.

Federal legislation has scheduled all cannabis grown in the United States as a controlled substance under the U.S. Controlled Substances Act of 1970 (“*Controlled Substances Act*”), and as a result, the cultivation or sale of hemp for any purpose in the United States without a Schedule I registration with the U.S. Drug Enforcement Agency (“*DEA*”) is, unless exempted by the 2014 Farm Bill, illegal.

The Resulting Issuer’s position is that its activities fall within the relief from federal interference (e.g. by the DEA) provided by Section 7606 of the 2014 Farm Bill. However, the statute does not explicitly state that private businesses, such as the Resulting Issuer, may cultivate or conduct commercial sales of Industrial Hemp or products derived therefrom. Rather, Section 7606 specifically allows for the “growing or cultivation of Industrial Hemp” for the “purposes of research” pursuant to state “pilot programs” conducted by “institutions of higher education and State departments of agriculture”. The Resulting Issuer takes the position that its activities nevertheless fall within the ambit of Section 7606(a)(1) based on the following facts, interpretations and assumptions:

- (i) the fact that permissible research activities under Section 7606(a)(1) includes cultivation for the purpose of research conducted under an agricultural pilot program;
- (ii) the fact that Section 7606(b)(1) provides that agricultural pilot programs include pilot programs to study the marketing of Industrial Hemp;
- (iii) the interpretation and assumption that the Licenses (as defined below) provided to the Resulting Issuer by the Colorado Department of Agriculture (“*CDA*”) to cultivate significant quantities of Industrial Hemp are licenses granted in furtherance of “studying the marketing” of Industrial Hemp. In its

interpretation, the Resulting Issuer is further assuming that, because hemp was criminalized for nearly a century, significant long-term commercial activities will be required to provide an understanding of the Industrial Hemp industry for the purpose of meeting the goals of the 2014 Farm Bill, and that because state departments of agriculture are not in the business of selling products, they must contract with and/or license private entities to sell products as part of these marketing studies. This is further based on significant discussions between Resulting Issuer and the CDA pursuant to which the Resulting Issuer understands that the licenses were granted under Colorado's pilot program;

- (iv) the interpretation that the Resulting Issuer's activities (based on the foregoing facts and assumptions) fall within the ambit of Colorado's agricultural pilot program, notwithstanding that the Resulting Issuer is not an "institution of higher education or State department";
- (v) the fact that the portion of the Resulting Issuer's cultivation operations that are conducted through third parties (which represent all the Resulting Issuer's cultivation operations outside of Colorado) are also licensed by the respective Departments of Agriculture of these states and the assumption that these third parties operate in compliance with such states' pilot programs. This assumption is further evidenced by the fact that these third-party operators provide contractual representations to the Resulting Issuer that they are in fact in compliance with state laws relating to cultivation under their respective state pilot programs and that the Resulting Issuer has been provided copies of the applicable licenses; and
- (vi) the interpretation and assumption that interstate commerce falls fully within U.S. federal jurisdiction and, as a result, marketing and sales of the Resulting Issuer's products to other U.S. states are permitted by the 2014 Farm Bill notwithstanding that such other states may not have implemented a pilot program or that the Resulting Issuer does not directly participate in such states' existing agricultural pilot programs.

See *"Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - Development of Current Regulatory Framework"* and *"Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - The 2014 Farm Bill"*.

However, there are differing interpretations with respect to whether states must explicitly permit the sale of Industrial Hemp and Industrial Hemp products in order to comply with the 2014 Farm Bill or the DEA's Statement of Principles (as defined below). Based on the assumptions set out above, the Resulting Issuer takes the position that such activities comply whether or not the state has an agricultural pilot project in place.

Certain other stakeholders such as the DEA may take a narrower interpretation, namely that in the absence of explicit state approval or recognition and/or of an agricultural pilot program, such activities are prohibited. Similarly, some DEA spokespersons have taken the position that the interstate commercial sale of consumable CBD products is outside the scope of the 2014 Farm Bill.

Certain government agencies (such as the DEA and the U.S. Food and Drug Administration ("FDA")) and certain federal officials have challenged the scope of permissible commercial activity, including activities similar to the Resulting Issuer's operations. Some DEA representatives, for example, have stated they believe that producers of CBD-based products, including a similar business Charlotte's Web, produce and sell their products in violation of the U.S. Controlled Substances Act and the Federal Food, Drug, and Cosmetic Act ("FDCA") because the hemp-based products sold by the Resulting Issuer are derived from the Cannabis plant.

Similarly, the FDA has indicated that Charlotte's Web's marketing activities fall within FDA jurisdiction and, on occasion, that Charlotte's Web has failed to comply with the FDCA.

The FDA has not generally approved CBD or other individual cannabinoids as drugs, nor has the FDA deemed CBD or other individual cannabinoids permissible for use in dietary supplements, as dietary ingredients or as safe for use in food. The FDA has taken the position that CBD cannot be marketed in a dietary supplement because it has been the subject of investigation as a new drug pursuant to the IND Preclusion (as defined below). The Resulting Issuer believes there are significant arguments against this position in that all conditions of the applicable statute must be met before the IND Preclusion applies. In addition, the FDA is currently challenging whether the CBD products can be sold in the U.S. without FDA

approvals which have not yet been obtained. This matter is still in active discussion with the FDA and is unresolved as at the date of this Prospectus. The FDCA does not recognize CBD as safe for use in food products. See *“Part Two - Regulatory Overview - FDA Regulation”*.

While the Resulting Issuer disagrees with the positions of each of the DEA and the FDA, there is risk that either or both of these agencies could take law enforcement actions against the Resulting Issuer. There is also a risk that state or local authorities could take enforcement actions against the Resulting Issuer.

Legal barriers applicable to selling hemp and hemp-derived CBD products result from a number of factors, including the fact that hemp and marijuana are both derived from the Cannabis plant, the rapidly changing patchwork of state laws governing hemp and hemp-derived CBD, the position of some DEA representatives that CBD is a controlled substance and the lack of FDA approval for CBD as a lawful food ingredient, food additive or dietary supplement.

The Resulting Issuer’s objective is to capitalize on the opportunities presented as a result of the changing regulatory environment governing Industrial Hemp, hemp oil and the Cannabis industry in the State of Colorado and, if permitted, other states in the U.S. Accordingly, there are a number of significant risks associated with the business of the Resulting Issuer. Unless and until the the Controlled Substances Act is amended with respect to medical and/or adult-use Cannabis and Cannabis derived products, including CDB, (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, and the business of the Resulting Issuer may be deemed to be producing, cultivating, extracting or dispensing Cannabis or hemp products in violation of federal law in the U.S.

For these reasons, the Resulting Issuer’s operations in the U.S. Cannabis market may subject the Resulting Issuer to heightened scrutiny by regulators, stock exchanges, clearing agencies and other Canadian authorities.

There can be no assurance that third party service providers, including, but not limited to, suppliers, contractors and banks will not suspend or withdraw services which could negatively impact the business of the Resulting Issuer.

There are a number of risks associated with the business of the Resulting Issuer. See section entitled *“Risk Factors”*, including *“Part Two – Global NV – Regulatory Overview - Risks Related to Regulatory Environment”*, *“Part Three – Resulting Issuer - The Resulting Issuer’s Investments in the U.S. may be subject to heightened scrutiny by Canadian Authorities”* and *“Change in Laws, Regulations and Guidelines”*.

Any investment in the Common Shares is speculative due to a variety of factors, including the nature of the Resulting Issuer’s business subsequent to Closing. An investment in these securities should only be made by persons who can afford a total loss of their investment. Legislative and regulatory uncertainties, along with difficulties concerning potential enforcement activities by U.S. federal, state and local governments (or discretion exercised thereby), represent significant risks concerning the Resulting Issuer’s business activities.

These risks include, but are not limited to:

- the DEA’s interpretation and application of existing federal laws and rules concerning both those portions of the Cannabis plant exempted from the definition of “marihuana” under the Controlled Substances Act and those varieties provided for as Industrial Hemp pursuant to the 2014 Farm Bill;
- the DEA promulgation of its “Establishment of a New Drug Code for Marihuana Extract”, and pending litigation related thereto;
- deference to and reliance on the DEA by federal, state and/or local law enforcement and regulatory authorities;
- positions asserted by the FDA concerning products containing derivatives from Industrial Hemp;
- uncertainty surrounding the characterization of cannabinoids as a dietary ingredient by the FDA;
- enforcement activities by state and/or local law enforcement and regulatory authorities under the auspice of individual state law, regardless of any potential conflict thereby with federal law; and

- both the Omnibus Appropriations Law (as defined below) and the 2014 Farm Bill are set to expire on September 30, 2018, unless extended or replaced by a consolidated version of the 2018 Farm Bill currently under review by a joint House/Senate conference committee. See *“Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - The Hemp Farming Act of 2018.”*

If the Resulting Issuer’s operations are found to be in violation of any of such laws or any other governmental regulations, the Resulting Issuer may be subject to penalties, including, without limitation, civil and criminal penalties, damages, fines, the curtailment or restructuring of the Resulting Issuer’s operations or asset seizures, any of which could adversely affect the Resulting Issuer’s business and financial results. If the DEA takes action against the Resulting Issuer or the CBD industry notwithstanding the regulatory regime surrounding the 2014 Farm Bill, this could have a material adverse effect on the Resulting Issuer’s business, financial condition and results of operations including the cessation of operations entirely.

Failure to comply with FDA requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines and criminal prosecutions. The Resulting Issuer’s suppliers, service providers and distributors may elect, at any time, to breach or otherwise cease to participate in supply, service or distribution agreements, or other relationships, on which the Resulting Issuer’s operations rely. Loss of its suppliers, service providers or distributors would have a material adverse effect on the Resulting Issuer’s business and operational results. Historically, the Resulting Issuer has sold its products in international jurisdictions and there is the possibility that any such international jurisdiction could determine that the Resulting Issuer was not compliant with applicable local regulations. If the Resulting Issuer’s sales therein were found to be in violation of such international regulations the Resulting Issuer may be subject to enforcement actions in such jurisdictions. See *“Part Two – Global NV - Risk Factors of Global NV - International Regulatory Risks”*.

Materially all of the Resulting Issuer’s assets, liabilities and operations are exposed to U.S. Cannabis-related activities.

See *“Risk Factors”* for more information about the risks concerning the Resulting Issuer’s business and operations.

See *“Part Two – Global NV - Regulatory Overview — General Overview”*, *“Part Two – Global NV - Regulatory Overview United States Federal Regulation of Industrial Hemp - Statement of Principles”* and *“Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - DEA Position”* for more information about the position of the enforcement authorities.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company or Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include: (A) the intention to complete the Reverse Take-Over; (B) the description of the Resulting Issuer that assumes completion of the Reverse Take-Over; and (C) the intention to grow the business and operations of the Resulting Issuer. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Prospectus. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the ability of the Company to obtain necessary financing, satisfy conditions under the Merger Agreement, satisfy the requirements of the Exchange with respect to the Reverse Take-Over and the Listing, the economy generally, changes in government regulations, retain skilled management and staff, consumer interest in the services and products of the Resulting Issuer, competition, and anticipated and unanticipated costs. Such statements could also be materially affected by the impact of general imprecision of environmental risks, environmental regulation, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Company anticipates that subsequent events and developments may cause its views to change, the forward-looking statements are included to allow the reader to understand our current working capital position and may not be appropriate for other purposes. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this Prospectus. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. 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. Accordingly, readers should not place undue reliance on forward-looking statements.

The factors identified above are not intended to represent a complete list of the factors that could affect the Company and the Resulting Issuer. Additional factors are noted in this Prospectus under “*Risk Factors*”.

GENERAL DISCLOSURE INFORMATION

The Company is not offering to sell securities under this Prospectus. An investor should rely only on the information (ii) contained in this Prospectus. No person has been authorized by the Company to give any information or make any representations in connection with the transactions herein described other than those contained in this Prospectus and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

Definitions and Selected Abbreviations

Various terms used in this Prospectus, including the cover pages, are defined under “Glossary”. Unless the context otherwise requires, use in this Prospectus of the “Resulting Issuer”, “we”, “us” or “our” means the Resulting Issuer and assumes that the steps outlined under “Merger – Reverse Take-Over of the Company” have been completed.

Certain Information

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in United States dollars \$. Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which CBD Global operates. While management of CBD Global believes this data is reliable, market and

industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. CBD Global has not independently verified any of the data from third-party sources referred to in this Prospectus or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and vice versa, and words importing any gender or the neuter include both genders and the neuter.

GLOSSARY OF TERMS

In this Prospectus, unless otherwise indicated or the context otherwise requires, the following terms shall have the indicated meanings. Words importing the singular include the plural and vice versa and words importing a gender include any genders. A reference to an agreement means the agreement as it may be amended, supplemented or restated from time to time.

“**2003 Rules**” has the meaning ascribed thereto under the heading “*Part Two - Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp – HIA v. DEA II (2004 Decision)*”.

“**2014 Cole Memo**” means the memorandum issued by James Cole, Deputy Attorney General of the United States dated February 14, 2014 offering “Guidance Regarding Marijuana Related Financial Crimes”.

“**2014 Farm Bill**” means section 7606 of the *Agricultural Act of 2014* (United States).

“**2018 Farm Bill**” has the meaning ascribed thereto under the heading “*Part Two – Global NV - Description of the Business of Global NV – Key Dates and Events*”.

“**2018 Q2 Financing**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Q2 Note**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Q3 Financing**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Q3 Note**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Q3 Unit**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Q3 Warrant**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**2018 Spending Bill**” has the meaning ascribed thereto under the heading “*Appendix E - Management’s Discussion and Analysis of Global NV— Corporate Highlights*”.

“**ABCA**” means the *Business Corporations Act* (Alberta).

“**Acquisition**” has the meaning ascribed thereto in “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Acquisition of SP*”.

“**Acquisition Agreement**” has the meaning ascribed thereto in “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Acquisition of SP*”.

“**Advisory Board**” has the meaning ascribed thereto in “*Corporate Governance – Other Committees – Advisory Board*”.

“**affiliate**” or “**associate**” has the meaning ascribed thereto in the *Securities Act* (Alberta), as amended from time to time.

“**Annual MD&A**” means the combined management’s discussion and analysis of the financial condition and results of operations of Global NV Corp. and its subsidiaries for the years ended December 31, 2017 and 2016, attached to this Prospectus as **Appendix “E”**.

“**Audit Committee**” has the meaning ascribed thereto in “*Audit Committee and Corporate Governance*” in Parts One, Two and Three of this Prospectus.

“**Audited Annual Financial Statements**” means the audited combined annual financial statements of Global NV Corp., for the years ended December 31, 2017 and 2016, together with the notes thereto and the auditor’s report thereon, attached to this Prospectus as **Appendix “D”**.

“**Board**” means the board of directors of the Company.

“**Broker’s Warrant**” has the meaning ascribed thereto in “*Part Two – Global NV - Prior Sales*”.

“**business day**” means a day other than a Saturday, Sunday or a day on which the principal chartered banks located at Vancouver, British Columbia, are not open for business.

“**Canadian Securities Laws**” means the securities legislation or ordinance and regulations thereunder of each province of Canada and the rules, instruments, policies and orders of each Canadian securities regulator made thereunder.

“**Cannabis**” means *Cannabis sativa L.*

“**CannaOil**” means CannaOil, Inc., a Colorado corporation which is wholly owned by Global NV Corp.

“**CCA**” means the Colorado Corporations and Associations Act, *Title 7 of the Colo. Rev. Stat* (United States).

“**CBD**” means cannabidiol, a phytocannabinoid, or non-psychoactive chemical compound, derived from the Cannabis plant.

“**CBD Global**” means the Company, CBD Global Sciences Inc., a corporation incorporated under and the laws of the Province of Alberta.

“**CBD Global Products**” has the meaning ascribed thereto in “*Part One – Company - Description of the Business*”.

“**CBD Global Special Meeting**” means the annual and special meeting of the shareholders of CBD Global scheduled to be held on January 11, 2018.

“**CBD Global Units**” means those CBD Global units issued to holders of Global NV Corp. common shares as consideration under the terms of the Merger Agreement, each CBD Global Unit consisting of 1.319866 Common Shares and 0.0368013 Series A Preferred Shares.

“**CDA**” means to the Colorado Department of Agriculture.

“**CDPHE**” means the Colorado Department of Public Health & Environment.

“**CDS**” has the meaning ascribed thereto in “*Part Two – Global NV - Risk Factors of Global NV – Risks Relating Regulatory Environment*”.

“**CDSA**” means the *Controlled Drugs and Substances Act* (Canada).

“**cGMP**” means current Good Manufacturing Practices regulations enforced by the FDA.

“**Closing**” means the closing of the Merger.

“**Closing Date**” means the date of the Closing.

“**Cole Memorandum**” means the memorandum issued by James Cole, Deputy Attorney General of the United States dated August 29, 2013 offering “Guidance Regarding Marijuana Enforcement”.

“**Colorado Hemp Act**” means *Colo. Rev. Stat. §§ 35-61-101-109* (United States).

“**Common Shares**” means common shares in the capital of the Company.

“**Company**” means CBD Global Sciences Inc., a corporation incorporated under and the laws of the Province of Alberta.

“**Consolidation**” means the consolidation of the CBD Global Shares on a “0.5764353 for one” basis.

“**Controlled Substances Act**” means the *Controlled Substances Act of 1970* (United States).

“**CPG**” means consumer packaged goods.

“**CSA**” means the Canadian Securities Administrators.

“**CSE**” or the “**Exchange**” means the Canadian Securities Exchange.

“**DEA**” means the United States Drug Enforcement Agency.

“**DOJ**” means the United States Department of Justice.

“**Directors**” means the current directors of the Company collectively, and in the singular means any one of the directors.

“**Escrow Agreement**” has the meaning ascribed thereto in “*Part One – Company - Escrowed Securities*”.

“**Escrow Securities**” has the meaning ascribed thereto in “*Part One – Company - Escrowed Securities*”.

“**Escrow Shareholders**” has the meaning ascribed thereto in “*Part One – Company - Escrowed Securities – Escrow Agreement*”.

“**Facilities**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**Facility A**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**Facility B**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**Facility C**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**Facility D**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**Facility E**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Production Facilities*”.

“**FDA**” means the United States Food and Drug Administration.

“**FDCA**” means the Federal Food, Drug and Cosmetic Act (United States).

“**FinCEN**” means the Financial Crimes Enforcement Network administered by the United States Department of Treasury.

“**FinCEN Memorandum**” has the meaning ascribed thereto in “*Part Two – Global NV – Risk Factors of Global NV – International Regulatory Risk*”.

“**Foreign Private Issuer**” means “foreign private issuer” as defined in Rule 3b-4 under the U.S. Securities Act;

“**forward-looking statements**” has the meaning ascribed thereto under the heading “*Note to Investors — Forward-Looking Statements*”.

“**Global NV**” means Global NV Corp., a Nevada corporation.

“**Global NV Notes**” means the issued and outstanding convertible notes of Global NV. See “*Part Two – Global NV - Description of Securities of Global NV – Global NV Notes*”.

“**Global NV Shares**” means the common shares of Global NV.

“**Global NV Warrants**” means the issued and outstanding purchase warrants of Global NV. See “*Part Two – Global NV - Description of Securities of Global NV – Global NV Warrants*”.

“**Global IP**” means Global Sciences IP, LLC, a Nevada limited liability company which is wholly owned by Global NV Corp.

“**Growth Plan**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Research and Development*”.

“**hemp**” means any part of the Cannabis plant having no more than three-tenths of one percent (0.3%) concentration of THC on a dry weight basis.

“**HIA**” means the Hemp Industries Association.

“**HIA v. DEA II**” has the meaning ascribed there to under the heading “*Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - Development of the Current Regulatory Framework*”.

“**HIA v. DEA III**” has the meaning ascribed there to under the heading “*Part Two – Global NV -- Regulatory Overview — United States Federal Regulation of Industrial Hemp — Development of the Current Regulatory Framework*”.

“**IASB**” means the International Accounting Standards Board.

“**IFRS**” means International Financial Reporting Standards as issued by the International Accounting Standards Board, as adopted by the Canadian Accounting Standards Board.

“**IFRS 15**” has the meaning ascribed thereto under the heading “*Management’s Discussion and Analysis — Future Accounting Standards and Interpretation*”.

“**IND**” means investigational new drug.

“**Industrial Hemp**” means as any part of the *Cannabis sativa L.* plant, whether growing or not, with a delta-9 THC concentration of not more than 0.3% on a dry weight basis, lawfully cultivated in the United States pursuant to, and in compliance with, a state agricultural pilot program which sanctions such activity.

“**Interim Financial Statements**” means the unaudited consolidated financial statements of Global NV Corp. for the nine (9) month period ended September 30, 2018, together with the notes thereto, attached to this Prospectus as **Schedule “E”**.

“**Interim MD&A**” means the consolidated management’s discussion and analysis of the financial condition and results of operations of Global NV Corp. for the nine (9) month period ended September 30, 2018, attached to this Prospectus as **Schedule “D”**.

“**IRS**” means the United States Internal Revenue Service.

“**IT**” means Information Technology.

“**Listing**” means the proposed listing of the Common Shares on the CSE.

“**Lot A**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Lot B**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Lot C**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Lot D**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Lot E**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Lot F**” has the meaning ascribed thereto in “*Part Two – Global NV -- Description of the Business of Global NV – Material Transactions and Developments – Acquisition of Land for Construction of Facilities*”.

“**Management**” means, collectively, the executive officers of the Company.

“**material adverse change**” means any change of circumstances or any event which has, or would reasonably be expected to have, a material adverse effect in respect of the Company, any one or more changes, events or occurrences, and “**material adverse effect**” means, in respect of the Company, any change (or any condition, event or development involving a prospective change) in the business, operations, affairs (including the employment status of key employees), assets, liabilities (including any contingent liabilities that may arise through outstanding, pending or threatened litigation or otherwise) capitalization, financial condition, licenses, permits, rights or privileges of the Company or any of its subsidiaries which in the judgment of the Company, acting reasonably in the circumstances, could reasonably be expected to materially and adversely affect the Company and its subsidiaries taken as a whole or the value of the Common Shares.

“**Mergeco**” means Global NV Corp., the company resulting from the Merger pursuant to the laws of the State of Nevada.

“**Merger**” means the proposed merger of Subco and Global NV, pursuant to the terms of the Merger Agreement. See “*Part One – The Company – Merger – Reverse Take-Over of the Company*”.

“**Merger Agreement**” has the meaning ascribed thereto under the heading “*Part Two – Global NV - Corporate Structure - Merger*”.

“**MD&A**” means Management’s Discussion and Analysis.

“**Named Executive Officers**” or “**NEOs**” has the meaning ascribed thereto in “*Part Two – Global NV - Executive Compensation – Summary of Executive Compensation*”.

“**NI 58-101**” means National Instrument 58-101 – Disclosure of Corporate Governance Practices promulgated by the Ontario Securities Commission.

“**Person**” means any individual, partnership, association, body corporate, trust, trustee, executor, administrator, legal representative, government, regulatory authority or other entity.

“**Prospectus**” means the preliminary or final Prospectus, as the case may be, of the Company in respect of its application to list its Common Shares on the CSE.

“**Property**” means the property beneficially and legally owned by SP listed under the Acquisition Agreement.

“**R&D**” means research and development.

“**Reorganization**” has the meaning ascribed thereto in “*Part Three – Resulting Issuer - Consolidated Capitalization*”.

“**SEC**” means the United States Securities and Exchange Commission.

“**Securities Commissions**” means, collectively, the Alberta Securities Commission, the British Columbia Securities Commission and the Saskatchewan Securities Commission.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Senate Bill 2667**” has the meaning ascribed thereto under the heading “*Part Two – Global NV – Description of Business of Global NV – Key Dates and Events*”.

“**Series A Preferred Shares**” means the Series A Convertible Preferred Shares of CBD Global. See “*Part Three - The Resulting Issuer - Capitalization of the Resulting Issuer – Preferred Shares*”

“**Shareholder**” means a holder of Common Shares.

“**Shares**” means, collectively, the Common Shares and the Preferred Shares.

“**SMBT**” means SMBT, LLC, a Colorado limited liability company which is wholly owned by Global NV Corp.

“**SOPs**” means standard operating procedures, as further described under the heading “*Part Two – Global NV – Description of the Business of Global NV*”.

“**SP**” means Strasburg Pharms, LLC, a Colorado limited liability company which is wholly owned by Global NV Corp.

“**Subco**” means Global Sciences Corp., a Nevada corporation wholly owned by CBD Global.

“**Successor Issuer**” – has the meaning ascribed thereto in “*Part Three – Resulting Issuer - Consolidated Capitalization*”.

“**Tax Act**” means the *Income Tax Act* (Canada) and the regulations thereunder.

“**THC**” means delta-9-tetrahydrocannabinol, a psychoactive chemical compound in cannabis.

“**TMX MOU**” has the meaning ascribed thereto in “*Part Two – Global NV -- Risk Factors of Global NV - Risks Relating to Regulatory Environment*”.

“**Transfer Agent**” means Capital Transfer Agency, the Company’s transfer agent and registrar.

“**Unit Shares**” means the Common Shares that form part of the Units offered for sale by the Company under this Prospectus.

“**U.S.**” or “**United States**” means the United States of America.

“**USDA**” means the United States Department of Agriculture.

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended from time to time.

“**Warrant Shares**” means the Common Shares reserved for issuance pursuant to the Global NV Warrants issued and outstanding.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company

The Company was incorporated in the province of Alberta on August 30, 2018. Its registered and records office is located at 1250, 639 – 5th Avenue S.W., Calgary, Alberta T2P 0M9. The Company’s Common Shares do not currently trade on any stock exchange. See “*Part One – Company - Corporate Structure*”. As of the date of this Prospectus, the Company has 4,337,000 Common Shares issued and outstanding.

Principal Business of the Company

CBD Global is a private company incorporated under the ABCA on August 30, 2018. Since incorporation, the Company has been actively engaged in the identification of target companies for the purposes of completing a business combination and public listing. The Company currently has no active business or assets other than cash and deferred transaction costs. The Company does not have a history of earnings, nor has it paid any dividends and does not currently generate earnings or pay dividends.

Business to be Acquired

On December 10, 2018, the Company signed a definitive agreement with Global NV for a three-cornered merger transaction which would constitute a proposed reverse take-over of the Company. Pursuant to the terms of the definitive agreement, also known as the Merger Agreement, a wholly owned subsidiary of CBD Global will merge with Global NV pursuant to a statutory procedure under Chapter 92A of Nevada Revised Statutes and, in connection with such Merger, each holder of Global NV Shares will receive one CBD Global Unit in exchange for each Global NV Share and the amalgamated corporation will become a wholly owned subsidiary of CBD Global (the “**Merger**”). The Merger Agreement is dated as of December 10, 2018 among CBD Global, Global NV and Subco. It is anticipated that, prior to the Merger, CBD Global will consolidate the CBD Global Shares on a “0.5764353 for one” basis such that, immediately prior to the Merger, CBD Global will have 2,500,000 CBD Global Shares issued and outstanding. It is then anticipated that, in connection with the Merger, CBD Global will issue 10,191,550 CBD Global Units to the holders of Global NV Shares.

In 2013, fueled with the desire to help his mother who had recently been diagnosed with stage 4 Lymphoma, Brad Wyatt, together with Glenn Dooley, longtime partner in other ventures and co-founder, set out to find a non-narcotic solution to the side effects of aggressive cancer treatments his mother was undergoing. Armed with a strong passion and entrepreneurial skills Mr. Wyatt rigorously examined the emerging science behind CBD and its benefits while leaving the effects of Delta 9 THC traditionally associated with Cannabis behind. In 2014, SP was formed and has operated its vertically integrated “*Seed-to-Sale*” operations in Strasburg, Colorado since that time. SP was issued the 48th license to commercially cultivate Industrial Hemp. Global NV continues to hold the requisite Colorado Division of Agriculture Licenses that enable it to produce Industrial Hemp whether grown indoors or outdoors in the State of Colorado. Accommodating its business, Global NV has acquired approximately 175 contiguous acres (Lots A-C as described below) of farmable land through lease and purchase. Global NV has current letters of intent to lease or purchase up to an additional 3,485 acres (Lots D and E as described below) contiguous to its current 175 acres in Strasburg, Colorado. IN addition, Global NV is evaluating land in the Pueblo and Lamar, Colorado areas and the Pacific Northwest (Lots D-F as described below) where it intends to continue its farming and production operations and complete the following:

- expand its current 11,000 square feet of greenhouses (Facility A as described below) to approximately 30,000 square feet (Facilities A and B as described below) to be used for a nursery and the commercial indoor cultivation of Industrial Hemp plants for the 2019 growing and production;
- buildout and relocate headquarters to the Adams County site (Facility C as described below) which will be used as the Resulting Issuer’s headquarters and for drying, processing and manufacturing, in addition to warehousing and distribution;

- erect its 13,000 square foot building (Facility D as described below), which was purchased in 2018 and is currently onsite in Strasburg, for the processing of the 2019 harvest into a stable hemp biomass state and/or extraction and conversion of the hemp biomass into isolate and distillate;
- commence preparations of the land for cultivation of five hundred to one thousand (500-1,000) acres of cultivation in 2019 and further expansion into 3,500 acres thereafter;
- evaluate Lots D through F for additional farming bringing geographic diversity to Global NV's croplands mitigating negative natural impacts from sources such as weather and pests; and
- promoting the sale of consumer products through multiple channels including that for its Aethics and CannaOil brands and under private label products.

See "*Description of Business*".

Closing of the Merger Agreement will be subject to any necessary approvals of regulatory authorities and compliance with any required governmental and securities regulations. Closing is also conditional on approval for listing of the CBD Global Shares on the CSE. There is no assurance that the Merger Agreement will be completed on its current terms or at all.

As of the date of this Prospectus, the Merger has not been completed.

Business Objectives and Milestones

The primary objective business objectives for the Company over the next twelve (12) months are:

- (a) to complete the proposed merger with Global NV; and
- (b) to develop Global NV's business.

No Securities Distributed and No Proceeds Raised

This Prospectus is a non-offering Prospectus. No securities will be distributed nor, will any proceeds be raised pursuant to this Prospectus.

The Company is funded by proceeds from private placement funding. These funds will be used to cover the Company's operating costs. See "*Use of Available Funds*."

Proceeds Raised Recently and Use of Available Funds

This Prospectus is a non-offering Prospectus and no proceeds will be raised pursuant to this Prospectus. The Company completed private placements on October 2, 2018 and December 5, 2018 pursuant to which it issued an aggregate 2,837,000 Common Shares for aggregate gross proceeds of \$183,700. These funds will be used for general working capital purposes while the Company continues its restructuring and works toward closing the Merger with Global NV. See "*Use of Available Funds*".

As of December 31, 2017, Global NV had audited total assets of \$899,555, working capital of \$145,875 and an accumulated deficit of \$631,014. As of September 30, 2018, the most recent quarter end prior to filing this Prospectus, Global NV had total unaudited assets of \$7,835,074 and \$2,291,473 of working capital available. As of November 30, 2018, the most recent quarter end prior to filing this Prospectus, the Company had total unaudited assets of \$7,003,736 and \$1,422,494 of working capital available.

See "*Part One – Company - Use of Available Funds*" and "*Appendix B Management's Discussion and Analysis*."

Listing

The Company intends to apply for a Listing to have its shares listed on the CSE; however, as of the date of this Prospectus, the Company has not applied for nor received conditional approval from the CSE. Such a Listing will be subject to the Company fulfilling all of the requirements of the CSE, meeting certain financial and other requirements including receiving a receipt for this non-offering Prospectus from the Securities Commissions.

Directors

- Brad Wyatt
- Glenn Dooley

- Scott Hix
- Scott Reeves

See “*Directors and Officers.*”

Officers and Senior Management

Brad Wyatt – Chief Executive Officer and President
 Glenn Dooley – Chief Operating Officer and Secretary
 Albert Taylor – Chief Financial Officer

See “*Directors and Officers*”

Summary of Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the Management’s Discussion and Analysis attached as **Appendices “A” and “B”** of this Prospectus.

Summary of Select Financial Information is derived from the Company’s audited financial information for the period ended August 31, 2018	August 31, 2018 (\$) (audited)
Total Revenues	Nil
Total Income (Loss)	(2,039)
Basic and diluted earnings (loss) per share	(0)
Total Assets	30,000
Total Long-Term Liabilities	Nil

Risk Factors

The activities of the Company are subject to the risks normally encountered in a company undertaking a reverse take-over transaction with a company with a growing business, including: negative operating cash flow; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; competition; government regulation; completion of the proposed Transaction; and risks associated with the target company’s business including uncertainty regarding penetration of the target market. See “*Risk Factors Regarding the Company*” and “*Risk Factors for the Global NV Business*”.

NOTE TO INVESTORS

About this Prospectus

Certain technical terms used throughout this Prospectus are defined in the Glossary.

Any statements in this Prospectus made by or on behalf of Management are made in such persons’ capacities as officers of the Company and not in their personal capacities.

Investors should rely only on the information contained in this Prospectus and are not entitled to rely on certain parts of the information contained in this Prospectus to the exclusion of others. The Company has not authorized anyone to provide investors with additional or different information. Information that is not contained in this Prospectus is not intended to be included in or incorporated by reference into this Prospectus and prospective investors should not rely on such information when deciding whether or not to invest in the Company. Any graphs, tables or other information demonstrating our historical performance contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of the Company’s future performance. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date otherwise indicated, regardless of the time of delivery of this Prospectus. The Company’s business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

If, after the date that any preliminary Prospectus is filed but before the filing of a final Prospectus, a material adverse change occurs, the Company will be required to file an amendment to the preliminary Prospectus as soon as practicable, but in any event, within ten (10) days after the material adverse change occurs.

Investors are urged to read the information under the headings “Forward-Looking Statements,” “Forward-Looking Statements relating to Growth Strategy,” and “Risk Factors” appearing elsewhere in this Prospectus.

Industry and Market Data

Unless otherwise indicated, information contained in this Prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from independent industry analysts and third-party sources (including industry publications, surveys and forecasts) and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us based on such data and our knowledge of our industry and markets, which we believe to be reasonable. None of the sources cited in this Prospectus has consented to the inclusion of any data from its reports, nor have we sought their consent. Our internal research has not been verified by any independent source, and we have not independently verified any third-party information. While we believe the market position, market opportunity and market share information included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of our future performance and the future performance of our industry and the markets in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the “Forward-Looking Statements” and “Risk Factors” sections of this Prospectus and elsewhere in this Prospectus.

These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us.

Presentation Currency

The closing, high, low and average exchange rates for the United States dollar in terms of Canadian dollars for each of the years ended December 31, 2017 and December 31, 2016, and the quarter ended September 30, 2018 as reported by the Bank of Canada, were as follows:

	Year Ended December 31		Quarterly period ended September 30, 2018
	2017 (C\$)	2016 (C\$)	
Closing¹	1.2545	1.3427	1.2945
High²	1.3743	1.4559	1.3188
Low²	1.2128	1.2536	1.2905
Average³	1.2986	1.3248	1.3037

On October 1, 2018, the Bank of Canada daily average rate of exchange was CDN\$1.00 = US\$0.7811 or US\$1.00 = CDN\$1.2803.

¹ The exchange rates are nominal quotations (not buying or selling rates) of the applicable rates published by the Bank of Canada and are intended for statistical purposes.

² Calculated as an average of the daily closing rates for 2017 and 2018 as a result of changes to the reporting methodology of the Bank of Canada implemented after April 28, 2017.

³ Calculated as an average of the daily noon rates for 2016.

PART ONE – THE COMPANY

CORPORATE STRUCTURE OF CBD GLOBAL

Name, address and incorporation

The Company was incorporated under the laws of Alberta pursuant to the ABCA on August 30, 2018 under the name “2140351 ALBERTA LTD.” On October 2, 2018 the Company filed a Certificate of Amendment changing its name to “CBD Global Sciences Inc.” The Company’s registered, records and head office is located at 1250, 639 – 5th Avenue S.W., Calgary, Alberta T2P 0M9. The Company’s Common Shares do not currently trade on any stock exchange.

Intercorporate Relationships

The Company currently has one wholly-owned subsidiary, Global Sciences Corp. (“**Subco**”), a corporation incorporated under Chapter 78 of the Nevada Revised Statutes (United States) on May 2, 2018. The organizational chart for the Company is set out below.



Global Sciences Corp.

Global Sciences Corp., a wholly-owned subsidiary of the Company, was incorporated under Chapter 78 of the *Nevada Revised Statutes* (United States) in the State of Nevada on May 2, 2018, for the purpose of completing the Merger (see “*Part Two – Global NC - Description of Business of Global NV – Material Transactions and Developments – Merger with Global NV Corp.*”). The survivor of the Merger will be Global NV Corp. The address of Global Sciences Corp’s registered agent for service is The Corporation Trust Company of Nevada, 701 S Carson Street, Ste. 200, Carson City, Nevada 89701, United States.

DESCRIPTION OF THE BUSINESS

CBD Global is a private company incorporated under the ABCA on August 30, 2018. Since incorporation, the Company has been actively engaged in the identification of target companies for the purposes of completing a business combination and public listing. The Company currently has no active business or assets other than cash and deferred transaction costs. The Company does not have a history of earnings, nor has it paid any dividends and does not currently generate earnings or pay dividends.

On August 30, 2018, the Company completed a seed financing of 1,500,000 Common Shares issued at a price of CDN\$0.02 per share for gross proceeds of CDN\$30,000. On October 2, 2018, the Company completed a non-brokered private-placement offering of 2,000,000 Common Shares issued at a price of CDN\$0.05 per share for gross proceeds of CDN\$100,000. On December 5, 2018, the Company completed a non-brokered private-placement offering of 891,000 Common Shares issued at a price of CDN\$0.10 per share for gross proceeds of CDN\$83,700. The proceeds received from the private placements are being used for general working capital purposes while the Company continues its restructuring and works toward completing the Merger with Global NV.

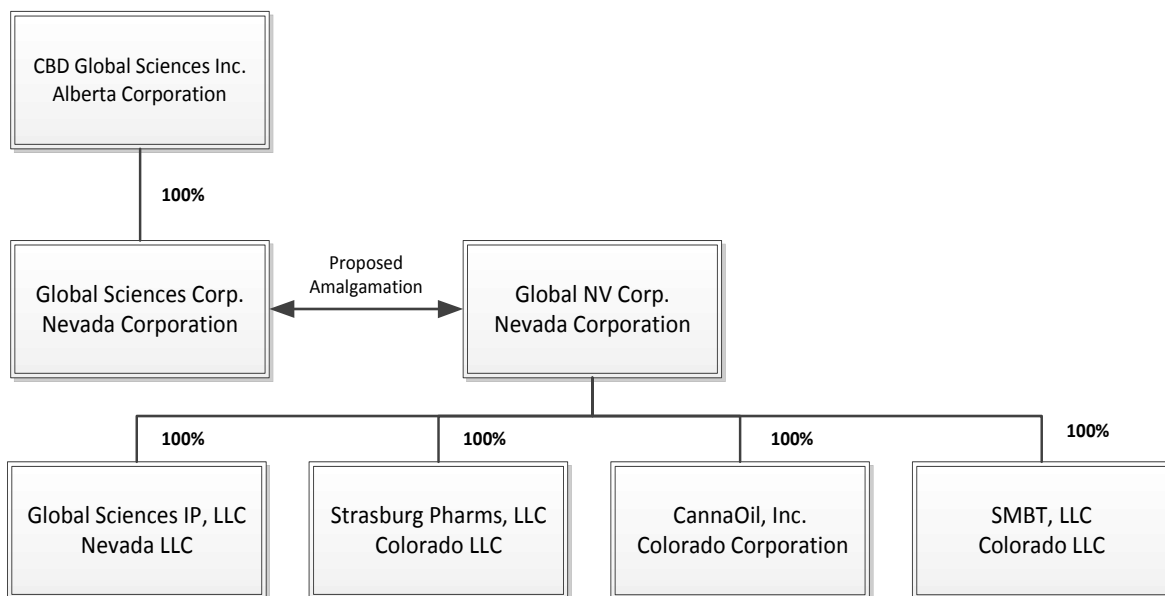
No Asset-Backed Securities Outstanding

The Company has no asset-backed securities outstanding.

MERGER - REVERSE TAKE-OVER OF THE COMPANY

The Company signed the Merger Agreement with Global NV on December 10, 2018 for a three-cornered merger transaction which will constitute a reverse take-over of the Company. Pursuant to the terms of the Merger Agreement, Global NV will amalgamate with Subco, a wholly owned subsidiary of CBD Global, pursuant to a statutory procedure of the Nevada Revised Statutes and, in connection with such merger, each holder of Global NV Shares will receive one CBD Global Unit in exchange for each Global NV Share (the “**Merger**”) (see “*Part 3 – Global NV – Description of Share Capital*”). Global NV is a private company incorporated in Nevada which provides “Seed-to-Sale” Industrial Hemp cultivation, and the resulting conversion to biomass and manufacturing of CBD infused consumer products. See “*Business of Global NV*” in Part One of this Prospectus.

The Company is a private company incorporated in Alberta.



Consolidation by the Company

Immediately prior to the Merger, the Company will file Articles of Amendment under the ABCA to consolidate the CBD Global Shares on a “0.5764353 for one” basis.

Merger Agreement

Pursuant to the terms of the Merger Agreement, following the CBD Global Special Meeting, Global NV and Subco will amalgamate under the Nevada Revised Statutes to form one corporation (“**Mergeco**”):

- (a) Mergeco’s name will be “Global NV Corp.”
- (b) Mergeco’s articles will be the articles of Global NV;
- (c) The minimum number of directors of Mergeco will be three (3) and the maximum number of directors will be eleven (11);

(d) The initial directors of Mergeco will be:

- (i) Brad Wyatt,
- (ii) Glenn Dooley,
- (iii) Scott Reeves, and
- (iv) Scott Hix;

(e) The initial officers of Mergeco will be:

- (i) Chief Executive Officer – Brad Wyatt,
- (ii) Chief Financial Officer – Albert Taylor, and
- (iii) Chief Operating Officer – Glenn Dooley;

(f) The authorized capital of Mergeco will be 11,000,000 common shares;

(g) The paid-up capital of Mergeco will be the aggregate of the paid-up capital of Global NV and Subco; and

(h) Mergeco will possess all of the property, assets, rights and privileges and will be subject to all of the liabilities and all of the contracts, disabilities and debts of Global NV and Subco.

Also, in connection with the Merger, the directors and officers of CBD Global (then the “**Resulting Issuer**”) will be as follows:

(a) The directors of the Resulting Issuer will be:

- (i) Brad Wyatt,
- (ii) Glenn Dooley,
- (iii) Scott Reeves, and
- (iv) Scott Hix;

(b) The officers of the Resulting Issuer will be:

- (i) Chief Executive Officer – Brad Wyatt,
- (ii) Chief Financial Officer – Albert Taylor, and
- (iii) Chief Operating Officer and Corporate Secretary – Glenn Dooley.

In connection with the Merger, the Company will issue, and each holder of Global NV Shares will receive, one (1) CBD Global Unit in exchange for each one (1) Global NV Share held immediately prior to the Closing Date.

Completion of the Merger is subject to satisfaction or waiver of conditions for the benefit of both parties, conditions for the benefit of Global NV and conditions for the benefit of CBD Global (see **Appendix “C”** for a copy of the Merger Agreement), including the following:

- (a) all required regulatory, Exchange, governmental, third party, shareholder and Board approvals shall have been obtained;
- (b) no material action or proceeding existing or threatened which would prohibit the Merger or any other aspect of the Merger or result in material damages relating thereto;
- (c) each party shall have performed its covenants in the Merger Agreement;
- (d) each party’s representations and warranties shall be true and correct in all material respects;
- (e) no material adverse changes shall have occurred in the business, prospects or affairs of either party;
- (f) the issued and outstanding share capital of each of CBD Global and Global NV shall be as stated in the Merger Agreement and set out in this Prospectus;

- (g) the Company shall be seeking to be a reporting issuer in the Provinces of Alberta and British Columbia and neither the Company nor its shares shall be the subject of any cease trade order or regulatory enquiry or investigation in any jurisdiction;
- (h) Global NV shall be satisfied that, upon closing of the Merger, all regulatory requirements have been or are capable of being satisfied, including satisfaction of the minimum listing requirements of the CSE and any other requirement of the CSE;
- (i) the CSE shall have provided its conditional approval of listing of the Resulting Issuer Shares;
- (j) Global NV receiving the Company's Financial Statements and such other financial statements as may be required by the CSE;
- (k) the Company shall have authorized the creation of the Series A Preferred Shares;
- (l) all directors of the Company shall have agreed to resign from their offices effective as of the Closing Date, and four nominees of Global NV shall be appointed as directors of the Company;
- (m) Global NV shall have working capital sufficient to satisfy all contingent liabilities;
- (n) the Company shall have received receiving Global NV's Financial Statements and such other financial statements as may be required by the CSE;
- (o) the Company shall have received favourable legal opinions respecting the shares of Global NV;
- (p) the respective Boards of CBD Global and Global NV shall not have withdrawn, modified or changed any of their respective recommendations, approvals, resolutions or determinations in respect of the Merger in a manner materially adverse to the other party;
- (q) those holders of Global NV Shares required to be exchanged for Escrowed Securities shall have agreed to enter into an escrow agreement contemplated by the Merger Agreement as described in this Prospectus and to deposit their Escrowed Securities in accordance therewith; and
- (r) each of CBD Global and Global NV and their respective officers and directors shall have completed the various steps, acts and events required to implement the Merger and other aspects of the Merger.

An annual and special meeting of the shareholders of the Company (the "***CBD Global Special Meeting***") will be held on January 24, 2019, for the following purposes:

- (a) to receive and consider the audited financial statements of the Company for the period ended August 31, 2018;
- (b) to re-appoint the auditors and, if the Merger is implemented, to approve new auditors;
- (c) to elect directors;
- (d) to authorize the Board to change the number of directors between shareholder meetings;
- (e) to approve the Company's Stock Option Plan;
- (f) to ratify the Merger Agreement;
- (g) to approve the Consolidation;
- (h) to approve an amendment to the Articles of the Company to create the Series A Preferred Shares; and
- (i) to approve any and all other aspects necessary or advisable for completion of the Merger.

A special meeting of the shareholders of Global NV was called and held on November 30, 2018, for the following purposes:

(a) to approve the Merger Agreement; and

(b) to approve any and all other aspects necessary or advisable for completion of the Merger.

At the Global NV special meeting of shareholders, shareholders holding more than eighty-five percent (85%) of the Global NV Shares issued and outstanding at that time were present in person or represented by proxy. Global NV received approval for each of the matters referred to above, with one hundred percent (100%) of the votes cast being in favour.

As of the date of this Prospectus, the Merger has not been completed.

USE OF AVAILABLE FUNDS

Proceeds

This is a non-offering Prospectus. The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds.

Total Available Funds

CBD Global had net working capital of approximately \$28,000 as of August 31, 2018. Global NV had working capital of approximately \$2,291,473 as of September 30, 2018. Accordingly, as at September 30, 2018, the Resulting Issuer had working capital (after deducting the estimated costs of the Merger (including the estimated costs of this Prospectus) of \$ 4,086,218 but before deducting ongoing operating expenses of Global NV) of approximately \$427,084.

As of September 30, 2018, Global NV had a cash balance of \$2,857,285 compared to \$4,286 at the prior year-end of December 31, 2017. The increase in cash was a result of the closing of convertible debt and advances toward convertible debt of private placement financings producing gross proceeds of \$3,216,750. As of September 30, 2018, Global NV had other current assets of \$6,405,472. Current liabilities of Global NV at the end of the third quarter ended September 30, 2018 were \$4,113,999, compared to \$869,347 at the prior year-end of December 31, 2017, as a result of advances from the convertible debt offering of \$1,580,000.

Principal Purposes

Assuming that the Merger is completed, in early January 2018 the Company expected that its monthly expenses would be approximately \$213,542 per month as described in the table set out below. Accordingly, over the twelve-month period from September 30, 2018 to September 30, 2019, the Company expected the Resulting Issuer to expend an aggregate of approximately \$2,562,500. Over the 18-month period from September 30, 2018 to March 31, 2020, the Company expect the Resulting Issuer to expend an aggregate of approximately \$3,843,750.

Principal Purposes for the eighteen months from September 30, 2018 to March 31, 2020	Amount (\$)
General, Administrative & Travel Expenses	24,000
Accounting and Audit	4,375
Media & Communications	12,750
Management & consulting	154,250
Patent, trademark legal & application fees	5,000
Reporting issuer compliance expenses	13,167
Total Monthly Expenditures:	213,542
Total Eighteen (18) Month Expenditures	3,843,750

Total Other Funds Available

On October 2, 2018 and December 5, 2018, the Company closed private placements in the aggregate amount of \$189,200. There are no other funds available to the Company, other than as described in this Prospectus.

Unallocated Funds in Trust or in Escrow

There are no unallocated funds in trust or in escrow.

Other Sources of Funding

There are no other sources of funding.

DIVIDEND POLICY OF THE COMPANY

The Company has not paid any dividends on its Common Shares, and the Board does not expect to declare or pay any dividends on the Common Shares in the foreseeable future. Payment of any dividends will be dependent upon the Company's future earnings, its financial condition, and other factors that the Board determines are relevant.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY

Management's discussion and analysis of the Company for the period ended August 31, 2018 are included in **Appendix B** to this Prospectus and should be read in conjunction with the audited annual financial statements of the Company for the period ended August 31, 2018 and the related notes thereto, included in this Prospectus in **Appendix A** and to which the management's discussion and analysis of the Company relates.

DESCRIPTION OF SECURITIES OF THE COMPANY

Common Shares

The Company is authorized to issue an unlimited number of Class A common shares without nominal or par value.

As at the date of this Prospectus, the Company has 4,337,000 common shares issued and outstanding. Holders of common shares are entitled to one vote per share upon all matters on which shareholders have the right to vote. The common shares do not have pre-emptive rights and are not subject to redemption or retraction provisions. The Company may, if authorized by its Board, purchase or otherwise acquire any of its common shares at a price and upon the terms determined by the directors. Holders of the common shares are entitled to receive such dividends as may be declared by its Board of Directors out of funds legally available therefor. In the event of dissolution or winding up of the affairs of the Company, holders of the common shares are entitled to share ratably in all assets of the Company remaining after payment of all amounts due to creditors.

Class B Common Shares

The Company is authorized to issue an unlimited number of class B common shares without nominal or par value of which, as at the date hereof, there are currently none issued and outstanding.

Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares without nominal or par value of which, as at the date hereof, there are currently none issued and outstanding.

The preferred shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Company determines prior to the issue thereof. The preferred shares rank prior to the common shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Company.

Series A Preferred Shares

Pursuant to the a shareholder meeting held on January 25, 2018, and as a condition to the closing of the Merger, CBD Global created 500,000 Series A Preferred Shares in accordance with the terms set out in Schedule “C” to the Merger Agreement, which is attached as **Appendix C** hereto. The holders of Series A Preferred Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of CBD Global Common Shares and each Series A Preferred Share holder shall have the right to one vote for each Common Share into which such Series A Preferred Share could then be converted (one hundred (100) CBD Global Common Shares) in person or by proxy at all meetings of the shareholders of CBD Global. The holders of the Series A Preferred Shares are entitled to receive such dividends as may be granted to holders of the CBD Global Common Shares in any financial year as the Board of CBD Global may by resolution determine, on an as-converted basis. In the event of the liquidation, dissolution or winding-up of CBD Global, whether voluntary or involuntary, the holders of the Series A Preferred Shares are entitled to receive the remaining property and assets of CBD Global together with the holders of CBD Global Common Shares, on an as-converted basis. The Series A Preferred Shares each have a restricted right to convert into one hundred (100) CBD Global Common Shares. The ability to convert the Series A Preferred Shares is subject to a restriction that the aggregate number of Common Shares and Series A Preferred Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the Securities Exchange Act of 1934, as amended, may not exceed forty percent (40%) of the aggregate number of CBD Global Common Shares and Series A Preferred Shares issued and outstanding after giving effect to such conversions. In addition, the Series A Preferred Shares will be automatically converted into CBD Global Common Shares in certain circumstances, including upon the registration of the CBD Global Common Shares under the United States Securities Act of 1933, as amended.

CONSOLIDATED CAPITALIZATION OF THE COMPANY

The Company as of the date of this Prospectus has a total of 4,337,000 Common Shares issued and outstanding. The following table sets forth the share and loan capital of the Company as at the dates shown below.

	Authorized Capital	Outstanding as at August 31, 2018	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	4,337,000	4,337,000
Warrants	Nil	Nil	Nil
Options	Nil	Nil	Nil
Other Rights	Nil	Nil	Nil

Notes:

- (1) Excluding Common Shares issuable pursuant to the Merger Agreement.
- (2) The Company has a Stock Option Plan allowing its Board to grant incentive stock options to directors, officers, employees and consultants aggregating up to ten percent (10%) of the number of issued and outstanding Common Shares at the applicable time.

OPTIONS TO PURCHASE SECURITIES OF THE COMPANY

There are no stock options issued by the Company under its incentive stock option plan as of the date of this Prospectus.

PRIOR SALES OF SHARES OF THE COMPANY

In the past twelve (12) months, the Company has completed a series of private placements of Common Shares, details of which are set out in the table below.

Date	Description	Price per Share⁽¹⁾	Shares Issued⁽¹⁾	Gross Proceeds
August 29, 2018	Private Placement	\$0.02	1,500,000	\$30,000
October 2, 2018	Private Placement	\$0.05	2,000,000	\$100,000
December 5, 2018	Private Placement	\$0.10	837,000	\$83,700

Notes:

(1) Prior to effecting the Consolidation.

The Company's Common Shares currently are not listed and do not trade on any stock exchange. The Company intends to apply for a Listing to have its shares listed on the CSE; however, as of the date of this Prospectus, the Company has not applied for nor received conditional approval from the CSE. Such a Listing will be subject to the Company fulfilling all of the requirements of the CSE, meeting certain financial and other requirements including receiving a receipt for this non-offering Prospectus from the Securities Commissions.

ESCROWED SECURITIES

Currently, none of the Company's Common Shares are subject to any escrow arrangements.

Concurrently with the completion of the Merger, the Company will enter into an Escrow Agreement with Capital Transfer Agency, pursuant to which its Resulting Issuer's Named Executive Officers, directors, other Insiders and certain other shareholders will deposit all of their Common Shares and Series A Preferred Shares (collectively, "**CBD Global Securities**") in escrow as set out below.

Time or event for release of Escrowed Securities	Percentage of CBD Global Securities to be Released	Number of CBD Global Securities to be Released
On the Escrow Commencement Date	10% of the Escrowed Securities	605,914 Common Shares 16,894 Series A Preferred Shares
6 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
12 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
18 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
24 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
30 months after the Escrow Commencement date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
36 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares

PRINCIPAL SECURITY HOLDERS OF THE COMPANY

To the knowledge of management of the Company, the following table lists those persons who own ten percent (10%) or more of the issued and outstanding common shares as at the date hereof.

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned as at the date of this Prospectus⁽¹⁾	Percentage of CBD Global Securities Owned After Giving Effect to the Consolidation and Merger
Velocity Capital Ltd. Hamilton, Bermuda	Direct	2,000,000	45.55%	14.02% of the Common Shares 8.16% of the Series A Preferred Shares ⁽²⁾
Sandra Dosdall Calgary, Alberta	Direct	625,000	14.23%	2.23% of the Common Shares 0% of the Series A Preferred Shares
Ariane Young Calgary, Alberta	Direct	625,000	14.23%	2.23% of the Common Shares 0% of the Series A Preferred Shares
TOTAL		3,000,000	74.01%	18.48% of the Common Shares 8.16% of the Series A Preferred Shares

Notes:

- (1) No Series A Preferred Shares are issued and outstanding as at the date of this Prospectus.
- (2) The percentage of overall voting securities owned by Velocity Capital after giving effect to the Consolidation and Merger will be 9.90%.

DIRECTORS AND OFFICERS OF THE COMPANY

The following table lists the directors and officers of the Company prior to giving effect to the Merger:

Name and Municipality of Residence	Positions and Offices to be Held	Principal Occupation During the Past Five Years⁽¹⁾	Common Shares Beneficially Owned⁽³⁾	Date of Appointment
Kelly Balaberda ⁽²⁾ Calgary, Alberta	President, Chief Executive Officer and Director	Business Consultant, Balaberda Holdings Inc. since May 2018. From 2008 until May 2018, securities specialist with Investor Group.	250,000	August 2018
Sandra Dosdall ⁽²⁾ Calgary, Alberta	Secretary/ Treasurer and Director	Controller for Greenstar Biosciences Inc., a Calgary-based biological sciences investment firm active in the legal cannabis industry since May 2018. Managing Director, Dosdall Properties Inc. since 2003.	625,000	August 2018
Ariane Young ⁽²⁾ Calgary, Alberta	Director	Partner, TingleMerrett LLP (Calgary-based law firm)	625,000	August 2018

Notes:

- (1) For a complete description of the proposed directors, officers and other management personnel of the Resulting Issuer, see “Proposed Management of the Resulting Issuer” below.
- (2) Member of the Company’s audit committee.

- (3) Prior to giving effect to the Consolidation and Merger.

The terms of the foregoing directors and officers will expire at the next annual shareholders meeting although, as described in this Prospectus, in the event that the Merger is completed, it is anticipated that the directors will resign as directors of the Company and be replaced by nominees of Global NV and the two officers referred to above will be replaced by nominees of Global NV (see “*Directors, Executive Officers and Principal Shareholders of the Resulting Issuer*” in Part Three below).

Biographies

Kelly Balaberda, President, Chief Executive Officer and Director

Mr. Balaberda began his professional career in the pharmaceutical industry. He graduated with Distinction receiving a Bachelor of Pharmaceutical Sciences in 1997 from the University of Saskatchewan. He practiced as a staff pharmacist for three years before spending the following six years in management, including the successful pharmacy launch for a major retailer. Seeking a career in the financial industry, Kelly has since earned the designation of Chartered Investment Manager (CIM®) along with the Fellow of the CSI (FCSI®) reserved solely for an elite group of experienced financial services professionals that meet the highest standards for advanced education, ethical conduct, industry experience and peer endorsement. From 2008 until May 2018, Kelly spent the last decade as a Securities Specialist with Investor Group where he provided product knowledge and portfolio advisory to clients through analysis of stocks, bonds and investment strategies. Since May 2018, Kelly has been self-employed business consultant working with companies listing on Canadian stock exchanges.

Sandra Dosdall, Secretary/Treasurer and Director

Ms. Dosdall is currently controller for Greenstar Biosciences Inc., a Calgary-based biological sciences investment firm active in the legal cannabis industry. Since 2003, she has been Managing Director of Dosdall Properties Inc., a Calgary-based investment and business consulting firm with gross revenues in excess of \$3 million, and President of Douglas Design Associates Inc., a residential design firm with offices in Calgary, Alberta.

Ariane Young, Director

Ms. Young is a partner at TingleMerrett LLP, a Calgary-based corporate and securities law firm, joining the firm in 2006. She has been practicing law since 1994 in the areas of corporate securities, corporate finance and general corporate commercial transactions. A large portion of Ariane’s legal practice involves emerging issuers that are either planning to list on an exchange or to merge their business with a larger entity. Ms. Young obtained her law degree (LLB) in 1993 from the University of British Columbia and a Bachelor of Arts in Philosophy (Honours) and Political Science from the University of Calgary in 1990. Ariane is an instructor for the annual TSX Venture Exchange Success Workshop.

Aggregate Ownership of Securities

Prior to giving effect to the Merger, the directors and officers of the Company, as a group, directly or indirectly, beneficially own 840,500 Common Shares of the Company, representing approximately 15.9% of the issued and outstanding Common Shares of the Company on an undiluted basis.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors, officers or other members of management of the Company has, within the past ten years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order that denied the issuer access to any statutory exemptions for a period of more than thirty (30) consecutive days; or:
- (b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director or executive officer of the Company has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulator authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No current or proposed director of the Company has, within the past ten years, been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and behalf of other companies, and situations may arise where directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies of the ABCA.

EXECUTIVE COMPENSATION OF THE COMPANY

Named Executive Officers

As defined under applicable securities legislation, the Company had two “Named Executive Officers” during the financial period ended August 31, 2018 as set out below:

Kelly Balaberda: President and Chief Executive Officer since August 30, 2018.

Sandra Dosdall: Chief Financial Officer and Secretary since August 30, 2018.

Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the CEO and Treasurer and each of the directors, up to the end of the Company’s most recently completed financial period. As at September 30, 2018, no officers were paid any compensation for services rendered in all capacities. These individuals, acting as CEO and Treasurer, are referred to collectively as the “Named Executive Officers” or “NEOs.”

Amounts reported in the tables that follow are in CDN dollars and further details and explanations as may be required are provided in the footnotes.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Fiscal Period Ended August 31	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Kelly Balaberda <i>Director, President and Chief Executive Officer</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
Sandra Dosdall <i>Secretary/ Treasurer and Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
Ariane Young <i>Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil

External Management Companies

None of the Named Executive Officers are employees of the Company. The Company has not entered into any agreements or arrangements with any external management company for the provision of services by any of the Named Executive Officers.

Stock Options and Other Compensation Securities

The Company issued no stock options or other compensation securities during Fiscal 2018.

No stock options or other compensation securities were exercised during Fiscal 2018.

No stock options or other compensation securities were issued or outstanding as the end of Fiscal 2018.

Stock Option Plans and Other Incentive Plans

The Company has not established a formal stock option plan or any other incentive plan. The Company plans to establish and seek shareholder approval of the stock option plan at the CBD Global Special Meeting.

Employment, Consulting and Management Agreements

There are no management functions of the Company that are to any substantial degree performed by a person or Company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

Director Fees

Directors of the Company currently do not receive any compensation from the Company. There are no additional fees currently paid for membership or chairpersonship on any committee.

Oversight and description of director and named executive officer compensation

Given the Company's current size and stage of development, the Board has not appointed a compensation committee and, accordingly, the Board as a whole is responsible for determining the compensation (including long term incentives in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management

directors are required to abstain from voting in respect of their own compensation thereby providing any independent members of the Board with considerable input as to executive compensation.

Executive Compensation Program

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for its shareholders. We believe that, when the Company acquires a business or major assets or otherwise engages in significant business activities, adequate and appropriate compensation for our executive officers will be key to ensuring the continuity of high quality management who will provide strong leadership and stewardship for the Company.

The Board and its committees must also address the risks associated with the overall executive compensation program. The Audit Committee is responsible for assessing the risks which may arise from the Company's compensation policies and practices.

Executive compensation is generally comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (stock options). When the Company acquires a business or major assets or otherwise engages in significant business activities, the Company anticipates that a compensation program will be created, designed to reward the following objectives:

1. The ongoing day-to-day commitment of the Company's executive team in managing the Company's business and affairs, fulfilling their job responsibilities, and advancing the Company's business plan. This objective will be covered by salaries or consulting fees; and
2. The commitment to long-term growth and increased shareholder value as determined through the Company's share price. This objective will be addressed through the awarding of stock options under CBD Global's stock option plan.

Base Fees and Discretionary Bonuses

Base fees or salaries are compensation for ongoing job responsibilities and reflect the level of skills, experience, expertise, and capabilities demonstrated by the executive officers. Normally, executive officers and the board of directors meet to determine what both sides consider to be fair and reasonable base fees or salaries. The board of directors must give final approval for these compensation arrangements. When considering the base compensation to be paid to executive officers, the board of directors must consider the risk that, if the compensation is not adequate, it might not attract the best available individuals or it might result in a high turnover rate of executive officers, either of which could be detrimental to the Company. As an early stage enterprise, however, it will be necessary for the board of directors to strike a balance in this regard so that the compensation is not so high that the Company is unable to meet its obligations to its executive officers over the long term which could result in loss of that officer and the corporate knowledge and expertise that officer represents.

Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, the achievement of individual and corporate objectives, and the Company's financial performance. Cash bonuses are intended to reward the executive officers for meeting or exceeding individual and corporate performance objectives set by the Board. As at the date of this Prospectus, the Company has not paid out any such bonuses and has not set any objectives whereby our executive officers might earn such bonuses at this time, other than as noted herein. It is the intention of the Board to review this element of the Company's compensation program, both prior to and following the completion of the Merger, to determine the impact, including the benefits and risks that offering short-term incentives to the Company's executives would have on the overall performance of the Company and its management team.

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall

corporate performance as measured through the price of the Company's shares and enable executives to acquire and maintain an ownership position in the Company.

Option-Based Awards

Executive officers of the Company, as well as directors, employees and consultants, will be eligible to participate in the Company's stock option plan to receive grants of stock options. The Board as a whole approves individual stock option grants and the size of the option grant is dependent on, among other things, each officer's level of responsibility, authority, and importance to the Company and the degree to which an officer's long-term contribution to the Company is crucial to its overall long-term success.

Periodic stock option grants ensure that the number of options granted to any particular executive officer is commensurate with the officer's level of ongoing responsibility within the Company. Before considering further grants, the Board will evaluate the number of options already granted to that officer, the exercise price of the options, and the term remaining on those options. In granting options, the Board might also reference the number of stock options granted to officers of other publicly traded companies that, similar to the Company, are involved in the same industry or those of other publicly traded Canadian companies of a comparable size to that of the Company in respect of assets. In addition, the Board may consider the effort, time, responsibility, ability, experience, and level of commitment of the executive officer in determining the level of incentive stock option compensation.

Option grants may include vesting provisions thereby encouraging officers to put forth their best efforts to improve the overall performance of the Company, thus increasing share price. In considering the periods for vesting of stock options and for overall stock option grants, the Board must take into account whether these periods could lead to unnecessary or inappropriate risk-taking or short-term decision-making. With these considerations in mind, options are generally granted for their maximum periods of five years thereby encouraging the Board and management to think of building value over the long-term rather than to take short-term risks.

Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant. The Company does not have a policy in place whereby a director or executive officer is allowed to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

The Company has a formalized stock option plan for the granting of incentive stock options to its directors, officers, employees and consultants which it will place before its shareholder for approval at the CBD Global Special Meeting.

Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. The limited perquisites the Company provides its executives and officers currently only cover reimbursement for out-of-pocket costs.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

As of the date of this Prospectus, no director, executive officer or employee of the Company or their respective associates or affiliates is currently, or has been at any time, indebted to the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE OF THE COMPANY

Audit Committee Charter, Composition and Relevant Education and Experience

CBD Global's Audit Committee is governed by its charter which is annexed as **Appendix "F"** to this Prospectus.

The Audit Committee is comprised of the following directors: Kelly Balaberda, Sandra Dosdall and Ariane Young. Kelly Balaberda and Sandra Dosdall are not considered "independent" and all of them are "financially literate" within the meaning of Canadian Securities Administrators' National Instrument 52-110 – Audit Committees ("**NI 52-110**").

The education and experience of each Audit Committee member that is relevant to the performance of his and her responsibilities is as follows:

Name	Determination of Financial Literacy
Kelly Balaberda	Mr. Balaberda is Chartered Investment Manager (CIM®) and a Fellow of the CSI (FCSI®) (reserved solely for an elite group of experienced financial services professionals that meet the highest standards for advanced education, ethical conduct, industry experience and peer endorsement). From 2008 until May 2018, he was a Securities Specialist with Investor Group where he provided product knowledge and portfolio advisory to clients through analysis of stocks, bonds and investment strategies.
Ariane Young	Ms. Young is a partner at TingleMerrett LLP, a Calgary-based corporate and securities law firm. She has been practicing law since 1994 in the areas of corporate securities, corporate finance and general corporate commercial transactions. In this capacity, Ms. Young regularly review financial statements and interacts with regulators and auditors with respect to presentation and interpretation.
Sandra Dosdall	Ms. Dosdall is currently the controller and Director of Administration for Green Star Biosciences Inc., a cannabis investment company with annual revenues in excess of \$1,500,000. She was also President and founder of Executive Assistance Calgary Inc. a Calgary-based small business accounting support company from 2013 until 2017.

PLAN OF DISTRIBUTION

This is a non-offering Prospectus. No securities are being offered pursuant to this Prospectus.

The Company is not a reporting issuer in any jurisdiction.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequis NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.).

The Company has applied to list its Common Shares on the CSE. Following the CBD Global Special Meeting, the Company proposes to file Articles of Amendment under the ABCA to affect the Consolidation, immediately following which Subco and Global NV will amalgamate in accordance with the terms of the Merger Agreement. Pursuant to the Merger Agreement, the issuance of a Certificate of Merger by the Registrar under the laws of the

State of Nevada will give effect to Subco and Global NV merging to form one corporation, to be called Global NV Corp. (“**Mergeco**”), governed by Nevada law, as a result of which:

- (a) Each shareholder of Global NV will receive one (1) CBD Global Unit of the Company for each one (1) Global NV Share;
- (b) Mergeco will own all of the property and assets of each of Subco and Global NV;
- (d) Mergeco will be subject to all of the contracts, debts, liabilities and obligations of each of Subco and Global NV; and
- (e) The number of Common Shares of the Company (following the Consolidation) will increase by approximately 13,451,530 to approximately 15,951,480 and the number of Series A Preferred Shares of the Company will increase from nil to approximately 375,062.

The Common Shares issued by the Company pursuant to the Merger will be freely tradeable in accordance with section 2.11 of NI 45-106 and section 2.7 of NI 45-102.

RISK FACTORS REGARDING THE COMPANY

Risks Related to Business and Industry

There is no certainty that the Company will continue as a going concern. If the Company does not, shareholders could lose their investment.

The financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. However, as at August 31, 2018, we have not earned any revenues and had an accumulated deficit of \$2,039. We anticipate that we will incur increased expenses without realizing sufficient revenues (if any) to offset those expenses and we therefore expect to incur significant losses for the foreseeable future. Our ability to continue as a going concern is dependent on receiving continued support from our shareholders, creditors and service providers, as well as obtaining additional financing, and, most importantly, acquiring and developing a profitable business and generating future revenues. No assurance can be given that we will successfully be able to do so. Importantly, the inclusion in our financial statements of a going concern note may negatively impact our ability to raise future financing and achieve future revenue. The stated risk relating to our ability to continue as a going concern will be removed from our financial statements only when, in the opinion of our auditor, our revenues have reached a level that is able to sustain our business operations. Our financial statements do not include any adjustments to our recorded assets or liabilities that might be necessary if we become unable to continue as a going concern.

Even if we acquire or develop such a business, if we are unable to obtain additional financing from outside sources and eventually generate enough revenues to become self-sustaining, we may be forced to sell a portion or all of our assets or curtail or discontinue our operations. If any of these happens, you could lose all or part of your investment.

We have not generated any revenue since our inception on August 30, 2018

Risks Associated with Our Securities

You will experience substantial dilution as a result of the Merger.

The proposed Merger, representing a reverse take-over of the Company by RTO, will, if completed, result in substantial dilution of each current shareholder’s proportionate interest in the Company. More specifically, the current shareholders of CBD Global will, on completion of the Merger, own approximately 15.67% of the outstanding Common Shares of the Resulting Issuer on an undiluted basis.

You will experience dilution as a result of our financing activities.

We must raise additional capital from external sources to carry out our business plan over the next few years or longer. To do so, we may issue debt securities, equity securities or a combination of these securities; however, we

may not be able to sell these securities, particularly under current market conditions. Even if we are successful in finding buyers for our securities, such buyers could demand high interest rates or require us to agree to onerous operating covenants, which could in turn harm our ability to operate our business by reducing our cash flow and restricting our operating activities. If we choose to sell shares, this will result in dilution to our existing shareholders. In addition, any shares we may issue may have rights, privileges and preferences superior to those of our current Common Shares.

We do not intend to pay dividends and, accordingly, there will be fewer ways in which you are able to make a gain on your investment, if at all.

We have never paid dividends and do not intend to pay any dividends for the foreseeable future. To the extent that we may require additional funding currently not provided for in our financing plan, our funding sources may prohibit the declaration of dividends. Because we do not intend to pay dividends, any gain on your investment will need to result from an appreciation in the price of our Common Shares. There will, therefore, be fewer ways in which you are able to make a gain on your investment, if at all. There is also no guarantee that your investment will appreciate or even maintain its current value.

Risks Associated with Closing of the Merger

There are material risks associated with Global NV's business which, if the Merger is completed, will become risks assumed by the Company and its shareholders.

For a list and description of the risks associated with Global NV's business described assuming that the reverse take-over Merger with Global NV has been completed, see "Part Two – Global NV - Risk Factors for Global NV's Business" below.

Risks of Not Closing of the Merger

There are material risks which may arise if the Merger is not completed.

Closing of the Definitive Agreement is subject to various conditions including shareholder approvals, completion of financings, approval of the listing of the Resulting Issuer's shares on the CSE and compliance with securities regulations, as well as other conditions. There is no assurance that the Definitive Agreement will be completed on the terms proposed or at all. If the Merger is not completed, the Company will have incurred substantial costs, will not have any business and will have to re-commence the process of seeking a business or suite of assets to acquire in order to become a viable company. There is no assurance that the Company will be able to secure or complete an alternative transaction in the foreseeable future or at all.

Risks of Global NV receiving a Superior Proposal

There is a risk that Global NV will receive a Superior Proposal and terminate the Merger Agreement.

Closing of the Definitive Agreement is subject to various conditions including that neither Global NV nor the Company has received and accepted a Superior Proposal. In accordance with the fiduciary duties of boards of directors, each of Global NV and the Company has reserved the right to terminate the Definitive Agreement if a Superior Proposal is received and the other of them has not amended the terms of the Definitive Agreement to match or better that other proposal such that the other proposal is no longer a Superior Proposal. There is no assurance that the Definitive Agreement will be completed on the terms proposed or at all. If the Merger is not completed, the Company will have incurred substantial costs, will not have any business and will have to re-commence the process of seeking a business or suite of assets to acquire in order to become a viable company. There is no assurance that the Company will be able to secure or complete an alternative transaction in the foreseeable future or at all.

Reliance on Key Personnel and Advisors

We rely heavily on our officers and directors, as well as our professional advisors.

CBD Global will rely heavily on its officers and directors, as well as its professional advisors. The loss of their services may have a material adverse effect on CBD Global and its future prospects. There can be no assurance that any one or all of the officers and directors of, and contractors engaged by, CBD Global will continue in the employ

of, or in a consulting capacity to, CBD Global or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that such officers and directors of, and advisors to, CBD Global who have access to confidential information will not disclose the confidential information.

Uninsured Risks

We currently have no insurance coverage.

CBD Global does not currently carry any insurance – general public liability insurance, directors’ and officers’ insurance, key person insurance, business interruption insurance or any other kind of insurance. In the future, CBD Global may carry insurance to protect against such risks and in such amounts as CBD Global considers appropriate and adequate. There is no assurance that will ever carry any or all of these types of insurance, or any other kind of insurance or, if carried, that any insurance carried will cover the type of loss suffered by the Company or will adequately cover that amount of any such loss. In the event of a loss, the lack of insurance or the lack of adequate or appropriate insurance coverage could have a significant adverse effect on the Company and its financial viability and, accordingly, the value of its Common Shares. There is no assurance that CBD Global will be able to obtain, maintain in effect or increase any insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide CBD Global with adequate protection against potential liability.

Conflicts of Interest

Conflicts of interest may arise when officers or directors of the Company serve as officers or directors of other companies.

Certain officers and directors of CBD Global also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such officers and directors involving CBD Global will be made in accordance with their duties and obligations to deal fairly and in good faith with CBD Global and such other companies. In addition, such officers and directors having a conflict are obligated to declare and fully disclose the fact and substance of the matter giving rise to any such conflict, and any such director must refrain from participating in any Board meetings discussing the matter and from voting on and resolution relating to the matter in which such director may have a conflict of interest.

Indemnification of Directors and Officers

We plan to indemnify our directors and officers against liability to us and our security holders, and such indemnification could increase our operating costs.

Applicable corporate laws allow us to indemnify our directors and officers against claims associated with carrying out the duties of their offices. Applicable corporate laws also allow us to reimburse them for the costs of certain legal defenses. Insofar as indemnification for liabilities arising under relevant securities legislation may be permitted to our directors, officers or control persons, certain securities regulations may deem that such indemnification is against public policy and is therefore unenforceable in that jurisdiction.

Since our officers and directors are aware that they may be indemnified for carrying out the duties of their offices, they may be less motivated to meet the standards required by law to properly carry out such duties, which could increase our operating costs. Further, if our officers and directors file a claim against us for indemnification, the associated expenses could also increase our operating costs.

Risks Associated with Global NV’s Business

There are significant risks associated with Global NV’s business.

For a description of some of the risks associated with Global NV’s business, see “Risks Associated with the Global NV Business” below.

Other Risks and Uncertainties

Although we have tried to identify all significant risks, we may not have identified all risks. There may be other risks.

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Common Shares.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS AGAINST THE COMPANY

There are no material pending legal proceedings or regulatory actions to which the Company is, or, to the knowledge of management of the Company, is likely to be a party.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS WITH THE COMPANY

Except as described herein, no Insider of the Company or associate or affiliate of an Insider of the Company has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR OF THE COMPANY

Auditors

CBD Global's auditor is Davidson & Company LLP, Chartered Professional Accountants, 1200 – 609 Granville Street, P.O. Box 10372, Vancouver, BC, Canada V7Y 1G6.

Transfer Agent and Registrar

The transfer agent and registrar for the Company's Common Shares is Capital Transfer Agency at its principal office 390 Bay St., Suite 920, Toronto, Ontario M5H 2Y2.

MATERIAL AGREEMENTS OF THE COMPANY

The Company has not entered into any contracts material to investors in the Common Shares since incorporation, other than:

1. the Merger Agreement (see "*Merger – Reverse Take-Over of the Company*");
2. the CBD Global Option Plan (see "*Options to Purchase Securities*");
3. the Transfer Agency Agreement; and
4. the Escrow Agreement (see "*Escrowed Securities*").

EXPERTS OF THE COMPANY

No person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report, valuation, statement or opinion described in this Prospectus, has received or shall receive a direct or indirect interest in any securities or other property of the Company or any associate or affiliate of the Company.

Davidson & Company LLP, the Company’s auditor, has confirmed that it is independent of CBD Global within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

OTHER MATERIAL FACTS OF THE COMPANY

There are no other material facts about the Company which are not disclosed in this Prospectus.

FINANCIAL STATEMENTS AND MD&A OF THE COMPANY

The CBD Global financial statements are attached as **Appendix A** to this Prospectus and management’s discussion and analysis for the corresponding period is attached as **Appendix B** to this Prospectus:

- Audited financial statements as at and for the period ended August 31, 2018; and
- Management’s discussion and analysis for the period ended August 31, 2018.

PART TWO – GLOBAL NV

CORPORATE STRUCTURE OF GLOBAL NV

Incorporation and Offices

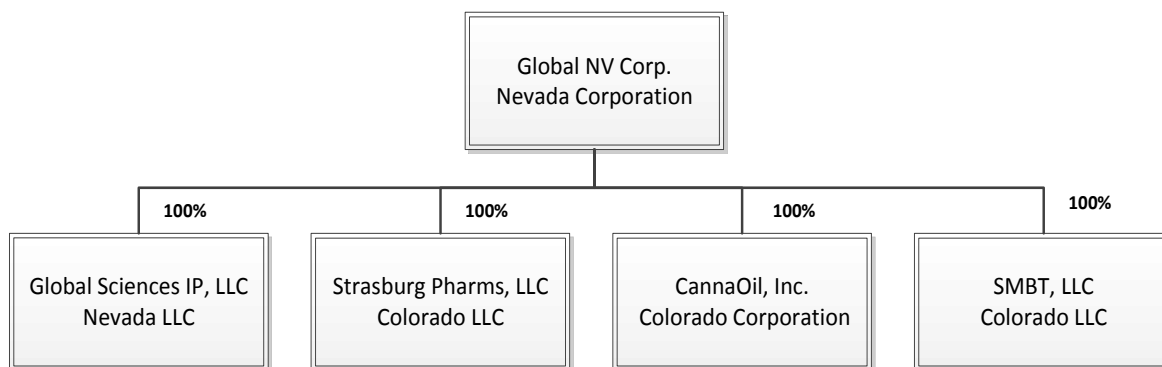
Global NV Corp. was incorporated under Chapter 78 of the Nevada Revised Statutes (United States) in the State of Nevada on April 23, 2018. The address of Global NV Corp.’s registered agent for service is CT Corporation, 1085 Pleasure Lane, Henderson, Nevada, 89002, United States. Global NV’s Colorado operating address of 225 Union Blvd., #350, Lakewood, CO 80228 and registered agent for service is 2754 Rockbridge Dr., Highlands Ranch, CO 80129.

Merger with Global NV Corp.

Global NV signed the Merger Agreement with the Company on December 10, 2018 for a three-cornered merger transaction which will constitute a reverse take-over of the Company. Pursuant to the terms of the Merger Agreement, following the CBD Global Special Meeting, Global NV will merge with Subco, a wholly owned subsidiary of CBD Global, pursuant to a statutory procedure of the Nevada Revised Statutes and, in connection with such merger, each holder of Global NV Shares will receive one CBD Global Unit in exchange for each Global NV Share (the “**Merger**”). Global NV is a private company incorporated in Nevada which provides “Seed-to-Sale” Industrial Hemp cultivation, and the resulting conversion to biomass and manufacturing of CBD infused consumer products. See “*Description of the Business*” in Part One of this Prospectus.

Global NV is a private company incorporated in Nevada.

Intercorporate Relationships



Global Sciences IP, LLC

Global Sciences IP, LLC, a wholly-owned subsidiary of Global NV, was formed under Chapter 78 of the *Nevada Revised Statutes* (United States) in the State of Nevada on May 8, 2018, for the purpose of holding all intellectual property of the Company (see “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Intellectual Property*”). The address of Global Sciences IP’s registered agent for service is CT Corporation, 1085 Pleasure Lane, Henderson, Nevada, 89002, United States.

Strasburg Pharms, LLC

SP, a wholly-owned subsidiary of Global NV, was formed as a limited liability company in the state of Colorado on September 23, 2014 under the CCA.

On May 15, 2018 and effective May 31, 2018 as part of an internal reorganization, the members of SP entered into a Stock Exchange Agreement exchanging one hundred percent (100%) of the membership interests in SP for 53,988,337 Shares of Common Stock in Global NV (prior to completion of the Merger; see “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Farming Operations*”). SP’s business office is located at 225 Union Blvd., #350, Lakewood, CO 80228, United States. The address of SP’s registered agent for service is Robert Hopp, 2754 Rockbridge Dr., Highlands Ranch, CO 80129, United States.

From SP’s formation until the date of the Acquisition defined herein; (see “*Part Two Global NV - Description of the Business of Global NV – Material Transactions and Developments – Acquisition of SP*”) SP conducted Industrial Hemp farming operations.

SMBT, LLC

SMBT, a wholly-owned subsidiary of Global NV, was formed as a limited liability company in the state of Colorado on April 27, 2017 under the CCA.

On May 1, 2018 as part of an internal reorganization, the members of SMBT, namely Brad Wyatt and Glenn Dooley assigned one hundred percent (100%) of the membership interests in SMBT to Global NV (prior to completion of the Merger; see “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Farming Operations*”). SMBT’s business office is located at 225 Union Blvd., #350, Lakewood, CO 80228, United States. The address of SMBT’s registered agent for service is Robert Hopp, 2754 Rockbridge Dr., Highlands Ranch, CO 80129, United States.

CannaOil, Inc.

CannaOil, a wholly-owned subsidiary of Global NV, was formed as a corporation in the state of Colorado on January 23, 2018 under the CCA.

On May 1, 2018 as part of an internal reorganization, the shareholders of CannaOil, namely Brad Wyatt and Glenn Dooley assigned one hundred percent (100%) of the shares and ownership in CannaOil to Global NV (prior to completion of the Merger; see “*Part Two – Global NV - Description of the Business of Global NV – Material Transactions and Developments – Farming Operations*”). CannaOil’s business office is located at 225 Union Blvd., #350, Lakewood, CO 80228, United States. The address of CannaOil’s registered agent for service is Robert Hopp, 2754 Rockbridge Dr., Highlands Ranch, CO 80129, United States.

DESCRIPTION OF THE BUSINESS OF GLOBAL NV

Global NV

In 2013, fueled with the desire to help his mother who had recently been diagnosed with stage 4 Lymphoma, Brad Wyatt, together with Glenn Dooley, longtime partner in other ventures and co-founder, set out to find a non-narcotic solution to the side effects of aggressive cancer treatments Mr. Wyatt’s mother was undergoing. Armed with a strong passion and entrepreneurial skills Mr. Wyatt rigorously examined the emerging science behind CBD and its benefits while leaving the effects of Delta 9 THC traditionally associated with Cannabis behind. In 2014, SP was

formed and has operated its vertically integrated “Seed-to-Sale” operations in Strasburg, Colorado since that time being issued the 48th license to commercially cultivate Industrial Hemp. Starting in 2015 with 1,200 square feet of greenhouse space and approximately thirty-five (35) acres of leased land, the farm began to take form with the objective to source high CBD genetics that could be cloned for outdoor growing. The first outdoor season in the spring of 2016 was the farm’s first opportunity to test both genetics and farming techniques to facilitate future crops. The 2016 crop consisted of three (3) different genetics on about five (5) acres. In 2017 the farm added 4,000 square feet of indoor growing space and sixty (60) acres of outdoor growing space through acquisition of land and greenhouses. Through improved farming techniques and additional acreage, the outdoor crop production increased by roughly 59 times, year over year. In 2018, SP acquired eighty (80) additional acres, sourced better genetics, tripled the greenhouse space thus tripling the plants in the fields. The key to scaling up in 2019 will be increased greenhouse space, acquisition of improved propagation, planting, and harvesting equipment that allows the farm to produce hundreds of tons of hemp biomass without increasing labor costs. Our proprietary farming techniques do not subscribe to traditional “**acceptable loss**” behaviors which most large-scale farming continue to embrace. Global NV’s methods and processes allow us to farm more land with fewer people while producing more hemp biomass per acre with greater CBD potency. The 2019 crop is expected to produce a higher tonnage of hemp biomass per acre than previous years based on our experience and innovation resulting in improved farming techniques.

Objectives

Grow and Harvest.

- To successfully propagate, grow and harvest CBD rich Biomass enabling Global NV to maximize the CBD molecules yielded per acre.
- To harvest the crop expeditiously and dry the crop in such a manner that it preserves the trichomes and retains the maximum CBD potency.

Ongoing Research and Development

- To successfully test varieties of cannabis plants in different geographies to select the best genetic profile for each geography.
- Global NV is evaluating warmer climates which will support the longer growing cycle and hotter days.
- Global NV is also working diligently to develop stable and sustainable feminized seed and tissue culture programs to support scalability of propagation with reduced labor.
- Testing new genetics along with test plots for plant density, seed planting, different types of irrigation and other various techniques to present additional cost reduction improvements to our farming capabilities.

Product Commercialization and Consumer Sales

- To successfully further the development of our CBD rich products and present them to consumers to purchase through our designated sales channels.

Keys to Success

Global NV will accomplish its short and long-term goals through mission focus, innovative marketing and sales, and effective management, while strategically executing on all four areas of the production chain. Many current operations in the CBD space operate in only one segment and rely on others to complete their sale cycle. Global NV, through its vertical integration, controls all four segments of the CBD industry: (1) farming operations, (2) processing operations, (3) formulation and product manufacturing operations, and (4) finished product sales operations. In this emerging industry it has been recognized that there are only few companies who control significant portions of the CBD production process allowing them to be consistent and dependable operators. The absence of vertical integration and control which Global NV holds, “Seed-to-Sale,” creates significant risk in those other operations due to the operation’s dependence upon others. Another challenge in the industry is quality in terms of content and manufacturing. Those operations that outsource segments of the process are dependent upon these providers in an emerging environment. As part of CBD Global’s overall strategy, it has established SOPs and internal testing and quality standards and controls in addition to partnering with independent laboratories to validate

our quality standards. As a truly vertical business, Global NV can minimize exposure to these operating challenges and maximize consistency, dependability and profit margins.

Key Dates & Events

Over the last four years, SP has evolved from the proprietary development of a single Industrial Hemp strain, containing high levels of CBD, to a market leader in the production and distribution of innovative hemp-based, CBD wellness products. Through its vertically integrated business model, Global NV strives to improve customers' lives and meet their demands for stringent product quality, efficacy and consistency.

Set out below are the key events and milestones which have influenced the general development of Global NV's business:

- In 2013 the SP leadership team studied the cannabis industry looking for a segment of the industry that presented a business opportunity while filling a humanistic need (*i.e.*: alternative to opioid pharmaceuticals, source of healing, etc.).
- On August 11, 2013, CNN Chief Medical Correspondent and Neurosurgeon Dr. Sanjay Gupta aired a documentary featuring the Stanley brothers and Charlotte Figi. The documentary generated substantial demand for CBD-rich products and created a substantial waitlist for CBD products.
- On February 7, 2014, President Obama signed the 2014 Farm Bill. The law, namely Section 7606, permitted the legal growth, cultivation and marketing of Industrial Hemp under agricultural pilot programs authorized by state law in the United States.
- On September 23, 2014, with the passing of the Agricultural Act of 2014 (*i.e.* the 2014 Farm Bill), SP was formed and opened its Lakewood, Colorado headquarters.
- In March 2015, SP established its first commercial cultivation operations in eastern Colorado including 1,200 square feet of greenhouses for propagation and land for outdoor growing of its proprietary Industrial Hemp crops.
- In June 2015, SP planted its first outdoor crop in eastern Colorado. Although the first crop consisted of less than 2,000 plants on five (5) acres of ground it was Global NV's first step towards gaining information about large scale outdoor hemp production.
- In July 2015, SP established a purchasing relationship with Melange LLC to later hire the principal of that company in 2017 as the lead grower.
- In October 2015, Strasburg Farms completed its first harvest of hemp following its legalization under the 2014 Farm Bill.
- On December 18, 2015, the *Consolidated Appropriations Act, 2016*⁴ became law after signature by President Obama. This bill reaffirmed the rights of Industrial Hemp producers with respect to the cultivation and sale of their products. In addition, Congress prohibited the DEA from interfering with the interstate sale or transport of hemp products such as Global NV's.
- In January of 2016 SP built an additional 4,800 square feet in greenhouses to support its expanded planting for the 2017 season.
- In June 2016, SP's second crop was planted outdoors consisting of approximately 30,000 plants on approximately twenty-five (25) acres of Lot A (as defined below) for production and the development of new harvesting technology to provide improved efficiency in processing wet material from the fields.
- In July of 2016, SP introduced an expanded product line under the brand of Amrita to include everyday health and wellness products, in addition to its original high potency product, to serve a more diverse customer base.

⁴ P.L. 114-113

- In March of 2017, SP introduced the CannaOil product line and launched its first direct to customer website www.cannaoilshop.com.
- In June 2017 SP closed on a 60-acre purchase of irrigated farm land to support farming expansion plans.
- In April 2018, SP expanded its operations to include an additional 4,800 square feet of greenhouses for a total of 10,916 square feet of greenhouse space.
- In March of 2018, SP closed on the purchase of an additional eighty (80) acres of irrigated farm land to support farming expansion plans.
- In March of 2018 Global NV was created as the parent company of the companies related to this project.
- On March 23, 2018, the *Consolidated Appropriations Act, 2018*⁵ became law after signature by President Trump. This bill reaffirmed the rights of Industrial Hemp producers with respect to the cultivation and sale of their products.
- On April 12, 2018, U.S. Senate Majority Leader Mitch McConnell (R-KY) introduced the Hemp Farming Act of 2018 (“**HFA**” or “**Senate Bill 2667**”), which would permanently legalize Industrial Hemp, removing it from the purview of the Controlled Substances Act, and classifying it as an agricultural commodity. On April 12, 2018, U.S. Congressmen James Comer (R-KY) and Jared Polis (D-CO) introduced a companion bill, H.R. 5485, in the House of Representatives, sharing the same mission and language as the HFA.
- In September 2018, Global NV. Corp launched the Aethics product line.
- The HFA was included in its entirety in the Senate version of the proposed 2018 Farm Bill (“**2018 Farm Bill**”), which was approved by a 20-1 vote in favor by the Senate Agriculture Committee on June 13, 2018. The Senate version of the 2018 Farm Bill was passed on June 28, 2018 by a margin of 86-11.
- On June 25, 2018, the FDA issued to GW Pharmaceuticals plc its approval for Epidiolex, the first Cannabis-derived prescription medicine to be available in the U.S.
- In October 2018 SP completed its fourth harvest of Industrial Hemp and almost tripled the amount of CBD molecule harvested from the field based on genetic selection and farming technique.
- The United States Congress passed a version of the 2018 Farm Bill which permanently legalizes Industrial Hemp, removing it from the purview of the Controlled Substances Act, and classifying it as an agricultural commodity, which was signed by President Trump on December 20, 2018.

General Development of the Business and Three-Year History

From the date of organization of its subsidiaries until completion of the Merger, Global NV Group has actively pursued the “Seed-to-Sale” cultivation, conversion and manufacturing of CBD rich consumer products. Through SP and its vertically integrated “Seed-to-Sale” operations, Global NV plans to continue its pursuit of opportunities for the production, processing, distribution and sale of hemp and CBD infused products in Colorado and throughout the United States.

Global NV has not been the subject of any bankruptcy or any receivership or similar proceedings against it or any voluntary bankruptcy, receivership or similar proceedings by it, within the three (3) most recently completed financial years or the current financial year.

Material Transactions and Developments

Merger with Global NV Corp.

On December 10, 2018, CBD Global entered into a share exchange agreement with Global NV (“**Merger Agreement**”), whereby Global Sciences, a wholly owned subsidiary of CBD Global acquired all of the issued and outstanding common shares of Global NV (“**Global NV Securities**”) and certain related assets and real property (“**Merger**”). Global NV’s business and stated business objectives are now the business and stated business objectives of Global NV (indirectly through the operation of Global NV).

⁵ P.L. 115-141

Global NV's primary assets include its wholly-owned subsidiary SP and associated operating entities. See "*Part Two – Global NV - Corporate Structure of Global NV - Intercorporate Relationships*"

Acquisition of Strasburg Pharms

On May 15, 2018, effective May 31, 2018, Global NV entered into a share exchange agreement with Strasburg Pharms, LLC ("**Acquisition Agreement**"), whereby Global NV acquired all of the issued and outstanding membership interests of Strasburg Pharms, LLC ("**SP Securities**") and certain related assets and real property ("**Acquisition**"). As of this date Global NV's business and stated business objectives then included the business and stated business objectives of SP.

SP's primary asset include its real property and farming operations. See "*Part Two – Global NV - Corporate Structure of Global NV - Intercorporate Relationships*"

Farming Operations

Strasburg Pharms, LLC, ("**SP**") a wholly owned subsidiary of Global NV, is a nutraceutical company with a vision of becoming the leader in the production of hemp based, pharmaceutical grade cannabinoids, specifically CBD. On October 3, 2014, the CDA issued SP the 48th license in Colorado to commercially grow Industrial Hemp in the United States. The first challenge for SP was to identify plant genetics that would produce the highest quality CBD. It started its first test plot of Industrial Hemp in Strasburg, Colorado on a 35-acre parcel, Lot A. The team began growing from seed and cuttings with the help of local geneticists and scientists from local universities as well as other relationships both inside and out of the hemp and Marijuana industry. SP began culling through thousands of plants and genetics to land on the perfect phenotypes which would maintain their desired characteristics and thrive during cloning and tissue culture. The team scoured the industry, both locally and through foreign sources, to create the best genetic line up for consistent and dependable large-scale CBD production. The 2018 crop, consisting of CBD rich plants, was planted on approximately one hundred (100) acres (Lots A-C) after being cultivated in the greenhouse Facilities. The 2018 crop is yielding increased CBD content Biomass over previous years which will result in Global NV realizing one of its objectives being increased CBD molecules per acre yield. The 2018 crop yield is the result of over three (3) years of selective growing and lab testing to selectively cultivate the very best phenotypes in order to present a consistent supply of CBD production for years to come.

In addition to genetic selection and cultivation, the CBD Global team has also focused on earth friendly farming and the ability to build a scalable farming infrastructure which accommodates rapid growth and maintains competitive advantages such as soil and water conservation and maximized CBD yield per acre. Based on 2017 statistics, from the CDA 2017 Year in Review Colorado remains the largest producer of Industrial Hemp in the United States. With the 2017 harvest, SP leaped into the top seven percent (7%) of the largest producers of Industrial Hemp for CBD in Colorado, with over 100 acres planted and cultivated for cannabidiol production. 2018 is the fourth consecutive season where Strasburg Pharms has been licensed to grow Industrial Hemp by the CDA.

SP now owns 140 acres of irrigated land that is situated in Strasburg, Colorado (Lots B and C), a predominantly dry-land farming area; in addition to the original 35-acre lease that houses the Facilities and farming operation with a 10,916 square foot greenhouse complex (Facility A). Strasburg Pharms is in the process of negotiating the purchase of additional contiguous acreage to support planting of 1,500 to 3,000 acres in 2019, and also provide "buffer" land enhancing Global Sciences' ability to maintain and improve its genetic population without contamination from neighboring farming operations. SP is an integral part of Global NV's vertical integration and "*Seed-to-Sale*" strategy.

Acquisitions of Land for Construction of Facilities

On October 6, 2014 SP entered into a five (5) year ground lease for approximately thirty-five (35) acres located in Strasburg, Colorado ("**Lot A**"). Lot A has built upon it eleven (11) greenhouses (Facilities A) each approximately 1,000 square feet for a total of 10,916 square feet of greenhouse space.

On May 19, 2017 approximately sixty (60) acres of land contiguous to Lot A was purchased by a related party at a price of Three Hundred Thousand US Dollars (\$300,000) which was ultimately transferred to SP on May 10, 2018. ("**Lot B**") Lot B is used principally for farming operations and will be the site for Facility D, a 13,000 square foot processing facility (Facility D).

On February 15, 2018 approximately eighty (80) acres of land contiguous to Lots A and B was purchased by a related party at a price of Four Hundred Thousand US Dollars (\$400,000) which was ultimately transferred to SP on May 10, 2018. (“**Lot C**”) Lot C is used principally for farming operations.

Approximately 1,565 acres of land (“**Lot D**”) contiguous to Lots A-C was made available in 2018 for evaluation by SP for potential lease or purchase. On July 31, 2018 a Letter of Intent to lease lot D with the option to purchase was entered into with the owner. It is anticipated that Lot D will be used principally for farming operations, crop rotation, and buffer from neighboring farms. Final transaction terms will be negotiated upon the completion of all due diligence.

Approximately 1,920 acres of land (“**Lot E**”) contiguous to Lots A-D was made available in 2018 for evaluation by SP for potential lease or purchase. On July 31, 2018 a Letter of Intent to lease lot E with the option to purchase was entered into with the owner. It is anticipated that Lot E will be used principally for farming operations, crop rotation, and buffer from neighboring farms. Final transaction terms will be negotiated upon the completion of all due diligence.

Approximately 1,200 acres of land (“**Lot F**”) has been identified in the Lamar, Colorado area as a potential remote growing location providing weather and growing conditions different from Strasburg, Colorado and also providing sufficient distance to provide mitigation against pest and other geographic and weather threats such as hail. Starter plants for Lot F would be cultivated in the Strasburg location and transported for planting and harvested crops would most likely be stabilized and transported back to Strasburg for drying and processing.

Intellectual Property

Global NV’s intellectual property, including its trademarks, are held in its wholly owned subsidiary Global Sciences IP, LLC (“**Global IP**”) and licensed for use among Global NV’s operating units. It is Global NV’s intent to be forward thinking in terms of its brands and innovations including patents and trademarks, all of which will be owned by Global IP. The following are the current trademarks under application, noting that only CannaOil has been registered at this time.

Trademark	Serial No.	Registration No.
H2O Balance	87934964	pending
Aethics	87927327	pending
Competitive by Nature	87927365	pending
Aethics Competitive by Nature	88019507	pending
CannaOil	87594285	5437575

Appointment/Resignation of Directors and Officers

On May 31, 2018 the Directors were elected, and Officers appointed. Brad Wyatt was elected as a Director and appointed President and CEO of Global NV. Mr. Wyatt also was named Chairman of the Board with the requisite powers to decide Board matters in the event of a deadlock. Glenn Dooley was elected as a Director and appointed as Secretary and COO of Global NV.

Strategic Partnerships

Global NV’s business plan contemplates several strategic partnerships or relationships, such as processing, distribution, research and development.

TargetPath, LLC

TargetPath is a business accelerator with relationships and resources strategic to Global NV. Through coordinated effort, TargetPath will speed up time to market and revenue by bringing experienced executive resources and an execution team to work side by side with Global NV staff. The partnership with TargetPath also results in reduced cost by applying fractional team members as needed, when needed, who can transition out when full time employees

are hired. TargetPath is responsible for Aethics brand and strategy development as well as providing team members to execute strategy immediately in marketing, sales, product and operations roles.

A comprehensive roadmap of products will be offered under the Aethics brand. At launch, we will market lines of beverages, topicals, tinctures and vape pens. Within six (6) months, we intend to refine and expand the offerings within these categories to reflect customer feedback and market demand. We also intend to add a line of food products that leverage proven segments in the sports nutrition category. All products will be infused with CBD sourced from SP.

Co-Packer

Global NV has identified and arranged to support the scaling of its consumer products through a contractual relationship with a Colorado facility which is AIB Certified, cGMP Compliant, Organic Certified, Gluten-Free Certified, and FDA Registered. This strategic partner will provide disaster recovery should Global NV's manufacturing operations be negatively impacted as well as allowing for nearly immediate ability to scale in rapid growth periods of Global NV's growth.

Market and Industry Analysis

The U.S. Cannabis Market

According to Arcview Market Research, the legal cannabis market in the U.S. was estimated to have grown to \$9.7 billion in 2017. In the last year, approximately 2.3 million people in the U.S. consumed marijuana for medical purposes and an additional 1.8 million consumed marijuana recreationally (in states where recreational use has been legalized). However, Arcview estimates that the potential cannabis market will grow to approximately 44 million people in the U.S. and certain analysts at Ackrell Capital predict that the cannabis market may exceed \$100 billion in revenue annually.

Aethics products incorporate CBD derived from SP hemp biomass. Hemp is a strain of the cannabis sativa plant different from marijuana. Unlike CBD processed from marijuana, hemp-derived CBD contains .3% or less THC, meaning it lacks the psychoactive effects of THC. Products manufactured using hemp-derived CBD are regulated in a less restrictive manner than marijuana, and those regulations vary by state and at the US Federal level. Consequently, considerable misinformation and consumer confusion is present in the market. Despite these hurdles, demand for CBD products continues to grow considerably year over year.

The industry's leading CBD market research firms, Hemp Journal and Brightfield Group, estimate revenue from US CBD product sales of \$367,000,000 and \$287,000,000, respectively, in 2017. Both research firms forecasting aggressive revenue growth with total US market sales exceeding \$1 Billion in 2020, helped by the addition of Epidiolex, a pharmaceutical-grade anti-seizure medicine. The FDA approved the sale of Epidiolex in June 2018. The Hemp Business Journal forecasts CBD product sales alone will exceed \$2 Billion by 2022.

The Colorado Cannabis Market

Despite legal, regulatory and political obstacles (see "*Part Two – Global NV - Regulatory Overview – State Regulation of Industrial Hemp*" and "*Part Two – Global NV - Regulatory Overview – State Regulation of Industrial Hemp - Colorado*"), the U.S. cannabis industry continues to experience substantial growth. Based on 2017 statistics, Colorado remains the largest producer of Industrial Hemp in the United States according to the Colorado Department of Agriculture 2017 Year in Review. In 2017 Colorado had approximately 12,024 acres planted with Industrial Hemp, based on 532 registrations by 386 registrants. In 2018 the Colorado Department of Agriculture released that there were 25,000 acres planted and over 1,000 registrations. In 2017 registrations were approved. The Colorado market is growing exponentially. The Hemp Business Journal estimates that the U.S. CBD market will grow to a \$2.1 billion in consumer sales by 2020, and *Matt Karnes of Greenwave Advisors* is even more optimistic about the growth of the CBD market saying, "*In terms of the CBD market size, I estimate an almost \$3 billion market by 2021. Right now, there are 15 states that allow CBD only -- this is in addition to the 28 states plus DC that have legalized medical marijuana.*" Dec 12, 2016.

Production Facilities

By 2020, Global NV intends to have facilities (“**Facilities**”, and each, a “**Facility**”) totaling 75,000-100,000 square feet on 1,000 to 3,000 acres of land to be used for the cultivation, processing, manufacturing, and distribution of cannabis and cannabis infused products.

Facility A – Current Greenhouses

SP currently has constructed eleven (11) greenhouses totaling 10,916 square feet of growing space located on Lot A which it has used in its farming operations since 2015 to support its nursery and propagation of hemp plants (“**Facility A**”). Facility A has and anticipates continuing the production of approximately 400,000 starter plants each year.

Facility B – New Greenhouse

In the fourth quarter of 2018, Global NV plans to commence building an 18,000 square foot greenhouse on Lot B to support the expansion of Global NV’s nursery operations and potentially limited year around growing (“**Facility B**”). Commercial operations for Facility B are expected to commence in first quarter of 2019 and Global NV anticipates Facility B will have the capacity to produce approximately 1,800,000 starter plants and the ability to supplement outdoor growing during the latter part of each year yielding additional CBD rich Biomass.

Facility C – Production, Warehouse & Administration

Global NV has executed a five-year lease for approximately 12,000 square feet of warehouse flex space for occupancy starting January 1, 2019 located at 2300 E. 76th Avenue, Denver, CO 80229 (“**Facility C**”). In addition to the 12,000 square feet of space Global NV has use and access to an additional 6,000 square feet of adjoining space for manufacturing. Facility C and will be used for housing Global NV’s headquarters and administrative functions, Facility C will be used for hemp drying and processing and product manufacturing, as well as warehousing and distribution.

Facility D – Drying and Future Processing Facility

In the second quarter of 2019, subject to available funds, Global NV intends to commence construction of its 13,000 square foot facility on Lot B (“**Facility D**”), to accommodate the drying and processing of hemp, commercial extraction, infusion and production of CBD oils, cannabis extracts, CBD infused products (see “*Part Two – Global NV - Description of Business of Global NV – Products and Services*”). Commercial operations for Facility D are expected to commence in the third quarter of 2019 for drying and Global NV anticipates Facility D to have the capacity to process 2020 harvest.

Facility E – Processing, Drying and Manufacturing

Global NV plans to expand its Drying and Processing Building, Facility D, to accommodate an additional 13,000+ square feet of product manufacturing on Lot B (“**Facility E**”). Global NV anticipates completion of Facility E in 2020, subject to available funds. Commercial operations for Facility E are expected to commence in the third quarter of 2020 following the 2020 harvest.

Licensing

The state registration approval process for growing Industrial Hemp is not competitive and there is no limit on the number of registrations an entity may hold (see “*Part Two – Global NV - Regulatory Overview – State Regulation of Industrial Hemp*”). However, the Colorado state regulatory agencies that govern Industrial Hemp cultivation require confirmation from the locality that the operator is operating in compliance with local requirements. (see “*Part Two – Global NV - Regulatory Overview – State Regulation of Industrial Hemp - Colorado*”).

SP has been granted a license to grow Industrial Hemp by the CDA for Lots A, B, and C and will be applying for requisite local approval for Facilities B and C, as well as CDA licensure for Lots A-E for the 2019 growing season. Upon completing construction of the Facilities and meeting all requisite licensing requirements, Global NV expects to receive local licensure from the County of Arapahoe for the Facilities as well, followed by state licensure from the respective State authorities (see “*Part Two – Global NV - Regulatory Overview – State Regulation of Industrial Hemp*”). Additionally, SP holds a license issued by the Colorado Department of Public Health & Environment (“**CDPHE**”) to operate a Manufactured Food Establishment.

Products and Services

Management believes that Global NV's vertically integrated "Seed-to-Sale" operations enable it to maximize operational efficiency and deliver a high quality and reliably sourced product. Global NV is a fully integrated hemp company with the ability to legally cultivate, extract and distribute hemp and CBD infused products. Through its four cornerstone operations (nursery, cultivation, extraction and distribution), Global NV offers a variety of CBD products and CBD-related services ("**Global NV Products**").

Global NV currently produces and sells CBD sports and health wellness products. The Aethics brand, the intersection of "athletics" and "ethics," is focused on delivering trusted products that have a high level of quality and efficacy for the serious athlete to the everyday consumer, while Global NV's CannaOil products are targeted at consumers interested in CBD health wellness solutions. Global NV's integrated seed-to-sale operations enables control of the full production process, ensuring the highest level of quality control, sourcing and delivery.

Aethics and CannaOil products are made using selective genetics of Industrial Hemp extracts derived from hemp plants grown on Global NV's Strasburg Farms. Product's derived from SP's hemp contain a full spectrum of phytocannabinoids, including CBD, terpenes, flavonoids and other hemp components. SP strictly grows Industrial Hemp containing high levels of CBD and very low levels - 0.3% or less – of THC. Global NV does not produce or sell products containing high levels of THC, the cannabis compound that causes psychoactive effects.

Regulatory issues have hindered research to date into the effects of CBD, although funding is increasing rapidly. The scientific, industry and survey data currently available, along with significant empirical data, indicates consumers find value in using CBD for pain relief, sleep improvement, stress and anxiety reduction, and for a variety of other applications.

Aethics product categories include tinctures, topicals and beverages marketed to consumers. In the coming six (6) months, Global NV expects to extend these product lines with additional flavors and scent profiles while adding products in the edibles category. Further, Global NV will offer products intended for the practitioner (e.g., chiropractors and massage therapists). Global NV also intends to offer processed CBD oils to be sold as a "white label" solution for partners' products. In the second half of 2019, Global NV plans to offer a line of CBD pet products.

Dried Biomass

In addition to CPG products Global NV sells premium CBD rich dried flowers and trim, dried hemp biomass. With the Strasburg Farms Certified label, Global NV plans to gain a competitive advantage through innovation, brand awareness, ongoing research and development, quality assurance and analytically-driven operations.

CBD Oils, Isolates, and Distillates

Cannabis has over 140 different active compounds that interact with the endocannabinoid system in the human body, which may produce a variety of medicinal effects, in addition to the known psychoactive effects. The ability to effectively and selectively extract these molecules from the raw cannabis flower needs to be further understood and studied. In addition, there are a variety of known carrier oils with properties that enable the suspension of the cannabis oil within the carrier.

As the CBD markets in Colorado and globally progress, Global NV expects a growing trend toward more subtle and healthier methods of consuming cannabis and more specifically CBD products. Global NV also expects the pricing of CBD products to be significantly higher in oils than that for dried flowers.

Using high performance extraction equipment and manufacturing techniques (see "*Part Two – Global NV – Description of the Business of Global NV – Products and Services - Overview – Vertically Integrated 'Seed-to-Sale' Operations - Extraction*"), Global NV intends to further develop high quality CBD oil concentrates that maintain the chemical profiles of their parent strains that Global NV anticipates can be used in a variety of novel formulations and delivery methods and products. Global NV also understands that specific combinations of cannabinoids and terpenes maximize the medicinal properties of cannabis-based pharmaceutical products; therefore, it intends to blend certain of its oils, isolates and distillates in various ratios to achieve optimal efficacy.

CBD Oil-Infused Products

Global NV currently manufactures and intends to expand its CPG offerings under its CannaOil, Aethics and yet to be introduced brands resulting in an array of consumer products using CBD oil extracts, wax, distillate and isolate as infused ingredients. Wax products will be made for direct consumption, while distillate and isolate will be used to manufacture CBD products, including pills, tinctures, lozenges, beverages, creams, salves, and other consumer goods.

Overview – Vertically Integrated “Seed-to-Sale” Operations

Nursery

- *Target markets:* Global NV vertical, licensed cultivators, nurseries, distributors and manufacturers.
- Manufacture award-winning seeds and clones.
- Capacity to produce hundreds of thousands, and ultimately millions of seeds per month high in CBD.
- Develop new strains and acquire exclusive premium seed varieties from other seed banks.
- Resale seeds and clones to supply a dynamic consumer market.
- Compete in various future events with proprietary seeds and clones to build brand awareness.
- Enrich Global NV seed bank through exclusive licensing partnerships.

Cultivation

- *Target markets:* Global NV products, distributors, and manufacturers
- Cultivation of premium quality hemp using state of the art, high capacity vertically integrated Facilities.
- State of the art fertigation, irrigation, and pest management techniques.
- Access to large quantities of pharma grade and verified CBD rich genetics for research and testing purposes.

Extraction

- *Target markets:* Global NV products, vape and edible manufacturers, distributors, dispensaries and third-party cultivators.
- *Volatile manufacturing* – use of any solvent, such as ethanol, butane, pentane and propane extraction products, in the extraction process that produces flammable gas or vapor.
- *Non-volatile manufacturing* – use of any solvent, such as non-petroleum products like CO₂, that is not a volatile solvent.
- Produce CBD infused products, including edibles, topical products, drink products and vaporizers.
- Process Global NV inventory and third-party hemp biomass into oils, waxes, shatter, terpenes, distillates and finished products.

Distribution

- *Target markets:* Distribution of Global NV Products throughout the state of Colorado, US and internationally, third-party cultivators and CBD product manufacturers.
- Provide licensed distribution services to third-party producers that lack distribution licenses.
- Services include: transportation, processing, packaging, marketing and sales.

Cultivation

General Model

Global NV intends to use its Facilities and processes to produce top quality CBD products while maximizing input efficiency and minimizing waste and production costs. Global NV has integrated five (5) years of hemp breeding, cultivation and construction experience into its cultivation model. By using state of the art construction material and design plans, advanced nutrient delivery and organic pest management techniques at its Facilities, Global NV will maximize production and minimize inputs to achieve consistent bottom line success both for short and long-term growth.

Facility Design and Layout

The layouts of Facilities A and C are being streamlined to allow Global NV to maximize canopy growth while minimizing any wasted or unused space within the cultivation areas. Cultivation areas within each facility are designed to maximize growing area to meet the farm demand with enhancements such as multi-level propagation and moveable racking systems to minimize wasted space such as aisles.

Irrigation and Fertigation Techniques

Global NV uses a precision drip irrigation system to maximize water resources using only approved organic nutrients and industry leading water filtration and delivery techniques. Utilizing this drip irrigation method allows Global NV to save up to eighty percent (80%) of its water over traditional ditch or pivot irrigation. Global NV also uses its plant nutritional formulations with micronutrients and macronutrients to enhance plant growth.

Greenhouse System

Global NV currently has 10,916 square feet of Greenhouses, Facility A, and is in the process of adding 18,000 additional square feet with the completion of Facility C. These greenhouses use state of the art greenhouse systems on approximately 140 acres (Lots A-C), including fully climate controlled, mixed light, supplemental light, light deprivation systems. Global NV's greenhouse systems will allow it to produce high quality hemp starter plants December through June, and additional growing yield for harvest the rest of the year, while minimizing production costs by implementing SOPs related to energy usage.

Pest control

Global NV intends to use only organic substances for dealing with potential pests and pathogens with both preventative and remediation SOPs in place.

Organic Inputs

Although Global NV's indoor and greenhouse systems will be organic based systems, Global NV will utilize organic inputs, for both fertigation and pest control, when possible during all phases of the cultivation operations.

Manufacturing

Global NV presently manufactures its Products and fulfils its orders internally through its staff either in its current Facilities or through the use of a leased organic FDA registered facility. As additional more specialized and high-volume products are commercialized, such as the Aethics iV Products, Global NV will be transitioning such manufacturing to specialized co-packers holding the requisite licenses, approvals and designations while continuing to manufacture in its facilities certain other Products. Global NV also has built strategic relationships with other certified manufacturing facilities allowing for rapid response to increased volume demands or as a disaster recovery solution.

Distribution

Global NV products are currently sold through five (5) principal distribution channels: (i) Consumer Direct Sales; (ii) Distributors; (iii) Ecommerce; (iv) Key Commercial Accounts; and (v) the Affiliate Network. These distribution channels are tailored and designed to promote our Aethics, CannaOil, and private label brands currently and are being built in a scalable format to accommodate future products and brands as well. While principally focused today within the U.S., Global NV's distribution channels are also being negotiated and built to service the greater international markets. Global NV is currently working to finalize distribution into Ireland and the UK as well as eight other EU countries in addition to Australia and New Zealand. Asia and the Middle East are strategic objectives for 2019 leveraging existing connections and relationships through Global NV's strategic relationship with TargetPath.

Our sales strategy is focused on developing and expanding our presence in state and regional channels that align with our target consumer, including direct-to-consumer, ecommerce, natural grocer, natural supplement, pharmacy, spa, gym, sporting goods, travel and practitioner. In parallel, we will begin conversations with target mass retailers in the same categories. Now that the Farm Bill has been signed, we expect mass retailers to move quickly to offer CBD products. The sales team is progressing in discussions with large national spa and travel retail brands that will open new avenues for Global NV sales.

In order to reach a broad set of retailers most effectively, we will employ the assistance of distributors, brokers and sales representatives with established relationships in target sales verticals, both regionally and nationally. This will complement Global NV's internal and key accounts sales teams to enable reach into independent and large national retailers.

Global NV has developed a comprehensive merchandising and training program for retail partners to enable product sell-through. These programs will engage the consumer to properly educate on the benefits of CBD and the brand. Global NV will provide retailers fixtures, signage and displays; good-better-best positioning; and tester products. In-store and online training will ensure store managers and associates are highly knowledgeable on the brand and product with sell guides, collateral and related support materials.

Global NV will continue to develop its Aethics and CannaOil websites as vehicles for sales as well as marketing and education. We will develop superior content on our websites to maximize purchase activity and improve search engine results for our products. Global NV monthly subscription program provides customers a discount for scheduling recurring reorders. This program is expected to further increase already high returning customer rates.

International distribution is essential to Global NV's growth. Global NV will develop partnerships with distributors to expedite growth in these regions, along with relationships with companies that can assist navigating regulatory requirements and enable local manufacturing.

Research and Development

Global NV's growth plan ("**Growth Plan**") will include the allocation of resources to the expansion of its current business, the development of innovative products and technologies and its sales and distribution strategies.

More specifically, Global NV intends to borrow best practices from the pharmaceutical, commercial cultivation, consumer packaged goods and consumer products industries. It also plans to acquire technical expertise and experience from the pharmaceutical, agricultural and educational industries to develop new technologies and intellectual properties (see "*Part Two – Global NV - Description of Business of Global NV - Strategic Partnerships*").

Through its Growth Plan, Global NV plans to develop and maintain the foundational aspects of the business, while also focusing on innovation and expanding its line of products and technologies. As Global NV refines its vertical integration, it will devote further resources to horizontal integration through the strategic acquisition of other hemp and cannabis brands and intellectual property.

The Growth Plan also includes a sales and distribution component, wherein Global NV will allocate resources to develop advanced sales strategies, new products and additional quality control mechanisms. In doing so, Global NV intends to establish a professional sales team with extensive experience in the distribution and sale of nutraceutical products and fast-moving consumer goods in order to (i) maximize current account value, and (ii) open new accounts locally and in new regions.

Competition

According to the Brightfield Group, as of fall 2017, there were more than 200 hemp-derived CBD brands in the marketplace with leadership advantage varying by state. Top brands CW Hemp (Stanley Brothers Holdings) and PlusCBD Oil (CV Sciences) led the market with over twelve percent (12%) combined share, and the top 10 brands collectively comprise a twenty-two percent (22%) share. Stanley Brothers Holdings filed for IPO in Canada in June 2018. In 2017, Stanley Brothers posted sales of \$40,000,000, representing growth of 172% year-over-year and adjusted EBITDA of \$14,100,000. For 2018, Stanley Brothers project sales of \$65-80,000,000. CV Sciences is a public company that generated \$20,600,000 in revenue in 2017, growth of eighty-seven (87%) over 2016 and adjusted EBITDA of \$2,100,000.

Primary competitors in the CBD market include companies such as CWB (Charlotte's Web), CV Sciences (PlusCBD), Isodiol, Elixinol, and Mary's Nutritionals. Almost all companies in the fractured CBD market are focused on health wellness solutions. Aethics will differentiate by focusing the brand on sports wellness. This category – nutrition, healthy eating, fitness – is a multi-billion-dollar industry globally. Serious athletes down to fitness-focused consumers have a need for products that provide CBD's primary benefits – pain and inflammation relief, sleep aid, and anxiety reduction. Global NV further differentiates Aethics by offering a "*Seed-to-Sale*"

solution, meaning we will control the quality of the product from grow, to harvest, to processing, to manufacture, to sale. In an industry clouded by consumer confusion, suspect products and questionable marketing, Aethics will focus on developing a highly trusted brand.

There is potential that Global NV will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and production and marketing experience than Global NV.

Because of the early stage of the industry in which Global NV operates, Global NV expects to face additional competition from new entrants. If the number of users of medical and recreational marijuana in California increases, the demand for products will increase and Global NV expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products and pricing strategies.

To remain competitive, Global NV will require a continued high level of investment in its Facilities, products and technologies, distribution, research and development, marketing, sales and client support (see “*Part Two – Global NV - Description of the Business of Global NV – Strategic Partnerships*”; see “*Part Two – Global NV - Description of the Business of Global NV – Production Facilities*”; see “*Part Two – Global NV - Description of the Business of Global NV*”; see “*Part Two – Global NV - Description of the Business of Global NV – Cultivation*”; see “*Part Two – Global NV - Description of the Business of Global NV – Manufacturing*”; see “*Part Two – Global NV - Description of the Business of Global NV – Distribution*”; see “*Part Two – Global NV - Description of the Business of Global NV – Research and Development*”). Global NV may not have sufficient resources to maintain its Facilities, research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the resulting company.

Competitive Edge

The “*Seed-to-Sale*” vertical business model enables Global NV Corp. to maximize cost savings and retain margin at all levels of the cultivation through sales process. Many of our competitors got into the business by purchasing CBD in various formats or even having a manufacturer create a white label brand to sell on the open market. Many of those are realizing that as the consumers are educated about CBD and its benefits to the human body, they are seeing an increase in demand for a product in an industry that is still a green field concept. The supply chains and quality controls are not well established, and it is becoming increasingly difficult to place orders for quality or dependable CBD. Availability is especially dependent on the timing of those orders relative to the next harvest (the price of the commodity goes up as the supply is consumed before the next harvest). Many of those successful companies are trying to enter into the farming side of the business and finding facing significant barriers to entry in dealing with the technical aspects of farming hemp and the unique temperament of growing the cannabis plant in the outdoor conditions. Global NV started with the farming concept and has been working over the past four years creating proprietary processes and methods of farming with an eye toward scaling our operation to support the successful grow and harvest of the CBD molecule while preventing degradation of the potency. Many have experienced that the farming side of the business is not as easy as many might hope. Others that decide to not create the vertical business find themselves at the mercy of their supply chain and subject to changing and sometimes questionable quality, effectiveness and availability of the CBD flower or oil; not to mention the fact that price points are yet to stabilize as the industry is still in its infancy. Through our vertical integration we have secured the supply chain and have the ability to sell into the wholesale market as much or as little as we wish, and to process and manufacture the remaining hemp biomass into oil and/or finished product at the lowest possible cost.

Marketing Strategy

The marketing strategy plays an extremely important role in fulfilling the goals of Global NV. Global NV has invested considerable effort and resources in creating and developing a clear foundation for its brands, with cohesive messaging, packaging, and written and visual content. This foundation covers the full marketing mix – brand, website, PR, social, advertising, collateral, merchandising, and partners – and is being executed now with a focus on our sports wellness differentiation. Aethics, the connection of athletics and ethics, will be the focus of Global NV’s brand development efforts with the objective of creating the premium sports wellness brand in the CBD market. Global NV has hired a well-respected digital marketing firm to facilitate many of our marketing activities. Effective marketing programs will be essential to developing the Aethics brand awareness and driving sales growth. CBD Global is executing a multifaceted marketing strategy built on the follow pillars:

Influencers. We will build a stable of recognized athletes across various sporting categories that are admired by our target customers for their proven success in their chosen sport. These brand champions will be the face and voice of the Aethics brand. They will provide leadership and validation of the brand and assist in educating athletes on the benefits of Aethics CBD products. They will impact an audience of Aethics “hyper fans,” brand enthusiasts who are as much an extension of Global NV as they are customers. Brand enthusiasts are advocates for the brand, having an appreciation for sports wellness, and the Aethics brand and a desire to spread the word about both. They are active on social media and collectively extend the reach of the brand to a much broader audience in a more personal manner.

Public Relations

Global NV has retained a prominent national PR firm that will leverage sports, wellness, lifestyle and cannabis publications to create placement and exposure for the Aethics brand and products. Our brand story is founded on building awareness for CBD and its advancement of sports wellness, developing community around our Aethics brand champions, and our support of non-profit organizations that assist athletes in need.

ECommerce

Global NV promotes its e-commerce sales of the Aethics and CannaOil brands through directed and targeted channels. CannaOil is being strategically placed within the Amazon ecosystem tailoring these products to meet the demands of both the consumer and delivery channel while Aethics.com is designed to be transactional and educational resource consumers focused on active lifestyle and wellness. We are taking a phased approach that allows us to build our direct sales channel and communicate directly with our customers. The Coach’s Room pages of the site will be a destination for our customers to be educated on all things CBD with an emphasis on sports wellness. There will be an opportunity here for Aethics customers to communicate with one another and the Aethics team of CBD experts.

Experiential Events

We will have a presence via pop-up displays and “meet ups” at events where our target customers congregate. Venues will include professional, collegiate and recreational sporting and lifestyle events.

Advertising

Mainstream social media platforms have curtailed advertising on their services due to the association of CBD to marijuana. Thus, Global NV will instead focus its advertising on online and printed publications along with sports radio and podcasts. These vehicles not only provide important brand exposure, but serve to initiate CBD dialogue via radio and podcast hosts that amplify the Aethics message.

Social Media

Global NV leverages email campaigns and social media platforms to deliver promotional offers and brand news as well as solicit customer feedback and test emerging products. Through customer outreach and data collection we are able to learn about current trends and gain insight as to our customer’s buying habits helping us predict future trends. Personalized communications and content is aimed at maximizing email responsiveness and conversion to increased sales. We will also reach target customers via email blasts initiated by advertising partners as part of broader advertising and sponsorship packages.

Sales Strategy

We have developed a broad sales plan focused on rapidly developing our direct-to-consumer and online engagement with significant marketing support. We are focused on brick-and-mortar sales verticals where CBD products are actively sold today – online, natural grocers, naturopathic providers, independent sports wellness centers, hospitality, spas, medical providers, and dispensaries – while educating retailers not yet selling CBD products – such as sports stores, gyms and convenience stores – to recognize and trust the Aethics brand in advance of them choosing to begin selling CBD products. We have hired and will continue to hire, using Global NV proceeds, key sales personnel experienced with our prioritized target verticals. We are evaluating ways to sell our products on Amazon, which currently has a policy excluding the sale of CBD-branded products on its sites. We expect this

policy to be revised now that Federal approval of hemp-derived CBD sales has been received. In addition to these sales strategies we will deploy a Multi-level Marketing (“**MLM**”) strategy that will incorporate former professional players from leagues such as the NFL. Our first attempt to introduce this strategy dealt with one of the thirty-three (33) NFL Players Association Chapters (Denver Chapter) to “test the water”. From that one presentation we have over forty (40) former NFL Players that have expressed interest in selling our Aethics product in an MLM format.

Employees

As of the date of this Prospectus, Global NV engages approximately twenty (20) full-time or full-time equivalent employees and approximately fifty (50) contract or seasonal workers. For more information on Global NV’s operations team see above “*Global NV Operations Team*” and for more information on Global NV’s executive officers see “*Part Two – Global NV - Directors and Officers*”.

REGULATORY OVERVIEW

United States Regulatory Matters

General Overview

Note, the following overview is subject to and qualified by the more detailed descriptions in the following sections entitled “*United States Federal Regulation of Industrial Hemp*,” “*State Regulation Industrial Hemp*,” “*FDA Regulation*,” “*Future Uncertainty of Legal Status*,” and “*Global NV’s Regulatory Compliance Activities*.”

Global NV does not produce or sell medicinal or recreational marijuana or products derived therefrom. It sells Industrial Hemp-based CBD products. While such products come from the same plant genus and species, Industrial Hemp and marijuana are legally distinct and are generally regulated, respectively, by two separate overarching bodies of law: the 2014 Farm Bill and the Controlled Substances Act. Industrial Hemp, by legal definition, contains less than 0.3% THC on a dry weight basis, which is not a sufficient level to create a psychoactive effect like marijuana.

Consequently, Global NV’s products are not sold pursuant to the rules and regulations governing the cultivation, transportation and sale of medicinal or recreational marijuana. Global NV cultivates, processes, transports and sells its products pursuant to the 2014 Farm Bill and in accordance with applicable state and local laws. All Industrial Hemp produced and sold by Global NV constitutes Industrial Hemp under the 2014 Farm Bill, as well as the laws of the states in which it produces and sells such Industrial Hemp. If sold internationally, products are sold in accordance with the laws of the importing and exporting jurisdiction.

The 2014 Farm Bill allows Industrial Hemp to be cultivated under agricultural pilot programs conducted by state departments of agriculture and institutions of higher education. The Statement of Principles published by the USDA, the DEA and the FDA in 2016 confirms that state departments of agriculture, and persons licensed, registered, or otherwise authorized by them to conduct research under an agricultural pilot program in accordance with the 2014 Farm Bill, or persons employed by or under a production contract or lease with them to conduct such research, may grow or cultivate Industrial Hemp as part of the agricultural pilot program. In addition, in connection with a federal court settlement resulting from *Kentucky Dept. of Agriculture v. Drug Enforcement Administration*, No. 3:14-cv-372 (W.D.Ky. 2014) (“**2014 KDA Decision**”) the DEA has conceded that a fair reading permits cultivation by nominees. In that case, the DEA tried to block the importation of hemp seed for Kentucky’s pilot program and the Kentucky Department of Agriculture sued, asking for a temporary restraining order. The case was settled, and it was established that the Kentucky Department of Agriculture could contract out with private farmers to grow and cultivate the hemp crops. Global NV is registered with the Colorado Department of Agriculture (“**CDA**”) Hemp Registry Program to cultivate and process Industrial Hemp for market research and commercial purposes and takes the position that its activities fall within the definition of an “agricultural pilot program” pursuant to the 2014 Farm Bill.

The Omnibus Appropriations Law (as defined below) prohibits the federal government from using congressionally appropriated funds in contravention of the 2014 Farm Bill or to “prohibit the transportation, processing, sale, or use of Industrial Hemp, or seeds of such plant, grown or cultivated in accordance with the [Farm Bill] within or outside the State in which the Industrial Hemp is grown and cultivated.” The 2014 Farm Bill further authorizes the

cultivation of Industrial Hemp conducted in accordance with the 2014 Farm Bill, notwithstanding the Controlled Substances Act or any other federal law.

Global NV's activities related to the production, marketing and sale of its products comply with the 2014 Farm Bill. However, certain government agencies (such as the DEA and the FDA) and certain federal officials have challenged the scope of permissible commercial activity which may be conducted pursuant to state agricultural pilot programs. Some DEA representatives, for example, have stated they believe that producers of CBD-based products produce and sell their products in violation of the Controlled Substances Act and the Federal Food, Drug, and Cosmetic Act ("*FDCA*"). This matter is still in active discussion with the FDA and is unresolved as at the date of the Prospectus. While Global NV disagrees with both the position of the DEA and of the FDA, there is risk that either or both of these agencies could take law enforcement actions against Global NV.

Legal barriers applicable to selling hemp and hemp-derived CBD products result from a number of factors, including the fact that hemp and marijuana are both derived from the Cannabis plant, the rapidly changing patchwork of state laws governing hemp and hemp derived CBD, the position of some DEA representatives that CBD is a controlled substance, and the lack of FDA approval for CBD as a lawful food ingredient, food additive or dietary supplement. However, pursuant to the 2014 Farm Bill and the purported derivation of CBD from imported hemp stalk (a part of the cannabis plant exempted from the Controlled Substance Act's definition of marijuana), U.S. businesses are manufacturing and selling a wide array of hemp-derived CBD products in the U.S. and internationally. Stakeholders take different positions regarding the scope of legal activity in light of the interplay of federal and state law, and recent developments such as the proposed introduction of the HFA (described below), the September 30, 2017 decision of the World Anti-Doping Agency to drop CBD from its list of prohibited substances, the World Health Organization Expert Committee on Drug Dependence preliminary report finding that CBD is safe, well-tolerated and non-addictive,⁶ recent DEA directives that could be interpreted to permit the sale of hemp-derived CBD products, and recent statements made by DEA representatives to the effect that enforcement of hemp products is not a priority,⁷ may impact the legal status of Industrial Hemp going forward.

The foregoing is an abbreviated overview of Global NV's position on the legality of Global NV's operations in the United States. Additional background and a more thorough analysis of applicable U.S. and international regulatory regimes are set out in greater detail below. See "*Part Two – Global NV - Risk Factors of Global NV - Risks Related to the Regulatory Environment.*"

United States Federal Regulation of Industrial Hemp

Development of Current Regulatory Framework

In addition to customary regulations applicable to any commercial business, Global NV's operations are subject to state and federal regulation in respect of the cultivation of Industrial Hemp and the production, distribution and sale of products intended for human ingestion or topical application and, with respect to certain products, by animals.

Industrial Hemp is an agricultural commodity cultivated for use in the production of a wide range of products globally. Among others, hemp is used in the agriculture, textile, recycling, automotive, furniture, food and beverage, paper, construction materials and personal care industries.

Botanically, Industrial Hemp is categorized as *Cannabis sativa L.*, a subspecies of the cannabis genus. Numerous unique, chemical compounds are extractable from hemp, including THC and CBD. These cannabinoids are responsible for a range of potential psychological and physiological effects. Hemp is distinguishable from its cousin marijuana, which also comes from the *Cannabis sativa L.* subspecies, by its absence of more than trace amounts (less than 0.3%) of the psychoactive compound THC. Although international standards vary, other countries, such as Canada, have used the same THC potency standards to define Industrial Hemp.

Historically, the effects of federal tax rendered the domestic farming of hemp impractical. In addition, with the science of distinguishing hemp from marijuana undeveloped, and fearful of hemp as a psychoactive substance, states legally restricted growth and cultivation of the hemp plant. Subsequently, federal legislation scheduled all cannabis

⁶ World Health Organization Expert Committee on Drug Dependence, Cannabidiol (CBD) Pre-Review Report, November 10, 2017.

⁷ Bob Segall, "DEA: Feds won't arrest CBD oil users, neither should Indiana," WTHR.COM, <https://www.wthr.com/article/dea-feds-wont-amst-ebd-oil-users-neither-should-indiana> (Nov. 7, 2017).

grown in the United States as a controlled substance, and as a result, until the passage of the 2014 Farm Bill (discussed below), cultivating hemp for any purpose in the United States without a Schedule I registration with the DEA was illegal. The 2014 Farm Bill opened an approximately four-year window to allow Industrial Hemp to be cultivated within the context of an agricultural pilot program and where permitted by state law.

Put simply, the Cannabis plant is currently being regulated by the federal government as one (and potentially more) of the following: (i) marijuana as defined under the Controlled Substances Act⁸ and its derivatives as most commonly understood — a Schedule I controlled substance; (ii) parts of the Cannabis plant exempted from the Controlled Substances Act's definition of "marihuana" such as stalks and sterile seeds — which may be identified for lack of a better term as "non-cannabis" or the Controlled Substances Act exempt components of the Cannabis plant; and (iii) Industrial Hemp cultivated pursuant to, and in accordance with, the 2014 Farm Bill. Rather than distinguishing between "hemp" and "marijuana" based on the Controlled Substances Act's analysis of the part of the plant from which the product is derived, the 2014 Farm Bill distinguishes Industrial Hemp and marijuana on the basis of the concentration of THC. Any plant found to contain a higher concentration of THC than permitted by the 2014 Farm Bill is considered marijuana and a Schedule I substance not protected by the 2014 Farm Bill. Accordingly, a product derived from the Cannabis plant may only be classified as a Schedule I substance under the Controlled Substances Act to the extent that the product is derived from the parts of the Cannabis plant included in the statutory definition and/or which are not derived lawfully from Industrial Hemp grown under the 2014 Farm Bill. Hemp seeds or "hemp hearts" for example, have long been lawfully imported into the U.S. and legally sold in commerce due to the fact that the sterilized seeds are clearly exempt from the definition of marijuana under the Controlled Substances Act and therefore are not controlled substances.

However, the Controlled Substances Act exempt status of these components pre-dates, and is legally distinct from, any 2014 Farm Bill-related pre-emption. Therefore, whether CBD is a controlled substance largely depends on the part of the plant the CBD is derived from or whether it is grown pursuant to the 2014 Farm Bill. Where CBD is derived from marijuana, it is regulated as a controlled substance under the Controlled Substances Act. Where CBD is derived from Industrial Hemp lawfully cultivated in the U.S. or is derived from exempted parts of the cannabis plant which are lawfully imported, it is likely not a controlled substance. However, as discussed in more detail below, the DEA does not believe that CBD is generally derived from exempted parts of the Cannabis plant, creating risk for businesses selling imported CBD products derived from such exempted parts of the plant. See "*Part Two – Global NV – Risk Factors of Global NV - Risks Related to the Regulatory Environment.*"

HIA v. DEA II (2004 Decision)

In 2003, the DEA issued two final rules: one that expanded the Controlled Substances Act Schedule I listing of synthetic THC to include THC that is "naturally contained in a plant of the genus Cannabis (cannabis plant)," and a second that exempted hemp fiber, seed and oil products containing THC not intended for human consumption from control ("**2003 Rules**"). The collective result of the 2003 Rules was to classify all naturally-occurring THC intended for human consumption as a Schedule I controlled substance.

The Hemp Industries Association ("**HIA**") filed suit seeking to enjoin the DEA from enforcing the 2003 Rules with respect to non-psychoactive hemp or products containing non-psychoactive hemp ("**HIA v. DEA II**").⁹ In this case, the Court of Appeals considered whether an imported hemp seed product derived from the sterilized seed of the cannabis plant was a controlled substance.¹⁰ The Court noted that the Controlled Substances Act expressly exempts "the sterilized seed of such plant" and held that if a product is derived from the exempt part of the plant, and does not otherwise contain synthetic THC, it is not a controlled substance, and thus is not subject to the DEA's control.

⁸ Pursuant to the Controlled Substances Act, the term "marihuana" means all parts of the plant Cannabis sativa L., whether growing or not; the seeds thereof; the resin extracted from any part of such plant; and every compound, manufacture, salt, derivative, mixture, or preparation of such plant, its seeds or resin. Such term does not include the mature stalks of such plant, fiber produced from such stalks, oil or cake made from the seeds of such plant, any other compound, manufacture, salt, derivative, mixture, or preparation of such mature stalks (except the resin extracted therefrom), fiber, oil, or cake, or the sterilized seed of such plant which is incapable of germination.

⁹ *Hemp Industries Ass'n v. DEA*, 357 F.3d 1012, 1018 (9th Cir. 2004).

¹⁰ *Hemp Indus. Ass'n v. Drug Enf't Admin.*, 357 F.3d 1012 (9th Cir. 2004); see also *Hemp Indus. Ass'n v. Drug Enforcement Admin.*, 333 F.3d 1082 (9th Cir. 2003). Establishment of a New Drug Code for Marihuana Extract, 81 FR 90194-01; Drug Enforcement Administration, Diversion Control Division: Clarification of the New Drug Code (7350) for Marijuana Extract; https://www.deadiversion.usdoj.gov/schedules/marijuana/m_extract_7350.html.

As a result of the holding, the Court invalidated two regulations that would have banned the manufacture and sale of edible products made from hemp seed and hemp seed oil as substances controlled under the Controlled Substances Act. Never overturned, this holding is binding on the Ninth Circuit and persuasive as applied in other jurisdictions. The holding cites as its reasoning the clear congressional intent to exclude non-psychoactive portions of the cannabis plant (hemp) from regulation as evidenced plain language of the Controlled Substances Act and definition of “marihuana” in the Marijuana Tax Act of 1937, which expressly exempts the non-psychoactive portions of the plant from the definition of marijuana. Global NV does not currently import hemp or hemp products. Although Global NV does not currently rely on *HIA v. DEA II* in respect of the importation of hemp or hemp products, it does rely on the decision in regard to the court’s position on congressional intent and the application of that intent to Global NV’s own analysis and position regarding the regulatory regime applicable to Industrial Hemp and Global NV’s activities.

The 2014 Farm Bill

In 2014, Congress enacted the 2014 Farm Bill which provides for the domestic cultivation of Industrial Hemp as part of agricultural pilot programs adopted by individual states and research by institutions of higher education.¹¹ The 2014 Farm Bill provides, notwithstanding other federal laws such as the Controlled Substances Act, for the domestic cultivation of Industrial Hemp. Forty (40) U.S. states have implemented legislation pursuant to the 2014 Farm Bill.¹²

The various state Industrial Hemp programs have different requirements regarding the registration of cultivators and processors, the involvement of institutions of higher education and permissible commercialization.¹³ The 2014 Farm Bill gives significant discretion to states to adopt regulations governing hemp activity, but strictly defines hemp to include any part of the Cannabis plant, whether growing or not, with a delta-9 THC concentration of not more than 0.3% on a dry weight basis (*i.e.* Industrial Hemp). Any plant found to contain a higher concentration of THC than permitted by the 2014 Farm Bill is considered a Schedule I substance under the Controlled Substances Act (*i.e.* marijuana) and is not protected by the 2014 Farm Bill. Accordingly, a product derived from the Cannabis plant may only be classified as a Schedule I substance under the Controlled Substances Act to the extent that the product is derived from the parts of the Cannabis plant included in the statutory definition above and/or which are not derived lawfully from Industrial Hemp grown in accordance with the 2014 Farm Bill.

The 2014 Farm Bill’s provisions only permit the cultivation of Industrial Hemp by institutions of higher education or state departments of agriculture (and their designees such as Global NV) (i) for research purposes (which includes market research); (ii) as part of an “agricultural pilot program” or other agricultural or academic research; and (iii) where permitted by state law. Global NV is registered with the CDA Hemp Registry Program to cultivate and process Industrial Hemp for market research and commercial purposes and takes the position that its activities fall within the definition of an “agricultural pilot program” pursuant to the 2014 Farm Bill. In connection with the KDA Decision the DEA has conceded that a fair reading permits cultivation by nominees. In that case, the DEA tried to block the importation of hemp seed for Kentucky’s pilot program and the Kentucky Department of Agriculture sued, asking for a temporary restraining order. The case was settled, and it was established that the Kentucky Department of Agriculture could contract out with private farmers to grow and cultivate the hemp crops.

Permissible research activities under Section 7606(a)(1) of the 2014 Farm Bill include studies of the marketing of Industrial Hemp. For example, because hemp was criminalized for nearly a century, a critical element of state pilot programs is studying markets in which American farmers can profitably sell hemp products. Since state departments of agriculture are not in the business of selling products, they have contracted with and/or licensed private entities to sell products as part of these marketing studies. In these arrangements, these private businesses act on behalf of the state departments of agriculture to comply with the mandate of Section 7606(b)(1)(B)(i) of the 2014 Farm Bill. There is no requirement or practice under the 2014 Farm Bill for the Federal government to issue

¹¹ See <http://www.ncsl.org/research/health/state-medical-marijuana-laws.aspx>.

¹² Health and Wellness Versus Non-Health and Wellness Packaged Food and Beverages, Retail Sales 2002-2017; see <http://blog.euromonitor.com/2012/11/health-and-wellness-the-trillion-dollar-industry-in-2017-key-researchhighlights.html>, page 13.

¹³ *Ibid.*

specific licenses or approvals to states or any underlying pilot project participants, such authority flows directly from the 2014 Farm Bill itself.

In full, section 7606 states:

“(a) IN GENERAL — Notwithstanding the Controlled Substances Act (21 U.S.C. 801 et seq.), the Safe and Drug-Free Schools and Communities Act (20 U.S.C. 7101 et seq.), chapter 81 of title 41, United States Code, or any other Federal law, an institution of higher education (as defined in section 101 of the Higher Education Act 8 of 1965 (20 U.S.C. 1001)) or a State department of agriculture may grow or cultivate Industrial Hemp if —

- (1) the Industrial Hemp is grown or cultivated for purposes of research conducted under an agricultural pilot program or other agricultural or academic research; and
- (2) the growing or cultivating of Industrial Hemp is allowed under the laws of the State in which such institution of higher education or State department of agriculture is located and such research occurs.

(b) DEFINITIONS. — In this section:

(1) AGRICULTURAL PILOT PROGRAM. — The term “agricultural pilot program” means a pilot program to study the growth, cultivation, or marketing of Industrial Hemp —

(A) in States that permit the growth or cultivation of Industrial Hemp under the laws of the State; and

(B) in a manner that

- (i) ensures that only institutions of higher education and State departments of agriculture are used to grow or cultivate Industrial Hemp;
- (ii) requires that sites used for growing or cultivating Industrial Hemp in a State be certified by, and registered with, the State department of agriculture; and
- (iii) authorizes State departments of agriculture to promulgate regulations to carry out the pilot program in the States in accordance with the purposes of this section.”

Section 7606 does not explicitly state that private businesses, such as Global NV, may conduct commercial sales of Industrial Hemp or products derived therefrom. However, Global NV takes the position that its current and proposed activities nevertheless fall within the ambit of Section 7606(a)(1) on the basis that (i) permissible research activities under Section 7606(a)(1) includes cultivation for the purpose of research conducted under an agricultural pilot program; (ii) Section 7606(b)(1) provides that agricultural pilot programs include pilot programs to study the marketing of Industrial Hemp; (iii) Global NV has received the Licenses from the CDA to cultivate significant quantities of Industrial Hemp; and (iv) in connection with obtaining the Licenses Global NV has had involved discussions with the CDA and the CDA is aware Global NV is cultivating under the CDA license for the purpose of selling Industrial Hemp derived products.

Because hemp was criminalized for nearly a century, a critical element of state pilot programs is studying markets in which American farmers can profitably sell Industrial Hemp products. Global NV’s marketing and sales activities represent a very small portion of the estimated market for the hemp-derived CBD supplements category (US\$1.6 billion for 2021) and such market size estimates are ongoing and evolving. Since state departments of agriculture are not in the business of selling products, they have contracted with and/or licensed private entities to sell products as part of these marketing studies. Global NV’s interpretation of the 2014 Farm Bill is that, in such arrangements, private businesses act on behalf of the state departments of agriculture to comply with the mandate of Section 7606(b)(1)(B)(i) of the 2014 Farm Bill.

As stated above, because the language of Section 7606 does not explicitly state that private business, such as Global NV, may conduct commercial sales of Industrial Hemp or products derived therefrom, there is a risk that Global NV’s interpretation of Section 7606 is inaccurate or that it will be successfully challenged by federal or state authorities. While Global NV believes its interpretation is correct and that its activities fall within the ambit of the 2014 Farm Bill, a successful challenge to such position by the DEA, FDA or other state or federal authority could have a material adverse effect on Global NV, including a requirement to cease commercial activities. See “*Part Two – Global NV - Risk Factors of Global NV - Risks related to the Regulatory Environment.*”

Statement of Principles

Federal policy guidance issued by the USDA, the DEA and the FDA in 2016 (“**Statement of Principles**”) takes the position that (i) state departments of agriculture, and persons licensed, registered, or otherwise authorized by them to conduct research under an agricultural pilot program in accordance with the 2014 Farm Bill, or persons employed by

or under a production contract or lease with them to conduct such research, may grow or cultivate Industrial Hemp as part of the agricultural pilot program; (ii) for the purposes of marketing research by institutions of higher education or state departments of agriculture (including distribution of marketing materials), but not for the purpose of general commercial activity, Industrial Hemp products may be sold in a state with an agricultural pilot program or among states with agricultural pilot programs but may not be sold in states where such sale is prohibited; and (iii) Industrial Hemp plants and seeds may not be transported across state lines. In the Statement of Principles, the USDA, the DEA and the FDA confirm that the 2014 Farm Bill left open many questions regarding the continuing application of Federal drug control statutes to the growth, cultivation, manufacture, and distribution of Industrial Hemp products, as well as the extent to which growth by private parties and sale of Industrial Hemp products are permissible. Also, the Statement of Principles is silent as to what type or level of activities the USDA, the DEA and the FDA consider as constituting “general commercial activity” as referred to above. It is important to note that the Statement of Principles is merely federal agency guidance, not a matter of federal law. Indeed, the Statement of Principles explicitly states that it “does not establish any binding legal requirements.”

Global NV has taken the position that certain of the opinions of applicable federal agencies in the Statement of Principles regarding the scope of permissible marketing research (including commercial activities) and the transport of Industrial Hemp plants and seeds is not consistent with the 2014 Farm Bill or its intent. Global NV has taken the position that the 2014 Farm Bill allows its current and proposed commercial activity in conjunction with marketing research, and permits Industrial Hemp plants, seeds and hemp products to be transferred amongst states see “*Part Two – Global NV - Regulatory Overview - United States Federal Regulation of Industrial Hemp - The 2014 Farm Bill*” above. Global NV does not consider its activities to be “general commercial activity” within the meaning of the Statement of Principles as the applicable states have clearly been delegated the authority to conduct their pilot program activities at their discretion and Global NV and its contract cultivators have been granted the Licenses. The language of the 2014 Farm Bill does not contain any limitation as to the level of commercial activities and therefore leaves such determinations to the applicable state pilot program. Furthermore, Global NV’s current and proposed activities fall within the plain meaning of a pilot program as they represent (i) approximately 76 acres in 2017 (100 in 2018) out of an estimated 25,713 acres of hemp grown in 19 states (as at 2017); (ii) 1 out of an estimated 1,456 state hemp licenses issued; and (iii) less than five percent (5%) of the estimated hemp-derived CBD market as at 2021 (using Global NV’s 2017 sales), which overall market estimates are continuing to be conducted and evolve.¹⁴ Accordingly, Global NV has taken the position that if a CBD product is derived from Industrial Hemp cultivated within the framework established by the 2014 Farm Bill, per the DEA, USDA and FDA, the product could legally be sold commercially among states provided such products comply with the FDCA and other applicable law.

Ann Bartuska, Acting Under Secretary of the USDA, confirmed aspects of this interpretation in an August 25, 2017, letter to Russell Redding, Secretary of Pennsylvania’s Department of Agriculture, writing, “We think it is clear that section 7606 contemplated the sale and transport of Industrial Hemp for purposes of the pilot programs authorized by section 7606 under a limited set of circumstances; namely, those involving the study of Industrial Hemp marketing.” In addition, the KDA Decision contemplates the transport of seed across state lines. Furthermore, a bipartisan group of 29 congressional members submitted the Amicus Brief (as defined below) arguing the DEA’s stance is in contravention of the 2014 Farm Bill and other laws, and that the intent and plain meaning of the 2014 Farm Bill was to open Industrial Hemp to national commercial activity. See “*Part Two – Global NV - Regulatory Overview — United States Federal Regulation of Industrial Hemp — DEA Position.*”

Note, there are differing interpretations with respect to whether states must explicitly permit the sale of Industrial Hemp and hemp products in order to comply with the 2014 Farm Bill or the Statement of Principles. Global NV takes the position that such activities comply whether or not the state has an agricultural pilot project in place. Certain other stakeholders may take a narrower interpretation, namely that in the absence of explicit state approval or recognition and/or of an agricultural pilot program, such activities are prohibited. Similarly, some DEA spokespersons have taken the position that the interstate commercial sale of consumable CBD products is outside the scope of the 2014 Farm Bill.

The Omnibus Appropriations Law

A key reason why federal agencies have not taken enforcement actions against the sale of Industrial Hemp-derived products is Congress’ clear intent to prohibit agency interference with state agricultural pilot programs. In 2015,

¹⁴ http://votehemp.com/PR/2017-10-31_VoteHemp-releases2017-US-hemp-crop-report.html

Congress enacted the Consolidated and Further Continuing Appropriations Act, 2015,¹⁵ which contained provisions to block congressionally appropriated funds from being used to interfere with state implementation of the 2014 Farm Bill, stating that “none of the funds made available” to the U.S. Justice Department and DEA “may be used in contravention” of the 2014 Farm Bill.¹⁶ This provision was enacted, in part, in response to DEA enforcement actions, including actions to block seeds imported by some states in order to grow Industrial Hemp and in order to avoid similar DEA actions to stall full implementation of the 2014 Farm Bill.

Similar language was included in the Consolidated Appropriations Act, 2016.¹⁷ The Omnibus Appropriations Law further clarified that agencies including the DEA, are blocked from prohibiting the “transportation, processing, sale, or use of Industrial Hemp, or seeds of such plant, grown or cultivated in accordance with the [Farm Bill] within or outside the State in which the Industrial Hemp is grown and cultivated.”¹⁸ This language was carried into the Consolidated Appropriations Act, 2017¹⁹ and, importantly, provides significant federal protection to compliant hemp activity at the state level.

On March 23, 2018, the Consolidated Appropriations Act, 2018 became law after signature by President Trump. This bill reaffirmed the restrictions imposed by the prior consolidated appropriations acts of 2015, 2016 and 2017 and remains in effect until September 30, 2018, at which point some form of these protections are likely to be reauthorized. The Consolidated Appropriations Act, 2015, Consolidated Appropriations Act, 2016, Consolidated Appropriations Act, 2017, and Consolidated Appropriations Act, 2018, are collectively defined herein as the “**Omnibus Appropriations Law**.”

For purposes of both the 2014 Farm Bill and the Omnibus Appropriations Law, “industrial-hemp” includes any part of the plant *Cannabis sativa L.* having no more than 0.3% concentration of THC on a dry weight basis.

The Omnibus Appropriations Law has ensured the progress of state hemp programs, effectively protecting the transfer, the transport and — most critically — the sale of Industrial Hemp pursuant to the 2014 Farm Bill from federal interference. In addition, there is precedent that the Omnibus Appropriations Law provides significant protection against potential federal enforcement. In the *United States v McIntosh*,²⁰ the Ninth Circuit Court of Appeals ruled that the Omnibus Appropriations Law prohibiting the use of federal funds to intervene with the implementation of state medical marijuana laws barred a federal enforcement action against a state compliant business. Although this case is only controlling in the Ninth Circuit, it is evidence of the import of appropriations protections.

Both the Omnibus Appropriations Law and the 2014 Farm Bill are set to expire on September 30, 2018, unless reauthorized by Congress. However, given current political developments such as the introduction of the HFA, the recent inclusion of the HFA in the 2018 Farm Bill, the June 13, 2018 approval of the Senate version of the 2018 Farm Bill by the Senate Agriculture Committee by a 20-1 vote, the June 28, 2018 passage of the U.S. Senate’s version of 2018 Farm Bill by a margin of 86-11, the September 30, 2017 decision of the World Anti-Doping Agency to drop CBD from its list of prohibited substances, the November 2017 pronouncement by World Health Organization’s Expert Committee on Drug Dependence that CBD is generally well tolerated with a good safety profile, and there is no evidence of recreational use of CBD or any public health related problems associated with the use of pure CBD²¹, and the increasing number of states choosing to regulate the production of hemp and CBD, Global NV believes adoption of permanent hemp legalization in the form of the HFA or reauthorization or extension of the 2014 Farm Bill or passage of a consolidated 2018 Farm Bill is likely.

DEA Position

In addition to the federal government’s guidance with respect to the scope of permissible activity under the 2014 Farm Bill, DEA regulation specific to CBD and other cannabinoids informs the legality of Global NV’s operations. Notwithstanding the Ninth Circuit’s holding in *HIA v DEA II*, which, as discussed above, invalidated previous final

¹⁵ P.L. 113-235.

¹⁶ P.L. 113-235, Division B, §539.

¹⁷ P.L. 114-113.

¹⁸ P.L. 114-113, Division A, §763.

¹⁹ P.L. 115-31, Division A, §537.

²⁰ 833 F.3d 1163, 1168 (9th Cir. 2016).

²¹ J. White, D. Poovendran, and S. Kershaw, ‘*Cannabidiol (CBD) Pre-review Report, Agenda Item 5.2*’, World Health Organization Expert Committee on Drug Dependence, Thirty-ninth Meeting, Geneva, 6-10 November 2017, p.5.

rules promulgated by the DEA in the early 2000s, the DEA subsequently published a regulation in 2016 (“**2016 Final Rule**”) also referred to as the “Marihuana Extract Rule,” which states that all extracts from the cannabis plant are Schedule I controlled substances, regardless of which part of the cannabis plant the extracts are derived from. Although the DEA subsequently issued a clarification to the 2016 Final Rule, explaining that the 2016 Final Rule includes only extracts that fall within the Controlled Substances Act definition of marijuana, and does not include materials excluded from the Controlled Substances Act definition of marijuana, it makes clear that the DEA does not believe CBD can be derived in commercially viable amounts from the parts of the plant exempted from Controlled Substances Act control, noting that the cannabinoids are concentrated in the flower and that CBD present in stalk is generally due to the presence of resin. As defined above, according to the DEA, resin from any part of the plant is clearly included in the Controlled Substances Act definition of “marijuana.”

This position is again emphasized in a 2018 Ninth Circuit Court of Appeals case of *Hemp Industries Association, et al., Petitioners, v. Drug Enforcement Administration, et al., Respondents*, Nos. 03-71336; 03-71603, 2017 WL 10721879 (C.A.9) (“**HIA v. DEA III**”). In this case, HIA and other industry petitioners filed a Petition for Review seeking to block the implementation of the DEA’s 2016 Final Rule on marihuana extracts, in part, claiming that the 2016 Final Rule conflicted with the 2014 Farm Bill. In response to the case, a bipartisan group of 29 congressional members submitted an amicus brief (“**Amicus Brief**”) arguing the DEA’s stance is in contravention of the 2014 Farm Bill and other laws, and that the intent and plain meaning of the 2014 Farm Bill was to open Industrial Hemp to national commercial activity. On April 30, 2018, the Ninth Circuit Court of Appeals denied the HIA’s appeal of the 2016 Final Rule based on procedural grounds, but importantly confirmed that the 2014 Farm Bill adequately acknowledges the conflict and preempts the Controlled Substances Act, confirming that the 2016 Final Rule does not apply to Industrial Hemp grown lawfully under the 2014 Farm Bill. Therefore, to the extent products are derived lawfully pursuant to the 2014 Farm Bill, Global NV believes they are pre-empted from Controlled Substances Act control.

On May 22, 2018, the DEA issued an internal directive to its agents concerning the legality of hemp and hemp-derived products. The key language stating:

“Products and materials that are made from the cannabis plant and which fall outside the CSA [Controlled Substances Act] definition of marijuana (such as sterilized seeds, oil or cake made from the seeds, and mature stalks) are not controlled under the CSA [Controlled Substances Act]. Such products may accordingly be sold and otherwise distributed throughout the United States without restriction under the CSA [Controlled Substances Act] or its implementing regulations. The mere presence of cannabinoids is not itself dispositive as to whether a substance is within the scope of the CSA [Controlled Substances Act]; the dispositive question is whether the substance falls within the CSA [Controlled Substances Act] definition of marijuana.”

Further, they clarified the controversial “marijuana extract” rule:

“This directive does not address or alter DEA’s previous statements regarding the drug code for marijuana extract and regarding resin. See *Establishment of a New Drug Code for Marihuana Extract*, 81 Fed. Reg. 90194 (Dec. 14, 2016); *Clarification of the New Drug Code (7350) for Marijuana Extract*. As DEA has previously explained, the drug code for marijuana extract extends no further than the Controlled Substances Act does, and it thus does not apply to materials outside the Controlled Substances Act definition of marijuana.”

To be clear, the DEA believes that it has no enforcement authority over hemp or hemp products that are excluded from the Controlled Substances Act. This may include any product derived from hemp grown as part of a 2014 Farm Bill-authorized pilot program, which the 2014 Farm Bill explicitly includes “notwithstanding” the Controlled Substances Act. (The Ninth Circuit Court of Appeals stated the 2014 Farm Bill “contemplates potential conflict between the Controlled Substances Act and preempts it.”)

Of course, the DEA did not specifically articulate this exception. As discussed elsewhere, the scope of permitted activity under the 2014 Farm Bill is still the subject of debate, and proposed federal legislation may clarify the scope of permissible activity.

Further, despite the DEA’s concession that it maintains no jurisdiction with regard to 2014 Farm Bill activities, there remains concern over the extent to which other federal, state and local agencies defer to the DEA’s earlier, negative rhetoric towards the 2014 Farm Bill in the Statement of Principles, thereby causing adverse impacts against those acting pursuant to the 2014 Farm Bill including limited, misguided enforcement by state and local authorities that

are confused by DEA's conflicting interpretations of, and misrepresentations of the congressional intent behind, the 2014 Farm Bill's hemp amendment.

The Hemp Farming Act of 2018

On April 12, 2018, U.S. Senate Majority Leader Mitch McConnell (R-KY) introduced the HFA, which would permanently legalize hemp, removing it from the purview of the Controlled Substances Act, and classifying it as an agricultural commodity. He was joined as an initial co-sponsor by U.S. Senator Ron Wyden (D-OR). Since the introduction, more than two dozen Senators have joined as co-sponsors, a bi-partisan array that includes U.S. Senate Minority Leader Chuck Schumer. The HFA was included in its entirety in the Senate version of the 2018 Farm Bill, which was approved by a 20-1 vote in favor by the Senate Agriculture Committee on June 13, 2018. The Senate version of the 2018 Farm Bill was passed on June 28, 2018 by a margin of 86-11. An effort by U.S. Senator Charles Grassley (R-IA) to offer an amendment that would have explicitly excepted hemp extracts like CBD from the Controlled Substances Act exemption was debated and was so unpopular that it was not formally considered. On July 18, 2018, Speaker Paul Ryan and Minority Leader Nancy Pelosi named the Members of the U.S. House of Representatives who will participate in the 2018 Farm Bill Conference committee, which committee includes U.S. Congressmen James Comer (R-KY).

On April 12, 2018, U.S. Congressmen James Comer (R-KY) and Jared Polis (D-CO) introduced a companion bill, H.R. 5485, in the House of Representatives, sharing the same mission and language as the HFA. However, this language is not in the version passed by the House of Representatives. In July 2018, House and Senate leaders appointed members to the joint House/Senate conference committee to resolve the differences between the two versions of the 2018 Farm Bill. The House named 47 conferees, including Congressman James Comer (R-KY), who previously introduced the Hemp Farming Act House companion bill. The Senate named nine members, including U.S. Senate Majority Leader Mitch McConnell, to the conference committee.

This legislation, if passed, would:

- remove hemp (all parts of the Cannabis plant with a concentration of not more than 0.3% THC) from the purview of the Controlled Substances Act. The bill is more expansive than the 2014 Farm Bill in that it specifically de-schedules all derivatives, extracts, cannabinoids and seeds of hemp as long as those portions of the plant remain below the THC threshold. This means that popular hemp food products like hemp-derived CBD would be considered agricultural commodities rather than controlled substances;
- allow U.S. states (and Native American Tribes) to regulate hemp growth and cultivation in their jurisdictions, building off of the 2014 Farm Bill pilot programs. The states would submit a regulatory plan to the USDA, which plan must demonstrate policies to pinpoint locations of hemp production, to test for THC, and to destroy uncompliant plants. Many states have already developed compliant regulatory structures for their pilot programs which Global NV believes can be easily transitioned for these purposes;
- make hemp research eligible for competitive grant funding at USDA. Moreover, crop insurance would be made available for hemp farmers; and
- clarify that nothing in the proposed Hemp Farming Act would authorize interference with the interstate transportation or commerce of hemp or hemp products.

As at the date of this Prospectus Global NV is not aware of any other material developments in respect of the above legislative processes.

FDA Approval of Epidiolex

On June 25, 2018, the FDA issued to GW Pharmaceuticals plc its approval for Epidiolex, the first Cannabis derived prescription medicine to be available in the U.S. The active ingredient in Epidiolex is CBD. It is possible that this approval (which acknowledges the medical efficacy of CBD), in addition to an FDA solicitation of public comments on Cannabis safety and medical efficacy and other factors discussed herein, may initiate a rescheduling of marijuana or marijuana derivatives pursuant to the Controlled Substances Act.

State Regulation of Industrial Hemp

At present, Global NV primarily sources from its own Colorado crops and supplementary from proprietary operations and contract suppliers located in Colorado, Montana and Oregon that are in compliance with state and federal regulations. Global NV is not aware of any variations in production limits around Industrial Hemp production permitted by the laws of states in which it cultivates Industrial Hemp products as compared to permissions under the 2014 Farm Bill. However, Global NV is aware of variations in certain states' definition of

Industrial Hemp as compared with the definition of Industrial Hemp in the 2014 Farm Bill. All Industrial Hemp produced and sold by Global NV constitutes Industrial Hemp under the 2014 Farm Bill, as well as the laws of the states in which it produces and sells such Industrial Hemp.

The DEA has made public statements suggesting that CBD remains a controlled substance, and that the retail sale as such would be prohibited. Global NV strongly disagrees with this conclusion but understands that there remains the risk of federal law enforcement action against it. There is also a risk that state law enforcement officials may read the statutes as a whole differently and that such interpretations may change (both favorably and unfavorably) over time.

The fifty (50) U.S. states have fifty (50) different laws (or lack thereof) when it comes to this subject. Global NV has reviewed the laws of all fifty states and has identified no state statutory language which explicitly prohibits the retail sale of hemp-derived CBD. Kentucky, Tennessee, Indiana, Missouri and Colorado have passed laws that explicitly exempt hemp extracts such as CBD from legal prohibitions normally incurred by controlled substances such as marijuana. It is Global NV's position that where state law is silent on the subject of hemp-derived CBD's legality, federal law provides protection, particularly in those states that have adopted model legislation that explicitly exempt from control those products and substances that are exempted by federal law. Florida, Georgia and Nebraska have passed laws that explicitly permit the sale of CBD for limited medical purposes but are silent about their retail sale (and often do not make the distinction between CBD derived from hemp or marijuana). Approximately eighty-five percent (85%) of Global NV's 2017 revenues were from states where state law is silent on the subject of hemp-derived CBD's legality.

Most states have no laws that mention the word "cannabidiol" and/or do not distinguish between CBD that is derived from hemp or marijuana. Many of these states, however, feature statutory language coming from a model state-controlled substances act that offers a broad exemption from control to products or compounds that are exempted under federal law. Since Global NV's products are exempted from the Controlled Substances Act by the 2014 Farm Bill, it is Global NV's position that such state laws would exempt them as well.

The treatment of the legality of hemp-derived CBD products by state and local law enforcement authorities is broadly disparate. These products have been sold at retail and online in all fifty states for many years, and law enforcement actions have been highly infrequent and, in some cases, discontinued after initial enforcement actions. For example, in Tennessee — which features strong laws permitting the sale of hemp extracts — a local district attorney raided dozens of local CBD-selling stores, padlocked their doors and arrested the owners for marijuana distribution. The charges were ultimately dismissed. In Texas, a health agency issued draft guidance that would have prohibited the retail sale of hemp-derived CBD, and after a comment period which featured nearly unanimous opposition, decided not to issue any guidance. In May 2018, shortly after expansion of its pilot program, the Wisconsin Statewide Intelligence Center issued a report stating that the sale and possession of CBD was illegal as a matter of state and federal law and suggested that store owners and purchasers could be subject to arrest. A week later, Wisconsin Attorney General Brad Schimel issued guidance confirming that conclusion. Days after that, the attorney general for Wisconsin reversed course. After meeting with key stakeholders, Mr. Schimel announced that Wisconsin's pilot program allows Wisconsin farmers to grow and sell Industrial Hemp, as long as they obtain a permit and abide by state requirements, and that products made from Industrial Hemp, including CBD, are lawful. Mr. Schimel also issued new rules clarifying that hemp-derived CBD was lawful. Since the attorney general's announcements, two local prosecutors issued contradictory opinions. The Racine County district attorney soon reversed its position after communicating with the attorney general, and the Walworth County district attorney is currently receiving numerous stakeholder complaints.

In California, a state public health agency recently declared that hemp-derived CBD could not be sold at retail locations, while permitting the sale of marijuana-derived CBD in dispensaries and staying silent in regard to online/mail-order sales.

Accordingly, the sale of CBD at the retail level in most U.S. states remains a gray area of the law. Global NV has chosen to sell its products in all fifty states, understanding that there is a risk of state or local law enforcement action, see "*Part Two – Global NV - Risk Factors of Global NV - Risks Related to the Regulatory Environment.*"

Global NV has no knowledge about or control over which states its products may transit through once delivered to the applicable carrier Regulations with respect to the treatment of Industrial Hemp vary from state to state and continue to evolve. The regulations of the particular states most impactful to Global NV's business are described below.

Colorado is the only jurisdiction in which Global NV directly cultivates Industrial Hemp. Global NV, through SP, has obtained from the Colorado Department of Agriculture Industrial Hemp Registration pursuant to the Colorado Hemp Act to grow and cultivate Commercial Industrial Hemp: (i) Indoors in or about the 10,916 square feet of Facility A; and (ii) Outdoors on or about the 175 acres of Lots A-C. The foregoing license or registration is in respect of cultivation only as a license from the state of Colorado is not required for the subsequent sale of its products.

Colorado

The bulk of Global NV's operations are based in Colorado as a result of the state's legalization of Industrial Hemp and mature regulatory program.

Passed in 2012, Amendment 64 to the Colorado Constitution directed the General Assembly to enact legislation governing the cultivation, processing and sale of Industrial Hemp by July 1, 2014.²² In 2013, responsibility for establishing regulations pertaining to the cultivation of Industrial Hemp, including registration and inspection, was delegated to the CDA.²³ The CDA adopted rules and regulations that set forth requirements for registration, inspection, and testing.²⁴ Registration requirements include but are not limited to: disclosing the name and address of the entity that will hold the registration, and the name of each officer, director, member, partner or owner of at least ten percent (10%) of the entity and any other person who has managing or controlling authority over the entity; providing the CDA with GPS coordinates and a map of the land area where the Industrial Hemp will be cultivated; listing the intended use of harvested Industrial Hemp materials; and payment of a non-refundable fee.²⁵ All registrants are subject to routine inspection and sampling by the CDA to verify that the THC concentration of the plants being cultivated does not exceed 0.3% on a dry weight basis, and to ensure registrants are complying with applicable reporting requirements.²⁶ Reporting requirements include a pre-planting report detailing the varieties to be planted, a planting report specifying the exact land areas where planting occurred, and a harvest report documenting the size of the harvest and the anticipated harvest date.²⁷

After the passage of the 2014 Farm Bill, the Colorado legislature passed the Colorado Industrial Hemp Regulatory Program Act establishing the Colorado Industrial Hemp Regulatory Program.²⁸ The Colorado Industrial Hemp Regulatory Program Act expressly authorizes two distinct categories of Industrial Hemp cultivation registration to be issued and administered by the CDA: (i) R&D; and (ii) commercial. "Research and Development" is defined as the "cultivation of Industrial Hemp by an institution of higher education under the pilot program administered by the CDA for purposes of agricultural or academic research in the development of growing Industrial Hemp."²⁹ In comparison, "Commercial" is defined as "the growth of Industrial Hemp, for any purpose including engaging in commerce, market development and market research, by any person or legal entity other than an institution of higher education or under a pilot program administered by the CDA for purposes of agricultural or academic research in the development of growing Industrial Hemp."³⁰

Global NV believes that cultivation registrations for R&D purposes that operate in compliance with CDA rules and regulations comply with the conditions of the 2014 Farm Bill, and cultivation registrations for commercial purposes operating in compliance with CDA rules and regulations comply with the 2014 Farm Bill.

Finally, on May 30, 2018, the governor of Colorado signed House Bill 18-1295 into law. This legislation modifies the Colorado Food and Drug Act to establish that food, cosmetics, drugs, and devices, as those terms are defined in the act, are not adulterated or misbranded by virtue of containing Industrial Hemp. This law codified a policy established in 2017 by the Colorado Department of Health and Environment ("**CDPHE**") that allowed for the production and sale of food products containing Industrial Hemp, so long as certain express conditions were satisfied. Under applicable legislation, food products containing Industrial Hemp must be produced by a wholesale

²² Colo. Const. art. XVIII, § 16

²³ Colorado Senate Bill 13-241.

²⁴ 8 CCR 1203-23.

²⁵ Id.

²⁶ Id.

²⁷ Id.

²⁸ See C.R.S. §§35-61-101, et seq.

²⁹ 8 CCR §1203-23(1.12).

³⁰ 8 CCR §1203-23(1.3).

food manufacturing facility that has registered with the CDPHE, and the finished product must contain a delta-9 THC concentration of no more than three-tenths of one percent (0.3%).

Oregon

Oregon's Industrial Hemp laws are also evolving. Industrial Hemp extracts and CBD are referred to or defined in Oregon's Industrial Hemp statutes and the state's hemp regulations,³¹ pursuant to which an "Industrial Hemp commodities or product" includes CBD and other compounds derived from hemp.³² Further, all cannabinoid products from hemp must be tested for their THC and CBD content and microbiological contaminants.³³ Only a grower registered with Oregon Department of Agriculture ("**ODA**") may produce Industrial Hemp, and only a handler registered with the ODA may process Industrial Hemp. A separate registration is required to handle Industrial Hemp seed. There are further restrictions on who an Industrial Hemp registrant can sell to³⁴ and Global NV's packaged goods must comply with Oregon's THC, CBD and microbiological testing requirements.

While Global NV itself is not registered in Oregon, it does take steps to ensure the Oregon-based suppliers with which it contracts are appropriately registered with the ODA, including requiring suppliers to represent and warrant such compliance in writing and obtaining a copy of the applicable License issued to such supplier.

FDA Regulation

The governing food and drug law in the United States is the Federal Food, Drug, and Cosmetic Act (*i.e.* the FDCA). The purpose of the FDCA is to forbid the movement in interstate commerce of adulterated and misbranded food, drugs, devices and cosmetics.³⁵ The FDA is charged with protecting the integrity of the U.S. food supply and its cosmetic products, as well as monitoring the safety and efficacy of drugs, biological products, and almost any compound intended for human or animal consumption, among other areas.³⁶ To date, the FDA has not approved marijuana, CBD, and other individual cannabinoids as drugs, nor has the FDA deemed any marijuana, CBD, or other individual cannabinoids permissible for use in dietary supplements, as dietary ingredients or as safe for use in food. This creates additional barriers to lawfully selling cannabinoid and cannabinoid-based products in the U.S.

The Dietary Supplement Health and Education Act ("**DSHEA**"), an amendment to the federal FDCA, established a framework governing the composition, safety, labeling, manufacturing and marketing of dietary supplements in the United States. Generally, under DSHEA, dietary ingredients marketed in the United States prior to October 15, 1994 may be used in dietary supplements without notifying the FDA. "New" dietary ingredients (*i.e.* dietary ingredients "not marketed in the United States before October 15, 1994") must be the subject of a new dietary ingredient notification submitted to the FDA unless the ingredient has been "present in the food supply as an article used for food" without being "chemically altered." Any new dietary ingredient notification must provide the FDA with evidence of a "history of use or other evidence of safety" establishing that use of the dietary ingredient "will reasonably be expected to be safe."

The FDA has taken the position that CBD cannot be marketed in a dietary supplement because it has been the subject of investigation as a new drug (such restrictions referred to as "**IND Preclusion**"). There is evidence that GW Pharmaceuticals plc received authorization for its investigation as a new drug ("**IND**") related to CBD in 2006. Excluded from the DSHEA definition of a dietary supplement is: "an article authorized for investigation as a new drug, antibiotic, or biological for which substantial clinical investigations have been instituted and for which the existence of such investigations has been made public, which was not before such approval, certification, licensing, or authorization marketed as a dietary supplement or as a food unless the Secretary, in the Secretary's discretion, has issued a regulation, after notice and comment, finding that the article would be lawful under this Act." It is the FDA's interpretation of the IND Preclusion that the preclusion date is the date in which it authorized the drug for investigation; however, Global NV believes there are significant arguments against this position in that all conditions of the statute must be met before the IND Preclusion applies, including (1) authorization for investigation

³¹ See *Oregon Revised Statutes* § 571.300 et seq.; Oregon Administrative Rules § 603-048-0010 et seq.

³² OAR § 603-048-0010 (11)(a).

³³ Id. at § 603-048-2320, 603-048-2340.

³⁴ OAR § 603-048-0100.

³⁵ Ky. Rev. Stat. §§ 260.850-.858

³⁶ U.S. Food and Drug Administration, Mission Statement:

<http://www.fda.gov/downloads/aboutfda/reportsmanualsforms/reports/budgetreports/ucm298331.pdf>

as a new drug; (2) substantial clinical investigations must be instituted; (3) such substantial investigations must be made public; and (4) all of the above must occur prior to the marketing of the article as a food or dietary supplement. As discussed below, the FDA takes the position that CBD was not marketed in a food or dietary supplement prior to all of the conditions for the IND Preclusion rendering effective. Global NV disagrees with this position and further believes that its products were old in interstate commerce prior to the publication of substantial clinical investigations. Thus, Global NV takes the position that the IND Preclusion does not apply. As of the date of this Prospectus, Global NV has not, and does not intend to file an investigational drug application with the FDA, concerning any of its products that contain CBD derived from Industrial Hemp.

The FDCA similarly does not recognize CBD as safe for use in food products, stating that a substance added to food is unsafe unless the substance is Generally Recognized as Safe (“**GRAS**”). The FDA has declined to recognize CBD as GRAS for human consumption, although certain hemp seed oils may be considered GRAS.^{37,38} Further research is needed to determine if other cannabinoids would be considered GRAS or what steps would be necessary for them to be recognized as GRAS. In the meantime, stakeholders are collecting data to pursue a GRAS determination for CBD. Enforcement of this prohibition has been sporadic at best, with CBD products being sold across the nation with FDA enforcement generally limited to products making unlawful drug or health claims. But such sales of consumable CBD products, even if compliant with the Controlled Substances Act, would not be legal pursuant to the FDCA. While GW Pharmaceuticals plc is currently seeking FDA approval for a Cannabis based pharmaceutical product, as of the date hereof the FDA has not approved Cannabis, marijuana or CBD as a safe and effective drug for any indication. Global NV’s products containing CBD derived from Industrial Hemp are not marketed or sold using claims that their use is safe and effective treatment for disease conditions pursuant to the FDCA.

Despite any position taken by the FDA, Global NV believes there is substantial uncertainty and different interpretations among state and federal regulatory agencies, legislators, academics and businesses as to whether cannabinoids were present in the food supply and marketed prior to October 15, 1994 or whether such inclusion of cannabinoids is otherwise approved by the FDA as dietary ingredients, notwithstanding that Cannabis and the cannabinoids contained therein have been therapeutically used and consumed as food by human beings for centuries even if not specifically labeled as CBD or other cannabinoids. In addition, Global NV believes there is substantial uncertainty and different interpretations as to whether cannabinoids are by definition an impermissible adulterant due to Cannabis being a controlled substance under the Controlled Substances Act. As a result, Global NV believes the federal legality regarding the distribution and sale of hemp-based products intended for human consumption or cosmetic use must be considered on a case-by-case basis and that the uncertainties cannot be resolved without further federal legislation, regulation or a definitive judicial interpretation of existing legislation and rules. A determination that hemp products containing cannabinoids were not present in the food supply, marketed prior to October 15, 1994, are not otherwise permissible for use as a dietary ingredient or are adulterants, may have a materially adverse effect upon Global NV and its business. Moreover, if the FDA were to enforce the IND Preclusion based on its interpretation of the legislation, this would have a materially adverse effect upon Global NV and its business. See “*Part Two – Global NV - Risk Factors of Global NV - Risks Related to the Regulatory Environment.*”

Hemp derived products may be legally sold and marketed in the United States where they contain hemp lawfully imported from another country or cultivated pursuant to a state agricultural pilot program, provided the product complies with the FDCA and applicable state and federal law. Textiles, fibers, and certain food and cosmetic products containing hemp seed and hemp seed oils can be lawfully sold in compliance with federal law.

Products containing CBD, however, may only be legal to the extent they are lawfully sourced, sold in a state where state law does not prohibit such sale and where they are compliant with the FDCA. Compliance with the FDCA may prove difficult for most CBD products, while other hemp-based products such as hemp seed, hemp seed oils and certain non-consumable products may be able to achieve compliance with FDCA more easily. Regardless of the legality of any CBD product, risk is inherent in any commercial CBD business since the DEA currently takes the position that CBD is regulated as a Schedule I controlled substance, although pending legislation or the pending approval of the first cannabis-based pharmaceutical drug and case law may impact the DEA’s position.

³⁷ 21 CFR § 170.30(b), (c), 170.3(f).

³⁸ 21 CFR § 1308.35 (a)(2). The DEA’s final rule on legal hemp materials and products specifically excludes materials used for human consumption.

Except as described above and elsewhere in this Prospectus, Global NV is in compliance with applicable law and has not received any citations or notices of violation which may have an impact on Global NV's Licenses, business activities or operations.

Ability to Access Public and Private Capital and Banking Services

Global NV currently holds a bank account with a regional U.S. institution. Global NV through its operating subsidiaries and affiliates also currently has a payment processing agreement in place providing for online/credit card payments in connection with its e-commerce sales. Global NV has historically, and continues to have, access to equity and debt financing from the Prospectus exempt (private placement) markets in Canada and the United States. Global NV's executive team and Board also have relationships with sources of private capital which Global NV could investigate. Global NV has not attempted to obtain bank financing in the U.S. and has not attempted to access the public capital markets prior to this Prospectus. Global NV anticipates that funding sources may be available pursuant to private and public offerings of equity and/or debt and bank lending. In addition, from time to time, Global NV may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may increase Global NV's debt levels above industry standards, or through the issuance of shares which will be dilutive to the current shareholders. However, if equity and/or debt financing was not available in the public capital markets in Canada or the United States, then Global NV expects that it would have access to raise equity and/or debt financing privately. Commercial banks, private equity firms and venture capital firms have approached the Cannabis industry cautiously to date. However, there have been an increasing number of meaningful investments from both the private and the public capital markets in companies and projects similar to Global NV's business. Although there has been an increase in the amount of financing available to companies in the Cannabis industry over the last several years, there is neither a broad nor deep pool of institutional capital that is available to Cannabis industry participants. There can be no assurance that additional financing, if raised privately or publicly, will be available to Global NV when needed or on terms which are acceptable. Global NV's inability to raise financing to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability. See "*Part Two – Global NV - Risk Factors of Global NV - Risks Related to the Regulatory Environment.*"

Future Uncertainty of Legal Status

There remain a number of considerations and uncertainties regarding the cultivation, sourcing, production and distribution of Industrial Hemp and products containing hemp derivatives. Applicable laws and regulations remain subject to change as there are different interpretations among federal, state and local regulatory agencies, legislators, academics and businesses with respect to the treatment of the importation of derivatives from exempted portions of the Cannabis plant and the scope of operation of 2014 Farm Bill-compliant hemp programs relative to the Controlled Substances Act and the emerging regulation of cannabinoids. These different federal, state and local agency interpretations, as discussed above, touch on the regulation of cannabinoids by the DEA and/or the FDA and the extent to which imported derivatives, and/or 2014 Farm Bill-compliant cultivators and processors may engage in interstate commerce, whether under federal and/or state law. **The uncertainties likely cannot be resolved without further federal and state legislation, regulation or a definitive judicial interpretation of existing legislation and rules.**

Numerous states are adopting laws governing Industrial Hemp and CBD. For example, at the state level, on March 21, 2018, Indiana's Governor signed into law Senate Bill 52, which allows the distribution and retail sale of "low-THC hemp extract," defined as a product "(1) derived from *Cannabis sativa L.* that meets the definition of Industrial Hemp; (2) that contains not more than 0.3% delta-9-THC (including precursors); and (3) that contains no other controlled substances." More recently, on June 1, 2018, Missouri's Governor signed into law House Bill 2034, a comprehensive hemp-legalization measure which explicitly exempted from law enforcement control "Industrial Hemp commodities and products and topical or ingestible animal and consumer products derived from Industrial Hemp with a delta-9 tetrahydrocannabinol concentration of not more than three-tenths of one percent on a dry weight basis."

While over forty (40) other states have legalized some form of medical marijuana or CBD for certain approved conditions or with other restrictions on access, the Indiana and Missouri laws, among others, may set precedent for these and additional states to ease restrictions and expand legal access to CBD products, in particular those with low THC content.

Materially all of Global NV's assets, liabilities and operations are exposed to U.S. Cannabis-related activities.

Global NV's Regulatory Compliance Activities

Global NV's senior management team regularly monitors the development of applicable U.S. laws and Global NV engages U.S. legal counsel to ensure it is operating in compliance with all applicable laws and permits. These compliance-related activities include efforts affecting the following objectives, when and as applicable:

- ensuring all raw materials are sourced in compliance with the 2014 Farm Bill and applicable state and local laws;
- evaluating supply chain partners for quality standards;
- setting and maintaining quality standards through raw material specifications;
- employing qualified quality assurance personnel; and
- ensuring processing activities performed in Colorado comply with CDPHE Guidance, the Colorado Food and Drug Act, and the Colorado Industrial Hemp Regulatory Program Act.

Europe and Asia Regulatory Matters

Global NV is currently exploring manufacturing partnerships for local production, manufacturing and/or distribution in selected international markets. Products would be tailored with specific attributes to comply with local regulations as applicable. Legislative approaches to the regulation of CBD related products vary country by country, including local regulations with respect to THC content, and continue to evolve. For example, to comply with more restrictive THC content specifications in Europe, products distributed therein must contain no more than 0.2% THC. In connection with its international expansion efforts, Global NV intends to engage local legal counsel to advise on matters that will be applicable to the proposed expansion activities of Global NV. Global NV anticipates that it will make final decisions as to its proposed international expansion once its regulatory review of potential jurisdictions is complete.

Historically, Global NV has sold its products in Australia, and through third-party distributors who take delivery in bulk and manage individual orders. Each of these countries regulates the import of Cannabis-derived products and requires some form of importation license, permit or other documentation for products. The exact nature of the importation documentation varies from country to country and are affected by various factors including the level of THC content and the intended use of the product. For example, in certain international jurisdictions CBD products may be regulated as a dietary supplement and subject to local packaging and labelling requirements, whereas in certain jurisdictions a prescription from a licensed medical practitioner is required. Management continues to review regulations and requirements in all international jurisdictions, as discussed below. In the event any prior sales or distributions were conducted in contravention of a local law or regulation Global NV may be subject to penalties imposed by the applicable jurisdiction. To the knowledge of Global NV, it has not breached any substantive foreign law. However, were there such a breach, Global NV does not believe such non-compliance would have a material adverse effect on Global NV given the limited amount of sales, the fact that all sales were conducted by recognized local distributors for whom Global NV's products typically represented a small portion of total sales of hemp-products in the jurisdiction and the lack of notice of regulatory non-compliance to date. See *"Part Two – Global NV - Risk Factors of Global NV- International Regulatory Risks."*

Future international sales activities will require compliance with the THC content limits of the applicable international jurisdiction when Global NV sells its U.S.-manufactured products therein, as well as applicable local regulations regarding the sale in such jurisdictions. Global NV periodically reviews changes in applicable U.S. export laws, regulations and departmental practices as well as applicable international laws and adjusts its sales practices, accordingly, including the temporary suspension of sales, if applicable. In addition to its regulatory review regarding potential international production, manufacturing and distribution activities, Global NV is also reviewing the current compliance procedures implemented by its mail-order/online distributors. Such international sales will only be made in an applicable country once the applicable review of current regulatory regimes is complete and applicable compliance procedures have been updated and implemented. Sales of its products in international jurisdictions will be conducted in accordance with local regulatory regimes permitting such sales.

In 2017, aggregate sales from international jurisdictions represented less than one percent (1%) of total sales. In connection with the most recent review being conducted by Global NV and as a result of sporadic seizure of exports by U.S. customs officials of Cannabis products generally (which seizures are immaterial to Global NV), Global NV is not currently selling its products outside of the U.S., although it expects certain of such sales to resume. No international sales will be conducted except in compliance with applicable local laws. See *"Part Two – Global NV - Risk Factors of Global NV- International Regulatory Risks."*

Canada Regulatory Matters

Although Global NV's products are not marijuana, they are listed on Schedule 2 of the CDSA. Therefore, their importation and sale in Canada is governed by Health Canada, which has the authority to grant exemptions from the CDSA and issue importation certificates on a case by case basis. Global NV requires each Canadian purchaser to provide such a certificate from Health Canada for each order delivered to Canada, which certificate allows the legal importation thereof by the purchaser. Global NV does not produce any products in Canada.

Global NV does not conduct its business with the "intent to conceal or convert" such proceeds as contemplated under Section 462.31 of the *Criminal Code* (Canada). The business of Global NV is the lawful production and sale of Industrial Hemp pursuant to applicable regulatory regimes, which business if conducted in Canada, would not be an offence in Canada. Global NV has considered the foregoing provisions and is satisfied that its activities will not violate the *Criminal Code* (Canada).

DIVIDEND POLICY

Global NV has not declared cash dividends on any of their shares in the past and do not intend to pay any in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Board and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of dividends and any other factors that the Board deems relevant and will be subject to the limitations imposed under applicable law.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF GLOBAL NV

Management's discussion and analysis of Global NV in respect of its business and activities for the periods ending December 31, 2017 and December 31, 2016 and for the nine (9) months ended September 30, 2018 are included in **Appendix E** to this Prospectus and should be read in conjunction with the audited consolidated financial statements of Global NV for the periods ending December 31, 2017, December 31 2016 and the related notes thereto and the unaudited interim consolidated financial statements for the nine (9) months ended September 30, 2018 and the related notes thereto, included in this Prospectus in **Appendix D** and to which the management's discussion and analysis relates.

All of the information presented in the management's discussion and analysis of Global NV is based on Global NV's combined and consolidated financial statements referred to above, which were prepared in accordance with IFRS. All amounts included in the financial statements and in the management's discussion and analysis are expressed in United States dollars, unless otherwise indicated.

DESCRIPTION OF SECURITIES OF GLOBAL NV

Common Shares

The authorized capital of Global NV consists of Eleven Million (11,000,000) common shares ("**Global NV Shares**"). Each Global NV Share is equal to every other Global NV Share with respect to all rights and restrictions.

As at the date of this Prospectus Global NV has 10,191,550 Global NV Shares issued and outstanding. Holders of Global NV Shares are entitled to one vote per share upon all matters on which shareholders have the right to vote. The Global NV Shares do not have pre-emptive rights and are not subject to redemption or retraction provisions. Global NV may, if authorized by its Board, purchase or otherwise acquire any of its Global NV Shares at a price and upon the terms determined by its Board. Holders of Global NV Shares are entitled to receive such dividends as may be declared by the Global NV Board of Directors out of funds legally available therefor. In the event of dissolution or winding up of the affairs of Global NV, holders of the Global NV Shares then outstanding are entitled to share ratably in all assets of Global NV remaining after payment of all amounts due to creditors.

Global NV Warrants

In conjunction with a private placement of units and other separate transactions, Global NV has issued those Global NV Warrants³⁹ as shown in **Appendix F**. The Global NV Warrants were issued effective October 3, 2018 and are exercisable into one Global NV common share upon payment of USD\$1.00 per share at any time up to July 31, 2021 (the “**Expiration Date**”). Pursuant to the terms of the Global NV Warrants, the exercise price and number of warrants will be adjusted in accordance with the Merger ratio.

Prior to the Expiration Date, the Company shall have the option to redeem all of the Global NV Warrants then outstanding at the a price equal to USD\$3.00 per warrant (be adjusted in accordance with the Merger ratio) (the “**Redemption Price**”) upon not less than thirty (30) days nor more than sixty (60) days prior written notice to the Warrant Holders at any time provided that, at the time of delivery of such notice (i) there is an effective registration statement covering the resale of the Warrant Shares or the Warrant Shares are otherwise freely tradable; (ii) the average daily trading volume of the Company’s Common Stock has been at least 75,000 per day during the four (4) week period immediately preceding the issuance of the notice of redemption; and (iii) the closing bid price of the Company’s Common Shares for twenty (20) of the thirty (30) consecutive trading days prior to the date of the notice of redemption is at least 150% of the then exercise price of the Global NV Warrants at the time of written notice to the Warrant Holders, as proportionately adjusted to reflect any stock splits, stock dividends, combination of shares or like events.

Global NV Notes

In conjunction with a private placement of units with its final closing and disbursement on October 2, 2018, Global NV has sold unsecured convertible notes (the “**Global NV Notes**”) in an aggregate principal amount of USD\$3,600,000, as shown in **Appendix G**. The Global NV Notes bear interest at eight percent (8%) per annum payable on the earlier of the date of conversion or October 2, 2019. Interest is payable quarterly beginning on December 31, 2018. The Global NV Notes, and any then accrued but unpaid interest thereon, are convertible into Global NV common shares at a conversion price of USD\$1.00 per share (as proportionately adjusted to reflect any stock splits, stock dividends, combination of shares or like events, such as the Merger). The conversion price will be reduced to USD\$0.70 per share if (a) Global NV is not listed on a recognized stock exchange on or before March 31, 2019; or (b) for the 12-month period ended March 31, 2019, Global NV does not produce at least USD\$5,000,000 in crop value, whether in sales revenue or inventory value, and USD\$2,000,000 in EBITDA. maturing on October 2, 2019 convertible into Common Shares at a conversion of one (1) Global NV per dollar⁴⁰ at the option of the holder

CONSOLIDATED CAPITALIZATION OF GLOBAL NV

The following table sets forth the share and loan capital of Global NV as at the dates shown below. The table should be read in conjunction with, and is qualified in its entirety by, Global NV’s audited combined financial statements for the periods ending December 31, 2017 and December 31, 2016.

	Authorized Capital	Outstanding as at the date of this Prospectus
Common Shares	11,000,000	10,191,550 ⁴¹
Global NV Warrants	Unlimited	3,314,192
Convertible Notes	Unlimited	3,600,000
Stock Options	Nil	Nil

OPTIONS TO PURCHASE SECURITIES OF GLOBAL NV

³⁹ The exercise price of the \$2.00 Warrants will be reduced to \$1.00 per share if Global NV is not publicly listed by March 31, 2019 or for the 12-month period ending March 31, 2019 Global NV does not produce at least \$5,000,000 in crop value, whether in sales revenue or inventory value, and \$2,000,000 EBITDA.

⁴⁰ The conversion price of the Convertible Notes will be reduced to \$0.70 per share if Global NV is not publicly listed by March 31, 2019 or for the 12-month period ending March 31, 2019 Global NV does not produce at least \$5,000,000 in crop value, whether in sales revenue or inventory value, and \$2,000,000 EBITDA.

⁴¹ Does not include the Common Shares issuable upon exercise or conversion of the Warrants and Convertible Notes in this table.

There are no stock options issued by Global NV under any incentive stock option plan or otherwise as of the date of this Prospectus.

PRIOR SALES OF COMMON SHARES

From the date of incorporation to the date hereof, prior to giving effect to the Merger, Global NV has completed a series of private placements of common shares and debt settlements for shares in the United States and elsewhere including Canada, which are set out in the table below.

Date of Issuance	Description	Price Per Global NV Share	Global NV Shares Issued	Proceeds
May 17, 2018	Debt settlement	\$0.50	125,124.59	\$62,068
May 25, 2017	Debt settlement	\$0.45	250,249.31	\$112,068
June 7, 2017	Debt settlement	\$0.50	125,124.59	\$62,068
May 31, 2018	Debt settlement	\$0.08	6,416,310.78	\$509,144
May 31, 2018	Debt settlement	\$0.06	506,577.50	\$28,869
May 31, 2018	Debt settlement	\$0.24	2,532,634	\$600,000
May 31, 2018	Debt settlement	\$1.00	175,529	\$175,000
October 2, 2018	2018 Q3 Financing – Private Placement units ⁴²	\$1.00	Nil	\$3,600,000
October 30, 2018	Shares for Services Agreement	\$0.50	60,000	\$30,000

Trading Price and Volume

Common Shares are not currently listed and do not trade on any stock exchange.

PRINCIPAL SECURITY HOLDERS OF GLOBAL NV

Prior to giving effect to the Merger, to the knowledge of management of Global NV, no person or company owns of record or beneficially, or exercises control or direction over, directly or indirectly, of more than ten percent (10%) of any class of voting securities of Global NV, save and except as set out below.

Shareholder	No. of Global NV Shares	Percentage Ownership
Scott Darnell	1,403,220	13.77%
Glenn Dooley	2,286,792	22.44%
Brad Wyatt	2,303,915	22.61%

⁴² Private placement of units consisting of Global NV Notes and Global NV Warrants, each Global NV Note was accompanied by fifty percent (50%) Global NV Warrant coverage (e.g. with the purchase of \$10,000 in Global NV Notes the investor would also receive 5,000 Global NV Warrants).

DIRECTORS AND OFFICERS OF GLOBAL NV

Name and Place of Residence	Present and Principal Occupation During the Past Five Years	Global NV Shares Beneficially Owned	Date of Appointment
Brad Wyatt <i>CEO, President and Director</i> <i>Castle Pines, Colorado</i>	Director and CEO of Global NV (or its subsidiaries) since September 2014; prior thereto President of MAC 5 Mortgage, Inc. (a mortgage lending brokerage)	2,303,915	May 31, 2018
Glenn Dooley <i>COO, Secretary and Director</i> <i>Parker, Colorado</i>	Vice President and Managing Broker of MAC 5 Mortgage, Inc.	2,286,792	May 31, 2018
Albert Taylor <i>CFO</i> <i>Highlands Ranch, Colorado</i>	Finance Mgr., Ardent Mills 2017-2018; Controller/ISO Auditor, Global Technologies Resources 2013-2016; Accounting Mgr., Commodity Specialists Company 2006-2012.	Nil	December 10, 2018

Biographies

Brad Wyatt, CEO, President, and Chairman, Age 49

Mr. Wyatt is an employee of Global NV and devotes 100% of his professional time to Global NV as President and CEO.

For the last four years, Mr. Wyatt has worked in the Hemp Industry within Colorado. He is also the co-founder/creator of Strasburg Pharms, LLC, SMBT, LLC and CannaOil, Inc., all wholly owned subsidiaries of Global NV. He has served in managerial and executive positions as well as being a member of the board of directors since 2014, while dedicating most all of his professional time to developing and growing Global NV since 2014. He is also a co-founder/co-owner of MAC5 Mortgage, Inc. which he founded with Glenn Dooley in 2006 and stepped away from the day to day operations to focus on Global NV in 2014. Coming from Corporate America serving in key operational roles for the US Army, Federal Mogul, Sears Roebuck and Target Corporation, Mr. Wyatt has a keen sense and extensive training, not to mention on the job execution of process management and process improvement that has allowed him to expand his impact in the entrepreneurial environment when he decided to leave Target to start his own company (MAC5 Mortgage, Inc.). Starting a mortgage company in 2006, prior to the collapse of the mortgage industry highlights his determination and ability to successfully execute a start up in an industry that was extremely unforgiving. Global NV today operates in (6) six states and employs over 100 people. Mr. Wyatt's experience and background in process management/improvement and specifically Industrial Hemp production facilities coupled with his knowledge and experience in management and finance afford him the skills to effectively manage the farming and overall operations of Global NV.

Mr. Wyatt has entered into an employment contract with Global NV which includes non-competition and non-disclosure provisions.

Glenn Dooley, COO, Secretary, and Director, Age 49

Mr. Dooley currently serves as a Director and advisor to Global NV and is expected to join the Resulting Issuer as an employee in 2019 devoting 100% of his professional time to the Resulting Issuer as Secretary and COO.

Mr. Dooley is a co-founder of Global NV and has been identified to become our director and Secretary and Chief Operations Officer when the business demand facilitates the transfer of his efforts from his current role at MAC5 Mortgage. Prior to the formation of Global NV, Mr. Dooley was a co-founder of Strasburg Pharms, LLC, SMBT, LLC and CannaOil, Inc., all wholly owned subsidiaries of Global NV. He has served in managerial and executive positions as well as being a member of the board of directors since 2014. He is also a co-founder/co-owner Broker and Operations Manager of MAC5 Mortgage, Inc. which he founded with Brad Wyatt in 2006. Mr. Dooley has an

undergraduate degree in biology and brings to the team a breadth of knowledge and experience in management and finance, coupled with effectively operating in a growing entrepreneurial environment.

Mr. Dooley has entered into an employment contract with Global NV which includes non-competition and non-disclosure provisions.

Albert Taylor, CFO, Age 40

Mr. Taylor is an employee of Global NV and devotes 100% of his professional time to Global NV as its CFO.

Albert Taylor has over fifteen (15) years of experience in accounting, auditing, and financial management including the agricultural industry. Mr. Taylor's experience within the agriculture industry proves beneficial to achieving Global NV's objectives and growth. Mr. Taylor has entered into a non-competition or non-disclosure agreement with Global NV.

Aggregate Ownership of Securities

Prior to giving effect to the Merger, the directors and officers of Global NV, as a group, directly or indirectly, beneficially own 4,590,707 Common Shares, representing approximately forty-five percent (45%) of the issued and outstanding common shares of Global NV on an undiluted basis.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors, officers or other members of management of Global NV has, within the past ten (10) years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order that denied the issuer access to any statutory exemptions for a period of more than thirty (30) consecutive days;
- (b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director or executive officer of Global NV has, within the past (10) ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulator authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No current or proposed director of Global NV has, within the past ten (10) years, been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of Global NV holding positions as directors or officers of other companies. Some of the directors and officers have been, and will continue to be, engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and behalf of other companies, and situations may arise where directors and officers will be in direct conflict or competition with Global NV. Conflicts, if any, will be subject to the procedures and remedies of the ABCA.

EXECUTIVE COMPENSATION

Summary of Executive Compensation

The following discussion describes the significant elements of Global NV's executive compensation program, with emphasis on the process for determining compensation payable to Global NV's CEO and CFO and, other than the CEO and the CFO, Global NV's three most highly-compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, as further described in National Instrument 51-102 – *Continuous Disclosure Obligations* (collectively, "**Named Executive Officers**" or "**NEOs**").

The NEOs are:

- Brad Wyatt, CEO and Chairman;
- Albert Taylor, CFO; and
- Glenn Dooley, COO and Director.

Overview

The Board of Directors on its own or through the Compensation Committee makes decisions regarding all forms of compensation, including salaries, bonuses and equity incentive compensation for the CEO and the CFO, as well as approves corporate goals and objectives relevant to their compensation. The Compensation Committee makes decisions in conjunction with feedback from the CEO and the CFO regarding the performance of Global NV's other executive officers. Finally, the Compensation Committee, in tandem with the CEO and the CFO, also administers employee incentive compensation, including the Stock Option Plan.

Compensation Discussion and Analysis

Compensation Objectives

Global NV's compensation practices are designed to retain, motivate and reward our executive officers for their performance and contribution to Global NV's long-term success. The Board of Directors seeks to compensate executive officers by combining short-term and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives and to align executive officers' incentives with Global NV's performance. Global NV seeks to tie individual goals to the area of the senior executive officer's primary responsibility. These goals may include the achievement of specific financial or business development goals. Global NV performance goals are based on Global NV's financial performance during the applicable financial year.

In order to achieve our growth objectives, attracting and retaining the right team members is critical. A key part of this is a well-thought out compensation plan that attracts high performers and compensates them for continued achievements. Communicating clear and concrete criteria and process for merit-based increases and bonuses will also motivate the entire team to achieve individual and corporate goals.

NEO's and directors may not purchase financial instruments designed to hedge or offset a decrease in market value of securities granted as compensation or held by the director or NEO.

Elements of Compensation Program

Global NV's executive compensation consists primarily of base salary.

Management or Employment Contracts

All current and future NEOs of Global NV have or will enter into an employment agreement with Global NV.

Global NV's standard form employment agreement includes provisions regarding base salary, eligibility for annual bonuses, and enrolment of benefits, among other things. Global NV's employment agreement also includes non-disclosure and non-competition provisions. Other than this agreement, none of the directors or officers of Global NV is expected to enter into an employment agreement, non-competition or nondisclosure agreement with Global NV at this time (see "*Part Two – Global NV - Directors and Officers*").

Bonus Plans

There are currently no Bonus Plans in place.

Compensation of Named Executive Officers

The following table sets out information concerning the compensation for the year ending December 31, 2018 to be paid to the NEOs, effective as of date hereof.

Name and Position	Financial Year	Salary, consulting fee or commission (\$)	Bonus (\$)	Committee of meeting fees (\$)	Share-based awards (\$)	Value of other Compensation (\$)	Total Compensation (\$)
Brad Wyatt ⁴³ President, CEO and Director	2018	\$112,500	Nil	Nil	Nil	Nil	\$112,500
Glenn Dooley ⁴³ Vice President, COO and Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
Albert Taylor ⁴⁴ CFO	2018	\$5,000	Nil	Nil	Nil	Nil	\$5,000

Stock options and other compensation securities

As of the date of this Prospectus Global NV has not granted any stock options.

Stock option plans and other incentive plans

The Board of Global NV has not approved a stock option plan. As of the date of this Prospectus, no stock options have been awarded by Global NV.

Employment, consulting and management agreements

The directors manage or supervise the management of the business and affairs of Global NV. The executive officers perform the day-to-day management functions of Global NV. Global NV has written agreements with its officers or directors in respect of these functions. Global NV has written management agreements, consultant agreements and arrangements with any other persons to perform or provide any of these functions. See “*Part Two – Global NV - Material Agreements*”.

Director Fees

Directors of Global NV do not receive any compensation from Global NV for their services as directors. The directors have agreed to forego these fees until Global NV is in a position to make these payments. There currently are no additional fees for membership or chairpersonship on any committees.

Oversight and description of director and named executive officer compensation

Given Global NV’s current size and stage of development, its Board has not appointed a compensation committee and, accordingly, its Board as a whole is responsible for determining the compensation (including long-term incentives in the form of stock options, stock appreciation rights, phantom stock option plan or other securities compensation plan, if, as and when any such compensation plan is adopted) to be granted to Global NV’s executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing any independent members of the Global NV Board with considerable input as to executive compensation.

The Global NV Board is expected to review, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluate each executive officer’s performance in light of those goals and objectives and set the executive officer’s compensation level based, in part, on this evaluation. The Global NV Board is expected to take into consideration Global NV’s overall performance, shareholder returns, and the awards given to executive

⁴³ Brad Wyatt and Glenn Dooley first Elected as Directors and appointed as officers on May 31, 2018.

⁴⁴ Albert Taylor first appointed as CFO on December 10, 2018.

officers in past years. The Global NV Board is also expected to consider the value of similar incentive awards to executive officers at comparable companies; however, as of the date of this Prospectus, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Global NV Board.

Executive Compensation Program

The compensation philosophy of Global NV's Board is aimed at attracting and retaining quality and experienced people which is critical to Global NV's success and may include a "pay-for-performance" element which supports Global NV's commitment to delivering strong performance for its shareholders. Global NV believes that adequate and appropriate compensation for its executive officers is key to ensuring the continuity of high-quality management who will provide strong leadership and stewardship.

The Global NV Board and, when constituted, its committees must also address the risks associated with the overall executive compensation program. The Global NV Board is currently responsible, and its compensation committee or its audit committee, when constituted, will be responsible, for assessing the risks which may arise from Global NV's compensation policies and practices and, as of the date of this Prospectus, they have completed an initial risk assessment with respect to base fees and incentive option grants and the risks they have identified are addressed under their respective headings. The committees intend to conduct a review and report to the Global NV Board more fully on these risks and on ways to mitigate these risks as required.

Executive compensation is comprised of three (3) elements: (i) base fees (which may be described as consulting fees) or salary, (ii) short-term incentive compensation (discretionary cash bonuses) and (iii) long-term incentive compensation (stock options).

At the present time, the compensation program is designed to reward the following objectives:

1. The ongoing day-to-day commitment of Global NV's executive team in managing Global NV's affairs, fulfilling their job responsibilities, and advancing its business plan through its development stage. This objective is covered by the base fees paid for the services of the (3) three NEO's; see "*Part Two – Global NV - Material Agreements*" for further details; and
2. The commitment to long-term growth and increased shareholder value as determined through Global NV's Share price. It is anticipated that this objective will, in the future following completion of the Merger, be covered through the awarding of stock options under the Resulting Issuer's Stock Option Plan.

Base Fees and Discretionary Bonuses

Base fees or salaries are compensation for ongoing job responsibilities and reflect the level of skills, experience, expertise, and capabilities demonstrated by the executive officers. Executive officers and the Board meet to determine what both sides consider to be fair and reasonable base fees. The Board must give final approval of these compensation arrangements. When considering the base compensation to be paid to executive officers, Global NV's Board must consider the risk that, if the compensation is not adequate, it might result in a high turnover rate of executive officers which could be detrimental to Global NV. As an early stage enterprise, however, it is necessary to strike a balance in this regard so that the compensation is not so high that Global NV is unable to meet its obligations to its executive officers over the long term which could result in loss of that officer and the corporate knowledge and expertise that officer represents.

Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, the achievement of individual and corporate objectives, and Global NV's financial performance. Cash bonuses are intended to reward executive officers for meeting or exceeding individual and corporate performance objectives set by the Board. As at the date of this Prospectus, Global NV has not paid out any such bonuses and has not set any objectives whereby its executive officers might earn such bonuses at this time. It is the expectation that Global NV's Board will review this element of Global NV's compensation program during the current fiscal year to determine the impact, including the benefits and risks that offering short-term incentives to its executives, would have on the overall performance of Global NV and its management team.

Benefits and Perquisites

In general, Global NV intends to provide a specific benefit or perquisite when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. The limited perquisites Global NV provides its executives may include reimbursement for their out-of-

pocket costs. Historical payments of such benefits and perquisites are set out, respectively, in the “*Part Two – Global NV - Table of Compensation*” above.

Pension Plan Benefits

Global NV does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS OF GLOBAL NV

No director, executive officer or employee of Global NV or their respective associates or affiliates is indebted to Global NV as of the date of this Prospectus or at any time during the most recently completed financial year of Global NV.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE OF GLOBAL NV

Audit Committee

As a private issuer, Global NV does not have an audit committee. The functions of an audit committee are performed by the Global NV Board as a whole.

Auditor’s Fees

The fees billed by Global NV’s external auditor for the periods ending December 31, 2017 and December 31, 2016 and interim period ending September 30, 2018 are set out in the table below.

	Period Ended December 31, 2016 (\$)	Period Ended December 31, 2017 (\$)	Period Ended September 30, 2018 (\$)
Audit Fees	\$22,000	\$22,000	\$12,000
Audit-Related Fees	-	-	-
Tax Fees	-	-	-
All Other Fees	\$22,000	\$22,000	\$12,000

Reliance on Certain Exemptions

Since May 31, 2018, Global NV’s date of incorporation, Global NV has never been, and is currently not, a “**reporting issuer**” and, accordingly, Global NV is exempt from the requirements of NI 52-110.

Corporate Governance

Corporate governance relates to the activities of Global NV’s Board, the members of which are elected by, and are accountable to, the shareholders, and takes into account the role of the individual members of management who are appointed by the Global NV Board and who are charged with the day-to-day management of Global NV. The Global NV Board and senior management consider good corporate governance to be central to the effective and efficient operation of Global NV. Global NV’s corporate governance practices are set forth below.

Board of Directors

Global NV currently has two (2) directors, both of whom are not “**independent**” within the meaning ascribed to that term by the Canadian Securities Administrators in NI 52-110 in relation to Audit Committees. In that context, a director is independent if he or she has no direct or indirect material relationship with Global NV. A “**material relationship**” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the

exercise of a director's independent judgment. Certain types of relationships are by their nature considered to be material relationships.

Brad Wyatt is not independent because he is the Chief Executive Officer of Global NV and Glenn Dooley is not independent because he is the Vice President, Secretary and Chief Operating Officer of Global NV. As Global NV is a "**private issuer**" and is not a "**reporting issuer**", Global NV is not currently subject to the requirements of NI 52-110.

Directorships

None of the directors of Global NV are also directors of other issuers that are reporting issuers (or the equivalent).

Orientation and Continuing Education

Changes to the Global NV Board are infrequent so there is no need for a formal orientation program for directors. The Global NV Board does not provide formal continuing education for directors. Directors of Global NV maintain the skill and knowledge necessary to meet their obligations as directors through a combination of their existing education, experience as businesspersons and managers, professional continuing education requirements, service as directors of other issuers and advice from Global NV's legal counsel, auditor and other advisers.

Ethical Business Conduct

As Global NV is in its formative and development stages, the Global NV Board has not yet adopted a written code of business conduct and ethics for its directors, officers and employees. The Global NV Board believes that the skill and knowledge of the Global NV Board members and advice from counsel ensure that the directors of Global NV exercise good judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Directors and officers of Global NV are expected to disclose dealings in the industry in which Global NV operates. They are also subject to the general obligation under corporate law to declare and fully disclose any conflict of interest, refrain from participating in any discussion and not vote on any material contract or transaction with Global NV in which the applicable director or officer has an interest. Global NV currently has only (2) two directors. Accordingly, any such related party contract or transaction would require approval of the one independent director or, if there is no independent director, shareholder approval or ratification.

Nomination of Directors

Global NV does not have a formal process or committee for proposing new nominees to the Global NV Board. Changes to the Global NV Board have historically been infrequent.

Compensation

The Global NV Board has not appointed a compensation committee.

Other Board Committees

There are no committees of the Global NV Board at this time.

Assessments

The Global NV Board has responsibility for assessing the effectiveness of the Global NV Board as a whole, and the contribution of individual directors. Owing to the small size of the Global NV Board, no formal process is in place. The shareholders have the ultimate authority to determine whether to re-elect the current directors or to elect a replacement director.

RISK FACTORS OF GLOBAL NV

Global NV's business and stated business objectives are the business and stated business objectives of Global NV. All references to Global NV's business and stated business objectives include the business and stated business objectives of Global NV. To the extent that Global NV's business and stated business objectives differ from that of Global NV, further information is provided.

An investment in the Common Shares involves a high degree of risk and should be considered highly speculative due to the nature of Global NV's business and its present stage of development. An investment in Global NV's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their

entire investment. Prospective investors should consult with their professional advisors to assess an investment in Global NV's securities. In evaluating Global NV and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in Global NV or in connection with Global NV's operations.

Risks Related to Hemp and Cannabis Industry

Cannabis is Federally illegal.

Federal Laws concerning cannabis currently conflict with state laws in states that have legalized cannabis or possession of cannabis. Although federal enforcement policy may at times defer to these states' laws and not enforce conflicting federal laws, interested businesses and individuals should be aware that compliance with the state law in no way assures compliance with federal law, and there is a risk that conflicting federal laws may be enforced in the future.

The possession, distribution, and manufacturing of marijuana is illegal under federal law, regardless of state law which may, in some jurisdictions, decriminalize such activity under certain circumstances. Penalties for violating federal drug laws are very serious. For example, a conviction of conspiracy to sell drugs carries a mandatory minimum prison term of five (5) years for a first offense and, depending on the quantity of marijuana involved, the fine for such a conviction could be as high as \$10,000,000. In addition, the federal government may seize, and seek the civil forfeiture of, the real or personal property used to facilitate the sale of marijuana as well as the money or other proceeds from the sale. Although the U.S. Department of Justice ("**DOJ**") recently rescinded its guidance regarding the prioritization of criminal prosecutions of individuals and entities operating in compliance with effective state regulatory systems, the DOJ left in place long standing guidance to federal prosecutors regarding how to exercise this discretion. Individuals and companies are cautioned to consult with experienced attorneys regarding their exposure to potential criminal prosecution before establishing or investing in business operations in reliance upon the passage of state laws which may decriminalize such activity. Federal authority to prosecute violations of federal law as crimes or through seizures and forfeiture actions is not diminished by state law. Indeed, due to the federal government's jurisdiction over interstate commerce, when businesses provide services to marijuana producers, processors or distributors located in multiple states, they potentially face a higher level of scrutiny from federal authorities than do their customers with local operations.

Hemp and cannabis have not yet been recognized by law enforcement as different or distinct.

There is currently no statutory distinction between Industrial Hemp and cannabis making both subject to Federal and State cannabis and/or marijuana laws and regulations. There are no guarantees that there will be a distinction made in the future and hemp may become or remain illegal in certain states or under federal law.

Investors risk criminal liability and the cannabis business' assets are subject to forfeiture.

So long as cannabis is illegal and not distinguished from hemp there is a risk of criminal prosecution of investors or owners in Global NV and/or forfeiture of Global NV's assets.

Hemp and cannabis businesses may not be able to secure bank accounts.

Under current federal and some state laws many banks and financial institutions are unwilling to bank the hemp and cannabis industry. The inability to obtain traditional bank financing may place extraordinary pressures on the business and cause it to borrow money from private sources at extreme interest rates and under other costly terms and conditions making it difficult for Global NV to operate.

Internal Revenue Code 208E.

IRC 208E prohibits hemp and cannabis businesses from claiming a credit or deduction for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business consists of trafficking in controlled substances which is prohibited by Federal Law or the law of any State in which such trade or business is conducted. Since hemp and CBD is considered a controlled substance we may not be able to deduct our operating expenses.

State cannabis laws are not uniform from state to state and can, and do, change constantly.

State cannabis and hemp laws are inconsistent with each other and federal laws and are constantly changing. The changing and inconsistent nature of the laws may create conflict and the inability for Global NV to conduct business in a particular state or across state lines.

State licensure and local government regulation.

Global NV is subject to government oversight and testing including supervision by the Colorado Department of Agriculture. Failure to meet these governmental standards could result in suspension of Global NV's operations and/or seizure and destruction of its crops.

Risks Relating to Global NV

Limited Operating History

Global NV has a limited history of operations and is considered a development-stage company. As such, it may be difficult to evaluate this Prospectus for profitable operations and Global NV's ability to produce a positive return for shareholders. Global NV is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that Global NV will be successful in achieving a return on the shareholders' investments and the likelihood of success must be considered in light of our early stage of operations.

Certain existing shareholders will be able to exert control over us to the detriment of minority shareholders.

Global NV's executive officers, directors and major shareholders collectively own, directly or indirectly, approximately fifty-nine percent (59%) of our outstanding stock. As a result, these shareholders, if they act together, will be able to control our management and affairs and all matters requiring shareholder approval, including significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing our change in control and might affect the market price of our Common Stock.

This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control, which in turn could materially and adversely affect the market price of the Common Stock.

Minority shareholders of Global NV will be unable to affect the outcome of stockholder voting as long as the Officers or any other party retains a controlling interest.

If our Officers collectively sell or transfer all or a significant portion of their shares of our Common Stock, a change of control could result, which could significantly disrupt our operations. A change of control at the shareholder level could result in a change to the composition of our Board and, ultimately, a change in our management and business plan. Any such transition could lead to, among other things, a decline in service levels, disruption in our operations and departures of key personnel, which could in turn harm our business.

Investors will have a limited say in management of Global NV operations.

The Board of Directors and Officers of Global NV will determine policies with respect to business operations, be responsible for the management of Global NV's operations and will supervise, direct, and manage the efforts of Global NV. Neither you nor any other investor will have any right to participate in the management of Global NV's business. Investors will only participate in management by voting their shares, and by law our management is only required to seek a shareholder vote on a limited range of matters. Accordingly, you should only acquire shares of Common Stock if you are willing to entrust management of our operations to the Board of Directors and executive Officers. The removal and disassociation of any of the Directors or Officers could adversely affect your investment in the Common Stock.

There is no public market for the securities.

None of Global NV's shares has been registered under the Securities Act of 1933, and so any shares sold in this offering must be held indefinitely unless they are subsequently registered under the Securities Act or unless an exemption from the registration requirements of the Securities Act is available. Rule 144 promulgated under the Securities Act, which provides an exemption from registration for dispositions of unregistered securities under certain circumstances, is not currently available with respect to any of our securities. Certificates representing any shares sold in this offering will bear legends with respect to restrictions on subsequent transfers. There is no public

market for any of our securities, nor can we assure you that one will develop. Consequently, purchasers of our shares will not be able to liquidate their investments readily and will have to bear the economic risk of their investments for an indefinite period.

Global NV has a history of operating losses and cannot give assurance of future revenues or operating profits; investors may lose their entire investment.

For the fiscal years ended December 31, 2016, and December 31, 2017 we had net losses of \$349,110, \$73,469. We expect we may incur losses as we spend additional capital to develop and market our products and establish our infrastructure and organization to support anticipated operations. We expect to generate revenues on introduction of new products, but there can be no assurance that we will be able to do so, or that the amount and timing of any such revenues will match our expectations. If Global NV continues to suffer losses as it has in the past, investors may not receive any return on their investment and may lose their entire investment.

Global NV plans to grow quickly; if it cannot effectively manage growth, Global NV's business may suffer.

Global NV plans to rapidly and significantly expand its operations in 2018, 2019, and 2020. This growth will place and is expected to continue to place, a strain on our personnel, management, financial and other resources. Some of Global NV's Officers have little experience working together. To manage growth effectively, Global NV must, among other things:

- Acquire more land and build processing facilities;
- upgrade and expand our farming, production, and manufacturing, and capacity in a timely manner;
- successfully attract, train, motivate and manage a larger number of employees for farming and manufacturing, sales, and customer support activities;
- control working capital requirements; and
- improve the efficiencies within our operating, administrative, financial and accounting systems, procedures and controls.

To meet our growth objectives, we must attract and retain skilled technical, operational, managerial and sales and marketing personnel. If we fail to attract and retain the necessary personnel, we may be unable to achieve our business objectives and may lose our competitive position, which could lead to a significant decline in net sales. We face significant competition for skilled industry professionals from other companies, and research and academic institutions, and other organizations.

If we fail to manage our growth properly, we may incur unnecessary expenses and the efficiency of our operations may decline, adversely affecting our business and the price of our stock.

We are dependent upon TargetPath in the development and management of our Aethics products.

Global NV has partnered with TargetPath who holds an equity position in Global NV. TargetPath is currently providing most all of Global NV's consumer facing product development, marketing, and sales personnel and support resources. The loss of this relationship would significantly and negatively impact Global NV's ability to realize its growth goals and objectives negatively impacting the Common Stock price.

Our market is subject to rapid change and, to compete, we must continually enhance our products and services.

We must continue to enhance and improve the performance, functionality, and reliability of our products. There are many new competitors in this market and our success will be, in part, being first to market and also will depend, in part, on our ability to enhance our existing products, develop new products that address the increasingly sophisticated and varied needs of our customers, and respond to consumer demands and emerging industry standards and practices on a cost-effective and timely basis. The development of our products and other proprietary technology involves significant technical and business risks. We may fail to use new technologies effectively or to adapt our proprietary technology and systems to customer requirements or emerging industry standards. If we are unable to adapt to changing market conditions, customer requirements or emerging industry standards, we may not be able to increase our revenues and expand our business.

Our products are subject to future price compression as additional businesses enter this space.

Currently there are relatively few businesses in the Industrial Hemp and CBD space. As more competitors enter the space it is anticipated that there will be price compression and downward trends in the price of our products. If we

are unable to manage these pressures and improve our efficiencies there may be a negative impact on profitability and the price of the common stock.

Future acquisitions of land may disrupt our business and result in additional expenses, which could harm our business.

We plan to continue to acquire land for increased cultivation capacity and production. Global NV's crops require water and acceptable acquisition of land with the required water resources may not be available in the future or may not be available on terms and conditions acceptable to us.

Acquisitions involve numerous risks including among others, difficulties and expenses incurred in the consummation of acquisitions and the assimilation of the operations, personnel, and services and products of the acquired companies. Additional risks associated with acquisitions include the difficulties of cultivating the new land, the diversion of management's attention from other business concerns and the potential processing or transporting the crops from the newly acquired location. If we do not successfully integrate the businesses we may acquire in the future, our business will suffer.

Some of our competitors are much larger than we are, have better name recognition than we do and have far greater financial and other resources than we do. If we cannot effectively compete, our business may suffer, and the price of our stock would decrease.

Many of our competitors have longer operating histories, substantially greater financial, technical, marketing or other resources, or greater name recognition than we do. Charlotte's Web, CBDRx, and CBDistillery have a substantial operating history, distribution channels, and operational resources. Our competitors may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. Changes in regulations and decriminalization of hemp in certain states or countries is likely to dramatically increase competition. Competition could seriously impede our ability to sell additional products and services on terms favorable to us. Our current and potential competitors may develop and market new technologies that render our existing or future products obsolete, unmarketable, or less competitive. Our current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with other providers, thereby increasing the availability of their services to address the needs of our current and prospective customers. We may not be able to compete successfully against our current and future competitors, and competitive pressures that we encounter may seriously harm our business.

Intense competition in our target market could impair our ability to grow and to achieve profitability.

The market that our products seek to serve is becoming intensely competitive, dynamic, and subject to rapid regulatory change. The intensity of the competition and the pace of change are expected to increase in the future. Increased competition is likely to result in price reductions, reduced gross margins, and loss of market share, any one of which could have an adverse effect on our business. Competitors vary in size and in the scope and breadth of the products they offer.

Claims by others that we infringe their intellectual property rights could increase our expenses and delay the development of our business. As a result, our business and financial condition could be harmed.

Our industry is emerging and may be characterized by the existence of patents and intellectual property claims and related litigation regarding patent and other intellectual property rights. We cannot be certain that our products do not and will not infringe issued patents, patents that may be issued in the future, or other intellectual property rights of others.

We do not conduct exhaustive patent searches to determine whether the technology used in our products infringes patents held by third parties. In addition, product development is inherently uncertain in a rapidly evolving technological environment in which there may be numerous patent applications pending, many of which are confidential when filed, with regard to similar technologies.

We may face claims by third parties that our products or technology infringe their patents or other intellectual property rights. Any claim of infringement could cause us to incur substantial costs defending against the claim, even if the claim is invalid, and could distract the attention of our management. If any of our products are found to violate third-party proprietary rights, we may be required to pay substantial damages. In addition, we may be required to re-engineer our products or obtain licenses from third parties to continue to offer our products. Any

efforts to re-engineer our products or obtain licenses on commercially reasonable terms may not be successful, which would prevent us from selling our products, and, in any case, could substantially increase our costs and have a material adverse effect on our business, financial condition and results of operations.

Fluctuations in our quarterly revenue and results of operations could depress the market price of our Common Stock.

Our future net sales and results of operations are likely to vary significantly from quarter to quarter due to a number of factors, many of which are outside our control including the market conditions relative to the value of crops. Accordingly, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of future performance. It is possible that our revenue or results of operations in a quarter will fall below the expectations of securities analysts or investors. If this occurs, the market price of our Common Stock could fall significantly. Our results of operations in any quarter can fluctuate for many reasons, including:

- timing of wholesale product sales relative to harvest;
- timing of orders from our largest customers;
- our ability to perform under contracts and manufacture, test and deliver products in a timely and cost-effective manner;
- our success developing new products and fulfilling orders;
- the timing of new product introductions by us or our competitors;
- the mix of products we sell;
- competitive pricing pressures; and
- general economic climate.

A large portion of our expenses, including expenses for facilities, equipment, and personnel, are relatively fixed.

Accordingly, if our revenues decline or do not grow as much as we anticipate, we might be unable to maintain or improve our operating margins. Any failure to achieve anticipated revenues could therefore significantly harm our operating results for a particular fiscal period.

Our ability to service our debt and meet our cash requirements depends on many factors, some of which are beyond our control.

Current banking conditions and regulations make it difficult to predict the availability of future cash or financing. Although there can be no assurances, we believe that the level of borrowings available to us, combined with cash provided by our operations, will be sufficient to provide for our cash requirements for the foreseeable future. However, our ability to satisfy our obligations will depend on our future operating performance and financial results, which will be subject, in part, to factors beyond our control, including interest rates and general economic, financial and business conditions. If we are unable to generate sufficient cash flow to service our debt, we may be required to:

- refinance all or a portion of our debt;
- obtain additional financing;
- sell some of our assets or operations;
- reduce or delay capital expenditures and/or acquisitions; or
- revise or delay our strategic plans.

If we are required to take any of these actions, it could have a material adverse effect on our business, financial condition, results of operations and liquidity. In addition, we cannot assure you that we would be able to take any of these actions, that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our credit facilities if we enter into any.

We could experience delays in developing our products if we lose key personnel.

We believe our future success will depend upon our ability to retain key management. If we were to lose the services of either Brad Wyatt, our chief executive officer, Scott Darnell, marketing, or Christopher Trad, our Head Botanist, who is a contractor, we would likely lose some portion of our institutional knowledge and technical know-how, potentially causing a substantial delay in one or more of our development programs until adequate replacement personnel could be hired and trained. We do not have key-man life insurance policies on the lives of any of our employees.

Risks relating to new corporate governance standards.

We expect administrative costs and expenses resulting from new regulations to increase, adversely affecting our financial condition and results of operations.

We anticipate significant changes in the regulation of hemp companies in the next twenty-four (24) months resulting in new corporate governance requirements. These regulations, when we become subject to them, will increase our legal and financial compliance costs and make some activities more difficult, time-consuming and costly.

New corporate governance requirements have made it more difficult to attract qualified directors. As a result, our business may be harmed, and the price of our stock may be adversely affected.

New corporate governance requirements have increased the role and responsibilities of directors and executive officers. These new requirements have made it more expensive for us to maintain director and officer liability insurance. We may be required to accept reduced coverage or incur significantly higher costs to maintain coverage.

If we fail to maintain effective internal controls over financial reporting, the price of our Common Stock may be adversely affected.

We are required to establish and maintain appropriate internal controls over financial reporting. Our internal controls over financial reporting may have weaknesses and conditions that need to be addressed, the disclosure of which may have an adverse impact on the price of our Common Stock.

Failure to establish those controls, or any failure of those controls once established, could adversely impact our public disclosures regarding our business, financial condition or results of operations. In addition, management's assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed, disclosure of management's assessment of our internal controls over financial reporting or disclosure of our independent registered public accounting firm's attestation to or report on management's assessment of our internal controls over financial reporting may have an adverse impact on the price of our Common Stock.

The standards that must be met for management to assess the effectiveness of the internal control over financial reporting are new and complex, and require significant documentation, testing and possible remediation to meet the detailed standards. We may encounter problems or delays in completing activities necessary to make an assessment of its internal control over financial reporting. In addition, we may encounter problems or delays in completing the implementation of any requested improvements and receiving an attestation of its assessment by our independent registered public accountants. If management cannot assess our internal control over financial reporting as effective, or our independent registered public accounting firm is unable to issue an unqualified attestation report on such assessment, investor confidence and share value may be negatively impacted.

Farming competition

Aside from local regulations, there are relatively few restrictions on who can grow Industrial Hemp.

Lack of cash reserves

Global NV has limited cash reserves and a limited operating history upon which an evaluation of this Prospects can be made.

Lack of other assets

Global NV has limited tangible assets and a limited operating history upon which an evaluation of this Prospects can be made.

Global NV's actual financial position and results of operations may differ materially from the expectations of Global NV's management

Global NV's actual financial position and results of operations may differ materially from management's expectations. Global NV has experienced some changes in its operating plans and certain delays in its plans. As a result, Global NV's revenue, net income and cash flow may differ materially from Global NV's projected revenue, net income and cash flow. The process for estimating Global NV's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed.

In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect Global NV's financial condition or results of operations.

Global NV expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations

Global NV expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on Global NV's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Global NV's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Global NV. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our higher operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described in this Prospectus, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If we are unable to achieve and sustain profitability, the market price of our Common Shares may significantly decrease.

The hemp and CBD industry and market are relatively new in Colorado and this industry and market may not continue to exist or grow as anticipated or Global NV may be ultimately unable to succeed in this new industry and market

Global NV is operating its business in a relatively new industry and market. In addition to being subject to general business risks, Global NV must continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the cannabis industry and market could have a material adverse effect on Global NV's business, financial conditions and results of operations.

There are factors which may prevent Global NV from the realization of growth targets

Global NV is currently in the expansion from early development stage. Global NV's Growth Plan contemplates building the Facilities (see "Part Two – Global NV - Description of the Business of Global NV – Research and Development"). There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these "Risk Factors" and the following:

- delays in obtaining, or conditions imposed by, regulatory approvals;
- facility design errors;
- environmental pollution; non-performance by third party contractors; increases in materials or labor costs; construction performance falling below expected levels of output or efficiency;
- breakdown, aging or failure of equipment or processes;

- contractor or operator errors;
- operational inefficiencies;
- labor disputes, disruptions or declines in productivity;
- inability to attract sufficient numbers of qualified workers;
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, storms, or physical attacks.

Construction Risk Factors

Global NV is subject to a number of risk factors, including the availability and performance of engineering and construction contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the construction of the Facilities. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which Global NV is dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with construction could delay or prevent the construction and start-up of the Facilities as planned. There can be no assurance that current or future construction plans implemented by Global NV will be successfully completed on time, within budget and without design defect; that available personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects; that Global NV will be able to obtain all necessary governmental approvals and permits; or that the completion of the construction, the start-up costs and the ongoing operating costs will not be significantly higher than anticipated by Global NV. Any of the foregoing factors could adversely impact the operations and financial condition of Global NV.

Facilities

The Facilities are expected to become integral to Global NV's business and adverse changes or developments affecting any of the Facilities may impact Global NV's business, financial condition and results of its operations. Global NV's activities and resources are currently focused on finalizing the move to Facility B.

Global NV has also commenced plans to complete the construction of Facility C and purchased the steel building and is expecting to complete the build-out of Facility D. Adverse changes or developments affecting the Facilities, including but not limited to a ***force majeure*** event or a breach of security, could have a material adverse effect on Global NV's business, financial condition and prospects. Any breach of Facility requirements, including any failure to obtain necessary local permits, licenses, or approvals, could also have an impact on Global NV's ability to secure local and State licensure.

Global NV anticipates that the addition of Facility B, Facility C and Facility D will have the potential to significantly increase Global NV's cultivation and growing capacity. The state license approval process is not competitive and there is no limit on the number of state licenses an entity may hold (see "*Part Two – Global NV – Regulatory Overview – State Regulation of Industrial Hemp*"). However, no assurance can be given that Global NV will receive the requisite state and local jurisdictional approvals. If Global NV is unable to secure the appropriate licenses, the expectations of management with respect to the increased future cultivation and growing capacity may not be borne out, which could have a material adverse effect on Global NV's business, financial condition and results of operations. Further, construction delays or cost over-runs in respect to the construction of Facility C or the build out of Facility D, howsoever caused, could have a material adverse effect on Global NV's business, financial condition and results of operations.

Reliance on Third-Party Suppliers, Manufacturers and Contractors

Global NV intends to maintain a full supply chain for the provision of products and services to the regulated cannabis industry. Due to the uncertain regulatory landscape for regulating cannabis in the U.S., Global NV and its third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for Global NV's operations. Loss of these suppliers, manufacturers and contractors may have a material adverse effect on Global NV's business and operational results.

Global NV may not be able to develop its products, which could prevent it from ever becoming profitable

If Global NV cannot successfully develop, manufacture and distribute its products, or if Global NV experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, Global NV may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect Global NV's ability to effectively enter the market. A failure by Global NV to achieve a low-cost structure through economies of scale or improvements in cultivation and manufacturing processes would have a material adverse effect on Global NV's commercialization plans and Global NV's business, prospects, results of operations and financial condition.

Global NV's officers and directors control a large percentage of Global NV's issued and outstanding Common Shares and such officers and directors may have the ability to control matters affecting Global NV and its business

The officers and directors of Global NV currently own approximately forty-five percent (45%) of the issued and outstanding Common Shares. Global NV's shareholders nominate and elect the Board, which generally has the ability to control the acquisition or disposition of Global NV's assets, and the future issuance of its Common Shares or other securities. Accordingly, for any matters with respect to which a majority vote of the Common Shares may be required by law, Global NV's directors and officers may have the ability to control such matters. Because the directors and officers control a substantial portion of such Common Shares, investors may find it difficult or impossible to replace Global NV's directors if they disagree with the way Global NV's business is being operated.

There is no assurance that Global NV will turn a profit or generate immediate revenues

There is no assurance as to whether Global NV will be profitable, earn revenues, or pay dividends. Global NV has incurred and anticipates that it will continue to incur substantial expenses relating to the development and initial operations of its business. The payment and amount of any future dividends will depend upon, among other things, Global NV's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Global NV's operations are subject to environmental regulation in the jurisdiction in which it operates

These regulations mandate, among other thing, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Global NV's operations.

Government environmental approvals and permits are currently and may in the future be required in connection with Global NV's operations. To the extent such approvals are required and not obtained, Global NV may be curtailed or prohibited from its proposed business activities or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable environmental laws, regulations and permitting requirement may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to be curtailed, and may include corrective measure requiring capital expenditures, installation of additional equipment, or remedial actions. Global NV may be required to compensate those suffering loss or damage due to its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Global NV faces competition from other companies where it will conduct business that may have higher capitalization, more experienced management or may be more mature as a business

An increase in the companies competing in this industry could limit the ability of Global NV to expand its operations. Current and new competitors may be better capitalized, a longer operating history, more expertise and able to develop higher quality equipment or products, at the same or a lower cost. Global NV cannot provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures faced by Global NV could have a material adverse effect on its business, operating results and financial condition. In addition, despite certain state-level legalization of marijuana in California, marijuana remains illegal federally and

in certain other states. Illicit or “black-market” operations therefore remain abundant and present substantial competition to Global NV. In particular, illicit operations, despite being largely clandestine, are not required to comply with the extensive regulations that Global NV must comply with to conduct business, and accordingly may have significantly lower costs of operation.

If Global NV is unable to develop and market new products, it may not be able to keep pace with market developments

The cannabis industry is in its early stages and it is likely that Global NV and its competitors will seek to introduce new products in the future. In attempting to keep pace with any new market developments, Global NV will need to expend significant amounts of capital in order to successfully develop and generate revenues from, new products. Global NV may also be required to obtain additional regulatory approvals from applicable authorities which may take significant time. Global NV may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized, or obtaining any required regulatory approvals, which together with capital expenditures made in the course of such product development and regulatory approval processes, may have a material adverse effect on Global NV’s business, financial condition and results of operations.

If Global NV is unable to attract and retain key personnel, it may not be able to compete effectively in the cannabis market

Global NV’s success has depended and continues to depend upon its ability to attract and retain key management, including Global NV’s and subsidiaries CEOs, technical experts and sales personnel. Global NV will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. Global NV’s inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on Global NV’s business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of Global NV, results of operations of the business and could limit Global NV’s ability to develop and market its cannabis-related products. The loss of any of Global NV’s senior management or key employees could materially adversely affect Global NV’s ability to execute our business plan and strategy, and Global NV may not be able to find adequate replacements on a timely basis, or at all. Global NV does not maintain key person life insurance policies on any of our employees.

The size of Global NV’s target market is difficult to quantify, and investors will be reliant on their own estimates on the accuracy of market data

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in Global NV and, few, if any, established companies whose business model Global NV can follow or upon whose success Global NV can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in Global NV. There can be no assurance that Global NV’s estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. Global NV regularly purchases and follows market research.

Global NV’s industry is experiencing rapid growth and consolidation that may cause Global NV to lose key relationships and intensify competition

The cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm Global NV in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing Global NV to expend greater resources to meet new or additional competitive threats, all of which could harm Global NV’s operating results. As competitors enter the market and become increasingly sophisticated, competition in Global NV’s industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact its profitability.

Global NV continues to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders

There is no guarantee that Global NV will be able to achieve its business objectives. The continued development of Global NV will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or Global NV going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to Global NV.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. Global NV's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of Global NV have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Common Shares will be issued by Global NV on the conversion of convertible debt and upon the exercise of outstanding warrants. In addition, from time to time, Global NV may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase Global NV's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for Global NV to obtain additional capital and to pursue business opportunities, including potential acquisitions. Global NV may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flows may restrict Global NV's ability to pursue its business objectives.

Global NV currently has insurance coverage; however, because Global NV operates within the cannabis industry, there are additional difficulties and complexities associated with such insurance coverage

Global NV believes that it and its subsidiaries, including Global NV, currently have sufficient insurance coverage with respect to its operations as of the date hereof, including the ongoing stages of construction and development of Global NV's Facilities. As Global NV continues to execute its business plan and further grow its operations, Global NV will increase insurance coverage to insure sufficient coverage for workers' compensation, general liability, directors' and officers' insurance, fire and other similar policies customarily obtained for businesses to the extent commercially appropriate. However, because Global NV is engaged in and operates within the cannabis industry, there are exclusions and additional difficulties and complexities associated with such insurance coverage that could cause Global NV to suffer uninsured losses, which could adversely affect Global NV's business, results of operations, and profitability. There is no assurance that Global NV will be able to fully utilize such insurance coverage, if necessary.

The cultivation of cannabis includes risks inherent in an agricultural business including the risk of crop loss, sudden changes in environmental conditions, equipment failure, product recalls and others

Global NV's future business involves the growing of marijuana, an agricultural product. Such business will be subject to the risks inherent in any agricultural business, such as insects, plant diseases and similar agricultural risks. Although Global NV expects that any such growing will be completed indoors under climate-controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

Global NV may be subject to product recalls for product defects self-imposed or imposed by regulators

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of Global NV's products are recalled due to an alleged product defect or for any other reason, Global NV could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. Global NV may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although Global NV has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits.

Additionally, if one of Global NV's significant brands were subject to recall, the image of that brand and Global NV could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for Global NV's products and could have a material adverse effect on the results of operations and financial condition of Global NV. Additionally, product recalls may lead to increased scrutiny of Global NV's operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Global NV is reliant on key inputs, such as water and utilities, and any interruption of these services could have a material adverse effect on Global NV's finances and operation results. Global NV is also dependent on access to skilled labor, equipment and parts

Global NV's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of Global NV. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of Global NV.

The ability of Global NV to compete and grow will be dependent on having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that Global NV will be successful in maintaining the required supply of skilled labor, equipment, parts and components. It is also possible that the expansion and construction plans for the Facilities contemplated by Global NV may cost more than anticipated, in which circumstance Global NV may curtail, or extend timeframes for completing its Growth Plan. This could have a material adverse effect on the financial results and operations of Global NV.

The expansion of the medical cannabis industry may require new clinical research into effective medical therapies, when such research has been restricted in the U.S.

Research in the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although Global NV believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Prospectus or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could have a material adverse effect on the demand for Global NV's products with the potential to lead to a material adverse effect on Global NV's business, financial condition and results of operations.

Global NV could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against Global NV

Global NV is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to Global NV that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and state healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for Global NV to identify and deter misconduct by its employees and other third parties, and the precautions taken by Global NV to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting Global NV from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Global NV, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Global NV's operations, any of which could have a material adverse effect on Global NV's business, financial condition and results of operations.

Global NV will be reliant on information technology systems and may be subject to damaging cyber-attacks

Global NV has entered into agreements with third parties for hardware, software, telecommunications and other information technology (“IT”) services in connection with its operations. Global NV’s operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. Global NV’s operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact Global NV’s reputation and results of operations.

Global NV has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that Global NV will not incur such losses in the future. Global NV’s risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, Global NV may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Global NV may be subject to breaches of security at its Facilities

Given the nature of Global NV’s product, growing methods, and its lack of legal availability outside of channels approved by the Government of Colorado, as well as the concentration of inventory in its facilities, despite meeting or exceeding the security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of Global NV’s Facilities could expose Global NV to additional liability and to potentially costly litigation, increased expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing Global NV’s products.

Global NV’s officers and directors may be engaged in a range of business activities resulting in conflicts of interest

Global NV may be subject to various potential conflicts of interest because some of its officers and directors may be engaged in a range of business activities. In addition, Global NV’s executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to Global NV. In some cases, Global NV’s executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to Global NV’s business and affairs and that could adversely affect Global NV’s operations. These business interests could require significant time and attention of Global NV’s executive officers and directors.

In addition, Global NV may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which Global NV may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of Global NV. In addition, from time to time, these persons may be competing with Global NV for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, if such a conflict of interest arises at a meeting of Global NV’s directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of Global NV are required to act honestly, in good faith and in the best interests of Global NV.

In certain circumstances, Global NV’s reputation could be damaged

Damage to Global NV’s reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding Global NV and its activities, whether true or not. Although Global NV believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, Global NV does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence,

increased challenges in developing and maintaining community relations and an impediment to Global NV's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Negative Operating Cash Flow

Global NV has incurred losses since the date of inception. Although we expect to become profitable, there is no guarantee that will happen, and we may never become profitable. We currently have a negative operating cash flow and may continue to have that for the foreseeable future. To date, we have not generated any revenues and a large portion of our expenses are fixed, including expenses related to facilities, equipment, contractual commitments and personnel. As a result, we expect our net losses from operations to improve. Our ability to generate additional revenues and potential to become profitable will depend largely on our ability, to manufacture and market our products. There can be no assurance that any such events will occur or that we will ever become profitable. Even if we do achieve profitability, we cannot predict the level of such profitability. If we sustain losses over an extended period of time, we may be unable to continue our business.

Need for Additional Financing

We believe that Global NV will have sufficient capital to operate our business for at least twelve (12) months from the date of this Prospectus. However, it is possible that costs associated with the operation of our business will exceed our projections depending on the timing of future operating and capital expenses. Assuming the proceeds from our existing funds sustain our operations for this period, we believe we may thereafter require additional capital for additional product development, sales and marketing operations, other operating expenses and for general corporate purposes to fund growth in our markets. We do not know how much additional funding we may require. Global NV may therefore be required to seek other sources of financing in the future, which sources (assuming we are able to locate such alternative sources of financing) may be on terms less favorable than desired. Any additional equity financing may be dilutive to shareholders, and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity securities, the percentage ownership of the shareholders of Global NV will be reduced, shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences or privileges senior to those of the holders of the Common Shares. If adequate funds are not available on acceptable terms, we may be unable to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition and operating results, or we may be forced to cease operations.

Product Liability

As a manufacturer and distributor of products designed to be ingested by humans, Global NV faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of Global NV's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions, including illness or injury, resulting from human consumption of Global NV's products alone or in combination with products that are not produced by Global NV, may result from inadequate instructions for use or inadequate warnings concerning possible side effects or interactions with those other substances. A product liability claim or regulatory action against Global NV could result in increased costs, could adversely affect Global NV's reputation with its clients and consumers generally and could have a material adverse effect on our results of operations and financial condition of Global NV.

There can be no assurances that Global NV will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of Global NV's potential products. As of the current date, Global NV has a small amount of insurance coverage for construction and general liabilities.

If we have a material weakness in our internal controls over financial reporting, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities

One or more material weaknesses in our internal controls over financial reporting could occur or be identified in the future. In addition, because of inherent limitations, our internal controls over financial reporting may not prevent or detect misstatements, and any projections of any evaluation of effectiveness of internal controls to future periods are

subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with our policies or procedures may deteriorate. If we fail to maintain the adequacy of our internal controls, including any failure or difficulty in implementing required new or improved controls, our business and results of operations could be harmed, we may not be able to provide reasonable assurance as to our financial results or meet our reporting obligations and there could be a material adverse effect on the price of our securities. (See “Appendix E Management’s Discussion and Analysis”).

Vulnerability to Rising Energy Costs

Global NV’s marijuana growing operations will consume considerable energy, making Global NV vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of Global NV and its ability to operate profitably.

Publicity or Consumer Perception

Global NV believes the recreational and medical marijuana industries are highly dependent upon consumer perception regarding the safety, efficacy and quality of the marijuana produced. Consumer perception of Global NV’s products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of marijuana products.

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the marijuana market generally, any particular product or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for Global NV’s products and the business, results of operations, financial condition and Global NV’s cash flows. Global NV’s dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on Global NV, the demand for Global NV’s products, and the business, results of operations, financial condition and cash flows of Global NV. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of CBD in general, or Global NV’s products specifically, or associating the consumption of CBD with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers’ failure to consume such products appropriately or as directed.

Difficulties with Forecasts

Global NV must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the recreational and medical marijuana industries in California. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of Global NV.

Risks Related to Farming Operations.

We are an agriculturally based business subject to draught, hail, pests, fungus, and other adverse growing conditions.

Global NV grows crops in open fields in Colorado subject to hail, draught and other weather conditions which could totally destroy its crops resulting in a catastrophic loss to Global NV. Global NV’s crops are also subject to pests, disease and fungus which could render the crop useless resulting in a catastrophic loss to Global NV.

We are dependent upon irrigation to grow our crops.

Global NV must have water to irrigate its crops. If Global NV cannot secure sufficient water at a reasonable cost it may negatively impact production, harvest and ultimately the price of the common stock may decrease.

The value of the crops is dependent upon their genetic makeup.

Global NV is a hemp grower seeking a high content of CBD molecule from its crops. If the crops mutate or do not have the proper genetic makeup they may be rendered unusable or contain a lower level of the CBD molecule making the crop less valuable.

The crops must be timely and appropriately planted, harvested and stored.

The crops must be properly and timely planted, harvested, cured, and stored to maintain their highest yield and value. If a crop is not timely planted, it may not have sufficient time or conditions to reach its optimal CBD production. If a crop is not timely or properly cured it will lose essential components and market value. If the harvested crops are not stored under certain stable conditions their value can quickly deteriorate.

Global NV is regulated by the Colorado Department of Agriculture and must have a license to grow its crops.

Global NV must apply and be granted a license annually through the CDA currently, and potentially other agencies in the future. If Global NV fails certain audit requirements or is otherwise unable to obtain a license it will not be able to farm and grow product which will have a negative impact on profitability and the common stock price.

Non-compliant plants may be introduced to our grow operation.

We grow in open fields without physical barriers to prevent malicious or accidental introduction of plants which may contain genetics producing non-compliant amounts of THC. If our crops contain more than .3% THC Global NV may be forced to destroy crops, be fined or subject to administrative penalties including the loss of our growing license.

Neighboring farms may introduce male or non-feminized plants impacting Global NV's crops and yield.

In order to control the CBD and THC production in the hemp plants Global NV must be able to maintain the genetics and an all feminized crop. If male plants are introduced to the crops there may be a reduction in CBD production and THC found in the plants may exceed the allowable limit causing the crops to be destroyed and also risk to Global NV's license to grow.

Risks Related to The Common Stock.

The offering price of our shares has been arbitrarily determined.

We have arbitrarily determined the offering price of our shares; it bears no relationship to our assets, net worth, book value, or potential business operations. It should not be taken to be an indication of the actual value of Global NV.

There may be future dilution of our Common Stock.

If we sell additional equity or convertible debt securities, those sales could result in additional dilution to our shareholders.

Risk relating to Retirement Plan Investors.

Any person who is a fiduciary of a retirement plan subject to Employee Retirement Income Security Act of 1974 (“ERISA”) (a “**Qualified Plan**”) who is considering investment in the Common Stock must assess whether or not such an investment would constitute a prudent investment under the circumstances described in this Risk Factors section. Given the higher degree of risk involved in this investment, this investment may not be appropriate for Qualified Plans other than self-directed or Qualified Plans whose only participant is the fiduciary himself or herself. In addition, an investment in the Common Stock by any Qualified Plan that owns a membership interest in Global NV may be deemed to be a “prohibited transaction” pursuant to regulations promulgated under ERISA and the Internal Revenue Code.

Transfer Restrictions.

The Common Stock has not been registered under the federal or state securities laws, and subsequent sale or transfer of the Common Stock is restricted. You may not be able to liquidate your investment in the Common Stock in the event of any emergency or other circumstances. Therefore, you should consider an investment in the Common Stock to be a long-term investment.

Lack of Market Liquidity.

There is no organized public market for investments such as the Common Stock and it is not expected that any organized public market will develop in the future. Therefore, you should invest in the Common Stock only if you have the resources to assume the risks characteristic of this type investment and can afford to invest on a long-term basis.

There is No Commitment to Purchase the Securities Being Offered.

Global NV is selling the Common Stock on a “best efforts” minimum/maximum basis. No person has any binding obligation to purchase all or any portion of the Common Stock and Global NV can give no assurance that any of the Common Stock will be sold. Subscribers will not have the right to cancel their subscription or to request the return of their funds during the term of the escrow or any extension thereof.

No Independent Counsel

No independent counsel has been retained to represent the interests of the holders or purchasers of the Common Stock. The interests of the holders or purchasers of the Common Stock may be inconsistent in some respects with the interests of Global NV and its shareholders. Each potential investor is, therefore, urged to consult his or her own counsel as to the terms and provisions of the Common Stock and in all other related documents.

Securities Brokers

You may have difficulty selling shares of our common stock in the future. Many securities brokers will not sell securities which:

- are considered penny stocks
- trade in the over-the-counter market, or
- were issued by companies which are involved in the marijuana or hemp industry.

Further, for a securities broker which will, under certain circumstances sell securities which fall under any or all of the three (3) categories listed above, the customer, before the securities broker will accept the shares for deposit, must often complete a questionnaire detailing how the customer acquired the shares, provide the securities broker with an opinion of an attorney concerning the ability of the shares to be sold in the public market, and pay a “legal review” fee which in some cases can exceed \$1,000. For these reasons, investors in this offering, if and when a public market develops for our common stock, may have difficulty selling shares of our common stock if they convert their note or exercise their warrants in the future.

Market Price of Common Shares and Volatility

The Common Shares do not currently trade on any exchange or stock market. Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies’ financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow Global NV; lessening in trading volume and general market interest in the Common Shares may affect an investor’s ability to trade significant numbers of Common Shares; the size of our public float may limit the ability of some institutions to invest in Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect our long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management’s attention and resources. The fact that no market currently exists for the Common Shares may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares.

The market price of the Common Shares is affected by many other variables which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the breadth of the public market for the Common Shares, the release or expiration of lock-up, escrow or other transfer restrictions on the Common Shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares is expected to make the Common Share price volatile in the future, which may result in losses to investors.

No Established Market

There is currently no market through which Global NV's securities may be sold and purchasers may not be able to resell Global NV's securities. An active public market for the Common Shares might not develop or be sustained following the filing of this Prospectus. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Common Share price may decline below the shareholder's initial investment.

No Market for Warrants

There is currently no market through which Global NV's warrants may be sold and Global NV does not intend to list its warrants. There can be no assurance that an active or liquid market for Global NV's warrants will ever develop following the Offering, or if developed, that such market will be maintained.

It may be difficult, if not impossible, for U.S. holders of Global NV's common shares to resell them over the CSE other stock exchange

It has recently come to management's attention that all major securities clearing firms in the United States have ceased participating in transactions related to securities of Canadian public companies involved in the medical marijuana industry. This appears to be due to the fact that cannabis continues to be listed as a controlled substance under U.S. federal law, with the result that cannabis-related practices or activities, including the cultivation, possession or distribution of cannabis, are illegal under U.S. federal law. Accordingly, U.S. residents who acquire Common Shares as "**restricted securities**" (including any Warrant Shares pursuant to the exercise of warrants) may find it difficult – if not impossible – to resell such shares over the facilities of any Canadian stock exchange on which the shares may then be listed. It remains unclear what impact, if any, this and any future actions among market participants in the United States will have on the ability of U.S. residents to resell any Common Shares that they may acquire in open market transactions. Our understanding is that all U.S. brokers must use a clearing service to facilitate resale transactions over Canadian securities exchanges. Some U.S. brokers have self-clearing capabilities; those that do not must use third party clearing firms. This issue does not apply to the Depositary Trust Company.

Dividends

We intend to retain earnings, if any, to finance the growth and development of our business and do not intend to pay cash dividends on the Common Shares in the foreseeable future. The payment of future cash dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

Global NV is subject to uncertainty regarding legal and regulatory status and changes

Achievement of Global NV's business objectives is also contingent, in part, upon compliance with other regulatory requirements enacted by governmental authorities and obtaining other required regulatory approvals. The regulatory regime applicable to the cannabis business in the U.S. is currently undergoing significant changes and Global NV cannot predict the impact of the regime on its business once the structure of the regime is finalized. Similarly, Global NV cannot predict the timeline required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failing to obtain, required regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of Global NV. Global NV will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on Global NV's operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Global NV's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Global NV.

Global NV will be subject to additional regulatory burden resulting from its public listing on the CSE

Prior to the filing of this Prospectus, Global NV has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be

made to our financial management control systems to manage our obligations as a public company. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Common Shares that these and other measures that we might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. We intend to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance our operations, development, exploration, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Common Share.

Transactions Engaged in by our Largest Shareholders, our Directors or Officers

As of the date of this Prospectus, our officers, directors and principal shareholders (greater than ten percent (10%) shareholders) collectively control approximately fifty-nine percent (59%) of Global NV. Subsequent sales of our Common Shares by these shareholders could have the effect of lowering the market price of our Common Shares. The perceived risk associated with the possible sale of a large number of Common Shares by these shareholders, or the adoption of significant short positions by hedge funds or other significant investors, could cause some of our shareholders to sell their Common Shares, thus causing the market price of our Common Shares to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of Common Shares by our directors or officers could cause other institutions or individuals to engage in short sales of the Common Shares, which may further cause the market price of our Common Shares to decline.

From time to time our directors and executive officers may sell Common Shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, our directors and executive officers may sell a significant number of Common Shares for a variety of reasons unrelated to the performance of our business. Our shareholders may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Common Shares. These sales could cause the market price of our Common Shares to drop.

Risks Related to Regulatory Environment

Global NV operates in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Global NV incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Global NV and, therefore, on Global NV's prospective returns. Further, Global NV may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect our ability to conduct our business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future. A material adverse impact on our financial statements also could occur for the period in which the effect of an unfavorable final outcome becomes probable and reasonably estimable.

The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of Global NV and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce Global NV's earnings and could make future capital investments or Global NV's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

This Prospectus involves an entity that is expected to continue to derive a portion of its revenues from the cannabis industry in certain states of the United States, which industry is illegal under United States federal law.

While Global NV's business activities are compliant with applicable state and local law, such activities remain illegal under United States federal law. Global NV is involved in the cannabis industry in the U.S. where local and state laws permit such activities or provide limited defenses to criminal prosecutions. Global NV will be directly engaged in the manufacture and possession of cannabis in the medical and recreational cannabis marketplace in the U.S.

The enforcement of relevant laws is a significant risk.

Twenty-nine (29) of the states in the U.S. have enacted comprehensive legislation to regulate the sale and use of medical cannabis. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a Schedule 1 controlled substance under the Controlled Substances Act. As such, cannabis-related practices or activities, including without limitation, the cultivation, manufacture, importation, possession, use or distribution of cannabis, are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis will neither absolve Global NV of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against Global NV. Any such proceedings brought against Global NV may adversely affect Global NV's operations and financial performance.

Because of the conflicting views between state legislatures and the federal government of the U.S. regarding cannabis, cannabis-related operations and investments in cannabis businesses in the U.S. are subject to inconsistent legislation, regulation, and enforcement. Unless and until the U.S. Congress amends the Controlled Substances Act with respect to cannabis or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which would adversely affect Global NV's operations in the U.S. along with any future investments of Global NV in the U.S. As a result of the tension between state and federal law, there are a number of risks associated with Global NV's operations and potential future investments in the U.S.

For the reasons set forth above, Global NV's existing interests in the U.S. cannabis market may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. It has been reported by certain publications in Canada that the Canadian Depository for Securities Limited may implement policies that would see its subsidiary, CDS Clearing and Depository Services Inc. ("**CDS**"), refuse to settle trades for cannabis issuers that have cannabis-related operations and/or investments in the United States.

CDS is Canada's central securities depository, clearing and settlement hub settling trades in the Canadian equity, fixed income and money markets. The TMX Group, the owner and operator of CDS, subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, despite media reports to the contrary and that the TMX Group was working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time.

On February 8, 2018, following discussions with the CSA and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("**TMX MOU**") with Aequis NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades. In particular, the Common Shares would become highly illiquid as until an

alternative was implemented, investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange.

Global NV's activities and operations in the U.S. are, and will continue to be, subject to evolving regulation by governmental authorities. Global NV will be directly engaged in the medical and recreational cannabis industry in Colorado, where local state law permits such activities.

Global NV's operations are exclusively focused in Colorado, a state that has legalized the recreational use of cannabis. Currently, the states of Alaska, California, Maine, Massachusetts, Nevada, Oregon, Vermont, Washington and the District of Columbia have also legalized recreational use of cannabis. Over half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis. However, the U.S. federal government has not enacted similar legislation. As such, the cultivation, manufacture, distribution, sale and use of cannabis remains illegal under U.S. federal law.

Further, on January 4, 2018, U.S. Attorney General Jeff Sessions formally rescinded the standing U.S. Department of Justice federal policy guidance governing enforcement of marijuana laws, as set forth in a series of memos and guidance from 2009-2014, principally the Cole Memorandum. The Cole Memorandum generally directed U.S. Attorneys not to enforce the federal marijuana laws against actors who are compliant with state laws, provided enumerated enforcement priorities were not implicated. The rescission of this memo and other Obama-era prosecutorial guidance did not create a change in federal law as the Cole Memorandums were never legally binding; however, the revocation removed the DOJ's guidance to U.S. Attorneys that state-regulated cannabis industries substantively in compliance with the Cole Memorandum's guidelines should not be a prosecutorial priority. The federal government of the United States has always reserved the right to enforce federal law regarding the sale and disbursement of medical or recreational marijuana, even if state law sanctioned such sale and disbursement. Although the rescission of the above memorandums does not necessarily indicate that marijuana industry prosecutions are now affirmatively a priority for the DOJ, there can be no assurance that the federal government will not enforce such laws in the future.

Additionally, there can be no assurance that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. It is also important to note that local and city ordinances may strictly limit and/or restrict the distribution of cannabis in a manner that could make it extremely difficult or impossible to transact business in the cannabis industry. If the federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing state laws are repealed or curtailed, Global NV's current and future operations along with any future investments in such businesses would be materially and adversely affected. Federal actions against any individual or entity engaged in the marijuana industry or a substantial repeal of marijuana related legislation could adversely affect Global NV, its business and its potential investments.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, including the rescission of the Cole Memorandum discussed above, on February 8, 2018 the CSA published a staff notice (Staff Notice 51-352) setting out the CSA's disclosure expectations for specific risks facing issuers with cannabis-related activities in the U.S. Staff Notice 51-352 confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry. Global NV views this staff notice favorably, as it provides increased transparency and greater certainty regarding the views of its exchange and its regulator of existing operations and strategic business plan as well as Global NV's ability to pursue future investment and opportunities in the U.S.

The concepts of "medical cannabis" and "retail cannabis" do not exist under U.S. federal law because the U.S. Controlled Substances Act classifies "marijuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the U.S., and a lack of accepted safety for the use of the drug under medical supervision. As such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis remain illegal under U.S. federal law. Although Global NV's activities are compliant with applicable U.S. state and local law, strict compliance with state and local laws with respect to cannabis may neither absolve Global NV of liability under U.S. federal law, nor may it provide a defense to any federal proceeding which may be brought against Global NV. Any such proceedings brought against Global NV may adversely affect Global NV's operations and financial performance.

Violations of any U.S. federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the U.S. federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on Global NV, including its reputation and ability to conduct business, its holding (directly or indirectly) of cannabis licenses in the U.S., the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for Global NV to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

There is still uncertainty surrounding the Trump Administration and Attorney General Jeff Sessions and their influence and policies in opposition to the cannabis industry as a whole. Many factors could cause Global NV's actual results, performances and achievements to differ materially from those expressed or implied by the forward-looking statements and forward-looking statements, including without limitation, the following factors:

- Global NV operates in the cannabis sector in the U.S., where cannabis is federally illegal;
- The activities of Global NV are subject to evolving regulation that is subject to changes by governmental authorities in Canada and the U.S.;
- Third parties with which Global NV does business, including banks and other financial intermediaries, may perceive that they are exposed to legal and reputational risk because of Global NV's cannabis business activities;
- Global NV's ability to repatriate returns generated from investments in the U.S. may be limited by anti-money laundering laws;
- Under Section 280E of the *Internal Revenue Code*, normal business expenses incurred in the business of selling marijuana and its derivatives are not deductible in calculating income tax liability. Therefore, Global NV will be precluded from claiming certain deductions otherwise available to non-marijuana businesses. As a result, an otherwise profitable business may in fact operate at a loss after taking into account its income tax expenses. There is no certainty that Global NV will not be subject to 280E in the future, and accordingly, there is no certainty that the impact that 280E has on Global NV's margins will ever be reduced;
- Federal prohibitions result in marijuana businesses being potentially restricted from accessing the U.S. federal banking system, and Global NV and its subsidiaries may have difficulty depositing funds in federally insured and licensed banking institutions. This may lead to further related issues, such as the potential that a bank will freeze Global NV's accounts and risks associated with uninsured deposit accounts. There is no certainty that Global NV will be able to maintain its existing accounts or obtain new accounts in the future; and
- Although the TMX MOU confirms that there is currently no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, there can be no guarantee that this approach to regulation will continue in the future.

Risks related to potential changes to determining foreign private issuer status in the United States

The transactions under the MErger Agreement were structured so that the Resulting Issuer would be a Foreign Private Issuer as defined in Rule 405 under the U.S. Securities Act and Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The term Foreign Private Issuer is defined as any non-U.S. corporation, other than a foreign government, *except* any issuer meeting the following conditions:

- (a) more than 50 percent of the outstanding voting securities of such issuer are, directly or indirectly, held of record by residents of the United States; and
- (b) any one of the following:
 - (i) the majority of the executive officers or directors are United States citizens or residents, or
 - (ii) more than 50 percent of the assets of the issuer are located in the United States, or
 - (iii) the business of the issuer is administered principally in the United States.

A “holder of record” is defined by Rule 12g5-1 under the Exchange Act. Generally speaking, the holder identified on the record of security holders is considered as the record holder.

In December 2016, the U.S. Securities and Exchange Commission (“SEC”) issued a Compliance and Disclosure Interpretation to clarify that issuers with multiple classes of voting stock carrying different voting rights may, for the purposes of calculating compliance with this threshold, examine either (i) the combined voting power of its share classes or (ii) the number of voting securities, in each case held of record by U.S. residents. Based on this interpretation, Based on this interpretation, each preferred share is counted as one and each common share is counted as one for the purposes of determining the 50 percent U.S. resident threshold and the Resulting Issuer should be a “foreign private issuer” upon closing of the Merger. The Resulting Issuer preferred share rights and preferences contain a limitation on conversion, which is designed to mitigation the risk that the Resulting Issuer will lose its “foreign private issuer” status.

Should the SEC’s guidance and interpretation change, it is likely that the Resulting Issuer will lose its Foreign Private Issuer status.

Risks related to the Resulting Issuer loss of foreign private issuer status in the United States

The Resulting Issuer is expected to be a Foreign Private Issuer. If, as of the last business day of the Resulting Issuer’s second fiscal quarter for any year, more than 50% of the Resulting Issuer’s outstanding voting securities (as determined under Rule 405) are directly or indirectly held of record by residents of the United States, the Resulting Issuer will no longer meet the definition of a Foreign Private Issuer, which may have adverse consequences on the Resulting Issuer’s ability to raise capital in private placements or Canadian prospectus offerings. In addition the loss of the Resulting Issuer’s Foreign Private Issuer status may likely result in increased reporting requirements and increased audit, legal and administration costs. These increased costs may significantly affect the Resulting Issuer’s results of operations and profitability.

There are U.S. tax risks

It is anticipated that Section 7874(b) of the U.S. Internal Revenue Code (“Code”) will apply to treat the Resulting Issuer as a U.S. domestic corporation for U.S. federal income tax purposes. If, as anticipated, Section 7874(b) were to apply, the Resulting Issuer would be subject to U.S. federal income tax as a U.S. domestic corporation on its worldwide income and any dividends paid by the Resulting Issuer to Non-U.S. holders may be subject to U.S. federal income tax withholding at a 30% rate or such lower rate as provided in an applicable treaty.

Moreover, because the Resulting Issuer Shares will be treated as shares of a U.S. domestic corporation, the U.S. gift, estate and generation-skipping transfer tax rules generally apply to a “Non-U.S. Holder” of Resulting Issuer Shares.

The transactions contemplated herein may result in an “ownership change” of Resulting Issuer within the meaning of the United States federal income tax laws addressing net operating loss carry-forwards, alternative minimum tax credits and other similar tax attributes. If an ownership change occurs, there will be specific limitations on the ability to use net operating loss carry-forwards and other tax attributes from periods prior to the Merger. It is possible that such limitations could limit Resulting Issuer’s ability to utilize such tax attributes and, therefore, result in an increase in Resulting Issuer’s United States federal income tax liability. In addition, it is possible that all or a portion of Resulting Issuer’s net operating loss carry-forwards may expire before they can be utilized.

Prospective investors should discuss the tax consequences of acquiring, holding and disposing of Resulting Issuer Shares with their own tax advisors.

Potential Adverse Tax Consequences from the Payment of Dividends on the Resulting Issuer Shares

The Resulting Issuer does not contemplate paying any dividends on the Resulting Issuer Shares in the foreseeable future. However, dividends received by shareholders who are residents of Canada for purpose of the ITA will be subject to U.S. withholding tax. Any such dividends may not qualify for a reduced rate of withholding tax under the Canada-United States Tax Convention. In addition, a foreign tax credit or a deduction in respect of foreign taxes may not be available.

Dividends received by U.S. shareholders will not be subject to U.S. withholding tax but will be subject to Canadian withholding tax. After giving effect to the Merger, it is anticipated that the Resulting Issuer will be considered to be a U.S. corporation for U.S. federal income tax purposes. As such, dividends paid by the Resulting Issuer will be characterized as U.S. source income for purposes of the foreign tax credit rules under the Code. Accordingly, U.S. shareholders generally would not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax.

Dividends received by shareholders that are neither Canadian nor U.S. shareholders will be subject to U.S. withholding tax and would also be subject to Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. withholding tax under any income tax treaty otherwise applicable to a shareholder of the Resulting Issuer, subject to examination of the relevant treaty.

Risks related to potential changes to determining foreign private issuer status in the United States

The transactions under the Share Exchange Agreement were structured so that the Resulting Issuer would be a Foreign Private Issuer as defined in Rule 405 under the U.S. Securities Act and Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The term Foreign Private Issuer is defined as any non-U.S. corporation, other than a foreign government, *except* any issuer meeting the following conditions:

- (a) more than 50 percent of the outstanding voting securities of such issuer are, directly or indirectly, held of record by residents of the United States; and
- (b) any one of the following:
 - (i) the majority of the executive officers or directors are United States citizens or residents, or
 - (ii) more than 50 percent of the assets of the issuer are located in the United States, or
 - (iii) the business of the issuer is administered principally in the United States.

A “holder of record” is defined by Rule 12g5-1 under the Exchange Act. Generally speaking, the holder identified on the record of security holders is considered as the record holder.

In December 2016, the U.S. Securities and Exchange Commission (“SEC”) issued a Compliance and Disclosure Interpretation to clarify that issuers with multiple classes of voting stock carrying different voting rights may, for the purposes of calculating compliance with this threshold, examine either (i) the combined voting power of its share classes or (ii) the number of voting securities, in each case held of record by U.S. residents. Based on this interpretation, Based on this interpretation, each preferred share is counted as one and each common share is counted as one for the purposes of determining the 50 percent U.S. resident threshold and the Resulting Issuer should be a “foreign private issuer” upon closing of the Merger. The Resulting Issuer preferred share rights and preferences contain a limitation on conversion, which is designed to mitigation the risk that the Resulting Issuer will lose its “foreign private issuer” status.

Should the SEC’s guidance and interpretation change, it is likely that the Resulting Issuer will lose its Foreign Private Issuer status.

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There are U.S. tax risks

It is anticipated that Section 7874(b) of the U.S. Internal Revenue Code (“Code”) will apply to treat the Resulting Issuer as a U.S. domestic corporation for U.S. federal income tax purposes. If, as anticipated, Section 7874(b) were to apply, the Resulting Issuer would be subject to U.S. federal income tax as a U.S. domestic corporation on its worldwide income and any dividends paid by the Resulting Issuer to Non-U.S. holders may be subject to U.S. federal income tax withholding at a 30% rate or such lower rate as provided in an applicable treaty.

Moreover, because the Resulting Issuer Shares will be treated as shares of a U.S. domestic corporation, the U.S. gift, estate and generation-skipping transfer tax rules generally apply to a “Non-U.S. Holder” of Resulting Issuer Shares.

The transactions contemplated herein may result in an “ownership change” of Resulting Issuer within the meaning of the United States federal income tax laws addressing net operating loss carry-forwards, alternative minimum tax credits and other similar tax attributes. If an ownership change occurs, there will be specific limitations on the ability to use net operating loss carry-forwards and other tax attributes from periods prior to the Business Combination. It is possible that such limitations could limit Resulting Issuer’s ability to utilize such tax attributes and, therefore, result in an increase in Resulting Issuer’s United States federal income tax liability. In addition, it is possible that all or a portion of Resulting Issuer’s net operating loss carry-forwards may expire before they can be utilized.

Prospective investors should discuss the tax consequences of acquiring, holding and disposing of Resulting Issuer Shares with their own tax advisors.

Potential Adverse Tax Consequences from the Payment of Dividends on the Resulting Issuer Shares

The Resulting Issuer does not contemplate paying any dividends on the Resulting Issuer Shares in the foreseeable future. However, dividends received by shareholders who are residents of Canada for purpose of the ITA will be subject to U.S. withholding tax. Any such dividends may not qualify for a reduced rate of withholding tax under the Canada-United States Tax Convention. In addition, a foreign tax credit or a deduction in respect of foreign taxes may not be available.

Dividends received by U.S. shareholders will not be subject to U.S. withholding tax but will be subject to Canadian withholding tax. After giving effect to the Merger, it is anticipated that the Resulting Issuer will be considered to be a U.S. corporation for U.S. federal income tax purposes. As such, dividends paid by the Resulting Issuer will be characterized as U.S. source income for purposes of the foreign tax credit rules under the Code. Accordingly, U.S. shareholders generally would not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax.

Dividends received by shareholders that are neither Canadian nor U.S. shareholders will be subject to U.S. withholding tax and would also be subject to Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. withholding tax under any income tax treaty otherwise applicable to a shareholder of the Resulting Issuer, subject to examination of the relevant treaty.

International Regulatory Risks

Global NV’s operations the U.S. cannabis market may become the subject of heightened scrutiny

Global NV’s operations in the U.S. cannabis market may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, Global NV may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on Global NV’s ability to invest in and/or operate in the U.S. or any other jurisdiction.

U.S. border officials could deny entry into the U.S. to management, employees and/or investors in companies with cannabis operations in the U.S.

Because cannabis remains illegal under U.S. federal law, those employed at or investing in legal and licensed Canadian cannabis companies could face detention, denial of entry or lifetime bans from the U.S. for their business associations with U.S. cannabis businesses. Entry happens at the sole discretion of the U.S. Customs and Border Protection officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a

foreign national. The government of Canada has started warning travelers on its website that previous use of cannabis, or any substance prohibited by U.S. federal laws, could mean denial of entry to the U.S. Business or financial involvement in the legal cannabis industry in Canada or in the U.S. could also be reason enough for U.S. border guards to deny entry.

Global NV's Operations and potential investments in the United States are subject to applicable anti-money laundering laws and regulations

Global NV is subject to a variety of laws and regulations domestically and in the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the U.S. *Currency and Foreign Transactions Reporting Act* of 1970 (commonly known as the “**Bank Secrecy Act**”), as amended by Title III of the *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act* of 2001 (“**USA PATRIOT Act**”), the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)*, as amended and the rules and regulations thereunder, and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S. and Canada. Further, under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering, aiding and abetting, or conspiracy.

Despite these laws, the FinCEN Memorandum states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued in the 2014 Cole Memo. The 2014 Cole Memo has been rescinded as of January 4, 2018, along with the Cole Memorandum, removing guidance that enforcement of applicable financial crimes was not a DOJ priority.

Attorney General Sessions’ revocation of the Cole Memorandum and the 2014 Cole Memo has not affected the status of the FinCEN Memorandum, nor has the Department of the Treasury given any indication that it intends to rescind the FinCEN Memorandum itself. Though it was originally intended for the 2014 Cole Memo and the FinCEN Memorandum to work in tandem, the FinCEN Memorandum appears to remain in effect as a standalone document which explicitly lists the eight enforcement priorities originally cited in the rescinded Cole Memorandum.

Although the FinCEN Memorandum remains intact, indicating that the Department of the Treasury and FinCEN intend to continue abiding by its guidance, it is unclear whether the current administration will continue to follow the guidelines of the FinCEN Memorandum.

Global NV’s operations, and any proceeds thereof, are considered proceeds of crime due to the fact that cannabis remains illegal federally in the U.S. This restricts the ability of Global NV to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while Global NV has no current intention to declare or pay dividends on its shares in the foreseeable future, Global NV may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Global NV's Operations and potential investments in the United States may be subject to heightened scrutiny by Canadian authorities

For the reasons set forth above, Global NV’s existing operations in the U.S., and any potential future investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, Global NV may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on Global NV’s ability to operate and invest in the U.S. or any other jurisdiction, in addition to those described herein.

Although the TMX MOU has confirmed that there is currently no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades. In particular, the Common Shares would become highly illiquid as until an alternative was implemented, investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in the U.S. or elsewhere. A negative shift in the public’s perception of cannabis in the U.S. or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could

cause state jurisdictions to abandon initiatives or proposals to legalize cannabis, thereby limiting the number of new state jurisdictions into which Global NV could expand, should it decide to do so. Global NV's inability to expand its operations into other jurisdictions may have a material adverse effect on Global NV's business, financial condition and results of operations.

Unlike in Canada, which has federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the *Access to Cannabis for Medical Purposes Regulations*, investors are cautioned that in the U.S., cannabis is largely regulated at the state level. Notwithstanding the permissive regulatory environment of medical and recreational cannabis at the state level in certain states, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, may be in violation of federal law in the U.S.

As previously stated, the United States Congress has passed the Leahy Amendment each of the last four years to prevent the federal government from using congressionally appropriated funds to enforce federal marijuana laws against regulated medical marijuana actors operating in compliance with state and local law. The 2018 *Consolidated Appropriations Act* was passed by Congress on March 23, 2018 and included the re-authorization of the Leahy Amendment. It will continue in effect until September 30, 2018, the last day of fiscal year 2018.

American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state medical cannabis laws. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the Controlled Substances Act, any individual or business— even those that have fully complied with state law— could be prosecuted for violations of federal law. If Congress restores funding, for example by declining to include the Leahy Amendment in the 2019 budget resolution, or by failing to pass necessary budget legislation and causing another government shutdown, the federal government will have the authority to prosecute individuals for violations of the law before it lacked funding under the five-year statute of limitations applicable to non-capital Controlled Substances Act violations. Additionally, it is important to note that the appropriations protections only apply to medical cannabis operations and provide no protection against businesses operating in compliance with a state's recreational cannabis laws.

As previously stated, violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on Global NV, including its reputation and ability to conduct business, its holding (directly or indirectly) of cannabis licenses in the U.S., the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for Global NV to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

Change in Laws, Regulations and Guidelines

Global NV's operations are subject to a variety of laws, regulations and guidelines, including, but not limited to, those relating to the manufacture, management, transportation, storage and disposal of cannabis, as well as laws and regulations relating to health and safety (including those for consumable products), the conduct of operations and the protection of the environment. These laws and regulations are broad in scope and subject to evolving interpretations. If any changes to such laws, regulations and guidelines occur, which are matters beyond the control of Global NV, Global NV may incur significant costs in complying with such changes or it may be unable to comply therewith, which in turn may result in a material adverse effect on Global NV's business, financial condition and results of operation. In addition, violations of these laws, or allegations of such violations, could disrupt certain aspects of Global NV's business plan and result in a material adverse effect on certain aspects of its planned operations.

Changes in regulations, more vigorous enforcement thereof, the imposition of restrictions on Global NV's ability to operate in the U.S. as a result of the federally illegal nature of cannabis in the U.S. or other unanticipated events could require extensive changes to Global NV's operations, increased compliance costs or give rise to material

liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Global NV.

PROMOTER OF GLOBAL NV

Brad Wyatt may be considered to be a Promoter of Global NV and the Resulting Issuer for the purposes of applicable securities laws, as Mr. Wyatt has taken the initiative in reorganizing, combining operating entities and seeking financing for Global NV. Mr. Wyatt owns 2,303,915 (22.61%) Common Shares, as of the date of this Prospectus. Mr. Wyatt is the CEO and is a current director of Global NV. See “*Part Two – Global NV - Directors and Officers*”, “*Part Two – Global NV - Principal Shareholders*”, “*Part Two – Global NV - Consolidated Capitalization*”, and “*Part Two – Global NV - Prior Sales*”.

Mr. Wyatt has not received anything of value from Global NV and has no entitlement to receive anything of value except as set forth in this Prospectus.

See “*Executive Compensation*”, “*Principal Shareholders*”, “*Directors and Officers*”, “*Interests of Management and Others in Material Transactions*”, and “*Material Agreements*” in “*Part Two – Global NV*” and “*Part Three – The Resulting Issuer*” of this Prospectus for additional disclosure concerning the promoter.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS AGAINST GLOBAL NV

There are no legal proceedings material to Global NV to which Global NV is a party or of which any of its property is the subject matter, and there are no such proceedings known to Global NV to be contemplated.

INTEREST OF GLOBAL NV’S MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS WITH GLOBAL NV

Except as described in this Prospectus, no insider of Global NV or associate or affiliate of an Insider of Global NV has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus that has materially affected or is reasonably expected to materially affect Global NV.

AUDITORS, TRANSFER AGENT AND REGISTRAR OF GLOBAL NV

Auditors

Global NV’s auditor is Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, 1500 – 1140 W. Pender Street, Vancouver, BC, Canada V6E 4G1

Transfer Agent and Registrar

The transfer agent and registrar for Global NV’s Common Shares is Capital Transfer Agency at its principal office in Toronto, Ontario.

MATERIAL AGREEMENTS

Material Agreements of Global NV, not including those entered into in the ordinary course of business, within two (2) years prior to the date of this Prospectus include:

- 1) the Acquisition Agreement;
- 2) the Merger Agreement;
- 3) the Share Exchange Agreement;
- 4) the Employment Agreements of Mr. Wyatt, Mr. Dooley and Mr. Darnell;
- 5) the land lease for Lot A;
- 6) the voting agreement among certain shareholders;
- 7) the Shares for Services Agreement of Brett Nesland;

- 8) the Services Agreement between Global NV and TargetPath, LLC; and
- 9) the lease for Facility C.

Copies of the Material Agreements may be inspected, upon request, at Global NV's head office during regular business hours for a period of thirty (30) days after a final receipt is issued for this Prospectus and are also available electronically at www.sedar.com.

EXPERTS

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

- Dale Matheson Carr-Hilton Labonte, LLP, Chartered Professional Accountants, is the auditor of Global NV and reported on the Global NV Audited Annual Financial Statements for years ended December 31, 2017 and 2016, and Global NV unaudited Interim Financial Statements for the period ending September 30, 2018.

To the knowledge of management, as of the date hereof, no expert, nor any associate or affiliate of such person has any beneficial interest, direct or indirect, in the property of Global NV or of an associate or affiliate of any of them, and, as of the date hereof, each expert, or any associate or affiliate of such person, as a group, beneficially owns, directly or indirectly, less than one percent (1%) of the outstanding securities of Global NV and no such person is or is expected to be elected, appointed or employed as a director, officer or employee of Global NV or of an associate or affiliate thereof.

OTHER MATERIAL FACTS

There are no other material facts about Global NV which are not otherwise disclosed in this Prospectus.

FINANCIAL STATEMENTS AND MD&A

The following financial statements are attached as **Appendix D** to this Prospectus:

- Global NV 2016/2017 Audited Annual Financial Statements; and
- Global NV unaudited Interim Financial Statements for the 9-months ended September 30, 2018; and

The following financial statements are attached as **Appendix E** to this Prospectus:

- Global NV 2016/2017 Annual MD&A.
- Global NV Interim MD&A.

PART THREE – THE RESULTING ISSUER

THE RESULTING ISSUER (POST-MERGER) - OVERVIEW

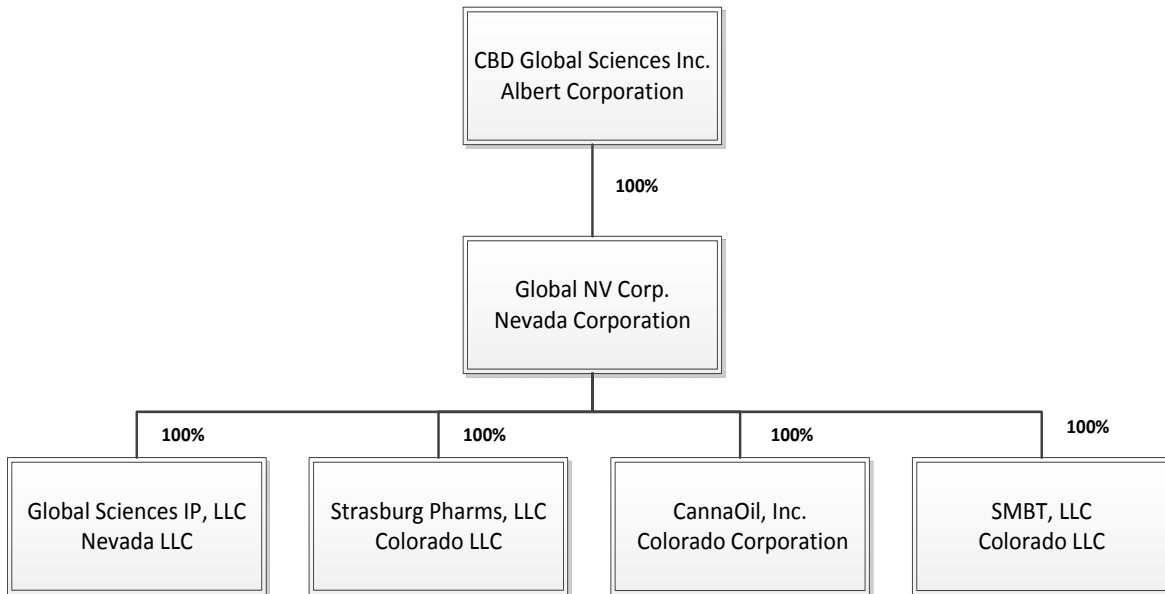
On completion of the Merger, the former Global NV Shareholders will own approximately ninety-five (95%) of the Resulting Issuer and the former CBD Global shareholders will own approximately five percent (5%) of the Resulting Issuer. Mergeco (to continue with the name “Global NV Corp.”), the combined company resulting from the Merger between Global NV and Subco, will be a wholly-owned subsidiary of the Resulting Issuer. See the diagram under “*Corporate Structure of the Resulting Issuer and Subsidiaries*” below.

Following the Merger, the Resulting Issuer will seek to to be a reporting issuer in the Provinces of Alberta, Saskatchewan and British Columbia. CBD Global intends to apply for a listing of its Common Shares on the CSE; however, as of the date of this Prospectus, the Company has not applied for nor received conditional approval from the CSE for such a Listing.

The business and operations of the Resulting Issuer will be supervised by a reconstituted board of directors and a reconstituted management team, as discussed below under “*Directors, Executive Officers and Principal Shareholders of the Resulting Issuer*”.

CORPORATE STRUCTURE OF THE RESULTING ISSUER AND SUBSIDIARIES

The following chart shows the corporate relationship of the Resulting Issuer and its subsidiary, Mergeco, as well as its US subsidiaries, and the governing jurisdiction of each such entity, immediately following completion of the Merger.



DESCRIPTION OF THE BUSINESS OF THE RESULTING ISSUER

Following the Merger, the Resulting Issuer will, through the operations of Mergeco, be indirectly engaged in the business of “Seed-to-Sale” Industrial Hemp cultivation, and the resulting conversion to and manufacturing of CBD infused products, which has been the primary activity of Global NV since its incorporation. The Resulting Issuer will continue to own all of the properties, assets and rights and will be liable for all the liabilities and obligations of CBD Global as constituted immediately prior to the Effective Time.

In addition, the Resulting Issuer will, through Mergeco, indirectly own all of the properties, assets and rights of Global NV and Mergeco will be liable for all of the liabilities and obligations of Global NV outstanding immediately prior to the Effective Time. Through Mergeco and Global NV, the Resulting Issuer will continue to carry on Global NV's business. See Part Two under "*Description of Business of Global NV*" for a more detailed discussion of the business of Global NV.

Total Available Funds

CBD Global had net working capital of approximately \$27,000 as of August 31, 2018. Global NV had working capital of approximately \$2,291,473 as of September 30, 2018. Accordingly, as at September 30, 2018, the Resulting Issuer had working capital of \$4,086,218 (after deducting the estimated costs of the Merger (including the estimated costs of this Prospectus of \$100,000 but before deducting ongoing operating expenses of Global NV) of approximately \$427,084.

As of September 30, 2018, Global NV had a cash balance of \$2,857,285 compared to \$4,286 at the prior year-end of December 31, 2017. The increase in cash was a result of convertible debt financings producing gross proceeds of \$3,377,500. As of September 30, 2018, Global NV had other current assets of \$6,405,472. Current liabilities of Global NV at the end of the third quarter ended September 30, 2018 were \$4,113,999, compared to \$600,349 at the prior year-end of December 31, 2017.

Objectives and Estimated Expenditures of the Resulting Issuer in 2018 and 2019

In 2019, it is expected that the Resulting Issuer will pursue the development of Global NV's business. Assuming that the Reverse Take-Over is completed, it is expected that the Resulting Issuer's monthly expenses will be approximately \$213,542 per month as described in the table set out below. Accordingly, over the twelve-month period from October 1, 2018 to September 30, 2019, the Company expected to expend an aggregate of approximately \$2,562,500 and over the 18-month period from October 1, 2018 to March 31, 2020, the Company expected to expend an aggregate of approximately \$3,843,750.

Principal Purposes for the eighteen months from September 30, 2018 to March 31, 2020	Amount (\$)
General, Administrative & Travel Expenses	24,000
Accounting and Audit	4,375
Media & Communications	12,750
Management & consulting	154,250
Patent, trademark legal & application fees	5,000
Reporting issuer compliance expenses	13,167
Total Monthly Expenditures:	213,542
Total Eighteen (18) Month Expenditures	3,843,750

The Resulting Issuer may be required to access the capital markets from time to time in order to pursue its programs and objectives stated above.

CAPITALIZATION OF THE RESULTING ISSUER

Authorized Share Capital

Following completion of the Merger, the authorized capital of the Resulting Issuer will consist of an unlimited number of Common Shares, sometimes referred to herein as Resulting Issuer Shares, and up to 500,000 Preferred Shares.

Issued Share Capital of the Resulting Issuer

The total number of the Resulting Issuer Common Shares to be issued and outstanding immediately following the Closing Date is expected to be approximately 15,951,480 Common Shares. Former Global NV shareholders are expected to hold 13,451,480 Common Shares and 375,062 Series A Preferred Shares representing approximately ninety-five percent (95%) of such Common Shares and former CBD Global Shareholders are expected to hold

2,500,000 Common Shares representing approximately five percent (5%) of such Resulting Issuer Common Shares. The chart below sets forth the origin of the Resulting Issuer shareholdings:

Origin of the Resulting Issuer Shareholding	Number of the Resulting Issuer Securities (undiluted)	Percentage of the Resulting Issuer Securities (undiluted) ⁽¹⁾	Number of the Resulting Issuer Common Shares (fully diluted)	Percentage of the Resulting Issuer Common Shares (fully diluted) ⁽¹⁾
Current Global NV Shareholders	13,451,480 Common Shares 375,062 Series A Preferred Shares	84.17% Common Shares 100% Series A Preferred Shares	50,957,680 ⁽²⁾ Common Shares	57.89%
Current CBD Global Shareholders	2,500,000 Common Shares	15.83% Common Shares	2,500,000 Common Shares	2.84%
Global NV Noteholders	Nil	0%	18,000,000 ⁽³⁾ Common Shares	20.44%
Global NV Warrantholders	Nil	0%	16,570,960 Common Shares	18.82%
Stock Option Plan	Nil	Nil	Nil	Nil
Total	15,951,480 Common Shares 375,062 Series A Preferred Shares	100% Common Shares 100% Series A Preferred Shares	88,028,640 Common Shares	100%

Notes:

- (1) Figures have been rounded.
- (2) Assumes full conversion of the Series A Preferred Shares into Common Shares (100 to 1).
- (3) Assumes full exercise of the Global NV Warrants into Common Shares.
- (4) Assumes full conversion of the Global NV Notes into Common Shares.

The Resulting Issuer Stock Option Plan and Options

Immediately following the Effective Time, it is anticipated that there will be no Resulting Issuer Shares issuable upon the exercise of stock options. Options on Resulting Issuer Shares will be issuable pursuant to the terms of the CBD Global Stock Option Plan. See “*Stock option plans and other incentive plans*” in Part One hereof.

The terms of options on Resulting Issuer Shares that will be issued and outstanding immediately following the Effective Time are set out below.

Origin of the Resulting Issuer Options	Number of Shares Issuable on Exercise of the Resulting Issuer Options Exercise Price of the Resulting Issuer Options	Exercise Price of the Resulting Issuer Options	Expiry Date of the Resulting Issuer Options
CBD Global Stock Option Plan	Nil	Nil	Nil

The Resulting Issuer Board may grant options on closing of the Merger and from time to time thereafter in accordance with CBD Global’s Stock Option Plan, as amended from time to time, and applicable securities regulatory and Exchange requirements.

Take-Over Bid Protection

Under applicable Canadian law, an offer to purchase Series A Preferred Shares would not necessarily require that an offer be made to purchase Resulting Issuer Shares. In accordance with the rules applicable to most senior issuers in

Canada, in the event of a take-over bid, the holders of Resulting Issuer Shares will be entitled to participate on an equal footing with holders of Series A Preferred Shares. The Principals will enter into a customary coattail agreement with the Company and a trustee ("**Coattail Agreement**"). The Coattail Agreement will contain provisions customary for dual class, listed corporations designed to prevent transactions that otherwise would deprive the holders of Resulting Issuer Shares of rights under applicable provincial take-over bid legislation to which they would have been entitled if the Series A Preferred Shares had been Resulting Issuer Shares.

The undertakings in the Coattail Agreement will not apply to prevent a sale by any Principal of Series A Preferred Shares if concurrently an offer is made to purchase Resulting Issuer Shares that:

- (i) offers a price per Resulting Issuer Share at least as high as the highest price per share paid pursuant to the take-over bid for the Series A Preferred Shares;
- (ii) provides that the percentage of outstanding Resulting Issuer Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Series A Preferred Shares to be sold (exclusive of Series A Preferred Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);
- (iii) has no condition attached other than the right not to take up and pay for Resulting Issuer Shares tendered if no shares are purchased pursuant to the offer for Series A Preferred Shares; and
- (iv) is in all other material respects identical to the offer for Series A Preferred Shares.

In addition, the Coattail Agreement will not prevent the transfer of Series A Preferred Shares by a Principal to a Permitted Holder (as defined below).

Under the Coattail Agreement, any disposition of Series A Preferred Shares (including a transfer to a pledgee as security) by a holder of Series A Preferred Shares party to the agreement will be conditional upon the transferee or pledgee becoming a party to the Coattail Agreement. The Coattail Agreement will contain provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Resulting Issuer Shares or of the Series A Preferred Shares. The obligation of the trustee to take such action will be conditional on the Company or holders of the Resulting Issuer Shares or of the Series A Preferred Shares, as the case may be, providing such funds and indemnity as the trustee may require. No holder of Resulting Issuer Shares or of Series A Preferred Shares, as the case may be, will have the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than ten percent (10%) of the outstanding Resulting Issuer Shares or of Series A Preferred Shares, as the case may be, and reasonable funds and indemnity have been provided to the trustee. The Resulting Issuer will agree to pay the reasonable costs of any action that may be taken in good faith by holders of Resulting Issuer Shares or of Series A Preferred Shares, as the case may be, pursuant to the Coattail Agreement.

The Coattail Agreement will provide that it may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of any applicable securities regulatory authority in Canada and (b) the approval of at least 66- 2/3% of the votes cast by holders of Resulting Issuer Shares and 66-2/3% of the votes cast by holders of Series A Preferred Shares excluding votes attached to Resulting Issuer Shares and to Series A Preferred Shares, if any, held by the Principal Shareholders, their affiliates and any persons who have an agreement to purchase Resulting Issuer Shares on terms which would constitute a sale or disposition for purposes of the Coattail Agreement other than as permitted thereby.

No provision of the Coattail Agreement will limit the rights of any holders of Resulting Issuer Shares or of Series A Preferred Shares under applicable law.

Resulting Issuer Shares (Common Shares of the Company)

Voting Rights. Holders of the Resulting Issuer Shares are entitled to notice of and to attend any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares

of the Company shall have the right to vote. At each such meeting holders of Resulting Issuer Shares shall be entitled to one vote in respect of each Resulting Issuer Share held.

Alteration to Rights of Resulting Issuer Shares. As long as any Resulting Issuer Shares remain outstanding, the Company may not, without the consent of the holders of the Resulting Issuer Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Resulting Issuer Shares.

Dividends. Holders of Resulting Issuer Shares are entitled to receive as and when declared by the directors, dividends in cash or property of the Company. No dividend will be declared or paid on the Resulting Issuer Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Resulting Issuer Share basis) on the Series A Preferred Shares.

Liquidation, Dissolution or Winding-Up. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Resulting Issuer Shares are, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Resulting Issuer Shares, entitled to participate ratably along with all other holders of Series A Preferred Shares (on an as-converted to Resulting Issuer Share basis) and Resulting Issuer Shares.

Rights to Subscribe; Pre-Emptive Rights. Holders of Resulting Issuer Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Resulting Issuer Shares, or bonds, debentures or other securities of the Company now or in the future.

Subdivision or Consolidation. No subdivision or consolidation of the Resulting Issuer Shares or Series A Preferred Shares shall occur unless, simultaneously, the Resulting Issuer Shares and Series A Preferred Shares are subdivided or consolidated in the same manner or such other adjustment is made so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.

Series A Preferred Shares

Voting Rights. Holders of Series A Preferred Shares are entitled to notice of and to attend at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company have the right to vote. At each such meeting, holders of Series A Preferred Shares are entitled to one vote in respect of each Resulting Issuer Share into which such Preferred Share could ultimately then be converted (initially, 100 votes per Preferred Share).

Alteration to Rights of Series A Preferred Shares. As long as any Series A Preferred Shares remain outstanding, the Company may not, without the consent of the holders of the Series A Preferred Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Series A Preferred Shares. In connection with the exercise of the voting rights relating to any proposed alteration of rights, each holder of Series A Preferred Shares has one vote in respect of each Preferred Share held.

Dividends. Holders of Series A Preferred Shares have the right to receive dividends, out of any cash or other assets legally available therefor, *pari passu* (on an as converted basis, assuming conversion of all Series A Preferred Shares into Resulting Issuer Shares at the Conversion Ratio) as to dividends and any declaration or payment of any dividend on the Resulting Issuer Shares. No dividend may be declared or paid on the Series A Preferred Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Resulting Issuer Share basis) on the Resulting Issuer Shares.

Liquidation, Dissolution or Winding-Up. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, holders of Series A Preferred Shares, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Series A Preferred Shares, are entitled to participate ratably along with all other holders of Series A Preferred Shares (on an as-converted to Resulting Issuer Share basis) and Resulting Issuer Shares.

Rights to Subscribe; Pre-Emptive Rights. Holders of Series A Preferred Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Resulting Issuer Shares, or bonds, debentures or other securities of the Company now or in the future.

Conversion. Subject to the Conversion Restrictions described below, holders of Series A Preferred Shares Holders have the following conversion rights ("**Conversion Rights**"):

- (i) **Right to Convert.** Each Preferred Share is convertible, at the option of the holder thereof, at any time after the date of issuance of such share, into such number of fully paid and non-assessable Resulting Issuer Shares as is determined by multiplying the number of Series A Preferred Shares by the Conversion Ratio applicable to such share in effect on the date the Preferred Share is surrendered for conversion. The initial "Conversion Ratio" for Series A Preferred Shares is 100 Resulting Issuer Shares for each Preferred Share, subject to adjustment in certain events.
- (ii) **Conversion Limitations.** The Company is to use commercially reasonable efforts to maintain its status as a "**foreign private issuer**" (as determined in accordance with Rule 3b-4 under the Exchange Act. Accordingly, the Company shall not affect any conversion of Series A Preferred Shares, and holders of Series A Preferred Shares may not convert any portion of the Series A Preferred Shares to the extent that after giving effect to all permitted issuances after such conversions of Series A Preferred Shares, the aggregate number of Resulting Issuer Shares, Super Voting Shares and Series A Preferred Shares held of record, directly or indirectly, by U.S. Residents would exceed forty percent (40%) ("**40% Threshold**") of the aggregate number of Resulting Issuer Shares, Super Voting Shares and Series A Preferred Shares issued and outstanding after giving effect to such conversions ("**FPI Protective Restriction**"); provided the Board may, by resolution, increase the forty percent (40%) Threshold to an amount not to exceed fifty percent (50%).
- (iii) **Mandatory Conversion.** The Company may require each holder of Series A Preferred Shares to convert all, and not less than all, the Series A Preferred Shares at the applicable Conversion Ratio if at any time all the following conditions are satisfied (or otherwise waived by special resolution of holders of Series A Preferred Shares):
 - (A) the Resulting Issuer Shares issuable upon conversion of all the Series A Preferred Shares are registered for resale and may be sold by the holder thereof pursuant to an effective registration statement and/or Prospectus covering the Resulting Issuer Shares under the United States Securities Act of 1933, as amended;
 - (B) the Company is subject to the reporting requirements of Section 13 or 15(d) of the United States Exchange Act of 1934, as amended; and
 - (C) the Resulting Issuer Shares are listed or quoted (and are not suspended from trading) on a recognized North American stock exchange or by way of reverse takeover transaction on the Toronto Stock Exchange, the TSX Venture Exchange, the CSE or Aequitas NEO Exchange (or any other stock exchange recognized as such by the Ontario Securities Commission).
- (iv) **Anti-Dilution.** The Series A Preferred Shares are subject to standard anti-dilution adjustments in the event the Company declares a distribution to holders of Resulting Issuer Shares, effects a recapitalization of the Resulting Issuer Shares, issues Resulting Issuer Shares as a dividend or other distribution on outstanding Resulting Issuer Shares, or subdivides or consolidates the outstanding Resulting Issuer Shares.
- (v) **No Fractional Shares and Certificate as to Adjustments.** No fractional Resulting Issuer Shares shall be issued upon the conversion of any share or shares of Series A Preferred Shares and the number of Resulting Issuer Shares to be issued shall be rounded up to the nearest whole Resulting Issuer Share.

DIVIDEND POLICY

As at the Effective Time, there will be no restrictions in CBD Global's Articles or elsewhere which would prevent the Resulting Issuer from paying dividends following the completion of the Merger. All of the Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid on such common shares. However, it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business and, accordingly, it is not contemplated that any dividends will be paid on the Resulting Issuer shares in the immediate or foreseeable future. The Board of Directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time.

DIRECTORS, EXECUTIVE OFFICERS AND PRINCIPAL SHAREHOLDERS OF THE RESULTING ISSUER

Pursuant to the Merger Agreement, the Resulting Issuer Board is anticipated to consist of nominees approved by Global NV. Their names and principal occupations are set forth in the chart below.

Directors

Upon Merger, the Articles of the Resulting Issuer will be the Articles of CBD Global which require a minimum of three (3) and a maximum of eleven (11) directors. At a meeting of the directors of the Resulting Issuer on the Effective Date, it is proposed that two (2) directors of CBD Global in office at the Effective Time will resign in sequence and be replaced by two (2) directors designated by Global NV who will hold office until the next annual meeting of the Resulting Issuer shareholders or until the directors' respective successors are duly elected or appointed. In addition, it is proposed that the CBD Global board will be increased to four (4) directors by Global NV appointing the fourth nominee to fill that vacancy, as described below.

The following table sets out the name, province and country of residence, position or office proposed to be held in the Resulting Issuer, the principal occupation during the past five (5) years and the anticipated holdings of the Resulting Issuer Shares immediately following the Effective Time of each proposed director and officer of the Resulting Issuer.

Name and Municipality of Residence	Proposed Office or Position with the Resulting Issuer	Principal Occupation During the Past Five Years⁽¹⁾	Anticipated Number of the Resulting Issuer Securities to be Beneficially Owned, Directly or Indirectly, or Over Which Control and Direction are Exercised
Brad Wyatt <i>Castle Pines, Colorado</i>	President, Chief Executive Officer and Director	Director and CEO of Global NV (or its subsidiaries) since September 2014; prior thereto President of MAC 5 Mortgage, Inc. (a mortgage lending brokerage)	3,040,870 Common Shares 84,157 Series A Preferred Shares
Glenn Dooley ⁽¹⁾ <i>Parker, Colorado</i>	Chief Operating Officer and Director	Vice President and Managing Broker of MAC 5 Mortgage, Inc.	3,018,270 Common Shares 84,787 Series A Preferred Shares
Albert Taylor <i>Highlands Ranch, Colorado</i>	Chief Financial Officer	Finance Mgr., Ardent Mills 2017-2018; Controller/ISO Auditor, Global Technologies Resources 2013-2016; Accounting Mgr., Commodity Specialists Company 2006-2012	Nil

Name and Municipality of Residence	Proposed Office or Position with the Resulting Issuer	Principal Occupation During the Past Five Years⁽¹⁾	Anticipated Number of the Resulting Issuer Securities to be Beneficially Owned, Directly or Indirectly, or Over Which Control and Direction are Exercised
Scott Hix ⁽¹⁾ <i>Bend, Oregon</i>	Director	Managing Partner of TargetPath, LLC (a marketing and business accelerator and strategic partner to Global NV)	Nil
Scott Reeves ⁽¹⁾ <i>Calgary, Alberta</i>	Director	Partner, TingleMerrett LLP (Calgary-based corporate law firm)	Nil

Notes:

- (1) Proposed member of the Audit Committee.
- (2) For a complete description of the proposed directors, officers and other management personnel of the Resulting Issuer, see “*Proposed Management of the Resulting Issuer*” below.

Officers

The first executive officers of the Resulting Issuer are expected to be the following:

Brad Wyatt, President and Chief Executive Officer;

Glenn Dooley, Chief Operating Officer and Corporate Secretary; and

Albert Taylor, Chief Financial Officer.

Biographies of Proposed Directors and Executive Officers of the Resulting Issuer

Below are the biographies of the proposed directors and officers of the Resulting Issuer. Each of the officers is expected to work full time for the Resulting Issuer. Each officer is initially expected to be an independent contractor rather than an employee of the Resulting Issuer

Brad Wyatt, Proposed President, Chief Executive Officer and Director, Age 49

Mr. Wyatt is an employee of the Company and devotes 100% of his professional time to the Company as President and CEO.

For the last four years, Mr. Wyatt has worked in the Hemp Industry within Colorado. He is also the co-founder/creator of Strasburg Pharms, LLC, SMBT, LLC and CannaOil, Inc., all wholly owned subsidiaries of the Company. He has served in managerial and executive positions as well as being a member of the board of directors since 2014 while dedicating most all of his professional time to developing and growing the Company since 2014. He is also a co-founder/co-owner of MAC5 Mortgage, Inc. which he founded with Glenn Dooley in 2006 and stepped away from the day to day operations to focus on the Company in 2014. Coming from Corporate American serving in key operational roles for the US Army, Federal Mogul, Sears Roebuck and Target Corporation, Mr. Wyatt has a keen sense and extensive training, not to mention on the job execution of process management and process improvement that has allowed him to expand his impact in the entrepreneurial environment when he decided to leave Target to start his own company (MAC5 Mortgage, Inc.). Starting a mortgage company in 2006, prior to the collapse of the mortgage industry highlights his determination and ability to successfully execute a start up in an industry that was extremely unforgiving. The company today operates in (6) six states and employs over 100 people. Mr. Wyatt’s experience and background in process management / improvement and specifically Industrial Hemp production facilities coupled with his knowledge and experience in management and finance afford him the skills to effectively manage the farming and overall operations of the Company.

Mr. Wyatt has entered into an employment contract with the Company which includes non-competition and non-disclosure provisions.

Glenn Dooley, Proposed Chief Operating Officer and a Director, Age 49

Mr. Dooley currently serves as a Director and advisor to the Company and is expected to join the Company as an employee in 2019 devoting 100% of his professional time to the Company as Secretary and COO.

Mr. Dooley is a co-founder of the Company and has been identified to become our director and Secretary and Chief Operations Officer when the business demand facilitates the transfer of his efforts from his current role at MAC5 Mortgage. Prior to the formation of our Company, Mr. Dooley was a co-founder of Strasburg Pharms, LLC, SMBT, LLC and CannaOil, Inc., all wholly owned subsidiaries of the Company. He has served in managerial and executive positions as well as being a member of the board of directors since 2014. He is also a co-founder/co-owner Broker and Operations Manager of MAC5 Mortgage, Inc. which he founded with Brad Wyatt in 2006. Mr. Dooley has an undergraduate degree in biology and brings to the team a breadth of knowledge and experience in management and finance, coupled with effectively operating in a growing entrepreneurial environment.

Mr. Dooley has entered into an employment contract with the Company which includes non-competition and non-disclosure provisions.

Albert Taylor, CFO, Age 40

Mr. Taylor is an employee of Global NV and devotes 100% of his professional time to the Company as its CFO.

Albert Taylor has over fifteen (15) years of experience in accounting, auditing, and financial management including the agricultural industry. Mr. Taylor's experience within the agriculture industry proves beneficial to achieving Global NV's objectives and growth. Mr. Taylor has entered into a non-competition or non-disclosure agreement with Global NV.

Scott Hix, Director, Age 49

Mr. Hix is a senior executive with extensive CEO, General Management and Business Development experience in the high-tech industry. He has a strong record of successfully launching and managing global high growth businesses in both the consumer and commercial markets. He is currently a co-founder, CEO and board member of Avocor (Commercial Display), board member of Agile Displays (Commercial Display), co-founder and Managing Partner of TargetPath (Management Consultancy), Board Member of FIIL Audio and Lumaglo (Consumer Electronics).

Mr. Hix has over twenty years of successive P&L leadership at Avocor, Sol Republic, Chilin Technology, Agile Display, TargetPath, Planar Systems and InFocus, driving high growth organically and through M&A while increasing profit through effective expense management and operational controls. He has broad experience in marketing product portfolios to consumers, education, government, small business and large corporate accounts through mass merchandising (distribution, retail, e-tail, direct) as well as value-add (Resellers, System Integrators, OEM) and direct channels. Over eighteen years of global experience leading organizations in North & Latin America, Europe, Middle East and Asia. He is a decisive leader with a passion for leading high-performance teams, establishing strong customer loyalty and expanding market share while reducing operating cost.

Mr. Hix has a Business Degree from Portland State University and has completed the Stanford University, Graduate School of Business, Executive Program for High Growth Companies as well as extensive management and executive course work over the last twenty years.

Scott Reeves, Director, Age 49

Mr. Reeves is a partner at the law firm of TingleMerrett LLP. He has acted as corporate and securities counsel to numerous Canadian and International public and private corporations, including oil and gas, technology, mining and industrial issuers, and has wide experience in private and public debt and equity offerings, corporate acquisitions of assets and/or shares, corporate structuring and debt financing. He has extensive experience assisting issuers intending to list and operate on Canadian stock exchanges has taught nationally in the areas of exempt markets and e-Commerce financing. He is currently a director and/or officer of the several Canadian public and private companies. Mr. Reeves has been with Tingle Merrett LLP since 2003 prior to which he was with the Calgary office of a major national law firm.

Mr. Reeves has a Bachelor of Commerce degree (hons.-1990) from the University of Alberta and a Bachelor of Laws (hons. - 1995) degree from the University of Alberta and is a current executive member of the Advisory Board of the TSXV.

Directors Relationships with Other Reporting Issuers

The following table sets out the directors and officers of the Company that are presently directors of other issuers that were or are reporting issuers:

Name	Name of Reporting Issuer	Exchange or Market
Scott Reeves	Navion Capital Inc.	TSXV
	Tree of Knowledge International Corp.	CSE
	EastWest Bioscience Inc.	TSXV
	International Cannabrand Inc.	CSE

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director, officer, Insider or Promoter or a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company is, or within ten (10) years before the date of the Prospectus, has been, a director, officer, Insider or Promoter of any other Issuer that, while that person was acting in that capacity, (a) was the subject of a cease trade or similar order, or an order that denied such Issuer access to any statutory exemptions for a period of more than thirty (30) consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Reeves was a director and Corporate Secretary of Guardian Exploration Inc. (“**Guardian**”) which, on May 1, 2008, the ASC issued an MCTO ordering the cessation of trading in the securities of Guardian by certain of its insiders, including Mr. Reeves. The MCTO was issued for failure to file its annual audited financial statements for the year ended December 31, 2007. On June 6, 2008, the ASC, pursuant to the filing of the annual audited financial statements of Guardian, revoked the MCTO.

On April 29, 2016, Edge Resources Inc., (“**Edge**”), of which Mr. Reeves was a director and corporate secretary, received an order of the Court of Queen’s Bench of Saskatchewan appointing Grant Thornton as receiver over the company’s Saskatchewan-based assets and, on September 2, 2016, received an order of the Court of Queen’s Bench of Alberta appointing Grant Thornton as receiver over the company’s Alberta-based assets. The receiver was discharged on the Alberta-based assets on December 19, 2016 and on the Saskatchewan-based assets on February 1, 2017. On August 5, 2016 Edge received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since a Receiver had been appointed for Edge on April 29, 2016, the officers and directors of Edge were no longer in control of the assets or undertaking of Edge, being replaced by Grant Thornton (the Receiver). This made it impossible, following such date, for the directors of Edge to affect the continuance of Edge’s public filings. A copy of the order may be provided by request.

Mr. Reeves was a director and Corporate Secretary of Quattro Exploration and Production Ltd. (“**Quattro**”) when, on May 3, 2016, due to the failure of Quattro to file its annual audited financial statements and management discussion and analysis for the year ended December 31, 2015, the Alberta Securities Commission issued a management cease trade order (“**Quattro MCTO**”) ordering the cessation of trading in the securities of Quattro by its senior management and directors, including Mr. Reeves. On June 15, 2016, the ASC, pursuant to the filing of the outstanding annual audited financial statements and management discussion and analysis of Quattro, revoked the Quattro MCTO. On September 8, 2016, Quattro received an order from the Court of Queen’s Bench of Alberta granting creditor protection pursuant to the *Companies’ Creditors Arrangement Act* (Alberta). The order was extended by the court until November 30, 2016 on October 7, 2016. On February 2, 2017, Quattro received an order

of the Court of Queen's Bench of Alberta appointing Hardy & Kelly Inc. as receiver over the company's assets. On May 8, 2017, Quattro received a cease trade order from the Alberta Securities Commission for failure to file financial statements. Since a Receiver had been appointed for Quattro on February 2, 2017, the officers and directors of Quattro were no longer in control of the assets or undertaking of Quattro, being replaced by Hardy & Kelly Inc. (the Receiver). This made it impossible, following such date, for the directors of Quattro to affect the continuance of Quattro's public filings. A copy of the order may be provided by request.

Mr. Reeves was a director and Corporate Secretary of Perisson Petroleum Corporation ("**Perisson**") on May 1, 2018 when the ASC issued an MCTO ordering the cessation of trading in the securities of Perisson by certain of its insiders, including Mr. Reeves, for its failure to file annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2017. The MCTO was lifted on June 15, 2018 upon filing of the annual audited financial statements.

Penalties or Sanctions

Other than as disclosed below, no director, officer, Insider or Promoter of the Company, or a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director, officer, Insider or Promoter of the Company, or a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the ten (10) years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Company will be subject in connection with the operations of the Company. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Company for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, Insiders and Promoters will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Alberta).

Shareholdings of the Anticipated Insiders, Promoters and Control Persons of the Resulting Issuer

The shareholdings pre-Merger and post-Merger of each anticipated insider, promoter and control person of the Resulting Issuer now and following the closing of the Merger, are, or will be, as follows (based on issued and outstanding Common Shares and Series A Preferred Shares (collectively, "**Resulting Issuer Shares**") totaling 15,951,680 Common Shares and 375,062 Series A Preferred Shares after the Merger):

Insider, Promoter or Control Person of the Resulting Issuer	CBD Global Shares Owned or Controlled Before the Merger		The Resulting Issuer Securities Owned or Controlled After Giving Effect to the Merger	
	Number	Percentage	Number	Percentage ⁽¹⁾
Brad Wyatt	Nil	Nil	3,040,870 Common Shares 84,157 Series A Preferred Shares	19.06% Common Shares 22.43% Series A Preferred Shares ⁽²⁾
Glenn Dooley	Nil	Nil	3,018,270 Common Shares 84,787 Series A Preferred Shares	18.92% Common Shares 22.61% Series A Preferred Shares ⁽³⁾
Albert Taylor	Nil	Nil	Nil	Nil
Scott Hix	Nil	Nil	Nil	Nil
Scott Reeves	Nil	Nil	Nil	Nil

Note:

- (1) Percentages are rounded.
- (2) Assuming full conversion of the Series A Preferred Shares (100 to 1) and no conversion/exercise of the Global NV Warrants or Global NV Notes, Mr. Wyatt will own 11,519,572 (21.55%) of the outstanding Common Shares at the Closing Date.
- (3) Assuming full conversion of the Series A Preferred Shares (100 to 1) and no conversion/exercise of the Global NV Warrants or Global NV Notes, Mr. Dooley will own 11,433,961 (21.39%) of the outstanding Common Shares at the Closing Date.

It is anticipated that, as at the Closing Date, the directors and officers of the Resulting Issuer will, on a fully diluted basis, beneficially own or control or direct, directly or indirectly, in the aggregate 22,953,533 Resulting Issuer Common Shares representing approximately 42.94% of the issued and outstanding shares of the Resulting Issuer Shares.

Principal shareholders

Based on information available as at the date of this Prospectus, it is anticipated that, as at the Effective Time, one shareholder will beneficially own or exercise control or direction over, directly or indirectly, more than ten percent (10%) of the outstanding voting securities of the Resulting Issuer, and the table below sets out such shareholder's name and municipality of residence, as well as the number of voting securities anticipated to be so owned, controlled or directed and the percentage of the outstanding voting securities of the Resulting Issuer anticipated to be so owned, controlled or directed.

Name and State and Country of Residence	Number of the Resulting Issuer Securities	Type of Ownership	Percentage of Outstanding the Resulting Issuer Shares⁽¹⁾
Brad Wyatt, Colorado, USA	3,040,870 Common Shares 84,157 Series A Preferred Shares	Direct	19.06% Common Shares 22.43% Series A Preferred Shares ⁽²⁾
Glenn Dooley, Colorado, USA	3,018,270 Common Shares 84,787 Series A Preferred Shares	Direct	18.92% Common Shares 22.61% Series A Preferred Shares ⁽³⁾
Scott Darnell Colorado, USA	1,852,069 Common Shares 51,640 Series A Preferred Shares	Direct	11.61% Common Shares 13.77% Series A Preferred Shares ⁽⁴⁾

Note:

- (1) Percentages are rounded.
- (2) Assuming full conversion of the Series A Preferred Shares (100 to 1) and no conversion/exercise of the Global NV Warrants or Global NV Notes, Mr. Wyatt will own 11,519,572 (21.55%) of the outstanding Common Shares at the Closing Date.
- (3) Assuming full conversion of the Series A Preferred Shares (100 to 1) and no conversion/exercise of the Global NV Warrants or Global NV Notes, Mr. Dooley will own 11,433,961 (21.39%) of the outstanding Common Shares at the Closing Date.
- (4) Assuming full conversion of the Series A Preferred Shares (100 to 1) and no conversion/exercise of the Global NV Warrants or Global NV Notes, Mr. Darnell will own 7,016,098 (13.12%) of the outstanding Common Shares at the Closing Date.

Escrowed Securities

Currently, none of the Company's Common Shares are subject to any escrow arrangements.

Concurrently with the completion of the Merger, the Resulting Issuer will enter into an Escrow Agreement with Computershare Trust Company, pursuant to which the Resulting Issuer's Named Executive Officers, directors, other Insiders and other shareholders will deposit all of their CBD Global Units in escrow as set out below.

Designation of class⁽¹⁾	Number of securities to be held in escrow or that are subject to a restriction on transfer	Percentage of class
Common Shares	7,911,209	49.60%
Series A Preferred Shares	220,584	58.81%

Notes:

- (1) Five percent (5%) of the Common Shares to be issued on completion of the Merger, namely 395,560 Common Shares, and five percent (5%) of the Series A Preferred Shares to be issued on completion of the Merger, namely 11,029 Series A Preferred Shares will be released from escrow on the Escrow Commencement Date, namely the first day of trading of Resulting Issuer Common Shares on the CSE.

The Escrowed Securities will be released from escrow on the following schedule:

Time or event for release of Escrowed Securities	Percentage of CBD Global Securities to be Released	Number of CBD Global Securities to be Released
On the Escrow Commencement Date	10% of the Escrowed Securities	605,914 Common Shares 16,894 Series A Preferred Shares
6 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
12 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
18 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
24 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
30 months after the Escrow Commencement date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares
36 months after the Escrow Commencement Date	15% of the Escrowed Securities	908,871 Common Shares 25,341 Series A Preferred Shares

Compensation Discussion and Analysis

It is anticipated that the Resulting Issuer will adopt the compensation principles of Global NV following the Effective Date and that the Resulting Issuer Board will appoint a compensation committee following the Effective Date which committee will be responsible for determining all forms of compensation, including long-term incentives in the form of stock options, to be granted to the proposed Named Executive Officers and directors of the Resulting Issuer, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Resulting Issuer, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Resulting Issuer Board will consider: (i) recruiting and retaining executives critical to the success of the Resulting Issuer and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the shareholders of the Resulting Issuer; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. See Part Two under "*Executive Compensation of Global NV*" for details of the compensation principles of Global NV.

Option-Based Awards of NEOs of the Resulting Issuer

The terms of the Resulting Issuer's Stock Option Plan will be identical to those of the CBD Global Stock Option Plan. See Part One under "*Stock option plans and other incentive plans*" for details. The Resulting Issuer Board may amend the stock option plan from time to time in accordance with applicable securities and Exchange regulations, subject to any necessary shareholder approvals.

Pension Plan Benefits

It is not anticipated that the Resulting Issuer will, as of the Effective Date or in the foreseeable future, have any pension plans that provide for payments of benefits at, following or in connection with retirement or provide for retirement or deferred compensation plans for the Named Executive Officers or directors of the Resulting Issuer.

Termination and Change of Control Benefits

It is not anticipated that there will, as of the Effective Time, be any contracts, agreements, plans or arrangements that provide for payments to the Named Executive Officers of the Resulting Issuer at, following, or in connection with, any termination, resignation, retirement, change in control of the Resulting Issuer or change in their responsibilities.

See also the termination provisions of the CBD Global Stock Option Plan in Part One under “*Stock option plans and other incentive plans*” for the effect of termination on options granted on the Resulting Issuer Shares.

Material Factors Necessary to Understand Director Compensation

It is not known at this time whether directors of the Resulting Issuer will receive any compensation for attending meetings of the directors, meetings of the Resulting Issuer committees of the Board or meetings of the shareholders of the Resulting Issuer. It is anticipated that the directors of the Resulting Issuer will be eligible to be granted stock options under the Resulting Issuer Stock Option Plan, as described in Part One under “*Stock option plans and other incentive plans*”.

Directors’ and Officers’ Liability Insurance

It is anticipated that, promptly following the Effective Date, the Resulting Issuer will obtain a directors’ and officers’ liability insurance policy for the protection of the directors and officers of the Resulting Issuer.

Equity Compensation Plan Information

The following table sets out information proposed to be in effect as at the Effective Time with respect to the Resulting Issuer’s Stock Option Plan, which is the only compensation plan as at such time under which options to purchase equity securities of the Resulting Issuer will be authorized for issuance to employees or non-employees such as directors and consultants. The Resulting Issuer’s Stock Option Plan will, upon Merger, be the same as the CBD Global Stock Option Plan. For further information regarding the Resulting Issuer’s Stock Option Plan, see Part One under “*Stock option plans and other incentive plans*”.

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders ⁽¹⁾⁽²⁾	Nil	N/A	1,595,148 Common Shares
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	1,595,148 Common Shares

Notes:

- (1) The CBD Global Stock Option Plan is a “**rolling plan**” providing for options to be granted on a number of Common Shares equal to ten percent (10%) of the issued and outstanding Common Shares at the time of the grant.
- (2) Assuming 15,951,480 Resulting Issuer Common Shares are issued and outstanding at the Closing Date.

Indebtedness of Directors and Officers

No existing or proposed director or officer of the Resulting Issuer or any associate thereof is indebted to the Resulting Issuer or its subsidiaries.

**SELECTED PRO FORMA FINANCIAL INFORMATION REGARDING THE
RESULTING ISSUER**

The following table sets out certain selected historical financial information for each of Global NV and CBD Global as well as unaudited pro forma financial information for Global NV, after giving effect to the Merger. Global NV has a financial year ending December 31 and CBD Global has a financial year ending August 31.

The following information should be read in conjunction with and is qualified by the contents of the unaudited Pro Forma Consolidated Financial Statements of Global NV and the notes thereto attached as **Appendix “I”** of this Prospectus which are based on the audited combined financial statements of Global NV for the periods ending December 31, 2017 and December 31, 2016, and the reviewed consolidated financial statements of Global NV for the interim period from January 1, 2018 to September 30, 2018 and the audited financial statements of CBD Global for the year ended September 30, 2017.

Summary of Pro Forma Consolidated Statement of Financial Position as at August 31, 2018

As at	Historical (unaudited)		Pro Forma (unaudited)	
	Global NV September 30, 2018 \$	CBD Global August 31, 2018 \$	Adjustments \$	Resulting Issuer August 31, 2018 \$
Current Assets	6,405,472	23,240	160,487	6,589,199
Total Assets	7,835,074	23,240	160,487	8,018,801
Total Liabilities	5,113,647	1,580	(565,026)	4,550,201
Shareholders' Equity (Deficiency)	2,721,427	21,660	725,513	3,468,600

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

The Board of Directors of the Resulting Issuer is expected to appoint the following proposed directors as members of the audit committee following the Effective Time – Glenn Dooley, Scott Hix and Scott Reeves. It is anticipated that the Resulting Issuer Board will continue with the CBD Global Audit Committee Charter attached to this Prospectus as **Appendix “F”**. Glenn Dooley is the only member of the Audit Committee not considered “independent” and all of them are “financially literate” within the meaning of Canadian Securities Administrators’ National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

The Board of Directors of the Resulting Issuer is expected to adopt corporate governance practices that are substantially similar to those of the Company. See Part One under “*Audit Committee and Corporate Governance of the Company*” above.

The education and experience of each Audit Committee member of the Resulting Issuer that is relevant to the performance of his and her responsibilities is as follows:

Name	Determination of Financial Literacy
Glenn Dooley	Mr. Dooley a co-founder/co-owner Broker and Operations Manager of MAC5 Mortgage, Inc. Mr. Dooley has an undergraduate degree in biology and brings to the team a breadth of knowledge and experience in management and finance, coupled with effectively operating in a growing entrepreneurial environment
Scott Hix	Mr. Hix has a Business Degree from Portland State University and has completed the Stanford University, Graduate School of Business, Executive Program for High Growth Companies as well as extensive management and executive course work over the last twenty years
Scott Reeves	Mr. Reeves has a Bachelor of Commerce degree (hons.-1990) from the University of Alberta and a Bachelor of Laws (hons. - 1995) degree from the University of Alberta and is a current executive member of the Advisory Board of the TSXV. He has acted as corporate and securities counsel to, and has served on the boards of directors of, numerous Canadian and International public and private corporations

All three Audit Committee members of the Resulting Issuer have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements and are therefore considered "financially literate".

Each Audit Committee member is a businessman with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

As a venture issuer, the Resulting Issuer intends to continue to rely on the exemption from Parts 3 and 5 of NI 52-110 regarding the composition of the Audit Committee and reporting obligations.

AUDITORS, TRANSFER AGENT AND REGISTRAR OF RESULTING ISSUER

Auditors

It is proposed that, effective as of the Effective Time of the Merger, Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, Vancouver, British Columbia, the current auditors of Global NV, will be the auditors of the Resulting Issuer until the first annual meeting of shareholders of the Resulting Issuer or until their successors are elected or appointed. That appointment was approved at the meeting of shareholders of the Company held on August 30, 2018.

Transfer Agent and Registrar

The transfer agent and registrar for the Company's Common Shares is Capital Transfer Agency at its principal office in Toronto, Ontario.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS WITH THE RESULTING ISSUER

See “*Conflicts of Interest*” and “*Interest of Management and Others in Material Transactions with the Company*” in Part One of this Prospectus and “*Conflicts of Interest*” and “*Interest of Global NV’s Management and Others in Material Transactions with Global NV*” in Part Two of this Prospectus.

MATERIAL AGREEMENTS

Upon Merger, the material contracts of the Resulting Issuer will be the same as those of CBD Global (as they are one and the same corporation) and, indirectly through Mergeco, the material agreements of Global NV will be the same as those of Global NV. See Part Two of this Prospectus under “*Disclosure Regarding Global NV - Material Agreements*”.

PROMOTER OF THE RESULTING ISSUER

Brad Wyatt is considered to be a promoter of the Resulting Issuer as that term is defined in the Securities Act (Alberta) as he has, through the negotiation and execution of the Merger Agreement leading to the Reverse Take-Over of the Company, taken the initiative in substantially reorganizing the business of the Company to become the Reporting Issuer. Mr. Wyatt will beneficially own or control 3,040,870 common shares and 84,157 preferred shares of the Resulting Issuer. Effective May 15, 2018, Mr. Wyatt entered into a written agreement with Global NV to receive \$25,000 per month for his services as President and CEO terminable pursuant to the terms of the agreement. Mr. Wyatt will not receive anything of value from the Resulting Issuer and has no entitlement to receive anything of value except as set forth in this Prospectus. See “*Directors and Officers*”, “*Principal Shareholders*”, “*Consolidated Capitalization*”, “*Material Agreements*”, and “*Prior Sales*”.

See “*Executive Compensation*”, “*Principal Shareholders*”, “*Directors and Executive Officers*”, “*Interests of Management and Others in Material Transactions*”, and “*Material Agreements*” in “*Part Two – Global NV*” and “*Part Three – The Resulting Issuer*” of this Prospectus for additional disclosure concerning the promoter.

ENFORCEMENT OF JUDGEMENTS AGAINST FOREIGN PERSONS

The Company’s subsidiaries, including Global IP, Global NV, CannaOil, SP, and SMBT, are formed or continued under the laws of a jurisdiction outside of Canada, therefore, the Company’s operations and assets are located outside of Canada. Brad Wyatt, the CEO, chairman and director of the Company, Glenn Dooley, the COO and director of the Company, and Scott Hix, director of the Company, also reside outside of Canada. Although the Company has appointed TingleMerrett LLP, 1250, 639 – 5th Ave. SW, Calgary, Alberta T2P 0M9, as its agent for service of process in Canada, it does not have an office in Canada and it may not be possible for shareholders to enforce against such persons judgments obtained in Canadian courts predicated on the civil liability provisions of applicable securities laws in Canada.

Shareholders are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

FINANCIAL STATEMENTS AND MD&A

The following financial statements are attached as **Appendix I** to this Prospectus:

- Resulting Issuer Pro Forma Financial Statements

APPENDIX A
FINANCIAL STATEMENTS OF THE COMPANY

APPENDIX B

MANAGEMENT DISCUSSION AND ANALYSIS OF THE COMPANY

APPENDIX C
MERGER AGREEMENT

APPENDIX D
FINANCIAL STATEMENTS OF GLOBAL NV

APPENDIX E

MANAGEMENT DISCUSSION AND ANALYSIS OF GLOBAL NV

APPENDIX F
FORM OF WARRANTS OF GLOBAL NV

APPENDIX G

FORM OF CONVERTIBLE NOTES OF GLOBAL NV

APPENDIX H
AUDIT COMMITTEE CHARTER
CBD GLOBAL SCIENCES INC.

A. PURPOSE

The audit committee (“**Audit Committee**”) of CBD Global Sciences Inc. (“**Corporation**”) is responsible for ensuring accounting integrity and solvency. The Audit Committee is also responsible for ensuring the appropriateness of insurance and investment of liquid funds. The Audit Committee will assist the board of directors of the Corporation (“**Board**”) in fulfilling its oversight responsibilities by:

- reviewing the integrity of the consolidated financial statements of the Corporation;
- appointing (subject to shareholder ratification if required), determining funding for, and overseeing the external auditor and reviewing the external auditor’s qualifications and independence;
- reviewing the performance of the Corporation’s external auditors;
- reviewing the timely compliance by the Corporation with all legal and regulatory requirements for audit and related financial functions of the Corporation;
- reviewing, and if applicable, approving, financial information contained in public filings of the Corporation prior to filing;
- reviewing earnings announcements of the Corporation prior to release to the public;
- reviewing the Corporation’s systems of and compliance with internal financial controls;
- reviewing the Corporation’s auditing, accounting and financial reporting processes;
- dealing with all complaints regarding accounting, internal accounting controls and auditing matters; and
- dealing with any issues that result from the reviews set forth above.

In performing its functions, the Audit Committee must comply with the requirements of applicable rules and laws, including National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) and applicable exchange policies. Nothing herein is intended to expand, or shall result in the expansion of, applicable standards of liability under Canadian law for directors of a corporation.

B. MEMBERSHIP

1. The Audit Committee will have a minimum of three (3) members.
2. The members of Audit Committee must include that number of independent individuals as is prescribed by applicable securities laws, regulations and policies. “Independent” shall have the meaning, given to it in NI 52-110, as may be amended from time to time.
3. At the time of his or her appointment to the Audit Committee, each member of the Audit Committee shall be financially literate. “Financial literacy” shall be determined by the Board in the exercise of its business judgment, and shall include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
4. Appointments and replacements to the Audit Committee will be made by the Board and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added. The Board may remove the members of the Committee, with or without cause.
5. The Chair of the Audit Committee will be appointed by the Board.

C. MEETINGS

1. The Audit Committee may meet, in person, telephonically or electronically, as many times per year as necessary to carry out its responsibilities, but must meet at least once every quarter. No business may be transacted at a meeting unless a quorum of the Audit Committee is present. Two (2) members of the Audit Committee shall constitute a quorum.
2. The Audit Committee shall maintain minutes or other forms of records of the meetings and activities of the Audit Committee in sufficient detail to convey the substance of all discussions held, and shall report to the Board, within a reasonable time period, the proceedings of the Audit Committee and any recommendations made by the Audit Committee.
3. Meetings of the Audit Committee will be held at the request of any member of the Audit Committee or at the request of the Corporation's external auditors. The Corporation's external auditor is entitled to receive notice of every meeting of the Audit Committee and to attend and be heard at every meeting, at the expense of the Corporation and, if so requested by a member of the Audit Committee, shall attend every meeting of the committee held during the term of office of the auditor.
4. The Audit Committee may invite to a meeting any officers or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. Provision will be made to meet privately with external auditors.

D. FINANCIAL REVIEW

1. The Audit Committee will review the Corporation's financial statements, management discussion and analysis ("MD&A") and the related press releases before such documents are presented to the Board or disclosed publicly, as the case may be.
2. The Audit Committee will review the interim financial statements of the Corporation, the related MD&A, and the press release thereon. If advisable, the Audit Committee shall approve, on behalf of the Board, the interim financial statements and related MD&A for public disclosure.
3. The Audit Committee will review the annual audited financial statements of the Corporation, the auditor's report thereon, the related MD&A, and the press release thereon. If advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and related MD&A.
4. The Audit Committee will review other financial information and financial documents that require the approval of the Board. These will include statements in Prospectuses and other offering memoranda, news release containing financial information, or other documents including financial outlooks or future oriented financial information and statements required by regulatory authorities. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval such financial information.
5. The Audit Committee will issue any necessary reports required of the Audit Committee to be included in the Corporation's annual proxy materials.
6. The Audit Committee will review and discuss with management and the external auditor any major issue as to the adequacy and effectiveness of internal controls over the accounting and financial reporting systems of the Corporation, either directly, or through the external auditors or other advisors and obtain and review a report from the external auditor, at least annually, regarding the same; and the Audit Committee will review and discuss with management and the external auditor any special steps adopted in light of material internal control deficiencies and the adequacy of disclosures about changes in internal controls over financial reporting.
7. The Audit Committee will review, with the external auditors, the results of the external audit and any changes in accounting practices or policies, or in the financial statements as a result thereof. In addition, the Audit Committee will review any accruals, provisions, or estimates that have a significant effect upon the financial statements, as well as other sensitive matters such as disclosure of related party transactions.

8. The Audit Committee will discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

E. AUDITORS

1. The Audit Committee is responsible for overseeing the work of the external auditor and will communicate directly with the external auditors as required. The external auditor of the Corporation must report directly to the Audit Committee.
2. The Audit Committee will be responsible for resolving disagreements between the auditors and the Company's management.
3. The Audit Committee shall review and, if advisable, select and recommend for Board approval the external auditors to be nominated and the compensation of such external auditor. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees.
4. The Audit Committee will evaluate the qualifications, performance and independence of the external auditor and the senior audit partners having primary responsibility for the audit, including considering whether the auditor's quality controls are adequate.
5. The Audit Committee will receive from the external auditor a formal written statement delineating all relationships between the external auditor and the Corporation and will actively engage in a dialogue with the external auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
6. The Audit Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the external auditor. Notwithstanding the foregoing, the Audit Committee: (a) may delegate to one or more independent members the authority to pre-approve any non-audit service to be provided by the external auditor, to the extent permitted by applicable law, provided that any pre-approvals granted pursuant to such delegation will be reported to the full Audit Committee at its next scheduled meeting; and (b) establish policies and procedures, from time to time, pre-approving certain non-audit services to be provided by the external auditor, provided (i) such pre-approval policies and procedures are detailed as to the particular service, (ii) the Audit Committee is informed of each non-audit service, and (iii) the procedures do not include delegation of the Audit Committee's responsibilities to management.
7. The Audit Committee will review and approve the Corporation's hiring policies regarding partners, employees, former partners and former employees of the present and former external auditor of the Corporation.
8. The Audit Committee has the authority, to the extent it deems necessary or appropriate, to retain independent counsel and any other advisors. The Corporation will provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the external auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any advisors employed by the Audit Committee.

F. MISCELLANEOUS

1. The Audit Committee will establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
2. The Audit Committee will review the policies and practices of the Corporation regarding the regular examination of officers' expenses and perquisites, including the use of the assets of the Corporation.
3. The Audit Committee will ensure and periodically assess that policies and procedures to maintain the integrity of the Corporation's public disclosure of financial information extracted or derived from its financial statements are in place and are effective.

4. The Corporation must provide appropriate funding, as determined by the Audit Committee, for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
5. The Audit Committee will review and, if advisable, approve all related party transactions.
6. The Audit Committee will review and reassess the adequacy of this mandate as it deems appropriate.

Approved by the Board effective November 30, 2018.

APPENDIX I

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

CERTIFICATE OF THE CORPORATION

December 21, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia, Alberta and Saskatchewan.

Signed “Kelly Balaberda”
Kelly Balaberda, *Chief Executive Officer*

Signed “Sandra Dosdall”
Sandra Dosdall, *Chief Financial Officer*

On behalf of the Board of Directors

Signed “Kelly Balaberda”
Kelly Balaberda, *Director*

Signed “Ariane Young”
Ariane Young, *Director*

CERTIFICATE OF THE PROMOTER

December 21, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia, Alberta and Saskatchewan.

Signed “Brad Wyatt”
Brad Wyatt