



NatureRnD, Inc.

Confidential Private Placement Memorandum
October 2017

MAXIMUM OFFERING: \$10,000,000
8,000,000 Units at \$1.25 Per
Minimum Purchase: 40,000 shares (\$50,000)

NatureRnD, Inc.

A California CORPORATION

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Up to 8,000,000 Units Common Stock

at \$1.25 per Unit

Minimum Investment: 40,000 Shares (\$50,000)

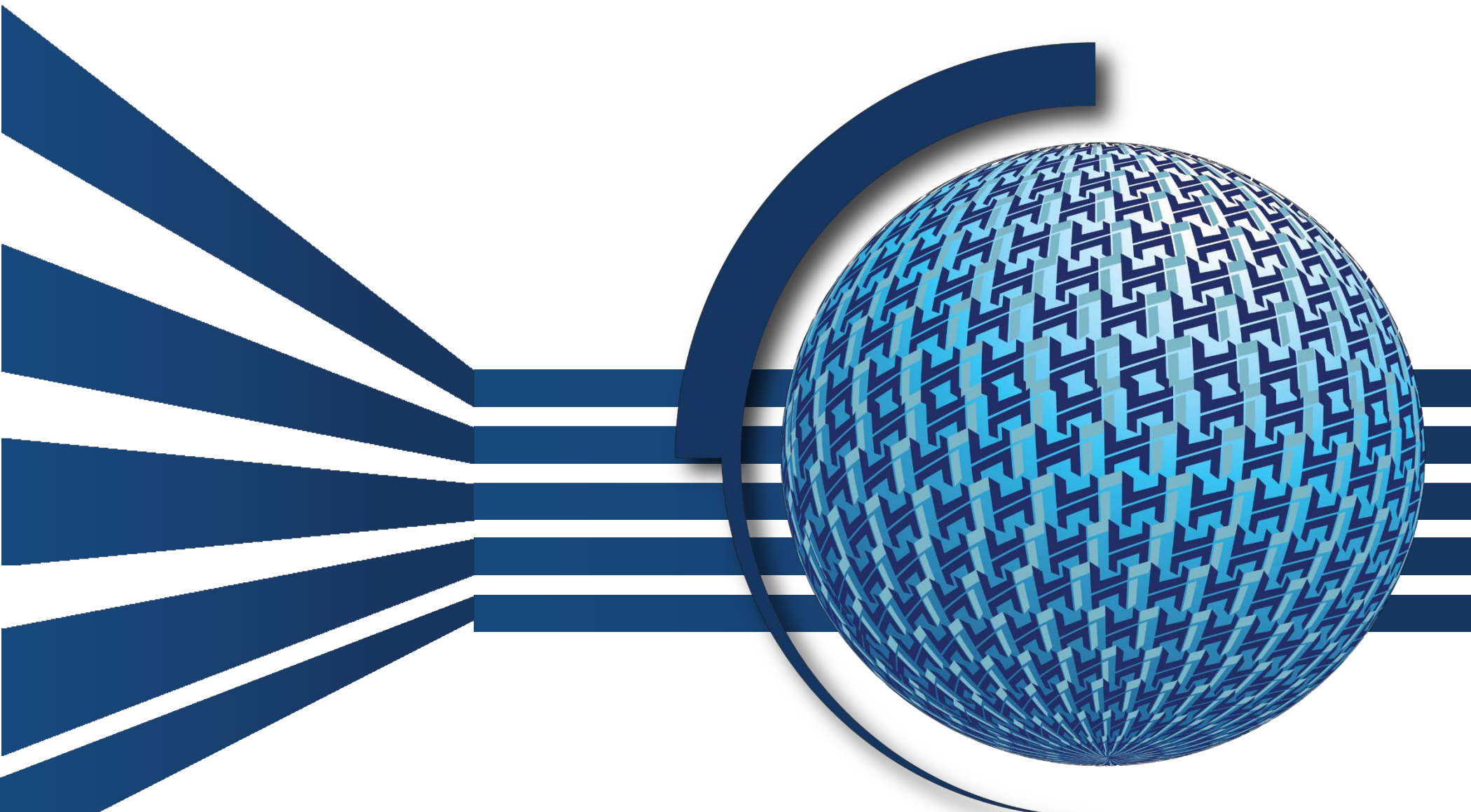
THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

TABLE OF CONTENTS

Page No.

Forward-Looking Statements	5.
Introduction.....	6.
NatureRnD, Inc. Is Positioning Capital Ahead Of Imminent Changes.....	7.
Industry.....	8.
Political, Economic, & Medicinal Landscape Of Cannabis.....	9.
At Least 33 States Have Laws In Place For Recreational Usage.....	10.
Market Size – U.S. Retail Marijuana Sales.....	11.
The Current Market Opportunity.....	12.
Marijuana In The News.....	13.
Investment Opportunities - Industry Segments.....	14.
NatureRnD, Inc.....	16.
Estimated Use of Proceeds.....	18.
Requirements for Purchasers.....	22.
Forward-Looking Information.....	26.
Our Business.....	28.
Our Products/Services.....	31.
Risk Factors.....	33.
Management Team.....	37.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM



Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. This Memorandum contains certain forward-looking statements that are based on the beliefs of management as well as assumptions made by and information currently available to management. The statements contained in this Memorandum relating to matters that are not historical facts are forward-looking statements that involve risks and uncertainties, including, but not limited to, future demand for our products and services, the successful commercialization of our products, general domestic and global economic conditions, government and environmental regulations, competition and customer strategies, changes in our business strategy or development plans, capital deployment, business disruptions, including those caused by fires, raw material supplies, technical failures, environmental regulations, and other risks and uncertainties, certain of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those forward-looking statements set forth herein. When used in this Memorandum, the words “anticipate”, “believe”, “estimate” or “expect” or words of similar import are intended to identify forward-looking statements. For further discussion of certain of the matters described above and other risks and uncertainties, see “Risk Factors” below. You should consult all of the information set forth herein and the other information set forth from time to time in our reports filed with the SEC.

Undue reliance should not be placed on our forward-looking statements, which are qualified by these cautionary statements. There can be no assurance that the actual results anticipated by our Company will be realized or, even if substantially realized, or that they will have the expected consequences to or effects on our Company or its business or operations. Except as required by law, we disclaim any obligation to update any factors or to publicly announce the results of any revisions to any of the forward-looking statements contained in this Memorandum to reflect new information, future events or other developments.

As used in this Memorandum, unless otherwise indicated, the terms “we”, “our”, “us”, “NatRnD” and “the Company” refer to NatureRnD, Inc.

Introduction

NatureRnD, Inc. was formed to create and innovate cannabis extraction techniques extract cannabinoids from plant material. The cannabis extraction industry has been using butane as the main means of solvent for a very long time without evolving, despite the fact that as a petroleum byproduct, butane presents some serious health and environmental concerns. Our process addresses these concerns while it elevates the performance of extraction practice in its purity and yield factor while presenting lower explosive danger than butane does.



NatureRnD is POSITIONING CAPITAL AHEAD of IMMINENT CHANGES

“The Marijuana/Cannabis Industry is the fastest growing industry in the United States & that growth is expected to accelerate...the next Presidential election will be The Marijuana Election.”

THE TIPPING POINT

The tipping point in marijuana acceptance is rapidly approaching. The visionaries and early adopters have arrived and are building the foundation for the much larger second wave. Sixty percent of Americans think marijuana should be legal.

PROFITABLE COMPANIES

80% of all marijuana related businesses are profitable and the majority reach break-even in less than a year – ranking as perhaps the shortest runway to profitability of any U.S. industry.

LEGALIZATION IS HAPPENING

The social and economic benefits of medicinal use, decriminalization, tax revenues, regulated markets, and economic growth are impossible to ignore.

DIVERSIFICATION

Diversification into a largely uncorrelated alternative asset class that is growing at a rate that rivals the expansion of the global smartphone market.

INEFFICIENT MARKETS

Near-term opportunity to exploit price inefficiencies that exist between private investment targets in a capital-starved industry and the public markets.

Industry

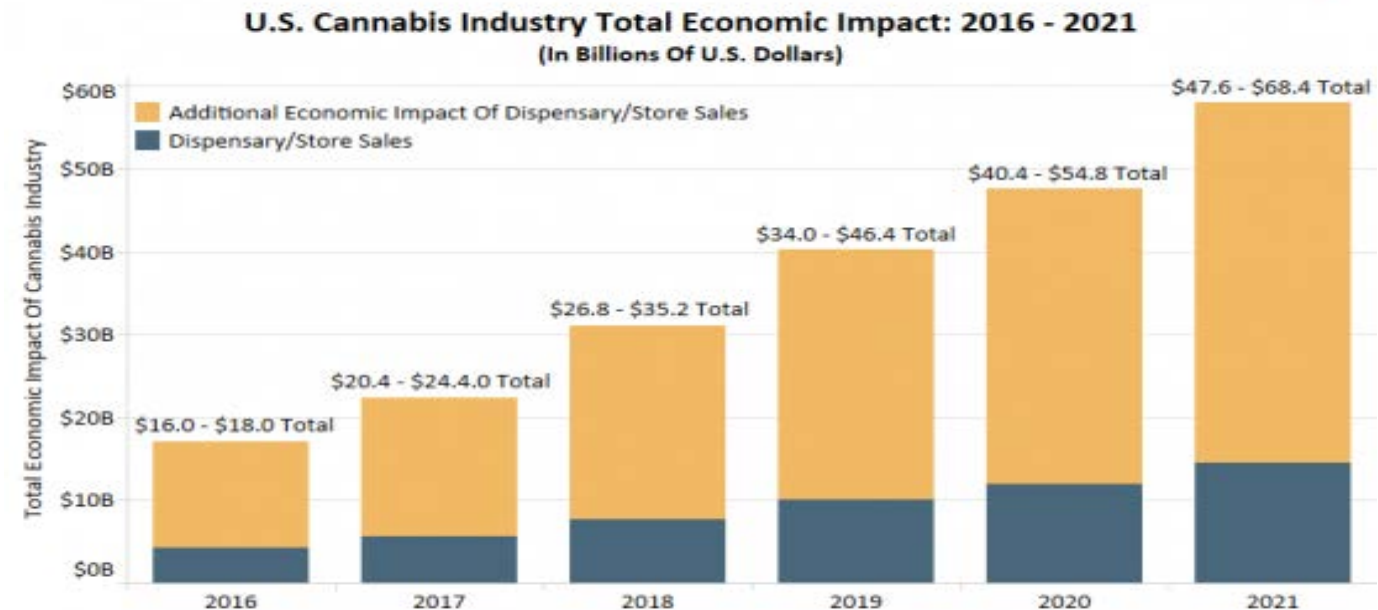
The cannabis industry includes a broad spectrum of companies. Some, such as growers and retailers, play a direct role in the production and sale of cannabis products. Others play an indirect role by providing land and buildings to house growing facilities. Others provide lighting systems, hydroponic and testing devices, testing and tracking systems, security systems and a myriad of other services.

The industry segments that anticipate the largest amount of anticipated growth include: testing labs, wholesale cultivators, medical dispensaries/recreational stores, infused product manufacturers, and ancillary services firms. Spanning a 47 year time frame, Gallop Polls indicate that U.S. support for the legalization of marijuana has increased from just above 10 percent in 1969, to approximately 70 percent in 2017¹.

The U.S. cannabis industry is poised to inject nearly \$70 billion on an annual basis into the American economy by 2021, an eye-popping figure that underscores the broader economic impact for towns and municipalities that accept legal marijuana businesses into their communities.

¹ 2017 Marijuana Business Daily.

Chart of the Week Marijuana Business Daily



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POLITICAL, ECONOMIC, & MEDICINAL LANDSCAPE OF CANNABIS



POLITICAL WINDS ARE SHIFTING

- ✦ A majority of Americans favor legalization. The U.S. Canada, Spain, Uruguay, Israel, the Czech Republic all have some form of legalization and the global trend will accelerate as laws continue to change across the U.S.
- ✦ Legalization of cannabis has become a bi-partisan issue with many prominent conservatives supporting the shift from federal prohibition to state regulation
- ✦ Marijuana will be a 2016 Presidential election issue and the attention will accelerate the growth of the industry

LEGALIZATION



FEDERAL RISK IS DIMINISHING

- ✦ August 2013 - the U.S. Dept. of Justice restated federal policy regarding state legalization of marijuana in a memorandum to all U.S. attorneys prohibiting them from expending federal resources to prosecute businesses in compliance with state and local laws.
- ✦ December 2014 - Congress passed a spending bill that prevents federal agencies from spending money to investigate, raid or prosecute marijuana businesses operating in compliance within state law.

GOVERNMENT RESTRICTION



M&A ACTIVITY IS POISED TO INCREASE

- ✦ Competitors will merge to grab market share
- ✦ Companies will diversify in order to reduce concentration risk
- ✦ As the revenue/asset bases grow, Companies will look to rationalize expenses
- ✦ Market size growth

BUSINESS & INDUSTRY

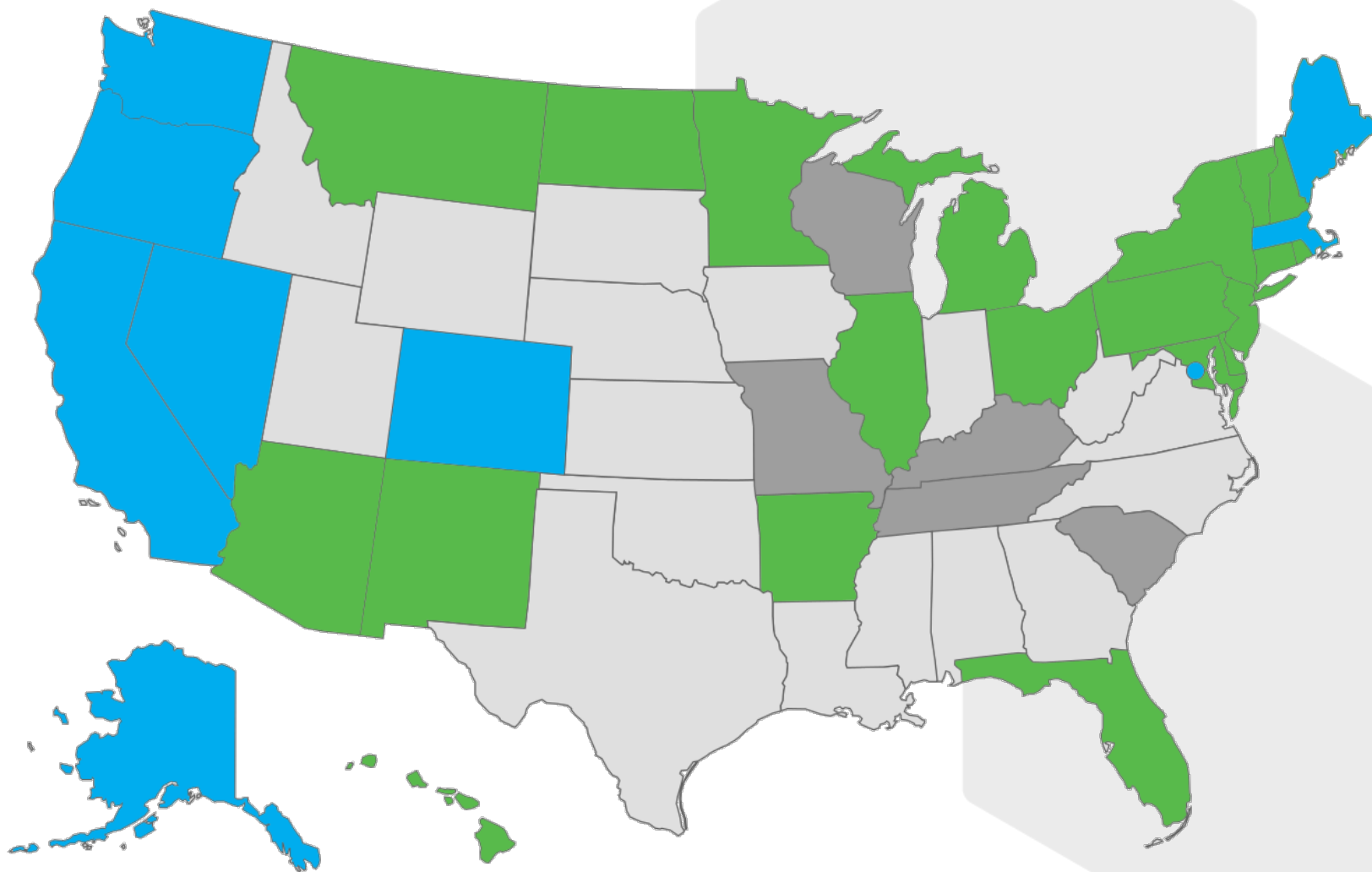


EYES ARE OPENING TO THE POWER OF THIS PLANT

- ✦ Research has proven without doubt the medicinal benefits of cannabis and the findings are just beginning to be commercialized
- ✦ Prohibition propaganda is no longer effective in today's information age

RESEARCH & MEDICINE

AT LEAST 33 STATES HAVE LAWS IN PLACE FOR THE LEGALIZATION OF CBD OIL, MEDICAL, & OR RECREATIONAL USAGE



States that have legalized marijuana for both medicinal and recreational use (8 States & the District of Columbia)

States that have legalized marijuana for medicinal use only (24 States)

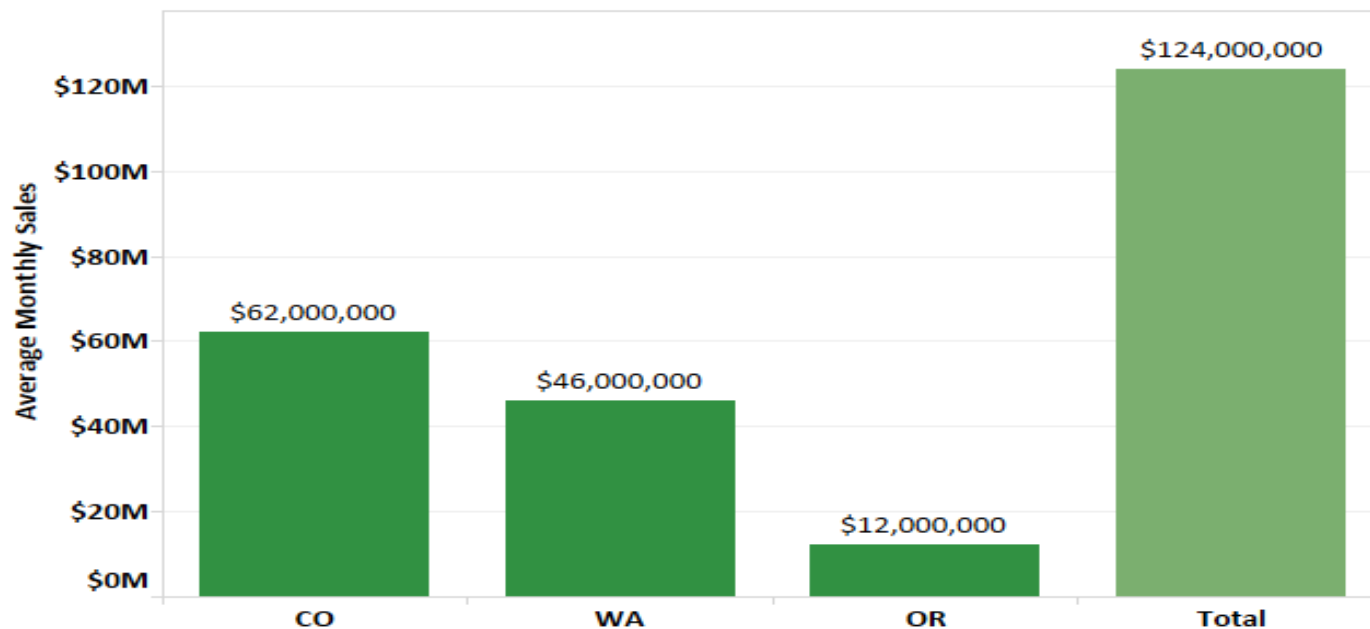
“...if enough states end up decriminalizing, then congress may then reschedule marijuana”

MARKET SIZE – U.S. RETAIL MARIJUANA SALES

Legal marijuana is the fastest growing industry – In 2016 Colorado, Oregon and Washington State were averaging a combined \$123.5 million in monthly recreational marijuana sales

Chart of the Week Marijuana Business Daily

Average Monthly Retail Recreational Marijuana Sales by State in 2016



Source: The Cannabist, Washington State Liquor and Cannabis Board (WSLCB), The Register-Guard
Washington & Oregon data taken from January 2016 through May 2016, Colorado data taken from January 2016 through April 2016. Numbers rounded to nearest million.
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- ★ *The entire U.S. cannabis market (legal & illegal) is est. to be \$50B, with some estimates as high as \$100B.*
- ★ *70% of the U.S. population currently lives under state law that provides for legal medical marijuana.*
- ★ *Substantial latent demand for cannabis will continue to emerge due to increasing cultural acceptance, greater understanding of benefits, more ubiquitous access, and more convenient consumption options.*

THE CURRENT MARKET OPPORTUNITY

The emergence and industrialization of this highly fragmented, disorganized, and largely underground market presents a historic opportunity.

POSITIVE FORCES

- * Proven Consumer Demand
- * Rapid Growth in Large Markets
- * Opening of New Markets
- * Limited Existing Infrastructure
- * Global Market > \$150B

- * Fragmented Markets
- * Immature Companies
- * Inexperienced Managers
- * Lack of Well-Known Brands
- * Absence of Industry Standards
- * Scarcity of Capital

CHANGING ECO-SYSTEM

MARIJUANA IN THE NEWS



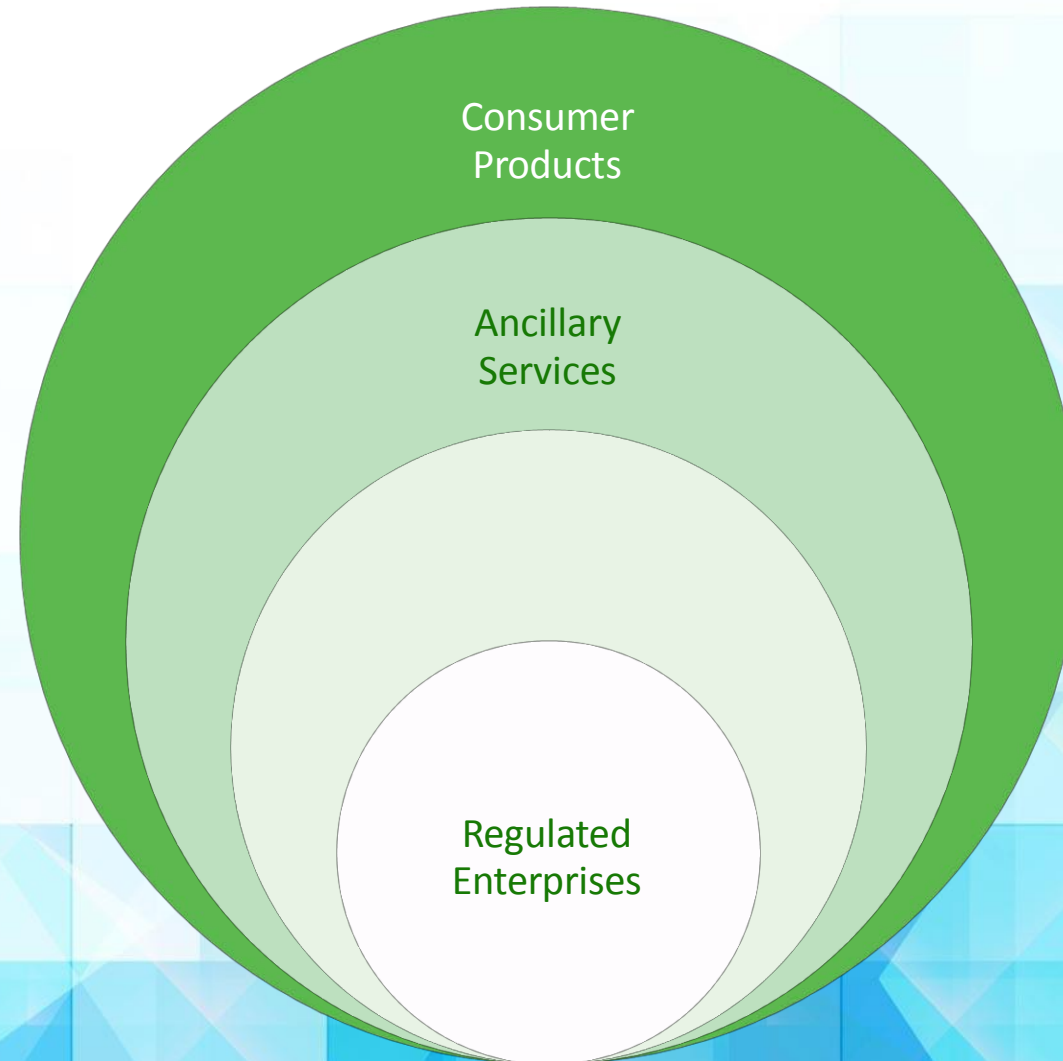
INVESTMENT OPPORTUNITIES - INDUSTRY SEGMENTS

LICENSED & REGULATED ENTERPRISES

- ★ Seeds & Genetics
- ★ Cultivation & Processing
- ★ Dispensing & Distribution
- ★ Infused Products & Extracts
- ★ Cannabinoids (CBDs)
- ★ Research

ANCILLARY SERVICES

- ★ Pharmaceutical Applications
- ★ Banking & Merchant Services
- ★ Data & Intellectual Property
- ★ Insurance
- ★ Security
- ★ Marketing & Branding
- ★ Transportation Services



SUPPORT & INFRASTRUCTURE

- ★ Facilities
- ★ Equipment & Supplies
- ★ Point of Sale Software
- ★ Grow Technology
- ★ Testing & Grading

CONSUMER PRODUCTS

- ★ Accessories
- ★ Consumer Apps/Websites
- ★ Media
- ★ Education
- ★ Delivery Services
- ★ Nutraceuticals
- ★ Health & Wellness

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Nature^{RnD}

\$10,000,000.00 Private Offering

Maximum Preferred	8,000,000 Shares
Minimum purchase	40,000 Shares or \$50,000
Price Per Share	\$1.25
Liquidation preference per share	\$1.25

Sliding Scale Incentive Investment Strategy

Interest Earned	Purchase	Shares	Price	Value
3%	Minimum	40,000	\$1.25	\$50,000
4%	Tier Three	80,000	\$1.20	\$100,000
5%	Tier Two	200,000	\$1.10	\$250,000
6%	Tier One	400,000	\$1.00	\$500,000
Liquidation preference per share:		\$1.25		

Market for the Common Shares	<ol style="list-style-type: none"> 1. There is no public market for any of our Common Shares. 2. The offering price for the Common Stock will remain. 3. \$1.25 per share for the duration of the Offering. 4. The share price will increase as the company matures and the valuation increases.
Use of proceeds from this Offering of Common Shares	The Company intends to use the proceeds from this Offering to execute the Company's business and marketing plans.
Termination of the Offering	This Offering will terminate upon the earlier to occur of the date on which all 8,000,000 shares of Common Stock offered hereunder for sale to the public have been sold or when terminated by our Board of Directors.
Terms of the Offering	The Company is offering its Common Stock directly to the public on a BEST EFFORTS basis.

Estimated Use of Proceeds

The maximum gross proceeds from the sale of the shares of the Company's Common Stock are \$10,000,000. The net proceeds from the offering are expected to be approximately \$9,875,000, after the payment of offering costs including printing, mailing, legal and accounting costs, and consulting fees that may be incurred. The estimate of the budget for offering costs is an estimate only and the actual offering costs may differ from those expected by management. The net proceeds from the placement of the shares will be used to provide capital for the Company to execute business and marketing plans.

Sale of Equity

Category	Maximum Proceeds	Percentage of Total Proceeds
Proceeds from Sale of Shares	\$10,000,000	100%

Offering Expenses

Category	Maximum Proceeds	Percentage of Total Proceeds
Offering Expenses	<u>\$125,000</u>	<u>1.25%</u>
Total Offering Fees	\$125,000	1.25%

Estimated Use of Proceeds

Corporate Application of Proceeds

Category	Maximum Proceeds	Percentage of Total Proceeds
Training/Equipment Cost	\$1,000,000	10%
Cost of Planning	\$500,000	5%
Inventory (Property & BuildOut)	\$3,500,000	35%
Final Inspections/Reviews	\$500,000	5%
Corporate/Operating Expenses	\$4,375,000	43.75%
Offering Expenses(Legal/Acct).	<u>\$125,000</u>	<u>1.25%</u>
Total Corporate Use	\$10,000,000	100.00%

Estimated Use of Proceeds

Notes Regarding the Use of Proceeds

- The foregoing information is an estimate based on our current business plan. We may find it necessary or advisable to reallocate portions of the net proceeds reserved for one category to another category, and we will have broad discretion in doing so. Pending these uses, we intend to invest the net proceeds of this Offering in short-term, interest-bearing Securities.
- The Company also expects to use the net proceeds from this Offering for working capital, capital expenditures, the repayment of outstanding debt, estimated memorandum preparation, filing, printing, legal, accounting and other fees and expenses related to the Offering, marketing, sales and product development.
- The Company does not anticipate any material changes in the use of proceeds as described in the above table, “Use of Proceeds,” if all of the Securities offered in this proposed Private Placement Memorandum are not sold.
- We currently intend to use the net proceeds from this Offering for general corporate purposes, including manufacturing expenses, development expenses, research and development expenses and general and administrative expense. See “Risk Factors” for a discussion of certain risks that may affect our intended use of the net proceeds from this Offering.
- We may also use a portion of the net proceeds from this Offering to in-license, acquire, or invest in complementary businesses, technologies, products or assets. However, we have no current plans, commitments or obligations to do so.

Risks Associated with Our Business and this Offering

Our business and our ability to implement our business strategy are subject to numerous risks, as more fully described in the section entitled “Risk Factors.” You should read these risks before you invest in our Securities. We may be unable, for many reasons, including those that are beyond our control, to implement our business strategy. In particular, risks associated with our business and this Offering include:

- If we fail to maintain proper and effective internal control over financial reporting, our ability to produce accurate financial statements on a timely basis could be impaired and our reports to our shareholders may be unreliable.
- If our competitors are able to develop and market products that are more effective, safer or more affordable than ours, or obtain marketing approval before we do, our commercial opportunities may be limited.
- We participate in a highly competitive market and increased competition may adversely affect our business.

Establishing a small scale production facility in Southern California to fulfill prescriptions, engaging key industry experts in all relevant capacities (legal, distribution, medical, and cultivation, banking & finance), acquiring an authorized California Seller’s Permit and negotiating on operational objectives including:

- Suitably zoned property lease or purchase in Riverside County
- State of California distribution agreements
- Branding and trademark registration
- Acquisition of large scale material processing extraction machine
- Arrangements for development of a licensed dispensary chain initially in California
- Acquisition of a global license to patented drug delivery technologies

This Memorandum may contain references to our trademarks and to trademarks and trade names belonging to other entities. Solely for convenience, trademarks and trade names referred to in this Memorandum, including logos, artwork and other visual displays, may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend our use or display of other companies’ trade names or trademarks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Requirements for Purchasers

Accredited Investors

The Company will conduct the offering in such a manner that shares may be sold only to “Accredited Investors” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the “Securities Act”). In summary, a prospective investor will qualify as an “Accredited Investor” if he, she, or it meets any one of the following criteria:

- Any natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of the purchase, exceeds \$1,000,000 excluding the value of the primary residence of such natural person;
- Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and who has a reasonable expectation of reaching the same income level in the current year;
- Any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities and Exchange Act of 1934 (the “Exchange Act”); any insurance company as defined in Section 2(13) of the Exchange Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company (SBIC) licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are Accredited Investors;
- Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- Any organization described in Section 501(c)(3)(d) of the Internal Revenue Code, corporation, business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- Any director or executive officer, or general partner of the issuer of the securities being sold, or any director, executive officer, or general partner of a general partner of that issuer;
- Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 506(b)(2)(ii) of Regulation D adopted under the Act; and
- Any entity in which all the equity owners are Accredited Investors.

Requirements for Purchasers

Other Requirements

No subscription for the shares will be accepted from any investor unless he is acquiring the shares for his own account (or accounts as to which he has sole investment discretion), for investment and without any view to sale, distribution or disposition thereof. Each prospective purchaser of shares may be required to furnish such information as the Company may require to determine whether any person or entity purchasing shares is an Accredited Investor.

Requirements for Purchasers

How to Subscribe

Investors wishing to subscribe to the NatureRnD Private Placement Offering directly through the Company, should read carefully the Instructions for the Completion of Subscription Documents which appear in the separate Subscription Documents Booklet attached as Appendix A. Each investor must subscribe for a minimum of 40,000 shares (\$50,000), subject to the sole discretion and acceptance of NatureRnD Corporation.

The following items must accompany an investor's subscription:

- An executed and acknowledged signature page to the Subscription Agreement, which incorporates a power of attorney, the forms of which are included in the Subscription Documents Booklet;
- A properly completed and executed copy of the Private Placement Questionnaire, the form of which is included in the Subscription Documents Booklet; and
- A W-9, as is contained in the subscription documents attached;
- A Fed Wire or check payable to NatureRnD, Inc.

No person is authorized to give any information or make any representation not contained in the Memorandum and any information or representation not contained herein must not be relied upon. Nothing in this Memorandum should be construed as legal or tax advice.

The Management of the Company has provided all of the information stated herein. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

Other than the Company's Management, no one has been authorized to give any information or to make any representation with respect to the Company or the shares that is not contained in this Memorandum. Prospective investors should not rely on any information not contained in this Memorandum.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy to anyone in any jurisdiction in which such offer or solicitation would be unlawful or is not authorized or in which the person making such offer or solicitation is not qualified to do so. This Memorandum does not constitute an offer if the prospective investor is not qualified under applicable securities laws.

This Memorandum is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. The Company reserves the right to reject any subscription or to allot to any prospective investor less than the number of shares subscribed for by such prospective investor.

This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to the Company if the prospective investor's subscription is not accepted or if the offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the shares. The contents of this Memorandum should not be considered to be investment, tax, or legal advice and each prospective investor should consult with their own counsel and advisors as to all matters concerning an investment in this offering.

During the course of the offering and prior to any sale, each offeree of the shares and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the offering and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possess such information or can acquire it without unreasonable effort or expense.

Forward-Looking Information

Some of the statements contained in this Memorandum, including information incorporated by reference, discuss future expectations, or state other forward looking information. Those statements are subject to known and unknown risks, uncertainties and other factors, several of which are beyond the Company's control, which could cause the actual results to differ materially from those contemplated by the statements. The forward looking information is based on various factors and was derived using numerous assumptions. In light of the risks, assumptions, and uncertainties involved, there can be no assurance that the forward looking information contained in this Memorandum will in fact transpire or prove to be accurate.

Important factors that may cause the actual results to differ from those expressed within may include, but are not limited to:

- The success or failure of the Company's efforts to successfully market its products and services as scheduled;
- The Company's ability to attract, build, and maintain a customer base;
- The Company's ability to attract and retain quality employees;
- The effect of changing economic conditions;
- The effect of government regulations and law enforcement;
- The ability of the Company to obtain adequate debt financing if only a fraction of this Offering is sold.

These along with other risks, which are described under "RISK FACTORS" may be described in future communications to shareholders. The Company makes no representation and undertakes no obligation to update the forward looking information to reflect actual results or changes in assumptions or other factors that could affect those statements.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS MEMORANDUM AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM. IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS MEMORANDUM, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL THE COMPANY NAME AT THE ADDRESS AND NUMBER LISTED ON THE FRONT OF THIS PRIVATE OFFERING MEMORANDUM.

Our Business

CARBON DIOXIDE EXTRACTION PROCESS

Carbon dioxide (CO₂) fluid extraction techniques have been used for various industrial applications in the food and cosmetic industries. CO₂ at very high (supercritical) or low (subcritical) pressures is used to extract cannabinoids from plant material. Different combinations of temperature and pressure are used in the extraction. CO₂ is a popular solvent due to its lack of toxicity and its perception as a less dangerous form of cannabis concentrate. CO₂ oils are a popular ingredient in vaporizing concentrates for use with a stationary vaporizer or a portable vaporizer pen.

CO₂ fractionations at different pressures in the production process can yield different product consistencies and compositions. Plant waxes remain in varying amounts in the raw extraction, which is often refined further using various techniques involving an ethanol wash or refrigeration techniques called winterization.

The refining process removes plant waxes, chlorophyll, or other undesirable elements. Similar to BHO, CO₂ oil contains THCa concentrations between 60 percent and 85 percent, depending on the amount of refinement and quality of inputs.

CO₂ extractions must be decarboxylated to make edible products. An increasing number of edible products are made with decarboxylated CO₂ oil as the active ingredient. The decarboxylation process with CO₂ oil is similar to BHO.

Our Business

PERFORMANCE OVERVIEW & ROI

- Our CO2 extraction system will be used as the commercial production system in California.
- With a maximum extraction pressure of 2000 psi, the extraction process offers a range of extraction parameters, while balancing the need for operational efficiency.
- Our system will also be a great R&D companion as we scale up to larger systems.
- The extraction process will provide up to 2.5 pounds of dried plant material in 3 to 5 hours.

Capacity¹:	3 lbs
Run Time⁴:	3-5 hours
Max Runs:	6 per day
Yield²:	15-20%
Yield/Run:	170-227 grams
Yield/Day:	1,022-1,362 grams
Revenue/Day³:	\$20,430 - \$27,240
Projected ROI Time	18 -24 months
ROI range	6 – 12%
Interest On Investment	3 – 6%

1. Actual load capacity will vary with density of plant material. Stated mass assumes maximum estimated load capacity.
2. Yields are dependent on particular botanicals, growing process, extraction methodology, etc. Yield averages shown are based on customer experience and average conditions.
3. Assumes extract sales price of \$20 per gram. Actual sales price varies by market.
4. Parameters will be slightly different depending upon type of equipment used.

Our Business

CBD/THC Market Segments

The Return on Investment objective has been catered to meet the needs of a medium / long term investor aiming both at capital protection of its investment combined with low risk and stable and foreseeable income generation, and capital appreciation. NatureRnD is aiming to obtain, at full operating speed, an average **Equity Rate of Return in the estimated range of 6 - 12%** on the targeted CBD/THC assets portfolio:

Genetics	Bio Nutrient Medicine
Access to 100+ THC Based Strains	Capsules
Access to 30+ Awarded Strains	Fusion (Beverage)
Access to 20+ CBD Specific RaNo's	
Extracts	Regenerative Medicine
Non Solvent Wet Extracts	Nasal Sprays
Non Solvent Dry Extracts	Vision
Live Resin Concentrates	Inhaler
3D Concentrates	
Infused	
Award Winning CBD Edibles	
Award Winning THC Edibles	
Sublingual	
Prana Epilepsy Drops	
Oral Cheek Tablets	
Oral Thin Strips	
Topical	
Transdermal Patches	
Transdermal Gel	
Transdermal Balms	

Our Products/Services

BUTTER AND COOKING OILS

Perhaps the most widely known method for extracting cannabis for edible preparations involves the use of butter, coconut oil, and other cooking oils. Cannabinoids are fat soluble, and MIPs add cannabis to butter and other oils and the mixture is heated to 240°F–250°F.

Edibles and Concentrates

There is a slow but steady shift away from the traditional method of consuming marijuana – smoking it – to new delivery methods. Some of these new methods include:

- Vaporizing the marijuana using a “vape pen,” which heats the cannabis flower, concentrate or oil enough to release the THC and cannabinoids, but does not burn the flower and therefore does not smoke.
- Edibles: candy bars, brownies, candies such as lollipops and gummy bears are sold with 100 mg or less THC content.
- Concentrates: a more compact method to carry and consume marijuana is to burn a concentrate, similar to hashish oil using a hot point, called a “nail.” The size of a concentrate jar is similar to a lip-balm container, such as Carmex.
- Lotions and salves: body lotions and salves are infused with marijuana concentrates and absorbed through the skin.

Each of these alternative consumption methods are unique and may be difficult to convert into a dry-weight equivalent of dried flower. In order to obtain an estimate in a weight-based equivalent, each consumption method would require a specific conversion factor back to the dried flower weight.

Matters are complicated further because most edibles are manufactured goods that are produced using secondary products from the marijuana plant, such as the trim (the leaves surrounding the marijuana flower), sugar (THC crystals on and around the marijuana plant), and even the stems of the plant.

Our Products/Services

The dried flower weight of marijuana is a useful common denominator for marijuana products because it can be used to link the consumption amount to the number of marijuana plants cultivated over a period of time. Together, the total demand (in tons) can then be designated to equal the total supply (in plants or in tons) based upon the latest production function for modern marijuana growing technology. Over time the growing technology may change and plants may have a higher yield or faster growth per unit of time, but it is then possible to simply scale down (or up) the amount of marijuana allowed in the market for a particular year.

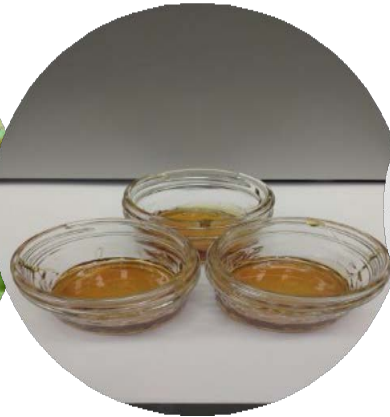


Female Marijuana
Plant Grown Indoors

The flower of female marijuana or cannabis plant ("bud") is consumed by smoking, while leaves, nodes and stems ("trim") are not typically utilized for consuming cannabis through smoking, but are used in production of other products such as oil extracts, which are used to manufacture number of Marijuana-Infused Products



Flower is usually sold wholesale to the licensed dispensaries; trim is either discarded or sold at a significant discount to MIP manufacturers



Bud and trim can be processed into extract and sold to MIP product manufacturers or to dispensaries



Processed oil extract can be used to make marijuana- infused products such as candies, chocolates, topical creams, tinctures, drink additives, etc.

Risk Factors

Development Stage Business

NatureRnD, Inc. is planning to commence operations on October 1, 2018 and is organized under the laws of the State of California. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the startup of a business, operation in a competitive industry, and the continued development of advertising, promotions and a corresponding customer base. There is a possibility that the Company could sustain losses in the future. There can be no assurances that NatureRnD will even operate profitably.

Inadequacy of Funds

Gross offering proceeds of a maximum of \$10,000,000 may be realized. Management believes that such proceeds will capitalize and sustain NatureRnD, Inc. sufficiently to allow for the implementation of the Company's business plans. If only a fraction of this offering is sold, or if certain assumptions contained in Management's business plans prove to be incorrect, the Company may have inadequate funds to fully develop its business and may need debt financing or other capital investment to fully implement the Company's business plans.

Risk Factors

Risks Associated with Expansion

The Company plans on expanding its business through acquisition, development of partnerships and joint ventures, product innovation and development, and the introduction of a sophisticated marketing campaign. Any expansion of operations the Company may undertake will entail risks. Such actions may involve specific operational activities, which may negatively impact the profitability of the Company. Consequently, shareholders must assume the risk that (i) such expansion may ultimately involve expenditures of funds beyond the resources available to the Company at that time; and (ii) management of such expanded operations may divert Management's attention and resources away from its existing operations, all of which factors may have a material adverse effect on the Company's present and prospective business activities.

Customer Base and Market Acceptance

The Company believes it can develop and grow a customer base, and expand that base by introducing new and innovative products, marketing, promotion, trade show participation and website optimization, the inability of the Company to further develop and expand its customer base could have a material adverse effect on the Company. Although the Company believes that its product matrix and its interactive e-commerce website offer advantages over competitive companies and products, no assurance can be given that NatureRnD or its subsidiaries' products and e-commerce websites will attain a degree of market acceptance on a sustained basis or that it will generate revenues sufficient for sustained profitable operations.

Risk Factors

Trends in Customer Preferences and Spending

The Company's operating results may fluctuate significantly from period to period as a result of a variety of factors, including purchasing patterns of customers, competitive pricing, debt service and principal reduction payments, and general economic conditions. There is no assurance that the Company will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, the Company's revenues may vary by quarter, and the Company's operating results may experience fluctuations.

Management Discretion as to Use of Proceeds

The net proceeds from this offering will be used for the purposes described under "Use of Proceeds." The Company reserves the right to use the funds obtained from this offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company and its shareholders in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of Management with respect to application and allocation of the net proceeds of this Offering. Investors for the common shares offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

Return of Profits

The Company intends to retain any initial future earnings to fund operations and expand the Company's business. A shareholder will be entitled to receive revenue profits proportionate to the amount of shares held by that shareholder. The Company's Management will determine a profit distribution plan based upon the Company's results of operations, financial condition, capital requirements, and other circumstances.

Risk Factors

Risks of Borrowing

If the Company incurs indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of shareholders of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

Unanticipated Obstacles to Execution of the Business Plan

The Company's business plans may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

NatureRnD, Inc.

Management Team

Bryant Jenkins



- Holds Bachelors Degrees in Business Administration and Computer Science and a Masters of Science Degree in Software Engineering
- More than 29 years of progressive technical experience in Systems and Software Engineering.
- Managed a team of engineers to design and develop software solutions for logistics support, maintenance, supply and repair operations and Performance Based Logistics (PBL) program management.
- Facilitated development of a modular architecture to allow for affordable interoperability which enabled success in long term vision, in addition to short term needs – flexibility, modularity. Designed to integrate seamlessly into greater system of systems.
- Managed a team of engineers, developing the systems architecture using simulation and modeling techniques to define execution threads that integrated data from multiple software subsystems and developed the use case models and tasks hierarchies.
- Responsible for the acquisition and management of several multi-million dollar government contracts and successfully delivered.

James J. Wu

- Serial entrepreneur.
- Over 30 years of experiences in business operations, technology, financial, and investment.
- Started and oversaw day to day operations in various entrepreneurial businesses, in the following industries: long distance telecommunications, real estate development, online education, restaurants, retail, and sales.
- Managed global telecommunication systems in US, Mexico, South America, Japan, and Great Britain.
- Successfully sold businesses to Fortune 500 companies and coordinated transfers and trainings.



NatureRnD, Inc.

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