

OFFERING MEMORANDUM
PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C)

Strat Brands Group Inc.
5829 W. Sam Houston Parkway North
Suite 407
Houston, TX 77041

www.stratbrandsgroup.com



5000 shares of Common Stock

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

THE OFFERING

Maximum 53,500 shares* of Common Stock (\$107,000)

*Maximum subject to adjustment for bonus shares. See 10% Bonus below.

Minimum 5,000 shares of Common Stock (\$10,000)

Company	Strat Brands Group Inc.
Corporate Address	5829 W. Sam Houston Parkway North Suite 407 Houston Texas 77041
Description of Business	A green technology Waste to Resource story and a Pick and Shovel cannabis play
Type of Security Offered	Common Stock
Purchase Price of Security Offered	\$2.00
Minimum Investment Amount (per investor)	\$250

Perks*

\$2,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible

\$3,500+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS two 1 gallon (3.7L) jugs of GreenStreme organic fish fertilizer

\$5,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs)

\$10,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs) PLUS dinner in Las Vegas Nov 14-16 with the company during the MJBizCon, the largest cannabis industry conference in the world.

**All Perks occur after the offering is completed.*

The 10% Bonus for StartEngine Shareholders

Strat Brands Group Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders (with \geq \$1,000 invested in the StartEngine Reg A+ campaign) within 24 hours of this offering going live.

StartEngine shareholders who have invested \$1,000+ in the StartEngine Reg A+ campaign will receive a 10% bonus on this offering within a 24-hour window of their campaign launch date. This means you will receive a bonus for any shares you purchase. For example, if you buy 150 shares of Common Stock at \$2 / share, you will receive 15 bonus shares of Common Stock, meaning you'll own 165 shares for \$300. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors receive their countersigned StartEngine Crowdfunding Inc. subscription agreement.

Multiple Closings

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

THE COMPANY AND ITS BUSINESS

The company's business

Description of Business

Strat Brands Group (SBG) is a new green technology company preparing to launch an organic fertilizer trademarked "GreenStreme" that is derived from fresh fish processing.

This technology creates **a nutrient rich fertilizer alternative** without the offensive smell or waste by-products common to competitive products (benefits of our patented cold hydrolysis process), which answers the call for sustainable (organic) agriculture, where **U.S. production lags significantly behind consumer demand**. (source: Eco Watch Mar 19, 2017)

Between 1997 and 2015, sales in the organic sector soared from \$3.7 billion to more than \$43 billion. This double-digit growth nearly every year makes the organic sector one of the fastest growing segments of the food industry. **Major retailers such as Costco report that they can't get enough organic food to meet customer demand.** (source: Eco Watch Mar 19, 2017)

Fertilizers are added to the soil in order to increase the supply of essential nutrients that boost the growth of plants and vegetation in that soil. With the rapid increase in global population there has never been a time when fertilizer use was in such demand to maintain and grow agricultural yield. Unfortunately, the long-term impact on fertilizer use is also known to deplete the quality of soil, cause eutrophication (flow of harmful nutrients into bodies of water that promote algae blooms), negatively impact human health and is a contributing cause of climate change across the globe.

SBG recently acquired the GreenStreme fish fertilizer product that was an overlooked market opportunity for the previous owner. Although the owner was awarded both U.S. and Canadian patents (2010/2014) after extensive and successful testing, it lacked the working capital to launch a commercial production and distribution business.

Governments and the social conscience of its citizens are pushing for accelerated use of organic fertilizers but the source and quality of its supply continues to be the challenge. This change in customer attitude and purchasing behavior has created a growing demand for organic products with a large amount of organic fertilizers being derived from plant and or animal sources like fish waste processing.

GreenStreme is a "waste to resource" organic fertilizer produced from fresh fish waste and turned into a stable liquid with common attributes of a chemical-based fertilizer (nitrogen, phosphorus and potassium) PLUS important micro-nutrients including zinc, iron, manganese, molybdenum, and copper. The nitrogen and other nutrients are chelated, so they are readily available for plant utilization. Unlike fish emulsions, the patented GreenStreme production method uses a unique cold hydrolysis process that nearly eliminates the unpleasant odors associated with competitive products while maximizing the retention of fish proteins and oils.

GreenStreme has proven to be significantly different from other fish fertilizers on the market, and the company believes that sales will ramp up exponentially after a successful small-scale entry into the retail marketplace in Q1, 2019.

SBG expects to launch future products using organic, non-toxic formulations, for consumer, commercial and industrial markets.

Sales, Supply Chain, & Customer Base

The supply chain is effectively the numerous fisheries of the Great Lakes. Sales are to retail outlets, including specialty home and garden centers, wholesalers and online shopping platforms. The customer base is comprised of golf course and municipal turf managers, organic farmers, retail consumers and marijuana/cannabis producers and grow-ops.

Competition

A few of the known fish derived fertilizers or solid conditioners include:

Alaska 5-1-1 fish fertilizer is one of the leading brands. It is produced by Lilly Miller using ocean fish by-products and a method that we suspect involves cooking. They have added macronutrients to market a consistent 5-1-1 products and have covered up the fish smell with a fragrance.

Grassoline. They have a 2-3-0 that has been stabilized with phosphoric acid to allow for packaging in smaller containers and offer a 2-0-0 in a large selection of packaging sizes.

Pacific Natural 2-3-0 is produced by Great Pacific Bio-Products Ltd. The product is processed using enzymes at low temperatures and filtered down to 80 mesh.

Liabilities and Litigation

The Company is currently not involved in litigation nor does it have liabilities.

The team

Officers and directors

E.G. MAREK	Senior Vice President
JUSTIN MAREK	President / Treasurer/ Director
MICHAEL BECKLEY	Executive Vice President
Jeffrey Hughes	Director
Kevin Fox	Secretary/Director

E.G. MAREK

E.G. Marek continues to build successful international private equity experience after holding investment management and officer positions in several North American blue chip financial institutions over a 30 year career. He led the multi-million dollar acquisition of a leading North American environmental solutions company by a major Chinese wastewater and reclamation corporation, taking an initial discussion to closing in 6 months, including Chinese government approvals. That acquisition is a key element of an upcoming IPO on the Shanghai Exchange. Since March 2015 he has served as VP Business Development for Asia ReSource Media (global production company), and as SVP for Strat Brands Group since Dec 2017, spending approx 18 hours per week in that role. His primary role is VP Asia ReSource Media.

JUSTIN MAREK

Justin is an inventive conceptualist with an intelligent eye for new methods and progressive design modalities, designing for top tier brands such as Mitsubishi, McDonalds, NBC.com and TapouT. As Lead Media Developer with EyeRockDigital (2006-2008), he led the development of 25+ specialized channels on one of Canada's first IPTV networks, creating an intuitive online content platform delivering millions of minutes of engagement daily. As Creative Director with Ortsbo Inc. (2010-2011) Justin designed a multilingual interface that allowed users to instantaneously translate their social media conversations between 53 languages, setting a Guinness World Record with Gene Simmons

and Paul Stanley in 2011 for the "Largest International Online Chat." Users from over 92 countries participated in the Live Event. Utilizing accelerometer technology Justin patented a way of translating a natural interaction. As Chief Technical Officer with Revive Bioscience he created and coordinated online advertising campaigns for TapouT Muscle Recovery as well as a complete branding experience. Since Jan 2015 Justin has served as Founder and Chief Engineer of Marek Industrial Arts, and has served as Strat Brands Group's President, Treasurer and Director since Jan 2018, spending approx. 20 hours per week in these primary roles.

MICHAEL BECKLEY

Michael Beckley delivers strong, sustainable, corporate and financial gains in challenging international markets through decisive leadership, influence and action, with twenty-five years of business development in environmental products manufacturing. He brings rich experience as a senior manager in creating strong annuity driven distribution and service models with a focus on capacity building in private and public enterprises. Michael has: a proven track record in start-up, acquisition and turn-around campaigns of multi-national organizations. led the acquisition, re-location and re-structuring of multiple US and Canadian environmental products manufacturing, distribution and service companies, developed, patented and commercialized several distinct and innovative environmental technologies, implemented distribution and joint venture partnerships in over twenty countries. Leadership and talent development is an important priority for Mike. He believes that people are central to success and places tremendous focus on building world-class teams that are well equipped to achieve corporate growth strategies. He holds Diplomas in Civil and Environmental Engineering Technology from Georgian College in Barrie, Ontario and is a Certified Engineering Technologist (CET) with the Ontario Association of Certified Engineering Technicians and Technologists (OACETT). From Jan 2015 - Jun 2018 Michael served as CEO of Ecolo Canada (industrial odor control), and from Dec 2017, as EVP of Strat Brands Group, spending approx 15 hours per week in that role. His primary role is President of Bektra Inc., (industrial pest control) where he has been working since June 2018.

Jeffrey Hughes

Jeff Hughes has served in business management for the past 20 years. Currently serving as Vice President of Operations for Ecolo Environmental (industrial odor control) for the past 7 years (Jan 2012 - Present). Currently owner and license holder for BugDefence, (Apr 2018 - Present) Houston's largest manufacturer, distributor, and service provider of mosquito misting equipment and solutions. Jeff is part-time with Strat Brands Group spending approx. 3 hours per week in a Director's role, since Apr 2018. His primary role is as Manager/Owner of BugDefence.

Kevin Fox

Kevin Fox has been on the leading edge of the communications and broadcast industries for over 25 years, as CEO of ReSource Media Inc., a social commerce media production company. During this time he has been recognized by the industry and by his peers for his creative excellence and business leadership. He has worked in over 105 countries and has produced programming on all seven continents. On any given week his series and specials are seen in tens of millions of households across the globe. A focus has been producing eco-themed programming based on 'Green is good business.' Kevin is part-time with Strat Brands Group spending approx. 8 hours per week in a Director's role and the Secretary role, since Mar 2018. His primary role is CEO of ReSource Media Inc.

Number of Employees: 6

Related party transactions

ASSIGNMENT OF ASSETS RE U.S. PATENT NO. 7678171 AND CANADIAN PATENT NO. 2,546,156 FOR PROCESS OF PREPARING SOIL ADDITIVE OF FISH FERTILIZER AGREEMENT entered into by and between StratBand Enterprises Ltd., hereinafter referred to as "Stockholder" and Strat Brands Group Inc., hereinafter referred to as "Corporation." WITNESSETH: WHEREAS, the Corporation was lawfully formed by the Articles of Incorporation with the Secretary of State of Nevada, and WHEREAS, Certain assets must be lawfully transferred to the Corporation so the Corporation may be capitalized, and WHEREAS, Stockholder wishes to transfer certain assets specified as: U.S. PATENT NO. 7678171 AND CANADIAN PATENT NO. 2,546,156 FOR PROCESS OF PREPARING SOIL ADDITIVE OF FISH FERTILIZER to the Corporation, and WHEREAS, the Corporation wishes to acquire certain assets specified as: U.S. PATENT NO. 7678171 AND CANADIAN PATENT NO. 2,546,156 FOR PROCESS OF PREPARING SOIL ADDITIVE OF FISH FERTILIZER from the Stockholder IT IS HEREBY AGREED, for and in consideration of the mutual agreement hereinafter entered into, as follows: 1. Stockholder herewith transfers and assigns to the Corporation those assets specified as: U.S. PATENT NO. 7678171 AND CANADIAN PATENT NO. 2,546,156 FOR PROCESS OF PREPARING SOIL ADDITIVE OF FISH FERTILIZER 2. The Corporation herewith issues to Earl Marek on behalf of the Stockholder 552,939 shares, par value \$0.001, representing a 44.29% equity stake, in consideration of the above mentioned transfer and assignment of assets. AGREEMENT made on this 29th day of Oct, 2018. Earl Marek _____ Stockholder Representative Printed Name Stockholder Representative's Signature Title: President Kevin Fox _____ Corporation Representative Printed Name Corporation Representative's Signature Title: Secretary

RISK FACTORS

These are the principal risks that related to the company and its business:

- **Uncertain Risk** An investment in the Company (also referred to as "we", "us", "our", or "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Common Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.
- **Our business projections are only projections** There can be no assurance that the company will meet our projections. There can be no assurance that the company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will be able to provide the service at a level that allows the company to make a profit and still attract business.
- **Any valuation at this stage is difficult to assess** The valuation for the offering was established by the company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.
- **The transferability of the Securities you are buying is limited.** Any Common Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the Common Stock that you purchase cannot be resold for a period of one year.

The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

- **The Company depends on one primary product.** All our projected revenue will initially come from one type of product, providing an eco-fertilizer - an organic fresh fish processed fertilizer. Our revenues are therefore dependent upon the market for eco-fertilizer.
- **Your investment could be illiquid for a long time.** You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the educational software development industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.
- **If the company cannot raise sufficient funds it will not succeed.** The Company, is offering stock in the amount of up to \$107,000 (change to 1,070,000 later) in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the company itself or the broader economy, it may not survive. If the company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."
- **We are reliant on one main type of service.** All of current services are variants on one type of services, providing a platform for online capital formation. Our revenues are therefore dependent upon the market for online capital formation.
- **This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have** Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our shareholders. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our [shareholders] and will have no such right

OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES

Ownership

- Earl Marek, 44.29% ownership, Common Stock

Classes of securities

- Common Stock: 1,248,450

The company has authorized the issuance of 10,000,000 shares of Common Stock, par value \$0.001. To date, 1,248,450 shares have been issued.

Voting Rights

Each Stockholder of Common Stock will be entitled to one vote for each share of stock held by that Stockholder.

Dividend Rights

The payment of dividends on the Common Stock will be a business decision to be made by the Board from time based upon the results of our operations and our financial condition and any other factors that our board of directors considers relevant. Payment of dividends on the Common Stock may be restricted by law and by loan agreements, indentures and other transactions entered into by us from time to time. The Company has never paid a dividend and does not intend to pay dividends in the foreseeable future, which means that shareholders may not receive any return on their investment from dividends.

Rights to Receive Liquidation Distributions

In the event of our liquidation, dissolution, or winding up, holders of Common Stock are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock, if any.

Rights and Preferences

The rights, preferences and privileges of the holders of the company's Common Stock are subject to and may be adversely affected by, the rights of the holders of shares of any series or any additional classes of preferred stock that we may designate in the future.

What it means to be a Minority Holder

As a minority holder of Common Stock, you will have limited ability, if all, to influence our policies or any other corporate matter, including the election of directors, changes to the Company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the Company or of assets of the Company, or transactions with related parties.

Dilution

Investors should understand the potential for dilution. Each Investor's stake in the Company, could be diluted due to the Company issuing

additional shares. In other words, when the Company issues more shares, the percentage of the Company that you own will decrease, even though the value of the Company may increase. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g., convertible notes, preferred shares or warrants) into stock.

If we decide to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (although this typically occurs only if we offer dividends, and most early stage companies are unlikely to offer dividends, referring to invest any earnings into the Company).

The type of dilution that hurts early-stage investors mostly occurs when the company sells more shares in a 'down round,' meaning at a lower valuation than in earlier offerings.

If you are making an investment expecting to own a certain percentage of the Company or expecting each share to hold a certain amount of value, it is important to realize how the value of those shares can decrease by actions taken by the Company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

Financial Statements

Our financial statements can be found attached to this document. The financial review covers the period ending in 2018-10-31.

Financial Condition

Results of Operation

The company has no operating history. We have not yet generated any revenues and do not anticipate doing so until we have completed the manufacturing and delivery of product, which we do not anticipate occurring before Jan 01, 2019.

Based on our forecast, with the liquidity of the minimum amount of \$10,000, we anticipate that we can operate the business for 12 months, but production will be very limited. Based on our forecast, with the liquidity of the anticipated full raise amount of \$107,000, we anticipate that we can also operate the business for 12 months without revenue generation but with more diverse production. The major expenses are sales salaries, commissions and the building lease.

Financial Milestones

The company is investing for continued growth of the brand, and will be generating negligible net income losses for the first 2-3 months of the GreenStreme Financial Plan Mar 2019 - Feb 2020. Management currently forecasts fiscal years 2020 and 2021 revenues of \$1.42 million (COGS \$848,856), and \$3.08 million (COGS \$1.85 million), respectively. The fiscal 2020 breakdown is shown below, and management has used same line item percentages for COGS and expenses re fiscal 2021.

GreenStreme Financial Plan Mar 2019 - Feb 2020

FOR 1 YR PERIOD ENDING FEB 28, 2020

REVENUE

	Mar, 2019	Apr, 2019	May, 2019	Jun, 2019	Jul, 2019	Aug, 2019	Sep, 2019
1 Gal (Wholesale)	9,200	20,700	34,500	48,300	62,100	75,900	89,700
1/2 Gal Hose End Sprayer (Wholesale)	3,400	7,650	12,750	17,850	22,950	28,050	33,150
1 Gal (Web Direct)	1,980	1,980	1,980	990	990	990	990
1/2 Gal Hose End Sprayer (Web Direct)	1,480	1,480	1,480	740	740	740	740
TOTAL REVENUE	16,060	31,810	50,710	67,880	86,780	105,680	124,580
1 Gal (Wholesale) - \$6.50	5,200	11,700	19,500	27,300	35,100	42,900	50,700
1/2 Gal Hose End Sprayer (Wholesale) - \$4.50	1,800	4,050	6,750	9,450	12,150	14,850	17,550
1 Gal (Web Direct) - \$6.50	650	650	650	325	325	325	325

1/2 Gal Hose End Sprayer (Web Direct) - \$4.50 Shipping 3%	803	450	1,591	450	2,536	450	3,394	225	4,339	225	5,284	225	6,229	225
Total Cost of Goods Sold	8,100		16,850		27,350		37,300		47,800		58,300		68,800	
GROSS PROFIT ON SALES	7,960		14,960		23,360		30,580		38,980		47,380		55,780	
SALES AND MARKETING EXPENSE														
Sales Salaries	3,333		3,333		3,333		3,333		3,333		3,333		3,333	
Sales Commissions	1,250		1,250		1,250		1,250		1,250		1,250		1,250	
Sales EI, CPP, WSIB	328		328		328		328		328		328		328	
Marketing - Brochures & Materials		1000	200		200		200		200		200		200	
Marketing - Direct Mail	50		50		50		50		50		50		50	
Marketing - Contractors	500		500		500		500		500		500		500	
Marketing - Trade Shows	500		500		500		500		500		500		500	
Marketing - Associations & Directories	400		400		400		400		400		400		400	
Marketing - Sponsorships	250		250		250		250		250		250		250	
Marketing - Web Site	500		500		500		500		500		500		500	
Marketing - Promotional	100		100		100		100		100		100		100	
Sales Auto Fuel & Mileage	500		500		500		500		500		500		500	
Sales Auto R&M	50		50		50		50		50		50		50	
Sales Auto Tolls & Parking	200		200		200		200		200		200		200	
Sales Auto Lease / auto allowance	600		600		600		600		600		600		600	
Sales Meals & Entertainment	300		300		300		300		300		300		300	
Sales Miscellaneous	50		50		50		50		50		50		50	
Sales Telephone Expense		100		100		100		100		100		100		100
Total Sales & Marketing Expenses	9,211		9,211		9,211		9,211		9,211		9,211		9,211	10
PLANT & GENERAL AND ADMINISTRATION														
Management incl Directors Salaries & Wages		9583		9583		9583		9583		9583		9583		9583
Management Incl Directors EI, CPP, WSIB		805		805		805		805		805		805		805
G&A Salaries & Wages	5,166		5,166		5,166		10,667		10,667		10,667		10,667	
G&A EI, CPP, WSIB	241		241		241		479		479		479		479	
G&A Accountant Fees	300		300		300		300		300		300		300	
G&A Auto Fuel, Repairs & Maintenance	50		0		0		0		0		0		0	
G&A Bank Charges & Interest	50		50		50		50		50		50		50	
G&A Building Lease	3,000		3,000		3,000		3,000		3,000		3,000		3,000	
G&A Building, Maintenance & Repair	250		250		250		250		250		250		250	
G&A Waste Disposal	150		150		150		150		150		150		150	
G&A Building Supplies	200		200		200		200		200		200		200	
G&A Computer Maintenance & Services	500		500		500		500		500		500		500	
G&A Equipment Leases & Rentals	400		400		400		400		400		400		400	
G&A Equipment Maintenance & Repairs	50		50		50		50		50		50		50	
G&A Insurance Business	500		500		500		500		500		500		500	
G&A Legal Fees	500		500		500		500		500		500		500	
G&A Meals & Entertainment	750		750		750		750		750		750		750	
G&A Misc	150		150		150		150		150		150		150	
G&A Office Expenses & Supplies	150		150		150		150		150		150		150	
G&A Patent & Trademark Expense	200		200		200		200		200		200		200	
G&A Postage & Courier	250		250		250		250		250		250		250	
G&A Telephone Expense (incl Cell)	250		250		250		250		250		250		250	
G&A Entertainment	400		400		400		400		400		400		400	
G&A Utilities	200		200		200		200		200		200		200	
Total General & Administrative Expenses	13,707		13,657		13,657		19,396		19,396		19,396		19,396	
NET PROFIT (LOSS) BEFORE TAX	-14,958		-7,908		492		1,973		10,373		18,773		27,173	

Liquidity and Capital Resources

If the company is successful in this offering, we may or may not seek to continue to raise capital under crowdfunding offerings, equity or debt issuances, or any other method available to the company.

Proceeds from the offering will increase the company's liquidity significantly, and allow the company to execute it's financial plan fully. Received funds will be employed immediately for manufacturing, marketing and increased sales support.

Raising capital from this offering and/or any other financing method are not necessary to the viability of the business, however forward progress would be impeded by a lack of financing. Management believes there is significant value in the patents alone.

The offering minimum will allow the company to operate for one year with a very limited production run, while the offering maximum will allow the company to execute it's financial plan for fiscal 2020.

Other available sources of capital are:

- 1 - contributions from shareholders
- 2 - investment by current interested parties

Indebtedness

The Company has not had any material terms of indebtedness

Recent offerings of securities

None

Valuation

\$2,496,900.00

see Appendix A in Story Section- GreenStreme Financial Plan Apr 2019 - Mar 2020. Pro forma net income of \$259,687 is basis for an EV/EBITDA multiple of 9.6X on a pre-money basis. EV/EBITDA multiples for fertilizer companies have ranged from 4X - 18X with a current average of 8.2X. (<https://marketrealist.com/2016/06/fertilizer-companies-valuation-multiple-compare-peers>) Less than \$100,000 is required by the company to produce the pro forma financial plan, and investment greater than that via Start Engine is expected to result in higher financial plan numbers.

USE OF PROCEEDS

	Offering Amount Sold	Offering Amount Sold
Total Proceeds:	\$10,000	\$107,000
Less: Offering Expenses		
StartEngine Fees (8% total fee)	\$800	\$8560
Net Proceeds	\$9200	\$98,440
Use of Net Proceeds:		
R & D & Production	\$5440	\$38908
Marketing	\$2760	\$29532
Working Capital	\$1000	\$10,000
Salaries	\$0	\$20,000
Total Use of Net Proceeds	\$9200	\$98,440

We are seeking to raise a minimum of \$10,000 (target amount) and up to \$107,000 in this offering through Regulation Crowdfunding. If we manage to raise \$107,000, the amount will last us 12 months and the company plans to use the net proceeds of approximately \$98,440 over the course of that time as follows: see chart above. For marketing expenditures, on a minimum raise, \$2,760 will be used for online advertising, primarily on Facebook. For the maximum raise, \$29,532 will be used for more extensive online advertising with Facebook and to participate in industry trade shows subsequent to the Nov 14-16, 2108 MJBizCon in Las Vegas.

For R&D, the minimum offering will allow the company to begin development of a granular version of GreenStreme, and the maximum offering will move the company closer to production.

For Working Capital, the min-max range of \$1,000 to \$10,000 will cover all or part of misc. legal fees and expenses.

For Salaries, the min-max range of \$0 to \$20,000 will fund sales support.

For the minimum raise, the company can operate a limited production run for one year, without revenue. For the maximum raise, the company can operate for a minimum of one year and fully execute it's 2019 financial plan, without revenue. The major expenses will be sales salaries, commissions and the building lease.

Irregular Use of Proceeds

The Company will not incur any irregular use of proceeds.

REGULATORY INFORMATION

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance failure

The company has not previously failed to comply with Regulation CF.

Annual Report

The company will make annual reports available at www.greenstremeinc.com under the "Business Overview" tab. The annual reports will be available within 120 days of the end of the issuer's most recent fiscal year.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Strat Brands Group Inc.

[See attached]

I, Justin Marek ,the President of Strat Brands Group Inc, hereby certify that the interim financial statements of Strat Brands Group Inc. and notes thereto for the period ending October 31, 2018, included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information reported on our federal income tax returns.

The company's first fiscal year end is Apr 30, 2019.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of the 31st day of Oct, 2018.

A handwritten signature in black ink, appearing to read 'Justin Marek', written over a horizontal line.

President

Oct 31, 2018

STRAT BRANDS GROUP INC
INTERIM FINANCIAL STATEMENTS
(UNAUDITED)
AS OF AND FOR THE SIX MONTHS ENDED
OCTOBER 31, 2018

STRAT BRANDS GROUP INC
Index to Interim Financial Statements
(unaudited)

	<u>Pages</u>
Balance Sheets as of October 31, 2018	1
Statements of Operations for the years ended October 31, 2018	2
Statements of Stockholders' Equity the for years ended October 31, 2018	3
Statements of Cash Flows for the years ended October 31, 2018	4
Notes to the Financial Statements	5

STRAT BRANDS GROUP INC
BALANCE SHEETS
FOR THE SIX MONTHS ENDING OCTOBER 31, 2018
(unaudited)

Assets

Current Assets:

Cash	\$ 10,000
Total Current Assets	<u>\$ 10,000</u>

Non-Current Assets

Property, Plant & Equipment	-
Intangible Assets	<u>-</u>
Total Non-Current Assets	<u>-</u>
Total Assets	<u>\$ 10,000</u>

Liabilities and Equity

Current Liabilities

Trade and other borrowings	-
Short-term borrowings	<u>-</u>
Total Current Liabilities	<u>\$ -</u>

Non-Current Liabilities

Long-term borrowings	-
Total Non-Current Liabilities	<u>-</u>
Total Liabilities	<u>\$ -</u>

Stockholders' Equity

Class A Common Stock, par value \$0.001 10,000,000 shares authorized, 1,248,450 issued and outstanding as of December 27, 2018	1,248
Subscription Receivable	(1,248)
Total Stockholders' Equity	<u>10,000</u>
Total Liabilities and Stockholders' Equity	<u>\$ 10,000</u>

STRAT BRANDS GROUP INC
STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED OCTOBER 31, 2018

Revenue	\$	-
Cost of Sales		-
Gross Profit		
Operating Expenses-		
General and Administrative		-
Total Operating Expenses		-
Income/(Loss) from operations		-
Net Income/(Loss)	\$	-

STRAT BRANDS GROUP INC
STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED OCTOBER 31, 2018
(unaudited)

	Class A Common Stock		Subscription		Retained		Stockholders'
	Shares	Amount	Receivable		Earnings		
October 31, 2018							
Issuance of Founders Shares	1,248	1,248		(1,248)	-	-	-
Contribution	-	10,000		-	-	-	10,000
Net Income (Loss)	-	-		-	-	-	-
	1,248,450	\$ 11,248	\$	(1,248)	\$	-	\$ 10,000

STRAT BRANDS GROUP INC
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED OCTOBER 31, 2018
(unaudited)

Cash Flows From Operating Activities	
Net Income	\$ -
Net Cash Used in Operating Activities	\$ -
Cash Flows From Financing Activities	
Capital Contributions	\$ 10,000
Net Cash Received from Financing Activities	\$ 10,000
Increase in Cash and Cash Equivalents	10,000
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	\$ 10,000
Supplemental Disclosures of Cash Information:	
Cash paid for interest	-
cash paid for income taxes	-

NOTE 1 – NATURE OF OPERATIONS

Strat Brands Group Inc. was formed on the 7th day of May 2018, (“Inception”) in the State of Nevada. The financial statements of Strat Brands Group Inc. (which may be referred to as the "Company", "we," "us," or "our") are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Houston Texas.

Strat Brands Group Inc. is launching it’s first brand, GreenStreme™, to meet the increasing demand for environmentally-friendly fertilizers in the consumer, commercial and industrial sectors. It’s unique characteristics make it ideal for the consumer/retail, agriculture, turf and marijuana/cannabis markets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of October 31, 2018. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values.

Cash and Cash Equivalents

For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company will recognize revenues from retailers, wholesalers and online sales when (a) persuasive evidence that an agreement exists; (b) the service has been performed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured.

Income Taxes

The Company applies ASC 740 Income Taxes ("ASC 740"). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is "more likely than not" that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax in the United States ("U.S.") and files tax returns in the U.S. Federal jurisdiction and Nevada state jurisdiction. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all periods since Inception. The Company currently is not under examination by any tax authority.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

NOTE 3 – DEBT

The company has no debt and has no liabilities current or accrued.

NOTE 4 – COMMITMENTS AND CONTINGENCIES

We are currently not involved with or know of any pending or threatening litigation against the Company or any of its officers.

NOTE 5 – STOCKHOLDERS' EQUITY

Common Stock

We have authorized the issuance of 10,000,000 shares of our common stock with par value of \$0.001. As of Oct 31, 2018 the company has currently issued 1,248,450 shares of our common stock.

NOTE 6 – RELATED PARTY TRANSACTIONS

Earl Marek owns 44.29% of the outstanding shares in return for the GreenStreme™ assets vended into Strat Brands Group by StratBand Enterprises Ltd., effective Oct 29, 2018.

NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events that occurred after May 7, 2018 through Oct 31, 2018, the issuance date of these financial statements. There have been no other events or transactions during this time which would have a material effect on these financial statements.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

Strat Brands Group Inc. is pending StartEngine Approval.



Strat Brands Group Inc.

Making Waste a Resource

Small GEO • Houston, TX • Technology • Accepting International Investment

[Overview](#) [Team](#) [Terms](#) [Updates](#) [Comments](#) [Share](#)

TIMELY ECO OPPORTUNITY

MAKING WASTE A RESOURCE

[PICK & SHOVEL MARIJUANA/CANNABIS PLAY](#)

BUSINESS OVERVIEW

ABOUT US

Strat Brands Group Inc. (SBG) is a new green technology company that will launch the organic fertilizer trademarked "GreenStreme," derived from fresh fish processing. This technology creates a **nutrient rich fertilizer alternative** without the offensive smell or waste by-products common to competitive products (benefits of our patented cold hydrolysis process), which answers the call for sustainable (organic) agriculture, where **U.S. production lags significantly behind consumer demand**.

(source: Eco Watch Mar 19, 2017)

Between 1997 and 2015, sales in the organic sector soared from \$3.7 billion to more than \$43 billion. This double-digit growth nearly every year makes the organic sector one of the fastest growing segments of the food industry. Major retailers such as Costco report that they can't get enough organic food to meet customer demand. (source: Eco Watch Mar 19, 2017)

FIBL, The Research Institute of Organic Agriculture, is one of the world's leading organic farming information and research centers. Organic Agriculture Worldwide 2017: Current Statistics shows **organic agricultural land has increased 83% over the latest 10 year period (2006-2015)** which represents an annual compound growth rate of 7.5%, 14.6% in 2015 alone.

(source: <http://orgprints.org/31197/1/willier-lernoud-2017-global-data-biofach.pdf>)

An increasingly environmentally aware market and more and more governments are pushing for **accelerated use of organic fertilizers** but the source and quality of its supply continues to be the challenge. We believe this change in customer attitude and purchasing behavior has created a **growing demand for organic products with a large amount of organic fertilizers being derived from plant and or animal sources such as fish waste processing**.

GreenStreme is a "waste to resource" organic fertilizer produced from fresh fish waste and turned into a stable liquid with common attributes of a chemical-based fertilizer (nitrogen, phosphorus and potassium) **PLUS** important micro-nutrients including zinc, iron, manganese, molybdenum, and copper. Unlike traditional fish emulsions, the patented GreenStreme production method uses a unique cold hydrolysis process that nearly eliminates the unpleasant odors associated with competitive products while maximizing the retention of fish proteins and oils.

GreenStreme has proven to be significantly different from other fish fertilizers on the market, and the company believes that sales will ramp up exponentially providing a successful small-scale entry into the retail



marketplace in Q4, 2018.

SBG expects to launch future products using organic, non-toxic formulations, for consumer, commercial and industrial markets.

- E.G. Marek



The Offering

Investment

\$2.00/share | When you invest you are betting the company's future value will exceed \$2.6 MM.

Perks*

\$2,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible

\$3,500+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS two 1 gallon (3.7L) jugs of GreenStreme organic fish fertilizer

\$5,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs)

\$10,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs) PLUS dinner in Las Vegas Apr 1-3, 2019 with the company during the Cannabis Conference, a premier industry event.

**All Perks occur after the offering is completed.*



These Offerings are eligible for the
StartEngine Owners' 10% Bonus.

For details on the bonus, please see the **Offering Summary** below.

Designing organic products for consumer, commercial and industrial markets featuring significant financial and environmental benefits to the retail, agricultural, turf, greenhouse, and marijuana/cannabis industries

eid.

Awarded U.S. and Canadian Patents

SBG recently acquired the GreenStreme fish fertilizer product, (IP, patents, trademark) which had already been **awarded both U.S. and Canadian patents (2010/2014) after extensive and successful testin**. Not only is this a classic Waste to Resource story, providing rich benefits to any process utilizing fertilizer (growth, yield, cost-savings), recent developments in the legalization and regulation of cannabis has opened up a major new market opportunity for the product in both the U.S. (a growing number of states) and Canada.

SBG is launching this Start Engine equity crowdfunding campaign to: pursue UL ECOLOGO and OMRI certifications, generate initial production with scalable capacity, expand sales & marketing



Our Products



PRODUCT DEVELOPMENT & REVENUE POTENTIAL

CURRENT STATUS

Product has been developed, and will be produced for retail/wholesale end-user distribution. See Appendix "A" below for the product Financial Plan. The pre-money valuation is \$2.5 million.

STEPS TO COMMERCIALIZATION

Full commercialization and broad marketing of GreenStreme subsequent to a fundraising campaign launching in August 2018 on StartEngine, the U.S. leading equity crowdfunding platform.

EXPECTED INVESTMENT REQUIREMENTS

\$107,000 – see Use of Proceeds

KNOWN MARKET POTENTIAL

The demand for organic, or eco-friendly fertilizer alternatives, applies to many sectors including agriculture, turf, and horticulture with opportunities in both retail and wholesale distribution. **Additionally, the company believes its patented organic fertilizer presents an emerging opportunity for use in the rapidly growing legal marijuana industry and personal grow-ops. The company believes it's eco-fertilizer is a particularly attractive 'Pick and Shovel' play for the Cannabis sector.** With recreational cannabis legislation passing across the U.S. and most recently in California, that state's market is expected to reach \$4 billion by 2020 alone –according to Cannabis Stock Trades (Apr 30, 2018). By 2030, according to a new report from research firm Cowen & Co., U.S. legal cannabis sales are set to reach \$75 billion. Compare that to the roughly \$60 billion in U.S. sales of wine today.

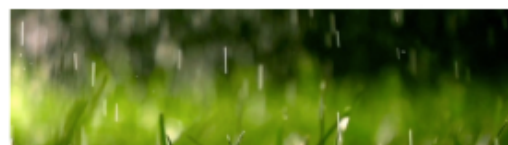
COMPETITION

Strat Brands believes that it's GreenStreme fish fertilizer supplement is superior to other fish derived alternatives.

The most significant difference is that the source of the fish for **GreenStreme** comes from fresh water fisheries instead of saltwater fish. Most fish fertilizer products are produced from processing operations that dump their fish waste into tanks or hoppers, where it sits until it's time to conduct the fertilizer production process. Most often the process to convert the waste into fertilizer involves cooking to break down the various parts to create an emulsion. This high temperature process negatively impacts the retained value of the important oils, amino acids, vitamins, and enzymes. Fish waste that also sits for too long in tanks before processing begins to rot and results in an end product that smells offensive to most consumers.

Another inconvenient aspect of competitor product is the absence of fine screening to remove any remaining bits of bone or cartilage to ensure their products accommodate the small orifices in conventional liquid fertilizer spray equipment.

GreenStreme's patented production process uses fresh water fish by-products that are processed almost immediately after harvesting. This provides, what we believe to be, an industry leading low odor



profile that customers want and its low micron particle size accommodates almost all liquid fertilizer application equipment. The high micro to macro-nutrient content, a benefit resulting from cold hydrolysis vs cooking methods, also differentiate it from products currently available.

A few of the known fish derived fertilizers or solid conditioners include: Alaska 5-1-1 fish fertilizer is one of the leading brands. It is produced by Lilly Miller using ocean fish by-products and a method that we suspect involves cooking. They have added macronutrients to market a consistent 5-1-1 products and have covered up the fish smell with a fragrance. Grassoline. They have a 2-3-0 that has been stabilized with phosphoric acid to allow for packaging in smaller containers and offer a 2-0-0 in a large selection of packaging sizes. Pacific Natural 2-3-0 is produced by Great Pacific Bio-Products Ltd. The product is processed using enzymes at low temperatures and filtered down to 80 mesh.



What makes GreenStreme unique?

- contains Macro AND Micro Nutrients via environmentally-friendly processing, beneficial to a wide array of target markets:
- Retail
- Agriculture,
- Turf
- Marijuana/Cannabis
- lower cost
- U.S. and Canadian patents

Empirical evidence indicates the timing is ideal to enter the marijuana/cannabis market as a 'Pick and Shovel' opportunity.

How Our Products Are Different From the Rest

GREENSTREME TECHNOLOGY REVIEW

Fish fertilizers are derived from fish processing waste material. Some manufacturers will chemically, mechanically, or thermally extract the fish oils from the material, and then use the remains to produce their fish fertilizer product. Often they will supplement the product with nutrients which have been removed through processing.

In general terms, raw fish waste (which is initially odorless but is unstable), is processed in some way to obtain a usable deliverable.

What is it: emulsion made up of water, processed fish waste and acid.

Texture is: "soapy", product is a brown liquid with low odor.

Chemistry: cold processing

It is believed that most other fish fertilizers utilize waste that has been processed by the introduction of enzymes or the application of heat and/or pressure to generate or assist in the breakdown of proteins into amino acids, which are water soluble.

The application of heat and/or pressure denatures the amino acids. Enzymes make the amino acids fully soluble, disabling any potential for slow release.

Molybdenum and other micronutrients are not stable at elevated temperatures and may be destroyed through the processing of the material.

GreenStreme cold processes the raw fish processing waste material by introducing a mild acid (acid hydrolysis at room temperature) to break down proteins into amino acids while stabilizing the product. The emulsion is then screened for particulates which remain in the product. By denaturing the proteins in this way, the efficacy is improved compared with other products, as more of the starting components are retained during the processing. These nutrients will in turn be available to vegetation as the material clings to the soil particles. Acid hydrolysis does leave some protein matter insoluble, thus allowing for slow release.

Creating the product from all fish waste, without selectively removing



some components retains nutrition in the blend. It also leaves some fish oil which aids in the longer term effect of the product.

Molybdenum retention is ~ 6 ppm, which is a key nutrient involved in facilitating nitrogen fixation in the soil. This may be a contributor to the root growth found in the University of Guelph Greenhouse study. 100 parts of Raw Materials yields a fertilizer that is:

- 95% water soluble
- 5% insoluble
- <1% particulates

Plants require eighteen elements found in nature to properly grow and develop. Some of these elements are utilized within the physical plant structure, namely carbon (C), hydrogen (H), and oxygen (O). These elements, obtained from the air (CO₂) and water (H₂O), are the basis for carbohydrates such as sugars and starch, which provide the strength of



Elements used in large quantities by the plant are termed macronutrients, which can be further defined as primary or secondary. The primary nutrients include nitrogen (N), phosphorus (P), and potassium (K). These elements contribute to plant nutrient content, function of plant enzymes and biochemical processes, and integrity of plant cells. Deficiency of these nutrients contributes to reduced plant growth, health, and yield; thus they are the three most important nutrients supplied by fertilizers.

The secondary nutrients include calcium (Ca), magnesium (Mg), and sulfur (S).

The final essential elements are used in small quantities by the plant, but nevertheless are necessary for plant survival. These micronutrients include iron (Fe), boron (B), copper (Cu), chlorine (Cl), manganese (Mn), molybdenum (Mo), zinc (Zn), cobalt (Co), and nickel (Ni).

GREENSTREME CONTAINS:

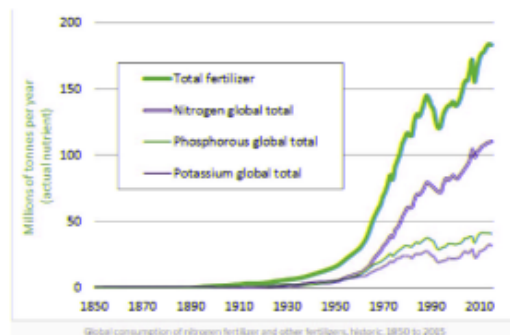
Primary Macronutrients: nitrogen (N), phosphorus (P), and potassium (K)

Secondary Macronutrients: calcium (Ca), and sulphur (S)

Micronutrients: iron (Fe), copper (Cu), manganese (Mn), molybdenum (Mo), zinc (Zn).



Our Market and Industry



Source: <https://www.darrinqualman.com/historic-nitrogen-fertilizer-consumption/>

Fertilizer plays an important role in maintaining soil fertility, increasing yields and improving harvest quality. However, a significant portion of fertilizers are lost, increasing agricultural cost, wasting energy and polluting the environment, which are challenges for the sustainability of modern agriculture. To meet the demands of improving yields without compromising the environment, **environmentally friendly fertilizers (EFFs)** have been developed. EFFs are fertilizers that can reduce environmental pollution from nutrient loss by retarding, or even controlling, the release of nutrients into soil. We believe most EFFs are employed in the form of coated fertilizers. The residual fish oils in **GreenStreme** works to coat the soil, retaining a portion of the macro- and micro-nutrients even after rainfalls which would typically wash away conventional fertilizers.

DOUBLE-DIGIT GROWTH

There is a double-digit growth in the organic food and drink market, which is anticipated to create a heavy impact on the global organic fertilizer market. Organic agricultural land has shown an increase of approx. 30% in the last 10 years. (source: Eco Watch Mar 19, 2017)

Executive Vice President Michael Beckley has over 25 years of business experience in environmental products manufacturing and selling to over 40 countries. GreenStreme will sell into the following market sectors:

RETAIL

Retail home & garden

AGRICULTURE -

Cash crop farmers' (commercial) purchase decisions are based on crop yields, price and marketing requirements. Organic farming is a growing trend as the demand for organically grown crops expands.

GreenStreme is well positioned to take advantage of this niche.

Greenhouses, horticulture

TURF

Selling to golf courses where **GreenStreme** will be in a position to absorb the transition away from traditional chemicals, especially with increasing restrictions on the use of herbicides and pesticides

Municipal turf management

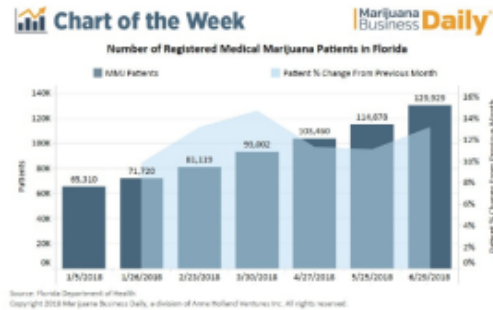
MARIJUANA/CANNABIS -

U.S. state grow-ops

Canadian government regulated grow-ops

KNOWN MARKET POTENTIAL

We believe the market for fertilizer sales to the Agriculture, Turf & Retail sectors is strong. Additionally, **the company believes its eco-fertilizer is a particularly attractive 'Pick and Shovel' play for the Cannabis sector.** With recreational cannabis legislation passing across the U.S. and most recently in California, that state's market is expected to reach \$4 billion by 2020 alone – according to Cannabis Stock Trades (Apr 30, 2018). By 2030, according to a new report from research firm Cowen & Co., U.S. legal cannabis sales are set to reach \$75 billion. Compare that to the roughly \$60 billion in U.S. sales of wine today. Medical marijuana growth in states such as Florida is rapid (see chart on the right).



What Makes Our Team Special



One of the key differentiators for a startup like yours is the team of entrepreneurs behind it.

JUSTIN MAREK, PRESIDENT/TREASURER, OFFICER/DIRECTOR

Justin is an inventive conceptualist with an intelligent eye for new methods and progressive design modalities, designing for top tier brands such as Mitsubishi, McDonalds, NBC.com and TapouT.



KEVIN FOX

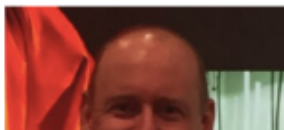
SECRETARY/TREASURER, OFFICER/DIRECTOR

Kevin Fox has been on the leading edge of the communications and broadcast industries for over 25 years. During this time he has been recognized by the industry and by his peers for his creative excellence and business leadership. He has received numerous industry awards for his international success in multi-platform media brand creation. Between Toronto, New York, Beijing, Shanghai and Bangkok, Kevin spends much of his time developing ReSource Media's presence around the world. He has worked in over 105 countries and has produced programming on all seven continents. A focus has been producing eco-themed programming based on 'Green is good business.'



JEFF HUGHES, DIRECTOR

Jeff Hughes has served in business management for the past 20 years. Currently serving as Vice President of Operations for Ecolo Environmental for the past 7 years and 6 years previous as General Manager. Owner and operator of AmeriTex Exterminating in East Texas prior to his employment with Ecolo Environmental. Currently owner and license holder for BugDefence, Houston's largest manufacturer, distributor, and service provider of mosquito misting equipment and solutions.



MICHAEL BECKLEY, EXECUTIVE VICE PRESIDENT



A Senior Executive, delivering strong, sustainable, corporate and financial gains in challenging international markets through decisive leadership, influence and action.

Twenty-five years of business development in environmental products manufacturing. Rich experience in creating strong annuity driven distribution and service models with focus on capacity building as senior management in private and public enterprises.

Holds Diplomas in Civil and Environmental Engineering Technology and is a Certified Engineering Technologist (CET)

E.G. MAREK, SENIOR VICE PRESIDENT

Continues to build successful international private equity experience after holding investment management and officer positions in several North American blue chip financial institutions over a 30 year career. He led the multi-million dollar acquisition of a leading North American environmental solutions company by a major Chinese wastewater and reclamation corporation, taking an initial discussion to closing in 6 months, including Chinese government approvals.

Invest in Our Company Today!

Product has been developed, and will be produced for wholesale/retail/end-user distribution. See **Appendix "A"** below for the **GreenStreme Financial Plan** Sep 2018 - Aug 2019. This pro forma analysis shows an EBITDA of \$259,687 for a 59.8% gross operating margin. The pre-money valuation is \$2.5 million (9.6% pro forma EBITDA). Management believes growth and earnings will be exponential after gaining initial traction.

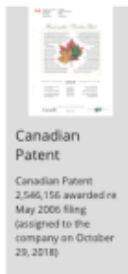
Appendix "A"

Account Name		2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075	2076	2077	2078	2079	2080	2081	2082	2083	2084	2085	2086	2087	2088	2089	2090	2091	2092	2093	2094	2095	2096	2097	2098	2099	2100	2101	2102	2103	2104	2105	2106	2107	2108	2109	2110	2111	2112	2113	2114	2115	2116	2117	2118	2119	2120	2121	2122	2123	2124	2125	2126	2127	2128	2129	2130	2131	2132	2133	2134	2135	2136	2137	2138	2139	2140	2141	2142	2143	2144	2145	2146	2147	2148	2149	2150	2151	2152	2153	2154	2155	2156	2157	2158	2159	2160	2161	2162	2163	2164	2165	2166	2167	2168	2169	2170	2171	2172	2173	2174	2175	2176	2177	2178	2179	2180	2181	2182	2183	2184	2185	2186	2187	2188	2189	2190	2191	2192	2193	2194	2195	2196	2197	2198	2199	2200	2201	2202	2203	2204	2205	2206	2207	2208	2209	2210	2211	2212	2213	2214	2215	2216	2217	2218	2219	2220	2221	2222	2223	2224	2225	2226	2227	2228	2229	2230	2231	2232	2233	2234	2235	2236	2237	2238	2239	2240	2241	2242	2243	2244	2245	2246	2247	2248	2249	2250	2251	2252	2253	2254	2255	2256	2257	2258	2259	2260	2261	2262	2263	2264	2265	2266	2267	2268	2269	2270	2271	2272	2273	2274	2275	2276	2277	2278	2279	2280	2281	2282	2283	2284	2285	2286	2287	2288	2289	2290	2291	2292	2293	2294	2295	2296	2297	2298	2299	2300	2301	2302	2303	2304	2305	2306	2307	2308	2309	2310	2311	2312	2313	2314	2315	2316	2317	2318	2319	2320	2321	2322	2323	2324	2325	2326	2327	2328	2329	2330	2331	2332	2333	2334	2335	2336	2337	2338	2339	2340	2341	2342	2343	2344	2345	2346	2347	2348	2349	2350	2351	2352	2353	2354	2355	2356	2357	2358	2359	2360	2361	2362	2363	2364	2365	2366	2367	2368	2369	2370	2371	2372	2373	2374	2375	2376	2377	2378	2379	2380	2381	2382	2383	2384	2385	2386	2387	2388	2389	2390	2391	2392	2393	2394	2395	2396	2397	2398	2399	2400	2401	2402	2403	2404	2405	2406	2407	2408	2409	2410	2411	2412	2413	2414	2415	2416	2417	2418	2419	2420	2421	2422	2423	2424	2425	2426	2427	2428	2429	2430	2431	2432	2433	2434	2435	2436	2437	2438	2439	2440	2441	2442	2443	2444	2445	2446	2447	2448	2449	2450	2451	2452	2453	2454	2455	2456	2457	2458	2459	2460	2461	2462	2463	2464	2465	2466	2467	2468	2469	2470	2471	2472	2473	2474	2475	2476	2477	2478	2479	2480	2481	2482	2483	2484	2485	2486	2487	2488	2489	2490	2491	2492	2493	2494	2495	2496	2497	2498	2499	2500	2501	2502	2503	2504	2505	2506	2507	2508	2509	2510	2511	2512	2513	2514	2515	2516	2517	2518	2519	2520	2521	2522	2523	2524	2525	2526	2527	2528	2529	2530	2531	2532	2533	2534	2535	2536	2537	2538	2539	2540	2541	2542	2543	2544	2545	2546	2547	2548	2549	2550	2551	2552	2553	2554	2555	2556	2557	2558	2559	2560	2561	2562	2563	2564	2565	2566	2567	2568	2569	2570	2571	2572	2573	2574	2575	2576	2577	2578	2579	2580	2581	2582	2583	2584	2585	2586	2587	2588	2589	2590	2591	2592	2593	2594	2595	2596	2597	2598	2599	2600	2601	2602	2603	2604	2605	2606	2607	2608	2609	2610	2611	2612	2613	2614	2615	2616	2617	2618	2619	2620	2621	2622	2623	2624	2625	2626	2627	2628	2629	2630	2631	2632	2633	2634	2635	2636	2637	2638	2639	2640	2641	2642	2643	2644	2645	2646	2647	2648	2649	2650	2651	2652	2653	2654	2655	2656	2657	2658	2659	2660	2661	2662	2663	2664	2665	2666	2667	2668	2669	2670	2671	2672	2673	2674	2675	2676	2677	2678	2679	2680	2681	2682	2683	2684	2685	2686	2687	2688	2689	2690	2691	2692	2693	2694	2695	2696	2697	2698	2699	2700	2701	2702	2703	2704	2705	2706	2707	2708	2709	2710	2711	2712	2713	2714	2715	2716	2717	2718	2719	2720	2721	2722	2723	2724	2725	2726	2727	2728	2729	2730	2731	2732	2733	2734	2735	2736	2737	2738	2739	2740	2741	2742	2743	2744	2745	2746	2747	2748	2749	2750	2751	2752	2753	2754	2755	2756	2757	2758	2759	2760	2761	2762	2763	2764	2765	2766	2767	2768	2769	2770	2771	2772	2773	2774	2775	2776	2777	2778	2779	2780	2781	2782	2783	2784	2785	2786	2787	2788	2789	2790	2791	2792	2793	2794	2795	2796	2797	2798	2799	2800	2801	2802	2803	2804	2805	2806	2807	2808	2809	2810	2811	2812	2813	2814	2815	2816	2817	2818	2819	2820	2821	2822	2823	2824	2825	2826	2827	2828	2829	2830	2831	2832	2833	2834	2835	2836	2837	2838	2839	2840	2841	2842	2843	2844	2845	2846	2847	2848	2849	2850	2851	2852	2853	2854	2855	2856	2857	2858	2859	2860	2861	2862	2863	2864	2865	2866	2867	2868	2869	2870	2871	2872	2873	2874	2875	2876	2877	2878	2879	2880	2881	2882	2883	2884	2885	2886	2887	2888	2889	2890	2891	2892	2893	2894	2895	2896	2897	2898	2899	2900	2901	2902	2903	2904	2905	2906	2907	2908	2909	2910	2911	2912	2913	2914	2915	2916	2917	2918	2919	2920	2921	2922	2923	2924	2925	2926	2927	2928	2929	2930	2931	2932	2933	2934	2935	2936	2937	2938	2939	2940	2941	2942	2943	2944	2945	2946	2947	2948	2949	2950	2951	2952	2953	2954	2955	2956	2957	2958	2959	2960	2961	2962	2963	2964	2965	2966	2967	2968	2969	2970	2971	2972	2973	2974	2975	2976	2977	2978	2979	2980	2981	2982	2983	2984	2985	2986	2987	2988	2989	2990	2991	2992	2993	2994	2995	2996	2997	2998	2999	3000
Total		30,000	32,000	34,000	36,000	38,000	40,000	42,000	44,000	46,000	48,000	50,000	52,000	54,000	56,000	58,000	60,000	62,000	64,000	66,000	68,000	70,000	72,000	74,000	76,000	78,000	80,000	82,000	84,000	86,000	88,000	90,000	92,000	94,000	96,000	98,000	100,000	102,000	104,000	106,000	108,000	110,000	112,000	114,000	116,000	118,000	120,000	122,000	124,000	126,000	128,000	130,000	132,000	134,000	136,000	138,000	140,000	142,000	144,000	146,000	148,000	150,000	152,000	154,000	156,000	158,000	160,000	162,000	164,000	166,000	168,000	170,000	172,000	174,000	176,000	178,000	180,000	182,000	184,000	186,000	188,000	190,000	192,000	194,000	196,000	198,000	200,000	202,000	204,000	206,000	208,000	210,000	212,000	214,000	216,000	218,000	220,000	222,000	224,000	226,000	228,000	230,000	232,000	234,000	236,000	238,000	240,000	242,000	244,000	246,000	248,000	250,000	252,000	254,000	256,000	258,000	260,000	262,000	264,000	266,000	268,000	270,000	272,000	274,000	276,000	278,000	280,000	282,000	284,000	286,000	288,000	290,000	292,000	294,000	296,000	298,000	300,000	302,000	304,000	306,000	308,000	310,000	312,000	314,000	316,000	318,000	320,000	322,000	324,000	326,000	328,000	330,000	332,000	334,000	336,000	338,000	340,000	342,000	344,000	346,000	348,000	350,000	352,000	354,000	356,000	358,000	360,000	362,000	364,000	366,000	368,000	370,000	372,000	374,000	376,000	378,000	380,000	382,000	384,000	386,000	388,000	390,000	392,000	394,000	396,000	398,000	400,000	402,000	404,000	406,000	408,000	410,000	412,000	414,000	416,000	418,000	420,000	422,000	424,000	426,000	428,000	430,000	432,000	434,000	436,000	438,000	440,000	442,000	444,000	446,000	448,000	450,000	452,000	454,000	456,000	458,000	460,000	462,000	464,000	466,000	468,000	470,000	472,000	474,000	476,000	478,000	480,000	482,000	484,000	486,000	488,000	490,000	492,000	494,000	496,000	498,000	500,000	502,000	504,000	506,000	508,000	510,000	512,000	514,000	516,000	518,000	520,000	522,000	524,000	526,000	528,000	530,000	532,000	534,000	536,000	538,000	540,000	542,000	544,000	546,000	548,000	550,000	552,000	554,000	556,000	558,000	560,000	562,000	564,000	566,000	568,000	570,000	572,000	574,000	576,000	578,000	580,000	582,000	584,000	586,000	588,000	590,000	592,000	594,000	596,000	598,000	600,000	602,000	604,000	606,000	608,000	610,000	612,000	614,000	616,000																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			



All events to occur in the future are anticipated and may not actually take place.





Canadian Patent

Canadian Patent 2,546,156 awarded re May 2006 filing (assigned to the company on October 29, 2018)



SBG Incorporation

On May 7, 2018 Strat Brands Group Inc. is incorporated in the State of Nevada with initial \$10,000 from founders to initiate the Reg CP process via Start Engine.

Meet Our Team



E.G. MAREK

Senior Vice President

E.G. Marek continues to build successful international private equity experience after holding investment management and officer positions in several North American blue chip financial institutions over a 30 year career. He led the multi-million dollar acquisition of a leading North American environmental solutions company by a major Chinese wastewater and reclamation corporation, taking an initial discussion to closing in 6 months, including Chinese government approvals. That acquisition is a key element of an upcoming IPO on the Shanghai Exchange. Since March 2015 he has served as VP Business Development for Asia ReSource Media (global production company), and as SVP for Strat Brands Group since Dec 2017, spending approx 18 hours per week in that role. His primary role is VP Asia ReSource Media.



JUSTIN MAREK

President / Treasurer/ Director

Justin is an inventive conceptualist with an intelligent eye for new methods and progressive design modalities, designing for top tier brands such as Mitsubishi, McDonalds, NBC.com and TapouT. As Lead Media Developer with EyeRockDigital (2006-2008), he led the development of 25+ specialized channels on one of Canada's first IPTV networks, creating an intuitive online content platform delivering millions of minutes of engagement daily. As Creative Director with Orsbo Inc. (2010-2011) Justin designed a multilingual interface that allowed users to instantaneously translate their social media conversations between 53 languages, setting a Guinness World Record with Gene Simmons and Paul Stanley in 2011 for the "Largest International Online Chat." Users from over 92 countries participated in the Live Event. Utilizing accelerometer technology Justin patented a way of translating a natural interaction. As Chief Technical Officer with Revive Bioscience he created and coordinated online advertising campaigns for TapouT Muscle Recovery as well as a complete branding experience. Since Jan 2015 Justin has served as Founder and Chief Engineer of Marek Industrial Arts, and has served as Strat Brands Group's President, Treasurer and Director since Jan 2018, spending approx. 20 hours per week in these primary roles.



MICHAEL BECKLEY

Executive Vice President

Michael Beckley delivers strong, sustainable, corporate and financial gains in challenging international markets through decisive leadership, influence and action, with twenty-five years of business development in environmental products manufacturing. He brings rich experience as a senior manager in creating strong annuity driven distribution and service models with a focus on capacity building in private and public enterprises. Michael has: a proven track record in start-up, acquisition and turn-around campaigns of multinational organizations, led the acquisition, re-location and re-structuring of multiple US and Canadian environmental products manufacturing, distribution and service companies, developed, patented and commercialized several distinct and innovative environmental technologies, implemented distribution and joint venture partnerships in over twenty countries. Leadership and talent development is an important priority for Mike. He believes that people are central to success and places tremendous focus on building world-class teams that are well equipped to achieve corporate growth strategies. He holds Diplomas in Civil and Environmental Engineering Technology from Georgian College in Barrie, Ontario and is a Certified Engineering Technologist (CET) with the Ontario Association of Certified Engineering Technicians and Technologists (OACETT). From Jan 2015 - Jun 2018 Michael served as CEO of Ecolo Canada (industrial odor control), and from Dec 2017, as EVP of Strat Brands Group, spending approx 15 hours per week in that role. His primary role is President of Bektra Inc., (industrial pest control) where he has been working since June 2018.



Jeffrey Hughes

Director

Jeff Hughes has served in business management for the past 20 years. Currently serving as Vice President of Operations for Ecolo Environmental (industrial odor control) for the past 7 years (Jan 2012 - Present). Currently owner and license holder for BugDefence, (Apr 2018 - Present)



Kevin Fox

Secretary/Director

Kevin Fox has been on the leading edge of the communications and broadcast industries for over 25 years, as CEO of ReSource Media Inc., a social commerce media production company. During this time he has been recognized by the industry and by his peers for his creative excellence and business leadership. He

Houston's largest manufacturer, distributor, and service provider of mosquito misting equipment and solutions. Jeff is part-time with Strat Brands Group spending approx. 3 hours per week in a Director's role, since Apr 2018. His primary role is as Manager/Owner of BugDefense.

has worked in over 105 countries and has produced programming on all seven continents. On any given week his series and specials are seen in tens of millions of households across the globe. A focus has been producing eco-themed programming based on "Green is good business." Kevin is part-time with Strat Brands Group spending approx. 8 hours per week in a Director's role and the Secretary role, since Mar 2018. His primary role is CEO of ReSource Media Inc.

Offering Summary

Maximum 53,500 shares* of Common Stock (\$107,000)

*Maximum subject to adjustment for bonus shares. See 10% Bonus below.

Minimum 5,000 shares of Common Stock (\$10,000)

Company	Strat Brands Group Inc.
Corporate Address	5829 W. Sam Houston Parkway North Suite 407 Houston Texas 77041
Description of Business	A green technology Waste to Resource story and a Pick and Shovel cannabis play
Type of Security Offered	Common Stock
Purchase Price of Security Offered	\$2.00
Minimum Investment Amount (per investor)	\$250

Perks*

\$2,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible

\$3,500+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS two 1 gallon (3.7L) jugs of GreenStreme organic fish fertilizer

\$5,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs)

\$10,000+ Investors receive a copy of The Vegetable Gardener's Bible and The Flower Gardener's Bible PLUS a 1 year supply of GreenStreme organic fish fertilizer* (maximum of six 1 gallon (3.7L) jugs) PLUS dinner in Las Vegas Nov 14-16 with the company during the MJBizCon, the largest cannabis industry conference in the world.

*All Perks occur after the offering is completed.

The 10% Bonus for StartEngine Shareholders

Strat Brands Group Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders (with a \$1,000 invested in the StartEngine Reg A+ campaign) within 24 hours of this offering going live.

StartEngine shareholders who have invested \$1,000+ in the StartEngine Reg A+ campaign will receive a 10% bonus on this offering within a 24-hour window of their campaign launch date. This means you will receive a bonus for any shares you purchase. For example, if you buy 150 shares of Common Stock at \$2 / share, you will receive 15 bonus shares of Common Stock, meaning you'll own 165 shares for \$300. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors receive their countersigned StartEngine Crowdfunding Inc. subscription agreement.

Irregular Use of Proceeds

The Company will not incur any irregular use of proceeds.

Form C Filings

SHOW MORE

Risks

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature. These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

Updates

Follow Strat Brands Group Inc. to get notified of future updates!

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VIDEO TRANSCRIPT (Exhibit D)

Greenstreme. Waste to Resource

(EVP)

Greenstreme is a liquid, concentrated, fish fertilizer product. It's a product derived from a passion I had to develop something green, environmentally-friendly, and ideally looking for something that could be derived from a waste resource, sourced locally, from the Great Lakes. The Great Lakes are a great source of rainbow trout and other kinds of fish species with waste products that typically, really, were ending up in landfills or places that just didn't have any net benefit. That whole idea of using fish waste has been around for generations

(VO)

Strat Brands Group, SBG is a new, green technology company, preparing to launch a patented, organic fertilizer trademarked "GreenStreme."

(SVP)

The 'green' movement is strong and growing. The demand for green products and solutions is even stronger. SBG with Greenstreme, is answering that demand, with a patented, proven and tested, Waste-to-Resource, fish fertilizer product, using unique eco-processing to produce a macro and micro nutrient rich product.

(EVP)

I was able to come up with a process that uses cold hydrolysis. It allows the breaking down of the waste product into a concentrated liquid, where the nutrients are retained and this process doesn't have the nasty by-product common to our competitors in this space.

(VO)

The Consumer, Commercial and Industrial demand for environmentally-friendly natural supplements is huge.

SBG answers that demand with GreenStreme.

> organic farming requires non-toxic fertilizers

> golf course and municipal turf managers, need eco-fertilizers like GreenStreme, to transition away from traditional chemicals

and

> new approved and regulated marijuana grow-ops want superior fertilizers

(EVP)

We've made sure the application protocols are consistent from big industry to small users, and we believe we've found an application packaging format from hose-end application to larger bottles that can be diluted with water and just applied to your garden .

(SVP)

I wanted to bring this opportunity to Start Engine, because this is a product for consumers, and I wanted consumers and investors to have an opportunity to be a part of this.

(EVP)

So Greenstreme is a great product. It's got a great IP, it's got great history, it's been proven, and it's coming into the market at a time when organic fertilizer has never been in more demand.

Greenstreme. Waste to Resource

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its

target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.