

Dear Potential Buyer:

On behalf of Spring Born Inc., we would like to thank you for your continued interest in the acquisition opportunity of the 165,025 greenhouse and 254 acres located in Garfield County, CO. ("Spring Born Facility & Land"). We are writing to inform you of the timing and procedures for next steps in the process. If you have not yet toured the Spring Born Facility & Land please contact us and schedule a tour. If you have toured the Spring Born Facility & Land and have continued interest, we request that you please confirm your continued interest in the Company by submitting a non-binding letter of intent to acquire the Spring Born Facility & Land ("**LOI**") on or before **5pm MST, Friday, February 9, 2023**.

Following the review of the LOIs submitted, representatives of Spring Born will select one or more parties to complete final confirmatory due diligence and work with Spring Born its counsel and advisors in negotiating a Purchase and Sale Agreement (the "**PSA**"). Accordingly, we ask that you focus your diligence efforts between now and February 9th on completing your preliminary diligence, particularly as it relates to any key items that influence your valuation of the Spring Born Facility & Land.

As you finalize your LOI, we ask that you address the following points:

1. Valuation. Please indicate your proposed value for the Spring Born Facility & Land ("**Purchase Price**") in U.S. dollars. The Purchase Price should be expressed as a specific value, rather than a range of values. We ask that as part of your LOI you please include a description of any material assumptions upon which you have relied in arriving at your valuation that may be affected by your final confirmatory due diligence.

2. Financing. Please provide the expected source of financing the proposed acquisition. In case you should require external funds (debt or equity), please provide details of the facilities, including any proposed term sheets or commitment letters from the financing sources that you intend to use to finance your LOI, and

anticipated timing for the financing to be put in place. We expect there will be no financing condition in the final definitive PSA.

3. Due Diligence. As part of your LOI, please identify what specific additional due diligence remains to be completed and provide a list of remaining confirmatory diligence items that you will need to complete between signing of a Purchase Agreement and transaction closing, including a detailed timeline that you need to complete your work. Prior to submitting your LOI, we ask that you complete, as much due diligence as possible, including all items that would influence both your proposed valuation and ability to close a transaction.

The online data room remains available for your review and provides a significant amount of information on the Spring Born Facility & Land that we believe will meaningfully advance your due diligence efforts. We will work with management to address any additional follow-up questions you may have that are not satisfied through the data room materials or via your tour of the Spring Born Facility & Land.

4. Approval Process and Timing. Please describe the level at which this transaction has been approved within your organization and elaborate on any additional approvals that will be required to close the transaction.

5. Closing Date. Please specify a specific date when your organization would be able to close the transaction.

6. Other Information. Any other information which you consider relevant to The Spring Born Facility & Land in evaluating your LOI.

We look forward to receiving your LOI and are excited about the prospect of continuing to work with you on this transaction. Please do not hesitate to call us if we can be of any assistance.

Sincerely,

Advisory Group