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Green Hill Canarias – Strategic Business Plan (2025 Update)

🧭 Executive Summary

🌱 Overview

Green Hill Canarias represents a new chapter in European medicinal cannabis. Based in the Canary Islands, this vertically integrated venture is built on solid regulatory and fiscal foundations—benefiting from Spain's progressive cannabis legislation and the Canary Islands Special Zone (ZEC)—while also drawing strength from a unique geographic location. Nestled in the heart of the Atlantic, the site enjoys some of the cleanest air in Europe, making it an ideal environment for pharmaceutical-grade cultivation. (see Company Description → Legal Structure & Location)

The subtropical climate, with high solar exposure and year-round temperature stability, enables energy-efficient operations (including solar-assisted infrastructure). Every aspect of the facility is designed for excellence: active positive-pressure systems with HEPA filters ensure cleanroom-grade air in cultivation zones, while processing areas follow EU-GMP-compliant pressure cascade protocols to maintain sterility and product integrity.

Green Hill is poised to bring to market the first EU-GMP-certified "live dried" cannabis flower in Europe. By employing precision freeze-drying technology (see Operations → Post-Harvest (Freeze-Drying)) to package product within ~48 hours of harvest, we retain the full terpene and cannabinoid profile while guaranteeing microbiological safety. This approach yields a pharmaceutical-grade flower of exceptional integrity—reliable, consistent, and ready to serve patients across regulated European markets from day one.

🎯 Vision & Mission

As the technological disruption tide peaks and a sweeping regulatory wave reshapes the global cannabis landscape, Green Hill is not born with a vision or a mission but with a destiny. We are here to harness this moment of harmonic convergence between innovation and reform, transforming a once-forbidden plant into a trusted therapeutic solution. Empowered by the superior state awareness made possible through machine learning, we've embedded our operational DNA into a living, adaptive business system—one that senses, learns, and improves in real time. Rooted in the pristine natural advantages of the Canary Islands—where solar abundance meets pharmaceutical-grade air purity—Green Hill anchors its innovation in a physical environment as optimized as its systems. Our facility is not just built on an island; it is embedded in an ecosystem that mirrors the harmony and precision of our operational model.

We envision Green Hill as a catalytic force for setting a new standard in cannabinoid-based therapeutics—where technology, ecology, and compliance converge. Our mission is not

only to cultivate high-grade medicinal cannabis but to do so with deep respect for regulatory integrity, patient well-being, and systemic transparency. Every action we take—from GMP-certified cultivation to freeze-dried post-harvest—flows from a commitment to traceability, adaptability, and sustained excellence.

Through strategic foresight, collaborative alliances, and AI-driven agility, Green Hill is not simply entering the next era of cannabinoid-based medicine—we are composing its rhythm. We bring an orchestration of science, ethics, and environmental awareness that positions us to define the future of therapeutic cannabis across Europe..

🛠️ Milestones Achieved

Green Hill's progress reflects a deliberately phased execution strategy rooted in regulatory foresight and operational agility. The project began with the formal establishment of its legal, fiscal, and technical foundation—including corporate registration, ZEC certification, a robust shareholder governance framework, and the full architectural and engineering design package—completed between 2024 and 2025.

The subsequent 18-month construction permit delay was turned into a high-leverage window for strategic innovation. During this period, the Green Hill team re-engineered the company's operating model around AI-native systems, digitized workflows, and GMP-aligned documentation. As part of this evolution, Phase I infrastructure was deployed: a 1,000 m² cultivation division was constructed with fertigation and electrical systems scaled for future expansion.

This cultivation zone has since functioned as a live pilot for the company's Quality by Design (QbD) framework—gathering environmental data across seasonal conditions, simulating variable cultivation scenarios, and enabling refinement of crop protocols for maximum consistency and compliance. Simultaneously, Green Hill validated its proprietary freeze-drying platform: optimizing equipment scale, developing market-specific drying protocols (recipes), and demonstrating that its flower could meet diverse regulatory and consumer demands across Europe.

This milestone phase concludes with a fully operational pilot site, an AI-enhanced quality and validation system, and a proven technical foundation for accelerated EU-GMP certification and scalable commercialization.

💶 Capital Requirements & Structure

The financial framework for Green Hill was initially structured around a €5.8 million funding commitment as detailed in the Shareholders' Agreement. Of this, €1.5 million was strategically deployed to establish the project's regulatory, technical, operational foundations and the mentioned milestones. As the project matured and market dynamics evolved—including global supply chain constraints, increased input pricing, target market realignment, and persistent inflation across key regions—an additional €1.6 million was identified as necessary to fulfill the updated operational scope and reach GMP-certified

readiness. This adjustment reflects both the external macroeconomic shifts impacting the medicinal cannabis value chain and Green Hill's internal drive to maintain excellence, adaptability, and strategic momentum.

As of July 2025, while not all funds have been formally transferred to the company account due to the timing of construction permits, the full initial capital requirement has already been committed by shareholders. Contributions made prior to 31 December 2024 carry an 8% preferred return, which is being integrated into the relevant shareholder agreements where applicable. This balanced structure—combining equity and profit participation loans—continues to provide both stability and flexibility, reinforcing Green Hill's strategic focus and investor alignment throughout the project's evolution.

🧬 Strategic Advantage

Green Hill's operational model reflects its distinct geographic and regulatory position, reinforced by a project architecture that was reimagined during a strategic delay as a next-generation, AI-enabled platform. The facility is located in a pristine Atlantic island environment with exceptionally low ambient pollution—an ideal setting for pharmaceutical-grade cultivation. The site benefits from year-round climate stability and high solar exposure, enhancing energy efficiency and strengthening our sustainability objectives.

Post-harvest processing is built around precision freeze-drying executed within 24 hours of harvest. This process not only preserves the full cannabinoid and terpene profile and ensures microbiological integrity, but also delivers vastly superior shelf life—helping eliminate revenue loss from expired inventory and extending market reach. These capabilities are a direct result of real-time testing, recipe development, and quality refinement conducted throughout the pilot phase.

Environmental control is ensured through active positive-pressure HEPA-filtered air systems in cultivation areas, and EU-GMP-compliant pressure cascade protocols in processing zones. These systems uphold regulatory sterility, minimize cross-contamination risk, and sustain consistent product performance.

From the outset, the entire operation has been engineered to meet EU-GMP and ISO 14644 standards, positioning Green Hill as a future-ready manufacturer and the first European producer to commercialize live dried cannabis flower at pharmaceutical-grade quality.

📈 Investor Proposition

The investment structure has been carefully designed to align incentives, reduce friction in governance, and accelerate decision-making within a quality-by-design, AI-enabled framework. Key provisions include investor-controlled board majority, supermajority veto rights on critical decisions, and a clear liquidation preference structure. Investors benefit from early PPL returns and hold pre-emptive rights in future rounds.

As the project advances toward full EU-GMP production, investors participate in a roadmap supported by validated processes, proven technical platforms, and a facility already tuned to meet evolving international quality standards. These protections and incentives are built into the Shareholders' Agreement and align each investor's interest with the long-term performance and operational integrity of the business.

An eventual exit is envisioned via strategic acquisition or industry consolidation, targeting liquidity upon full commercialization. With its early mover advantage, compliance-driven architecture, and investor-aligned governance model, Green Hill represents a compelling opportunity to deploy capital into a transformative, high-growth sector.

🏢 Company Description

⚖️ Legal Structure & Location

Green Hill Canarias is incorporated as a Spanish *Sociedad Limitada (S.L.)* in the Canary Islands. The company operates under the Canary Islands Special Zone (**ZEC**) regime, providing significant tax incentives (4% corporate tax) and regulatory support for approved projects. Green Hill received its official ZEC registration in October 2024, confirming its status as a qualified entity under this low-tax, pro-investment zone. This structure not only enhances after-tax profits but also underscores government endorsement of the venture's economic impact in the region. *(Annex: Official ZEC Registration Resolution, Oct 2024.)*

📄 Shareholders' Agreement (SHA) Highlights

The SHA establishes a balanced governance and investment framework:

- **Capital Structure:** Class A shares (20% equity) are held by the project promoters/founders and are non-dilutable (no new Class A issuance). Class B shares (80%) are held by investors, carrying full economic rights but no special voting privileges beyond standard one-share-one-vote. This ensures founders retain meaningful ownership, while investors hold the majority of equity post-investment.
- **Profit Participation Loans (PPLs):** All investor contributions are structured as PPLs, with contributions made by 31 Dec 2024 accruing an 8% annual interest. This gives early investors a fixed return in addition to equity upside. Contributions after 2024 do not carry this interest (per SHA Section 3.3.4), incentivizing early commitment. *(Per the SHA executed July 2024, Article 3.3.3 grants 8% annual interest on investments through 2024).*
- **Liquidity Preference:** In an exit or liquidation, investors are entitled to receive any accrued PPL interest and return of capital (principal) prior to any residual distribution of proceeds. This effectively functions as a **liquidation preference**, providing downside protection to investors by ensuring they recoup their investment (plus interest, if applicable) before founders participate in any upside. The SHA's distribution waterfall mirrors a preferred equity structure, meaning the PPL + equity model gives investors similar protection to preferred stock in venture deals.

- **Governance & Board Control:** Investors appoint 3 of 5 board directors, ensuring an investor majority on the Board. Promoters can appoint up to 2 directors (one for each promoter) *only if* they each retain ≥5% equity post-investment. This gives founders a voice (especially initially, since both currently have >5%) but not control. An investor-appointed director serves as Chairperson. If a promoter's stake falls below 5%, their board seat converts to an independent director seat (to maintain balanced governance). Thus, investors hold the majority of board votes, aligning oversight with those who fund the company.
- **Veto Rights:** Key decisions such as issuing new shares beyond agreed rounds, taking on large debt, mergers/acquisitions, or changes to share rights require a supermajority (≥66%) of share capital to approve. In practice, this gives investors (who collectively hold ~80%) **veto power** over major decisions, safeguarding against unfavorable dilution or strategic shifts without broad investor consent. *(This supermajority threshold is anchored in the SHA and consistent with Spanish corporate law norms for extraordinary decisions.)*
- **Lock-up & Transfer Restrictions:** A 3-year lock-up is in place during which no shareholder may transfer shares without Board approval. This stability ensures no early investor exit disrupts the company's development. Any permitted transfer (e.g. to a new investor or between existing investors) requires the new shareholder to accede to the SHA and PPL obligations, maintaining alignment among all parties. Pre-emption rights are granted to all existing shareholders for any future funding rounds (including the right to contribute pro-rata in kind or via debt conversion), so investors can maintain their ownership percentage if the company raises additional capital. These provisions prevent unwanted dilution and ensure that any new capital enters under the same shareholder terms.
- **Investor Protections:** Standard drag-along and tag-along rights are included. A *drag-along* allows a majority of investors (holding >50% of shares) to compel minority shareholders to join in a sale of the company, ensuring that a lucrative exit for most can proceed without a small holdout blocking it. Conversely, *tag-along* rights ensure that if promoters find a buyer for their stake, minority investors can "tag along" and sell their shares on the same terms, protecting them from being left behind. These provisions, along with the board control and veto rights, create a governance structure where investors have oversight and control commensurate with their capital at risk, while founders remain motivated with significant "skin in the game." *(Annex: Green Hill Canarias SHA (2024) – Sections on Board composition, veto rights, pre-emption, and transfer are available for review.)*

👨‍💼 Management & Reporting

The executive team includes:

- **Head of Cultivation Department (Master Grower)**: Oversees all aspects of plant development, including crop planning, environmental control, pest management, and SOP compliance across vegetative and flowering areas. The candidate will bring advanced cultivation knowledge, typically seen in large-scale recreational cannabis facilities, and apply it within the EU-GMP framework for pharmaceutical-

grade production. This role is essential for initial trial batches and ensuring consistent quality during commercial operations.

- **Head of IT Systems (Digital Infrastructure Lead)**: This role is critical to the early development of Green Hill's AI-native infrastructure and digital compliance systems. Responsibilities include the integration of GMP-aligned documentation tools, data integrity platforms, and enterprise resource planning (ERP) systems. Initially, IT services will be subcontracted. By October 2025, a dedicated internal lead will assume this position, laying the groundwork for a fully in-house IT and automation department as the company scales operations.
- **Quality Officer / Technical Director**: The initial appointee will serve as Quality Officer responsible for overseeing cultivation and GMP compliance. Depending on regulatory acceptance by AEMPS, this individual may be officially designated as the Qualified Person (QP). If AEMPS does not approve the Quality Officer as QP, Green Hill will assign an independent Qualified Person and designate the original officer as Quality Assurance Manager, ensuring full compliance with EU-GMP requirements and Spanish regulatory obligations.
- **Qualified Person (QP)**: Responsible for ensuring product quality, compliance with EU-GMP standards, and direct liaison with AEMPS. The QP must meet the qualifications established by Spanish and EU regulations and will assume legal responsibility for batch certification and release. If the initially appointed Quality Officer / Technical Director is not accepted as QP by AEMPS, Green Hill will designate an independent QP and assign the original officer as Quality Assurance Manager to maintain operational alignment and regulatory compliance.
- **CFO**: This function will initially be overseen directly by the CEO, supported by subcontracted financial and accounting services. A dedicated CFO will be appointed at a later operational stage as revenue stabilizes and financial complexity increases.

The governance framework is designed to ensure transparency, accountability, and alignment with investor expectations throughout all operational stages. Core mechanisms include:

- Monthly operational reports that track key milestones, production metrics, and facility performance
- Quarterly financial statements summarizing revenue, expenditures, and variance analysis
- Annual strategic reviews conducted with the board and shareholders to assess progress, recalibrate targets, and confirm compliance with GMP and investor governance terms

🤝 Strategic Partnerships

Green Hill is also supported by an ecosystem of strategic partners that collectively provide deep sectoral expertise and maximum operational synergy:

- **Qualipharma** – Regulatory compliance, GMP consulting, and dossier preparation

- **Valtria** – Design and construction of pharmaceutical-grade cleanroom and HVAC infrastructure
- **Novagric** – Advanced climate-controlled greenhouse engineering and agronomic technology
- **Sarcom** – Electrical, security, and automation systems integration
- **Evocan** – Process integration and operational engineering across cannabis post-harvest workflows
- **Cannafloss (Germany)** – Strategic partner for genetic supply and initial market entry; Cannafloss has provided Green Hill's first LOI to secure validation batch output and facilitate controlled market penetration across Germany via its extensive pharmacy network

This partner network is carefully calibrated to support every stage of Green Hill's roadmap—from licensure and buildout to EU-GMP certification, market launch, and scalable commercial operations.

Market Overview & Strategy

Europe's medical cannabis market is expanding rapidly, driven by regulatory liberalization, rising patient demand, and pharmaceutical-grade innovation. Within Europe, **Germany** stands at the forefront, offering a scalable and structured entry point for compliant producers like Green Hill.

DE Germany – Flagship Market

Germany stands as Europe's most advanced and commercially relevant medical cannabis market, anchored by a robust national reimbursement system and an accelerating patient population. In 2024, the market was valued at approximately **€420 million** and is forecast to exceed **€1 billion by 2028**, reaching over **€1.3 billion by 2033**—representing a compound annual growth rate (CAGR) of approximately **13–14%**.

Between 2023 and 2024, pivotal policy reforms transformed the landscape. Germany's active patient population surpassed **300,000** by year-end 2024, catalyzed in large part by the expansion of online telemedicine platforms. This digital channel significantly improved access to prescriptions, with medical cannabis prescriptions rising by **1,000%** between March and December 2024. This dramatic growth reflects both unmet therapeutic need and a strong patient preference for innovative treatments that improve quality of life.

Key regulatory milestones continue to drive the market forward:

- **Descheduling (MedCanG 2024):** The landmark Cannabisgesetz removed medical cannabis from the narcotics schedule in April 2024, streamlining physician prescribing and pharmacy dispensing procedures.

- **Reimbursement Reforms:** Mid-2024 adjustments by the Federal Joint Committee (G-BA) eliminated prior approval requirements for reimbursement, broadening insurance coverage and speeding patient onboarding.
- **Import and Supply Liberalization:** The Federal Institute for Drugs and Medical Devices (BfArM) lifted the state tender monopoly, transitioning Germany to a more open pharmaceutical-style import system. In Q2 2024 alone, medical cannabis imports increased **44% quarter-over-quarter**, affirming Germany's scalability and demand elasticity.

These developments position Germany as the ideal launchpad for Green Hill. The country's large, well-regulated, and innovation-receptive patient base aligns directly with Green Hill's quality-first, EU-GMP certified model. As the first mover introducing **freeze-dried medicinal cannabis** in Europe, Green Hill is uniquely positioned to deliver a premium, precision-processed product that meets the highest pharmaceutical standards. Our freeze-dried flower ensures exceptional microbial stability, extended shelf life, and optimal cannabinoid and terpene preservation—enhancing therapeutic consistency and trust across the German healthcare system.

Germany is more than a market—it is Green Hill's proving ground.

🌍 Wider Europe

Europe's medical cannabis landscape is diverse, but the trend points to broader acceptance under strict quality standards.

- **France** has extended its pilot medical cannabis program through March 2026, aiming to transition into full national coverage pending regulatory review. The program—currently focused on selected hospitals and conditions—has shown positive outcomes in patient feedback and prescriber participation. Full integration into the public healthcare system is expected to accelerate market growth and open commercial pathways for EU-GMP compliant producers like Green Hill.
- **Portugal** and **Denmark** have positioned themselves as production and export hubs, supplying compliant cannabis to larger EU markets. However, recent police investigations and raids involving several Portuguese producers—some facing allegations of diversion and trafficking under the guise of medical operations—have intensified regulatory scrutiny and revealed structural compliance failures among what had been considered the most established competitors. These developments have further validated Green Hill's strategy to launch within a tightly regulated, standardized, and transparent market framework. By committing to full EU-GMP compliance from the outset, Green Hill not only strengthens its regulatory credibility but also benefits from a fairer, more predictable competitive landscape—one shaped by enforceable pharmaceutical norms rather than discretionary enforcement.
- Smaller markets like **Malta**, **Ireland**, and **Poland** are gradually adopting formal frameworks. While still in the early stages, these countries have initiated medical access pilot programs and regulatory consultations, signaling their intent to align

with broader EU standards. As their frameworks mature, Green Hill will be well positioned to expand selectively, leveraging its EU-GMP certification and modular compliance systems to enter these markets efficiently once commercial channels are formalized.

Innovative paths are emerging:

- **Switzerland** and the **Czech Republic** are pursuing adult-use pilots and liberalized medical programs. Switzerland has implemented federal-level trials for adult use and has removed exceptional authorization requirements for medical cannabis, opening stable access for patients and a clear export opportunity. The Czech Republic exported over **4.4 tons** of cannabis in 2024—mostly to Germany—despite having a small domestic patient base, showing strong export potential and a blueprint for successful regional specialization.

Both countries highlight the growing segmentation of the EU market, where focused, high-compliance operators like Green Hill can adapt to national variations while staying within the broader EU-GMP framework. As regulatory frameworks evolve and converge, Green Hill's flexible, compliance-native infrastructure enables rapid entry into these adjacent, high-quality markets with minimal adjustment.

All EU markets are unifying around the requirement for **GMP-grade product**. Only EU-GMP certified cannabis can be legally imported/exported for medical use. Green Hill's EU-GMP-first model, from day one, is purpose-built for this environment.

📊 Market Size, Growth & Competitive Positioning

Green Hill's GMP-first model is purpose-built for Europe's regulated medical cannabis landscape, ensuring early compliance with EU pharmaceutical standards and positioning the company for long-term leadership.

📈 Market Size & Growth

Region	2024 Market Size	2033 Forecast	CAGR (2025–2033)	Key Growth Drivers
Germany	~€420 million	€1.0+ billion (est.)	~13.9%	G-BA insurance reforms, telemedicine adoption, import liberalization, domestic cultivation expansion
Europe (total)	~€2.6 billion	~€12.65 billion	~18.3%	Legalization in new countries, pharma integration, chronic illness treatment, and clinical R&D investments

Europe's medical cannabis sector is on a high-growth trajectory. In 2024, the total market was valued at approximately €2.6 B. By 2033, it is forecast to exceed €12.6 B, driven by

the expansion of regulatory frameworks, the entry of new patient populations, and growing collaboration with pharmaceutical distributors and healthcare systems. Germany alone is expected to grow from €420M to over €1.3B during the same period, fueled by progressive reforms and an increasingly sophisticated patient base.

💊 Product Trends

Top-selling formats across Europe currently include high-THC extracts for oncology and pain, CBD-balanced oils, and dried flower for fast-onset administration. A trend toward standardized, pharma-grade formats—such as purified inhalers and metered-dose formulations—is taking shape. Green Hill's phased roadmap mirrors this evolution: it begins with premium dried flower (Europe's largest current segment), then transitions into solventless extracts and precision delivery formats as regulations mature.

🌍 Competitive Landscape

Initial EU market control was held by Canadian pioneers like Tilray, Aurora, and Aphria, with supply later diversified through EU-based cultivators in Portugal and Denmark. Today, the field is evolving. Germany is nurturing domestic production, and EU-GMP certification is now the definitive benchmark for legal supply. Green Hill's vertically integrated model and EU-GMP certification for all output ensure compliance and trust—qualities that distinguish long-term players from opportunistic importers.

Countries such as **Portugal**, **Czech Republic**, **Greece**, and **North Macedonia** are producing primarily for export. Green Hill's entry strategy is designed to meet this demand while ensuring traceability, regulatory adherence, and competitive pricing.

🌐 Strategic Positioning

Green Hill's location in the Canary Islands combines agronomic advantages with economic efficiency. The project benefits from Spain's export-friendly stance, a 4% ZEC corporate tax regime, and rising momentum for formal domestic medical regulation. The company's integration of EU-GMP standards, freeze-drying innovation, and strategic partnerships offers a powerful foundation for scalable, cross-border commercialization.

🧠 SWOT Analysis: Medicinal Cannabis Market

Strengths

- Rapid patient growth in core EU markets
- EU-GMP alignment from the outset
- Freeze-drying innovation for shelf-life and microbial stability
- Strategic location with tax optimization (Canary Islands, Spain)

Weaknesses

- High startup and compliance costs
- Multi-jurisdictional regulatory complexity
- Stigma and slow onboarding in conservative medical sectors
- Heavy dependence on a few lead markets (Germany)

Opportunities

- Expansion into France, Switzerland, and Czech Republic
- Entry into pharmacy networks and telemedicine platforms
- Formulation innovation (e.g. rosin, tinctures, vaporizers)
- Strategic partnerships and acquisition potential with pharmaceutical firms

Threats

- Regulatory shifts that may increase domestic production requirements
- Market saturation and price compression, particularly in flower
- Uneven patient uptake across EU regions
- Long-term pressure from large-scale pharma entrants

Green Hill is engineered to compete at the highest standard of Europe's medical cannabis ecosystem. Its leadership in compliance, speed-to-market through freeze-drying, and base of operations in a low-tax, EU-integrated jurisdiction offer a competitive edge in a market that demands both precision and transparency.

(For detailed market data and assumptions, refer to the Financial Annex and Company Description section.)

🛠️ Implementation Plan

Green Hill has developed a two-phase implementation strategy designed to translate the strategic foundations of the project—capital structure, regulatory positioning, facility design, and market entry—into a synchronized execution roadmap. **Phase I (2024–2026)** establishes all licensing, engineering, construction, and validation activities required to achieve EU-GMP certification and trial production, while **Phase II (2027+)** focuses on commercial launch, solventless extraction integration, and scalable optimization. Each phase is anchored by internal governance controls, AEMPS licensing milestones, and financial alignment with the project's €7.4M capital framework, ensuring execution remains synchronized with shareholder agreements, regulatory approvals, and LOI-backed market entry commitments.

🗓️ Phase I: Licensing & Facility Setup (Q3 2024 – Q3 2026)

Goal: Establish and validate the EU-GMP-certified facility

🗂️ Licensing & Permits

- AEMPS submission, originally prepared and filed in 2024 for the initial project configuration, will be repeated in Q3 2025 to reflect the updated facility model. This second submission ensures regulatory alignment with the revised operational scope and incorporates all updated design, quality, and security systems established during the 18-month processing warehouse construction permit delay.
- Target: **Validation batches cultivation permit by Q3 2026** — an ambitious but attainable milestone supported by early and ongoing engagement with AEMPS. This timing is designed to secure the cultivation permit approximately two months before the processing warehouse is completed, effectively removing any risk of regulatory bottleneck at the final construction phase. The permit window reflects a strategy of overlapping validation and buildout, using the 18-month construction delay to fully align with AEMPS expectations and ensure uninterrupted readiness for trial batch execution.
- Green Hill began engaging regulators with draft dossiers and technical clarifications in advance to pre-empt delays.
- By Q3 2025, the updated technical dossier—including SOPs, QA systems, security protocols, and architectural plans—will be submitted, reflecting the evolved project configuration following the original AEMPS submission
- While AEMPS typically requires the facility to be built and inspected before issuing a manufacturing license, a provisional permit can be granted based on design plans — allowing initial cultivation trials under regulatory supervision once the greenhouse is ready. This mechanism supports the two-month buffer built into the execution plan, in which the cultivation division is commissioned and validated before the processing warehouse is completed, maintaining regulatory alignment and momentum toward site-wide GMP readiness.
- This process aligns with the broader Phase I timeline and maintains momentum toward full GMP authorization by late 2026

📐 Engineering & Construction

- Conceptual engineering by **Valtria** laid the foundation for the project redesign in Q3 2024. This early effort integrated lessons from the initial facility plan and regulatory feedback, ensuring the updated model addressed AEMPS expectations, sequencing constraints, and processing permit timelines.
- Equipment procurement and layout design optimized during permit window
- Build milestones:
    - Q3–Q4 2025: Groundworks, foundation, concrete structure, utilities (concrete build reflects shift from prefabricated models due to increased regulatory requirements and real estate cost surges)
    - Q1–Q2 2026: Finish utilities and structure detailing; cleanroom panel mounting, pressure cascade verification, and HVAC commissioning aligned with Valtria's GMP validation protocols
    - Q3 2026: Site qualification readiness, completing the remaining 60% of the cultivation section including QA-zoned growing chambers, HEPA integrity

tests, and environmental baseline validations in preparation for AEMPS pre-inspection

⚙️ Equipment & Commissioning

- Core systems: **Freeze-dryers**, HVAC, cultivation lighting, QA instruments
- IQ/OQ/PQ protocols executed in Q2–Q3 2026
- Qualification data feeds directly into the final GMP dossier

🧪 **Trial Production & GMP Certification**

- Pilot cultivation and freeze-drying cycles in Q3–Q4 2026
- SOPs fine-tuned with real-time data
- Pilot results undergo full analytical testing (HPLC, microbial, yield)
- **Final GMP inspection scheduled for Oct–Nov 2026**

Milestone: Certification by AEMPS anticipated by **Dec 2026** — unlocking commercial market entry

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🚀 Phase II: Commercial Launch & Extraction (Q4 2026 – 2028)

Goal: Initiate commercial revenue and expand into premium, compliant extract markets

📦 **Commercial Operations (Q4 2026 → Q1 2027)**

- First shipments to Germany via LOI-backed distribution (see 🌍 Market Overview → DE Germany)
- Cultivation based on 3 flowering modules (200 m² each) operating on 8-week cycles
- Production is scaled through staggered cultivation to deliver one 100 kg batch every 2.6 weeks, resulting in an annual output of approximately 3,800 kg of dried flower
- Commercial focus on EU-GMP-compliant wholesale channels and pharmacy networks
- Product packaging, testing, and release are performed in-house for regulatory efficiency

🔬 **Solventless Extraction (Mid–2027)**

- Rosin press line integrated into pre-zoned GMP area (from Phase I design)
- Launch of solventless SKUs: rosin-derived inhalation formats and oral drops, as well as pressed hash, targeting premium-priced patient segments
- Process prioritizes terpene preservation and full-spectrum therapeutic integrity

- Strategic rationale: low CAPEX, high-margin entry into the extract category without solvent risk

🔁 Optimization & Expansion (2028+)

- Modular greenhouse bays and HVAC infrastructure allow capacity growth without reconstruction. The facility's design accommodates incremental expansion, enabling a seamless increase from the baseline of 3 flowering modules up to 20 modules over time without major retrofitting.
- Key performance initiatives include:
  - Deployment of high-yield genetics tailored to target therapeutic indications (e.g. chronic pain, insomnia, neurological disorders)
  - Integration of automated trimming, weighing, and packaging systems to reduce labor costs and improve product consistency
  - Solar energy augmentation and lighting strategy refinement through zoned LED mapping to improve energy efficiency and optimize grams-per-kWh yield
  - Enhanced QA/QC throughput using AI-native data tracking from environmental sensors, SOP deviations, and batch analytics
  - Fertigation system optimization based on real-time plant performance data to increase per-plant yield and nutrient efficiency
- Target output: ~11,400 kg dried flower/year by 2029 based on 9 flowering modules operating at continuous efficiency, with stable unit economics and CAPEX-free production scalability

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📊 Updated Execution Timeline

Green Hill Roadmap:

- **2024**
  - SHA signed and €5.8M committed via Cannapharm structure
  - ZEC restructuring confirmed (Oct 2024)
  - Conceptual engineering by Valtria initiated (Q3)
  - Initial AEMPS submission filed (legacy configuration)
- **2025**
  - Q1: Updated AEMPS application planned (reflecting revised facility model)
  - Q2–Q3: Technical dossier finalized (SOPs, QA systems, architectural and security protocols)
  - Q3: Updated submission to AEMPS
  - Q3–Q4: Groundworks begin — foundation, concrete structure, and utilities
  - Transition from prefabricated to concrete builds due to EU-GMP and real estate inflation
- **2026**
  - Q1–Q2: Cleanroom mounting and HVAC commissioning

    - Q3: Cultivation chambers finalized, environmental validation
    - Q3–Q4: Trial production (pilot crops, freeze-drying, full QC)
    - Q4: GMP site audit by AEMPS (target: Oct–Nov)
    - **Milestone:** EU-GMP Certification by Dec 2026
- **2027**
    - Q1: Commercial shipments to Germany (Cannafloss LOI)
    - Q2–Q3: Rosin press integration, extract launch
    - Ramp-up to ~1,500 kg dried flower capacity
    - Team scaled to 15 FTEs
- **2028+**
    - Modular expansion via additional grow rooms or HVAC pods
    - Facility performance optimization (LED, genetics, solar)
    - Target: ~2 tons/year by 2029

🧰 Facility Design

🌿 Cultivation

- 1,000 m² modular greenhouse built to EU-GMP Grade D standards
- Multi-chamber layout enabling staggered cultivation cycles
- Fully automated climate control (temp, humidity, CO_2, lighting)
- HEPA-filtered air systems, independent HVAC loops per grow zone
- Configured to support multiple genetics for indication-specific therapy

❄️ Post-Harvest & Processing

- Freeze-drying system stabilizes flower within 24 hours of harvest
- Facility includes reserved GMP-zoned space for rosin extraction (Phase II)
- Grade C–D environment maintained for trimming, packaging, and labeling
- Positive-pressure airflow and validated dehumidification control

🧪 QA/QC Laboratory

- Fully equipped in-house lab for potency, terpene, and microbiological analysis
- Instruments include HPLC, GC-MS, moisture analyzers, incubators
- In-process controls and batch release handled on site for faster turnaround
- QA team oversees environmental monitoring and stability testing

🛡️ Security & Regulatory Systems

- AEMPS-compliant vaults for controlled storage of finished goods
- 24/7 CCTV with audit trail logging and offsite backup
- Biometric and keycard-controlled access to all sensitive areas
- Integrated compliance software links logs to GMP documentation

🔧 Utilities & Support

- RO water purification system for irrigation consistency
- Backup power via generator to ensure uninterrupted climate control
- Modular cleanroom panels allow future reconfiguration
- One-directional material/personnel flows to prevent cross-contamination
- Waste management area for shredding and composting plant by-products

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📊 Financial & Production Overview

🔄 Production Ramp-Up (2026–2029)

- **2026 (Q4):** Trial batches only, no commercial revenue. Facility commissioning and GMP inspection phase. Cultivation launched with 3 flowering modules, producing ~3,800 kg/year at maximum cycle efficiency.
- **2027:**
  - Continued operation of 3 flowering modules
  - Output: ~3,800 kg dried flower
  - Revenue potential: ~€8.74M (at €2,300/kg)
- **2028:**
  - Expansion to 6 flowering modules
  - Output: ~7,600 kg dried flower
  - Revenue potential: ~€17.48M
- **2029:**
  - Expansion to 9 flowering modules
  - Output: ~11,400 kg dried flower
  - Revenue potential: ~€26.22M
  - Optimization via solar/HVAC/yield improvements lowers unit costs
  - Efficiency gains via automation, solar, and genetic optimization. Facility commissioning and GMP inspection phase.
- **2027:**
  - Output: ~2,400 kg dried flower (based on max 200 kg/month capacity)
  - Revenue potential: ~€5.52M (at €2,300/kg)
- **2028:**
  - Output: ~1,500 kg dried flower (no extract component)
  - Revenue potential: ~€3.45M
- **2029:**
  - Output target: ~2,000 kg dried flower only
  - Revenue potential: ~€4.6M
  - Optimization via solar/HVAC/yield improvements lowers unit costs

💸 Capital Structure Summary

- **Total Capital Required:** €7.4 million

- **Initial Deployment:** €1.6M (Cannapharm legacy build and milestone delivery)
- **Phase I Buildout:** €3.6M (core facility, equipment, validation)
- **Working Capital + Onboarding:** €1.4M (licensing, QA/QC, staffing runway)
- **Contingency Buffer:** €800K (inflation and execution flexibility)

This structure supports full GMP certification, commercial launch, extract integration, and scalable production through 2029.

📉 Budget Evolution

Green Hill's total project budget reflects the full historical and forward-looking capital requirement needed to transition from concept to GMP-certified commercial readiness.

- **Initial Budget (Cannapharm legacy phase):** €5.8 million was originally budgeted under the Cannapharm structure, which initiated early project development and infrastructure. Of this amount, €1.6 million has already been deployed to fund the core technical milestones now integrated into Green Hill. As Cannapharm did not qualify under the ZEC regime, the entire project has since been restructured into Green Hill Canarias to align with regulatory, tax, and operational requirements.
- **Updated Budget (Green Hill Canarias under ZEC):** An additional €1.6 million is required to fully implement the redesigned and qualified model. This capital increase reflects:
    - Updated GMP compliance scope (QA systems, validation costs), driven by regulatory changes in target markets and refined customer needs
    - Strategic deployment of freeze-drying technology — although initially seen as a cost driver, this was ultimately more capital-efficient than the originally budgeted twin drying tunnel solution (€220k vs €240k), while also delivering superior compliance, microbial integrity, and operational scalability
    - Impact of global events—including pandemic-related delays, raw material shortages, and logistics bottlenecks—resulted in significant cost volatility across the supply chain. This influenced equipment lead times, contractor availability, and the pricing of construction materials and analytical instruments. These pressures were factored into updated pricing assumptions, engineering decisions, and overall capital allocation strategies to ensure project continuity despite global disruptions.
    - Revised facility scale and re-dimensioning to enable a broader diversity of cannabis genetics and therapeutic indications, supporting both EU market segmentation and future expansion into targeted formulations aligned with patient-specific needs
    - The largest driver of the increased project budget is the cost of constructing a concrete processing warehouse. Initially, the project had budgeted for pre-fabricated, removable structures in line with market conditions at the time. However, due to increased regulatory scrutiny and the need for long-term pharmaceutical infrastructure, the plan was revised to incorporate a concrete, GMP-grade processing facility. While concrete structures were initially

considered more cost-effective due to local market softness, the islands experienced an unprecedented post-pandemic surge in real estate and construction demand—making concrete construction significantly more expensive than forecast. This change, though costlier, was essential for achieving EU-GMP certification and ensuring Green Hill's long-term operational viability and compliance in the evolving European market.

Total updated project capital requirement: €7.4 million

💰 Phase I CAPEX Breakdown

Category	Budget (€)	Details
Legacy + Early Investment	€1,600,000	Deployed under Cannapharm (2022–2024), now integrated into Green Hill infrastructure
Phase I Core Build & Equipment	€3,600,000	Includes HVAC, freeze-dryers, QA lab, Valtria & validation costs
Operational Buffer + Working Capital	€1,400,000	Extraction line integration, GMP audit costs, onboarding runway
Contingency	€800,000	Real estate inflation buffer, market shift adaptation
Total	**€7.4 M**	Full capital requirement to GMP readiness and first revenue

Note: Remaining capital from the €7.4M total supports working capital, staffing, operational runway through licensure and launch, as well as equipment commissioning and initial extraction setup.

📈 Operating Plan & Scalability

- **2027 Staffing Plan:** ~15 full-time employees across cultivation, post-harvest, quality assurance, maintenance, and compliance functions
- **Cultivation Infrastructure:** 3 flowering modules of 200 m² each allow for continuous harvests, with one 100 kg batch completed every 2.6 weeks. This supports an annual steady-state output of ~3,800 kg of dried flower.
- **Modular Expansion Logic:** Infrastructure supports up to 20 flowering modules without major structural changes, allowing theoretical capacity of up to ~25,000 kg/year
- **Production Rhythm:** Overlapping cycles ensure continuous throughput across grow rooms and post-harvest zones
- **Primary Market Focus:** Germany — secured by the LOI with Cannafloss, ensuring direct market entry and demand validation

- **Secondary Channels:** Future expansion opportunities in Israel and Australia via strategic partnerships, with Europe prioritized for logistical and regulatory simplicity
- **Built-In Scalability:** Facility layout and HVAC capacity allow phased expansion of grow rooms and clean zones — no need for full-scale re-engineering
- **Efficiency Drivers:**
    - Solar energy offset and high-efficiency LED integration
    - Deployment of high-yield genetic profiles
    - Gradual automation in trimming, packaging, and batch tracking
    - Continuous process refinement for yield optimization and cost reduction

Note: These figures refer strictly to dried flower production. Extract volumes and SKUs will be detailed separately in the product roadmap section.

📊 Financial Projections

Green Hill's financial strategy demonstrates a clear path toward solid profitability starting 2027. After final investments and facility validation in 2026, the company expects a brief phase of managed losses during commissioning before transitioning into strong financial performance. EBITDA margins are projected to grow significantly—from around 40% in 2027 to 70% by 2029—driven by scalable operations, infrastructure efficiency, and the tax benefits of the ZEC regime.

Projected Profit & Loss (2027–2029)

Metric	Y4 2027	Y5 2028	Y6 2029
Revenue	€8.98 million	€13.80 million	€17.98 million
EBITDA	€3.59 million	€6.90 million	€12.59 million
EBITDA Margin	40.0%	50.0%	70.0%
Net Profit	€2.96 million	€5.80 million	€10.43 million
Net Profit Margin	33.0%	42.0%	58.0%

Assumptions and Production Model

These forecasts are based on Green Hill's modular cultivation model, scaling from 3 to 9 flowering modules between 2027 and 2029. Each module runs on an 8-week flowering cycle, and batch frequency increases as more modules come online:

- 3 modules: one batch every 2.6 weeks
- 6 modules: one batch every 1.3 weeks
- 9 modules: one batch every 0.88 weeks (under optimal conditions)

Each batch yields roughly 100 kg of dried flower. Pricing is modeled conservatively at €2,300/kg, consistent with the lower end of EU market benchmarks for EU-GMP certified cannabis.

Projected Annual Output:

- **2027:** ~3,800 kg
- **2028:** ~7,600 kg
- **2029:** ~11,400 kg

Cost Structure and Profitability

Gross margins are expected to improve from ~65% in 2027 to ~70% in 2029, supported by freeze-drying efficiency, improved yield management, and scale economies. **EBITDA margins** mirror this progression, ranging from 40% to 70% over the forecast period.

Key operating cost drivers include:

- Cultivation inputs (nutrients, utilities): ~15% of revenue
- Labor: ~10% of revenue (reduced through automation and lean staffing)
- Compliance, quality control, and distribution: ~5–8% of revenue

Capital Strategy and Investor Returns

- **Break-even Point:** Q4 2026 — enabled by low operating costs and immediate revenue generation upon GMP certification
- **Payback Period:** ~2 years from the initial €1.6M investment
- **Total Capital Requirement:** €7.4M, with no additional capital rounds anticipated
- **Contingency Reserve:** Over €200K to address unforeseen expenses

The model remains resilient under downside conditions, such as slower sales ramp or pricing pressure. Even under such scenarios, Green Hill maintains positive EBITDA by 2028.

Financial Highlights

- **2027:** EBITDA ~€3.6M, Net Profit ~€2.9M
- **2029:** EBITDA ~€12.6M, Net Profit ~€10.4M
- **ROI for Investors:** Expected to exceed 4× by 2029
- **Internal Rate of Return (IRR):** Estimated above 40%

Additional details, including full financial assumptions and sensitivity scenarios, are available in the Annex: Green Hill Canarias Financial Model (2025 Update).

🔒 Risk Analysis & Mitigation

Effective risk management is essential for maintaining product quality, regulatory compliance, and patient safety in pharmaceutical manufacturing. In line with international GMP guidelines, Green Hill applies a structured and evolving risk management system grounded in key industry practices, including elements from HACCP (Hazard Analysis and Critical Control Points) and Failure Mode and Effects Analysis (FMEA).

Risk management is central to Green Hill's operational philosophy and Quality Management System (QMS). Our approach includes a phased implementation of internationally recognized methodologies, beginning with a practical risk identification and prioritization model. As we scale operations, this evolves toward full integration of HACCP principles and FMEA structures. These methodologies are widely adopted across the pharmaceutical industry to systematically identify, evaluate, and control potential risks that could affect product quality, regulatory alignment, or patient safety.

Rather than starting with a fully systematized HACCP model, we began by identifying all possible failure points, analyzing their severity and likelihood, and ranking risks as high, medium, or low. Each risk was matched with a corresponding mitigation plan—always prioritizing prevention over correction.

This detect–classify–control logic is embedded across Green Hill's operational backbone. As we enter Phase II and prepare for full GMP certification, our QMS will incorporate more advanced tools including severity-frequency matrices, real-time dashboards, and cross-functional audits. This trajectory aligns with WHO Annex 7 and FDA expectations for pharmaceutical risk governance.

We outline below the key risk categories and our applied mitigation strategies:

🏛️ Regulatory Risk

Risk: Delays in licensing approvals or evolving regulatory frameworks may impact the projected timeline to commercial operations.
Mitigation: Green Hill applies a structured risk prioritization process, adapted from HACCP methodology, to identify and preempt regulatory bottlenecks. Early engagement with Qualipharma ensures our AEMPS dossier meets current and expected requirements. Our regulatory roadmap is built to exceed EU-GMP compliance, allowing margin for future tightening. A financial buffer and dynamic scheduling system, guided by real-time regulatory updates, provide flexibility to adjust without disrupting strategic targets.

🌎 Market Risk

Risk: Market saturation, slower-than-expected patient growth, or price volatility could reduce revenue.
Mitigation: In alignment with our structured risk prioritization framework, market dynamics are continuously monitored using scenario-based forecasting tools. Conservative pricing is already embedded into the financial model. Green Hill's focus on GMP-certified, high-quality product positions the company in a premium segment less sensitive to

commoditization. Entry into Germany is anchored by an LOI, and our multi-market export plan prevents overexposure to a single geography. This diversified approach, informed by HACCP-style risk mapping, allows agile adaptation to shifts in demand or pricing.

⚙️ Operational Risk

Risk: Crop loss or equipment malfunction could delay output.
Mitigation: Following the structured methodology outlined in our GMP-aligned risk model, we proactively identify and prioritize operational risks through hazard mapping and severity-frequency classification. To mitigate these risks, Green Hill has built redundancy into all critical systems—for example, deploying multiple freeze-dryers to maintain production continuity. HVAC systems are covered under preventive maintenance agreements with Valtria. Crop loss is minimized through strict SOPs, environmental controls, and crop insurance. Real-time monitoring and deviation reporting ensure that early indicators are detected and addressed before they impact output.

🧪 Quality Risk

Risk: Quality deviations or batch contamination could lead to regulatory consequences.
Mitigation: Green Hill applies internal and external quality testing standards to all batches. The company's risk classification model ensures that all quality-critical operations are subject to high-frequency controls. Freeze-drying reduces exposure to contamination, and real-time deviation reporting strengthens batch integrity. Corrective and preventive actions (CAPA) are managed through ERP and documented within the QMS.

💰 Financing Risk

Risk: Unforeseen delays or overruns could require additional financing.
Mitigation: Green Hill integrates financial forecasting into its QMS risk profile. Capital was raised with built-in buffers, and all core vendor contracts (e.g., Valtria) are fixed-cost. The project is designed to remain operationally solvent under delayed revenue or 10–15% CAPEX overruns. Phased investor commitments and reserve financing are ready for deployment if needed.

👤 Key Personnel Risk

Risk: Loss of critical staff could impact execution.
Mitigation: In line with Green Hill's structured risk assessment approach, personnel-related risks are addressed through functional mapping, cross-training, and redundancy planning. SOPs are developed to preserve operational knowledge and continuity. External consultants remain available as temporary technical backups. Post-revenue incentive plans and board-monitored retention strategies ensure long-term talent stability, aligning human resources with GMP continuity and strategic resilience.

📉 Reputational & Compliance Risk

Risk: Product recalls or regulatory breaches could harm the company's standing.
Mitigation: In line with our structured risk assessment approach, Green Hill embeds GMP compliance and traceability into every level of the QMS. Each critical control point is monitored for early signs of deviation, with audit trails maintained across all systems. Product liability insurance, formal recall protocols, and routine internal and external audits are part of the preemptive safeguards. This approach supports both regulatory confidence and long-term brand integrity.

✅ Risk Governance

Green Hill's Quality Management System integrates modern risk management practices that align with EU-GMP, WHO, and FDA expectations:

- **Risk Assessment:** Continuous identification and evaluation of potential hazards affecting safety, quality, and compliance.
- **FMEA:** Prioritization of risks by assessing failure modes and their potential consequences.
- **Regulatory Compliance:** Full alignment with Annex 7, including documentation, traceability, and corrective mechanisms.
- **Systematic Tools:** Use of risk matrices, severity-probability scoring, control point tracking, and deviation logging.
- Our risk control model evolves from practical severity analysis to a HACCP-aligned QMS.
- Real-time monitoring, CAPA tracking, and ERP-enabled reporting ensure traceable and accountable risk decisions.
- Quarterly risk review cycles with board participation reinforce transparency and improvement.
- Our transformation of regulatory delays into process optimization highlights our proactive stance.

By embedding pharmaceutical-grade risk thinking across all layers of execution, Green Hill reinforces its resilience, GMP credibility, and long-term operational sustainability.

📌 Conclusion

Green Hill Canarias stands at the intersection of innovation, regulatory foresight, and scalable execution. With a fully validated facility design, strategic partnerships in place, and a phased roadmap aligned to GMP standards, the company is uniquely positioned to become a leading EU-GMP-certified cannabis exporter from the Canary Islands.

What began as a regional pilot has evolved into a highly optimized production platform, with real-time quality control, AI-assisted validation tools, and a proprietary freeze-drying

system that shortens post-harvest processing to under 48 hours—preserving both microbiological safety and therapeutic efficacy.

Backed by a capital structure that balances early-stage flexibility with long-term investor protection, Green Hill enters 2026 with construction underway, trial batches scheduled, and commercial agreements secured for its first wave of exports. With LOI-backed entry into Germany and scalable output from 3 to 9 flowering modules over the next three years, revenue visibility is strong and accelerating.

Risk governance, quality assurance, and technical compliance are not treated as regulatory obligations, but as strategic assets. The QMS is designed to adapt with the company's growth, supported by experienced pharmaceutical advisors and aligned with WHO Annex 7 and European FMEA standards. This positions Green Hill not only for early revenue, but for long-term market resilience.

Looking ahead, the focus will remain on operational excellence, strategic distribution, and expanding formulation offerings to meet the evolving needs of European patients. As the regulatory and commercial landscape shifts, Green Hill is prepared to respond—not react—leveraging its unique tax position (ZEC), modular design, and validated infrastructure to capture sustained value.

Green Hill offers investors a disciplined, credible, and future-ready pathway to participate in the next generation of cannabinoid-based therapeutics—where compliance drives confidence, and confidence drives growth.—strategically, operationally, and financially—to deliver on its vision: becoming one of the first EU-GMP-certified cannabis producers in Spain with a direct commercial pathway to European markets.

What sets Green Hill apart is not just its technological edge—such as AI-assisted cultivation, precision freeze-drying, and modular infrastructure—but its disciplined execution strategy, anchored in regulatory compliance, capital efficiency, and investor-aligned governance. The project is built to scale from a solid foundation, with risk controls and quality systems that exceed the industry norm and anticipate EU convergence toward stricter pharmaceutical standards.

By the close of Phase I, Green Hill will have a validated facility, a functioning quality management system, and its first cultivation and post-harvest infrastructure fully operational. Phase II will unlock significant value through solventless extraction, process optimization, and expanded market access—positioning the company to meet rising European demand at pharmaceutical-grade quality and cost levels few competitors can match.

The financial model is clear and credible: breakeven occurs by Q4 2026, EBITDA surpasses €12M by 2029, and ROI for early investors is projected at over 4×. The shareholder agreement ensures aligned governance, with investor protections and exit flexibility—whether through acquisition, market consolidation, or long-term revenue participation.

In short, Green Hill offers a rare convergence of innovation, resilience, and regulatory credibility—backed by experienced leadership and a clean equity structure. We welcome investors and strategic partners to join us as we transition from construction to commercial operations in 2026–2027, confident that the value we create will be lasting, measurable, and defensible.

Both Word and PDF versions of this plan, along with full financial models and annexes, are available for review. Ongoing communication and governance transparency remain a priority as we move toward commercialization.

Appendix A – Supporting Documents & References

Green Hill Canarias – Strategic Plan 2025
Confidential Investor Reference Material

This appendix serves as a consolidated directory of key documents, annexes, and source references that support the strategic, operational, and financial framework of the Green Hill Canarias project. It is intended to assist investors, partners, and regulators in due diligence, decision-making, and governance oversight.

📁 Document Index

A1. Legal & Tax Framework

- [1] Canary Islands ZEC Program – 4% corporate tax regime (EU-approved)
- [4] Official ROEZEC Registration – Resolution 10 Oct 2024 (Exp. 38/23/0068)
- [45] Spanish Corporate Law (LSC), Art. 199 – Voting requirements for major decisions

A2. Shareholder Agreements & Governance

- [5–10], [43–49] Green Hill SHA 2024 – Shareholder protections, board composition, veto rights, exit waterfall

A3. Financial Model & Capital Structure

- [50] Financial Model (2025) – Revenue, IRR, P&L, and downside scenarios
- [35–42] CAPEX Quotes – Freeze dryers, cleanrooms, QA lab, Qualipharma services
- [25] Contingency Planning – Cash runway reserve through Q4 2026

A4. Market Data & Competitive Benchmarking

- [11–21] European Cannabis Market – Market size, growth, pricing pressure (Germany, France, Czech Republic, etc.)
- [2], [22] Freeze-drying vs. traditional curing – Comparative performance and product stability

A5. Regulatory Strategy & Validation

- [3], [23–24], [33–34] EMA/AEMPS GMP requirements, audit inspection focus, regulatory roadmap
- [26–27] EU Directives – Packaging compliance (Braille, multilingual labeling)

A6. Technical Design & Facility Engineering

- [28–31] HVAC systems, pressure cascade, ISO-8 cleanroom compliance
- [7], [32] QA/QC validation protocols – IQ/OQ/PQ

A7. Risk Management & GMP Standards

- [29–30] WHO Annex 7 and EU GMP Annex 1
- [6], [8] Strategic declarations, governance alignment
- [44] Liquidation preferences and payout structure per SHA

A8. Supporting Downloads (Available via Data Room)

- Strategic Plan – Word & PDF versions
- Cannafloss LOI – Germany market entry
- Licensing Schedule & Gantt Chart – Rev. Jan 2025
- Validation Batch Plan & Environmental Monitoring Template

📚 References (Endnotes)

[1] Canary Islands Special Zone (ZEC) – EU-approved 4% corporate tax program
[2] Original Resinator – Freeze-drying vs. traditional curing methods
[3] EMA – EU-GMP requirements for cannabis manufacturers
[4] ROEZEC Resolution – Green Hill Canarias S.L. official registration
[5–10] SHA Key Terms – PPL interest, board rights, governance, veto clauses
[11–21] EU Cannabis Market – Reports from Prohibition Partners, Business of Cannabis, Honeysuckle
[22] MDPI Molecules (2022) – Freeze-drying as optimal post-harvest method
[23–24] Regulatory Submissions – AEMPS timeline and dossier planning
[25] Financial Model – Certification contingency reserve
[26–27] EU Directives – Braille & multilingual packaging standards
[28–31] Engineering – HVAC, cleanroom, ISO specs (Valtria)
[32] QA Protocols – Equipment qualification and process (Qualipharma)

[33–34] EMA & EudraLex – GMP inspection criteria
[35–42] CAPEX Breakdown – Verified quotes and supplier documentation
[43–49] SHA Provisions – Lock-up terms, pre-emption, anti-dilution, liquidation rights
[50] Green Hill Financial Model – Forecasts and risk scenarios
[51] Phase II Expansion Plan – Capacity scaling strategy for 2029 and beyond

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[1] Canary Islands Special Zone (ZEC) official overview – *4% corporate tax regime approved by EU, supporting investment in Canary Islands*.

[2] Original Resinator. *Freeze-drying vs. traditional curing – dry & cure cannabis in ~48 hours instead of weeks*[1].

[3] European Medicines Agency – *Good Manufacturing Practice (GMP) requirements*: *"Any manufacturer of medicines intended for the EU market must comply with EU GMP no matter where they are located."*.

[4] Consorcio de la Zona Especial Canaria – *Green Hill Canarias S.L. inscription in Official Register (ROEZEC), Resolution 10 Oct 2024. (Annex: INSCRIPCIÓN GREEN HILL EN ZEC, Exp. 38/23/0068)*.

[5] Green Hill Canarias Shareholders' Agreement (SHA), 26 July 2024 – Clause 3.3.3: *8% annual interest on Profit Participation Loans for contributions by 31 Dec 2024*.

[6] Green Hill Canarias SHA 2024 – Clause 3.3.4: *Contributions after 2024 carry no fixed interest (to incentivize early investment).*.

[7] Green Hill Canarias SHA 2024 – Board Composition clauses (Sec. 5.x): *Investors (Class B) appoint 3 of 5 directors; Founders (Class A) can appoint up to 2 if each retains ≥5% equity.*.

[8] Green Hill Canarias SHA 2024 – Board Majority provision: *Investor-appointed directors form majority; one serves as Chairperson.*.

[9] Green Hill Canarias SHA 2024 – Supermajority/Veto clause: *≥66% shareholder approval required for issuing new shares, incurring significant debt, M&A, or altering rights.*.

[10] Green Hill Canarias SHA 2024 – Reserved Matters list: *Major decisions (detailed in SHA Schedule) subject to investor veto via supermajority requirement.*.

[11] Prohibition Partners – *German Cannabis Report 2024: German medical cannabis sales expected ~€420M in 2024, rising to >€1B by 2028*.

[12] Honeysuckle Magazine (2024) – *"Germany's Medical Cannabis Boom"*: *By Dec 2024, prescriptions were up >1000% vs. Mar 2024 after reclassification of cannabis*.

[13] Honeysuckle Magazine – *Bloomwell "Cannabis-Barometer" report insights: End-2024, number of cannabis prescriptions issued was 1000% higher than March 2024, indicating surge in self-paying patients*.

[14] Prohibition Partners – *German imports Q2 2024: Medical cannabis imports reached 11,706 kg in Q2 2024, +44% QoQ, reflecting record demand*.

[15] Service-Public.fr (French Govt) – *Medical Cannabis Trial Extension: France extended its medical cannabis pilot program through March 2026 to ensure continuity of care*[2].

[16] Business of Cannabis (EU) – *Switzerland adult-use*: *Switzerland could be Europe's first fully legal adult-use market by 2026 (pilot projects underway)*.

[17] Business of Cannabis – *Swiss cannabis liberalization*: *(Same as [16] above – Swiss regulatory changes enabling broader access)*.

[18] Business of Cannabis – *Czech Republic exports*: *Czech Republic's 2024 medical cannabis harvest ~4.66 tons, with >4.4 tons exported (mostly to Germany)*.

[19] Business of Cannabis – *Czech decriminalization path*: *Czech Republic moving to decriminalize adult use by 2026, medical exports already growing*.

[20] Prohibition Partners – *Cannabis in Europe Update (Feb 2025)*: *European medical cannabis market expected to ~5x from €2.6B in 2024 to ~€12.6B by 2033, ~18% CAGR, driven by new country programs and greater acceptance.* (Source: **Cannabis_in_Europe_Update_2_Feb2025.pdf**, Prohibition Partners).

[21] Cannabis Industry Journal – *Q1 2018 EU Market Update: "Right now, the legal market is absolutely dominated by Canopy, Aurora, Aphria and Tilray along with Dutch Bedrocan."* (Illustrating early market concentration by Canadian LPs)[3].

[22] Molecules (MDPI) 2022, 27(5), 1719 – *Post-Harvest Operations Review: Vacuum freeze-drying is the best method for drying medicinal Cannabis, retaining maximal active compounds and preventing microbial activity*.

[23] Qualipharma – *Regulatory Dossier Timeline: Green Hill's regulatory consultants indicate AEMPS permit achievable by ~Aug 2025 given early dossier prep and engagement.* (Internal communication, 2024).

[24] Green Hill Internal Plan – *Licensing Schedule: Parallel submission strategy to accelerate AEMPS approval by Q3 2025.* (Project Gantt, Rev. Jan 2025).

[25] Green Hill Financial Model – *Contingency for Certification Delay: Plan includes cash buffer to Q4 2026, ensuring operations even if GMP certification slips a quarter.* (Financial Annex, 2025).

[26] EU Directive 2004/27/EC (Art. 56a) – *Medicinal product packaging: All medicine packages in the EU must include Braille labeling for product name and key info[6].* (Braille requirement effective since 2005).

[27] EU Directive 2001/83/EC (Art. 63(1)) – *Multilingual Packaging: Permits use of multiple languages on labelling/leaflet, provided the same information appears in all languages[7].* (CMDh Best Practice Guide on Multilingual Packaging, 2021).

[28] Valtria Engineering Memo (2024) – *Facility HVAC Design: Design includes pressure cascade (higher pressure in clean areas) and >20 air changes/hour in processing, per EU GMP Annex 1.* (Valtria Memo #5040-2411-764-MEM).

[29] WHO/EU GMP Guidelines – *Cleanroom Differentials: Maintain positive pressure in critical areas to keep contaminants out.* (GMP Manual, Part I, Sec. 3).

[30] EU GMP Annex 1 (rev 2022) – *Environmental Control: HEPA filtration and ISO 8 equivalent conditions required for non-sterile medicinal plant processing.* (Guidance on HVAC for GMP facilities).

[31] Valtria Memo 5040-2411-764-MEM-02.00 – *HVAC Commissioning Specs: Details on temperature (22–25°C), humidity (~50% RH) controls and redundant systems.* (Engineering design document, Oct 2024).

[32] Qualipharma QA Protocol (2025) – *Equipment Qualification: Plan for IQ/OQ/PQ of all critical equipment (freeze dryers, etc.) prior to process validation.* (Internal QA protocol GH-QA-001).

[33] EudraLex Vol. 4 – *GMP Inspections: AEMPS/EMA inspectors will verify production records, training, calibration, etc., during pre-approval inspection.* (EU GMP Guidelines, Chapter 5: Production, and Chapter 8: Complaints & Recalls).

[34] EMA Inspection Guide (2019) – *Pre-Approval Audit Focus: Inspectors examine facilities, equipment logs, QC data, and compliance with MA dossier commitments.* (EMA Pre-Approval Inspection Guidance)[8].

[35] Valtria Contract Quote (2024) – *HVAC & Cleanroom Turnkey Cost: Fixed-price contract covering design, supply, installation of cleanrooms and climate systems for ~€600k.* (Project Offer #VAL-2024-07, Valtria).

[36] Comparable Project Benchmark – *HVAC/Cleanroom costs: Similar EU-GMP cultivation facility (2023) reported ~€580k HVAC spend.* (Internal benchmark provided by investor).

[37] Equipment Vendor Catalog – *Freeze Dryer Unit: Cuddon 120kg-capacity freeze dryers priced at ~€180k each (2 units planned). Comes with validation package.* (Cuddon Industrial FD spec sheet, 2024).

[38] Vendor Quote – *Rosin Press: Trichome Dynamics 20-ton rosin press, €25k, modular expansion possible*. (Supplier: Trichome Dynamics, Quotation #TD-2025-03).

[39] Agilent Technologies – *HPLC/GC Package: Analytical lab setup (HPLC-UV, GC-FID, consumables) ~€120k*. (Agilent Quote, Mar 2025).

[40] Fisher Scientific – *QC Lab Equipment: Microbiological incubator, analytical balance, etc., ~€30k*. (Catalog pricing 2025).

[41] Valtria Agreement – *Engineering Services: Design & project management fees €100k (included in CAPEX)*. (Valtria Service Contract, 2024).

[42] Qualipharma Contract – *Regulatory Consulting: Licensing and GMP compliance support package €50k*. (Qualipharma Proposal, 2024).

[43] Green Hill SHA 2024 – *Liquidation Preference: Investors' PPL + interest is returned first upon exit (equivalent to 1x liquidation pref with accrued coupon)*. (SHA Section 7.2).

[44] Green Hill SHA 2024 – *Waterfall Distribution: After PPL principal+interest, remaining proceeds split by equity %. Mirrors typical VC preferred stock payout structure*. (SHA Schedule 3).

[45] Spanish Corporate Law (LSC) – *Majority Requirements: Art. 199: For S.L., bylaws may require up to 2/3 majority for significant decisions*. (Ley de Sociedades de Capital, Artículo 199).

[46] Green Hill SHA 2024 – *Pre-Emption Rights: Investors have rights to maintain their pro-rata in any new issuance, including via debt conversion*. (SHA Section 6).

[47] Green Hill SHA 2024 – *Anti-Dilution/Option to Contribute: Existing shareholders can contribute additional capital to prevent dilution if new funding is needed*. (SHA Section 6.4).

[48] Green Hill SHA 2024 – *Lock-up Period: No share transfers without consent during first 3 years*. (SHA Section 8.1).

[49] Green Hill SHA 2024 – *Permitted Transfers: Any new shareholder must adhere to SHA and PPL terms (Deed of Adherence required)*. (SHA Section 8.3).

[50] Green Hill Canarias – *Financial Model (2025)*: Detailed projections of P&L, balance sheet, cash flow available in Annex; confirms viability under various scenarios.

[51] Green Hill Canarias – *Phase II Expansion Plan:* Outline for potential capacity doubling in 2029+ if market conditions warrant (not included in base case, but strategic optionality maintained).

[1] Guide to Freeze Dried Cannabis & Why It's the Future

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Green Hill Agent – AI Assistant Access

This strategic plan document has been trained into the Green Hill GPT (custom GPT at ChatGPT Pro) to enable intelligent navigation, Q&A, and investor support.

To activate the assistant:
1. Open https://chat.openai.com/g/g-68894f6a57148191b24f54497a746947-green-hill
2. Upload this .docx or .pdf
3. Ask questions like:
   - “What’s the EBITDA in 2028?”
   - “Where is the SHA clause about board composition?”
   - “Link me to the appendix for CAPEX quotes.”

The AI will respond using the embedded context and citations.