

INVESTOR
PRESENTATION

2024



PRIME DRINK

GROUP CORP.

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OVERVIEW

WHO WE ARE:

A leading beverage company with expertise in production, marketing, and distribution. Innovators in gluten-free, craft, and spirit-based beverages.

CORE DIVISIONS:

1. **Prime Bottling:** High-capacity beverage production (550,000 HL/year).
2. **DWR:** Holding company for all water permits, managing Canada's largest groundwater reserves.
3. **Prime Media:** Strategic marketing and brand innovation.

KEY ASSETS:

- Largest groundwater reserve in Canada: **3.4 billion liters annually**
- **291 acres** of land for production and protected zones

BRAND PORTFOLIO:

- **Gluten-Free:** Glutenberg (75% Canadian market share)
- **Craft & Hard Seltzers:** Oshlag, Beach Day
- **Spirit-Based:** Oshlag and Beach Day spirits and RTDs

GROWTH STRATEGY:

- Market expansion in Canada and the U.S.
- Strategic acquisitions and partnerships
- Goal: **\$100M revenue within two years**

MISSION STATEMENT

Prime Drink Group (PRIME) is and will continue to be a media force reshaping the local market's consumption landscape. Through its infrastructure, PRIME will capture the diverse social, cultural, and economic changes of the times to optimally address evolving consumer needs. Utilizing the power of informational interconnectedness, PRIME aims to enhance the experience of current and future customers.

**CURRENT COMPANY
STRUCTURE**



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DWR

PRIME BOTTLING

PRIME MEDIA



DWR

Holding company for all water permits, managing Canada's
largest groundwater reserves.

Prime is the largest fresh groundwater reserve rights holder in Canada, totalling 3.4 billion litres of annual volume.

100% PRIME is positioned to meet the annual demand of ALL Canadians

PRIME ASSETS	ANNUAL VOLUME (IN LITERS)
• DUHAIME SPRING – LARGE VOLUME	2 B
• NOTRE DAME DU LAUS – ESKER	998 M
• COLORAINE SPRING – EVIAN	71.8 M
• OTHER	281.2 M
TOTAL / LITERS	3.4 B

Global spring water market projected to reach:

\$465 BILLION

by 2031 (CAGR of 8.7% from 2022 to 2031)¹

Industry's expansion is driven by consumer trends favoring natural and flavored spring water, which has experienced an annual growth of 31% over the past five years.

Prime also owns 291 ACRES OF LAND for protected zones and production facilities.

Prime has a TOP-LEVEL MARKETING TEAM with extensive consumer experience.



PRIME BOTTLING

Premier Brewery Specializing in the Crafting of Innovative
Beverages and Gluten-Free Beers.



PRIME BOTTLING

OVER

10 BRANDS

& Distribution Rights

550,000 HL

High-Capacity Beverage Processing
Facilities (HL annually)



FULLY EQUIPPED BEVERAGE PRODUCTION

HUB: Own Fleet of Trucks and
Comprehensive Distribution Services

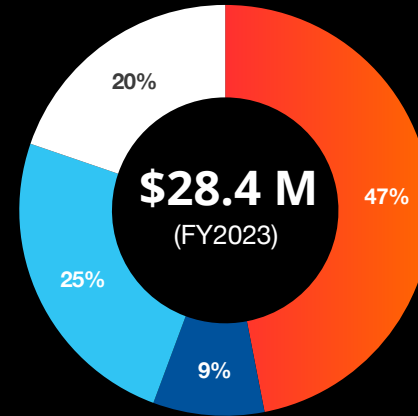
The **GLUTEN-FREE BEER MARKET** is
projected to grow to **\$1.4 BILLION BY 2032**
exhibiting a CAGR of 14.9% from 2023 to 2032.¹

BRAND PORTFOLIO

Diversified and innovative offering with over 10 brands in three product lines:

- Gluten-free beer offered under the **Glutenberg** brand
- Spirit-based beverages, comprised of spirits and spirit-based ready-to-drink beverages, offered under the **Oshlag** brand
- Craft beers and hard seltzers offered under the **Oshlag**, **Beach Day** energy and **Vox Populi** brands.
- **Glutenberg** dominates the Canadian gluten-free beer market with a 75% market share¹ and is the #2 brand in the US.²

FY2023 Revenue by Offering



- Gluten - Free Beer
- Spirit-Based Beverages
- Craft Beers & Hard Seltzers
- Services & Other

Gluten-Free Beer

Glutenberg

Spirit-Based Beverages

OSHLAG
BRASSERIE & DISTILLERIE

BEACH DAY
EVERY DAY

mojo

Craft Beers, Hard Seltzers & Energy

HICKSON
STOUT BEER

CHARLES HENRI
BIERE - BEER

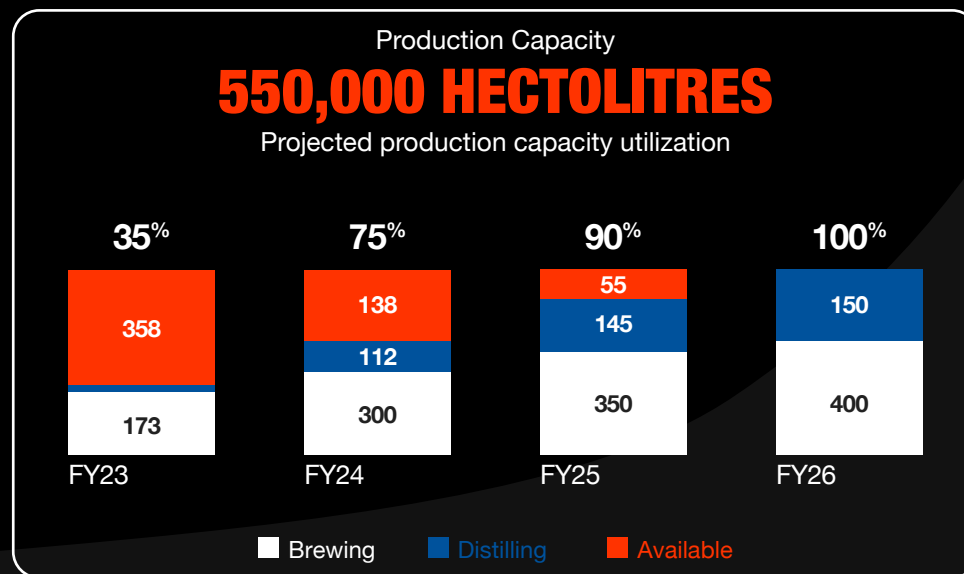
.....MICROBRASSERIE.....
VOX POPULI

ÉNERGIE

OCTANE⁷⁰

BREWING AND DISTILLING

- Triani is one of the few regional players to offer both brewery and distillery expertise, as well as private label and co-packing services.
- Manufacturing of a wide range of products including beer, hard seltzers, spirits and spirit-based RTDs, with the flexibility to manufacture gluten-free beer.
- Production infrastructure includes two plants and two warehouses.
- Projecting to increase capacity utilization to 100% by fiscal 2026, with minimal CAPEX of \$2 million.
- Focus on expansion through profitable growth.



HIGH-PERFORMANCE FACILITIES

TERREBONNE (CANS) Employees	<i>85,000 square feet 160 employees</i>
ST-JEAN-SUR-RICHELIEU (GLASS) Employees	<i>25,000 square feet 60 employees</i>

 **PRIME DRINK** INVESTOR PRESENTATION

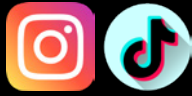


PRIME MEDIA

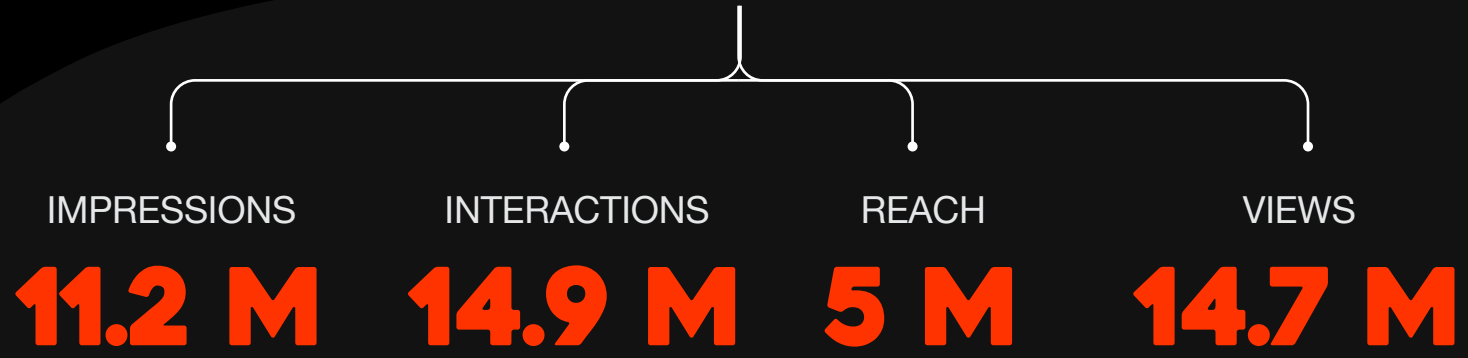
Strategic marketing and brand innovation.

SOCIAL STATS

LAST 30 DAYS



**VLOG
DAY
EVERY
DAY**





GROWTH STRATEGY

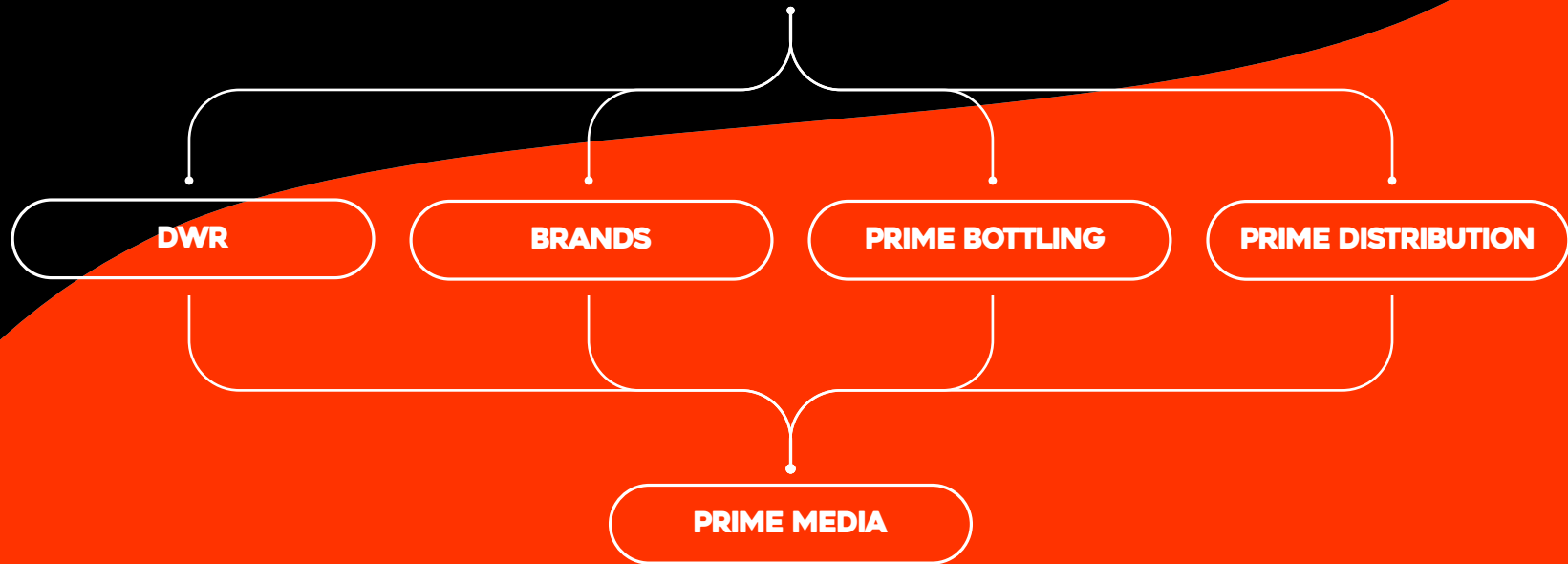
Strategic acquisitions and partnerships

FUTURE COMPANY STRUCTURE



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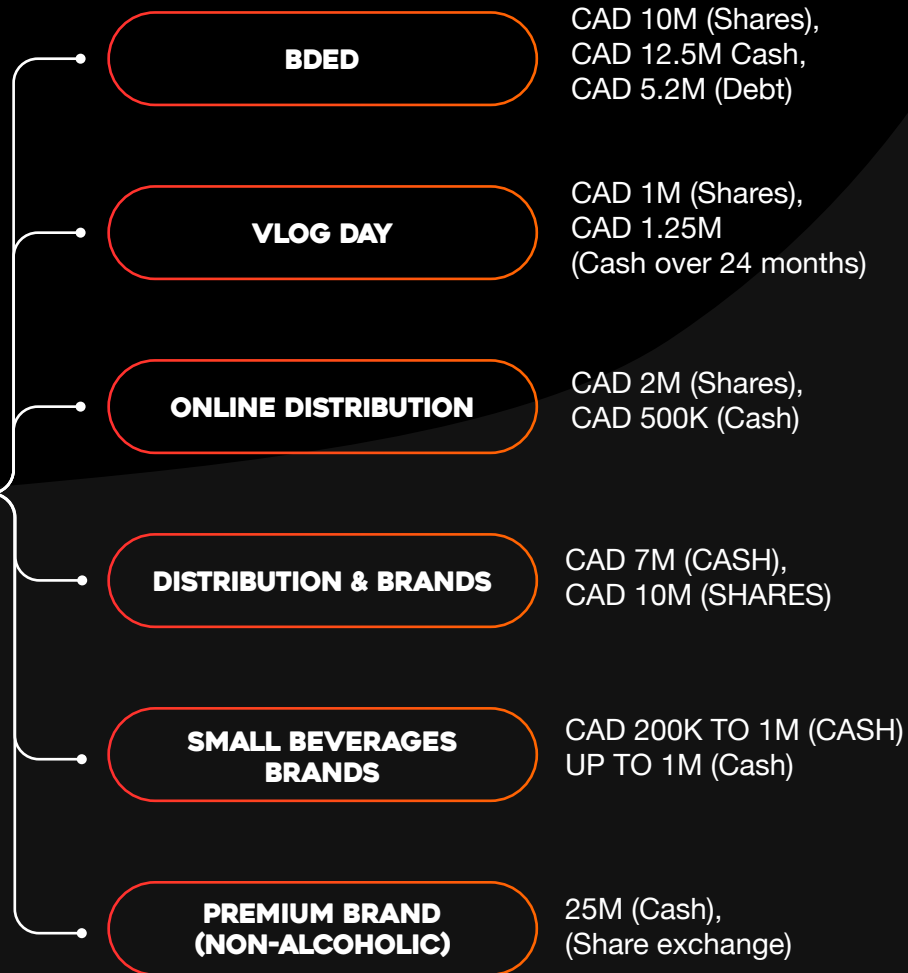


UPCOMING ACQUISITION



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STRATEGIC INVESTMENTS & SYNERGIES

- Fully-integrated brewing company from conception to sales, focused on growing sales of innovative and recognized brands in fast-growing markets.
- Proven combined expertise in manufacturing, sales & marketing, innovation, distribution and M&A. Monetization of Prime's large spring water assets to start in 2025.
- Remain on the lookout for opportunistic partnerships, transactions and/or acquisitions.
- Group aiming at reaching \$100 million in revenue over the next two years, mainly through its expansion strategy and initiatives in Canada and the US.

FOR ACQUISITIONS

52 M

(CAD)

WORKING CAPITAL & CAPEX

8 M

(CAD)

CURRENT SYNERGIES

15 M (CAD) GROSS REVENUES

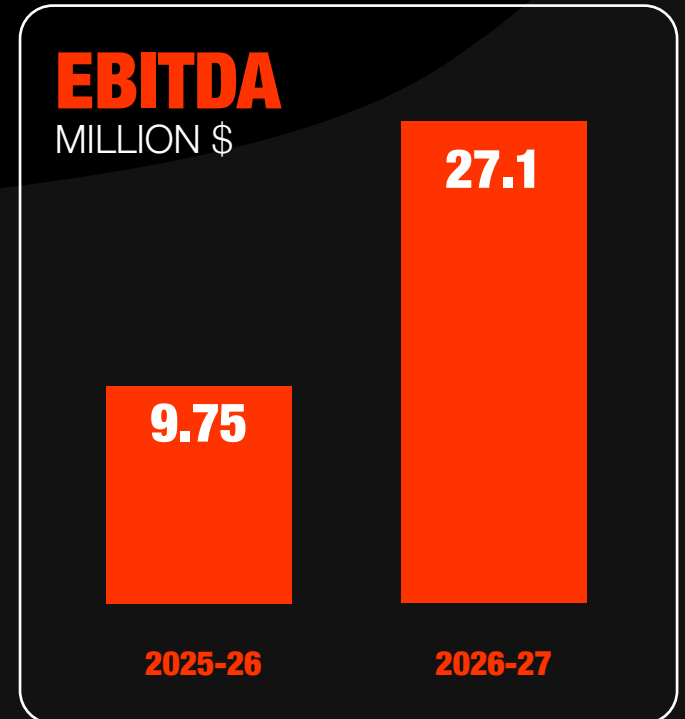
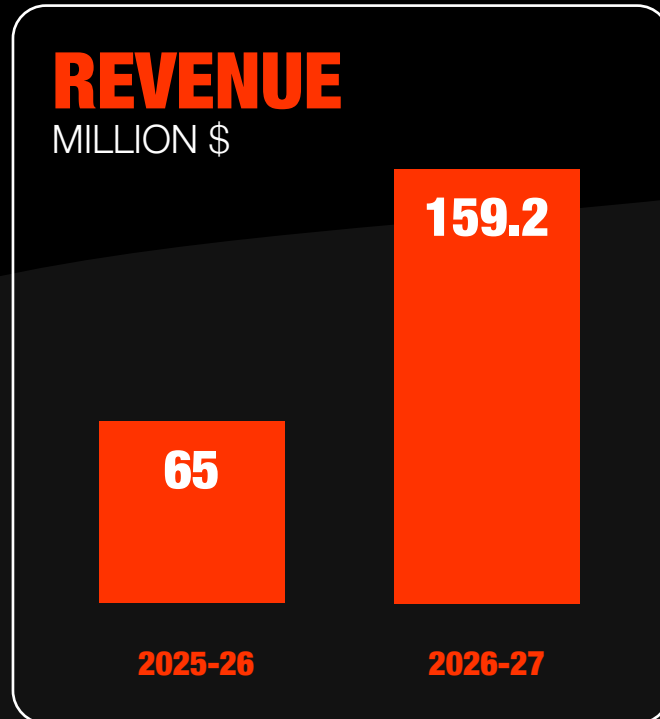
3 M (CAD) EBITDA

EXPECTED SYNERGIES

35 M (CAD) GROSS REVENUES

7 M (CAD) EBITDA

FINANCIAL PROJECTIONS



MARKET OVERVIEW

**MINIMUM SHARES
OUTSTANDING**

337,172,212

**MAXIMUM SHARES
OUTSTANDING**

647,270,800

Post-Transaction

MANAGEMENT TEAM

Raimondo Messina, CPA, CA

Chairman of the Board

- Successful entrepreneur in the hospitality and beverage sector, with extensive experience in driving partnerships and M&As and building brand equity.
- Founder of Dream Hospitality Group.
- Partner at Beach Day Every Day.

Olivier Primeau

Chief, Branding and Innovation

- Serial entrepreneur and influential public figure in Quebec.
- Major success with his Beach Day Every Day brand, one of the largest ready-to-drink beverages in Canada and expanding rapidly in the US.
- Extensive expertise in marketing consumer products and events through Midway Group, his marketing company.

Alexandre Côté

President and CEO

- Over 20 years of breaking boundaries in the world of finance.
- Co-Founder of Hybrid Financial Ltd., an innovative investor relations firm.
- President of Fecteau Cote & Manocchio Ltee, an exempt market broker.

Antoine Alonzo, CPA, CA

CFO of Prime Bottling

- Senior executive with expertise in Lean management, finance, M&A, IT, and supply chain, with 20 years of experience in the food sector across Canada and the U.S.
- Former EVP at Berthelet-Solina, specializing in acquisitions and operational improvements to enhance shareholder value.
- Certified CPA and Black Belt in Kaizen and Lean Six Sigma from renowned U.S. institutions.

Germain Turpin

President, Water Division

- Over 20 years of experience in the Quebec water industry, with an expertise in the acquisition of licenses and the development of water assets.
- Former owner of two of Prime's water assets.

Completion of the transactions and exchange approval are uncertain

- There can be no assurances that the Offering and the RTO will be completed on the expected terms or at all. In the event that any of the conditions precedent to the Offering or the RTO are not satisfied or waived, such transactions may not be completed, and there is no guarantee that Prime will be able to satisfy the requirements of the applicable stock exchange.

Changes in consumer preferences may reduce demand for some of our products

- Consumer demand and appetite for energy beverages and beverages in general, as well as trends in our industry, may change and evolve over time. Our future success will depend, in part, upon our continued ability to maintain customer loyalty to our existing product offering and develop and introduce new and innovative beverages over time. Our ability to compete, grow and differentiate ourselves requires us to be competitive in the areas of taste, quality and health. There can be no assurance of our ability to do so. In addition, product lifecycles for some beverage brands and/or products and/or packages may be limited to a few years before consumers' preferences change. While our main two products recipes have remained virtually unchanged for many years, and most of our consumers have become loyal to our brand and its taste profile, there can be no assurance that such preferences will continue into the future. We may be unable to achieve our historical volume growth through product and packaging differentiation in the new markets we plan on developing.

Significant changes in government regulation may hinder sales

- The production, distribution and sale in Canada and the United States of our products are subject to various federal, provincial and state regulations, including, but not limited to food and drug regulation; health and safety laws, various environmental statutes; and various other federal, provincial state and local statutes and regulations applicable to the production, transportation, sale, safety, advertising, labelling and ingredients of such products. New statutes and regulations may also be instituted in the future. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or such products may have to be recalled and/or reformulated and/or have the packaging changed, thus adversely affecting our financial condition and operations. In particular, label warning requirements that apply to energy drinks may change and become more stringent over time, and we cannot predict how developments under warning regulations would have an impact on costs or sales of our products. While we have not and never will market our products to minors, some minors likely consume and will continue consuming our products. Proposals to limit or restrict the sale of energy drinks to minors and/or persons below a specified age and/or restrict the venues in which energy drinks can be sold, exist or are currently pending before certain federal, provincial and especially state and/or county legislatures in the United States. Should these current or any future proposals to enact legislation to limit or restrict the sale of energy drinks to minors and/or persons below a specified age and/or the venues in which energy drinks can be sold, succeed, become more stringent and/or be enacted by additional states or counties, such legislation could result in a reduction in demand for our energy drinks and adversely affect our results of operations.
- Public health officials and health advocates are increasingly focused on the public health consequences associated with obesity, especially as the disease affects children, and are encouraging consumers to reduce consumption of sweetened beverages. While we offer low and very low-calorie options for our drinks, increasing public concern about these issues could result in the implementation of government regulations concerning the marketing, labelling or availability of our beverages. For example, the U.S. Food and Drug Administration has proposed revising regulations with respect to serving size information and nutrition labelling on food and beverage products. If definitive regulation is promulgated or if similar legislation is enacted in Canada, we may incur significant costs to alter our existing packaging materials to comply with such regulations. Additionally, revised serving size information may impact and/or reduce and/or otherwise affect the purchase and consumption of our products by our consumers.

Criticism of energy drink products and/or the energy drink market generally could adversely affect our operating results

- Public criticism of energy drink products, including criticism by healthcare professionals of the nutritional benefits of energy drink products and other criticisms for a variety of reasons, including caffeine content, could affect consumer opinions of energy drink products in general and/or our energy drink products and result in decreased demand.
- Because our products are organic and natural, we have generally benefitted from public criticism of energy drinks because our products are generally perceived as a healthier alternative to competing products. However, there can be no assurance that some health professionals and consumers will not consider all energy drinks to be similar, regardless of their inherent differences when it comes to health. Such indiscriminate consideration could result in decreased demand and profitability for our products.
- The economic downturn and continued uncertainty in the financial markets and other adverse changes in general economic or political conditions, as well as the COVID 19 pandemic or other major macroeconomic phenomena, may adversely affect our industry, business and results of operations.
- Recently, including in connection with the COVID 19 pandemic, global credit and financial markets experienced extreme disruptions, declines in consumer confidence, declines in economic growth, increases in unemployment rates, and uncertainty about economic stability. There can be no assurance that there will not be further deterioration in credit and financial markets and confidence in economic conditions. These economic uncertainties affect businesses such as ours in a number of ways, making it difficult to forecast and plan our future business activities accurately. The current adverse global economic conditions may lead consumers to postpone spending or shift their priorities. In addition, financial difficulties experienced by our suppliers or customers could result in product delays, increased accounts receivable defaults and inventory challenges.

- *While the current pandemic has had no significant impact on our supply chain, nor has it affected the demand for our product, we are unable to predict the likely duration and severity of the current economic downturn and the duration of the COVID 19 pandemic and its impact on macroeconomic conditions and spending ability and patterns of consumers. If the current uncertain economic conditions continue or further deteriorate, our business and results of operations could be materially and adversely affected.*

Global or regional catastrophic events could impact our operations and affect our ability to grow our business

- *Because of our increasingly global presence, our business could be affected by unstable political conditions, civil unrest, large-scale terrorist acts, especially those directed against the United States or other major industrialized countries where our products are distributed, the outbreak or escalation of armed hostilities, major natural disasters or widespread outbreaks of infectious diseases such as COVID 19. Such events could impact the production and distribution of our products. In addition, such events could disrupt global or regional economic activity, which could affect consumer purchasing power, thereby reducing demand for our products. If we are unable to grow our business internationally as a result of these factors, our growth rate could decline.*

Fluctuations in foreign currency exchange rates may adversely affect our operating results

- *We are exposed to foreign currency exchange rate risk with respect to our sales, expenses, profits, assets and liabilities. While many of these risks offset each other within our operations, we still have net exposure to foreign currency fluctuations, particularly in regards to the U.S. dollar and the euro. We generally do not use instruments to hedge certain foreign currency risks and are not protected against foreign currency fluctuations. As a result, our reported earnings may be affected by changes in foreign currency exchange rates. Moreover, any favourable impacts on profit margins or financial results from fluctuations in foreign currency exchange rates are likely to be unsustainable over time.*

Revenues derived entirely from energy drinks

- *The increasing number of competitive products and a limited amount of shelf space in retail stores may adversely impact our ability to gain or maintain our share of sales in the marketplace. In addition, certain actions of our competitors, including unsubstantiated and/or misleading claims, false advertising claims and tortious interference in our business, as well as competitors selling misbranded products, could impact our sales. Competitive pressures could impact our revenues, cause price erosion and/or lower market share, any of which could have a material adverse effect on our business and results of operations.*

Climate change may negatively affect our business

- *There is concern that a gradual increase in global average temperatures could cause significant changes in weather patterns around the globe and an increase in the frequency and severity of natural disasters. While warmer weather has historically been associated with increased sales of our products, changing weather patterns could result in decreased agricultural productivity in certain regions, which may limit availability or increase the cost of certain key ingredients used in our products. Increased frequency or duration of extreme weather conditions could also impair production capabilities, disrupt our supply chain including, without limitation, the availability of and/or result in higher prices for juice concentrates and natural flavours, or impact demand for our products. In addition, public expectations with respect to environmental impact could result in increased energy, transportation and raw material costs and may require us to make additional investments in facilities and equipment. As a result, the effects of climate change could have a long-term adverse impact on our business and results of operations. Sales of our products may also be influenced to some extent by weather conditions in the markets in which we operate.*

Litigation or legal proceedings could expose us to significant liabilities and thus negatively affect our financial results

- *We may become party, from time to time, to various litigation claims and legal proceedings, including, but not limited to, intellectual property, unfair business practices and false advertising, breach of contract claims and product liability.*
- *Defending any such proceedings would result in significant ongoing expenditures and the continued diversion of our management's time and attention from the operation of our business, which could have a negative effect on our business operations. Our failure to successfully defend or settle any litigation or legal proceedings could result in liability that, to the extent not covered by our insurance, could have a material adverse effect on our financial condition, revenue and profitability, and could cause the market value of our common stock to decline.*

We must continually maintain and/or upgrade our information technology systems

- *Information technology helps us operate efficiently, interface with customers, maintain financial accuracy and efficiency, and accurately produce our financial statements. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, the loss of customers, business disruptions, or the loss of or damage to intellectual property through security breach. If our data management systems, including our enterprise resource planning system, do not effectively collect, store, process and report relevant data for the operation of our business, whether due to equipment malfunction or constraints, software deficiencies, or human error, our ability to effectively plan, forecast and execute our business plan and comply with applicable laws and regulations will be impaired, perhaps materially. Any such impairment could materially and adversely affect our financial condition, results of operations, cash flows and the timeliness with which we report our internal and external operating results.*

Ability to achieve and manage growth

- *The growth of Prime's operations may place a strain on managerial, financial and human resources and Prime's ability to continue its rate of growth will depend on a number of factors, including the availability of working capital, existing and emerging competition, the ability to maintain sufficient profit margins and to recruit and train additional qualified personnel, both with respect to sales and product development, the ability to expand its product offering the ability to identify and successfully integrate acquisitions of other companies or products.*

Fluctuation of quarterly operating results

- *Revenue is difficult to forecast and may fluctuate significantly from quarter to quarter. Delays, reduction in scope or cancellation of orders could materially adversely affect Prime's business, financial condition and results of operations. Quarter-to-quarter comparisons of Prime's operating results are not necessarily meaningful and should not be relied upon as indications of likely future performance. Reductions in revenue or net income between quarters or Prime's failure to achieve expected quarterly earnings could cause the market price of the Common Shares to decline or have a material impact on their value.*

No assurance of continued profitability or positive EBITDA

- *While Prime has achieved profitability and positive EBITDA in the past, there can be no assurance that the achievement of such results will continue or be achieved in the future. In particular, Prime is projecting negative adjusted EBITDA in fiscal 2021, fiscal 2022 and possibly fiscal 2023 due to expected increased marketing and expansion associated costs in accordance with its business and growth plans. The future development of Prime's interests may require additional financing. There are no assurances that such financing will be available, or if available, available upon terms acceptable to Prime may issue additional equity or debt securities in subsequent offerings (including convertible securities) to finance its operations or expansion which may cause dilution to shareholders. Debt and equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as redeeming shares, making investments, incurring additional debt, making capital expenditures, declaring dividends or placing limitations on our ability to acquire, sell or license intellectual property rights or make strategic acquisitions.*

Dividends

- *It is not anticipated that [Prime/Resulting Issuer] will pay any dividends in the foreseeable future. The declaration of dividends will be at the discretion of [Prime/Resulting Issuer]'s board of directors, even if [Prime/Resulting Issuer] has sufficient funds, net of its liabilities, to pay such dividends, and the declaration of any dividend will depend on [Prime/Resulting Issuer]'s financial results, cash requirements, future prospects and other factors deemed relevant by its board of directors.*

Liquidity

- *Upon completion of the RTO, the shares of the Resulting Issuer will be listed on a recognized stock exchange, however, there can be no assurance that an active and liquid market for such shares will develop or be maintained.*

Conflicts of interest

- *Certain of the directors and officers of Prime and the Resulting Issuer are or will be, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the products Prime intends to provide. Situations may arise where the other interests of these directors and officers conflict with or diverge from Prime's interests. Certain of such conflicts may be required to be disclosed in accordance with such procedure and remedies as applicable under applicable corporate law, however, such procedures and remedies may not fully protect Prime. In addition, in conflict of interest situations, the directors and officers of Prime or the Resulting Issuer may owe the same duty to another company and will need to balance their competing interests. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to Prime or the Resulting Issuer.*



THANK YOU