

# Clear Cannabis Inc.

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## NOTICE OF 2025 ANNUAL MEETING OF SHAREHOLDERS To Be Held on Monday, June 2, 2025

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The 2025 Annual Meeting of Shareholders of Clear Cannabis Inc. (the “Annual Meeting”) will be held at 4:00 PM, MDT, on June 2, 2025, at the offices of the Company located at 5990 Greenwood Plaza Boulevard, Suite 250, Greenwood Village, CO 80111 and virtually at:

<https://us06web.zoom.us/j/84316982940?pwd=ffyjH4Hp4XlHmxHPGs6eZbmAWXR3e1.1>

**Meeting ID:** 843 1698 2940

**Passcode:** 497724

for the following purposes:

1. To elect the five (5) directors named in the Proxy Statement to serve until the next Annual Meeting of Shareholders or until their respective successors are elected and qualified;
2. To ratify the appointment of Armanino as the Company’s independent auditors for the fiscal year ending December 31, 2025; and
3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Our Board of Directors recommends you vote “FOR” the election of each of the nominees to the Board, and “FOR” the ratification of the appointment of Armanino as independent auditors.

The Board of Directors has fixed April 21, 2025, as the record date for determining shareholders entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting.

Greenwood Village, CO  
May 15, 2025

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# CLEAR CANNABIS INC.

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## PROXY STATEMENT

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### ANNUAL MEETING OF SHAREHOLDERS To Be Held on June 2, 2025

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#### General

The enclosed proxy is solicited by the Board of Directors of Clear Cannabis Inc. (the “Company”) for use at the Annual Meeting of Shareholders of the Company to be held at 4:00 PM MDT, on Monday, June 2, 2025, at the offices of the Company located at 5990 Greenwood Plaza Boulevard, Suite 250, Greenwood Village, CO 80111 and virtually at: <https://us06web.zoom.us/j/84316982940?pwd=ffyjH4Hp4XIHmxHPGs6eZbmAWXR3e1.1>

**Meeting ID:** 843 1698 2940 **Passcode:** 497724, and at any adjournment or postponement thereof. The Company’s principal offices are located at 5990 Greenwood Plaza Boulevard, Suite 250, Greenwood Village, CO 80111. This Proxy Statement is first being made available via Internet to the shareholders of the Company on or about May 12, 2025.

#### Outstanding Securities and Quorum

Only holders of record of the Company’s common stock and preferred stock (collectively, “Capital Stock”), par value \$0.00001 per share, at the close of business on April 21, 2025, the record date, will be entitled to notice of, and to vote at, the Annual Meeting. On that date, the Company had 21,114,114 shares of common stock and 263,824 shares of preferred stock outstanding. Each share of common stock is entitled to one vote, and each share of preferred stock is entitled to forty (40) votes at the Annual Meeting.

A majority of the outstanding shares of Capital Stock present in person or represented by proxy constitutes a quorum for the transaction of business at the Annual Meeting.

#### Proxy Voting

Shares that are properly voted or for which proxy cards are properly executed and returned will be voted at the Annual Meeting in accordance with the directions given or, in the absence of directions, will be voted “FOR” the election of each of the nominees to the Board named herein, and “FOR” the ratification of the appointment of the Company’s independent auditors. It is not expected that any additional matters will be brought before the Annual Meeting, but if other matters are properly presented, the persons named as proxies in the accompanying proxy card will vote in their discretion on such matters.

#### Attendance and Voting at the Annual Meeting

If you own Capital Stock of record, you may attend the Annual Meeting and vote in person, regardless of whether you have previously voted by proxy card. If you have already voted prior to the meeting, you may nevertheless change or revoke your vote at the Annual Meeting as described below.

#### Revocation

If you own Capital Stock of record, you may revoke your proxy at any time before it is voted at the Annual Meeting by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person.

## ITEM 1—ELECTION OF DIRECTORS

In accordance with the Company’s Bylaws, the Board has fixed the number of directors constituting the Board at five, effective as of our 2025 Annual Meeting of Shareholders. The Board proposed that the following five nominees be elected at the Annual Meeting, each of whom will hold office until the next Annual Meeting and until his or her successor shall have been elected and qualified:

Richard M. Batenburg, Jr.	Jason Wagner
Richard M. Batenburg, III	David Cole
Ezra Gardner	

Each properly executed proxy will be voted “FOR” the election of each of these nominees, unless the shareholder indicates on the proxy that votes are to be cast “AGAINST” one or more nominees.

A nominee for director shall be elected to the Board if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election. Abstentions will have no effect on the outcome of the election.

Although the Board expects that the five nominees will be available to serve as directors, if any of them should be unwilling or unable to serve, the Board may decrease the size of the Board or may designate substitute nominees, and the proxies will be voted in favor of any such substitute nominees.

### THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” EACH NOMINEE.

#### Director Nominees’ Biographical and Related Information

In evaluating the nominees for the Board of Directors, the Board took into account the qualities they seek for directors, as discussed below under “Corporate Governance” and “Board Meetings and Committees,” and the directors’ individual qualifications, skills and background that enable the directors to effectively and productively contribute to the Board’s oversight of the Company. These individual qualifications and skills are included below in each nominee’s biography.

*Richard M. Batenburg Jr.*, is Chairman of the Board and CEO at Clear Cannabis Inc. In addition to his role as Chairman and CEO, Mr. Batenburg has held executive level positions at Comedy Works/First Entertainment as a publicly listed CEO. Mr. Batenburg has founded, owned and operated businesses in diverse industries such as VideOne Marketing where he not only produced infomercials but developed and distributed products direct to consumer via television. Mr. Batenburg worked as an executive throughout his career at AT&T Broadband, Comcast, Sun Microsystems before forming a consultancy that worked with fortune 500 companies on process improvement and strategic change.

*Richard M. Batenburg, III*, is the Company’s secretary and is responsible for investor relations. Rick is a Founding Partner and the Chief Investment Officer of CCMG, where since November 2015, he has been responsible for raising capital, structuring deals and managing deal flow, investor relations, and combining resources and capital to make meaningful investments. Since August 2014, Rick founded and operated the Breckenridge Vipers, a semi-professional hockey team competing in the Mountain West Hockey League. Rick manages both the players and the business aspects of the team. The semi pro team competes across the West Coast of the United States and is entering its 6th season in Breckenridge in Winter of 2020. Rick also serves on the Board of Directors of the non-profit Global Orphan Prevention which seeks to prevent human trafficking across the world. Prior to joining CCMG, Rick spent three years at Merrill Lynch as an advisor specializing in private equity and alternative investments. He received his bachelor’s degree from Nichols College.

*Ezra Gardner*, brings over 20 years of professional experience in global financial markets, including investing in public and private companies, financing mergers and acquisitions, and advising on corporate

strategy. Mr. Gardner is a Partner and co-founder of Varana Capital, LLC, which is a private investment partnership, and an active board member of Galileo Wheel, an agriculture equipment manufacturer based in Israel. Mr. Gardner also has held multiple board positions tasked with finance, fundraising and corporate strategy. His experience includes investment banking roles at JP Morgan and a senior leadership position at UBS serving on the U.S. Trading Committee (the operating board of managers for UBS equities business in the U.S.). Mr. Gardner earned a Bachelor of Arts in Economics with Honors and a Bachelor of Arts in International Relations from Brown University in 1999.

*Jason Wagner*, is a Managing Director at CBIZ MHM, LLC Tax Partner at Richey May and has been involved in public accounting since 1994, serving both private and publicly held companies. As the leader of the firm's Tax Transaction Advisory Services team, he provides strategic expertise to clients experiencing rapid change, including acquisitions, dispositions, mergers, roll-up combinations, securities offerings and registrations, and provides due diligence and debt-restructuring services. Mr. Wagner's role also includes leading the firm's private-equity backed portfolio companies, owner-operated businesses, and real estate practices. He has experience in a wide variety of other industries as well, including technology, manufacturing, distribution, automotive, construction, regulated utilities and service industries. Mr. Wagner earned a bachelor's degree in accounting at Oklahoma State University in 1993, and master's in taxation degree from the University of Denver in 1994.

*David Cole*, is the founder and president and the current CEO of EMX Royalties (NYSE: EMX) (TSX.V: EMX.V), which has been operating successfully across the world for the past 17 years. EMX has assets in over 20 countries actively and has conducted business internationally with accolades such as being the first mineral investor in Serbia after the Yugoslav Wars. Mr. Cole has diverse public company experience in multiple international markets both in the United States and Canada. Mr. Cole holds a degree from Colorado State University. Mr. Cole has experience managing investors on a global scale and offers a unique diversity of skills and background.

## Corporate Governance

### General

*Board Leadership.* The Board is responsible for the control and direction of the Company. The Board represents the Company's shareholders, and its primary purpose is to build long-term shareholder value. The Chair of the Board is selected by the Board. The Board believes that this leadership structure improves the Board's ability to focus on key policy and operational issues and helps the Company operate in the long-term interests of its shareholders.

*Risk Oversight.* As part of regular Board and committee meetings, the Directors oversee executives' management of risks relevant to the Company. While the full Board has overall responsibility for risk oversight, the Board has delegated responsibility related to certain risks to the Audit Committee. The Audit Committee is responsible for overseeing management of risks related to the Company's financial statements and financial reporting process, the qualifications, independence and performance of the Company's independent auditors, the performance of the Company's internal audit function, and the Company's compliance with legal and regulatory requirements.

## ITEM 2—RATIFICATION OF APPOINTMENT OF ARMANINO

The Board has appointed, and, as a matter of good corporate governance, is requesting ratification by the shareholders of the appointment of, the registered public accounting firm of Armanino to serve as independent auditors for the fiscal year ending December 31, 2025. The affirmative vote of a majority of the outstanding shares of Capital Stock present in person or represented by proxy and entitled to vote on the matter is required to ratify the selection of Armanino. If shareholders do not ratify the selection of Armanino, the Board will evaluate the shareholder vote when considering the selection of an accounting firm for the audit engagement for the 2025 fiscal year. In addition, if shareholders ratify the selection of Armanino as independent auditors, the Board may nevertheless periodically request proposals from other accounting firms and as a result of such process may select Armanino or another registered public accounting firm as the Company's independent auditors.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF ARMANINO AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.**

As of the date of this Proxy Statement, there are no other matters that the Company intends to present, or has reason to believe others will present, at the Annual Meeting. If, however, other matters properly come before the Annual Meeting, the accompanying proxy authorizes the persons named as proxies or their substitutes to vote on such matters as they determine appropriate.