



smart for life
NASDAQ SMFL

22.5% HIGH YIELD BOND

OFFERING MADE TO ACCREDITED INVESTORS PURSUANT TO RULE
506(C) OF THE SECURITIES AND EXCHANGE COMMISSION

SUMMARY TERM SHEET
JANUARY 11, 2023

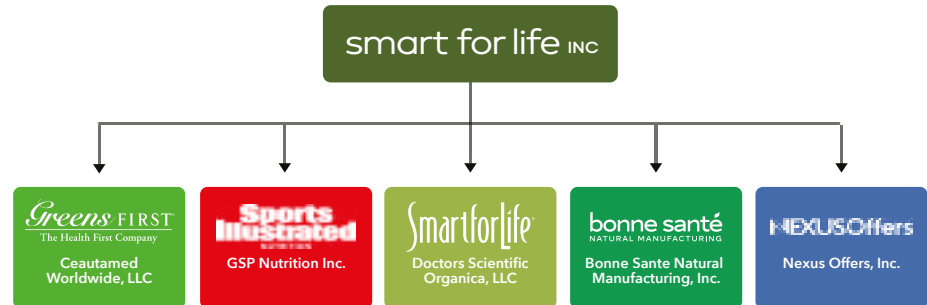
SMARTFORLIFECORP.COM

Smart for Life, Inc.:

Smart for Life, Inc. ("SFL" or the "Company") is high growth global nutraceutical company listed on Nasdaq (Nasdaq: SMFL). Structured as a holding company in the Health & Wellness sector, SFL is executing a Buy & Build strategy with planned serial accretive acquisitions. Smart for Life is engaged in the acquisition, operation and sale of a broad spectrum of nutraceutical and related products. To drive growth and earnings, the Company is developing proprietary products as well as acquiring other brands and businesses. The management team and the board of directors of Smart for Life have an objective of creating a major international nutraceutical and related products company manufacturing and marketing a wide range of world-class nutraceutical products and nutritional foods with next-generation delivery technologies: www.smartforlifecorp.com.

Current Operating Subsidiaries:

SFL operates five companies:



Doctors Scientific Organica, LLC

Doctors Scientific Organica ("DSO") which is principally engaged in the manufacturing and marketing of a wide array of health & wellness foods, vitamins and supplements, including several weight loss products. Smart for Life®, the primary DSO brand, is sold in big box retailers such as Costco and Walmart, as well as through online retailers such as Amazon. DSO's products include cookies, protein bars, shakes and similar products, which can be found on its website: www.smartforlife.com.

Bonne Santé Natural Manufacturing, Inc.

Smart for Life's platform company, Bonne Santé Natural Manufacturing ("BSNM"), operates from an FDA registered, state-of-the-art facility where it manufactures an extensive line of nutraceutical products with a wide range of delivery methods. BSNM has evolved into a comprehensive nutraceutical contract and private label manufacturing company and recently commenced initiatives in Supply Chain as a Service. For more information, please visit: www.bonnesantemanufacturing.com. To view a video presentation on the company's manufacturing operations, please [click here](#).

Nexus Offers, Inc.

Nexus Offers (“Nexus”) is network platform in the affiliate marketing space. Affiliate marketing is an advertising model in which a product vendor compensates third-party digital marketers to generate traffic or leads for the product vendor’s products and services. Nexus has created a plug-and-play streamlined business that allows for seamless scalability into any vertical, niche or product. Nexus will utilize its E-marketing platform and expertise to drive sales of the SFL product lines, including the newly acquired rights to Sports Illustrated Nutrition (see more detail below). For more information, please visit: www.nexusoffers.com.

GSP Nutrition, Inc./Sports Illustrated Nutrition

GSP Nutrition is a sports nutrition company that offers nutritional supplements for athletes and active lifestyle consumers through a variety of wellness solutions and delivery methods, including powders, tablets and soft gels that are formulated to support energy and performance; nutrition and wellness; and focus and clarity. GSP’s initial line of nutritional products is marketed under the “Sports Illustrated Nutrition”™ brand.

The Sports Illustrated® brand is one of the most recognized brands in sports and athletics. The product line currently consists of Sports Illustrated Nutrition Whey Protein Isolate powder, tablet supplements for joint health, nitric oxide, post workout blends, Omega-3 supplements, and pre-workout supplements, among others.

The sports nutrition market has grown significantly in recent years. A variety of factors have contributed to the scope of the sports nutrition market growing to also encompass professionally committed and more casual athletes, as well as fitness, wellness, and active lifestyle-oriented consumers. A leading factor contributing to the “mainstreaming” of the sports nutrition market has been the overall aging of the population. There has been a growing societal appreciation for the importance of regular exercise, active lifestyles and healthier eating to overall health and wellness. www.sportsillustratednutrition.com

Ceautamed Worldwide, LLC/Greens First

Established in Florida, Ceautamed’s consumer facing brand is the Greens First line of products, which are specifically created to support proper pH balance and to provide essential antioxidants, phytonutrients and superfoods. The Greens First line has established a long-standing sales and distribution channel through chiropractic networks such as MeyerDC, however the Greens First brand has only scratched the surface of selling directly to consumers online. A key benefit of this acquisition is leveraging SFL’s considerable direct-to-consumer expertise and cross marketing Greens First products through its existing marketing initiatives. For more information, please visit: www.greensfirst.com

Offering	The Company is offering (the "Offering") up to five million dollars (\$5,000,000) of 22.5% High Yield Bonds (each a "Bond," and collectively the "Bonds"). The minimum investment amount is \$25,000.
Interest	22.5% per annum.
Maturity Date:	Principal and accrued interest at 22.5% shall be paid to Bondholders ("Bondholders") on the earlier of the Company's next financing exceeding \$20 million, or 24 months from the date of the closing of this Offering (the "Maturity Date").
Subordination:	The Bonds are unsecured and will be subordinated to the indebtedness of the Company's senior secured lenders.
Prepayment:	The Bonds may be prepaid at any time at the Company's sole discretion.
Accredited Investors:	Bonds will be sold only to accredited investors in the United States pursuant to Rule 506(c) within the meaning of the Securities Act of 1933 or qualified non-US persons ("Accredited Investors").
Representations:	The Subscription Agreement shall include representations and warranties by the Company regarding due incorporation, organization, enforceability of transaction documents, and capitalization and the Investors shall represent and warrant to the Company that they are Accredited Investors or are otherwise eligible to purchase shares pursuant to an exemption from registration requirements of applicable securities laws. The Investors shall also make such other representations as counsel to the Company may deem necessary to comply with state and federal securities laws including Accredited Investor status as verified by a third party validation service.
Confidentiality:	This document is confidential and none of its provisions or terms may be disclosed to anyone who is not a prospective purchaser of the units as contemplated herein, an officer or director of the Company or their agent, adviser or legal counsel, unless required by law.

High Risk Investment:

Investing in private placements involves a high degree of risk. Securities sold through private placements are typically not publicly traded and, therefore, are less liquid. Additionally, investors may receive restricted stock that may be subject to holding period requirements. Companies seeking private placement investments tend to be in earlier stages of development and have not yet been fully tested in the public marketplace. Investing in private placements requires a tolerance for high-risk, low-liquidity, and a long-term commitment. Investors must be able to afford to lose their entire investment. Such investment products are not FDIC insured, may lose value, and have no bank guarantee. Before investing, investors should carefully review the risk factor disclosure that will be included in the definitive documentation for this Offering.

Governing Law; Jurisdiction:

In accordance with the laws of the state of Delaware. The jurisdiction for any disputes arising out of the Bonds, or related transaction, shall be adjudicated in federal and state courts located in Dade County, Florida.

Forward-Looking Statements:

This Term Sheet contains certain forward-looking statements regarding management's plans and objectives for future operations including plans and objectives relating to planned acquisitions and future economic performance. The forward-looking statements and associated risks include or relate to, among other things, (a) projected sales and profitability, (b) growth strategies, (c) anticipated trends in our industry, (d) ability to obtain and retain sufficient capital for future operations, and (e) anticipated needs for working capital. Actual events or results may differ materially from those discussed in forward-looking statements contained herein. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Term Sheet will, in fact, occur.

Disclaimer:

This Term Sheet states the general intentions of the Issuer and potential Investors regarding certain material conditions and assumptions of the offering. This Term Sheet is not a legally binding agreement or a commitment on the part of any person or entity to invest in the Company. No offer to sell or solicitation of an offer to buy a security is made hereby. Any such offer or solicitation shall be made only by a mutually acceptable purchase agreement. Potential Investors agree they will keep all information received under this Term Sheet confidential, will not use any portion of the information and data provided to such party by the Issuer for any purpose other than the consummation of the transaction contemplated by this Term Sheet. Readers of this Term Sheet are cautioned that certain valuations, estimates, projections and other financial metrics referred to herein have not been audited and have not been prepared or presented in accordance with U.S. generally accepted accounting principles. Management provides no assurance that the potential acquisitions discussed herein will be consummated and/or closed, nor does management provide any assurance regarding certain financial projections contained herein. Please see disclaimers above and below.

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