

VENDRA INTELLIGENT SYSTEMS, INC.

Intelligent Systems for Regulated Commerce

Business Plan | February 2026 | Confidential

VCAS™ : Verified Custody & Access System

Seed Round: \$350K SAFE | \$5M Valuation Cap | 20% Discount

Jan Carlos Byl, CEO

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Delaware C-Corporation

| *The wall enforces custody. The software enforces law. The phone becomes the key.*

1. EXECUTIVE SUMMARY

Vendra Intelligent Systems, Inc. is building the compliance infrastructure layer for automated regulated retail. The core product, VCAS™ (Verified Custody & Access System), binds identity verification, physical access, and immutable custody logging into a single hardware-enforced system.

Think of it as Pyxis for retail. Just as hospitals use BD Pyxis systems to manage controlled substances with identity verification and custody tracking, VCAS brings this proven, DEA-trusted model to consumer retail—starting with cannabis, then expanding to alcohol and pharmaceuticals.

The phone is the key. All biometric verification happens on the customer's device (Face ID / Touch ID). VCAS hardware validates the cryptographically signed authorization. No cameras, no custom biometric hardware, no biometric data stored on our servers. If identity, permissions, and custody aren't valid, nothing opens.

VendraIS is a technology infrastructure company. Revenue comes from hardware sales, SaaS subscriptions, per-transaction fees, and brand licensing. Operators can deploy VCAS under their own brand or license one of three purpose-built consumer brands—HERB N' GO™, The Bodega™, and Kush N' Karry™—each targeting a distinct market segment.

Key Highlights

- **Raising:** \$350K via SAFE note at \$5M valuation cap with 20% discount
- **Beachhead:** U.S. cannabis retail (\$30B+), starting in the DMV corridor (DC, Maryland, Virginia)
- **Anchor targets:** Licensed DMV corridor operators targeted for first deployments
- **Virginia catalyst:** 350 retail licenses open July 2026; adult-use sales begin January 2027
- **Schedule III catalyst:** DEA rescheduling will mandate custody chain requirements—exactly what VCAS provides
- **Vertical expansion:** Cannabis → alcohol retail → pharmacy (the \$500B+ prize)
- **Operator economics:** 60–70% labor reduction, 40–60% space reduction, 2–3x throughput; \$400K+ annual savings per location
- **Technology model:** Hardware + SaaS + transaction fees + brand licensing. No franchise overhead.
- **Team:** Operator-founded; CEO built and ran 19 regulated locations across 8 jurisdictions; MD led national training for a public MSO

2. COMPANY OVERVIEW

Mission

To make regulated retail as fast, private, and compliant as modern technology allows—by building the infrastructure that binds verified identity, physical access, and immutable custody records into a single enforcement layer.

Company Details

Detail	Description
Legal Name	Vendra Intelligent Systems, Inc.
Trade Names	VendraIS™ VCAS™ HERB N' GO™ The Bodega™ Kush N' Karry™
Entity Type	C-Corporation (Delaware)
Headquarters	Washington, DC Metropolitan Area
R&D	San Juan, Puerto Rico (Act 60)
CEO	Jan Carlos Byl
Managing Director	Jenny Wyne
Website	www.vendrais.com www.herbngo.com
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Product Suite

- **VCAS™ (Verified Custody & Access System):** Hardware and cloud platform. Secure smart lockers with per-compartment electronic locks, QR/NFC access, door entry control, immutable chain-of-custody logging, and compliance reporting.
- **VendraIS™ Software Platform:** Cloud backend: identity & access management, custody chain logging, hardware control, POS integration, compliance reporting, AI recommendation engine, and analytics.
- **Brand Licensing Portfolio:** Three consumer-facing retail brands—HERB N' GO™, The Bodega™, Kush N' Karry™—available for licensing by operators deploying VCAS.

3. THE PROBLEM

For Operators: Broken Economics

Margin Killer	Impact	Industry Avg.
Labor	20-30% of revenue	8-12 employees; \$450K+/yr
Rent	\$50-150/sq ft	2,000-5,000 sq ft required
Transaction Time	8-15 min per customer	Caps throughput at 50-80/day

The result: thin margins, high overhead, and no path to profitability at scale. This is not unique to cannabis—alcohol retailers and pharmacies face identical structural constraints.

For Customers: A Broken Experience

Pain Point	Current Reality	What Customers Want
Wait Times	15-45 minutes average	In and out in 2 minutes
No Memory	"What did I order last time?"	Order history at fingertips
Inconsistent Service	Different person every visit	Personalized recommendations
Privacy	Standing at counter, being watched	Private, self-directed

For Compliance: Paper Doesn't Scale

Current compliance relies on paper logs, manual processes, and employee-dependent checking. As cannabis moves toward Schedule III, the industry faces a compliance cliff: mandatory chain-of-custody documentation, identity verification at every handoff, and audit trails that survive federal scrutiny. Manual processes cannot meet this standard. The same gap exists in alcohol and pharmaceutical retail.

4. THE SOLUTION: VCAS™

Core Principle

The phone is the key. All identity verification happens on the customer’s device using Face ID/Touch ID. VCAS hardware validates the cryptographically signed authorization. No cameras, no custom biometric hardware, no biometric data stored on our servers.

VCAS is not a convenience layer—it is an enforcement layer. If identity, permissions, and custody aren’t valid, nothing opens. Nothing transfers without custody. Nothing happens without a record.

How It Works: 60 Seconds, Not 60 Minutes

Step	Action	Time
1. Verify	Download app, submit ID + selfie, enroll Face ID	5 min (once)
2. Order	Browse menu, AI Budtender assists, pay in app	At home
3. Enter	Arrive → Face ID → signed token → door unlocks	5 sec
4. Pickup	Walk to locker → Face ID → locker opens → grab order	15 sec
5. Done	Custody logged, receipt generated, audit complete	10 sec

Total time in store: 60–90 seconds. Zero staff interaction required.

System Architecture

- **Layer 1 — Customer App:** Mobile app handling identity verification, ordering, AI recommendations, payment, access token generation, and pickup. Available as branded (HERB N’ GO, etc.), white-label, or hybrid.
- **Layer 2 — VCAS Hardware:** Modified commercial locker system (24–48 compartments), QR/NFC scanners, dual-sided access, LED indicators, touchscreen, environmental monitoring. No cameras or biometric sensors on hardware.
- **Layer 3 — VendraIS Cloud:** Identity & access management, custody chain, hardware control, POS integration, compliance reporting, AI recommendation engine, and analytics dashboard.

Phone Biometrics vs. Custom Hardware

Factor	Phone Biometrics (VCAS)	Custom Hardware
User Trust	Already used 100x/day	New, unfamiliar
Privacy	Data on device only (secure enclave)	Stored externally
Certification	Apple/Google certified	Must self-certify
Cost	\$0 (customer’s phone)	\$5–15K per unit
Maintenance	None for operator	Ongoing

5. BRAND LICENSING PORTFOLIO

VendraIS offers operators the option to license purpose-built consumer brands alongside VCAS technology. This is a licensing model, not a franchise—operators pay a brand licensing fee and ongoing technology fee, with no FDD requirements, no franchise registrations, and no complex legal overhead.

Brand	Positioning	Target Market	Tagline
HERB N' GO™	Premium QuickServ	Upscale urban	Fast In, Fast Out
The Budega™	Neighborhood dispensary	Urban, culture-forward	Your neighborhood dispensary
Kush N' Karry™	Value grab-and-go	Suburban, mass market	In and out. Simple as that.

Licensing Options

- **VCAS Technology Only:** Operator's own brand on VCAS infrastructure. SaaS + hardware. Simplest deployment.
- **Brand License + VCAS:** Operator licenses a VendraIS brand and deploys on VCAS. Includes brand assets, app skin, SOPs, marketing materials. License fee: \$25K-\$50K + \$1,500-\$2,500/month brand fee on top of technology fees.
- **Hybrid ("Powered by"):** Operator's own brand with VendraIS co-branding. Full technology access. Mid-tier pricing.

6. VERTICAL EXPANSION ROADMAP

VCAS is not a cannabis product. It is custody infrastructure for any regulated product category where identity verification and chain-of-custody are required. Cannabis is the beachhead; the technology is built for broader application.

Phase 1: Cannabis Retail (2026-2028)

Starting in the DMV corridor (DC, Maryland, Virginia). Cannabis operators face the most acute pain: high labor costs, manual compliance, and impending Schedule III requirements. Virginia’s 350 new retail licenses (July 2026) create an immediate land grab opportunity.

Phase 2: Alcohol Retail (2028-2029)

Age-restricted retail with \$200B+ in U.S. annual sales. Alcohol retailers face the same identity verification requirements, labor costs, and theft concerns. VCAS applies directly: verify age → authorize access → log custody → audit trail. Liquor stores, convenience stores, and event venues are natural fits.

Phase 3: Pharmacy (2029+)

The \$500B+ prize. Pharmacy pickup is already moving toward automation. Current systems lack the custody chain enforcement that VCAS provides. With Schedule III cannabis potentially normalizing DEA-grade custody requirements in retail settings, VCAS becomes the bridge between hospital-grade Pyxis systems and consumer pharmacy pickup. This is the long-term strategic endgame.

Vertical	TAM	Timeline	VCAS Fit
Cannabis	\$30B+	2026-2028	Identity + custody + compliance
Alcohol	\$200B+	2028-2029	Age verification + custody
Pharmacy	\$500B+	2029+	Prescription pickup automation
Industrial/Secure	\$50B+	2030+	Secure parts, tool mgmt

7. OPERATOR ECONOMICS

Metric	Traditional	With VCAS	Savings
Labor	8-12 staff (\$450K/yr)	3-4 staff (\$135K/yr)	60-70% reduction
Space	2,000-5,000 sq ft (\$225K/yr)	800-1,500 sq ft (\$90K/yr)	40-60% reduction
Throughput	50-80 customers/day	150-250 customers/day	2-3x increase

Annual savings: \$400K+ per location. Margin improvement: 15-25 percentage points.

Staffing Model

Role	Count	Function
Floor Greeter	1	Customer assistance, troubleshooting
Back of House	1-2	Loading lockers, inventory management
Tech Support	1	Remote/roving across multiple locations

No security guard. No budtenders. No dedicated cashier.

8. BUSINESS MODEL & REVENUE

Revenue Streams

Stream	Description	Pricing
Hardware + Install	VCAS locker unit, door access, installation	\$35,000-\$45,000
SaaS Subscription	Monthly platform fee per location	\$3,000-\$6,000/mo
Transaction Fee	Per-pickup locker transaction	\$0.50-\$1.00
Brand License Fee	One-time brand licensing	\$25,000-\$50,000
Brand Royalty	Ongoing monthly brand licensing fee	\$1,500-\$2,500/mo
White-Label Setup	Custom branding, app store listing	\$5,000-\$15,000
Premium Support	24/7 priority support	\$500-\$1,000/mo

Unit Economics

Metric	Value
Hardware Gross Margin	37-60% (improves with volume)
SaaS Gross Margin	75-80%
Blended Gross Margin (Year 3+)	85%+
CAC	~\$15,000
Payback Period	3-4 months
Churn (projected)	<5% (hardware lock-in + data dependency)

9. GO-TO-MARKET STRATEGY

DMV Beachhead

The Washington DC / Maryland / Virginia corridor is the ideal launch market. DC has licensed medical operators competing against 100+ unregulated shops. Maryland has a mature adult-use market with margin compression. Virginia opens 350 new licenses in July 2026 with adult-use sales starting January 2027.

Anchor Strategy: Licensed DC Operators

Washington, DC’s licensed medical operators are competing against 100+ unregulated Initiative 71 shops. These operators need the efficiency and compliance advantages VCAS provides. A successful DC deployment becomes the proof point for the entire DMV market and beyond.

Go-to-Market Phases

Phase	Timeline	Focus
1. DMV Pilot	Q4 2026-Q2 2027	1-3 locations; licensed DC operator anchor; prove economics
2. VA Launch	Jan 2027	350 licenses; VCAS in license applications; scale deployments
3. Regional Scale	2027-28	MD, NJ, PA expansion; 20-30 locations; brand licensing live
4. Alcohol Entry	2028-29	First alcohol retail deployments; age verification focus
5. Pharmacy	2029+	Prescription pickup automation; DEA-grade custody

10. FINANCIAL PROJECTIONS

Technology revenue model: hardware sales + SaaS subscriptions + transaction fees + setup/licensing fees. No franchise fees or franchise royalties.

	Year 1	Year 2	Year 3	Year 4	Year 5
Locations (EOY)	2	10	27	52	80
Revenue	\$143K	\$881K	\$2.8M	\$5.7M	\$9.7M
Gross Margin	57%	76%	85%	90%	93%
EBITDA	(\$86K)	(\$19K)	\$1.1M	\$3.4M	\$6.9M
EBITDA Margin	-60%	-2%	40%	60%	71%
ARR (EOY)	\$95K	\$750K	\$2.4M	\$5.2M	\$8.7M

Capital Requirements

Round	Amount & Timing
Seed (Current)	\$350K SAFE — H1 2026
Bridge (Projected)	\$200K — Q2-Q3 2027 (if needed)
Series A	\$2M — Q4 2027-Q1 2028 (with pilot data + VA traction)

11. AUTOMATION ROADMAP

Phase	Timeline	Capability
1. VCAS Lockers	2026	Staff loads, customer picks up via phone biometric
2. Compliant Vending	2028	Machine assembles up to 6 items, zero staff for assembly
3. Robotic Fulfillment	2029+	Lights-out backend; VCAS = sole human handoff layer

The endgame: Customer orders → Robot fulfills → VCAS transfers custody → Customer verified → Done. No humans in the loop. 100% compliant. 24/7 operation.

12. THE SCHEDULE III CATALYST

HHS recommended rescheduling cannabis from Schedule I to Schedule III in August 2023. DEA rulemaking is in progress, with implementation expected 2026–2027. This transforms VCAS from useful to necessary.

Requirement	Current State	With Schedule III
Chain of custody	Optional / paper-based	Mandatory, DEA-level
Identity verification	Varies by state	Required at every handoff
Audit trails	Basic	DEA-grade, immutable
Secure storage	Recommended	Required with access controls

Schedule III doesn't just help us—it makes us necessary. And once DEA-grade custody becomes normalized in cannabis retail, it creates the regulatory pathway for alcohol and pharmacy deployment.

13. COMPETITIVE LANDSCAPE

- **Cannabis Kiosks/Vending:** Limited to ~5 vending-legal states. No custody chain. No identity verification beyond ID check. We work in all 27 adult-use states because we're access control, not vending.
- **POS/Software (Dutchie, Flowhub, Treez):** Potential partners, not competitors. They handle order management; we handle custody enforcement. We integrate with them.
- **Hospital Pyxis (BD):** Backend only. No consumer-facing deployment. Different market. We're Pyxis for the front of house. Also a potential acquirer.

Our Moat

- Operator expertise—20 years building exactly what we're automating
- Regulatory positioning—access control model works everywhere, vending does not
- Full-stack: hardware + software + compliance + brand licensing portfolio
- First-mover in custody infrastructure. Multi-brand creates 4x market coverage.
- Vertical expansion path—cannabis proves the platform; alcohol and pharmacy scale it

14. TEAM

Jan Carlos Byl — CEO

20+ years building and operating regulated infrastructure across the Americas—GMP-grade biotech campuses, ISO-compliant analytical laboratories, large-scale manufacturing platforms, and multi-site retail networks. 17 operational licenses across 8 U.S. jurisdictions. 30+ facility buildouts (\$5M–\$55M). Most recently COO of a fully integrated biotech platform in Puerto Rico (19 locations, \$2M+ infrastructure modernization, cGMP certification). Previously founded and exited a regulated manufacturing venture in Nevada. PMP, Lean Six Sigma Black Belt, GMP, OSHA 30.

Jenny Wyne — Managing Director

18+ years scaling retail/hospitality. National Director of Training at Ascend Wellness Holdings (3 to 11 stores in 5 months). VP Retail Operations at Mission Dispensaries (140%+ YOY transaction growth). First Area Leader at Sweetgreen (27 stores, 6 states).

Joy Langley — Director, Regulatory Affairs

15+ years federal regulatory strategy. U.S. Senate Legislative Assistant. Federal negotiator, Dept. of Education. U.S. Intelligence Community liaison. Campaign experience in 49 states. Cornell graduate.

CTO — TBD

Hiring technical co-founder or fractional CTO: hardware/software integration, access control systems, biometric authentication, regulated platforms. Final candidate conversations in progress.

15. TRACTION

Milestone	Status
Pilot Partner	✓ LOI signed with licensed Virginia operator
DMV Target	✓ Licensed DC operators in active discussions
Regulatory	✓ Pre-submission meetings with VA Cannabis Control Authority
Customer Discovery	✓ 40+ operator interviews; pain + willingness to pay confirmed
Hardware Vendors	✓ Agreements in place
Core Team	✓ Assembled; CTO hire in progress (TBD)
Brand IP	✓ Domains secured: herbngo.com, thebudega.com, kushnkarry.com

16. MILESTONES & ROADMAP

Timeline	Milestone
Q1-Q2 2026	Close seed round; CTO hire; hardware/software development begins
Q3 2026	POS integration (Treez); hardware prototype; pilot partner engagement
Q4 2026	DMV pilot deployed; soft launch; first custody events logged
Q1-Q2 2027	Full operation; 1,000+ transactions; 2-3 additional operator commitments
Jan 2027	VA adult-use live. VCAS proven and operational. Brand licensing begins.
Q3-Q4 2027	Series A at 3-5x step-up; regional expansion; 10+ locations contracted
2028	20-30 locations; alcohol vertical entry; compliant vending phase begins
2029+	50+ locations; pharmacy vertical; robotic fulfillment; national scale

17. INVESTMENT OPPORTUNITY

Terms

Term	Detail
Instrument	SAFE (YC Standard)
Amount	\$350,000
Valuation Cap	\$5,000,000
Discount	20%
Minimum Check	\$10,000
Pro-Rata Rights	Yes, at \$50K+

Use of Funds

Category	Allocation
Hardware prototype + integration	\$100,000-\$150,000
Software + app + platform	\$80,000-\$120,000
DMV pilot deployment + sales	\$40,000-\$60,000
Brand IP + licensing infrastructure	\$20,000-\$30,000
Operations + reserve	\$40,000-\$60,000
Total	\$350,000

This funds a working system in market—not a concept.

Why Invest Now

- **Virginia:** 350 licenses opening July 2026. Operators choosing technology partners now.
- **Schedule III:** DEA custody requirements imminent. First-mover advantage is real.
- **DMV anchor:** DC pilot deployment proves the model in a live, competitive market.
- **Vertical optionality:** Cannabis proves the platform; alcohol and pharmacy scale the TAM 20x.
- **Team:** Operators building the tool operators need. 20 years of domain expertise.

18. RISK FACTORS

Risk	Mitigation
Schedule III delayed	VCAS works under current state frameworks; Schedule III is upside, not dependency
VA timeline slips	MD and DC are active markets; DMV strategy hedges timing risk
Slow operator adoption	Revenue-share pilot model + multiple brand/pricing options reduce friction
State rejects model	Pre-engaged with VA regulators; access control model works in all states
MSO builds in-house	20yr operator expertise + multi-vertical roadmap + speed to market
Hardware execution	Modified commercial lockers; multiple vendors; modular design
Key person risk	Core team assembled and committed; CTO hire in progress; Joy for regulatory

19. CONCLUSION

VendraIS is building the custody infrastructure that makes automated regulated retail legally possible. Starting with cannabis in the DMV corridor, expanding to alcohol and pharmacy nationally.

The technology is vertical-agnostic. The regulatory tailwinds are accelerating. The team has 20 years of operating experience in the exact environments we’re automating.

\$350K buys a working system in market by Q4 2026. Pilot data positions a Series A at 3-5x by Q3-Q4 2027. The long-term prize—custody infrastructure for every regulated retail category—is a \$50B+ market opportunity.

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