



Massachusetts Cannabis Control Commission

Marijuana Microbusiness

General Information:

License Number: MB281496
Original Issued Date: 02/03/2021
Issued Date: 12/11/2025
Expiration Date: 12/11/2026

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Florent Labs, LLC

Phone Number: 401-864-9112
Email Address: alexmwharton@gmail.com

Business Address 1: 660 Douglas Street
Business City: Uxbridge
Business State: MA
Business Zip Code: 01569
Business Address 2: Suite 100
Mailing Address 1: 660 Douglas Street
Mailing City: Uxbridge
Mailing State: MA
Mailing Zip Code: 01569
Mailing Address 2: Suite 100

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 32.5
Percentage Of Control: 32.5
Role: Board Member
Other Role: Member of LLC

First Name: Colby	Last Name: Watkins	Suffix:
Gender: Decline to Answer	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 32.5	Percentage Of Control: 32.5	
Role: Board Member	Other Role: Member of LLC	
First Name: Ryan	Last Name: McFarland	Suffix:
Gender:	User Defined Gender:	
What is this person's race or ethnicity?:		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 10	Percentage Of Control: 10	
Role: Board Member	Other Role: Member of LLC	
First Name: Nathaniel	Last Name: MacLaughlin	Suffix:
Gender:	User Defined Gender:	
What is this person's race or ethnicity?:		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 25	Percentage Of Control: 25	
Role: Board Member	Other Role: Member of LLC	
First Name: Alex	Last Name: Wharton	Suffix:
Gender:	User Defined Gender:	
What is this person's race or ethnicity?:		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Florent Labs, LLC	Entity DBA:	DBA City:
Entity Description: Licensed operator		
Foreign Subsidiary Narrative:		
Entity Phone: 754-366-2991	Entity Email: ryanthementor@gmail.com	Entity Website:
Entity Address 1: 660 Douglass St.		Entity Address 2: Ste. 100
Entity City: Uxbridge	Entity State: MA	Entity Zip Code: 01569
Entity Mailing Address 1:		Entity Mailing Address 2:
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description:		

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

Date generated: 06/01/2026

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Cultivation Environment: Indoor

Establishment Activities: Both Cultivating and
Manufacturing

Establishment Address 1: 660 Douglas Street

Establishment Address 2: Suite 100

Establishment City: Uxbridge

Establishment Zip Code: 01569

Approximate square footage of the Establishment: How many abutters does this property have?:

Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant.pdf	pdf	68e8f8005c55e822b042d053	10/10/2025
Executed HCA	HCA Deep Roots (10.20.25).pdf	pdf	68ff8fc21cb95ddffb7923f9	10/27/2025

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$

POSITIVE IMPACT PLAN

Positive Impact Plan:

Document Category	Document Name	Type	ID	Upload Date
Other	Deep Roots-C3RN Microbiz PIP Letter (1).pdf	pdf	5e1e0abcd74bf6532ea036cb	01/14/2020
Plan for Positive Impact	Deep Roots Inc.-Positive Impact Plan (1).pdf	pdf	5e1e0ac2fab70557127f2b50	01/14/2020
Other	LTR Explaining Plan for Positive Impact.pdf	pdf	6841cd256cf3645b620b340a	06/05/2025

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Board Member

Other Role: Member of LLC

First Name: Colby

Last Name: Watkins Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Board Member Other Role: Member of LLC

First Name: Ryan Last Name: McFarland Suffix:

RMD Association:

Background Question:

Individual Background Information 3

Role: Board Member Other Role: Member of LLC

First Name: Nathaniel Last Name: Maclaughlin Suffix:

RMD Association:

Background Question:

Individual Background Information 4

Role: Board Member Other Role: Member of LLC

First Name: Alex Last Name: Wharton Suffix:

RMD Association:

Background Question:

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Licensee

Entity Legal Name: Florent Labs, LLC Entity DBA:

Entity Description:

Phone: 754-366-2991 Email:

Primary Business Address 1: 660 Douglas Street Primary Business Address 2: Suite 100

Primary Business City: Uxbridge Primary Business State: MA Principal Business Zip Code: 01569

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Deep Roots - Articles of Organization.pdf	pdf	5ca7928beadf341230f6d123	04/05/2019
Bylaws	Deep Roots, Inc. - Corporate By-Laws.pdf	pdf	5ca79bdb2724e81b52560ceb	04/05/2019
Secretary of Commonwealth - Certificate of Good Standing	SEC Good Standing.pdf	pdf	5ca7b2531e71bd1262330d95	04/05/2019
Department of Revenue - Certificate of Good standing	DOR Good Standing.pdf	pdf	5e016879bb37d053183dea13	12/23/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Deep Roots Dept UA Affidavit-Signed.pdf	pdf	68c172536248b2e3247cd314	09/10/2025
Secretary of Commonwealth - Certificate of Good Standing	2025.09.09_Deep Roots SOS Certificate Good Standing.pdf	pdf	68c172776248b2e3247cd34c	09/10/2025
Department of Revenue - Certificate of	Deep Roots, Inc. DOR COG.pdf	pdf	68ffadb7d4224865b05f8087	10/27/2025

Good standing

Massachusetts Business Identification Number: 001331523

Doing-Business-As Name: Deep Roots, Inc.

DBA Registration City: Stoughton

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Deep Roots, Inc - Canopus PKG Quote Proposal 4.3.19.pdf	pdf	5ca79c5f635d511b3475546e	04/05/2019
Business Plan	Deep Roots Business Plan Executive Summary.pdf	pdf	61a7cc8241b5d33bb46c4a55	12/01/2021
Capitalization Table	Capitalization Table of Deep Roots, Inc..pdf	pdf	68e8f51d366765b777c16178	10/10/2025
Proposed Timeline	Timeline for Achieving Operations.pdf	pdf	68e8faa45c55e822b042d389	10/10/2025
Operating Agreement or Articles of Incorporation	Bylaws Deep Roots.pdf	pdf	68e9050a366765b777c177f0	10/10/2025
Operating Agreement or Articles of Incorporation	Deep Roots Articles of Organization.pdf	pdf	68e905565c55e822b042e75e	10/10/2025

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Diversity plan	Diversity Plan 3.4.20.pdf	pdf	5e601ca75a27c34431d18773	03/04/2020
Maintaining of financial records	Maintenance of Financial Records .pdf	pdf	61a7cdd0e815a03cd940bbf1	12/01/2021
Production methods	Manufacturing-Production Methods.pdf	pdf	61a7cdd3c635a33bc369fe9b	12/01/2021
Sample of unique identifying marks for branding	Branding .pdf	pdf	61a7cdd5e88e123ce0cda95e	12/01/2021
Policies and procedures for cultivating	Cultivation Policies and Procedures.pdf	pdf	61a7cdd71110b83cebb0bd10	12/01/2021
Inventory procedures	Inventory Procedures .pdf	pdf	61a7cdd9c0c9733bce1f4122	12/01/2021
Prevention of diversion	Prevention of Diversion.pdf	pdf	61a7ce36e815a03cd940bbf5	12/01/2021
Quality control and testing	QC & Testing, Waste Disposal and Recall Procedures.pdf	pdf	61a7ce38c635a33bc369fe9f	12/01/2021
Qualifications and training	Qualifications and Training .pdf	pdf	61a7ce39e88e123ce0cda962	12/01/2021
Personnel policies including background checks	Personnel Policies.pdf	pdf	61a7ce3c1110b83cebb0bd14	12/01/2021
Security plan	Security Plan .pdf	pdf	61a7ce7cdcf4063badc31c99	12/01/2021
Storage of marijuana	Storage of Marijuana .pdf	pdf	61a7ce7ee815a03cd940bbfa	12/01/2021
Record Keeping procedures	Record Keeping Procedures.pdf	pdf	61a7ce7fc635a33bc369fea3	12/01/2021
Restricting Access to age 21 and	Restricting Access to Age 21 Plus and	pdf	61a7ce81e88e123ce0cda968	12/01/2021

older	Older .pdf			
Types of products	Types of Products.pdf	pdf	61a7ceab41b5d33bb46c4a5f	12/01/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	61a7cead1110b83cebb0bd1c	12/01/2021
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	68e8fcae366765b777c1689c	10/10/2025

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.: I Agree

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

I certify that all information contained within this renewal application is complete and true.: I Agree

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN - PRE FEBRUARY 27, 2024

Progress or Success Goal 1

Description of Progress or Success: Deep Roots continues to maintain contact with Seven Hills, although due to the concerns surrounding COVID, we plan to begin in spring (2022) when it should be safer for participants from these communities. Deep Roots did not intend to wait until we were fully licensed and operational to begin their positive impact project; however, due to Covid-19, we have been unable to work with these communities. We are hopeful that it will be safe in the Spring of 2022 to work with these communities.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Goal 1: 10% of staffing needs from minorities, women, veterans, people with disabilities, and LGBTQ+. - Progress toward Goal: 33 % of the current staff are women.

Goal 2: 10% of contracted partners will be listed in the Commonwealth of MA Directory of Certified Businesses as being a Minority Business Enterprise, a Lesbian Gay Bisexual Transgender Enterprise, a Service-Disabled Veteran-Owned Business Enterprise, or a Disability-Owned Business Enterprise, with particular consideration given to businesses classified as Disadvantaged Business Enterprises. - Progress has been slow as funding has not been available, although of the current service partners 100% are certified women-owned.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Name of Item: N/A

Item Type: Flower

Item Description: Deep Roots, Inc. is not yet operational, and has yet to produce any products.

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours

Deep Roots, Inc.

Plan to Remain Compliant

Deep Roots, Inc. Marijuana Microbusiness' complies in all aspects with Uxbridge's Zoning Bylaw section 400-23. No additional local permits are required beyond the awarded HCA. The location is appropriately zoned and not within seven hundred fifty feet of the nearest school providing education for grades K-12.

Deep Roots shall keep up with any changes to municipal bylaws or other rules and comply with them at all times. Deep Roots shall work with any municipal agencies that wish to inspect or otherwise monitor Deep Roots' marijuana establishment, and comply with all such requirements.

LAW OFFICES OF KATHERINE J BIERWAS

KATHERINE J. BIERWAS, ESQ.*
KATHERINEBIERWAS@BIERWASLAW.COM

DEREK DUBIN, COMPLIANCE MANAGER
DEREKDUBIN@BIERWASLAW.COM

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KEVIN J. FISCHER, PROJECT MANAGER
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AMY BODNAR, PARALEGAL
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CHRISTINE OSIMO, LEGAL ASSISTANT
CHRISTINE@BIERWASLAW.COM

11/29/21

VIA PRIORITY MAIL

Town of Uxbridge
21 South Main St.
Uxbridge, MA 01569

RE: Deep Roots, Inc.
HOST COMMUNITY AGREEMENT

Dear Mr. Sette,

Deep Roots, Inc (“DR”) is renewing its provisional license granted by the Cannabis Control Commission (“the Commission”) for its production facility at 420 West St. Uxbridge, MA 01569. Both M.G.L. c 94G, § 3(d) and the Commission’s regulations anticipate the collection and publication of additional information on the costs imposed by the operation of Marijuana Establishment (“ME”) in a host community. Section 3(d) provides:

Any cost to a city or town imposed by the operation of an [ME] shall be documented and considered a public record as defined by clause Twenty-six of section 7 of chapter 4.

The associated regulations provide:

An [ME] shall submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city’s or town’s anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3 (d), any cost to a city or town imposed by the

operation of a [ME] shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl.26.

935 CMR 500.103.

Please provide documentation as to the actual costs and expenses experienced by Uxbridge as a result of [COMPANY] presence in your community, to my email katherinebierwas@bierwaslaw.com or my fax 888-607-6778 or to my MA address below.

Thank you in advance for your cooperation; do not hesitate to get in touch with me on my cell phone, 413-441-2775, if you have any questions.

Very truly yours,

Katherine J Bierwas, Esq.

KJB:CA

cc: Deep Roots, Inc.

**DEEP ROOTS INC.
POSITIVE IMPACT PLAN**

Goals: Provide financial support to Cannabis Community Care and Research Network and because it is an entity that offers support, education and/or job training to Massachusetts residents disproportionately impacted by the War on Drugs. The amounts of these donations will depend on the financial growth and profitability of the company. As sales and profits increase, Deep Roots Inc. (“Deep Roots”) will revisit its program donation goals to consider more generous donations as business allows.

Goal: Donate a total of \$10,000.00 annually to the organization as more particularly described below.

Program: The donations to be made to the following organization is intended to benefit its ability to develop skills for Economic Empowerment Priority Applicants and Social Equity Training Program participants through mentoring, educational and informational events with cannabis industry networking opportunities, and to provide financial support to allow it to continue educating adult-use cannabis consumers in Massachusetts:

1. Cannabis Community Care and Research Network (\$10,000.00 annual donation)

Measurement and Accountability: At the end of each year, Deep Roots will conduct an analysis and create a report on the amounts and percentages of donations and other financial support that the company has given to the programs outlined above. Deep Roots will continue to assess the viability and impact of financial donations made, and annually review donation goals amounts.

Deep Roots acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken, or programs instituted by Deep Roots, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

Deep Roots expressly understands that the progress or success of this plan will be required to be demonstrated upon each annual license renewal period in conformity with 935 CMR 500.101(1) and (2).



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Special Filing Instructions

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001331523

ARTICLE I

The exact name of the corporation is:

DEEP ROOTS, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	100,000	\$0.00	100,000
PNP	\$0.00000	100,000	\$0.00	100,000

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF EACH CLASS OF SHARES ARE AS FOLLOWS: THE COMMON STOCK OF DEEP ROOTS, INC. (THE "COMPANY") SHALL BE THE ONLY CLASS OF STOCK THAT CARRIES VOTING RIGHTS. THE RIGHTS TO PROPORTIONALLY RECEIVE AND SHARE DIVIDENDS SHALL BE EQUIVALENT IN ALL WAYS FOR COMMON AND PREFERRED STOCK. DIVIDENDS SHALL BE PAYABLE TO THE HOLDERS OF COMMON AND PREFERRED STOCK IN PROPORTION TO THEIR TOTAL HOLDINGS OF COMMON AND PREFERRED STOCK RELATIVE TO THE TOTAL NUMBER OF COMMON AND PREFERRED STOCK

OUTSTANDING AT THE TIME THAT DIVIDENDS ARE DECLARED AT THE SOLE DIRECTION OF THE DULY ELECTED BOARD OF DIRECTORS. STOCKHOLDERS OF DEEP ROOTS, INC. PREFERRED SHARES SHALL HAVE THE RIGHT OF FIRST REFUSAL IN RELATION TO ANY OFFER OF PREFERRED STOCK MADE BY THE FIRM THAT WOULD "DILUTE" THE STOCKHOLDERS PROPORTIONATE OWNERSHIP IN THE TOTAL NUMBER OF AUTHORIZED PREFERRED SHARES AT THE TIME OF THE STOCKHOLDERS PURCHASE OF SUCH STOCK, SUBJECT TO THE FOLLOWING PROVISIONS: 1) THE STOCKHOLDER MUST REPURCHASE SUCH STOCK AT THE PRICE AND IN THE EQUIVALENT NUMBER OF SHARES REQUESTED BY THE PROSPECTIVE PURCHASER, 2) THE STOCKHOLDER MUST ADVISE THE COMPANY OF INTENT TO ACQUIRE SUCH STOCK WITHIN 14 DAYS OF NOTICE FROM THE COMPANY THAT AN OFFER TO PURCHASE SUCH DILUTING STOCK IS OUTSTANDING AND REMIT THE FULL CASH AMOUNT OF SUCH PURCHASE WITHIN 30 CALENDAR DAYS OF SUCH NOTICE, 3) IF MORE THAN ONE EXISTING STOCKHOLDER REQUESTS TO PURCHASE SUCH DILUTING STOCK ONLY THE OFFER OF THAT PARTY THAT FIRST REQUESTS IN WRITING TO DO SO SHALL BE ACCEPTED, AND; 4) THE TERM "DILUTE" SHALL NOT APPLY TO STOCK OR OPTIONS TO BUY STOCK THAT IS CONFERRED AS BONUSES OR AWARDS TO COMPANY EMPLOYEES. UPON LIQUIDATION OF THE COMPANY, PREFERRED STOCK HOLDERS SHALL HAVE THE FIRST RIGHT TO OBTAIN AVAILABLE FUNDS UP TO THE AMOUNT ORIGINALLY INVESTED IN PURCHASING THEIR SHARES OF PREFERRED STOCK LESS ANY AMOUNT OF PRINCIPAL, REPAID TO THE HOLDER, RELATED TO DEBENTURES ASSOCIATED WITH THEIR INVESTMENT IN THE PREFERRED STOCK THAT THEY HOLD. ALSO UPON THE LIQUIDATION OF THE COMPANY ANY FUNDS AVAILABLE AFTER PAYMENT OF COMPANY DEBT AND PAYMENTS TO PREFERRED STOCK HOLDERS AS STIPULATED IN THIS PARAGRAPH IMMEDIATELY ABOVE SHALL BE PAYABLE TO THE HOLDERS OF COMMON AND PREFERRED STOCK IN PROPORTION TO THEIR TOTAL HOLDINGS OF COMMON AND PREFERRED STOCK RELATIVE TO THE TOTAL NUMBER OF COMMON AND PREFERRED STOCK OUTSTANDING.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ANY AND ALL SALES OR TRANSFERS OF COMMON AND/OR PREFERRED STOCK REQUIRES THE PRIOR WRITTEN APPROVAL OF THE DEEP ROOTS, INC. (THE "COMPANY") BOARD OF DIRECTORS. THE COMPANY RESERVES THE RIGHT OF FIRST REFUSAL TO RE-ACQUIRE, AS DETERMINED BY ITS BOARD OF DIRECTORS, COMMON AND/OR PREFERRED STOCK AT THE PRICE OFFERED BY ANY EXISTING STOCKHOLDER TO ANY OTHER PARTY INTERESTED IN ACQUIRING THE STOCK. PRIOR TO ANY AND ALL SALES OF STOCK, STOCKHOLDERS OFFERING SHARES FOR SALE MUST PROVIDE THE COMPANY 60 DAYS OF WRITTEN NOTICE OF THEIR INTENT TO SELL ALONG WITH VALID, CERTIFIED AND VERIFIABLE PROOF OF THE OFFER TO BUY AT A SPECIFIED PRICE BY A SPECIFIED PERSON OR ENTITY. UPON PROVIDING WRITTEN NOTICE TO SELL, STOCKHOLDERS MUST EXPLICITLY AGREE TO ACCEPT THE COMPANY'S OFFER, IF IT SO CHOOSES, TO RE-PURCHASE THESE SHARES AT THE SPECIFIED PRICE. ANY AND ALL SALES OF STOCK THAT DO NOT COMPLY WITH THESE PROVISIONS ARE NOT AUTHORIZED AND AS SUCH ARE NULL AND VOID.

ARTICLE VI

Other lawful provisions, and if there are no provisions, this article may be left blank.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: LEGALINC CORPORATE SERVICES INC.
No. and Street: 1900 WEST PARK DRIVE
 SUITE 280B
City or Town: WESTBOROUGH State: MA Zip: 01581 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	MICHAEL GEORGE BRAIS	557 MORTON ST. STOUGHTON, MA 02072 USA
TREASURER	RAFFAELE SELLITTO	557 MORTON ST. STOUGHTON, MA 02072 USA
SECRETARY	DEBORAH SELLITTO	557 MORTON ST. STOUGHTON, MA 02072 USA
DIRECTOR	BIANCA BRAIS	557 MORTON ST. STOUGHTON, MA 02072 USA
DIRECTOR	GEORGE FREDERICK BRAIS	295 RESERVOIR AVE LINCOLN, RI 02865 USA

d. The fiscal year end (i.e., tax year) of the corporation:
May

e. A brief description of the type of business in which the corporation intends to engage:

INVESTMENTS

f. The street address (*post office boxes are not acceptable*) of the principal office of the corporation:

No. and Street: 557 MORTON ST.
City or Town: STOUGHTON State: MA Zip: 02072 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (*post office boxes are not acceptable*):

No. and Street: 557 MORTON ST.
City or Town: STOUGHTON State: MA Zip: 02072 Country: USA

which is

- ☒ its principal office
- ☐ an office of its transfer agent
- ☐ an office of its secretary/assistant secretary
- ☐ its registered office

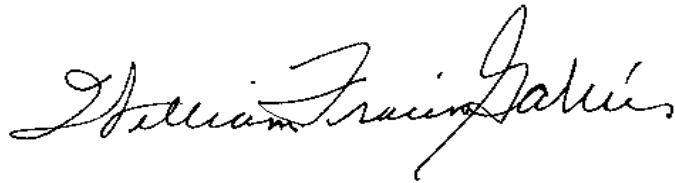
Signed this 8 Day of June, 2018 at 4:24:45 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

MICHAEL G. BRAIS

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 08, 2018 04:24 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Deep Roots, Inc.

Proposed Corporate Bylaws

PART A: GENERAL

Article 1 - OFFICES:

The principal offices of Deep Roots, Inc. (hereinafter, the "Corporation") will be fixed by the Board of Directors (the "Board"), within the state of Massachusetts as listed on the Corporation's Articles of Organization (the "Articles"). The Board may also designate other offices from time to time as required and such offices may be within or outside the state of incorporation.

Article 2 - REGISTERED AGENT:

The registered agent of the Corporation shall be as fixed in the Articles and shall not be changed **unless also amended within the Articles.**

PART B: SHAREHOLDERS

Article 3 - ANNUAL MEETING:

An annual meeting (the "Annual Meeting") of the Corporation will take place each calendar year. The purpose of the Annual Meeting will be for the registered shareholders of both the Common and Preferred Stock of the Corporation (the "Shareholders") to address any business of the Corporation as may be determined by the Corporation's Board of Directors (the "Board"). Any such business may be put to vote by the Shareholders of the Corporation's Common Stock (the "Common Stock Shareholder") at the sole discretion of the Board.

a.) **Meeting Location:** The Annual Meeting will be held at the principal office location of the Corporation unless an alternate meeting location is determined by the Board. The meeting location for the Annual Meeting shall be listed in the written notice of meeting sent to each Shareholder (the "Notice").

b.) **Meeting Date & Time:** Unless designated otherwise by the Board in the Annual Meeting Notice or unless a legal holiday, the Annual Meeting shall take place as follows:

- First Annual Meeting of the Shareholders and of the Board of Directors shall be on September 1, 2018 at 2 PM EST.
- Subsequent Annual Meetings shall be on Sept 1 at 2 PM EST.

c.) **Meeting Notice:** Notice of the Annual Meeting shall be provided to the Shareholders each year within 30 calendar days of, and not more than 60 calendar days before, the date scheduled for the meeting. Notice shall contain details about the Annual Meeting, such as date, time, and location. Such Notice shall be delivered to Shareholders as either or both: 1) emailed to the email address that the corporation has on file, and 2) Provided by letter transmitted by regular US postal mail. Notice shall be effective when

sent to Shareholders and does not need to be of confirmed delivery to be considered effective. Notice will also contain the agenda or topic items of the Annual Meeting.

d.) **Notice Waiver:** Written and executed waiver by any Common Stock Shareholder will suffice in the Notice's stead and will constitute Notice waiver. Attendance of Common Stock Shareholder at the Annual Meeting will constitute Notice waiver, unless timely objection at the start of the meeting is logged.

e.) **Proxy Attendance:** Common Stock Shareholders may attend the Annual Meeting by proxy, i.e. Common Stock Shareholder may appoint another individual to attend the meeting and vote in their stead. A Common Stock Shareholder's proxy must be appointed in writing, signed by the Shareholder. Additionally, the following conditions apply to proxy voting: The proxy statement must be provided by U.S postal mail postmarked no later than ten calendar days prior to the Annual Meeting.

f.) **Orders of Business:** The orders of business for the Annual Meeting shall be as follows:

1. Calling of the meeting to order.
2. Reading of the minutes of the last annual meeting.
3. Reports of the CEO and President/COO.
4. Management Committee Reports (if planned at the direction of the Board)
 - a. Capital Projects Committee
 - b. Finance and Budget Committee
 - c. Employment and Compensation Committee
5. Business to be discussed and put to the vote of Common Stock Shareholders
6. Scheduling of next Annual Stockholders Meeting

g.) **Quorum:** A quorum of Common Stock Shareholders for voting will be established by a majority of Common Stock Shareholder holding a total in excess 50% of the Issued Common Shares of the Corporation. If a quorum is not present, the meeting may be postponed for a later date. If a quorum is present at the beginning of a meeting, but Common Stock Shareholders subsequently leave during the meeting, business and voting may continue as though a quorum was present throughout the meeting.

h.) **Voting Trusts:** One or more Common Stock Shareholders may enter into a voting trust, as long as the document creating such a trust is signed by each Common Stock Shareholder participating in the trust. The shares of the Common Stock Shareholder(s) will be given to a voting trustee, who may then vote each share as agreed upon in writing. The voting trust document must be delivered to the Corporation at least ten calendar days before the meeting to be valid.

i.) **Vote of Shareholders:** The resolution of all matters put to vote at the discretion of the Board shall be determined by a two-thirds majority vote of shares held by the Common Stock Shareholders.

j.) **No meeting:** If no Annual Meeting is held in a calendar year, any Common Stock Shareholder or group of Common Stock Shareholders holding in total an excess of 10% of the Corporation's Issued Common Stock may submit a written request to the Board to hold an Annual Meeting. The Annual Meeting must then be held within 90 calendar days of the request. If it is not, any such Common Stock Shareholder or group thereof may then petition a court of competent jurisdiction to require the Board to hold the Annual Meeting.

Article 4 - SPECIAL MEETINGS OF SHAREHOLDERS:

Special meetings of Shareholders may be permitted along with the Annual Meeting, as required, upon the following notice: 30 calendar days. Special meetings may be called by the:

- a.) CEO of the Corporation (the "CEO");
- b.) President/COO of the Corporation (the "President");
- c.) Board of the Corporation upon duly voted resolution to do so.

The discussion within special meetings will exclusively be centered on the items listed in the notice of the special meeting.

Article 5 - MEETING TELECOMMUNICATION:

Shareholder telecommuting will be permitted for the Annual Meeting of Shareholders or for any special meetings of Shareholders, so long as the specific identity of each Shareholder attending can be verified and each Shareholder can hear, speak and otherwise participate in any activity of the meeting.

PART C: DIRECTORS

Article 6 - AUTHORITY:

The Board of Directors of the Corporation (the "Board") shall have the authority to manage the affairs of the Corporation other than those operational matters delegated to the CEO and to the President of the Corporation. Such matters managed at the discretion of the Board and subject to a vote of Board Members shall include:

- 1) Establishment and management of any and all bank accounts to be exclusively used for the operation of the business or to contain the monetary assets of the Corporation;
- 2) Sale of the Assets of the Corporation;
- 3) Merger with, or Acquisition of, any other third-party organization;
- 4) Dissolution of the Corporation;
- 5) Modification or Addition to the Business of the Corporation beyond that authorized as a "Microbusiness Establishment" by Cannabis Control Commission of the state of Massachusetts;
- 6) Issuance of the Common or Preferred Stock of the Corporation;
- 7) Issuance of Debentures of the Corporation;
- 8) Undertaking of any Loan or Obligation that is collateralized by the shares or assets of the Corporation;
- 9) Establishment of the amounts and timing of Stockholder Dividends;
- 10) Authorizing changes to Officer compensation and benefits;
- 11) Authorizing the issuance of employee monetary or stock bonuses;
- 12) Authorizing employee group benefit plans including but not limited to medical and life insurance plans.
- 13) Authorizing employment policies.
- 14) Establishment of a Budget which shall set limits for the operational or capital expenditures of the business for a specified period of time.
- 15) Addition or removal of a Director of the Board or an Officer of the Corporation;
- 16) Election and removal of the Chairman, Secretary, Treasurer of the Board;
- 17) Election and removal of the Officers of the Corporation;
- 18) Appointment or disbanding of Committees;
- 19) Amendment to the Articles of Organization of the Corporation;
- 20) Amendment to these By-Laws of the Corporation;

Article 7 - NUMBER:

The Corporation shall have up to 9 Directors. The then current number of Directors shall be established or increased or decreased by two-thirds majority vote of the Board, but no such decrease shall have the effect of shortening the term of any incumbent Director.

The maximum number of Directors may, by two-thirds majority vote of the Board, increase or decrease the number of Directors by Amendment of the Bylaws of the Corporation.

Article 8 - FOUNDING DIRECTORS:

The Founding Directors have been named in the Corporation's Articles, as originally stated and authorized at the upon the date of the Corporation's original filing of its Articles of Organization with the state of Massachusetts. A Founding Directors shall serve until he or she: 1) voluntarily retires and names a successor (the "Succeeding Director") of his/her choosing, 3) dies or is incapacitated for a period of at least 6 months and has previously recorded with the Corporation a Succeeding Director, 4) Is removed by unanimous vote by the other Founding Directors and is replaced by that Director's Succeeding Director. Any and all such Succeeding Director shall be subsequently recognized as a Founding Director.

The Founding Directors shall have the sole authority to elect, by unanimous vote, the Chairman of the Board of Directors.

Article 9 - ELECTION AND REMOVAL OF OTHER DIRECTORS:

Other Directors, that are not Founding Directors, may be nominated and elected by a two-thirds majority of the then current Directors of the Corporation.

A Director, that is not a Founding Director, will remain in office until removed: 1) by two-thirds majority of the total common stock outstanding taken at an Annual or Special Meeting of Shareholder, 2) by unanimous vote of the other Directors during a duly constituted meeting of the Board, 3) by voluntary retirement, or 4) death or incapacitation in excess of 6 months.

Article 10 - QUORUM:

A quorum of Directors shall be in excess of two-thirds of the number then current total number of Directors of the Corporation.

Article 11 - REGULAR MEETINGS:

The Board will hold at least one regular, annual meeting on the same date and at the same place as the Annual Meeting of Shareholders. The Board may also hold additional regular meetings at intervals decided upon through Board resolutions.

Article 12 - SPECIAL MEETINGS:

Special meetings of the Board may be requested by any group of two (2) or more Board members upon adequate notice, no less than the following: 30 calendar days.

Article 13 - NOTICE WAIVER

Written and executed waiver by any Director will suffice in the Notice's stead and will constitute Notice waiver. Attendance of any Director at any meeting will constitute Notice waiver.

Article 14 - MEETING TELECOMMUNICATION:

Director telecommuting will be permitted for the Annual or Special Meeting, so long as the identity of the Director can be verified and each Director can hear, speak and otherwise participate in the meeting.

Article 15 – BOARD VOTING

Voting on all matters, other than those explicitly stated in Article 8 - FOUNDING DIRECTORS herein, within the management authority of the Board and raised and seconded by any members of the Board during any duly constituted Board Meeting attended by a Quorum of Directors, shall be resolved by two-thirds majority vote of the attending Directors. If the matter voted upon cannot be resolved by two-thirds majority vote, a simple majority of attending Directors may call for a Special Meeting of Shareholders to vote upon the matter.

The disclosure of a conflict of interest for any Director shall disqualify that Director from voting upon the issue. The conflict shall not prevent the Director from qualifying as necessary for a quorum.

Article 16- ORGANIZATION AND PROCEDURE:

The Chairman of the Board, or a Director temporarily requested by the majority of attending Directors to do so, shall be authorized to: 1) establish the agenda of, schedule, notify Directors of all Board Meetings, and 2) Presiding over all Board meetings including opening the meeting, verifying attendees and the establishment of a quorum, introducing or calling an end to discussions on matters included or not included on the agenda, recognizing calls for voting, verifying voting resolutions and adjourning the meeting.

The CEO and the President and COO of the Corporation shall report on the status, prospects and special issues concerning the operations of the business.

The Treasurer of the Corporation, or a Director temporarily requested by the majority of attending Directors to do so, shall report on the monetary status of the Corporation's in relation to the previously approved Budget and other matters that have or may influence the Corporation's financial status.

The appointed spokesperson of the Management and Director Committees, temporarily or permanently assigned by the Board or Officers of the Corporation, shall report on matters relating to Capital Projects, Employment/Compensation, or other matters of special interest to the Directors. Such committees may be composed of Directors, Employees or unaffiliated Parties appointed by the Board or Officers of the Corporation and shall be appointed to address a specific purpose. Any such Committee may be disbanded for any reason and without notice by Vote of the Board.

The Secretary of the Corporation, or a Director temporarily requested by the majority of attending Directors to do so, shall be responsible to write and keep written minutes of its meetings and will permanently store such minutes as Corporate. The minutes will contain, but may contain more information as the Board deems necessary, the following: Directors present, resolution information, and Director abstentions.

Article 17 – REGISTRATION OF DISSENT

A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his/her dissent to such action shall be written and delivered within ten (10) working days of the meeting to the Secretary or person acting as Secretary to that meeting who shall append such Registration of Dissent to the minutes of that meeting.

Article 17 – RENUMERATION

No stated salary shall be paid Directors for their services except by resolution of the Board.

PART D: OFFICERS

Article 18 - OFFICER APPOINTMENTS:

The Corporation will have the following officers ("Officers"): These Officers will initially be appointed by Vote of the Board.

Article 19 - GENERAL DUTIES:

The general duties of the Officers will be as follows:

Chief Executive Officer (the "CEO") and the President and Chief Operating Officer ("the President") :

The CEO and President of the Corporation shall be two persons and shall have equal authority and responsibilities within the Corporation including: 1) to manage all operational matters including but not limited to all related monetary, contractual, employment-related transactions of the Corporation **other than those explicitly identified in PART C: DIRECTORS - Article 6 AUTHORITY**; 2) to track and supervise and assure that Board resolutions are carried out; and 3) to sign any and all Corporate documents including but not limited to the duly issued shares of the Corporation.

Treasurer:

The Treasurer shall be responsible for overseeing and managing the financial business of the Corporation, including, if applicable and deemed appropriate by Vote of the Board, the endorsement of monetary instruments and the dispensation of funds. The Treasurer shall be under the authority of the Board and shall report to the Board on the financial goings-on of the Corporation.

Secretary:

The Secretary shall be responsible for: 1) the organizational structure of the meetings of the Board, including sending notice, keeping minutes, and otherwise maintaining records; 2) the maintenance of all Corporate Documents and Filings including but not limited to the Corporation's Articles of Organization, these By-Laws and any related amendments; 3) Any and all documents that establish a monetary debt or obligation for the Corporation; 4) Any and all documents that bind the Corporation to the delivery of any service or obligation; 5) Tax records and any related documents for all past or future periods; 6) Monetary records including but not limited to account transactions from Banks; **7) Invoices or records of all transactions**; 8) Employment and Compensation records; 9) Deeds and any and all other such records that establish the proof of ownership of the firm's assets; 10) Stockholder records including the number and type of shares and the address and names of the stockholders; and 11) any other records identified, from time to time, as necessary to be maintained by the Officers of the Corporation or its Board of Directors.

Chairman:

The Chairman shall be responsible to advise the other Officers, Managers and Directors, on matters pertaining to the corporate and business strategy, operations, finances, marketing, information systems, Corporate matters and the proceedings of the Board of Directors.

The duties of the Officers may be adjusted as needed by the Board throughout the life of the Corporation.

Article 20 - TERM:

The Officers will be initially elected by Vote of the Board and will serve until a successor officer has been elected. If any of the Officers resign or are removed by vote of the Board, the Board shall have the authority to appoint a replacement interim Officer until the next election can be held.

PART E: FINANCIAL AFFAIRS**Article 22 – Stock**

The Board may Vote on and authorize additions or reductions to the number of authorized shares of Common and Preferred Stock recorded within the then current Articles of Organization of the Corporation subject to the stock restrictions provided by such Articles. Such reductions may not diminish the number of issued stock held by any existing stock holder. In the event of such additions or reductions to the number of authorized shares, the Secretary of the Corporation shall be instructed to submit an appropriate amendment to the Articles that properly and accurately reflects such change.

Certificates Common and Preferred Stock shall be issued in separate numerical order and each shareholder of such stock shall be entitled to a separate certificate of either or both shares owned by the shareholder. Certificates of both Common and Preferred Stock shall be affixed with the Corporate Seal and signed by at least two (2) Officers of the Corporation.

Transfers of stock shall be made only upon the stock transfer books of the Corporation kept at the Corporation's principal place of business.

The sale of stock shall be subject to any and all restrictions stipulated in the Corporation's Articles of Organization.

In the case of any mutilation, loss or destruction of any certificate of stock, another may be issued at the written request of the Stockholder containing verifiable proof of ownership and proof of such mutilation, loss or destruction. The Officers or Board may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Corporation.

Jointly Held Common and Preferred Stock may be issued in the names of two or more individuals or entities. The voting rights of Jointly Held Common Stock shall be limited to one such individual or entity that shall vote by written proxy indicating authorization to represent all share of Jointly Held Common Stock and attested by all named individuals or entities but otherwise handled and transmitted in the manner defined under Part B SHAREHOLDERS, section e) Proxy Attendance.

Fractional shares of the Corporation are not allowed. The Secretary of the Corporation may, at his/her sole discretion, re-issue separate certificates of stock, in the name of more than one designated shareholders, in the number of shares that total the number of shares of the same type owned by the Stockholder, upon the receipt of written request by the Shareholder that is accompanied by acknowledgement of surrender and return of the original certificate of Stockholders shares.

Article 21 – LOANS, LEASES AND OTHER DEBTS:

The Corporation shall be permitted to take out loans and other debts, but only upon resolution of the Board.

Article 22 - MONETARY INSTRUMENTS:

The moneys and monetary instruments of any kind of the Corporation, obtained from any and all sources investing or conducting business of any kind with the Corporation, shall be promptly deposited in the name of the Corporation in such bank or trust company or companies as the Board shall designate.

Funds dispersed by the Corporation shall be signed by an Officer of the Corporation.

Article 23 – CONTRACTS, DOCUMENTS, STOCK CERTIFICATES AND OTHER WRITTEN INSTRUMENT

Contracts, Deeds, Corporate Documents, Certificates of Stock and any other written instrument between the Corporation and any third-party person or organization must be signed by two (2) or more Officers, unless specifically authorized by the Board, in order to be binding on the Corporation.

PART F: GENERAL

Article 24 - AMENDMENT:

This document and the bylaws herein may be amended or rescinded by a two-thirds majority Vote of the Board.

Article 25 - INDEMNIFICATION:

The Corporation shall indemnify Directors and Officers who may be involved in any litigation or other legal dispute due to their position within the Corporation. The Corporation shall also indemnify any employees and agents who may be involved in litigation or other disputes by virtue of their position or relationship with the Corporation.

Article 26 - FISCAL YEAR:

The fiscal year of the Corporation will end on June 30. The fiscal year may be changed by resolution of the Board.

Article 27 - DISSOLUTION:

The Board may have the authority to dissolve the Corporation through a two-thirds majority Vote.

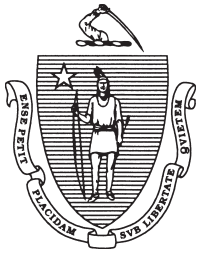
Article 28 - CORPORATE SEAL:

The Corporation shall have a corporate seal that shall be affixed to all issued Corporate Stock Certificates, Debentures, Investment Purchase Agreements and other Corporate or Business Documents that are deemed as requiring the Corporate Seal by the Officers or the Board. The Corporate Seal shall be retained at all times in the possession of the Secretary of the Corporation.

Execution of Corporate Bylaws:

The bylaws contained herein have been duly adopted and executed by the Corporation and are executed by the following authorized individuals:

_____ Name	_____ Date
_____ Name	_____ Date
_____ Name	_____ Date
_____ Name	_____ Date
_____ Name	_____ Date



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: April 04, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
DEEP ROOTS, INC.

is a domestic corporation organized on **June 08, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

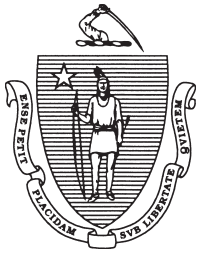
A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19040119630

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: December 13, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
DEEP ROOTS, INC.

is a domestic corporation organized on **June 08, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19120353710

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:



2019 - 2020

Commercial Package Policy

Insurance Proposal

Prepared for:

Deep Roots, Inc.

557 Morton Street

Stoughton, MA 02072

DATE: March 30, 2019

QUOTE INFORMATION

Named Insured: *Deep Roots, Inc.*

Insurance Carrier: Canopus US Insurance, Inc.; A.M. Best Rated: A - (Excellent)

Admitted: No

Coverage: Commercial Property and General Liability

Policy Period: 12 Months

Policy Premium: \$19,154.00

Underwriting Fee: \$200.00

Administration Fee: \$300.00

Inspection Fee: \$250.00

Surplus Lines Tax: \$796.16

Total Premium: \$20,700.16 Excluding Terrorism*

* Terrorism coverage is excluded, but coverage can be added for an additional premium

\$957.85. See TRIA Form.

25% Minimum Earned Premium

SUBJECTIVITIES: ALL SUBJECTIVITIES REQUIRED PRIOR TO BINDING:

- Fully completed, signed and currently dated Marijuana Application
- Completed and signed TRIA Acceptance or Rejection form required
- Satisfactory 3 Years Loss Runs or No Known Loss Letter
- Completed Surplus Lines Diligent Search Form (*STATE REQUIRED*)
- Signed and dated Surplus Lines Placement and Fee Agreement
- Confirm the insured is using a Closed Looped Extraction System. (If not a closed looped system then this quotes in invalid)
- Current Copy of the Insured's MJ/Hemp License. If not applicable, provide the insured's business license.
- Completed, signed & dated Bind Request Form
- No Coverage is bound until accepted and approved by CIS INSURANCE SERVICES, LLC and Canopus US Insurance Company. Rates are subject to change upon receipt of completed applications and loss runs. Signatures on the applications and the quotation are only good for 30 days.
- *Consult the policy for all specific terms and conditions and complete policy exclusions*

QUOTE COVERAGE'S AND LIMITS

Client: *Deep Roots, Inc.*

Limits of Insurance: General Liability

\$2,000,000	General Aggregate
Excluded	Product/Completed Operations
\$1,000,000	Each Occurrence
\$1,000,000	Personal & Advertising Injury
\$100,000	Damage to Premises Rented to You
\$1,000	Medical Payments
	• No Deductible • Occurrence Form • (1) Additional Insured • Carrier: <i>Canopus US Insurance, Inc.</i> • Rating Basis- 14,500 Square Feet • Description of Operations: Indoor Grow & Extraction Manufacturing

Limits of Insurance: Property Address: **420 West Street, Uxbridge, MA 01569**

\$300,000	Business Personal Property, RCV, 80% Coinsurance, Special Cause of Loss, Wind Excluded
\$850,000	Tenant Improvements, RCV, 80% Coinsurance, Special Cause of Loss, Wind Excluded
\$350,000	Finished Stock, ACV, Wind Excluded
\$311,500	Living Plant Material, ACV, Wind Excluded
\$270,000	Harvested Plant Material, ACV, Wind Excluded
\$2,500	Deductible (All Perils)

Dispensary/Retail Locations: the maximum limit of coverage for Finished Stock on display is 25% of the Finished Stock limit up to a maximum of \$50,000, whichever is less.

Perils Covered: Special Form, including theft, subject to activated and operational Central Station Burglar Alarm. If no alarm used, theft will not apply.

Safe Requirements: Safe < 750lbs but not less than 550lbs 10% debit applies. Safe's over 750lbs no debit applies.

Insured must maintain Finished Stock in an approved safe in order to have theft coverage apply.

The terms & conditions offered may differ from what has been requested

Notable General Liability Terms, Exclusions & Endorsements:

Policy is auditable upwards only, Employment Related Practices Exclusion, Assault and/or Battery Exclusion, Fire Arms Exclusion, Exclusion—Products/Completed Operations Hazard, Limitation of Coverage to Designated Premises, Operations must be lawful and comply with all provisions of all local and state laws, regulations or orders, as well as any condition imposed on any permits issued pursuant to applicable laws, regulations or orders. Coverage is specifically limited to those operations described by the classification(s) in the Commercial General Liability Coverage Part Declarations. Coverage will not apply to any operations not specifically listed in the CGL Declarations or endorsed hereon.

Notable Property Terms, Exclusions & Endorsements:

Exclusion-Spoilage; Exclusion - Mold; Exclusion - Governmental seizure, It is warranted that all Finished Stock will be kept in a safe or a vault room at all times during business and non-business hours. It is further warranted that any safe used to house Finished Stock must weigh at least 550 lbs. Safes that weigh less than 2,000 lbs. must be bolted to the floor. All safes are required to have a one hour, or greater, fire rating. If there is a vault used in place of a safe, it must be built-in and the doors and walls must have a one hour, or greater fire rating. A metal shipping container will be considered to be a safe if the container doors and walls have a fire rating of one hour or greater, the container weighs more than 800 pounds, and the container, if it weighs less than 2,000 pounds, is bolted to the ground. If these requirements are not met, theft coverage for Finished Stock is excluded in its entirety. The most the policy will pay for “perishable cannabis inventory” is the limit of insurance for finished stock shown in the declarations or \$25,000, whichever is less. Applicant is required to keep accurate business records and inventory and retain them for the duration of the statute of limitations as set by your State. Theft/Vandalism coverage requires a Central Station Burglar Alarm. Theft/Vandalism does not apply if there is no activated and operational Central Station Burglar Alarm or if it is not in use when the business is closed. Risks where TIV is over \$20,000 must have interior & exterior CCTV/security cameras.

DISPENSARY AND RETAIL LOCATION EXCLUSIONS, ENDORSEMENTS & TERMS:

The maximum limit of coverage for Finished Stock on display is 25% of the Finished Stock limit shown on the declarations page, up to a maximum of \$50,000, whichever is less. All medical dispensaries must have a form of controlled access: either a buzz-in type system or personnel posted at the entrance to the facility. Consult the policy for all specific terms and conditions and complete policy exclusions.



NOTICE OF SURPLUS LINES PLACEMENT TO INSURED

CIS INSURANCE SERVICES, LLC

PLEASE READ IT CAREFULLY

Notice to Insured: Deep Roots, Inc.

I hereby affirm that, prior to the placement of the insurance coverage with CIS Insurance Services, LLC, a surplus lines Broker, I have been advised that:

- The insurer with which the surplus lines broker places the insurance is not licensed by my state and may not be subject to its supervision; and
- In the event of insolvency of the surplus lines insurer, losses will not be paid by my state insurance guaranty association.

NOTICE OF ADMINISTRATIVE FEE

Furthermore, I hereby affirm that, I have been advised that the non-refundable policy fee referenced below has been charged by the Agent and is part of the insurance contract. I also affirm that said fee is reasonable.

Administrative Fee: \$300.00

Underwriting Fee: \$200.00

Inspection Fee: \$250.00

Signature of Named Insured

Date



BIND REQUEST FORM

Named Insured: *Deep Roots, Inc.*

Type of Coverage: *Commercial Package Policy*

Insurance Carrier: *Canopus US Insurance, Inc*

Effective Date Requested: _____

Policy Premium: \$19,154.00

Underwriting Fee: \$200.00

Administration Fee: \$300.00

Inspection Fee: \$250.00

Surplus Lines Tax: \$796.16

Total Premium: \$20,700.16 Excluding Terrorism*

Please check one of the following:

- ☐ I elect to pay the full premium amount prior to binding.
- ☐ I elect to finance the premium and pay in monthly installments through a premium finance company. The down-payment must be paid prior to binding. (Finance Agreement to be provided upon binding)

*****Be advised that if policy cancels for Non-Payment to the Premium Finance Company coverage may be eligible for Reinstatement once agreed upon by the insurance carrier. However, a Lapse in Coverage may apply*****

Signature of Authorized Representative: _____

Name of Authorized Representative: _____

Date: _____

THIS PLAN WILL BE UPDATED TO REFLECT THE MOST RECENT CHANGES TO
935 CMR 500 [ET.AL.](#) REGULATIONS IN EFFECT AT THE TIME OF
DEEP ROOTS' REQUEST FOR POST PROVISIONAL LICENSE INSPECTION.



Business Plan Executive Summary

February 2020

Proprietary and Confidential

Deep Roots, Inc.

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1. The Company

Deep Roots, Inc., is a privately-owned family business that was incorporated in June 2018. The Company is positioned to become a well-respected top-tier purveyor of branded Connoisseur Quality Recreational Marijuana once licensed in Massachusetts. Deep Roots is currently applying as a Massachusetts “Microbusiness” that is authorized to cultivate marijuana, produce and package flower, manufacture concentrates and infused marijuana products, and distribute premium DEERoots™ products to licensed Massachusetts dispensaries partners. All operations will be housed in the Deep Roots’ leased Uxbridge Facility for which the company has obtained its Community Host Agreement and all required zoning and municipal approvals.



The founders and the cannabis experts recruited by the company form a senior leadership team of professionals with substantial experience in commercial marijuana cultivation and processing, cannabis manufacturing, facilities and operational management, marketing and sales, education, IT systems, business administration and entrepreneurial ventures. In addition to anticipated contributions from the founders to fund construction and early startup efforts, the Company has begun by attracting seventeen private early-round investors who have contributed and/or pledged substantial funds to establish and position Deep Roots for long-term success in Massachusetts’ emerging recreational marijuana industry.

2. Preparation

Deep Roots has approached the nascent cannabis industry in Massachusetts with the objective of establishing a solid foundation in order to position the company for a successful launch and with the goal of growing to become a substantial presence in the marketplace. During the past year, Deep Roots' president, Michael Brais, and his father and Deep Roots' CFO, George Brais, have been focusing their efforts on preparing the Company for a rapid and successful entry into the industry as Licensed Microbusiness. Together with the substantial part time contributions from the entire Deep Roots' management and professional team, they have:

- Established sophisticated business, operational, marketing, and financial plans;
- Recruited highly experienced cannabis experts including our highly recognized master cannabis horticulturist who will manage our cultivation operations, as well as our experienced extraction expert who will lead our production operations;
- Identified and secured an outstanding facility, and prepared design plans to adapt it for efficient environmentally controlled clean room operations;
- Evaluated the technologically advanced physical systems to be employed for cultivation and manufacturing and established relationships with key vendors of electrical, HVAC, hydroponic, extraction, curing/trimming, packaging, security and other systems;
- Identified other vendors ranging from cultivation suppliers, to insurers, and legal and professional service providers;
- Engaged a highly professional firm that conducted a detailed security audit and has provided a well-founded security plan for operation;
- Participated in CCC sponsored training for the operation and use of the METRC system that is required to monitor seed-to-sale production, handling, and transportation of marijuana in Massachusetts;
- Begun to design the sophisticated business intelligence and IT systems that will complement the METRC system as well as other inventory, process control, ordering and distribution systems that will combine to apply advanced management information techniques to assist in operating our business.
- Constructed and operated a small-scale home-grow cultivation laboratory that is specifically designed to test and calibrate the hydroponic grow systems we plan to employ along with the electrical and environmental control systems that we plan to deploy once licensed.
- Prepared the detailed operational procedures and policies presented in this license application with the recognition that these will assist us to apply best practices when conducting our operation.
- Worked with Uxbridge municipal authorities to obtain our Community Host Agreement and conduct public and community outreach presentations.
- Engaged expert legal assistance for our municipal authorizations and for the state licensing application and approval process.
- Assisted in developing a professionally conducted and company sponsored outreach program for developmentally and/or intellectually impaired adults.
- Engaged professional graphic design support for our branding, marketing and future package design needs.



- Established and promoted strategic partnership relationships with small privately-owned licensed or prospectively licensed Massachusetts dispensaries and Microbusinesses, six of whom have executed formal letters of intent.¹
- Lead the establishment of an exclusive complimentary strategic partnership with the Narragansett Indian Tribe that provides the synergistic opportunity to add CBD products that complement our full line of craft cannabis products. The Tribe and an allied tribal member company will cultivate and extract CBD in Rhode Island and, when licensed in Massachusetts to do so, Deep Roots will produce and market the products.
- Gained recognition in the Mass Cannabis Business Community, particularly as a proactive advocate for small privately-owned cannabis concerns, through: our President's appointment as an administrator of the Massachusetts Cannabis Community online network; presentations in podcasts, video conferences and seminars; active participation in industry and community events, and; engagement in conventions including the Harvest Cup and NECANN.
- Prepared a well-articulated business plan, a sophisticated financial model, and advanced visual analytic dashboards and presentations to attract additional financial investments.
- Established detailed and carefully defined operational plans, policies and procedures that are included in this license application to demonstrate the Company's preparedness to comply with all Massachusetts Regulatory Requirements (935 CMR 500.000) and become licensed as a broadly-based Massachusetts marijuana "Microbusiness" and a well-respected top-tier purveyor of Craft Cannabis.

These initiatives have all contributed to the development of Deep Root's strategy to provide premium branded recreational marijuana products to top-tier dispensaries throughout Massachusetts. Our strategy combines sound management principles, an ideally suitable and situated facility, sophisticated cannabis cultivation and manufacturing methods, advanced physical and data management systems, and a strong management team. It includes our commitment to our families, employees, and the Uxbridge community that has welcomed us as operators. We are also actively devoted to the Massachusetts cannabis small business community and are focusing on proactive strategic partnerships with independent dispensaries and small manufacturing businesses. Our products will benefit Massachusetts cannabis consumers by offering high quality strains of Marijuana Flower and specialty Marijuana Products that supplement the high-volume offerings of large-scale producers.

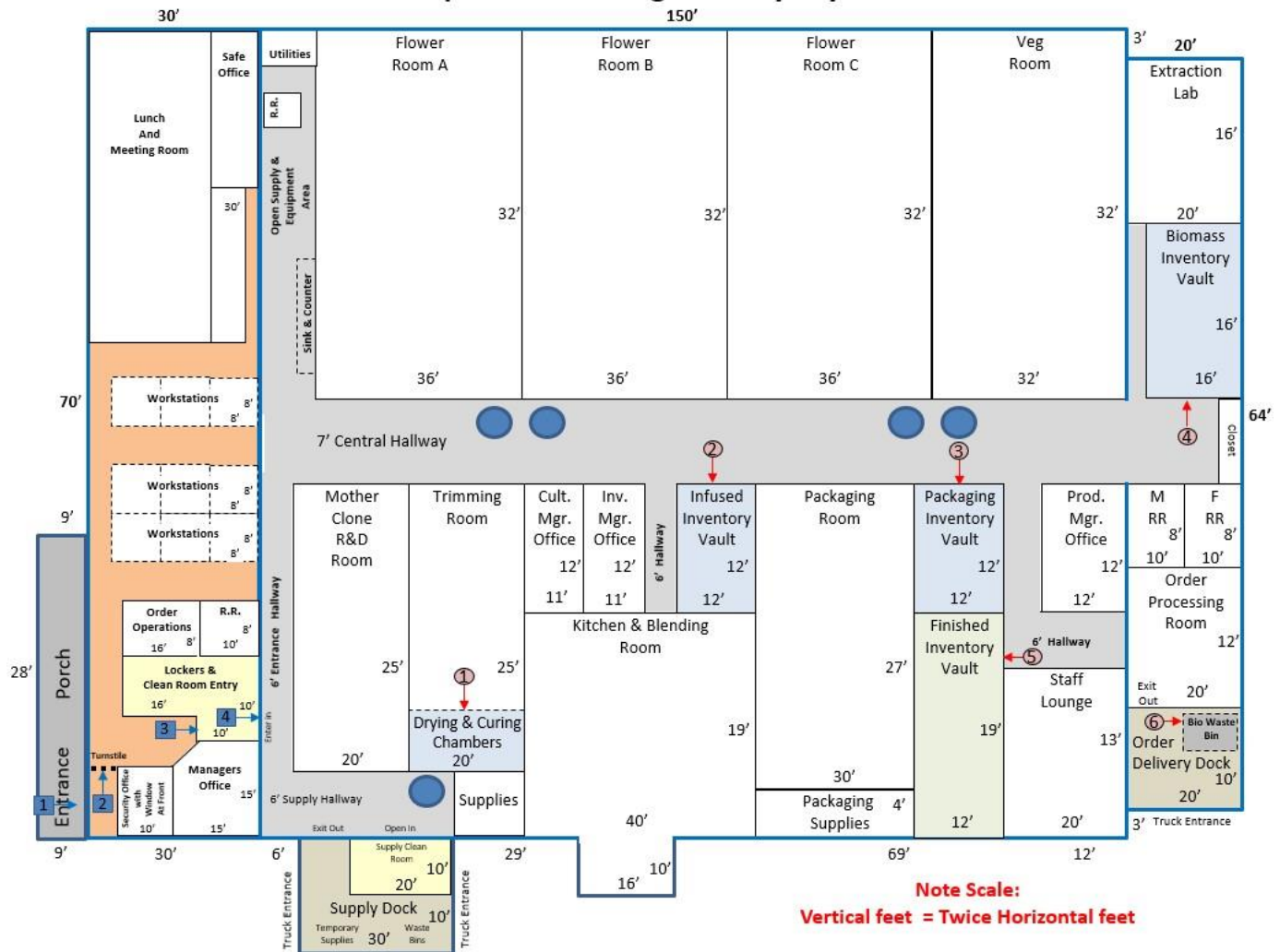
Now that the recreational marijuana industry is taking hold in Massachusetts, we are ready to: present our license application; initiate the construction and operational startup, and; rapidly demonstrate our readiness to become a Massachusetts Microbusiness. While awaiting provisional approval we will continue to focus on: preparing and for a rapid facility buildout, and; expanding our operational preparedness for final license approval. We feel that the state's rigorous regulatory framework has encouraged us to focus on best practices and the sound preparation needed for us to become a well-directed and long-standing commercial success. We are confident, that once fully operational, the state will consider Deep Roots to be a demonstrable example of a prepared, dependable, and well-respected family business in the Massachusetts recreational marijuana industry.

¹ We have obtained executed or promised partnership letters of intent (LOIs) with operating or aspiring MA licensed recreational marijuana establishments including: 1) Dispensaries: Caroline's Cannabis (Uxbridge, MA), Gage Cannabis Company (Ayer, MA), Elevation Naturals (North Attleboro, MA); Calyx Berkshire Dispensary (Otis, MA), and; 2) Manufacturers: TBear Inc. (Wareham, MA) and Fernway Fine Cannabis Products-(Northampton, MA).

3. Facility

Deep Roots plans to undertake all cultivation, manufacturing, marketing, delivery and office operations at a facility located at 420 West Street in Uxbridge, Massachusetts. The company has secured a lease-purchase option agreement to occupy this modern ultra-clean 14,500 sq.ft. building that includes: a large open cultivation and manufacturing area; highly attractive office space, and; 3 loading docks for supplies and end-product deliveries. Upon receiving provisional license approval, Deep Roots will commence non-structural improvements designed to maximize operational efficiency and cleanliness.

Deep Roots Uxbridge Facility Layout



All Deep Roots operations including cultivation, manufacturing and preparation for delivery and transportation will take place within our highly secured, ultra-clean, and carefully environmentally controlled 12,500 sq.ft. Clean-Room. The Clean-Room encompasses the walled area, to the right of our office space (after blue arrow number 4 at the bottom left) and extends to the remainder of the building, except for the two enclosed delivery docks.

The Clean-Room is a highly controlled limited access area that is accessible only to authorized employees or vetted individuals who are accompanied during special purpose visits. The single secured access to the Clean-Room is through a Locker-Room within the office area (yellow) that is to be used by all employees to sanitize themselves and don hospital garb such as gowns, booties and hairnets prior to entering the Clean-Room. The blue arrows to the bottom-left of the layout shows that access from outside the facility to the Clean-Room requires four keycard validations by an authorized employee to gain entry. Additionally: every room within the Clean-Room including each

in-process or finished inventory Vault (red arrows) requires keycard access by specifically authorized employees and is also video monitored.

The three delivery docks feature ample loading platforms and are arranged to enable efficient front-to-back supply receipt and outgoing product delivery.

The facility's attractive 2,500 sq.ft. office space, to the left of the Clean-Room, is ideal for administrative and marketing operations. This area contains a security entrance, partitioned workstations, restrooms and a multipurpose lunch/meeting room.

The professionally planned security system will be deployed throughout the facility with keycard access to all rooms and live-video and sensor monitoring throughout the building and around its exterior and premises.

4. Operations

All aspects of our operation will be characterized by sophisticated high-technology systems, carefully controlled techniques and procedures, and the leadership of highly experienced professional managers, whose credentials are summarized later in this document. As described in detail in the procedures and policies areas of our license application, this section summarizes our operational plans.

Cultivation

Our Cultivation exclusively features custom high-grade specialty strains bred by our Director of Cultivation, Daryll Dawkins. The Director of Cultivation will direct a small growing staff in managing our cultivation operation. Our allotted 5,000 sq. ft of growing canopy includes:

- Four contiguous vegetation and flowering rooms that are designed to enable perpetual harvesting that will yield 216 plants monthly.
- A room devoted to horticultural research and development, mother plant cultivation, and clone propagation.
- Energy-efficient and technically advanced LED lighting and HVAC systems.

We will cultivate with hydroponic systems, including the *Current Culture's DeepWater Culture* Hydroponic system, that minimize plant handling and promote consistently high-quality and high-volume yields. Hydroponic systems eliminate the need for hand watering and enable real-time nutrient monitoring. These systems have been shown to promote significantly faster growth when compared to plants grown in soil or coco coir. They also greatly reduce the possibility of contaminants such as mold growth due to lighting on moist soil.

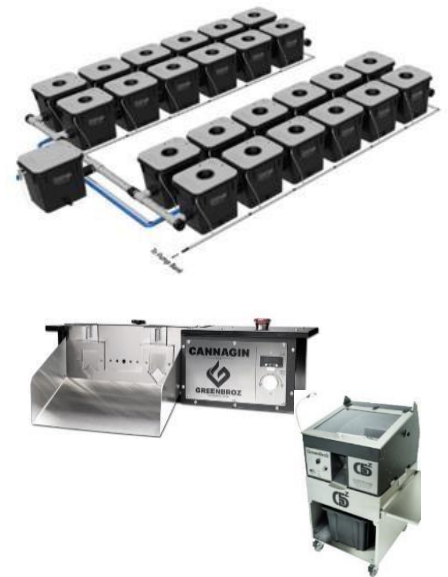
Once harvested, our flower will be dried and cured in our specialized CuringChamber, the quality of our flower is preserved with our advanced de-budding machine that segregates fine buds to be sold as premium Flower products. The smaller and airier "popcorn" buds are used as biomass for concentrate extractions and/or infused product ingredients. Larger buds that meet our standards for flower sales will be manicured by a dry-trimming machine to become more visually appealing for consumers. The flower will then be packaged and sold as is.

Production

Tim Nikopoulos, our highly experienced extraction and cannabis production master, will manage our production staff. Our production operation encompasses the extraction of boutique concentrate products, the preparation and packaging of infused-marijuana products, and the packaging of our premium marijuana flower and flower products. Our extraction operation will produce "Full Extract Cannabis Oil" (FECO), distillates, isolates, wax, shatter, terp sauce, live resin, crumble, budder, isolates and many other concentrate product formulations. Our infused product operation will prepare craft edibles, tinctures, vape cartridges, distillate capsules, and salves.

In addition to formulating and manufacturing products ourselves, we will engage strategically partnered producers to white-label edible products using our branded recipes and extracted concentrate.

Our professionally designed extraction laboratory will be equipped with the technologically advanced systems that are required to produce our broad variety of Concentrate products. Tim will apply his highly specialized extraction skills in operating the Precision Extraction's



“X10 The Judge” ethanol/hydrocarbon combination extractor within a C1D1 self-contained environment. Distillate products, such as capsules, that need to be further refined after extraction, will require programmable Short-Path Distillation equipment.

The Infused-Product Preparation Process will be managed by a commercial food preparation expert and chef with experience in producing infused-products (particularly edibles). Our efficiently designed Kitchen & Blending Room will be equipped with commercial ovens and grills, heavy-duty mixing equipment, dishwashers, sinks, and stainless-steel preparation tables. Its adjoining in-process inventory vault will contain the large commercial freezer and refrigeration units that are required to store certain products.

All DEEProots™ Flower, Concentrate, and Infused Products will be packaged, labelled, and made ready for sale in the “Packaging Room”. All of our products will be sold in appropriate, durable, and attractive containers that are either consumer-ready for sale by our dispensary partners, or commercial-ready for our manufacturing partners. Our package labeling will be conservatively appealing, contain all required regulatory information and distinctively present our DEEProots™ brand identity.

Our flower products will be automatically weighed and jarred within .01 grams of goal weight with a sophisticated technologically advanced system such as the Paxiom PrimoCombi™ weigh-filler, shown to the right. The compact, but specialized 710 Shark machine will be used to fill products requiring small jars (e.g. concentrate “Dabs”). It will also be used to fill vape cartridges and distillate capsules. The Paxiom SleekWrapper™ will enable us to package other consumer ready products in packets. consumer-ready products will be contained in packets that are packaged by the Paxiom SleekWrapper™ packaging machine.



All of our products will be subject to intensive third-party lab testing to measure cannabis content and assure non-contamination. In addition to lab testing, we will be conducting weekly on-site environmental testing in every room within our clean-room facility. This type of testing reduces product loss and helps to assure product quality by detecting mold or microbial activity weeks before symptoms show up on the plants or finished products. We will use the easily deployed CompactDry™ system that produces sample plates enclosed in sturdy cassettes to facilitate this testing.



Product Delivery

The company has chosen to conduct operations in Uxbridge Massachusetts, in part because it is strategically located in south-central Massachusetts with excellent high-way access to all parts of the state. The facility includes highly efficient order-preparation, delivery areas, and loading docks. Delivery operations will be computerized and appropriately designed delivery vehicles will transport our products.

Information Technology.

Deep Roots has the in-house ability to implement the advanced IT systems that will be deployed in managing all aspects of our business. Our IT department will be headed by our CFO, George Brais, who has over 30 years of experience in providing IT consulting services involving dozens of different business applications to over 25 major organizations in multiple industries. The department will deploy:

- A Document Management system to maintain the myriad records required for regulatory and business purposes;
- Operational Management Applications for marijuana seed-to-sale tracking and complimentary inventory and process control systems to manage cultivation, manufacturing and delivery operations;
- Business applications for sales and customer management, financial management, and general accounting, and;
- An integrated Datawarehouse with Business Intelligence support for reporting, data analysis, and data mining.

Our Assistant GM, who we are currently recruiting, will be responsible to assure the complete and continuous operational implementation of all extensively detailed regulatory policies, procedures, and record-keeping requirements that are identified in this license application, as well as the additional best practices that we enforce. The Assistant GM, and/or the Inventory Manager(s) he supervises, will oversee the proper utilization of the mandated METRC system for seed-to-sale tracking of all marijuana movements: 1) from within our facility as we cultivate, manufacture, handle, store, and prepare marijuana deliveries, and; 2) for external delivery to licensed testing laboratories, dispensaries, or manufacturers.

Our Cultivation and Production Directors, both of whom are professionally skilled IT practitioners, will employ METRC, as well as our integrated inventory management and production control systems in their day-to-day management of our cultivation and production operations. Our other senior managers will also regularly employ these extensive IT applications for office and support services, marketing, financial, and general management.

Support Services

Deep Roots Administrative operations will be directed by Deborah Sellitto who has many years of administrative management experience. She will manage HR, payroll services, transactional accounting, record-keeping, office activities, supply procurement, customer service, and ordering and delivery operations.

Ralph Sellitto, who will direct facility and system maintenance activities, is an electrical and mechanical machinery and automotive expert with substantial facility-management experience. This is a particularly important function for our company as we heavily rely on the dependable and continuous operation of our specialized facility that contains many technologically advanced systems and complex machinery. In addition to ensuring efficient operation and ready repair, Ralph will manage our maintenance and security services.

George Brais, the company's CFO, brings advanced management administration, financial and marketing expertise, and extensive IT experience to his responsibilities for the company's financial, IT, and business advisory operations. He will: direct investment initiatives; apply the enterprise financial model he created for strategic and tactical marketing assessments and financial budgeting; manage legal and accounting services, and; guide a small IT staff in implementing integrated management information systems.

5. Marketing

Deep Roots Marketing and Sales operation will be headed by Michael Brais (President) and his wife Bianca Brais (CEO) and assisted by George Brais (CFO), who will contribute strategic marketing assistance.

Our marketing strategy focuses on the establishment of strategic partnerships with high-end licensed recreational marijuana dispensaries, that cater to discriminating patrons, and that are located in targeted areas throughout Massachusetts. We expect that these predominantly small companies, most of whom do not cultivate and produce their own products, will lack the product supply advantages of large-scale fully integrated dispensaries such as the medical marijuana dispensaries that have been operating for several years. We will help them to compete by offering high-end DEEProots™ craft cannabis products, that may not be available in large-scale outlets and by providing outstanding personalized marketing and sales support.

Accordingly, our DEEProots™ product strategy emphasizes the development of brand-recognition marijuana products that are among the finest available in the marketplace. Our product line will include a variety of proprietary flower strains, various concentrates, vapes, and specialty infused products including edible consumables and topicals. All DEEProots™ marijuana products will be derived from unique marijuana strains developed and finely tested by our master horticulturist. Our products will be distinctively packaged and visibly presented in the attractive, regularly maintained, sample displays that we provide to partner dispensaries.



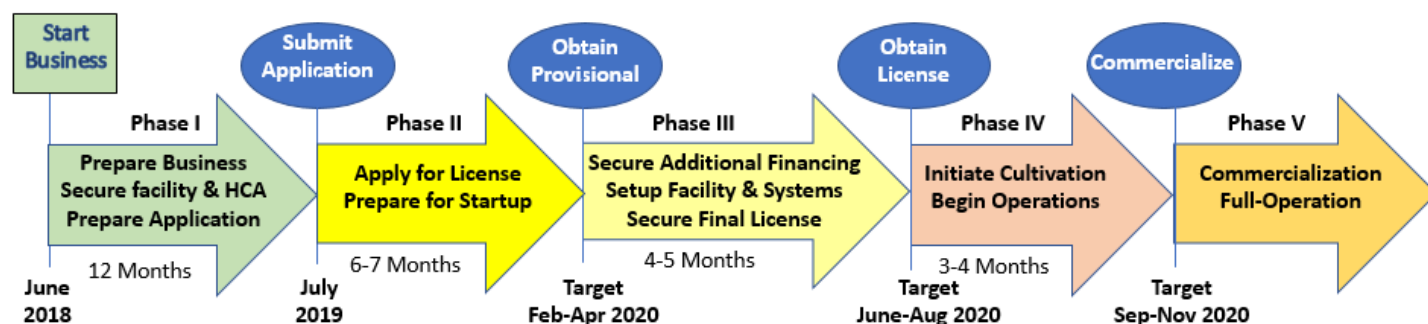
We will also offer substantial and proactive direct sales and marketing support to our dispensary partners in return for their commitment to feature and promote our products. We will:

- Operate a highly professional web site that features product training for retail staff, online product presentations and seminars for consumers, and retail outlet referrals.
- Provide responsive product ordering, delivery, and merchandising assistance.
- Sponsor joint product promotions that encourage product trial and establish customer loyalty.
- Endorse responsible adult consumption, while emphasizing the strict prohibitions required to prevent the promotion or use of Marijuana products by individuals under the age of 21.
- Assist our dispensary partners in maintaining attractive margins while offering our high-end product at upper-mid-range prices.

In addition to our primary focus of marketing to dispensary partners, we anticipate bulk sales of high margin concentrates to allied microbusinesses that manufacture recreational marijuana products. We will be doing this particularly during the early stages of commercialization when we may have excess cultivation capacity. We may also use our excess extraction capacity to produce concentrates and oils using biomass cultivated by other small-scale growers who have partnered with us.

6. Business Timeline

Deep Roots hopes to adhere to the Business Timeline illustrated below², and described in this document, in adherence with 935 CMR 500.101(4), subject to the time-related requirements established by the Cannabis Control Commission's ("CCC") regulations.



As of February 12, 2020, and the receipt and response to its second RFI from the CCC, Deep Roots had completed Phase I and II of the Timeline with the exception of receipt of its Provisional License from the CCC. Deep Roots is well-prepared to obtain required financing and rapidly move through buildout (Phase III) once Provisional approval is received. Our plans for the buildout are well-established and we are well-along with defining the operational policies and procedures that will govern the conduct of our business and our compliance with all requirements of 935 CMR 500.000, as indicated by the policy and procedural documents included in our original license application. Our strong team of highly-experienced senior managers and technical experts are fully capable and qualified to conduct the buildout and demonstrate our preparedness to the CCC once our systems are in place.³ At that point, we will be prepared to immediately commence the Cultivation and Manufacturing Operations (Phase IV) upon the receipt of our final license as a MA Microbusiness. Our plan for Phase V, subject to approvals by the CCC, is to have cultivated and manufactured marijuana and Marijuana Products that are ready for sale and delivery to Licensed Dispensaries and Marijuana Manufacturing Establishments within a year of this application.

The remaining sections of this document provide additional detail regarding the individual Phases of our Timeline.

Phase I

Deep Roots was incorporated on June 8, 2018 and, since then, we have focused substantial energies and resources on preparing the company for a rapid startup and long-term success as a MA recreational marijuana Microbusiness that will cultivate, manufacture and market premium craft cannabis to licensed dispensary partners. In addition to successfully securing our outstanding Uxbridge Massachusetts facility and obtaining our Host Community Agreement (HCA), we built our senior management and expert team, obtained substantial financing to support startup operations, developed

² Note that the periods labelled "Target" in the timeline illustration are entirely dependent on the dates by which the CCC authorizes our Provisional and Final Licenses. If provisional approval, which marks the end of phase II, occurs any time after April 2020 subsequent timeframes will be moved out in proportion to the number of months of delay. Additionally, any delays beyond the 4-5 months estimated until receipt of the final license at the end of phase III will move out the beginning and ending of Phase IV by the 3-4 months devoted to phase IV.

³ For details on the backgrounds of our management team, see section 8 of the "Deep Roots Business Plan Executive Summary.pdf" document included in this license application.

detailed operational and startup plans, and established ourselves as a recognized and contributing member of the Massachusetts recreational marijuana business community.⁴

Phase II

Phase II of the business began with the submission of this Microbusiness license application to the Massachusetts Cannabis Control Commission (CCC) in July 2019. While awaiting our provisional approval we have continued to prepare Deep Roots for success in the licensing process and in operating our business. In August 2019, we took occupancy of our facility and began to incur the lease and facility costs that were greater than our previous lower-cost lease option which would have otherwise expired. In December 2019, we responded quickly to the Request for Information (RFI) that the CCC required to complete its evaluation and award their provisional license approval. In February 2019, we received and responded to our second RFI from the CCC. With our initial timeline extended beyond our earlier projections we continue to absorb substantial rent obligations and other costs and have had to delay our second-round investment initiatives until receipt of provisional approval. Upon receipt of the provisional license which fortifies our offering, we will re-initiate financing efforts to provide the additional second-round funding we require during phase III. This will enable us to rapidly outfit our facility and systems, employ our committed senior management team and key employees and perfect our operational procedures in order to expedite the regulatory inspections that culminate in final license approval.

We also expect to have the time during the remainder of this phase to: build and test the foundation of our integrated IT management systems; finalize our system and equipment selections; continue perfecting cannabis strains in our home-grow laboratory. Finally, we will continue to extend our presence in the MA cannabis business community with a focus on laying the groundwork for our strategic partnerships with operating or prospective independent high-end Licensed Dispensaries and other MA marijuana establishments.

Phase III

During Phase III, which we hope begins with the award of our Provisional License sometime during the period of February-April 2020, we will assemble our senior management team on a full-time basis in order to be fully prepared and heavily engaged in the inspections conducted by the CCC in order to expeditiously demonstrate our preparedness for final license approval. Our team will begin this phase by: directing our facility build-out efforts; purchasing, testing and implementing systems; engaging in certain training programs; practicing and perfecting procedures; stepping-up our marketing efforts, and; offering and executing strategic partnership agreements. We also plan to secure the additional financing mentioned above that is needed to expand our staff and gear up operations for the next phase. A portion of this financing will be necessary to cover expenses during our first harvesting and operational startup period when revenue generation will not be possible. Operating losses that require funding may also continue as we begin commercial sales and gradually ramp-up revenue production.

Phase IV

Having obtained our final license and commence operations notice from the CCC to operate as a Microbusiness, we will immediately initiate cultivation and expect to begin harvesting in about 3 months from commencement. Trimming, curing and our first operational extraction efforts will add another month or two. Approximately 4 months after obtaining our final license, and hopefully by the September-November 2020 timeframe, nearly two years and a half years after we launched Deep Roots, we will finally be ready to commence commercial operations.

⁴ For additional detail regarding our preparations, see section 2 of the “*Deep Roots Business Plan Executive Summary.pdf*” document.
Proprietary and Confidential Deep Roots, Inc. 12

Phase V

During the following one to two years, we will be:

- Building and augmenting the expertise of our management team and staff;
- Perfecting our products;
- Optimizing cultivation, production and operations;
- Extending our dispensary partnerships;
- Expanding our marketing efforts and building sales volume;
- Establishing brand-recognition for our DEEProots[™] recreational marijuana products, and;
- Becoming recognized and respected as an established member of the MA recreational marijuana industry.

All of this will enable our company to begin realizing returns on the substantial investments of time, effort and money that our founders, employees and investors have contributed in order to become a successful MA Microbusiness. We expect, therefore, to augment our licensing authorization and start to evaluate expansion plans a year or two after our initial commercialization. We hope to be able to exercise our purchase option to buy our leased facility in Uxbridge and acquire nearby property to build a greenhouse to at least double our cultivation capacity. This will also enable us to add production capacity by freeing the space in our facility that was formerly used for cultivation.

7. Financial Summary

Company Establishment Period

Deep Roots' first full business year spanned July 1, 2018 to June 30, 2019. This period was the Company's "Establishment Period" during which we focused on the preparations needed to position our business, establish a strong and viable foundation, and apply for Licensure as a MA marijuana Microbusiness (see *Section 2. Preparation*).

Deep Roots was founded on June 8, 2018 and began its first fiscal year on July 1, 2018. The company did not initiate revenue-generating commercial operations during this period. During the Company's first round of investment, sixteen private investors contributed a total of \$285,470 to fund establishment period expenses that totaled \$155,577 as detailed in the table below.

Deep Roots, Inc. First Fiscal Year Financial Results July 1, 2018 - June 30, 2019	
Investments and Credits	
Investment Funding	\$ 285,113
Interest & Purchase Credits	\$ 357
Total Funds	\$ 285,470
Expenses	
Compensation (1099)	\$ 79,000
Lease Purchase Option	\$ 47,425
Legal and Professional Services	\$ 12,570
Marketing	\$ 8,028
Other Expenses	\$ 8,564
Total Expenses	\$ 155,587
Ending Cash Balance (7/1/2019)	\$ 129,883

Startup Preparation Period

Deep Roots submitted its Massachusetts Microbusiness license in July 2019. The table below reports financial reports since then until February 12, 2020, the date of our response to the second RFI received from the CCC.

Deep Roots obtained \$285,000 during its first year of operations (see above) and added another \$195,000 of equity-based funding (totaling \$480,000) since then. Deep Roots has expended a total of \$427,284 since the company was established in 2018. Of this, \$272,167 has been expended since applying for our license in July 2019. The following table explains our expenditures since July and our current cash balance as of Feb 12, 2020.

Deep Roots, Inc. Current Financial Position as of Feb 12, 2020	
Sources of Funds Q3-Q4 2019	
Starting Cash Balance as of July 1, 2019	\$ 129,883
Equity Funding since July 1, 2019	\$ 195,000
Subtotal Available Funds	\$ 324,883
Expenses Since July 1, 2019	
Compensation	\$ 94,500
Facility Lease Purchase Option	\$ 6,000
Facility Lease	\$ 130,500
Insurance	\$ 1,685
Property Tax	\$ 12,466
Utilities	\$ 3,653
Legal and Professional Services	\$ 1,350
Financing, Marketing & Professional Conferences	\$ 13,257
Banking	\$ 4,577
Other Expenses	\$ 4,179
Subtotal Expenses (July 1, 2019-Feb 12, 2020)	\$ 272,167
Current Cash Balance (Feb 12, 2020)	\$ 52,716

Operational Startup Period

Deep Roots has obtained pledges and plans to obtain 2nd Round financing to fund the substantial startup costs that will be incurred after receipt of its Provisional License Approval. These funds, itemized in the table below, include: a \$1 million equity purchase option from company founders; \$160 thousand in equity options to be obtained from four first-round investors, and; \$2 million in equity-based funds to be secured from identified sources once our Provisional License is approved and consequently mitigates the perception of regulatory-related investment risk. These sources along with the Company's currently available cash balance will total the \$3.21 million that the company plans to have available to buildout its facilities and systems and fund initial cultivation and manufacturing operations prior to, and during, the ramp-up of initial commercial sales.

Deep Roots, Inc. Startup Funding		
Sources	Affiliation	Funding
Starting Cash Balance (as of 2/12/2020)		\$ 52,716
Current Pledges		
Founder's Option	Founders	\$ 1,000,000
First Round Investor Options	Investors	\$ 160,000
Equity-Based 2nd-Round Financing	Investors	\$ 2,000,000
Total Startup Funding		\$ 3,212,716

Deep Roots' has conservatively estimated the startup costs itemized in the table below. These costs include:

- Capital costs to be accrued in adapting our facility and acquiring operational systems, and;
- Operational expenses that will be incurred to initiate cultivation, product manufacturing and marketing initiatives during the expected six-to-nine-month period between Provisional License Approval and the commencement of profitable commercialize sales operations.

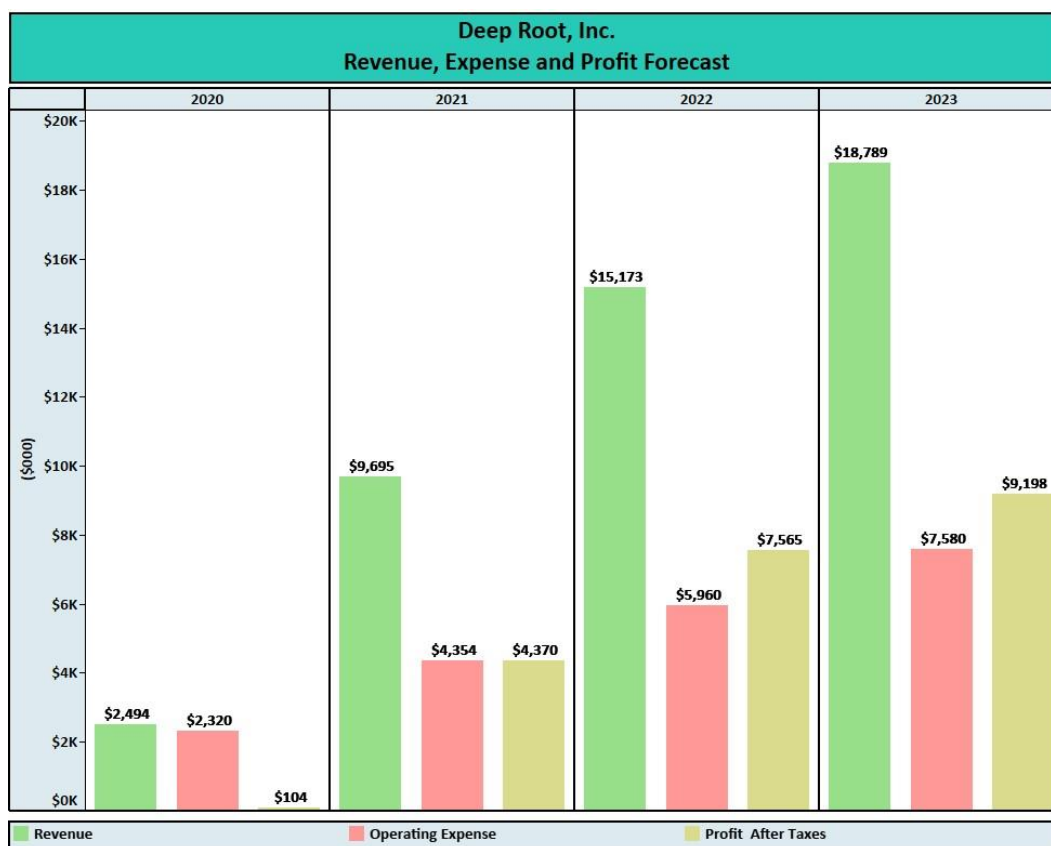
Deep Roots, Inc. Startup Costs & Funding	
Total Startup Funding	\$ 3,212,716
Capital Costs - Uxbridge Facility Buildup	
Uxbridge Facility Infrastructure Costs	\$ 378,875
Cultivation Systems & Equipment	\$ 260,109
Extraction Lab	\$ 174,445
Production Equipment	\$ 137,648
Other Cultivation & Production Costs	\$ 44,650
General Facility & Office	\$ 34,950
Security System	\$ 95,392
Subtotal Startup Capital Costs	\$ 1,126,069
Startup Operating Expenses	
Cultivation	\$ 58,478
Extraction	\$ 5,100
Manufacturing	\$ 13,893
Delivery Expense	\$ 8,560
Sales and Marketing	\$ 40,338
Operational Services	\$ 4,213
Facility Expense	\$ 123,450
Administrative Expenses	\$ 26,435
Financial and Legal Services	\$ 15,600
Information Technology	18300
Compensation	\$ 420,944
Subtotal Startup Operating Expenses	\$ 735,311
Total Startup Costs	\$ 1,861,380
Cash Available after Startup Period	\$ 1,351,336

As indicated by the table above, Deep Roots estimates that \$3.21 million of funding will be available to offset projected total startup costs of \$1.86 million and leave a substantial cash reserve of \$1.35 million to serve as working capital for the expansion of Deep Roots' commercial operations.

Revenue and Profit Forecast

The graph below provides a summary of Deep Roots' projected financial results for the four years after we've been licensed to operate our recreational marijuana business. This profit and loss forecast was generated by the company's sophisticated enterprise financial model that provides extensive supporting revenue-generation and expense detail. This forecast assumes that⁵:

- Commercialization begins by October 2020; revenues and profits for the year 2020 may be reduced if Deep Roots' final license to operate later.
- Cultivation and production capacity are authorized to be added by 2022; otherwise revenue and profit would be capped at the levels indicated for 2022 when initially allowable capacity is reached.



⁵ Chapter 6, Business Timeline further describes the timing considerations underlying these assumptions.
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8. Organization

Senior Management

Michael Brais (President and COO) is a naturally gifted entrepreneur and generalist with outstanding interpersonal, leadership and marketing skills, and a broad understanding and experience of all operational aspects of starting and running a cannabis organization. Since the company's inception Mike has been working full-time to prepare for regulatory approval; secure investment funding; establish industry recognition for the company, and; lay the groundwork for strategic partnerships with prospective recreational marijuana dispensaries, manufacturers, cultivators as well as the vendors of the multiple systems we will deploy in operation. Mike's substantial interpersonal management skills have been honed by his years in teaching people with profound developmental disabilities. His broad capabilities and boundless energy pervade the Deep Roots operation.

Bianca Brais (CEO and Executive Manager of Marketing and Sales) brings her exceptional interpersonal and communication skills, training expertise, sales acumen, artistic imagination and organizational capabilities to her role spearheading the company's marketing operations. She is particularly knowledgeable and enthusiastic about cannabis products and how they promote consumer well-being. Although part-time, she has been working closely with her husband, Mike, in developing our broad network of cannabis industry relationships and her marketing insights have been instrumental in shaping the company's product position and marketing. Bianca is a "renaissance" woman whose substantial musical talents enabled her to earn a BA degree in Music Education from the world renowned Berklee College of Music as a voice principal. Since graduating in 2014, she has been an effective and very well-liked elementary school music teacher. When she joins Deep Roots full-time this summer, she will be substantially augmenting Deep Roots marketing outreach and contributing substantially in organizing and preparing our regulatory and operational efforts.

George Brais (Chairman and CFO) is an extensively experience and exceptionally skilled management professional who contributes financial, strategic management, marketing and IT consulting expertise to his position as the CFO of Deep Roots. Since the company's inception he has developed the sophisticated business and financial plans and helped his son, Mike, to provide the strategic management approach that sets Deep Roots apart from many fledgling cannabis startup organizations. George's substantial experience in leading an entrepreneurial organization was developed as the founder and CEO of an IT software company that leveraged major strategic partnerships to provide the substantial system he designed to manage the operations of hundreds of hospital food service and dietary departments throughout the U.S. and Canada and to all U.S. military hospitals worldwide. Since then he has deployed his enterprise scale data-warehousing and business intelligence expertise in providing IT consulting services to dozens of major organizations in multiple industries. Throughout his career, George has leveraged the analytical skills and management expertise that he developed as an applied mathematician from Brown University and as an M.B.A. from Harvard Business School.

Raffaele Sellitto (E.V.P Facilities and Automated Systems) will contribute his exceptional and critically important mastery of electronic and physical systems of all types as well as substantial facility management experience to our company. His unusually broad and advanced expertise extends to: automotive mechanics of all types spanning personal to heavy duty construction vehicles; electronically controlled mechanical systems; heating and ventilation systems; electrical systems, building construction and repair, and more. A self-made man, Ralph built his skill set as an automotive mechanic into Hyde Park Auto Electric, a substantial and successful automotive business that he owned and operated with his wife, Deborah, for many years. Over the years, Ralph has also managed and personally participated in building maintenance, repair and security operations as well as directing many facility and systems improvement projects. Ralph's capabilities are essential for the successful operation of a company such as ours that is

heavily reliant on the efficiency and dependability of its facility, systems, and equipment. His practical business acumen adds substantially to the depth of our management team.

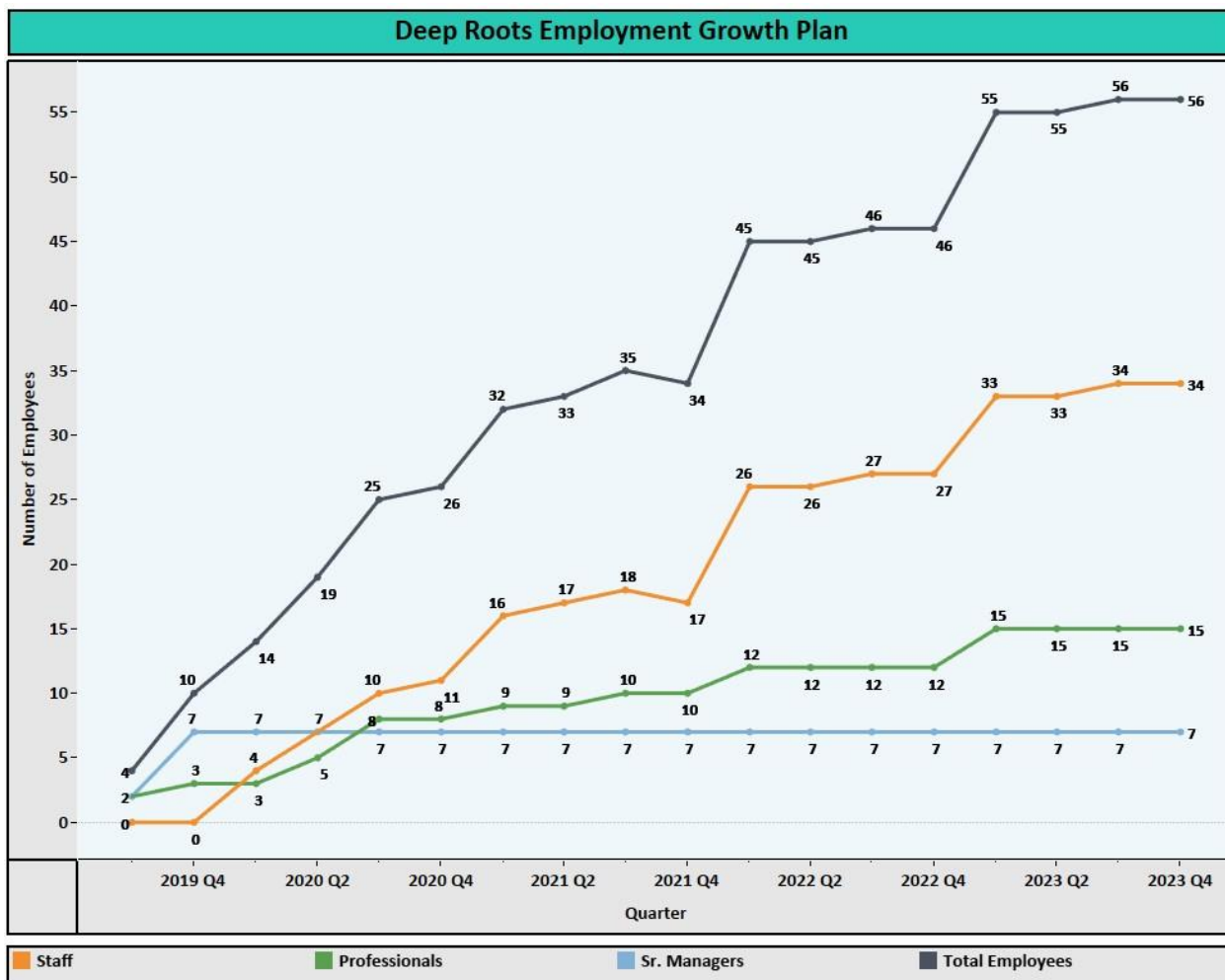
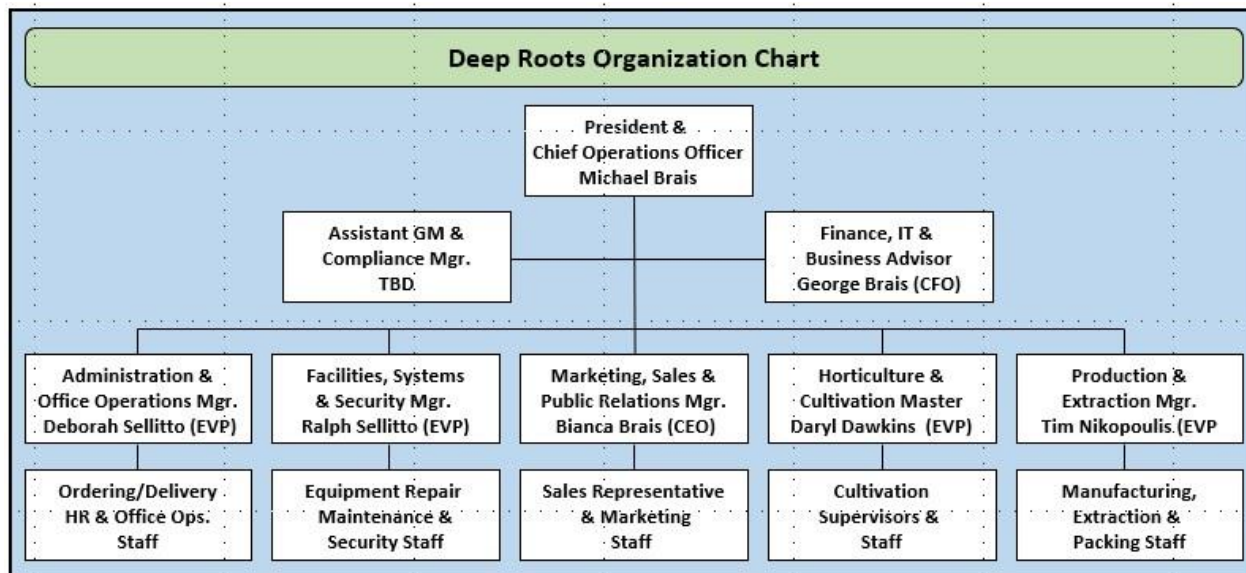
Deborah Sellitto (*E.V.P Administration and Office Operations*) brings her outstanding operational management talent, customer communication capabilities, organizational expertise, and office management skills to the position of Manager of Operations. Deb partnered with her husband Ralph in establishing and operating Hyde Park Auto Electric from 1992 to 2015. In that position, she coordinated all customer communication, scheduling, and payment activities. She also was responsible for parts procurement, subcontracting, account management, general office activities, bookkeeping, and cost control. While her organizational skills literally held the business together, her outgoing and vivacious personality was instrumental in establishing and maintaining Hyde Park Auto Electric's loyal customer base. Deb's administrative and communication expertise will be instrumental in establishing the efficiency of our ordering, delivery, accounting, customer service, office support and HR operations.

Daryl Dawkins (*E.V.P Horticulture and Cultivation*) is not only one of the most highly regarded cannabis horticulturist and cultivation expert in Massachusetts but also a professional IT expert with a highly intuitive grasp of business matters. From an early age, Daryl personally honed his horticultural skills in home gardening and perfected them while genetically engineering vegetables and fruits. He extended his knowledge into cannabis as that became legally approved; established an extensive contact network with leading cannabis experts; experimented extensively in crossbreeding a large variety of marijuana strains; studied cultivation techniques, systems and environmental conditions; and established a small but widely recognized legally approved craft marijuana seed business. After serving in the armed services, he earned a bachelor's degree in computer software engineering from Southern New Hampshire University in 2005. Since then, he's earned a living as a software developer and technical support specialist involved with transportation management systems. Daryl became allied with Deep Roots after its outset and became a member of our Deep Roots' Board of Directors. Since then, he has assembled a complete scale-model home-grow cultivation laboratory where he has perfected strains to be offered by Deep Roots and tested the system and environmental conditions planned for our operation. Daryl will join our team full-time when we obtain our provisional license approval and begin to build the cultivation operation that will become the lifeblood of Deep Roots.

Timothy Nikopoulis (*E.V.P. Production and Extraction*) is very experienced in all aspects of botanical extractions and medically infused products. He has served as a consultant to many cannabis and hemp companies throughout the country to build out their dream laboratories and manufacturing facilities, create standard operating procedures for their processes, and train their staff on the day to day operations within the lab and manufacturing space. Currently, he is the Operations Manager at a fully vertically integrated hemp company that cultivates, extracts, and manufactures infused products. His experience in extracting botanicals and manufacturing infused products at proper dosages will prove to be invaluable for Deep Roots. Tim strives to increase the efficiency of all processes that he manages through LEAN manufacturing principles. His attention to detail, expansive chemistry knowledge, and an extensive network of professionals in the industry will bring substantial value to our business. Once Deep Roots has obtained its provisional license, Tim will begin by fully outfitting our functional extraction laboratory space with all the necessary components and refine our Standard Operating Procedures for the large variety of boutique concentrates that we plan to offer. He will also assist in recruiting our production team and guide the outfitting and operational organization of the infused product and packaging departments that he will be responsible to manage.

Functional Organization

Deep Roots overall functional organization and the company's employment plan over the next several years are illustrated in the organizational and employment growth charts below.



DEEP ROOTS INC.

Diversity Plan

Deep Roots Inc. (“Deep Roots” or the “Company”) is committed to actively promoting diversity, inclusion, and cultural competency, by implementing programmatic and operational procedures and policies that will help to make Deep Roots a leader and champion of diversity, both in the Town of Uxbridge and throughout the broader Massachusetts cannabis industry. Deep Roots’s commitment to diversity is reflected in the following Goals, which shall be pursued through the Programs outlined herein, and the progress of which shall be judged by the Measurements/Metrics as stated below, and adjusted as needed if necessary after semi-annual evaluation:

Goal One: Achieve at least 10% of our staffing needs from people from diverse backgrounds, which shall be defined to include: 1. Minorities; 2. Women; 3. Veterans; 4. People with disabilities; and 5. LGBTQ+. The 10% goal may be met by any combination of the above-identified people from diverse backgrounds, pursuant to 935 CMR 500.101(1)(c)(7)(k); 935 CMR 500.101(2)(e)(8)(k).

Programs to Achieve Diversity Goal One:

- Create a standing Committee on Diversity and Inclusion (“CDI”) with membership to be comprised of leaders from all levels of Deep Roots’ corporate hierarchy and across all departments.
- Provide on-site interactive workshops, annually (at minimum), covering such topics as the prevention of sexual harassment, racial and cultural diversity, and methods of fostering an inclusive work atmosphere.
- Increase diversity of the make-up of our staff by actively seeking out diverse candidates, both through in-house hiring initiatives and participation in online diversity job boards (including, but not limited to: <https://diversityjobs.com/> and <https://www.pdnrecruits.com/>) and in-person job fairs, with said job postings and job fairs to be posted and held, respectively, at least annually and periodically as staffing needs arise.
- Establish clearly written policies regarding diversity and a zero-tolerance policy for discrimination and/or sexual harassment, which shall be incorporated into our employee handbook.
- Perform intercultural competency assessments of key staff and management to identify areas where additional training may be warranted.

Measurements:

- Qualitative Metrics: Perform annual evaluation of inclusion/diversity initiatives to ensure diversity is one of Deep Roots’s strengths and remains a primary focus. This may include anonymous employee surveys or other private submission opportunities so that we can attempt to avoid any sort of reluctance for our employees to inform management how we are truly doing in pursuit of our diversity plan goals. The results of the surveys shall be compared to prior years’ results to allow Deep Roots to adjust our programs in the event that our goals are not being achieved.
- Quantitative Metrics: We will strive to achieve at least 10% of our staffing needs from people from diverse backgrounds as defined herein. The personnel files shall be evaluated on a semi-annual basis to determine how many employees from diverse backgrounds occupy positions within the company and that number shall be divided by Deep Roots’ total staffing at its Uxbridge Microbusiness facility to determine the percentage achieved. Deep Roots shall also tabulate the number of job

postings and job fairs it has conducted over the past year, with said tabulation to occur no less frequently than on an annual basis and which shall be completed prior to the deadline to renew licensure each year.

Goal Two: Enhance workforce diversity by contracting with diverse businesses.

Diversity in Contracting.

Deep Roots will make good faith efforts to employ a minimum of 10% of its contractors, subcontractors, and suppliers who are listed in the Commonwealth of Massachusetts Directory of Certified Businesses as being a Minority Business Enterprise, a Women Business Enterprise, a Veteran Business Enterprise, a Lesbian Gay Bisexual Transgender Enterprise, a Service-Disabled Veteran-Owned Business Enterprise, or a Disability-Owned Business Enterprise, with particular consideration given to businesses classified as Disadvantaged Business Enterprises.

Measurements:

- Qualitative Metrics: We will seek to have diversity across demographic groups and measure those against the primary ownership of all of our contracted partners. We will strive to not limit our contractual relationships to a single disadvantaged business entity (“DBE”) category and will instead seek a variety of qualifying businesses to contract with and will judge the mix of those relationships: i.e. we don’t want our contractors to all fall within the same category of DBE and instead will seek to find companies from businesses owned by minorities; women; veterans; people with disabilities; and people of diverse gender identities and sexual orientations such as LGBTQ+.
- Quantitative Metrics: Deep Roots’s goal shall be that a minimum of 10% of its contractual expenditures will be through contractual agreements with DBE. We will maintain a database of all cannabis establishment wholesale customers and all ancillary service providers by which to judge our progress toward this contracting goal.

Affirmative Statements:

The Company acknowledges that the progress or success of this plan, in its entirety, is required to be documented annually upon renewal (renewal occurs one year from provisional licensure whether or not the licensee has a final license).

The Company shall adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

The Company affirms and states that any actions taken, or programs instituted, by the Company will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

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**Deep Roots, Inc.
Maintenance of Financial Records**

Deep Roots' Chief Financial Officer, George F. Brais, or other duly authorized manager, will be responsible for maintaining Deep Roots' (the "Company") business records, any hard copies of which will be maintained on Company premises in locked, fireproof file cabinets accessible only to the CFO and other authorized personnel. Electronic files will be backed up daily. All financial records will be maintained in accordance with Generally Accepted Accounting Principles ("GAAP"). The Company will ensure that all business records are maintained in such a manner as to ensure accuracy and transparency and will clearly reflect all financial transactions and the financial condition of the Company. Business records will not be accessible to non-managerial employees. All business and financial records will be kept for a minimum of seven (7) years.

In the event of the closure of Deep Roots, all records will be kept for at least two years at the Company's expense and in a form and location acceptable to the Cannabis Control Commission ("CCC"), in accordance with 935 CMR 500.105(9)(g). Financial records will be kept for a minimum of three years from the date of the filed tax return, in accordance with 935 CMR 500.140(6)(e) and 830 CMR 62C.25.1(7).

The Company will allow the CCC to examine its financial records and will deliver or otherwise make available Company financial records to authorized CCC agents upon request.

Deep Roots will maintain strict record keeping protocols for all of the Company's financial records in accord with all applicable regulations. Pursuant to 935 CMR 500.105(9)(e), the Company's business and financial records will include manual or computerized records of:

- Assets and liabilities;
- Monetary transactions, including daily reconciliation of cash-on-hand;
- Books of Accounts, which will include journals, ledgers and supporting documents, including agreements, checks, invoices and vouchers;
- Sales records including the quantity, form and the cost of the product;
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any affiliated individual, including members of the nonprofit corporation, if any;
- Contracts for services performed or received;
- Purchase invoices, bills of lading, manifests, sales records, copies of bills of sale, and any supporting documents, including items and/or services purchased, from whom items were purchased, and date of purchase;
- Bank statements and canceled checks for all accounts; and
- Accounting and tax records related to the Company, and records of any theft, loss, diversion or other unaccountability.

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In the further interest of transparency, all funding sources and others with financial interest in the Company will be recorded by name, address, date of birth, social security number, and explanation of financial interest. In addition, the Company will maintain an accounting of the financial benefits accruing to the municipality as a result of the Host Community Agreement with the Company.

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Deep Roots, Inc.

QC & Testing, Waste Disposal and Recall Procedures

Deep Roots Business Objective to become a Licensed Microbusiness that produces and wholesales Premium Marijuana and Marijuana Products requires that continuous and stringently applied in-process quality control measures be utilized throughout cultivation and manufacturing and that independent laboratory testing procedures be applied to all of our Flower, Concentrate and Infused Products prior to sale. **Section I** addresses Deep Roots "QC & Testing" policies and procedures. It also addresses our **Waste Disposal**¹ and **Recall** procedures because these are not specifically categorized as required license documents but are akin to QC & Testing. **Section II** summarizes how Deep Roots procedures will adhere to all Massachusetts 935 CMR 500 regulatory requirements that relate to each of these topics.

Section I – Policies and Procedures

QC & Testing

Deep Roots will be engaged in a rigorous QC & Testing Program (or "Quality Control Program") to ensure that our products meet exceptionally high standards at all times. This Program:

- Begins with the earliest stage of cultivation, proceeds through every phase of growth, harvesting, trimming/drying and curing;
- Proceeds through manufacturing processes that extract concentrates, process infused products;
- Incorporates Testing by Licensed third-party laboratories;
- Applies to packaging successfully tested Flower, Concentrates and Infused Products or otherwise dispose them as waste.
- Continues with processes that Inventory and Store finished and tested products, assembles them when ordered, loads them for delivery and transports them to Licensed Dispensaries and Manufacturing Establishments.

Long before we have a saleable product, our Quality Control Program begins with genetic selection of our cannabis strains. Our highly experienced Director of Cultivation experiments, tests, and develops Marijuana strains that are genetically stable. These strains are chosen to grow in nearly identical fashion while being pest and mold resistant and generally free from genetic mutations. We then preserve and replicate these strains in carefully nurtured mother plants, which propagate all of the marijuana plants that we grow through cloning. Of course, plant biology isn't perfect, so close individual attention is provided and carefully monitored to ensure the highest standards of quality, yield and non-contamination throughout all growing stages. Quality inspections standards and careful handling protocols continue to be applied through the harvesting, trimming, drying and curing stages as well. Any plants deemed to be unfit for continued cultivation, or substandard process Flower or Trim, will be disposed of following all applicable regulations and pursuant to our Waste Disposal protocols as described herein.

¹ Waste Disposal is applicable to many other license documents including cultivation procedures, manufacturing methods, transportation procedures, inventory procedures, storage procedures and record keeping procedures. This document is referenced for detail regarding waste disposal by documents that address each of these topics.

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Similarly, Deep Roots will perform rigorous inspections, and apply quality standards, and perform continuous monitoring as integral components of our procedures to govern processes, including concentrate extraction, infused-product preparation, packaging, order assembly and delivery.

Batches of Flower, Concentrates, or Infused products that have been processed must be promptly tested by duly licensed third-party laboratories by taking multiple small randomly selected samples from each batch prior to consideration for final sale. The Independent testing of these samples that is to be performed by such laboratories shall be pursuant to 935 CMR 500.160 (1) (*Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products for Massachusetts Registered Medical Marijuana Dispensaries*) which requires that all products to be tested for:

1. Pesticides
2. Metals
3. Bacteria/fungi/mycotoxins
4. Cannabinoid profile
5. Solvents (if used)

If a sample of a batch of products fails testing, the entire batch is disposed of as waste pursuant to our waste disposal protocols in accordance with 935 CMR 500.105(12). Products receiving passing batch test results will be promptly packaged with containers chosen to preserve the quality of our products and properly labeled as required. All package containers are inspected prior to being committed to finished product storage. Packaged units that fail inspection are promptly repackaged, if possible, without loss of quality but otherwise will be discarded as waste.

Finished, tested and packaged products continue to be subject to routine inspection through the frequent inventories that we perform and as products are ordered, assembled and delivered. We insist on selling and delivering only the highest quality products to our licensed dispensaries and manufacturing customers; we emphasize that products that don't meet standard must be discarded as waste.

In addition to the quality control and testing procedures describe above, Deep Roots will take proactive environmental controls within our facility in all areas were marijuana is cultivated, processed handled or stored. All such activities are enclosed by our heavily secured, sanitary and environmentally controlled Clean Room. In addition, Deep Roots will conduct weekly environmental testing of each room within our facility using air culture testing. The equipment we have chosen to use allows us to test for a wide range of microbial and biological contaminants in the air using specialized plates. Each plate is designed to detect a different microbial or biological contaminant. This kind of testing allows us to detect contaminants in the air weeks or months before they show any signs on our plants, walls or equipment. If contaminants are detected, immediate action will be taken to remedy the problem including potentially destroy the affected crops and or products if deemed necessary.



Waste Disposal

Deep Roots plans to deal with Waste (THC/Non-THC plant matter, Marijuana Product/Process wastes, etc.) that is associated with our production operations including cultivation, manufacturing, inventory control, storage, testing and

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transportation. These operations and our office operations will also produce recyclable and other solid or liquid wastes as well.

Deep Roots takes its responsibility to environmental preservation and regulatory compliance very seriously. As such, all recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, shall be stored, secured, and managed in accordance with applicable federal, state and local statutes, ordinances, and regulations.

Any organic or non-organic waste material that contains marijuana plant materials, marijuana or processed marijuana product materials that are generated during any and all stages of cultivation, manufacturing, storage or delivery is

- Immediately isolated in appropriate heavy-duty containers,
- Measured and recorded as waste into the METRIC system for Marijuana tracking.
- The containers are promptly moved to our secured Biomass Disposal Bin situated on the secured enclosed delivery dock that is outside our Clean-Room where all marijuana processing and handling occurs.
- The contents of this Bin are regularly disposed of as describe below and the Bin must be emptied before the facility is vacated at the end of a workday.

No fewer than two Deep Roots employees will be required to join in witnessing and documenting how the marijuana waste is disposed of or otherwise handled (recycled, composted, etc.) When marijuana products or waste is disposed or handled, we will create and maintain a written or electronic record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names and signatures of the two employees present during the disposal or other handling. We will keep these records for at least three years and extend this period as required by the Commission.

The method that Deep Roots will employ to redirect and dispose Organic material, recyclable material and solid waste that we generated will be in accordance with *310 CMR 19.017: Waste Bans*. Any recyclable material as defined in *310 CMR 16.02* shall be recycled in a manner approved by the Commission. Any remaining marijuana waste shall be ground and mixed with other organic material using an industrial grinder as defined in *310 CMR 16.02* such that the resulting mixture renders the marijuana unusable for its original purpose. Once marijuana waste has been rendered unusable, Deep Roots will arrange for its final disposal by a third-party organization that complies with the requirements of 935 CMR 500 and *310 CMR 16.00 Site Assignment Regulations for Solid Waste Facilities*. The method and third-party we select to do so will be as follows:

- Whenever possible, Deep Roots will arrange to have the ground mixture composted by a local composting company.
- Otherwise, the ground mixture will be brought to a solid waste transfer facility or a solid waste disposal facility (e.g., landfill or incinerator) that holds a valid permit issued by the Department of Environmental Protection or by the appropriate Massachusetts agency.

Runoff wastewater ("Liquid Waste") is minimized by our Cultivation operation that uses the fully enclosed Current Culture Deep Water Culture system. Plain Water is stored in 200+ Gallon Reservoirs which feed into the DWC system through a controller that accurately doses nutrients into the water stream as needed. This eliminates the need for major purging of water at any given time. The plants will absorb most water up through their roots. The remaining water

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vapors will be evaporated into the environment and reclaimed by our HVAC system which then filters and purifies this water and recycles it back into our reservoirs.

As with cultivation, our manufacturing processes also produce minimal Liquid Waste or wastewater during production. The minimal, if any Liquid Waste that we generate, which contains marijuana or by-products of marijuana processing, will be disposed of in compliance as stipulated under 935 CMR 500.105 (12) (b) and all applicable state and federal requirements.

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Recall Plan

Deep Roots has, and will employ, a detailed plan and procedures for handling instances which may require a small or large-scale "Recall" of our marijuana or marijuana products. We have developed the detailed reporting forms and action chart provided in Appendix A to guide the rapid and complete collection and analysis of pertinent information to assess the circumstances of a recall situation, to guide us in reporting required information to the Commission, to formulate appropriate remedial action plans and to implement and direct recall procedures among affected parties.

All employees will be trained and instructed to promptly inform our appointed Recall Managers of any circumstance that might indicate the need for a Recall or if any customer, media report, health department or regulatory officials contacts the company to report a potential incident. These managers will promptly assemble a knowledgeable employee "Recall Team" to assist them in assessing the situation.

We have developed the Recall Chart provided in *Appendix A, section 1* as a quick reference to remind Recall Team Members of the steps to take and whom to contact and notify as a Recall unfolds from its initial potential identification to the actions that are involved in managing and conducting the recall. Individual team members are responsible to promptly gather internal information, communicate with those reporting the potential problem, and assess whether a recall is required.

If the Recall Team and Manager determines that the situation warrants a recall they will promptly compile and provide the CCC with the information reflected in the Recall Forms included in *Appendix A, section 2 Recall Report Forms* that includes the following information and any other required by the CCC:

- Product Information and identifiers,
- Deep Roots recall contact information,
- A detailed report explaining the reasons for the recall (see form 3 for detail),
- The volume of the product to be recalled,
- The distribution pattern of the products recalled (number of dispensaries marijuana establishments involved)
- Specific wholesale customer names, addresses, contacts, recalled product and date sold/shipped.

While some recalls may be benign in nature, such as a recall of a batch of packages that have a minor defect, the Commission, and as appropriate other state regulatory agencies such as the DOH, will be immediately notified and kept apprised throughout the recall process. As a recall is being implemented, the recall team will; assign responsibilities, get word out to employees and wholesale customer that have or may have received recalled products, monitor the recall, dispose of product, apply for termination of recall as appropriate and prepare for legal issues if necessary.

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Section II - Regulatory Compliance

Deep Roots will implement the QC & Testing, Waste Disposal, and Recall Procedures described in Section I above in order to strictly adhere to all requirements stipulated in 935 CMR 500 including, but not limited to, the following:

QC & Testing

935 CMR 500.105 (3): Requirements for the Handling of Marijuana.²

- **935 CMR 500.105 (3):** (a) Deep Roots quality control procedures will ensure that all marijuana and marijuana products are handled, produced and preserved in a safe and sanitary manner and that the products produced for sale employ only the leaves and flowers of the female marijuana plant that are
 1. Well cured and generally free of seeds and stems;
 2. Free of dirt, sand, debris, and other foreign matter;
 3. Free of contamination by mold, rot, other fungus, and bacterial diseases;
 4. Prepared and handled on food-grade stainless steel tables; and
 5. Packaged in a secure area.

935 CMR 500.105 (11): Storage Requirements.²

- **935 CMR 500.105 (11) (a-e):** Deep Roots will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105(11)(a)-(e) and 500.110. Deep Roots shall have a separate storage area for marijuana or marijuana infused products that are damaged, outdated, deteriorated, mislabeled, or contaminated, or that are present in containers or packaging that has been opened or breached, unless such products are destroyed pursuant to our Waste Disposal protocols and all applicable regulations. Deep Roots shall keep and maintain all storage areas in a clean and orderly condition, free from infestations by insects, birds, rodents, and any other type of pest. Deep Roots shall maintain its storage areas in strict compliance with the security requirements of 935 CMR 500.110.

935 CMR 500.160: Testing of Marijuana and Marijuana Products

- **935 CMR 500.160(1):** No marijuana product, including marijuana flower, concentrates or Marijuana Infused Products, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

² Additional details pertaining to Deep Roots' policies and procedures relating to the handling and storage of Marijuana and Marijuana Products is provided by the "Storage of Marijuana.pdf" document included with this license application.

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- **935CMR500.160(2):** Deep Roots shall have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Our policy shall include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch in compliance with all applicable waste disposal regulations as defined in 935 CMR 500.105(12). The notification must be from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly. The notification from Deep Roots must describe a proposed plan of action for the recall as needed, destruction of the contaminated product if appropriate and the assessment of the source of contamination.
- **935 CMR 500.160(3):** Deep Roots shall maintain the results of all testing in electronic form in perpetuity and hard copies for no less than one year;
- **935 CMR 500.160(4):** Although Deep Roots does not have the intention of selling seeds at this time, the sale of seeds is not subject to these testing provisions.
- **935 CMR 500.160(5):** Although Deep Roots does not have the intention of selling clones at this time, if we do choose to sell clones, we recognize that clones are subject to these testing provisions but are exempt from testing for metals.
- **935 CMR 500.160(6):** All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with 935 CMR 500.105(13).
- **935 CMR 500.160(8)** All excess marijuana that had been sent to an Independent Testing Laboratory must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory or by returning excess marijuana to the Deep Roots facility for disposal.
- **935 CMR 500.160(9):** No marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

935 CMR 500.120: Additional Operational Requirements for Indoor and Outdoor Marijuana Cultivators

- **935 CMR 500.120(5):** Application of pesticides shall be performed in compliance with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00. Any testing results indicating noncompliance shall be immediately reported to the Commission
- **935 CMR 500.120(6):** When Deep Roots sells or otherwise transfers marijuana to another Marijuana Establishment, we shall provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160.
- **935 CMR 500.120(9):** The Deep Roots cultivation process will use best practices and stringently enforced quality control procedures to limit contamination including, but not limited to, mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana, mildew, and any other contaminant identified as posing potential harm.

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935 CMR 500.130: Additional Operational Requirements Marijuana Product Manufacturers

- **935 CMR 500.130 (2):** Pursuant to 935 CMR 500.130(2), Deep Roots shall prepare, handle and store all edible marijuana products in strict conformity and compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers enumerated in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
- **935 CMR 500.130(3):** Deep Roots' policies shall additionally include requirements for handling of marijuana pursuant to this provision, including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; sanitary building fixtures; sufficient water supply and plumbing; clean floors, walls and ceilings; and storage facilities designed and maintained to prevent contamination.
- **935 CMR 500.130(4):** When Deep Roots sells or otherwise transfers marijuana or Marijuana Infused Products to another Marijuana Establishment, we shall provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160.

Waste Disposal

935 CMR 500.105 (12) (a): All recyclables and waste produced by Deep Roots, including organic waste composed of or containing finished marijuana and marijuana products, shall be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

935 CMR 500.105 (12) (b): Liquid waste containing marijuana or by-products of marijuana processed by Deep Roots shall be disposed of in compliance with all applicable state and federal requirements, including but not limited to, for discharge of pollutants into surface water or groundwater (Massachusetts Clean Waters Act, M.G.L. c. 21 §§ 26 through 53; 314 CMR 3.00: *Surface Water Discharge Permit Program*; 314 CMR 5.00: *Groundwater Discharge Program*; 314 CMR 12.00: *Operation Maintenance and Pretreatment Standards for Wastewater Treatment Works and Indirect Dischargers*; the Federal Clean Water Act, 33 U.S.C. 1251 *et seq.*, the National Pollutant Discharge Elimination System Permit Regulations at 40 CFR Part 122, 314 CMR 7.00: *Sewer System Extension and Connection Permit Program*), or stored pending disposal in an industrial wastewater holding tank in accordance with 314 CMR 18.00: *Industrial Wastewater Holding Tanks and Containers*.

935 CMR 500.105 (12) (c): Organic material, recyclable material and solid waste generated at Deep Roots shall be redirected or disposed of as follows:

1. Organic material and recyclable material shall be redirected from disposal in accordance with the waste disposal bans described at 310 CMR 19.017: *Waste Bans*.
2. To the greatest extent feasible:
 - a. Any recyclable material as defined in 310 CMR 16.02: *Definitions* shall be recycled in a manner approved by the Commission; and
 - b. Any remaining marijuana waste shall be ground up using a commercial grinder and mixed with other organic material as defined in 310 CMR 16.02: *Definitions* such that the resulting mixture renders the marijuana unusable for its original purpose. Once such marijuana waste has been rendered unusable, the mixture may be composted or digested

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at an aerobic or anaerobic digester at an operation that is in compliance with the requirements of 310 CMR 16.00: *Site Assignment Regulations for Solid Waste Facilities*.

3. Solid waste containing cannabis waste generated at Deep Roots will be ground up using a commercial grinder and mixed with solid wastes such that the resulting mixture renders the cannabis unusable for its original purposes. Once such cannabis waste has been rendered unusable, it may be brought to a solid waste transfer facility or a solid waste disposal facility (e.g., landfill or incinerator) that holds a valid permit issued by the Department of Environmental Protection or by the appropriate state agency in the state in which the facility is located.

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935 CMR 500.105 (12) (d): No fewer than two Deep Roots employees must witness and document how the marijuana waste is disposed or otherwise handled (recycled, composted, *etc.*) in accordance with 935 CMR 500.105(12). When marijuana products or waste is disposed or handled, Deep Roots will create and maintain a written or electronic record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Deep Roots employees present during the disposal or other handling, with their signatures. Deep Roots shall keep hard copies of these records for at least three years and keep them electronically in perpetuity. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

935 CMR 500.130 (5) (c): Deep Roots quality control and testing procedures will ensure that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana and marijuana products are segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products.

Recalls

935 CMR 500.120 (12) (b) and 935 CMR 500.130 (5) (b): Deep Roots has specific policies and procedures for handling voluntary and mandatory recalls of marijuana and Marijuana Products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety

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Appendix A

Deep Roots Recall Plan

1. Basic Events and Action Steps involved in a Recall

Problem reported by Step 1	Initial Action Step 2	Decisions Step 3	Actions Step 4
Regulatory Agency believe your product is causing illness	Assemble recall team and ask agency if recall is recommended	Evaluate situation; decide if, what and how much product to recall	If no recall is needed: Document why not and action.
News media story on problem with a type of product you produce	Assemble recall team, review internal records, contact appropriate regulatory agency (CCC, DOH, etc.)		If recall is needed: • Assign responsibilities • Gather evidence • Analyze evidence • Get word out • Monitor recall • Dispose of product • Apply for termination of recall • Assemble recall team and debrief • Prepare for legal issues
Internal QC or customer information suggest a potential problem	Assemble recall team and review internal records, contact appropriate regulatory agency (CCC, DOH, etc.)		
Health Department believes your product is causing illness	Assemble recall team, contact appropriate regulatory agency (CCC, DOH, etc.)		

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2. Recall Report Forms

Form 1 PRODUCT INFORMATION

Modify the "Product Description, Distribution, Consumers and Intended Use" form as needed to reflect only the product involved, including:

- Product name (including brand name and generic name) _____
- Product number/UPC or product identification _____

Assemble TWO COMPLETE SETS OF ALL labeling to the Local Recall Coordinator. Include:

- Product labeling (including ALL private labels)
- Individual package label
- Case label (photocopy acceptable)
- Package Inserts
- Directions for Use
- Marijuana Content
- Serving Size (if applicable)
- Promotional Material (if applicable)

CODES (Lot Identification Numbers):

- UPC code(s) involved: _____
- Lot number(s) involved: _____
- Lot numbers coding system: *Describe how to read your product code: -*

- Expected shelf life of product: _____

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Form 2. Deep Roots Contacts

Provide this information to CCC for clear communication:

Position	Name, Title	Contact Information
RECALL Manager	<i>Deborah Sellitto</i>	Office: _____ Mobile: _____ Fax: _____ Email: _____
Primary Recall Team Contact	<i>Deborah Sellitto</i>	Office: _____ Mobile: _____ Fax: _____ Email: _____
Public contact:	<i>Michael Brais</i> <i>Bianca Brais</i>	Office: _____ Mobile: _____ Fax: _____ Email: _____

Form 3. Reasons for the Recall

Explain in detail how product is defective or violative	
Explain how the defect affects the performance and safety of the product, including an assessment of a health risk associated with the deficiency, if any.	
If the recall is due to the presence of a foreign object, describe the foreign objects' size, composition, hardness, and sharpness.	
If the recall is due to the presence of a contaminant (cleaning fluid, machine oil, paint vapors), explain level of contaminant in the product. Provide labeling, a list of ingredients and the Material Safety Data Sheet for the contaminant.	
If the recall is due to failure of the product to meet product specifications, provide the specifications and report all test results. Include copies of any sample analysis.	
If the recall is due to a label/ingredient issue, provide and identify the correct and incorrect label(s), description(s), and formulation(s).	
Explain how the problem occurred and the date(s) it occurred.	
Explain if the problem/defect affects ALL units subject to recall, or just a portion of the units in the lots subject to recall.	
Explain why this problem affects only those products/lots subject to recall.	
Provide detailed information on complaints associated with the product/problem: • Date of complaint • Description of complaint -include details of any injury or illness • Lot Number involved	

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If a State agency is involved in this recall, identify Agency and contact.	
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Form 4. VOLUME OF RECALLED PRODUCT

Total quantity produced	
Date(s) produced	
Quantity distributed	
Date(s) distributed	
Quantity on HOLD	
Indicate how the product is being quarantined	
Estimate amount remaining in marketplace	
• distributor level • customer level	
Provide the status/disposition of marketed product, if known, (e.g. used, used in further manufacturing, or destroyed).	

Form 5. DISTRIBUTION PATTERN:

Number of DIRECT accounts (customers you sell directly to) by type

Type	Number
Retail Dispensaries	
Manufacturing Customers	
Manufacturing (white-Labelers)	
Testing Laboratories	

Form 6. COMMERCIAL CUSTOMERS

Information provided by Retail Dispensaries or the CCC:

Name	Street Address	City	State	Recall contact name	Contact phone number	Recalled product was shipped?	Recalled product was sold?	Recalled product may have been shipped or sold

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**Deep Roots, Inc.
Qualifications and Training**

Deep Roots LLC ("Company") will ensure that all marijuana establishment agents ("Agents") complete training prior to performing any job functions pursuant to 935 CMR 500.105(2)(a). Training will be tailored to the role and responsibilities of the particular job function of that Agent. At a minimum, all staff members will receive eight hours of annual training. Newly hired Agents shall be put through an employee orientation program prior to assuming work responsibilities at the Company's facility. Each department manager will provide orientation for Agents assigned to their department and which shall be tailored to the specific scope of job responsibilities of that agent/department. The Company will also identify qualified Agents to cross-train for job responsibilities outside of their primary work responsibilities, i.e. a cultivation employee may be cross-trained in manufacturing processes to ensure operational flexibility without sacrificing compliant and efficient operations. Orientation will include a summary of all the training programs applicable to that particular job within the Company.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of the Company that are involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program. Once Deep Roots is designated a "responsible vendor", the Company will require all new employees who are involved in handling and sale of marijuana to complete this program within 90 days of hire. This program will then be completed annually and those not selling, or handling marijuana may participate voluntarily. The Company will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training will include: discussion concerning marijuana effects on the human body; diversion prevention; security procedures, compliance with tracking requirements; compliance with regulatory policies and procedures; adherence to company personnel policies, and; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

All Company employees will be duly registered as marijuana establishment agents and will be required to complete a background check in accordance with 935 CMR 500.030(1). All Company registered Agents will be required to meet the minimum suitability standards found at 935 CMR500.800.

Pursuant to 935 CMR 500.105(9), training will be recorded and retained in the Agents' personnel file. The Company will retain all marijuana establishment agent training records for a minimum of one-year post termination of an Agent. Deep Roots' Agents will receive continuous training and a minimum of 8 hours annual on-going training to ensure the Company remains compliant with all applicable regulations.

Deep Roots, Inc. Personnel Policies

Section I of this document details Deep Roots Inc.'s ("Deep Roots" or "Company") personnel policies and procedures. Section II identifies how these policies and procedures will adhere to all requirements stipulated by 935 CMR 500.000 Adult Use of Marijuana (the "Regulations").

Section I – Deep Roots Personnel Policies

Employee Marijuana Agent Registration and Background Checks:

Deep Roots requires, as a condition of hire and/or continuing employment, that all employees must apply for, and be approved for, registration as a Marijuana Establishment Agent, which includes but is not limited to submitting to a criminal background check as required by the Regulations.

Employee Conduct:

Every employee shall fulfill to the best of their ability the duties and responsibilities of his or her position. In their official activities, the employee shall pursue the common good and shall uphold the Company's interest, as opposed to his/her personal interests and objectives.

Every employee shall during hours of duty and subject to such other laws, rules, and regulations as pertain thereto, devote their full time, attention, and efforts to their employment duties as specified in their employment agreement with Deep Roots and in conformity to all applicable Regulations. An employee shall not use their position to secure privileges or goods for themselves or others. An employee shall not use Company property or equipment for their private use or for any use other than that which serves the Company interest.

An employee shall not directly solicit, receive or agree to receive any compensation, gift, reward or gratuity from any source except the Company.

An employee shall not disclose confidential information except as authorized or required by law, or expressly authorized by the Company, nor shall the employee otherwise use such information for his personal gain or benefit.

Culture of Regulatory Compliance:

Deep Roots takes regulatory compliance very seriously and strict adherence to the Regulations by all employees must be understood and practiced in the course of discharging Company business and operations at the behest of the Company. An employee's adherence to these policies is a fundamental condition of initial and continuing employment. As such, a part of every employee's training will be a course on understanding the regulations that pertain to all aspects of our business in general, and particularly to those of *935 CMR 500.000 Adult Use of Marijuana*. While it is important that an employee has an intimate understanding of the regulations that pertain specifically to his/her job function, an employee must also strive to understand all regulations governing the conduct of our Company in order to ensure that they, those that they manage or influence, and the Company as a whole remain compliant.

Consuming Alcohol, Drugs or Marijuana on Company property is strictly prohibited:

Consumption or use in any way of Consuming Alcohol, Drugs or Marijuana in the Company facility or within its premises shall be strictly monitored and enforced as follows:

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- If an employee is suspected of consuming drugs, alcohol or marijuana on Company property, the employee shall be required to have a meeting with Human Resources ("HR").
- If upon investigation, an employee is found to have consumed drugs, alcohol or marijuana products on Company property, the employee shall be placed on unpaid suspension for up to 10 business days, with the understanding that a second infraction will result in termination.

Diversion of Company Marijuana or Marijuana Products for personal or any other use is strictly prohibited:

Diversion of Company in-process marijuana seeds, plants of any maturity, marijuana flower or materials, or any and all in-process, finished marijuana product of the Company or in-transit to or on behest of the Company shall be strictly prohibited with said policy to be rigorously enforced.

- All employees must agree without limitation to the continuous video monitoring and systematic tracking of all locations and processes where marijuana is grown, processed, handled or transported in order to deter the diversion of Company purchased, produced or sold marijuana plants and marijuana products.
- Any employee who believes to have witnessed an act of diversion by another individual must note the time/date, location and person involved in such and promptly report this to HR. If upon investigation of such incident an employee is determined to have failed to so report, he/she may be subject to the disciplinary action deemed appropriate by Company management and HR.
- Any employee who is suspected to have diverted marijuana shall be notified as such and shall be required to submit to the inquiry of HR and management.
- Any employee who has been found to have diverted marijuana by HR and Company management, shall be immediately suspended, or if deemed appropriate terminated, from employment and reported to law enforcement officials and to the CCC and all video, witness testimony, system information collected or any other information supporting such determination will be made available to these authorities.

Prohibition of access to Marijuana to individuals under the age of 21

The company rigorously enforces the responsibility of every employee to preventing access to marijuana by individuals under the age of 21.

- Employees are not allowed under any circumstances to permit individuals under 21 years old to enter into the company's facility. An employee that witnesses an infraction of this requirement must promptly report this to HR. All infractions will be investigated by HR who will adjudicate disciplinary action that if warranted may result in suspension or termination.
- An employee will be terminated from employment if he/she has been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth of Massachusetts, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Facility access and security

All Employees are responsible to strictly adhere to the Company's rigorously enforced security measures and policies particularly, but not limited to, those pertaining to entry into the facility, access to secured limited access areas and rooms within the facility, Company vehicles and the permitted use of parking facilities and other areas or structures on the premises that are outside of the premises ("Company Facilities"). Employees are prohibited from any and all unauthorized tampering with any component of the Company's security system. Employees are responsible to promptly advise management of any observed intentional or inadvertent breach of this system by themselves or any other

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individual as well as any malfunctioning of this system that they have observed. All employees are required to attend Company security training sessions when first employed and annually thereafter to become and remain familiarized with all related protocols. Adherence to Company security procedures is a fundamental condition of employment and any failure in discharging this responsibility will be maintained in the employee's records, considered in employee evaluations, investigated by HR and management as warranted, and if violations thereof are egregious or repetitive may result, as deemed appropriate by Company management, in reprimand, suspension or termination.

With respect to access to the Company Facilities, all employees will be issued individualized keycards that provide access to the facility and access to those specific secured and/or limited-access rooms and areas ("Secured Areas") that the employee is: 1) authorized to enter without being escorted, or; 2) accompanied at all times within such Secured Areas by an employee who is explicitly authorized to provide such escort. When entering the facility or any Secured Area every employee is required to keep his/her personal keycard and Marijuana Establishment Agent badge visibly on his/her person at all times while within the Company facility or on its premises. When entering any Secured Area, every employee is required to individually swipe his/her keycard and may not enter any such area regardless of whether another authorized employee has just gained entry or whether the entrance has been left open (the latter is a severe security breach which must be immediately reported to the on-duty security attendant or to a designated alternate management authority). Employees are strictly prohibited from sharing their keycards with any other employee or non-employee; failure to adhere to this requirement is a severe breach of security and will be dealt with accordingly.

If an employee loses or misplaces his/her keycard or for any reason fails to have it in his/her possession upon arrival for work, the employee must promptly report this to the on-duty security attendant or to a designated alternate management authority. Under such circumstance, the employee will not be allowed access beyond the hallway entrance to the facility until the following procedures are fulfilled: 1) the employee will submit and fully complete the required Company report that describes this incident and that will be examined and evaluated for potential further action by management and retained in the Company's employee file; 2) the employee's previously issued keycard will be invalidated in the system that controls keycard access; 3) if approved by an authorized manager a new personalized keycard that reflects the employee's security access privileges will be issued to the employee, and; 4) if prompt approval by an authorized manager to replace a keycard, the on-duty security attendant may provide the employee a temporary keycard that permits access privileges and responsibilities to the employee that are equivalent to, and do not exceed, those granted to authorized non-employees including but not limited to the requirement that employees with temporary keycards must be accompanied at all time by an employee who is explicitly authorized to provide such escort.

Non-employees, or employees carrying temporary keycards as defined above, 1) must sign into the Company visitor's log and identify their date/time of entry, purpose of the visit and employed and authorized person to whom they have come to visit (or their supervisor in the case of an employee requiring a temporary keycard); 2) provide personal identification to the on-duty security attendant that is deemed sufficient to establish their identity and confirm that they are 21 years of age or older who are permitted access to the facility by the Company's on-duty security attendant, and; 3) await assignment of an authorized escort who shall sign the visitor's log to confirm responsible to accompany them at all times and to assure that while within the facility the visitor's activities are strictly limited to the authorized purpose for which they were granted access. Prior to exiting the facility, the temporary keycard holder and the assigned employee escort must sign out in the visitor's log and leave their keycard with the on-duty security attendant who is also required to confirm this on the visitor's log.

Adherence to Operating Policies and Procedures

The success and continuity of Deep Roots' business depends on and requires all employees to strictly adhere to the highly structured operating policies and procedures that ensure the Company's ability to produce and purvey premium Craft Cannabis and to maintain compliance with the highly detailed and definitive Regulations under which the Company will be authorized to continuously conduct business as a Licensed Marijuana Establishment under Massachusetts 935 CMR 500.000 Adult Use of Marijuana. Strict adherence to all Company Operating Policies and Procedures is a condition of hire and continuing employment.

As such, every employee must participate in, and successfully obtain qualifying credentials from, all training courses mandated by regulation or identified by the Company as required to be authorized to perform the specific functions for which they are employed and authorized to perform. Such training must be undertaken before the employee begins to perform any such function and must be successfully attended at least annually or at any time directed by management.

As a purveyor of Adult Use Marijuana, most functions that an employee is responsible to undertake relate in some way to marijuana plants, materials, in-process or finished or in-transit products. These functions include, but are not limited to, those relating to cultivation, various manufacturing processes, handling, storage, inventory taking, quality control, testing, waste disposal ordering, delivery, transportation, facility maintenance, security, record keeping, training, personnel matters and management. An employee must be specifically authorized to perform each such function and are otherwise prohibited to undertake them unless receiving specific recorded temporary authorization by a manager authorized to grant such authorization and only then under the supervision of a designated employee who is qualified and authorized to do so.

When a qualified employee undertakes an assigned function he/she must strictly adhere to the detailed policies and procedures that the Company provides to perform including the defined by the procedure including, but not limited to methods, process steps, reporting and control procedures, and all other instructions or guidance materials provided. Employees must approach the functions that they perform with the realization and personal commitment they are personally responsible for the Company's business success and personally accountable to implement regulatory requirements and that the Company's policies and procedures have been defined to assist them to do so. If they consider a procedure to be inefficient they should discuss this with management and participate in defining acceptable alternatives but never deviate from procedure or unless or until modified and approved. If for a reasonable cause or if an employee inadvertently deviates from procedure, he/she must promptly advise the supervising of such.

Supervisors and managers are provided information tools and access to video recordings to monitor or investigate adherence to operational procedures and policies and are responsible to proactively and continuously apply these to assure compliance. Employees performing these functions are responsible to cooperate with their supervisors in discharging their monitoring responsibilities including advising their superiors if they observe or suspect non-conformance by other employees.

Repetitive or egregious failure by an employee to adhere to prescribed operational policies or procedures will be: reported to HR and upper management for investigation and adjudication, maintained in the employee's records, considered in employee evaluations, and depending on the severity of the incident or incident(s) involved, may result in reprimand, suspension or termination as deemed appropriate by Company management.

Confidentiality, Non-Competition and Non-Solicitation Agreements

All employees are required, as a condition of hire, to agree to the Company's standard:

- Non-Disclosure Agreement that protects company proprietary and confidential information, business and operational methodologies, proprietary horticultural, cultivation and manufacturing formulations, methodologies and techniques from un-authorized disclosure during their period of employment and for a period of three-years subsequent to their termination of employment.
- Non-Competition Agreement that which prohibits the employee to engage in or assist a competitor or contravene in any company business arrangement during their period employment and for a period of one year subsequent to their termination of employment except in the case of personal employment after termination in a similar professional employment capacity that does not provide an inordinately competitive advantage to the employer.
- Non-Solicitation Agreement which prohibits the employee to induce the employer's clients, customers and/or employees to leave the employer and transfer their relationship to the employee or a competitor during their period of employment and for a period of one-year subsequent to their termination of employment.

Discrimination:

Discrimination against any person in connection with recruitment, examination, appointment, training, promotion, retention, or any other personnel action because of race, national origin, or any other non-merit factors, or political or religious opinions or affiliations is prohibited.

Equal opportunity Employment:

Deep Roots Inc. provides equal employment opportunities to all employees and applicants for employment and prohibits discrimination and harassment of any type without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation and training.

Reasonable Accommodation Policy:

Deep Roots, Inc. shall provide Reasonable Accommodation to all disabled applicants and employees within the meaning of the Fair Employment and Housing Act (Government Code § 12940) and Title I of the Americans with Disabilities Act (42 U.S.C. § 12101, et seq.). To ensure that Reasonable Accommodation is made, whenever possible, the Company will engage in good-faith interactive processes with applicants and employees determined to need, or who request, accommodation.

Sexual Harassment Policy and Reporting Procedures

Deep Roots' sexual harassment policy aims to protect men and women in our Company from unwanted sexual advances and give them guidelines to report incidents. We will also explain how we handle claims, punish sexual harassment and help victims recover. We won't tolerate sexual harassment in our workplace in any shape or form. Our culture is based on mutual respect and collaboration. Sexual harassment is a serious violation of those principles.

This policy applies to every person in our Company regardless of gender, sexual orientation, level, function, seniority, status or other protected characteristics. We are all obliged to comply with this policy. Also, we won't tolerate sexual

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harassment from inside or outside of the Company. Employees, investors, contractors, customers and everyone interacting with our Company are covered by the present policy.

What constitutes sexual harassment

Sexual harassment has many forms of variable seriousness. A person sexually harasses someone when they:

- Insinuate, propose or demand sexual favors of any kind.
- Invade another person's personal space (e.g. inappropriate touching.)
- Stalk, intimidate, coerce or threaten another person to get them to engage in sexual acts.
- Send or display sexually explicit objects or messages.
- Comment on someone's looks, dress, sexuality or gender in a derogatory or objectifying manner or a manner that makes them uncomfortable.
- Make obscene comments, jokes or gestures that humiliate or offend someone.
- Pursue or flirt with another person persistently without the other person's willing participation. Also, flirting with someone at an inappropriate time (e.g. in a team meeting) is considered sexual harassment, even when these advances would have been welcome in a different setting. This is because such actions can harm a person's professional reputation and expose them to further harassment.

The most extreme form of sexual harassment is sexual assault. This is a serious crime and our Company will support employees who want to press charges against offenders.

Company rules on sexual harassment

- No one has the right to sexually harass our employees. Any person in our Company who is found guilty of serious harassment will be terminated, regardless of their position within the Company's hierarchy. Also, if representatives of our contractors or vendors sexually harass our employees, we will demand that the Company they work for takes disciplinary action and/or refuse to work with this person in the future.
- Sexual harassment is never too minor to be dealt with. Any kind of harassment can wear down employees and create a hostile workplace. We will hear every claim and punish offenders appropriately.
- Sexual harassment is about how we make others feel. Many do not consider behaviors like flirting or sexual comments to be sexual harassment, thinking they are too innocent to be labeled that way. But, if something you do makes your colleagues uncomfortable, or makes them feel unsafe, you must stop.
- We assume every sexual harassment claim is legitimate unless proven otherwise. We listen to victims of sexual harassment and always conduct our investigations properly. Occasional false reports do not undermine this principle.
- We will not allow further victimization of harassed employees. We will fully support employees who were sexually harassed and will not take any adverse action against them. For example, we will not move them to positions with worse pay or benefits or allow others to retaliate against them.
- Those who support or overlook sexual harassment are as much at fault as offenders. Managers and HR especially are obliged to prevent sexual harassment and act when they have suspicions or receive reports. Letting this behavior go on or encouraging it will bring about disciplinary action. Anyone who witnesses an incident of sexual harassment or has other kinds of proof should report to HR.

How to report sexual harassment

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If you are being sexually harassed (or suspect another person is being harassed), please report it to [HR manager, HR generalist or your manager.] In serious cases like sexual assault, please call the police and inform HR that you plan to press charges. We acknowledge it's often hard to come forward about these issues, but we need your help to build a fair and safe workplace for you and your colleagues. If you want to report sexual harassment within our Company, there are two options:

- Ask for an urgent meeting with your [HR manager or HR generalist or supervisor.] Once in the meeting, explain the situation in as much detail as possible. If you have any hard evidence (e.g. emails), forward it or bring it with you to the meeting.
- Send your complaint via email. If you address it to your supervisor, please cc HR to the email and attach any evidence or information that can be used in the investigation. HR and your supervisor will discuss the issue and contact you as soon as possible.

If you report assault to the police, our Company will provide any possible support until the matter is resolved. In any case, we will ensure you are not victimized and that you have access to relevant evidence admissible in court, like security video footage or emails (without revealing confidential information about other employees.)

Inadvertent harassment

Sometimes, people who harass others do not realize that their behavior is wrong. We understand this is possible, but that doesn't make the perpetrator any less responsible for their actions.

If you suspect that someone doesn't realize their behavior is sexual harassment under the definition of this policy, let them know and ask them to stop. Do so preferably via email so you can have records.

Please do not use this approach when:

- Your manager, an upper manager, investor or customer is the perpetrator.
- Sexual harassment goes beyond the boundaries of off-hand comments, flirting or jokes.

In the above cases, report to HR as soon as possible.

Disciplinary action and repeat offenders

- Employees who are found guilty of sexual assault will be terminated after the first complaint and investigation.
- Employees who are found guilty of sexual harassment (but not assault) the first time may:
 - Be reprimanded and fined.
 - Get a "below expectations" performance review.
 - Experience diminished promotions and/or salary increases including partial or complete freezes for a period of time deemed to be appropriate by HR and management

We may also transfer harassers or take other appropriate action to protect their victims. We will terminate repeat offenders after the second claim against them if our investigation concludes they are indeed guilty. We will apply these disciplinary actions uniformly. Employees of any sexual orientation or other protected characteristics will be penalized the same way for the same offenses.

HR responsibilities involving sexual harassment

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First and foremost, HR and managers should try to prevent sexual harassment by building a culture of respect and trust. But, when sexual harassment occurs and an employee makes a complaint, both HR and managers must act immediately. Managers should talk to HR and explain our Company's procedures to their team member who made the complaint.

When HR receives a complaint that an employee harasses another employee, they will:

- Ask for as many details and information as possible from the person or people making the complaint.
- Keep copies of the report with dates, times and details of incidents and any possible evidence in a confidential file (separate from the personnel file.) HR should update this file with all future actions and conversations regarding this complaint.
- Launch an investigation. If the matter is complex, the HR person can defer to a more senior manager.
- Check if there have been similar reports on the same person. If there are, HR should contact the perpetrator's manager to let them know that their team member may get fired when the investigation is over.
- Inform the harassed employees of our Company's procedures and their options to take legal action if appropriate.
- Take into account the wishes of the harassed employee. Some might want the matter to be resolved informally and discreetly, while others might expect more radical actions (e.g. re-assign the perpetrator.) HR should consider the circumstances and decide on appropriate action.
- Contact the harasser and set up a meeting to explain the complaint and explicitly ask for this behavior to stop, or,
- Arrange for mediation sessions with the two employees (harasser and perpetrator) to resolve the issue, if the harassed employee agrees or,
- Launch a disciplinary process depending on the severity of the harassment. In cases of sexual assault or coercing someone to sexual favors under threats, we will terminate the harasser immediately. We will terminate employees who are found guilty in a court of law of sexually assaulting another employee, even if HR has not conducted its own investigation.

HR or managers must not, under any circumstances, blame the victim, conceal a report or discourage employees from reporting sexual harassment. If HR or a manager behaves that way, please send an email to their own manager or a senior HR leader explaining the situation.

Helping harassment victims

Apart from investigating claims and punishing perpetrators, the Company wants to support the victims of sexual harassment. If you experience trauma, stress or other symptoms because of harassment, consider:

- Taking a few days of sick leave to restore your mental health.
- Asking your insurance provider whether they cover mental health services.
- Talking to our HR Officer to evaluate options.
- Speaking to our designated counselors.

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Tenure of Employment:

An employee will not be subject to dismissal or suspension except for cause stated in writing to the employee.

Resignation: An employee who resigns must provide written notice at least two weeks in advance include reasons for this to HR. A resignation once submitted may not be withdrawn by the employee without the consent of HR.

Suspension:

With management approval, HR may suspend an employee without pay for disciplinary reasons for a period of up to ten workdays. Notice of suspension shall be in writing or shall be given personally by HR and confirmed in writing within 24 hours. Temporary Relief from Duty may be changed to suspension without pay or other disciplinary action for cause.

Temporary Relief from Duty:

With management approval, HR may relieve employees from duty temporarily with pay for a period of up to 30 workdays to permit the appointing authority to investigate or make inquiries into charges and allegations concerning the employee. Employees serving an original probationary period may be dismissed immediately without prior notice or pay in lieu of notice. Employees whose duties require them to hold an operator's license issued by the Massachusetts RMV and who become unable to perform their assigned duties as a result of losing their driving privileges because of a violation may be suspended without pay, transferred, or demoted to another position within the agency, or dismissed if no other position for which they are qualified is available.

Section II - Regulatory Compliance

Deep Roots will strictly adhere to all requirements pertaining to personnel policies and procedures that are stipulated in 935 CMR 500 including, but not limited to, the following:

935 CMR 500.101(1)(b); 935 CMR 500.101(2)(c); or 935 CMR 500.030: All Deep Roots employees must apply for and be approved for registration as a Marijuana Establishment Agent including but not limited submitting to a criminal background check as required pursuant to these provisions.

935 CMR 500.101 (c)(7)(k): Deep Roots has diversity plans to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientation, in the operation of the Company.

935 CMR 500.105 (1) (j): Deep Roots will strictly require and maintain an alcohol, smoke, and drug-free workplace.

935 CMR 500.105 (1) (l): Deep Roots has a strict policy for the immediate dismissal of any marijuana establishment agent who has:

1. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
2. Engaged in unsafe practices (i.e. hand washing, key card management, etc.) with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
3. Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

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935 CMR 500.105 (1) (o): Deep Roots will strictly adhere to the policies and procedures that are designed to prevent the diversion of marijuana to individuals younger than 21 years old as further detailed in the following documents that are also included with this license application:

935 CMR 500.105 (2) (a): Deep Roots will ensure that all employees complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each employee, including a Responsible Vendor Program under **935 CMR 500.105(2)(b)**. At a minimum, staff shall receive eight hours of on-going training annually.

935 CMR 500.105(2)(b): Deep Roots will adhere to these provisions as follows:

1. All owners, managers and employees of Deep Roots that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall have attended and successfully completed a responsible vendor program to be designated a “responsible vendor.”
2. Once a Deep Roots is designated a “responsible vendor,” all new employees involved in the handling and sale of marijuana for adult use shall successfully complete a responsible vendor program within 90 days of hire.
3. After initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”
4. Administrative employees who do not handle or sell marijuana will also take the “responsible vendor” program.
5. Deep Roots will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

935 CMR 500.105(3)(b)(1): Any Deep Roots employee whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*;

935 CMR 500.105(3)(b)(2): Any Deep Roots employee working in direct contact with the preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including:

- Maintaining adequate personal cleanliness; and
- Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.

935 CMR 500.105(3)(b)(3): Deep Roots will provide Hand-washing facilities that are adequate and convenient and shall be furnished with running water at a suitable temperature and will contain appropriate hand-cleaning and sanitizing preparations as well as sanitary towel service or suitable drying devices. These facilities shall be located immediately adjacent to and within the Clean-Room which is the Company's production area where all marijuana cultivation, manufacturing, handling, storage and delivery occurs. Prior to entering this area and when performing activities within all employees will be required to don hospital garb and maintain good sanitary practices including washing and sanitizing their hands and other measures required by regulation or deemed necessary to management to maintain the highest standards of personal hygiene.

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**Deep Roots, Inc.
Record Keeping Procedures**

Deep Roots will employ sophisticated, technically, advanced, computerized, information management methods to optimize all aspects of its business and to rigorously implement the regulatory record keeping requirements stipulated by 935 CMR 500. **Section I** describes the computerized methods by which Deep Roots will capture and maintain these records. **Section II** describes the specific records that Deep Roots will develop, capture, and maintain within the context of our compliance to specific regulatory requirements.

Section I – Record Keeping Methods

Deep Roots has been and will continue to produce and maintain all required records, which shall be available to the Cannabis Control Commission upon request pursuant to 935 CMR 500.105(9). We also plan to capture and retain all required transactional documents and data captured as we continuously undertake all operations that we conduct as a business.

Together these represent a multitude of documents, both in terms of variety and volume, that in our estimation can only be effectively organized and maintained with the effective implementation of sophisticated, modern, computerized, information management (“IT”) systems. This section, therefore, presents both our ability to implement such systems as well as the computerized applications we will utilize for record keeping and the overall management of our business.

Deep Roots has the in-house ability to implement the advanced IT systems describe in detail below. In addition to other employees that have been, or will be, recruited that possess substantial IT skills, our IT operation is headed by our CFO, George Brais, a Business Systems Solutions Architect and Data Warehousing/Business Intelligence expert. Mr. Brais has over 30 years providing IT consulting services involving dozens of different business applications to over 25 major organizations in multiple industries.

Deep Roots’ plans for Record Keeping include the implementation of advanced integrated IT systems including:

- A Document Management System (“DMS”) that organizes, stores and retrieves all types of digital records (scanned document, emails, files, etc.) and provides content development and archival support for text-based documents.
- Operational Management Applications including systems for seed-to sale marijuana tracking (METRC), inventory management, process control, delivery management, sales management (CRM), financial accounting, and online communication.
- A Datawarehouse that captures and integrates the data from operational Management Applications above into a unified relational data repository (“database”) for management reporting and analysis through an associated Business Intelligence application.

Deep Roots will employ the *Microsoft SharePoint Online* (“SharePoint”) cloud-based Document Management System. This is an ideal application that supports the electronic management of all our business-critical documents:

- SharePoint provides an organized work-flow methodology to securely maintain multiple and voluminous transactional records (including scanned images of hard-copy documents, emails, standard format files, etc.) that we need to organize in order to optimize our business operation and digitize the many types of regulatory records that we are required to maintain. It provides automated features to organize, capture, tag, approve, store, and archive

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documents; rapid document identification, retrieval and online-sharing capabilities; cloud-based disaster recovery features; advanced document security and file locking, and; more.

- In addition to the features noted immediately above that relate to all types of documents, SharePoint also provides sophisticated content management capabilities for important text documents such as policy and procedure documents as they are being developed, and most significantly, as they are enhanced and changed over time. SharePoint includes sophisticated features for content management including file uploads and downloads, editing, sharing, change tracking and logging, revision history and archival storage, document locking, and advanced security features including individual file access and modification privileges.

We are and will continue to evaluate many of the Operational Management Applications that we will employ to manage all the major processes that we will conduct as a business. We will continue our evaluation and finalize our selection as we await preliminary approval and will initiate setup well before obtaining our final license. We will certainly employ the required METRC system for on-line seed-to-sale tracking but will evaluate which compatible Inventory Management System will supplement METRC for inventory management as described in *"Inventory Procedures.pdf"* included in this license application. We will select or develop a custom Process Control application to manage our Cultivation and Manufacturing Operations as described respectively in *"Cultivation Policies and Procedures.pdf"* and *"Manufacturing-Production Methods.pdf"* included in this license application. We will select or develop a custom Delivery Management application to manage order-taking, order assembly, routing and delivery to licensed Dispensaries and other Marijuana Establishments as noted in *"Transportation of Marijuana.pdf"* included in this license application. We also plan to select a sales management ("CRM") application to organize communications with our customers. We will employ QuickBooks general accounting applications including general ledger, invoicing and receivables tracking, expense tracking, payroll and financial reporting. We will employ an online communication application called "ZOOM" to further assist in online audio/video conferencing and customer support.

We will integrate the analytical data (i.e. categorized numeric data) that is generated and captured from the Operational Management Applications above in our Integrated Data Warehouse that will be implemented with the *Oracle 12c DBMS* that over decades has become a household name in relational databases and data warehousing with over 300,000 customers worldwide. While Oracle is the mechanism that maintains the data repository and provides the infrastructure of the Datawarehouse, all implementations of it must be custom developed. This customization is required to capture transactional data from linked operational applications and to transform this data into compatibly structured information categories designed for management reporting. Mr. Brais, an expert Oracle DBMS designer and developer, will lead this customization effort.

While the Deep Roots' DBMS will contain the data in the form required, the Tableau Business Intelligence application will be linked to it to provide sophisticated rapid data reporting and analysis including data mining and visual data analytics. Once again, Mr. Brais has many years of experience in applying Tableau for advanced management reporting purposes.

Section II – Regulatory Compliance

Deep Roots will implement the computerized systems as described above, supplemented by the organized filing of paper-based documents as appropriate and require, that strictly adhere to all requirements pertaining to Record Keeping Procedures that are stipulated in 935 CMR 500.000 including, but not limited to, the following:

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935 CMR 500.105 (9) Record Keeping

Deep Roots will gather and maintain, in accordance with generally accepted accounting principles, all required Company records required by, but not necessarily limited to, any section of 935 CMR 500.000 in addition to those stipulated by 935 CMR 500.105 (9) in the manner that is acceptable to the Commission and which will be made available to the Commission upon request including, but not limited to, the following records itemized by 935 CMR 500.105 (9):

935 CMR 500.105 (9) (a): Deep Roots will maintain Records containing written operating procedures as required by 935 CMR 500.105(1) pertaining to operations at our facility and develop and follow operating procedures for any secondary facility if added in the future. In addition, Deep Roots will maintain the following written operating policy requirements stipulated by 935 CMR 500.120 (12), 935 CMR 500.130 (5), 935 CMR 500.160 (12), 935 CMR 500.160 (2) and (3), and all others required under 935 CMR 500.105 (9). Note that many of these written operating procedures have been developed and included in this license application and are referenced in brackets [] below.

935 CMR 500.105(1) (a): Security measures in compliance with 935 CMR 500.110

[see "*Deep Roots Inc -Security Plan.pdf*"]

935 CMR 500.105(1) (b): Employee security policies, including personal safety and crime prevention techniques;

[see "*Personnel Policies.pdf*"]

935 CMR 500.105(1) (c): A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.

935 CMR 500.105(1) (d): Storage of marijuana in compliance with 935 CMR 500.105(11);

[see "*Storage of Marijuana and Marijuana Products.pdf*"]

935 CMR 500.105(1) (e): Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;

935 CMR 500.105(1) (f): Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);

[see "*Inventory Procedures.pdf*"]

935 CMR 500.105(1) (g): Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;

[see "*Quality Control, Testing and Waste Disposal Procedure.pdf*"]

935 CMR 500.105(1) (h): A staffing plan and staffing records in compliance with 935 CMR 500.105(9);

935 CMR 500.105(1) (i): Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;

935 CMR 500.105(1) (j): Alcohol, smoke, and drug-free workplace policies;

[see "*Personnel Policies.pdf*"]

935 CMR 500.105(1) (k): A plan describing how confidential information will be maintained;

935 CMR 500.105(1) (l): Deep Roots shall have a policy for the dismissal from employment and reporting to the Commission and law enforcement officials of any individual that has (1) diverted marijuana, (2) engaged in unsafe

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operational practices, or (3) has been found guilty, or pleaded guilty or *nolo contendere*, to distribution of marijuana to a minor in any U.S. jurisdiction.

[see "*Personnel Policies.pdf*"]

935 CMR 500.105(1) (m): A list of all Company board members, executives and members of the licensee must be made available upon request by any individual or made available on the Company website.

935 CMR 500.105(1) (m): Policies and procedures for the handling of cash on the Company's premises including but not limited to storage, collection frequency, and transport to financial institution(s).

935 CMR 500.105(1) (0): Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old. [See, "*Personnel Policies.pdf*", "*Security Plan.pdf*", "*Prevention of Diversion.pdf*"]

935 CMR 500.105(1) (0): Policies and procedures for energy efficiency and conservation stipulated by this provision.

935 CMR 500.120 (12) (a) and 935 CMR 500.1030 (5) (a): Written policies and procedures for the cultivation, production, manufacturing, or distribution of marijuana or marijuana products including methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories as stipulated by 935 CMR 500.105(8). [See "*Prevention of Diversion.pdf*", "*Inventory Procedures*"]

935 CMR 500.120 (12) (b) and 935 CMR 500.1030 (5) (b): Written policies and procedures for handling voluntary and mandatory recalls of marijuana or marijuana product.

[See "*QC & Testing, Waste Disposal and Recall Procedures.pdf*"]

935 CMR 500.120 (12) (c) and 935 CMR 500.1030 (5) (c): Written policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana or marijuana product and destroyed including written documentation of the disposition of the marijuana as stipulate by 935 CMR 500.105(12). [See "*QC & Testing, Waste Disposal and Recall Procedures.pdf*"]

935 CMR 500.120 (12) (d) and 935 CMR 500.1030 (5) (d): Written policies and procedures for transportation as stipulated by 935 CMR 500.105(13); [See "*Transportation of marijuana.pdf*"]

935 CMR 500.120 (12) (e) and 935 CMR 500.1030 (5) (e): Written policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts as stipulated by 935 CMR 500.105(15) and 935 CMR 500.120(11).

935 CMR 500.120 (12) (f) and 935 CMR 500.1030 (5) (f): Written Policies and procedures for the transfer, acquisition, or sale of marijuana or marijuana products between Marijuana Establishments.

935CMR500.160(2): Deep Roots shall have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits as stipulated by this provision.

[See "*QC & Testing, Waste Disposal and Recall Procedures.pdf*"]

935 CMR 500.105 (9) (b): Deep Roots will maintain Inventory Records as required by 935 CMR 500.105(8); [see "*Inventory Procedures.pdf*"]

935 CMR 500.105 (9) (c): Deep Roots will maintain Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e); [see "*Inventory Procedures.pdf*"]

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935 CMR 500.105 (9) (d): Deep Roots will maintain personnel records in compliance with 935 CMR 500.105(9)(d), which shall include but not be limited to: a job descriptions for each employee; staffing plans; organizational charts; Personnel Policies; and background checks as required by 935 CMR 500.030. Deep Roots will maintain all personnel records for a minimum of 12 months post-termination of employment (whether voluntary or involuntary termination), in accordance with 935 CMR 500.105(9)(d)(2). Deep Roots will maintain business records in compliance with 935 CMR 500.104(9)(e).

935 CMR 500.105 (9) (e): Deep Roots will maintain manual or computerized Business records of

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

935 CMR 500.105 (9) (f): Deep Roots shall also maintain waste disposal records pursuant to 935 CMR 500.105(9)(f), as required by virtue of 935 CMR 500.105(12)(a)-(d). [See "*QC & Testing, Waste Disposal and Recall Procedures.pdf*"]

935 CMR 500.105 (9) (g): Following closure of the company if that should occur, Deep Roots will retain all stipulated records under 935 CMR 500.105 (9) for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Cannabis Control Commission.

Deep Roots, Inc.

Restricting Access to Age 21 Plus and Older

Section I of this document describes Deep Root's strict policy and procedures to ensure that no individual under the age of 21 will be permitted on our site or gain entry into our facility. This section also describes Deep Roots' policy to restrict access to information pertaining to our Marijuana Products to audiences over 21 years of age. Section II indicates how Deep Roots pledges to adhere to all related regulatory requirements.

Section I

Deep Roots (the "Company") will rigorously implement significant facility access controls for ALL individuals ("All Individuals") as documented in *Security Plan.pdf* included in this license application. The term "ALL individuals" as referenced herein, shall encompass all board members, directors, executives, managers, and volunteers who are associated with the Company, or any human being whatsoever who shall request or attempt to access the Company facility shall be subject to regulations regarding Restricted Access as stipulated by 935 CMR 500.000 in general and more specifically by 935 CMR 500.110, 935 CMR 500.105 and CMR 500.030 (1) (a). In accordance with the foregoing, the following procedure that will ensure that only ALL Individuals who are aged 21 and older will be allowed on the premises:

- 1) The on-duty security officer will not permit any individual that appears younger than 21 to enter our facility through the small building foyer in front of the security station;
- 2) If an individual who does not appear 21+ persists in requesting entry, the security officer must go onto the entrance porch (fronting the entrance but outside the building) to examine whether that individual is able to provide satisfactory credentials, and;
- 3) In all instances, the security officer must check the credentials of all individuals who are not employees and prevent entry to persons under 21 through the turnstile that enables entry into the remainder of the facility.

In addition, loitering outside our facility by all unauthorized individuals is strictly prohibited. Our premises is naturally conducive to our ability to strictly enforce this policy. It is surrounded on three sides by treelined areas and fencing and the fourth side fronting the moderately trafficked road is a steeply elevated open area primarily devoted to a driveway entrance that is easily visible from the security station. All of the area surrounding the building will be video monitored

Although Deep Roots will not be licensed to sell its products directly to consumers, Deep Roots will also restrict access to information relating to our Marijuana Products by following all applicable regulations, including but not limited to those of 935 CMR 500.105 (4) pertaining to the marketing, advertising, labeling and branding of Marijuana products or brands to audiences that are reasonably expected to be 21 plus.

Section II - Regulatory Compliance

Deep Roots will strictly adhere to all requirements pertaining to Restricting Access to Age 21 Plus and Older that are stipulated in 935 CMR 500, including but not limited to the following, and will defer to the determination of the Commission if any further accommodations or restrictions are required.

935 CMR 500.030 (1) (a): Deep Roots has and shall adhere to the requirement that all of its board members, directors, employees, executives, managers, and volunteers who are associated with that Marijuana Establishment and Registered as Marijuana Establishment Agents shall be 21 years of age or older (935 CMR 500.030 (1) (a)) and shall be further

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restricted from Access as stipulated in 935 CMR 500.110, 935 CMR 500.105 and all other pertinent stipulations of 935 CMR 500.000.

935 CMR 500.110 (1) (a): Individual under the age of 21 shall not be permitted onto or into the Deep Roots facility or premises. This policy will be strictly enforced as described in *Section I*, above.

935 CMR 500.110 (1) (b): Deep Roots will prohibit Loitering on our property by unauthorized individuals and enforce this policy as described in *Section I*, above.

935 CMR 500.105 (4) (b) (2): Deep Roots will not take part in any marketing, promotions or branding unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data and approved by the Commission; for example, our website will have an age verification process to limit entry to the website to visitors aged 21 or older.

935 CMR 500.105 (4) (b) (12): Deep Roots will not take part in any advertising, marketing or branding at, or in connection with, a charitable, sporting or similar event, unless at least 85% of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data and approved by the Commission.

935 CMR 500.105 (4) (b) (3-4): Deep Roots will not take part in any advertising, marketing or branding that utilizes statements, designs, representations, pictures or illustrations that portray any person younger than 21 years old or mascots, cartoons, brand sponsorships and celebrity endorsements, that is deemed to appeal to a person younger than 21 years old.

ENERGY COMPLIANCE PLAN

Overview

Deep Roots, Inc. performs the following as part of the implementation of this Policy:

- Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities. The entire building, 100% of the energy requirements where the facility will operate is powered by Solar Power, the roof is covered with Solar Panels.
- Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable. The entire building, 100% of the energy requirements where the facility will operate is powered by Solar Power, the roof is covered with Solar Panels.
- Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage). The entire building, 100% of the energy requirements where the facility will operate is powered by Solar Power, the roof is covered with Solar Panels.
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. The entire building, 100% of the energy requirements where the facility will operate is powered by Solar Power, the roof is covered with Solar Panels.

Energy Efficiency and Conservation

Deep Roots, Inc. has considered opportunities for renewable energy generation. Our team is dedicated to consistently striving for sustainability and emissions reduction.

Throughout construction of our facility we have endeavored to utilize energy efficient lighting, low flow plumbing fixtures, and other energy efficient options when feasible.

The entire building, 100% of the energy requirements where the facility will operate, is powered by Solar Power, the roof is covered with Solar Panels.