



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC282714
Original Issued Date: 04/09/2021
Issued Date: 04/09/2021
Expiration Date: 04/09/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: AmeriCann Brands, Inc.

Phone Number: 508-971-9768
Email Address: timk@americann.co

Business Address 1: 1550 Wewatta Street
Business City: Denver
Business State: CO
Business Zip Code: 80202
Business Address 2: 2nd Floor
Mailing Address 1: 1550 Wewatta Street
Mailing City: Denver
Mailing State: CO
Mailing Zip Code: 80202
Mailing Address 2: 2nd Floor

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: Percentage Of Control:
Role: Director Other Role:

First Name: Timothy Last Name: Keogh Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control:
Role: Director Other Role:
First Name: Benjamin Last Name: Barton Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
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: AmeriCann, Inc. Entity DBA: DBA City:
Entity Description: Parent Company
Foreign Subsidiary Narrative:
Entity Phone: 303-862-9000 Entity Email: info@americann.co Entity Website: www.americann.co
Entity Address 1: 1550 Wewatta Street Entity Address 2: 2nd Floor
Entity City: Denver Entity State: CO Entity Zip Code: 80202
Entity Mailing Address 1: 1550 Wewatta Street Entity Mailing Address 2: 2nd Floor
Entity Mailing City: Denver Entity Mailing State: CO Entity Mailing Zip Code: 80202
Relationship Description: AmeriCann, Inc. owns 100% of AmeriCann Brands, Inc.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: AmeriCann, Inc. Entity DBA:
Email: timk@americann.co Phone: 303-862-9000
Address 1: 1550 Wewatta Street Address 2: 2nd Floor
City: Denver State: CO Zip Code: 80202
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$10000 Percentage of Initial Capital: 100
Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: AmeriCann, Inc. Owner Last Name: Owner Suffix:
Entity Legal Name: AmeriCann, Inc. Entity DBA:

Entity Description: development/consulting related to sustainable cannabis cultivation and processing infrastructure

Entity Phone: 303-862-9000

Entity Email:
info@americann.co

Entity Website: www.americann.co

Entity Address 1: 1550 Wewatta Street

Entity Address 2: 2nd Floor

Entity City: Denver

Entity State: CO

Entity Zip Code: 80202

Entity Country: USA

Entity Mailing Address 1: 1550 Wewatta Street

Entity Mailing Address 2: 2nd Floor

Entity Mailing City: Denver

Entity Mailing State: CO

Entity Mailing Zip Code:
80202

Entity Mailing Country:
USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Timothy

Last Name: Keogh

Suffix:

Marijuana Establishment Name: Bask, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Fairhaven

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 7 Campanelli Drive

Establishment Address 2:

Establishment City: Freetown

Establishment Zip Code: 02702

Approximate square footage of the Establishment: 57047

How many abutters does this property have?: 11

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

Cultivation Tier:

Cultivation Environment:

FEE QUESTIONS

Cultivation Tier: Tier 09: 70,001 to 80,000 sq. ft

Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	AmeriCann Brands - Community Outreach Meeting Attestation.pdf	pdf	5e80d63dbddf0438d21db0f5	03/29/2020
Certification of Host Community Agreement	AmeriCann Brands - HCA certification.pdf	pdf	5e80fd5081ed8a355b8d74b3	03/29/2020
Plan to Remain Compliant with Local Zoning	AmeriCann Brands - Local Compliance (updated 5.4.20 - clean).pdf	pdf	5eb8c5bb0e32c52d2bdd12a3	05/10/2020

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.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	AC Brands - Positive Impact Plan (updated 7.31.20 - Final).pdf	pdf	5f24883a24445b68a61fd2cb	07/31/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director

Other Role:

First Name: Timothy

Last Name: Keogh Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Director

Other Role:

First Name: Benjamin

Last Name: Barton Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company

Other Role:

Entity Legal Name: AmeriCann, Inc.

Entity DBA:

Entity Description: parent company

Phone: 303-862-9000

Email: info@americann.co

Primary Business Address 1: 1550 Wewatta Street

Primary Business Address 2: 2nd Floor

Primary Business City: Denver

Primary Business State: CO

Principal Business Zip Code: 80202

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	AmeriCann Brands - Articles or Org.pdf	pdf	5e80d9b6482e703583b7a038	03/29/2020
Bylaws	AmeriCann Brands Bylaws.pdf	pdf	5e80d9cdb7c619391b8b82d6	03/29/2020
Department of Revenue - Certificate of Good standing	DOR Good Standing - ACBrands 3.25.20 (002).pdf	pdf	5e80d9e05f1da0353e2b1a68	03/29/2020
Secretary of Commonwealth - Certificate of Good Standing	AmeriCann Brands - cert of good standing SoS.pdf	pdf	5e80d9eed29ad935715956c5	03/29/2020
Secretary of Commonwealth - Certificate of Good Standing	DUA Letter - TK Executed.pdf	pdf	5eb8c6427d78332d19fc74f5	05/10/2020

No documents uploaded

Massachusetts Business Identification Number: 001353702

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Date generated: 04/28/2021

Page: 4 of 6

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	AmeriCann Brands - Proposed Timeline.pdf	pdf	5e80dacfbddf0438d21db109	03/29/2020
Plan for Liability Insurance	AmeriCann Brands - Plan for Insurance.pdf	pdf	5e80dafad29ad935715956d0	03/29/2020
Business Plan	AC Brands - Business Plan 5.6.20.pdf	pdf	5eb8c670f16b5934c591a676	05/10/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	AmeriCann Brands - Dispensing Procedures (final clean 3.29.2020-cultivator).pdf	pdf	5e80dde381ed8a355b8d7452	03/29/2020
Restricting Access to age 21 and older	AmeriCann Brands - Restricting Access to Age 21 and Older (final clean 3.29.20-cultivator).pdf	pdf	5e80fff55f1da0353e2b1ae6	03/29/2020
Prevention of diversion	AmeriCann Brands - Prevention of Diversion (final clean 3.29.20-cultivator).pdf	pdf	5e8101c9b014bf38e46cca2c	03/29/2020
Storage of marijuana	AmeriCann Brands - Storage of Marijuana (final clean 3.29.20-cultivator).pdf	pdf	5e81027b961ad539052bcae2	03/29/2020
Inventory procedures	AmeriCann Brands - Inventory Procedures (final clean 3.29.20-cultivator).pdf	pdf	5e8108309a385038d9d89400	03/29/2020
Personnel policies including background checks	AmeriCann Brands - Personnel Policies (final clean 3.29.20-cultivator).pdf	pdf	5e81098f2b97cf38fa3746eb	03/29/2020
Maintaining of financial records	AmeriCann Brands - Maintaining Financial Records (final clean 3.29.20-cultivator).pdf	pdf	5e810aa5172cbc354597480a	03/29/2020
Policies and Procedures for cultivating.	AmeriCann Brands - Cultivation Plan (Final 4.12.2020).pdf	pdf	5e95e6802eba6d38ef167314	04/14/2020
Security plan	AmeriCann Brands - Security Plan (updated 5.1.20 - clean).pdf	pdf	5eb8c6977dc0413492816145	05/10/2020
Transportation of marijuana	AmeriCann Brands - Transportation Plan (updated 5.1.20 - clean).pdf	pdf	5eb8c6c91cd17834bad622c2	05/10/2020
Quality control and testing	AmeriCann Brands - Quality Control and Testing (updated 5.1.20 -clean).pdf	pdf	5eb8c6e87d78332d19fc74fb	05/10/2020
Record Keeping procedures	AmeriCann Brands - Recordkeeping Procedures (updated 5.1.20-clean).pdf	pdf	5eb8c70cf16b5934c591a67e	05/10/2020
Qualifications and training	AmeriCann Brands - Staffing and Training Plan (updated 5.6.20-clean).pdf	pdf	5eb8c72d0e32c52d2bdd12ab	05/10/2020
Diversity plan	AC Brands - Diversity Plan (updated 7.31.20 - Final).pdf	pdf	5f2488833935fc643b5600a0	07/31/2020

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 6:00 AM	Monday To: 8:00 PM
Tuesday From: 6:00 AM	Tuesday To: 8:00 PM
Wednesday From: 6:00 AM	Wednesday To: 8:00 PM
Thursday From: 6:00 AM	Thursday To: 8:00 PM
Friday From: 6:00 AM	Friday To: 8:00 PM
Saturday From: 6:00 AM	Saturday To: 8:00 PM
Sunday From: 6:00 AM	Sunday To: 8:00 PM

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Timothy Keogh, (*insert name*) attest as an authorized representative of AmeriCann Brands, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on September 30, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on September 21, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 9/20/2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 9/20/2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Notice of Public Meeting

Notice is hereby given that a Community Outreach Meeting for a Proposed Cannabis Establishment is scheduled for:

Date: Monday, September 30th, 2019

Time: 6:30PM

Location: Freetown VFW Post 6643, 89 Middleboro Rd, East Freetown, MA 02717

The proposed Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Transporter is anticipated to be located at:

7 Campanelli Drive, Freetown, MA 02702

Applicant: AmeriCann Brands, Inc

There will be an opportunity for the public to ask questions.

If you have any questions about this meeting or have comments about the proposal please contact:

Timothy Keogh
CEO, AmeriCann, Inc.

timk@americann.co

(303) 862-9000

Copies Posted to:

Board of Selectmen

Planning Board

Town Clerk

ABUTTER NOTICE

September 19, 2018

[REDACTED]

[REDACTED]

[REDACTED]

Dear Mr. [REDACTED]:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday, September 30 at 6:30 PM for AmeriCann Brands Inc. The meeting will be located at the Freetown VFW Post 6643, 89 Middleboro Road, East Freetown, MA 02717.

The applicant is proposing Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Transporter activities located at 7 Campanelli Drive, Freetown, MA 02702. The project is currently described at the Massachusetts Cannabis Center located on the 52 acre parcel.

There will be an opportunity for the public to ask questions.

Please feel free to contact us with any questions,

Sincerely,



Timothy Keogh
CEO

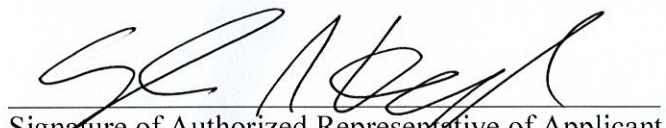
AmeriCann Brands, Inc.
timk@americann.co

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

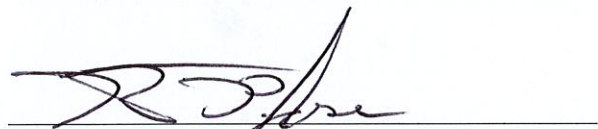
Applicant

I, Timothy R. Keogh, (*insert name*) certify as an authorized representative of AmeriCann Brands, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Freetown, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on January 10, 2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Robert P. Jose, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Freetown, MA (*insert name of host community*) to certify that the applicant and Freetown, MA (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on January 7, 2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

AmeriCann Brands, Inc.
MCN282714 & MPN281531

Local Compliance Plan

The Town of Freetown, MA has established a Medical and Recreational Overlay District (“MRMOD”) and Section 11.18H 1 Table of Use includes Recreational Marijuana Establishments in Industrial II zoned property. AmeriCann Brand’s facility will be located on a 52-acre parcel of land that is zoned Industrial II in the Town of Freetown.

Recreational Marijuana Establishments are permitted in the MRMOD pursuant to a Special Permit granted by the Planning Board. The Special Permit application requires, among other things, that certain key policies and procedures (e.g., security, emergency procedures, transfer, acquisition or sale of marijuana between Recreational Marijuana Establishments) be approved by the Commission. As such, AmeriCann Brands will apply for a Special Permit to operate a Recreational Marijuana Establishment in the MRMOD upon receipt of provisional licensure from the Commission. A Special Permit granted by the Planning Board will be valid for 5 years. Any application for renewal must be submitted at least 120 days prior to the expiration date.

The 52-acre parcel has been master-planned by AmeriCann, Inc. and has received Site Plan approval from the Freetown Planning Board for 987,000 square feet of total infrastructure. The project is called the Massachusetts Cannabis Center and will include individual, independently operated Recreational Marijuana Establishments. The project is currently under construction and the first phase has all necessary building permits and support from the Town of Freetown.

AmeriCann Brands, Inc. will continue to work closely with the Town of Freetown, including the Town Administrator, Board of Selectmen, Planning Board, Board of Health, Water Department, Police Department, Fire Department, Economic Develop Committee, and other departments to maintain compliance with all local rules and regulations.

AmeriCann Brands, Inc. - Positive Impact Plan
MCN282714 & MPN281531

I. Background

AmeriCann Brands, Inc. (“AmeriCann Brands”) is developing a marijuana establishment in Freetown, MA. The company will serve as a Marijuana Cultivator and Marijuana Product Manufacturer partnering with retail marijuana establishments. Once AmeriCann Brands receives its cultivation and manufacturing licenses, it will produce a variety of finished flower and edible cannabis products, as well as concentrates and tinctures. To comply with state laws and the Cannabis Control Commission’s (“CCC”) regulations on Adult Use of Marijuana, AmeriCann Brands has established a Positive Impact Plan. In accordance with 935 CMR 500, this plan seeks “to promote and encourage full participation in the regulated cannabis industry by people from communities that have previously been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities.”

Based on the location of its proposed facilities in Freetown, MA, AmeriCann Brands will focus its positive impact efforts on contiguous and nearby towns designated by the CCC as areas of disproportionate impact, including the target communities of Fall River and New Bedford (“Target Communities”).

II. Goals

The goals for AmeriCann Brands’ positive impact efforts in the Target Communities include:

1. Mentoring: Provide mentoring for individuals facing systemic barriers within the Target Communities to entry into the cannabis market.
2. Hiring: Further reduce barriers to entry in the cannabis market through hiring strategy.

III. Programs

AmeriCann Brands will implement the following programs to meet the aforementioned goals:

Mentoring:

- AmeriCann Brands will develop a specific initiative to mentor and teach individuals from the Target Communities about the technical aspects of cannabis cultivation and manufacturing. Moreover, AmeriCann Brands staff will mentor local residents from the Target Communities around employment opportunities and entry into the cannabis market. Methods for implementing this program, include: 1) Develop a mentorship program for individuals to assist them in networking and understanding entry into the cannabis market; and 2) Create specific annual programming, which will include one (1) half-day workshop and two (2) evening training sessions to educate local residents on the technical aspects of cannabis cultivation and manufacturing, so they may seek employment in this area. Interested individuals for mentorship of training may apply and/or sign up through a form on AmeriCann Brands’ website.

Hiring:

- Develop a hiring plan for AmeriCann Brands that gives a hiring preference to residents from the Target Communities. Methods for recruiting local residents include: 1) On a quarterly or more frequent basis, based on hiring needs, AmeriCann Brands will advertise positions in the following local newspapers - Fall River Herald and the Standard Times; and 2) Schedule quarterly meetings with People Ready in Fall River, a local partner focused on workforce development and training in one of the Target Communities, to discuss staffing requirements in order to best reach individuals actively engaged in the search for meaningful employment.

IV. Measurement and Accountability

AmeriCann Brands will measure the success of this Plan by tracking the following metrics:

Mentoring:

- The number of individuals mentored annually. AmeriCann Brands will initially set this goal at 3 individuals mentored annually.
- The number of attendees at the half-day workshop. AmeriCann Brands will collect contact information for attendees through sign-in sheets. AmeriCann Brands will initially set this goal at 10 individuals attending the one half-day workshop.
- The number of evening training sessions provided and how many individuals attend the evening training sessions. AmeriCann Brands will initially set this goal at 2 evening training sessions and 5 attendees per session.

Hiring:

- The number of organizations AmeriCann Brands partners with to post job placements and the number of job placements posted with such partner organizations.
- The percentage of individuals residing in the Target Communities who gain meaningful employment through such hiring efforts. AmeriCann Brands will initially set this goal at 20%.

V. Acknowledgments

AmeriCann Brands directors will conduct a review of this Plan quarterly and will report on its efforts and the identified metrics and corresponding goals above to the Commission in accordance with its annual marijuana establishment licensure renewal in accordance with 935 CMR 500.103(4)(a). Following such review, AmeriCann Brands will identify strategic objectives related to promotion of positive impact in the Targeted Communities, including possible changes in policies and procedures, targeted recruitment and/or mentoring efforts.

AmeriCann Brands acknowledges the following regarding the implementation of this Plan:

- All specifically named organizations in this plan have agreed to partner with AmeriCann Brands to implement the identified goals and programs stated herein, as applicable;
- AmeriCann Brands 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; and
- Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

Articles of Organization

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

Identification Number: 001353702

ARTICLE I

The exact name of the corporation is:

AMERICANN BRANDS, 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
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CWP	\$0.01000	1,000	\$10.00	0

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.

ARTICLE V

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

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: TIMOTHY SERVICES KEOGH
No. and Street: 1550 WEWATTA ST., 2ND FLR.
City or Town: BOSTON State: MA Zip: 02108 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	TIMOTHY KEOGH	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
TREASURER	BENJAMIN J. BARTON	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
SECRETARY	BENJAMIN J. BARTON	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
CEO	TIMOTHY SERVICES KEOGH	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
CFO	BANJAMIN J. BARTON	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
DIRECTOR	TIMOTHY SERVICES KEOGH	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA
DIRECTOR	BENJAMIN J. BARTON	1550 WEWATTA ST., 2ND FLR. DENVER, CO 80202 USA

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

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

City or Town: DENVER State: CO Zip: 80202 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: 44 SCHOOL ST.

City or Town: BOSTON State: MA Zip: 02108 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 5 Day of November, 2018 at 7:24:40 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.*)

/S/ TIMOTHY KEOGH, PRESIDENT

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:

November 05, 2018 07:21 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**BYLAWS
OF
AMERICANN BRANDS, INC.**

**ARTICLE I
OFFICES**

Section 1. Offices:

The principal office of the Corporation shall be determined by the Board of Directors, and the Corporation shall have other offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II
STOCKHOLDER'S MEETINGS**

Section 1. Place:

The place of stockholders' meetings shall be the principal office of the Corporation unless another location shall be determined and designated from time to time by the Board of Directors.

Section 2. Annual Meeting:

The annual meeting of the stockholders of the Corporation for the election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held no later than one year after the end of the Corporation's fiscal year on a date to be determined by the Board of Directors.

Section 3. Special Meetings:

Special meetings of the stockholders for any purpose or purposes may be called by the President, or a majority of the Directors, by the giving of notice in writing as hereinafter described.

Section 4. Voting:

At all meetings of stockholders, voting may be viva voce; but any qualified voter may demand a stock vote, whereupon such vote shall be taken by ballot and the Secretary shall record the name of the stockholder voting, the number of shares voted, and, if such vote shall be by proxy, the name of the proxy holder. Voting may be in person or by proxy appointed in writing, manually signed by the stockholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided therein.

Each stockholder shall have such rights to vote as the Articles of Incorporation provide for each share of stock registered in his name on the books of the Corporation. The Corporation may establish a record date, not to exceed, in any case, fifty (50) days (nor less than 10 days)

preceding the meeting, for the determination of stockholders entitled to vote. The Secretary of the Corporation shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting.

Section 5. Order of Business:

The order of business at any meeting of stockholders shall be as follows:

1. Calling the meeting to order.
2. Calling of roll.
3. Proof of notice of meeting.
4. Report of the Secretary of the stock represented at the meeting and the existence or lack of a quorum.
5. Reading of minutes of last previous meeting and disposal of any unapproved minutes.
6. Reports of officers.
7. Reports of committees.
8. Election of directors, if appropriate.
9. Unfinished business.
10. New business.
11. Adjournment.
12. To the extent that these Bylaws do not apply, Roberts' Rules of Order shall prevail.

Section 6. Notices:

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the Chief Executive Officer, the President, the Secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 7. Quorum:

A quorum at any annual or special meeting shall consist of the representation in person or by proxy of 33 1/3% of the issued and outstanding capital stock of the Corporation entitled to vote at such meeting. In the event a quorum not be present, the meeting may be adjourned by those present for a period not to exceed sixty (60) days at any one adjournment; and no further notice of the meeting or its adjournment shall be required.

ARTICLE III BOARD OF DIRECTORS

Section 1. Organization and Powers:

The Board of Directors shall constitute the policy-making or legislative authority of the Corporation. Management of the affairs, property, and business of the Corporation shall be vested in the Board of Directors, which shall consist of not less than one nor more than ten members, who shall be elected at the annual meeting of stockholders by a plurality vote for a term of one (1) year, and shall hold office until their successors are elected and qualify. The number of directors shall be established from time-to-time by a resolution of the directors. Directors need not be stockholders. Directors shall have all powers with respect to the management, control, and determination of policies of the Corporation that are not limited by these Bylaws, the Articles of Incorporation, or by statute, and the enumeration of any power shall not be considered a limitation thereof.

Section 2. Vacancies:

Any vacancy in the Board of Directors, however caused or created, shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, or at a special meeting of the stockholders called for that purpose. The directors elected to fill vacancies shall hold office for the unexpired term and until their successors are elected and qualify.

Section 3. Regular Meetings:

A regular meeting of the Board of Directors shall be held, without other notice than this Bylaw, immediately after and at the same place as the annual meeting of stockholders or any special meeting of stockholders at which a director or directors shall have been elected. The Board of Directors will meet quarterly.

Section 4. Special Meetings:

Special meetings of the Board of Directors may be held at the principal office of the Corporation, or such other place as may be fixed by resolution of the Board of Directors for such purpose, at any time on call of the Chief Executive Officer, the President or of any member of the Board, or may be held at any time and place without notice, by unanimous written consent of all the members, or with the presence and participation of all members at such meeting. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called, constituted, and held.

Section 5. Notices:

Notices of both regular and special meetings, save when held by unanimous consent or participation, shall be mailed by the Secretary to each member of the Board not less than three days before any such meeting and notices of special meetings may state the purposes thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

Section 6. Quorum and Manner of Acting:

A quorum for any meeting of the Board of Directors shall be a majority of the Board of Directors as then constituted. Any act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action of such majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board, shall always be as valid and effective in all respects as if otherwise duly taken by the Board of Directors.

Section 7. Executive Committee:

The Board of Directors may by resolution of a majority of the Board designate two (2) or more directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation; but the designation of such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or him by law.

Section 8. Order of Business:

The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed for any meeting by the Board, shall be as follows:

1. Reading and disposal of any unapproved minutes.
2. Reports of officers and committees.
3. Unfinished business.
4. New business.
5. Adjournment.
6. To the extent that these Bylaws do not apply, Roberts' Rules of Order shall prevail.

ARTICLE IV OFFICERS

Section 1. Officers:

The officers of the Corporation shall be those designated by the Board of Directors. The officers shall have the powers, responsibilities and duties as may be designed by the Board or the Corporation's Chief Executive Officer. In the discretion of the Board, one person may hold more than one office and two or more persons may serve in any one office.

Section 2. Vacancies or Absences:

If a vacancy in any office arises in any manner, the directors then in office may choose, by a majority vote, a successor to hold office for the unexpired term of the officer. If any officer shall be absent or unable for any reason to perform his duties, the Board of Directors, to the extent not otherwise inconsistent with these Bylaws, may direct that the duties of such officer during such absence or inability shall be performed by such other officer or subordinate officer as seems advisable to the Board.

ARTICLE V STOCK

Section 1. Regulations:

The Board of Directors shall have power and authority to take all such rules and regulations as they deem expedient concerning the issue, transfer, and registration of certificates for shares of the capital stock of the Corporation. The Board of Directors may appoint a Transfer Agent and/or a Registrar and may require all stock certificates to bear the signature of such Transfer Agent and/or Registrar.

Section 2. Restrictions on Stock:

The Board of Directors may restrict any stock issued by giving the Corporation or any stockholder "first right of refusal to purchase" the stock, by making the stock redeemable or by restricting the transfer of the stock, under such terms and in such manner as the directors may deem necessary and as are not inconsistent with the Articles of Incorporation or by statute. Any stock so restricted must carry a stamped legend setting out the restriction or conspicuously noting the restriction and stating where it may be found in the records of the Corporation.

ARTICLE VI **DIVIDENDS AND FINANCES**

Section 1. Dividends:

Dividends may be declared by the directors and paid out of any funds legally available therefor, as may be deemed advisable from time to time by the Board of Directors of the Corporation. Before declaring any dividends, the Board of Directors may set aside out of net profits or earned or other surplus such sums as the Board may think proper as a reserve fund to meet contingencies or for other purposes deemed proper and to the best interests of the Corporation.

Section 2. Monies:

The monies, securities, and other valuable effects of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board of Directors shall designate and shall be drawn out or removed only as may be authorized by the Board of Directors from time to time.

Section 3. Fiscal Year:

The Board of Directors by resolution shall determine the fiscal year of the Corporation.

ARTICLE VII **AMENDMENTS**

These Bylaws may be altered, amended, or repealed by the Board of Directors by resolution of a majority of the Board.

ARTICLE VIII **INDEMNIFICATION**

The Corporation shall indemnify any and all of its directors or officers, or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor and the personal representatives of all such persons, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they, or any of them, were made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or person shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of

any duty owed to the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, independently of this Article, by law, under any Bylaw agreement, vote of stockholders, or otherwise.

ARTICLE IX

CONFLICTS OF INTEREST

No contract or other transaction of the Corporation with any other persons, firms or corporations, or in which the Corporation is interested, shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or by the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

ARTICLE X

SHAREHOLDER CLAIMS

In the event that any shareholder initiates or asserts a claim against the Corporation, or any officer or director of the Corporation, including any derivative claim or claim purportedly filed on behalf of the Corporation, and the shareholder does not obtain a judgment on the merits that substantially achieves, in substance and amount, the full remedy sought, then such shareholder shall be obligated (jointly and severally in the event the claim is brought by more than one shareholder) to reimburse the Corporation and any officer or director of the Corporation for all fees, costs and expenses of every kind and description (including, but not limited to, all reasonable attorney's fees and other litigation expenses) that the Corporation or its officers or directors may incur in connection with such claim. Any shareholder claim against the Corporation, or any officer or director of the Corporation, including any derivative claim or claim purportedly filed on behalf of the Corporation, must be brought in the U.S. District Court for the District of Delaware. With respect to any such claim, the laws of Delaware will apply, without giving effect to conflict of law principles.



Commonwealth of Massachusetts
Department of Revenue
Kevin W. Brown, Acting Commissioner

mass.gov/dor

Letter ID: L1473372736
Notice Date: March 25, 2020
Case ID: 0-000-834-789



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



AMERICANN BRANDS, INC.
44 SCHOOL ST RM 325
BOSTON MA 02108-4209

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, AMERICANN BRANDS, INC. is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: March 26, 2020

To Whom It May Concern :

I hereby certify that according to the records of this office,
AMERICANN BRANDS, INC.

is a domestic corporation organized on **November 05, 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: 20030512010

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

Processed by: tad



May 5, 2020

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

Re: AmeriCann Brands, Inc. - DUA Certificate

To Whom it May Concern:

As a Director of AmeriCann Brands, Inc. ("AC Brands"), an applicant for licensure to operate a Marijuana Establishment (cultivation and product manufacturing) in the Town of Freetown, I write to confirm that AC Brands currently has no employees. As a result, the requirement to obtain a certificate of good standing from the Massachusetts Department of Unemployment Assistance is not applicable to AC Brands' marijuana cultivator (MCN282714) and marijuana product manufacturer (MPN281531) licensure applications.

Should you have any questions regarding the foregoing, please do not hesitate to contact me at (508) 971-9768 or timk@americann.co.

Sincerely,

Tim Keogh
CEO
AmeriCann Brands, Inc.

AmeriCann Brands, Inc.

PLAN FOR OBTAINING LIABILITY INSURANCE

AmeriCann Brands, Inc. (“AmeriCann Brands”) plans to contract with Dowling & O’Neil Insurance Agency to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. AmeriCann Brands will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, AmeriCann Brands will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. AmeriCann Brands will keep reports documenting compliance with 935 CMR 500.105(10).

BUSINESS PLAN

AmeriCann Brands, Inc.

ADULT-USE CULTIVATOR AND PRODUCT MANUFACTURER

7 CAMPANELLI DRIVE
FREETOWN, MA 02702

INTRODUCTION – WHAT MAKES AMERICANN BRANDS, INC. UNIQUE?

AmeriCann Brands, Inc. (“AC Brands”) was founded in 2018 with a mission to bring sustainable cannabis to adult consumers in the Commonwealth. AC Brands believes that its expertise will be greatly valued by consumers in the adult-use market.

Quality, safety and testing standards for adult-use cannabis vary in every state. Even the most informed consumers have no choice but to rely upon their state's minimum quality testing standards to ensure product safety, consistency and efficacy. The result is that consumers often lack confidence in cannabis products. AC Brand’s mission is both proactive and directly responsive to these consumer concerns. Our team of industry experts have gained extensive knowledge of cannabis sampling, testing and quality practices from years of operational experience. AC Brand’s customers can rely on the safety of AC Brand’s adult-use products.

AC Brands has a competitive advantage over most other Massachusetts marijuana establishments. The company intends to become a prolific wholesaler of cannabis products through a state-of-the-art facility in Freetown. Accordingly, in what is expected to be a highly competitive market, and with a potential state-wide supply shortage of marijuana flower and manufactured products for the foreseeable future, AC Brands will be able to source its product at lower cost than its competitors, with corresponding price benefits to consumers. Additionally, one of the attributes of AC Brands’ design that will deliver lower costs for consumers also has societal benefits.

The planned state-of-the-art greenhouse technology will utilize natural sunlight to lower energy costs and minimize the carbon footprint of the cultivation facility. The result will be very profitable marijuana establishments with significant economic and financial benefits for its associated host community in Freetown.

PRODUCTS TO BE SOLD

The AC Brand’s product line will unique cultivars of dry flower cannabis and infused products. The products will include in-house brands as well as partnerships with other brands seeking access to the Massachusetts market with a partner that can provide clean, consistent flower and cannabis oils; and manufacture infused products in compliance with CCC regulations.

AC Brand’s will cultivate a variety of unique cultivars of cannabis to be sold as dry flower and pre-rolls. These cultivars may include some of the following ratios and genetic profiles:

High CBD, Low THC

1:1 CBD to THC

High CBG, Low THC

Indica

Sativa

Hybrid

AC Brands will offer a diverse product line in order to accommodate a variety of consumer preferences. Marijuana products offered by AC Brands in partnership with licensed retailers for consumer purchase may include, but will not be limited to, the following product forms:

- a. Dissolving tablets and strips, tinctures, nasal/oral sprays, suppositories and other marijuana products designed to be absorbed through the body's mucus membranes;
- b. Ready-to-use extracted cannabis and hash distillates, oils, waxes, live resins, saps, crumbles, moon rocks and other whole-plant cannabis and terpene extracts designed to be pre-heated and absorbed by inhalation, to be sold as stand-alone products or in pre-dosed vaporizers;
- c. Creams, salves, lotions, body butters, topicals, dermal patches and other marijuana products designed to be absorbed by transdermal application; and
- d. Capsules, cooking oils, beverages, sauces, dips, baked goods, confections, chocolates, candies, gums, sugars, salts, syrups, butters, mints, teas and other marijuana products designed to be orally ingested and absorbed through the digestive system.

Initial Proposed Product Line

- Lozenges – Assorted Flavors including cool mint and mixed-berry
- Fruit Chews – Assorted flavors including strawberry, orange, pear, and peach.
- Chocolate Bars – Milk and Dark Chocolate
- Chocolate Drops – Milk and Dark Chocolate
- Chewing Gum – Mint and Orange Flavors
- Topical Gel – Cooling & warming formulas
- Tinctures – MCT Oil and Avocado Oil based tinctures
- Distillates
- Rosin (Sativa & Indica Varietals)
- Bubble Hash (Sativa & Indica Varietals)
- Live Resin (Sativa & Indica Varietals)

AC Brands will expand upon its marijuana product offerings as consumer needs change and new innovative products are developed for the marijuana product marketplace. AC Brands reserves the right to amend its product offerings at any time, although any and all products offered by AC Brands will comply with the requirements of 935 CMR 500.000 et. seq.

COMMUNICATION & MARKETING

AC Brands will communicate with customers through:

- A company run website;
- A company blog;

- Wholesale Cannabis platforms such as LeafLink or ApexTrading
- Popular social media platforms such as Instagram, Facebook, and Twitter; and
- Opt-in direct communications.

AC Brands will provide a catalogue with a printed list of the prices, strains of marijuana, and infused products available and may post the same catalogue and list on its website. The scope of products and pricing online will be available exclusively to licensed Marijuana Establishments. AC Brands will be working directly with other marijuana establishments looking to wholesale marijuana and marijuana products from AC Brands.

AC Brand’s marketing, advertising, and branding practices will not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: “Please Consume Responsibly,” in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of AC Brands will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): “This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

AC Brands will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, AC Brands will market its products and services to reach a wide range of qualified consumers.

EXPERIENCE SUMMARY

THE COMPANY’S CANNABIS INDUSTRY EXPERTISE

AC Brands proposes to locate its cultivation and product manufacturing operations in a newly developed campus in Freetown, the Massachusetts Cannabis Center, which will provide AC Brand’s with a Tier 11 cultivation capacity and over 60,000 square feet of product manufacturing space. Once the Freetown cultivation and product manufacturing facility is licensed by the Commission for adult-use operations, the company will be positioned to provide a consistent supply of sustainable cannabis products to dispensaries throughout the Commonwealth via the wholesale market.

UNIQUE PROFESSIONAL TEAM

AC Brands brings a uniquely qualified group of professionals dedicated to delivering superior, highly effective cannabis-based wellness solutions and product offerings.

Tim Keogh: Tim has been an advocate and leader in the cannabis industry for 10 years and brings a unique combination of real estate development and cannabis advocacy to AC Brands. As a member of the Board of Directors, Tim works with the Executive Management Team at AC Brands to implement proven business and operational practices and systems. Tim brings a national perspective to AC Brands through his role as CEO of AmeriCann, Inc. which is developing sustainable cannabis cultivation facilities and GMP Certified product manufacturing facilities.

Ben Barton: Mr. Barton has been an active participant in the cannabis industry since 2013 and has extensive experience in reviewing new market opportunities as the Founder and CFO of AmeriCann, Inc. Mr. Barton has also been the managing director of a Colorado-based venture capital and private equity firm since 2006. He has extensive experience in the public and private capital markets, and has been instrumental in raising of over \$800 million in equity and debt financing for emerging companies over the past decade. He earned an MBA in finance from UCLA.

Together, this team is prepared to use its experience in building out first-class team and facilities for cultivation and product manufacturing that will provide superior products, service and education to cannabis retailers throughout the Commonwealth.

LOCAL ZONING

AC Brands will remain compliant at all times with the local zoning requirements set forth in Freetown's Zoning By-Laws. In accordance with Freetown's Zoning By-Laws, AC Brands' proposed Marijuana Cultivator and Product Manufacturer Establishment is located in the Medical and Recreational Marijuana Overlay District designated for Marijuana Establishments.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12. Furthermore, as per Freetown's Zoning By-Laws, the property is not located within 500 feet of a school, including a public or private elementary, vocational, or secondary school or a public or private college, junior college, or university; child care facility; library; playground; public park; youth center; public swimming pool; video arcade facility; or similar facility in which minors commonly congregate.

As required by Freetown's Zoning By-Laws, AC Brands will apply for a Special Permit and Site Plan Review, as applicable, from the local Special Permit Granting Authority (Freetown's Planning Board). AC Brands will apply for any other local permits required to operate a Marijuana Cultivator and Product Manufacturer Establishment

at the proposed location. AC Brands will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Cultivator and Product Manufacturer Establishment at AC Brands' proposed location.

AC Brands has already attended several meetings with various municipal officials and boards to discuss AC Brands' plans for a proposed Marijuana Cultivator and Product Manufacturer Establishment and has executed a Host Community Agreement with Freetown. AC Brands will continue to work cooperatively with various municipal departments, boards, and officials to ensure that AC Brands's Marijuana Cultivator and Product Manufacturer Establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

CULTIVATION OPERATION

The AC Brands facility utilizes hybrid-greenhouse technology for the cultivation of cannabis. The technology uses an evaporative cooling system and boiler-bench heat system for temperature control and exhaust fans for controlling humidity levels. Cultivation areas are individually controlled and monitored through the use of a Direct Digital Control ("DDC"), which is an automated control of a condition or process by a digital device. Adjustable environmental parameters include temperature, humidity, carbon dioxide levels, and lighting control. Cultivation areas that house plant material will be under video surveillance—as outlined in the AC Brands Security Policies and Procedures.

Cultivation Areas and Facilities

Cultivation Areas

- One (1) Mother/Clone Propagation Greenhouse
- One (5) Vegetative Greenhouses
- Five (31) Flowering Greenhouses

Support Areas

- | | |
|--|-------------------|
| ● Supply Storage Area (i.e. organic pesticides, fertilizers) | ● Server Room |
| ● General (non-plant) Trash Room | ● Mechanical Room |
| ● Plant Trash Room | ● Electrical room |
| ● Locker Rooms and Restrooms | ● Trim Room |
| ● Secure, drive-in loading dock | ● Dry Rooms |
| ● Secure, laboratory testing collection room | |
| ● Packaging Room | |
| ● Vault & Inventory Room | |
| ● Administrative Office | |
| ● CCC Inspection Room (For use by CCC during inspections) | |
| ● Security Room and Check-in | |

PRODUCT MANUFACTURING OPERATIONS

AC Brands will process and package marijuana, and transfer marijuana to other Marijuana Establishments, but not to consumers, in accordance with AC Brands licensed cultivation tier. All phases of the cultivation, processing, and packaging of marijuana by AC Brands will take place in a designated area that is not visible from a public place without the use of binoculars, aircraft or other optical aids.

In the event that AC Brands sells or otherwise transfers marijuana to another Marijuana Establishment, AC Brands will provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160. AC Brands will only label marijuana with the word “organic” if all cultivation is consistent with US Department of Agriculture organic requirements at 7 CFR 205.

AC Brands, through the use of the Artemis Management System and Metrc, will assign and record a unique, sequential alphanumeric identifier to each batch for the purposes of production tracking, product labeling, and product recalls.

AC Brands will produce concentrates for bulk sale and the creation of marijuana products using supercritical CO2 and then refined to extremely high purity and cleanliness using a fractional distillation process. The refinement process will reduce levels of microbials (mold, yeast, gram negative bacteria, etc.) and heavy metals down to an undetectable scale. This will ensure AC Brands can provide consumers with clean and safe products.

AC Brands is committed to producing marijuana products in a safe and sanitary manner. AC Brands will process leaves and flowers of the female marijuana plant only, which will be well cured and free of seeds, stems, dirt, sand, debris, and other foreign matter and will not be contaminated by mold, rot, other fungus, and/or bacterial diseases. Marijuana products will be prepared and handled on food-grade stainless steel tables with no contact to agents’ bare hands and will be packaged in a secure area

The AC Brands facility will utilize standards based on municipal health codes, as well as FDA codes, to ensure optimal safety of all food products produced and is designed with ample cold storage and sanitization equipment to ensure food safety.

All edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.

AC Brands agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All AC Brands agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand-washing facilities will be placed conveniently within the AC Brands facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All AC Brands agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

Food material used in the preparation of marijuana products will be acquired from an approved source. Any and all materials used in the production of marijuana products that can support the rapid growth of undesirable microorganisms will be stored in a manner that prevents the growth of such microorganisms, such as proper refrigeration or other appropriate storage. All thermometers used in the storage and preparation of marijuana products will be tested regularly to ensure accuracy. All food products will be properly stored in their original containers and will be properly labeled. Only approved food additives will be used. Marijuana products and food products used in the production of marijuana products will be maintained in good condition and will be unadulterated.

The AC Brands facility has ample space for placement of equipment and storage of materials necessary for maintaining sanitary operations. Litter and waste will be properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12).

All surfaces and equipment within the AC Brands facility will be cleaned frequently in order to ensure that they are kept in a clean and sanitary condition. Surfaces and equipment will be sanitized with a sanitizing agent registered by the EPA and used in accordance with the labeled instructions.

Any and all toxic materials will be properly identified and stored in a manner that protects against contamination of marijuana products. Proper safety and cleanliness procedures will be visibly posted or easily accessible in the AC Brands facility. AC Brands' water supply is sufficient for necessary operations.

SECURITY

Access to AC Brands' facility will be limited to AC Brands' registered agents and other authorized visitors (e.g. contractors, vendors, law enforcement officers, Commission representative) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and AC Brands will maintain a current list of individuals with access. On-site consumption of marijuana by customers, AC Brands' employees and visitors will be prohibited. AC Brands will have security personnel on-site during business hours. Additional information on AC Brands' security plan is available in the Security Plan document included with this submission.

AC Brands will contract with Shanix, Inc., a professional security and alarm company, to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for customers, employees and the local community.

AC Brands' state-of-the-art security system consists of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Police Department.

These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

ENERGY AND WATER CONSERVATION

AmeiCann Brands, Inc. ("AC Brands") has identified potential energy use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Our team is dedicated to consistently striving for sustainability and emissions reduction.

Our Freetown cultivation and product manufacturing facility ("Building 2") has been designed with features including a greenhouse structure for vegetative and flowering growth which allows plants to grow under natural sunlight. The greenhouse dramatically reduces the utility demands for lighting and the engineers calculate our lighting loads at 24 watts per square foot which is over 33% less than the CCC's target of 36 watts per square foot. The facility also uses an evaporative cooling system and fans for temperature and humidity control, reducing the energy demands associated

with HVAC systems and dehumidification systems. The combined efficiency may reduce energy demands by up to 70% as compared to a similar sized indoor cultivation facility.

The supplemental lighting plan for Building 2 were developed with PL Light (lighting manufacturer) and Nexus Greenhouse (Greenhouse manufacturer) to identify the most energy efficient lighting density to supplement the natural sunlight when required. The goal is to reduce electric demand through the lighting schedule to maximize the natural sunlight for cultivation of plants.

AC Brands has considered opportunities for renewable energy generation. Building 2 has the potential for a solar array installation on the roof. AC Brands will review utility consumption after 12 months of full operation to identify the impact of installing a solar array to help reduce emissions but is not in a position to make an informed decision at this time.

Building 2 will provide electric car charging stations to encourage staff to use electric vehicles.

The irrigation system, which is computer controlled, provides exact amounts of water to each plant, which reduces water consumption and eliminates any run-off or need to recycle water.

As required by the Commission's regulations, AC Brands will develop policies and procedures for energy efficiency and conservation that will include:

1. Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities.
2. 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.
3. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants

Lighting and HVAC will utilize energy efficient technologies, including LED-lighting and Energy-Star appliances. Restroom and handwashing facilities will implement low water appliances. AC Brands will also implement a strict recycling program and will seek to utilize recyclable packaging for all products.

BENEFITS TO THE MUNICIPALITY

AC Brands looks forward to continuing working cooperatively with Freetown to ensure that AC Brands operates as a responsible, contributing member of the Freetown community. Freetown stands to benefit in various ways, including but not limited to the following:

- Jobs for Local Residents: The facility will create dozens of full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits: A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- Access to Safe, Medical-Grade Product: AC Brands will allow qualified consumers 21 years of age and older in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
- Partnering with a Responsible Company: AC Brands is comprised of experienced operators and professionals who have worked with the Cannabis Control Commission, Department of Public Health and the Freetown community over the course of many years.

LOCAL EMPLOYMENT

In addition to the state-level requirements included in AC Brands' Plan for Positive Impact and Diversity Plan, AC Brands will prioritize the hiring of Freetown residents for its operations. AC Brands will rely on local legal, architectural, engineering, and construction groups to provide assistance throughout local permitting processes. Unless a qualified individual cannot be recruited from Freetown (and surrounding towns and cities), staffing will rely exclusively on the local citizenry.

FINANCIAL CONTRIBUTIONS

A successful retail marijuana establishment can provide economic value to Freetown in several ways. First and foremost, the development of AC Brand's facilities will increase the tax base and provide economic stimulus for Freetown. In addition to taxes, Freetown will receive direct payments of \$1.00 per square foot per year of cultivation and product manufacturing space from AC Brands' Landlord once operations commence.

ACCESS TO SAFE, HIGH QUALITY PRODUCT

AC Brands will allow qualified consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants. Our team of industry experts have gained extensive knowledge of cannabis sampling, testing and quality practices from years of operational experience. AC Brands' customers can rely on the safety of AC Brands' adult-use products. As some customers prefer access to raw flower, the company will provide a range of Sativa, Indica, and Hybrid strains, including high-Cannabidiol ("CBD") strains. AC Brands will develop a unique offering of Infused Products to address a spectrum of wellness needs.

PARTNERING WITH A RESPONSIBLE COMPANY

As an experienced marijuana business, AC Brands will be a compliant and responsible partner for Freetown. AC Brands has the experience, financial backing and team expertise to operate a secure, compliant and successful marijuana establishment.

CLOSING REMARKS

AC Brands has the experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested cannabis and cannabis products. AC Brands hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. AC Brands' state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both consumers and staff and will help deter and prevent diversion.

AC Brands is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans and growth strategies. AC Brands will leverage both its expertise to provide maximum value to customers and direct payments to Freetown. AC Brands looks forward to working cooperatively with the Cannabis Control Commission and the Town of Freetown for years to come.

AmeriCann Brands, Inc.

MCN282714

Restricting Access to Age 21 and Older

AmeriCann Brands, Inc. ("AmeriCann Brands") is initially applying for marijuana cultivator and marijuana product manufacturer licenses, and, as such, no retail dispensing to adult-use consumers will occur at its facility. Notwithstanding, AmeriCann Brands will ensure that all marijuana establishment agents, including board members, directors, employees, executives, managers or volunteers, and visitors are 21 years of age or older in accordance with 935 CMR 500.002 and 500.030(1).

Verification of marijuana establishment agent age will initially be conducted by AmeriCann Brands management and confirmed through the Commission's marijuana establishment agent registration and background screening processes prior to hire. All visitors to AmeriCann Brands' facility will be required to present valid proof of identification to designated staff. Individuals who fail to present valid proof of identification to demonstrate they are age 21 or older will be required to promptly leave and will not be permitted to enter the premises.

AmeriCann Brands, Inc.

MCN282714

Personnel Policies

AmeriCann Brands, Inc. ("AmeriCann Brands") maintains all personnel policies and procedures in an employee handbook. The employee handbook addresses a wide variety of topics including information on employee benefits, vacation and sick time, work schedules, confidentiality, criminal background checks, security, employee identification and facility access, personal safety and crime prevention techniques, alcohol, drug and smoke-free workplace, and grounds for discipline and termination. Each employee is required to review the handbook and attest to their understanding of AmeriCann Brands' personnel policies and procedures. AmeriCann Brands reviews its employee handbook periodically and communicates any changes to its employees.

AmeriCann Brands also maintains a staffing plan and a personnel record for each marijuana establishment agent in accordance with the requirements under 935 CMR 500.105(9)(d). Each personnel record is maintained for at least 12 months after termination of the individual's affiliation with AmeriCann Brands, and includes, at a minimum, the following: all materials submitted to the Commission as part of the marijuana establishment agent registration process, including applicable background check reports obtained through such registration process; documented verification of references; copy of job description or employment contract which includes the duties, authority, responsibilities, qualifications and supervision; documentation of all required training, including a signed statement by the individual indicating the date, time and place the individual received such training; periodic performance evaluations and records of any disciplinary actions taken; and documentation of completed responsible vendor and eight-hour related duty training. Such personnel policies and records will be made available for inspection by the Commission upon request.

AmeriCann Brands, Inc.

MCN282714

Maintaining Financial Records

AmeriCann Brands, Inc. ("AmeriCann Brands") will initially operate an adult-use only marijuana cultivation and product manufacturing business in accordance with applicable law and regulation and shall maintain general business and financial records in accordance with generally accepted accounting principles.

Business and financial records maintained by AmeriCann Brands include manual or computerized records of: assets and liabilities; monetary transactions; books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipend paid, and any executive compensation, bonus, benefit, or item of value paid to any persons with direct or indirect control over AmeriCann Brands in accordance with 935 CMR 500.105(9)(e).

AmeriCann Brands will use a point of sale (POS) system which has a sales recording module that is approved by the Massachusetts Department of Revenue (DOR) for all wholesale transactions with licensed marijuana retailers. AmeriCann Brands will conduct a monthly analysis of its equipment and sales data to ensure no software has been installed which could manipulate or alter sales data, and this analysis and related records will be made available to the Commission upon request. All AmeriCann Brands marijuana product sales records will be kept in compliance with DOR record retention requirements set forth in 830 CMR 62C.25.1 and Directive 16-1.

AmeriCann Brands, Inc.
MCN282714 & MPN281531

Quality Control and Testing

Quality Control:

AmeriCann Brands, Inc. ("AmeriCann Brands") ensures all marijuana and marijuana products are handled in a safe and sanitary manner in accordance with the requirements of 935 CMR 500.105(3).

AmeriCann Brands processes the leaves and flowers of the female marijuana plant only, which shall be well cured and generally free of seeds and stems; free of dirt, sand, debris and other foreign matter; free of contamination by mold, rot, other fungus, and bacterial diseases; prepared and handled on food-grade stainless steel tables; and packaged in a secure area. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

All AmeriCann Brands marijuana establishment agents 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*. In addition, all AmeriCann Brands marijuana establishment agents working in direct contact with 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. Hand-washing facilities shall be adequate and convenient, furnished with running water at a suitable temperature, located in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.

AmeriCann Brands ensures sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. Litter and waste is properly removed, disposed of to minimize the development of odor and minimize the potential for attracting and harboring pests. AmeriCann Brands' waste disposal systems are maintained in accordance with the requirements of 935 CMR 500.105(12). All floors, walls and ceilings are constructed in such a manner that they may be adequately kept clean and in good repair. All toxic items are identified, held, and stored in a manner that protects against contamination of marijuana products. No toxic products are stored in an area containing products used in the cultivation of marijuana.

All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable.

AmeriCann Brands' water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet AmeriCann Brands' needs. Plumbing shall be of adequate size and design, and adequately

installed and maintained to carry sufficient quantities of water to required locations throughout AmeriCann Brands' facility. Plumbing shall properly convey sewage and liquid disposable waste from the facility, and there shall be no cross-connections between the potable and waste water lines. AmeriCann Brands employees are provided access to adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

Moreover, all edible marijuana products developed at AmeriCann Brands shall comply with applicable sanitary requirements, including being prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*.

Testing:

AmeriCann Brands ensures that all marijuana and marijuana products received to and/or transported from its cultivation and product manufacturing facility (including all starting marijuana flower and finished marijuana flower, cannabis resins, cannabis concentrates, and infused/edible products) meet applicable quality and testing standards as required by 935 CMR 500.140(7) and 500.160.

AmeriCann Brands will request from all originating marijuana establishment cultivator partners, as applicable, from which starting marijuana flower is obtained, and in all cases prior to the procurement of the product from such third party, evidence of the following, to the extent applicable:

- a) Records demonstrating that all environmental media used to cultivate marijuana (e.g., soils, water) was tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries*, as published by the Cannabis Control Commission (Commission); and
- b) Records demonstrating that all marijuana and marijuana products were tested by an Independent Testing Laboratory registered with the Commission for cannabinoid profile and contaminants in compliance with the *Protocol for Sampling and Analysis of Finished Marijuana Products and Marijuana-Infused Products*, as amended in November 2016, and published by Commission. Testing for contaminants includes but is not limited to mold, mildew, heavy metals, plant-growth regulators, and presence of pesticides.

In the event laboratory testing results indicate unacceptable contaminant levels, no starting marijuana flower from the same batch number as the contaminated sample(s) will be procured from such third party. In the event AmeriCann Brands is notified or otherwise made aware that marijuana flower obtained from a third party is contaminated, such product will be promptly removed from the usable inventory and transferred to the disposal room.

AmeriCann Brands will contract with one or more registered independent testing laboratories to screen all finished marijuana and marijuana products cultivated and manufactured at its facility. No executive of AmeriCann Brands shall have a financial or other interest in an independent testing laboratory and no employee of an independent testing laboratory providing testing services to AmeriCann Brands shall receive any direct or indirect compensation from AmeriCann Brands. All transportation of marijuana products to and from an independent testing laboratory shall comply with the requirements of 935 CMR 500.105(13).

In the event laboratory testing results indicate unacceptable contaminant levels of AmeriCann Brands cultivated or manufactured products, all marijuana or marijuana products from the same batch number as the contaminated sample(s) will be promptly removed from the applicable

storage area and transferred to the disposal room. Testing results will be reported in AmeriCann Brands' inventory tracking software and inventory levels adjusted accordingly. AmeriCann Brands management and product manufacturing staff will review the results and other relevant records regarding the affected batch(es) to assess the source of potential contaminants and implement appropriate remediation. AmeriCann Brands shall report unacceptable testing results that cannot be remedied to the Commission within 72 hours, or as otherwise specified by the Commission. AmeriCann Brands shall retain all testing results for a period of no less than one year. Any products with testing dates exceeding one year shall be considered expired and may not be dispensed, sold, transferred, or otherwise conveyed until retested in compliance with the aforementioned protocols.

AmeriCann Brands, Inc.
MCN282714 & MPN 281531

Recordkeeping Procedures

AmeriCann Brands, Inc. ("AmeriCann Brands") retains applicable records for a period of time no less than required by law and in accordance with 935 CMR 500.105(9). Such records include but are not limited to written operating policies and procedures, inventory and seed-to-sale tracking, personnel, general business and financial, sales and dispensing, and waste disposal records. AmeriCann Brands' management team is responsible for the proper retention, storage and disposal of records that AmeriCann Brands generates, maintains and/or receives in the course of doing business. AmeriCann Brands shall retain all records in accordance with generally accepted accounting principles.

In particular, AmeriCann Brands shall maintain the following business and personnel records:

Business records:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records; and
- Salary and wages paid to each employee.

Personnel records:

- Job descriptions for each agent;
- A personnel record for each agent;
- A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

AmeriCann Brands protects the security, privacy and confidentiality of records as required by law, contract, or regulatory body, including those records containing confidential information. This includes employee records containing such information. All records subject to confidentiality restrictions are stored securely, whether electronically or in hard copy.

AmeriCann Brands records shall be made available for inspection by the Commission upon request. AmeriCann Brands shall maintain all records that are required by any section of 935 CMR 500.000.

AmeriCann Brands, Inc.
MCN282714 & MPN281531

Staffing and Training Plan

AmeriCann Brands, Inc. ("AmeriCann Brands") anticipates that it will need to hire approximately 55-60 full-time employees (FTEs) to run its combined adult use-only marijuana cultivation and product manufacturing facility in Freetown, MA during the first year of operations. In particular, new staff will be needed for the following job functions:

- Management (5 FTEs)
- Cultivation Staff (20 FTEs)
- Extraction, processing, edibles staff (12 FTEs)
- Security staff (5 FTEs)
- Packaging staff (8 FTEs)
- Other (8 FTEs)

Key Positions

Qualifications

General Manager	5-10 years of experience managing staff in a manufacturing facility, regulatory compliance background, and senior reporting ability for monthly management presentations.
Assistant Manager	2-4 years of experience managing staff in a manufacturing facility, regulatory compliance background, and senior reporting ability for monthly management presentations.
Cultivation Manager	3-5 Years of Experience cultivating cannabis, regulatory compliance and managing employees.
Assistant Cultivation Manager	1-3 Years of Experience cultivating cannabis, regulatory compliance and managing employees.
Cultivation Technician	No prior experience necessary.
Extraction Manager	3-5 Year of Experience including cannabis extraction, regulatory compliance and managing employees.
Assistant Extraction Manager	1-3 Year of Experience including cannabis extraction, regulatory compliance and managing employees.
Extraction Technician	No prior experience necessary.
Packaging Manger	3-5 years of experience with managing staff, regulatory compliance, and packing or manufacturing work.
Assistant Packaging Manger	1-3 years of experience with managing staff, regulatory compliance, and packing or manufacturing work.
Packaging Technician	No prior experience necessary.
Infused Product Manager	3-5 years of experience working in a cannabis product manufacturing facility, with regulatory compliance, and managing staff.

Assistant Infused Product Manager	1-3 years of experience working in a cannabis product manufacturing facility, with regulatory compliance, and managing staff.
Infused Product Technician	No prior experience necessary.
Security Lead	10+ years of experience from law enforcement or corrections, or other security related work
Security Shift Supervisor	3-5 years of experience from law enforcement or corrections, or other security related work
Security Guard	1-2 years of experience from law enforcement or corrections, or other security related work

AmeriCann Brands will ensure that all staff complete a comprehensive training and orientation program prior to performing any related job functions in accordance with 935 CMR 500.105(2). Training will be tailored to the roles and responsibilities of the job functions of each marijuana establishment agent. In addition to initial employee orientation, all staff shall receive at least eight (8) hours of on-going training annually. Staff training will focus on the following areas:

- Regulatory compliance
- Individual identification and confidentiality
- Safe marijuana handling practices
- Security and diversion
- Inventory and point-of-sale records
- Responsible vendor program
- Social justice

Moreover, in accordance with 935 CMR 500.105(2), all current owners, managers and employees shall complete the Responsible Vendor Program after July 1, 2019 or when available. All new employees shall complete the Responsible Vendor Program within 90 days of being hired. Responsible Vendor Program documentation must be retained for four (4) years.

AmeriCann Brands, Inc. - Diversity Plan
MCN282714 & MPN28531

I. Background

AmeriCann Brands, Inc. (“AmeriCann Brands”) is developing a marijuana establishment in Freetown, MA. The company will serve as a Marijuana Cultivator and Product Manufacturer partnering with retail marijuana establishments. Once AmeriCann Brands receives its cultivation and manufacturing licenses, it will produce a variety of finished marijuana and edible cannabis products, as well as concentrates and tinctures. To comply with state laws and the Cannabis Control Commission’s (“CCC”) regulations on Adult Use of Marijuana, AmeriCann Brands has established this Diversity Plan.

This Plan seeks to promote equity among minorities, women, veterans, LGBTQ+ and individuals with disabilities by including them in the operations of its Marijuana Establishment in accordance with 935 CMR 500.101(1)(c)(7)(k).

II. Goals

The goals for AmeriCann Brands’ Diversity Plan include:

1. Increasing the number of individuals falling into the above-listed demographics working at AmeriCann Brands’ facility and providing tools to ensure their success; at least 50% of AmeriCann Brands’ workforce will be comprised of individuals from the above-listed groups with a target of having Veterans make up at least 20% of the workforce and women make up at least 30% of the workforce; and
2. Increasing the number of individuals falling into the above-listed demographics who may gain meaningful employment in the cannabis industry by offering training sessions.

III. Programs

AmeriCann Brands will implement the following programs to meet the aforementioned goals:

- A. Advertise employment opportunities, and tracking the number of individuals falling into the above-listed demographics that apply, with the South Coast Chamber of Commerce and local newspapers including Fall River Herald and the Standard Times; advertisements will be placed as employment opportunities arise at AmeriCann Brands but not less than twice annually; advertisement placements may be adjusted based on the number of responses received from the above-listed demographics; and
- B. Provide 1-2 trainings sessions per year for individuals falling into the above-listed demographics to promote their entry into the marijuana industry. Interested participants can sign up for a training session through an on-line form that will be posted on AmeriCann Brands’ website. Topics to be discussed at the training sessions will include: “Introduction to Cannabis Cultivation” and “Introduction to Cannabis Product Manufacturing” which will cover cannabis industry best practices for product manufacturing and cultivation. Each training session will be offered for up to five participants.

IV. Measurement and Accountability

The Chief Executive Office will administer the Plan and will be responsible for developing measurable outcomes to ensure AmeriCann Brands continues to meet its commitments. Such measurable outcomes, in accordance with AmeriCann Brands' goals and programs described above, include:

Program A: Advertise employment opportunities and tracking the number of individuals falling into the above-listed demographics that apply, with the South Coast Chamber of Commerce and local newspapers including Fall River Herald and the Standard Times; advertisements will be placed as employment opportunities arise at AmeriCann Brands but not less than twice annually; advertisement placements may be adjusted based on the number of responses received from the above-listed demographics.

Metrics: 1) How many employment opportunity advertisements are placed with the above-referenced partner organizations; 2) How many employment inquiries and applications are received as a result of such advertisements; and 3) How many individuals falling into the above-referenced demographics who inquired or applied for employment as a result of such advertisements are employed at AmeriCann Brands.

Program B: Provide trainings sessions for individuals falling into the above-listed demographics to promote their entry into the marijuana industry.

Measurable Goals: 1) AmeriCann Brands plans to host 1-2 training sessions per year for up to 5 individuals per session beginning in the first full calendar year after receipt of final licensure; 2) AmeriCann Brands aims for 30% of individuals falling into the above-referenced demographics to attend at least one training session per year. Interested participants can sign up through a form that will be posted AmeriCann Brands' website.

Metrics: 1) The number of training sessions hosted; and 2) How many individuals falling into the above-referenced demographics attend the training sessions.

Beginning upon receipt of AmeriCann Brands first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, AmeriCann Brands will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Chief Executive Officer will review and evaluate AmeriCann Brands measurable outcomes no less than annually to ensure that AmeriCann Brands is meeting its commitments. AmeriCann Brands is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

In the event that AmeriCann Brands is not meeting its commitments, management will conduct a Company-wide survey soliciting feedback on programs and metrics and how AmeriCann Brands can be more successful in its commitments and in promoting equity generally.

V. Acknowledgments

AmeriCann Brands 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, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.