



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP282084
Original Issued Date: 01/19/2023
Issued Date: 01/19/2023
Expiration Date: 01/19/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Matriline Farms LLC

Phone Number: 781-330-8913
Email Address: dawjr101@gmail.com

Business Address 1: 153 Davis St.
Business City: Douglas
Business State: MA
Business Zip Code: 01516
Business Address 2:
Mailing Address 1: 22 Chilton Ave.
Mailing City: Kingston
Mailing State: MA
Mailing Zip Code: 02364
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Minority-Owned Business

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: 100
Percentage Of Control: 100
Role: Owner / Partner
Other Role:

First Name: Deric Last Name: Wicker Suffix: Jr

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Moriah Last Name: Wicker Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Manager, Community Outreach

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 153 Davis St.

Establishment Address 2:

Establishment City: Douglas Establishment Zip Code: 01516

Approximate square footage of the Establishment: 10000 How many abutters does this property have?: 15

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement.pdf	pdf	60afdb4a76d8cf07ef63725b	05/27/2021
Community Outreach Meeting Documentation	COMAttestation+Docs.pdf	pdf	60afdb7bbbf00d07b27249e6	05/27/2021
Community Outreach Meeting Documentation	Number of Participants.pdf	pdf	61664bb6ec8df6685105ee11	10/12/2021
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant.pdf	pdf	61664cc892505868ec66b5f0	10/12/2021

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	Positive Impact Plan.pdf	pdf	618ea39c7c9a0537aea4cf73	11/12/2021

Date generated: 02/01/2023

Page: 2 of 5

Other	SWNIC Letter.pdf	pdf	618ea3f344662a31f2893162	11/12/2021
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ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:**
First Name: Deric **Last Name:** Wicker **Suffix:** Jr
RMD Association: Not associated with an RMD
Background Question: yes

Individual Background Information 2

Role: Manager **Other Role:**
First Name: Moriah **Last Name:** Wicker **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	OperatingAgreementSigned.pdf	pdf	60e896747a4b3b034a6808b4	07/09/2021
Articles of Organization	Certificate of Organization.pdf	pdf	60f5a6cb2ea73e036476de5a	07/19/2021
Department of Revenue - Certificate of Good standing	Cirtificate Of Goodstanding dep rev.pdf	pdf	610015de388d2e0895f73680	07/27/2021
Secretary of Commonwealth - Certificate of Good Standing	COGS - Matriline Farms LLC 071521.pdf	pdf	6102d539996a07084e6618ac	07/29/2021
Department of Revenue - Certificate of Good standing	Unemployment Attestation.pdf	pdf	6169c4847afdc8683b26beee	10/15/2021

No documents uploaded

Massachusetts Business Identification Number: 001456265

Doing-Business-As Name:

DBA Registration City: Douglas

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Matriline Farms Business Plan.pdf	pdf	60e8976f2ea73e036476b89f	07/09/2021
Plan for Liability Insurance	Obtaining Liability Insurance Plan.pdf	pdf	6178b0f551c4da37cbfb390e	10/26/2021
Proposed Timeline	Matriline Proposed Timeline.pdf	pdf	61a4fc15e86b1607f6d3410f	11/29/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Sample of unique identifying marks used for branding	Logo Matriline .jpeg.pdf	pdf	614603947736bf07c42f50a6	09/18/2021
Restricting Access to age 21 and older	Policy to Restrict Access to Individuals Age 21 and Older.pdf	pdf	6146045910e8450793e195f9	09/18/2021
Prevention of diversion	Prevention of Diversion.pdf	pdf	6146046f3e5df507d5e57351	09/18/2021
Inventory procedures	Inventory Procedures.pdf	pdf	614604968b811c07bff6ea19	09/18/2021
Quality control and testing	Quality Control and Testing for Contaminants.pdf	pdf	614604a2f6892707b40df957	09/18/2021
Personnel policies including background checks	Personnel Policies including Background Checks.pdf	pdf	61460577f076f507dc7df947	09/18/2021
Record Keeping procedures	Record Keeping Procedures.pdf	pdf	614605823e5df507d5e57355	09/18/2021
Maintaining of financial records	Policies and Procedures for the Maintenance of Financial Records.pdf	pdf	61460595189f3a07c686213f	09/18/2021
Qualifications and training	Employee Qualifications and Training Plan.pdf	pdf	614605b08b811c07bff6ea1d	09/18/2021
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	614605c1f6892707b40df95b	09/18/2021
Safety Plan for Manufacturing	Safety Plan for Manufacturing.pdf	pdf	614608f37736bf07c42f50b1	09/18/2021
Plan to Obtain Marijuana	Plan to Obtain Marijuana.pdf	pdf	614609e63e5df507d5e5735d	09/18/2021
Method used to produce products	Methods used to Produce Products.pdf	pdf	6183ecd3084df83201bf938d	11/04/2021
Security plan	Security Plan.pdf	pdf	618ea76e86cf8531b41a670a	11/12/2021
Storage of marijuana	Storage of Marijuana.pdf	pdf	618ea7ffbd22c2379113371c	11/12/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	618ea8686155aa37c42578d6	11/12/2021
Diversity plan	Diversity Plan.pdf	pdf	61a4fc63b833e808243d567e	11/29/2021
Types of products Manufactured.	Types of Products Manufactured.pdf	pdf	61a4fc912dd01b07f8fccaef	11/29/2021

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

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

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

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Matriline Farms Llc.

2. Name of applicant's authorized representative:

Deric Wicker

3. Signature of applicant's authorized representative:

Deric Wicker

4. Name of municipality:

Town of Douglas

5. Name of municipality's contracting authority or authorized representative:

Matthew J. Wojcik, Town Administrator



6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

mwojcik@douglas-ma.gov

8. Host community agreement execution date:

12/17/20



Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): 01/25/2021
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as “Attachment A.”

a. Date of publication:

01/09/2021

b. Name of publication:

Telegram & Gazette

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as “Attachment B.”

a. Date notice filed:

01/04/2020

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant’s proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as “Attachment C.” Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

01/16/2021

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
 - d. A plan by the ME or MTC to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Matriline Farms LLC.

Name of applicant's authorized representative:

Deric Wicker

Signature of applicant's authorized representative:

Deric Wicker



Order Confirmation

<u>Ad Order Number</u>	<u>Customer</u>	<u>Payor Customer</u>	<u>PO Number</u>
0000458854	SILVA,DAN	SILVA,DAN	Community Outreach Meetin
<u>Sales Rep.</u>	<u>Customer Account</u>	<u>Payor Account</u>	<u>Ordered By</u>
adperfect	1000018690	1000018690	
<u>Order Taker</u>	<u>Customer Address</u>	<u>Payor Address</u>	<u>Customer Fax</u>
adperfect	7 CHILTON AVE KINGSTON MA 02364 USA	7 CHILTON AVE KINGSTON MA 02364 USA	
<u>Order Source</u>	<u>Customer Phone</u>	<u>Payor Phone</u>	<u>Customer EMail</u>
AdPerfect	508-280-5707	508-280-5707	matrilinefarms@gmail.com
			<u>Special Pricing</u>
			None

<u>Invoice Text</u>	<u>Ad Order Notes</u>		<u>Materials</u>	<u>Promo Type</u>	<u>Blind Box</u>	
AP0041573						
<u>Tear Sheets</u>	<u>Net Amount</u>	<u>Tax Amount</u>	<u>Total Amount</u>	<u>Payment Method</u>	<u>Payment Amount</u>	<u>Amount Due</u>
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<u>External Ad Number</u>	<u>Ad Attributes</u>	<u>Ad Released</u>	<u>Pick Up</u>	<u>Affidavits</u>	<u>Proofs</u>
AP0041573		No		0	0

WYSIWYG Content

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for January 25th, 2021 at 7:00 PM, to be held remotely via ZOOM meetings. The proposed Adult-Use Marijuana Cultivation and Product Manufacturing establishment is anticipated to be located at 153 Davis St, Douglas, MA 01516. There will be an opportunity for the public to ask questions.

All participants who wish to attend the remote meeting will need an authenticated Zoom account. This means they will go to the Zoom site and create a sign in using an email and password. Please visit <http://zoom.us> to create authenticated accounts. A link to the meeting will be posted on the News & Calendar section of the Town of Douglas website (<https://douglas-ma.gov>) prior to the meeting. Participants who wish to attend shall use this link to attend the meeting, using an authenticated Zoom account.

All participants are welcome to visit <https://m.facebook.com/matriline.farms.1> or to email matrilinefarms@gmail.com to submit questions in advance of the virtual meeting. Responses to questions submitted in advance will be responded to during the virtual meeting. All meeting materials will be provided at least 24 hours in advance of the meeting, through the aforementioned Facebook address.

Matriline Farms, LLC. 01/09/2021

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Matriline Farms, LLC. 01/09/2021

<u>Product Information</u>	<u>Placement/Classification</u>	<u>Run Dates</u>	<u># Inserts</u>	<u>Cost</u>
1/7/2021 4:45:59PM				

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Run Schedule Invoice Text **Sort Text**

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<u>Order Taker</u>	<u>Customer Address</u>	<u>Payor Address</u>	<u>Customer Fax</u>
adperfect	7 CHILTON AVE KINGSTON MA 02364 USA	7 CHILTON AVE KINGSTON MA 02364 USA	
<u>Order Source</u>	<u>Customer Phone</u>	<u>Payor Phone</u>	<u>Customer EMail</u>
AdPerfect	508-280-5707	508-280-5707	matrilinefarms@gmail.com
			<u>Special Pricing</u>
			None

<u>Invoice Text</u>	<u>Ad Order Notes</u>		<u>Materials</u>	<u>Promo Type</u>	<u>Blind Box</u>	
AP0041573						
<u>Tear Sheets</u>	<u>Net Amount</u>	<u>Tax Amount</u>	<u>Total Amount</u>	<u>Payment Method</u>	<u>Payment Amount</u>	<u>Amount Due</u>
0	\$115.72	\$0.00	\$115.72	AdPerfect	\$115.72	\$0.00

<u>Ad Number</u>	<u>Ad Type</u>	<u>Ad Size</u>	<u>Color</u>	<u>Production Method</u>	<u>Production Notes</u>
0000458854-01	1Legal	: 1.0 X 2.7500"	<NONE>	AdBooker	
<u>External Ad Number</u>	<u>Ad Attributes</u>	<u>Ad Released</u>	<u>Pick Up</u>	<u>Affidavits</u>	<u>Proofs</u>
AP0041573		No		0	0

WYSIWYG Content

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for January 25th, 2021 at 7:00 PM, to be held remotely via ZOOM meetings. The proposed Adult-Use Marijuana Cultivation and Product Manufacturing establishment is anticipated to be located at 153 Davis St, Douglas, MA 01516. There will be an opportunity for the public to ask questions.

All participants who wish to attend the remote meeting will need an authenticated Zoom account. This means they will go to the Zoom site and create a sign in using an email and password. Please visit <http://zoom.us> to create authenticated accounts. A link to the meeting will be posted on the News & Calendar section of the Town of Douglas website (<https://douglas-ma.gov>) prior to the meeting. Participants who wish to attend shall use this link to attend the meeting, using an authenticated Zoom account.

All participants are welcome to visit <https://m.facebook.com/matriline.farms.1> or to email matrilinefarms@gmail.com to submit questions in advance of the virtual meeting. Responses to questions submitted in advance will be responded to during the virtual meeting. All meeting materials will be provided at least 24 hours in advance of the meeting, through the aforementioned Facebook address.

Matriline Farms, LLC. 01/09/2021

1WTG::Full Run	1Legal Notices - CLS	1/9/2021	1	\$115.72
NOTICE OF COMMUNITY OUTREACH MEET	NOTICEOFCOMMUNITYOUTREACHMEETIN			
1Legals P2W::Full Run	1Legal Notices - CLS	1/9/2021, 1/10/2021, 1/11/2021, 1/12/2021, 1/13/2021, 1/14/2021, 1/15/2021, 1/16/2021, 1/17/2021, 1/18/2021, 1/19/2021, 1/20/2021, 1/21/2021, 1/22/2021, 1/23/2021, 1/24/2021, 1/25/2021, 1/26/2021, 1/27/2021, 1/28/2021, 1/29/2021, 1/30/2021, 1/31/2021, 2/1	30	\$0.00
NOTICE OF COMMUNITY OUTREACH MEET	NOTICEOFCOMMUNITYOUTREACHMEETIN			



NOTICE OF VIRTUAL COMMUNITY OUTREACH MEETING

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All participants are welcome to visit <https://m.facebook.com/matriline.farms.1> or to email matrilinefarms@gmail.com to submit questions in advance of the virtual meeting. All meeting materials will be provided at least 24 hours in advance of the meeting, through the aforementioned Facebook address.

Information to be presented at the meeting will include:

- 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.

Sincerely,

Deric Wicker, President, Matriline Farms, LLC



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Sincerely,

Deric Wicker, President, Matriline Farms, LLC

Community Outreach Documentation

4 participants attended the Community Outreach meeting hosted by Matriline Farms LLC. on January 25th, 2021.

Plan to Remain Compliant with Local Zoning

Matriline Farms LLC. will remain compliant at all times with the local zoning requirements set forth in the Town of Douglas' Zoning Bylaw. Matriline Farms' Cultivation and Product Manufacturing Establishment proposed to be located at 153 Davis Street is located in the Industrial Zone.

In accordance with the Commission's regulations, the property is not located within 500 feet of a public or private school providing education to children in kindergarten or grades 1 through 12.

Matriline Farms has already attended several meetings with various municipal officials and boards to discuss Matriline Farms' plans for a proposed marijuana establishment and has executed a Host Community Agreement with the Town of Douglas. Matriline Farms will continue to work cooperatively with all of the various municipal departments, boards, and officials to ensure that Matriline Farms' marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security. There is no Special Permit required by the town of Douglas.

Positive Impact Plan

Matriline Farms LLC is honored to work with the Massachusetts Cannabis Control Commission in making a positive impact on the areas, individuals, and groups who were disproportionately affected by cannabis prohibition. Our goal is to create opportunities for individuals who reside in disproportionately impacted areas

Positive Impact Goal #1: Matriline Farm's plans to hold an annual educational seminar on the Massachusetts Cannabis Cultivation Industry focusing on residents in Worcester, Massachusetts who have past drug convictions. And/or residents in Worcester, Massachusetts with parents or spouses who have past drug convictions. Using this seminar Matriline Farms looks to connect affected individuals with entry level positions within the Cannabis Industry.

Program: Matriline Farms will hold a yearly educational seminar for Worcester, Massachusetts residents who have past drug convictions; or Worcester, Massachusetts residents with parents or spouses who have past drug convictions. The seminar will be focusing on the current state of the Massachusetts Cannabis Cultivation Industry, legal cultivation practices, and entry-level opportunities within the industry. Matriline Farms will post advertisements with the Worcester Telegram & Gazette, WCCA TV 194, and on the Matriline Farms Facebook page 4 weeks leading up to every seminar. All advertisements will convey that the seminar is particularly for Worcester, Massachusetts residents who have past drug convictions; or Worcester, Massachusetts residents with parents or spouses who have drug convictions.

Metrics: Matriline Farms will record the number of people attended along with all advertising activities, human resource records, and number of people who end up being hired by a Cannabis company (including but not limited to Matriline Farms). Matriline Farms will produce an annual report to outline the progress of our efforts. The annual report will be provided to the Commission upon request or as part of Matriline Farms' annual license renewal process (one year from provisional licensure and every year after).

Positive Impact Goal #2: Directly help an area that has been disproportionately affected and/or harmed by cannabis prohibition.

Program: Matriline Farms pledges to make a yearly donation of \$10,000 per year to the South Worcester Neighborhood Improvement Council. Their mission is to provide encouragement, momentum, and tools people need, including education, employment, housing, health, food security, and assistance with family issues. Additionally, Employees of Matriline Farms will have the option to donate their time to the council as well.

Metrics: Matriline Farms LLC will continually keep assessment of the established goals. Matriline Farms will produce an annual report to outline the progress of our efforts. The annual report will be provided to the Commission upon request or as part of Matriline Farms' annual license renewal process (one year from provisional licensure and every year after).

-Any actions taken, or programs instituted, by the Matriline Farms will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

-Matriline Farms acknowledges and will adhere to the requirements of the 935 CMR 500.105 (4) permitted and prohibited advertising, branding, marketing and sponsorship practices.

OPERATING AGREEMENT

OF

MATRILINE FARMS, LLC

A MASSACHUSETTS LIMITED LIABILITY COMPANY

The undersigned are all of the members of the above Massachusetts Limited Liability Company and hereby adopt the following Operating Agreement pursuant to the Massachusetts Limited Liability Company Act.

ARTICLE I OFFICES

Section 1.1 PRINCIPAL AND REGISTERED OFFICE. The principal and registered office of the company in the Commonwealth of Massachusetts, shall be 22 Chilton Ave., Kingston, MA 02364. The company may have such other offices, either within or outside of the Commonwealth of Massachusetts as the managers may designate, or as the business of the company may require from time to time.

ARTICLE II MEMBERS

Section 2.1 ADMISSION OF MEMBERS. After filing of the company's original Certificate of Organization, a person may be admitted as an additional member upon the unanimous written consent of all members.

Section 2.2 ANNUAL MEETING. An annual meeting of the members shall be held at such time on such day as shall be fixed by the managers commencing with the calendar year after the year in which the Operating Agreement is executed. The purpose of the meeting shall be to elect managers and the transaction of such other business as may come prior to the meeting. The day fixed for the annual meeting shall not be a legal holiday in the Commonwealth of Massachusetts. If the election of managers shall not be held on the day designated herein for the annual meeting of the members, or designated herein for the annual meeting of the members, or at the adjournment thereof, the managers shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2.2.1 Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the company.

Section 2.2.2 At the first annual meeting of members and at each annual meeting thereafter, the members shall elect managers to hold office until the next succeeding annual meeting. Each member shall hold office for the term for which the manager is elected and until the manager's successor has been elected and qualified.

Section 2.3 SPECIAL MEETINGS. Special meetings of the members may be called by any manager or managers or by not less than one-quarter of all the members entitled to vote at the meeting.

Section 2.4 PLACE OF MEETINGS. The managers may designate any place within the Commonwealth of Massachusetts as the place of meeting for any annual meeting or for any special meeting called by the managers. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the company in the Commonwealth of Massachusetts.

Section 2.5 NOTICE OF MEMBERS' MEETINGS.

Section 2.5.1 Written notice stating the place, day, and hour of the meeting is called shall be delivered not less than ten days before the date of the meeting, either personally or by mail, by or at the direction of any manager or person calling the meeting to each member of record entitled to vote at such meeting.

Section 2.5.2 Notice to members, if mailed, shall be deemed delivered as to any member when deposited in the United States mail, addressed to the member, with postage prepaid, but, if three successive letters mailed to the undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the company.

Section 2.5.3 When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting the company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 2.6 WAIVER OF NOTICE.

Section 2.6.1 When any notice is required to be given to any member of the company under the provisions of the Articles of Organization or this

Operating Agreement, a waiver thereof in writing signed by the person entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.7 QUORUM OF MEMBERS - VOTE REQUIRED.

Unless otherwise provided in the Certificate of Organization, a majority-in-interest of the members entitled to vote shall constitute a quorum at the meeting of members. If a quorum is present, the affirmative vote of the majority-in-interest of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or voting by classes is required by the Act or the Certificate of Organization. If a quorum is not represented at any meeting of the members, such meeting may be adjourned for a period not to exceed sixty days at any one adjournment.

Section 2.8 INFORMAL ACTION BY MEMBERS.

Section 2.8.1 Unless the Certificate of Organization provides otherwise, action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each member entitled to vote. Action taken under the Subsection 2.8.1 is effective when all members entitled to vote have signed the consent, unless the consent specifies a different effective date.

Section 2.8.2 Written consent of the members entitled to vote has the same force and effect as a unanimous vote of such members and may be stated as such in any document.

ARTICLE III MANAGERS

Section 3.1 MANAGEMENT OF THE COMPANY.

Section 3.1.1 Management of the company's business and affairs shall be vested in a manager or managers. Exhibit A to this Operating Agreement may apportion management responsibility or voting power among the several managers, if there are two or more, in any manner or upon any basis not inconsistent with the Act.

Section 3.1.2 Deric Wicker, Jr. is appointed Manager of the Company.

Section 3.2 DUTIES OF MANAGER.

Section 3.2.1 A manager shall perform the duties of a manager in good faith, in a manner the manager reasonably believes to be in the best interests of the company, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A person who so performs the manager's duties shall not have any liability by reason of being or having been a manager of the company.

Section 3.2.2 In performing the manager's duties, a manager shall be entitled to rely on information, opinions, reports, or statements of the following persons or groups unless the manager has knowledge concerning the matter in question that would cause such reliance to be unwarranted:

3.2.2.1 One or more employees or other agents of the company whom the manager reasonably believes to be reliable and competent in the matters presented;

3.2.2.2 Any attorney, public accountant, or other person as to matters which the manager reasonably believes to be within such person's professional or expert competence; or

3.2.2.3 A committee upon which the manager does not serve, duly designated in accordance with this Operating Agreement, as to matters within its designated authority, which committee the manager reasonably believes to merit confidence.

Section 3.2.3 A manager shall have no authority to do any act in contravention of either the Certificate of Organization or this Operating Agreement.

Section 3.2.4 Every manager is an agent of the company for the purpose of its business, and the act of every manager, including the execution in the company name of any instrument for apparently carrying on in the usual way the business of the company of which such person is a manager, binds the company, unless such act is in contravention of the Certificate of Organization or the Operating Agreement or unless the manager so acting otherwise lacks the authority to act for the company and the person with whom the manager is dealing has knowledge of the fact that the manager has no such authority.

Section 3.3 ELECTION AND TERM OF MANAGERS. The number of managers of the company shall be as stated in Exhibit A to this Operating Agreement. The number of managers may be increased or decreased by amendment to this Operating Agreement, but no decrease shall have the effect of shortening the term of any incumbent manager. The initial managers shall hold office until the first annual meeting of members and until their successors have been elected and qualified.

With respect to the rights of members to vote for managers, managers shall be elected by a majority of the members. Each manager shall hold office until the next annual meeting of members or until a successor shall be elected and qualified.

Section 3.4 REGULAR MEETINGS. A regular meeting of the managers shall be held without other notice than this provision immediately after, and at the same place as, the annual meeting of members. The Managers may provide, by resolution, the time and place, either within or without the Commonwealth of Massachusetts, for the holding of additional regular meetings without other notice than such resolution.

Section 3.5 SPECIAL MEETINGS. Special meetings of the managers may be called by or at the request of any one manager. The person or persons authorized to call special meetings of the managers may fix any place, either within or without the Commonwealth of Massachusetts, as the place for holding any special meeting of the managers called by them.

Section 3.6 NOTICE. Written notice of any special meeting of managers shall be given as follows:

Section 3.6.1 By mail to each manager at the manager's business address at least three days prior to the meeting; or

Section 3.6.2 by personal deliver, telegram or facsimile transmission at least twenty-four hours prior to the meeting to the business address of each manager, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each manager. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram or facsimile transmission such notice shall be deemed to be delivered when the telegram or facsimile transmission is delivered to the telegraph company or transmitted by the sender. Any manager may waive notice of any meeting. The attendance of a manager at any meeting shall constitute a waiver of notice of such meeting, except where a manager attends a meeting for the express purpose of objecting to the transaction of any business because the

Meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the managers need be specified in the notice or waiver of notice of such meeting.

Section 3.7 QUORUM. A majority of the number of managers shall constitute a quorum for the transaction of business at any meeting of the managers,, but if less than such majority is present at a meeting, a majority of the managers present may adjourn the meeting from time to time without further notice.

Section 3.8 MANNER OF ACTING. Except as otherwise required by the Act, the act of the majority of the managers present at a meeting at which a quorum is present shall be the act of the managers.

Section 3.9 INFORMAL ACTION BY MANAGERS. Any action required or permitted to be taken by the managers or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth action so taken, shall be signed by all of the managers or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.10 VACANCIES. Any vacancies occurring in the group of managers may be filled by written agreement of a majority of the members.. A manager chosen to fill a vacancy shall serve the unexpired term of the manager's predecessor in office. Any manager's position to be filled by reason of an increase in the number of managers shall be filled by written agreement of a majority of the members then in office or by election at any annual meeting or at a special meeting of members called for that purpose. A manager chosen to fill a position resulting from an increase in the number of managers shall hold office until the next annual meeting of members and until the manager's successor has been elected and qualified.

Section 3.11 RESIGNATION. Any manager of the company may resign at any time by giving written notice to the remaining managers. The resignation of any manager shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more managers shall resign from the managerial position, effective at a further date, a majority of the members shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 3.12 REMOVAL OF MANAGERS. At a member's meeting called expressly for that purpose, all managers or any lesser number may be removed, with or without cause. All managers or any lesser number may be removed with or without cause by a vote of the majority of the members then entitled to vote at an election of managers.

Section 3.13 COMPENSATION. By resolution of the managers and irrespective of any personal interest of any of the members, each manager may be paid expenses, if any, of attendance at each meeting of the managers and may be paid a stated salary as manager or fixed sum for attendance at each meeting of the managers or both. No such payment shall preclude any manager from serving the company in any other capacity and receiving compensation therefore.

ARTICLE IV CONTRACTING DEBT AND COMPANY PROPERTY

Section 4.1 CONTRACTING DEBT. Except as otherwise provided in the Act, or the Certificate of Organization, no debt shall be contracted or liability incurred by or on behalf of the company, except by one or more of its managers after first receiving authorization to so act by a majority in interest of the members.

Section 4.2 COMPANY PROPERTY. Real and personal property owned or purchased by the company shall be held and owned, and conveyance made, in the company name. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the company shall be valid and binding upon the company if executed by one or more managers of the company.

Section 4.3 BUSINESS TRANSACTIONS OF MEMBER OR MANAGER WITH THE COMPANY. Except as may be provided in the Certificate of Organization, a member or a manager may lend money to, act as surety for, and transact other business with the company and, subject to other applicable law, has the same rights and obligations with respect thereto as a person who is not a member or manager; except that this section shall not be construed to relieve a manager from any of that manager's duties as specified in the Act, the Certificate of Organization or this Operating Agreement.

ARTICLE V FISCAL YEAR AND FINANCES

Section 5.1 FISCAL YEAR. The fiscal year of the company shall end on the last day of December in each calendar year.

Section 5.2 FORM OF CONTRIBUTION. The contribution of a member may be in cash, property, or services rendered or a promissory note or other obligation to contribute cash or property or to perform services. The contribution of each member shall be as provided in Exhibit A to this Operating Agreement.

Section 5.3 SHARING OF PROFITS AND LOSSES. The profits and losses of the company shall be allocated among the members in the manner provided in Exhibit A to this Operating Agreement. If Exhibit A to the Operating Agreement does not so provide in writing, profits and losses shall be allocated on the basis of the value, as stated in the company records required to be kept pursuant Article VII, of the contributions made by each member.

Section 5.4 SHARING OF DISTRIBUTIONS. Distributions of cash or other assets of the company shall be allocated among the members in the manner provided in Exhibit A to this Operating Agreement. If Exhibit A to this Operating Agreement does not so provide in writing, distributions shall be made on the basis of value, as stated in the company records required to be kept pursuant to Article VII, of the contributions made by each member.

ARTICLE VI LIABILITY AND INDEMNIFICATION

Section 6.1 LIABILITY OF MEMBERS AND MANAGERS. Members and managers of the company are not liable under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the company.

Section 6.2 INDEMNIFICATION OF MANAGERS, EMPLOYEES, OR AGENTS.

Section 6.2.1 This operating agreement incorporates by reference the indemnification provisions of the Certificate of Organization of the company.

Section 6.2.2 The company may purchase and maintain insurance on behalf of a person who is or was a manager, employee, fiduciary, or agent of the company or who, while a manager, employee, fiduciary, or agent of the company, is or was serving at the request of the company as manager, officer, partner, trustee,, employee, fiduciary or agent of any other foreign or domestic limited liability company or any corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the company would have the power to indemnify such person against such liability under the provisions of the Act. Any such insurance may be procured from any insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere.

ARTICLE VII RECORDS

Section 7.1 RECORDS.

Section 7.1.1 The company shall keep at the company office or, if none, at the registered office, the following:

7.1.1.1 A current list of the full name and last known business, residence, or mailing address of each member and manager, both past and present;

7.1.1.2 A copy of the Certificate of Organization and all amendments thereto, together with executed copies of any powers of attorney pursuant To which any amendment has been executed;

7.1.1.3 Copies of any currently effective written operating agreements, copies if any writings permitted or required under section 5.3, and copies of any financial statements of the company for the three most recent years.

7.1.1.4 Minutes of every annual and special meeting and any meeting ordered pursuant to Section 2.3 and 2.5;

7.1.1.5 Unless contained in a writing permitted or required under Section 5.3, a statement prepared and certified as accurate by a manager of The company, which describes:

I. The amount of cash and a description and statement of the agreed value of the agreed value of the other property or service contributed by each member and which each member has agreed to contribute in the future;

II. The times at which or events on the happening any additional contributions agreed to be made by each member are to be made;

III. If agreed upon, the time at which or the events on the happening of which a member may terminate the member's membership in the company and the amount of, or the method of determining, the distribution to which the member may be entitled respecting the member's membership interest and the terms and conditions of the termination and distribution;

IV. Any right of a member to receive distribution which include a return of all or any part of a member's contribution

7.1.1.6 Any written consents obtained from member pursuant to Section 2.

Section 7.2.1 Such records are subject to inspection and copying at the reasonable request, and at the expense, of any member during ordinary business hours.

ARTICLE VIII INFORMATION AND ACCOUNTING

Section 8.1 INFORMATION AND ACCOUNTING. A member of the company shall have the right to:

Section 8.1.1 Inspect and copy company records, as provided in Section 7.1;

Section 8.1.2 Obtain from the manager or managers from time to time, subject to such reasonable standards as may be set forth in the Operating Agreement or otherwise established by the manager or managers, upon reasonable demand for any purpose reasonably related to the member's interest as a member:

I. True and full information regarding the state of the business and financial condition of the company and any other information regarding the affairs of the company; and

II. Promptly after becoming available, a copy of the company's federal, state, and local income tax returns for each year; and

Section 8.1.3 Have a formal accounting of company affairs whenever circumstances render it just and reasonable.

Section 8.2 TAX MATTERS. Deric Wicker, Jr. shall be the manager appointed to deal with all tax matters on behalf of the Company unless otherwise agreed in writing among the members in the form of a vote under the terms of this Operating Agreement.



Deric Wicker, Jr., Manager and Member

CERTIFICATE

I hereby certify that the foregoing Operating Agreement consisting of 12 pages, including this page and Exhibit A hereto, constitutes the Operating Agreement of MATRILINE FARMS, LLC adopted by the members of the limited liability company as of May 01, 2021.



Deric Wicker, Jr., Manager and Member

**EXHIBIT "A" TO OPERATING AGREEMENT
OF
MATRILINE FARMS, LLC**

1. CONTRIBUTION OF MEMBERS (Section 5.2)

<u>Name of Member</u>	<u>Percent Ownership</u>
A) Deric Wicker, Jr.	100%

2. Sharing of Profits and Losses (Section 5.3)
In accordance with percentage of ownership.

3. Sharing of Distributions (Section 5.4)
In accordance with percentage of ownership.

4. Number and Classification of Managers (Sections 3.3 & 3.2.4)
The number of managers shall be one.

Approved: May 01, 2021



Deric Wicker, Jr., Manager and Member



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 0014562651. The exact name of the limited liability company is: MATRILINE FARMS LLC

2a. Location of its principal office:

No. and Street: 22 CHILTON AVE.
City or Town: KINGSTON State: MA Zip: 02364 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 22 CHILTON AVE.
City or Town: KINGSTON State: MA Zip: 02364 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

SEEKING LICENSING FROM THE CANNABIS CONTROL COMMISSION

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: DERIC WICKER JR.
No. and Street: 22 CHILTON AVE.
City or Town: KINGSTON State: MA Zip: 02364 Country: USA

I, DERIC WICKER JR. resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	MORIAH LEE WICKER	22 CHILTON AVE. KINGSTON, MA 02364 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	DAN SILVA	22 CHILTON AVE. KINGSTON, MA 02364 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

9. Additional matters:

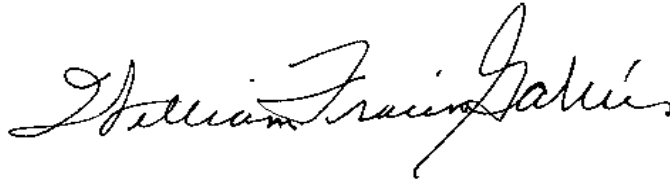
SIGNED UNDER THE PENALTIES OF PERJURY, this 28 Day of August, 2020,
DERIC WICKER JR.

(The certificate must be signed by the person forming the LLC.)

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:

August 28, 2020 10:21 AM

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



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1910460608
Notice Date: June 22, 2021
Case ID: 0-001-219-119



CERTIFICATE OF GOOD STANDING/TAX COMPLIANCE REQUEST STATUS



MATRILINE FARMS LLC
22 CHILTON AVE # KINGSON
KINGSTON MA 02364-1717

Why did I receive this notice?

We received your request for a Certificate of Good Standing and/or Tax Compliance for MATRILINE FARMS LLC. As of the date of this notice, the Commissioner of Revenue is unable to certify whether you are in compliance with your tax obligations under Chapter 62C of the Massachusetts General Laws.

According to our records, you're not registered with the Department of Revenue. As a result, we don't know if you have any outstanding liabilities. We're also unable to determine if you're legally required to file and pay taxes in Massachusetts.

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, 9:00 a.m. to 4:00 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

Use the confirmation code below to print another copy of this letter or to review your submission.
Confirmation Code: bm2h2g

Edward W. Coyle, Jr., Chief
Collections Bureau



William Francis Galvin
Secretary of the
Commonwealth

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

July 15, 2021

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

MATRILINE FARMS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 28, 2020.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **DERIC WICKER JR.**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **DERIC WICKER JR.**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **DERIC WICKER JR.**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Letter of Attestation

I, Deric Wicker, Manager of Matriline Farms LLC have not registered with the Department of Unemployment Assistance because Matriline Farms LLC, currently has no hired employees. Matriline Farms LLC, will register with the Department of Unemployment Assistance when employees are hired.

Matriline Farms LLC

A handwritten signature in black ink, appearing to read "Deric Wicker", is written over a horizontal line.

Matriline Farms LLC

Business plan

Product and Overview

Matriline Farms is a cultivation company whose primary product will be high grade, dried marijuana flower and extracts. Products will be grown with the highest quality inputs, maximizing the per square foot yields by utilizing the ideal conditions of climate controlled greenhouses.

Gross sales totals in MA have grown exponentially since recreational use legalization in November, 2018. From January 1, to March 22, 2020 alone, total sales to date increased from approximately \$460,000,000.00 to \$619,000,000.00.

Customers

Products will be sold to licensed marijuana retailers in Massachusetts, on a wholesale level.

Future Expansion

Short term growth will be achieved with marijuana derivations such as concentrates including, alcohol based, solvent based, and solventless extractions.

Short-to-long term growth will be to expand licensing and install additional greenhouses on Matriline Farms' property.

Long term growth includes securing and developing properties for additional greenhouses and processing facilities.

Company Description

Mission Statement

To produce dried flower marijuana at the highest quality available, delivered at a competitive price to marijuana retailers across Massachusetts.

Principal Members

Deric Wicker, Founder, President, Lead Grower

Moriah Wicker, Founder, President of Marketing and Community Relations

TBD - Investors, shares of equity TBD.

Company Advantages

Methods applied at each stage of the growing process will maximize flower yields, while providing the highest quality product. Methods such as the use of organic soils and amendments, expert pruning and maintenance, whole plant cut and dry method, among other methods will maximize quality and yields.

Climate control in all stages is critical to producing a superior marijuana product. Matriline will have precise climate control in all cultivation stages in a new 5,300 square foot environmentally controlled greenhouse. The first, and future greenhouses, will be state of the art "S-2000" greenhouses, with specifically designed climate control systems, blackout curtains, and odor control. The greenhouse will be connected to a 3,500 square foot "head house". The head house will contain the offices, open changing rooms, processing area, drying/curing areas, storage, and manufacturing area.

Market Research

Market Trends

The Matriline's core product lines of high grade marijuana flower and concentrates will be sold on a wholesale basis directly to dispensaries. The average price per pound of wholesale cannabis in Massachusetts is \$3,800-\$4,200. Quality determines the price per pound, and Matriline will always strive to grow the highest quality cannabis, bringing a premium price per pound.

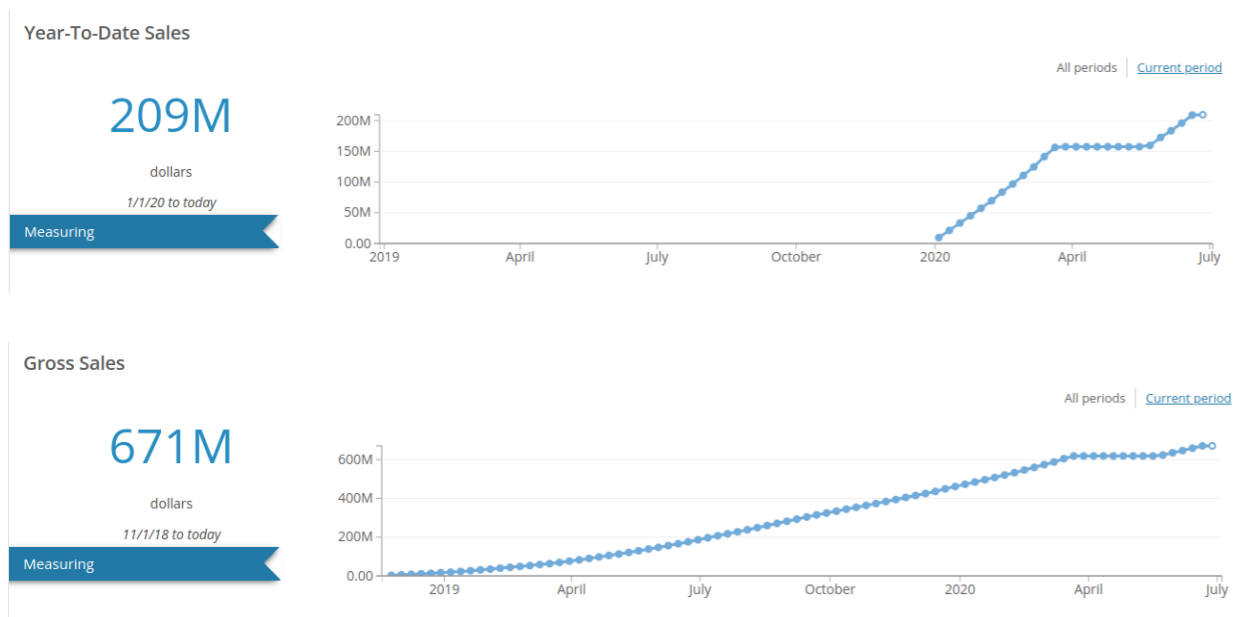
Gross Sales Data

Gross sales of marijuana have grown exponentially since legalization in Massachusetts.

\$0-16.6 million - Nov 01, 2018 to Dec. 31, 2018

\$373-462 million; approx 90M - Nov 01, 2019 to Dec. 31, 2019

\$499-618 million; approx 120M - Jan 23, 2020 to Mar 23, 2020



<https://opendata.mass-cannabis-control.com/stories/s/Sales-and-Product-Distribution/xwwk-y3zr>

Wholesale cannabis flower prices in Massachusetts climb on mounting demand, sluggish supply

Published March 16, 2020 | By Bart Schaneman



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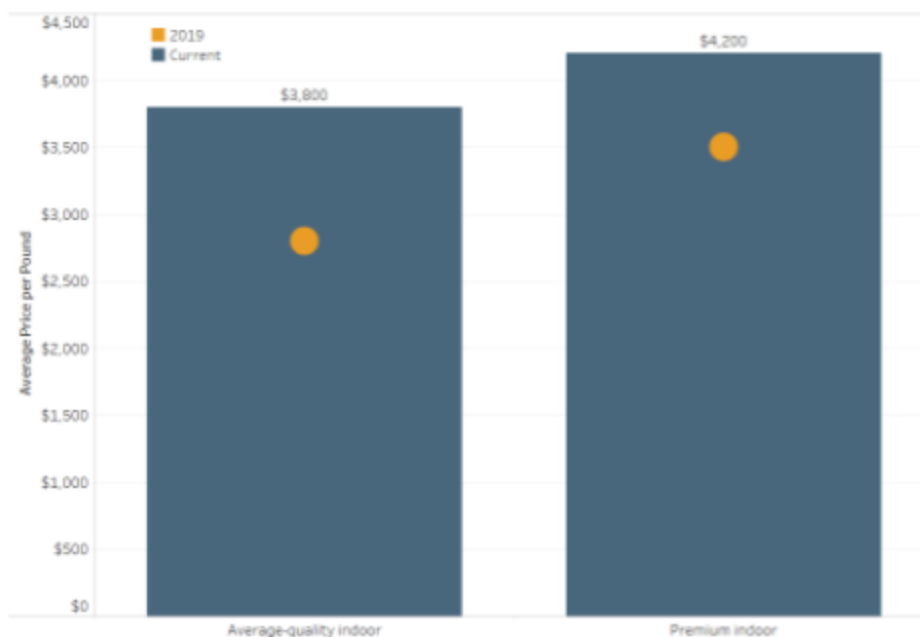


Reddit



Email

Wholesale Cannabis Prices in Massachusetts



Source: Marijuana Business Daily

© 2020 Marijuana Business Daily, a division of Anne Holland Ventures Inc. All rights reserved.

<https://mjbizdaily.com/wholesale-cannabis-flower-prices-massachusetts-climb-on-mounting-demand/>

Description of Customers

Licensed marijuana retailers in MA will be the consumers of Matriline. We will have to bring the product (test package) to dispensaries for quality testing.

Organization and Management

Legal Structure

Matriline Farms is an LLC, incorporated in Massachusetts.

Organizational Structure

Deric Wicker, President, Lead Grower will lead the planning and design of the new greenhouse and drying building. He will design, and lead the cultivation and drying processes in the greenhouse(s) and drying building(s).

Moriah Wicker, President of Marketing and Community Relations, will manage sales relationships, marketing, and positive impact efforts.

Future Partner or Partners, TBD

Product Line

Product Advantages

- Highest quality organic soils and fertilizers
- Never salt based fertilizers, PGR's or pesticides
- Cultivation in a highly monitored and maintained, greenhouse environment
- Experienced lead grower
- Best planting, pruning, harvesting and drying methods
- Increased flower quality and yield maximization
- Drying-packaging onsite, in climate controlled drying and packaging areas
- Product quality control from tissue culture through harvest, to delivery to legal dispensaries

Cultivation Process

- Harvesting flower continuously through all seasons
- All plantings raised from tissue culture to flower onsite
- Continuously maintained, pruned and organized, mature plantings
- Whole plant cut and dry method

Distribution Process

- Subcontract distribution
- Packaging onsite

Marketing and Sales

Cultivation Theory

The most diverse cannabinoid structure is achieved through organic cultivation, by assisting mother nature to strengthen the microbial food web in the soil. The symbiotic relationship between the microbes in the soil and the plants' roots in the soil must be enhanced and carefully cultivated for the best possible flower quality and yield. With this symbiotic relationship functioning at the highest level, the plant is constantly receiving exactly what the plant needs when she wants it. This allows the genetic profile of the selected strain to perform at its highest level with the added benefit of naturally strengthening protective defenses against pests and disease.

Plan for Obtaining Liability Insurance

Matriline Farms LLC has already begun working with Earl V. Atchue, Jr., Insurance Agency, Inc. Located at 190 Park Ave., Worcester Ma 01609. At this time we have general Liability Insurance coverage of no less than \$1 million per occurrence and \$2 million in aggregate annually with a \$500 deductible per claim. Once Licensed we will obtain a policy that includes General Liability and Product Liability Insurance coverage if no less than \$1 million per occurrence and \$2 million in aggregate annually. The deductible for each policy will be less than \$5,000.

Matriline Farms, LLC

Policy to Restrict Access to Individuals Age 21 and Older

Matriline Farms, LLC (the “Company”) shall require that all Marijuana Establishment Agents, Visitors, and Consumers of marijuana for adult use (each as defined in 935 CMR 500.002) are 21 years of age or older. The Company will positively identify individuals seeking access to the premises of the Marijuana Establishment, or to whom marijuana or marijuana products are being transported pursuant to 935 CMR 500.105(14) (if applicable) to limit access solely to individuals 21 years of age or older (except in the case of a Registered Qualifying Patient with the Massachusetts Medical Use of Marijuana Program in possession of a valid Program Identification from the Department of Public Health or the Cannabis Control Commission).

Pursuant to 935 CMR 500.140, the Company shall immediately inspect an individual’s proof of identification and determine that the individual is 21 years of age or older upon entry to the Marijuana Establishment. The Company shall also inspect an individual’s proof of identification at the point of sale and determine that the individual is 21 years of age or older.

The identification shall contain a name, photograph, and date of birth, and shall be limited to one of the following:

1. A government-issued driver’s license;
2. A government issued-identification card;
3. A military identification card; or
4. A passport.

If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

The Company will train all Agents on the verification and identification of individuals, including diversion prevention and prevention of sales to minors and acceptable forms of identification, including how to check identification, spotting false identification, provisions for confiscating fraudulent identifications, and common mistakes made in verification.

The Company will have limited access areas identified with clear signage designating the access point for authorized personnel only, pursuant to 935 CMR 500.110(4). Identification badges will be required to be worn at all times by employees or Agents of the Company while at the facility or engaged in transportation. The Company will positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years or age or older, (or Registered Qualifying Patients or personal caregivers).

Matriline Farms, LLC

Quality Control and Testing for Contaminants

Testing of Marijuana

Matriline Farms, LLC (the “Company”) shall not sell or otherwise market for adult use any marijuana product, including marijuana, that has not first been tested by an Independent Testing Laboratory, except as allowed under 935 CMR 500.000: Adult Use of Marijuana.

In accordance with 935 CMR 500.130(4) and 935 CMR 500.120(6) the Company shall provide documentation of compliance or lack thereof, as the case may be, with the testing requirements of 935 CMR 500.160, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation (as applicable) for all marijuana and marijuana products sold, or otherwise transferred, to other Marijuana Establishments.

The Company shall engage an Independent Testing Laboratory to test its marijuana products in compliance with the protocol(s) established in accordance with M.G.L. 94G § 15 and in a form and manner determined by the Commission including, but not limited to, Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Co-located Marijuana Operations. Testing of the Company’s environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the Commission.

The Company shall test for the cannabinoid profile and for contaminants as specified and required by the Commission, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides not approved for use on marijuana by the Massachusetts Department of Agricultural Resources. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Co-located Marijuana Operations.

The Company shall notify the Commission within seventy-two (72) hours of receipt in writing, of any laboratory testing results indicating that the marijuana or marijuana products contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) that contamination cannot be remediated, and must be disposed of. The notification from the Company shall describe a proposed plan of action for both the destruction of the contaminated production batch within seventy-two (72) hours, and the assessment of the source of contamination and shall contain any information regarding contamination as specified by the Commission, or immediately upon request by the Commission. The Company shall ensure that notification comes from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly.

The Company shall maintain the results of all testing for no less than one year. Any marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with the Company's Transportation Policy and 935 CMR 500.105(13).

All excess marijuana shall be disposed of in compliance with the Company's Waste Disposal Policy and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly.

The seeds are not subject to these testing requirements. Clones are subject to these testing requirements, but are exempt from testing for metals.

Single-servings of Marijuana Products tested for potency in accordance with 935 CMR 500.150(4)(a) shall be subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

If the Company receives notice that the marijuana or marijuana products it has submitted for testing has failed any test for contaminants, it shall either: (1) re-analyze without remediation; (2) take steps remediate the identified contaminants; or (3) dispose of the marijuana or marijuana product and in any event, all actions shall comply with 935 CMR 500.160(13).

Handling of Marijuana

The Company shall handle and process marijuana and marijuana products in a safe and sanitary manner. The Company shall implement the following policies:

1. The Company shall process the leaves and flowers of the female marijuana plant only, which shall be:
 - a. Well cured and generally free of seeds and stems;
 - b. Free of dirt, sand, debris, and other foreign matter;
 - c. Free of contamination by mold, rot, other fungus, pests and bacterial diseases and satisfying the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and if applicable, 105 CMR 590.000: State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments;

d. Prepared and handled on food-grade stainless steel tables with no contact with the Company's marijuana establishment agents' bare hands; and

e. Packaged in a secure area.

2. The Company shall comply with the following sanitary requirements:

a. Any marijuana establishment agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging shall comply with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements;

b. Any marijuana establishment agent working in direct contact with preparation of marijuana or non-edible marijuana products shall conform to sanitary practices while on duty, including:

i. Maintaining adequate personal cleanliness; and

ii. 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.

c. The Company shall supply adequate and convenient hand-washing facilities furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment 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;

d. The Company shall supply sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;

e. Litter and waste shall be properly removed, 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 shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);

f. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;

g. The Company shall ensure that there will be adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;

h. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;

i. 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;

j. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items shall not be stored in an area containing products used in the cultivation of marijuana. The Commission may require a Marijuana Establishment to demonstrate the intended and actual use of any toxic items found on the premises;

k. The Company's 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 the Marijuana Establishment's needs;

l. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross-connections between the potable and waste water lines;

m. The Company shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;

n. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms;

o. 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; and

p. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety shall be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

3. The Company shall comply with sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments.

Matriline Farms, LLC

Personnel Policies including Background Checks

Matriline Farms, LLC (the “Company”) shall implement the following Personnel Policies:

1. It is the policy of the Company to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social, and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. The Company will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

The Company’s management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by the Company to be involved in discriminatory practices are subject to disciplinary action, which may include termination. The Company strives to maintain a work environment that is free from discrimination, intimidation, hostility, harassment or other offenses that might interfere with work performance. In keeping with this desire, the Company will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

2. In accordance with 935 CMR 500.105(2), all current owners, managers, and employees of the Company that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, as described more fully in the Company’s Employee Qualifications and Training Plan, and once designated a “responsible vendor” require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. The Company will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID, including medical patient cards; and key state and local laws.

3. All policies of the Company will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(j). The Company will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). The Company will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

4. All employees of the Company will be duly registered as Marijuana Establishment Agents and have to complete a background check in accordance with 935 CMR 500.030(1). All Marijuana Establishment Agents will complete a training course administered by the Company and complete a Responsible Vendor Program in compliance with 935 CMR

500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

5. The Company shall develop emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies.

6. The Company shall immediately dismiss any Marijuana Establishment Agent who has:

a. Diverted marijuana, which shall be reported to law enforcement authorities and to the Commission;

b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or

c. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of Other Jurisdictions (as that term is defined in 935 CMR 500.002).

7. The Company shall make a list of all board members and Executives (as that term is defined in 935 CMR 500.002) of the Marijuana Establishment, and members of the licensee (if any), available upon request by any individual. The Company may make this list available on its website.

8. The Company shall develop policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).

9. An application for registration of a Marijuana Establishment Agent shall include:

a. the full name, date of birth, and address of the individual;

b. all aliases used previously or currently in use by the individual, including maiden name, if any;

c. a copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;

d. an attestation that the individual will not engage in the diversion of marijuana products;

e. written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;

f. background information, including, as applicable:

1. a description and the relevant dates of any criminal action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002), whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;

2. a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) relating to any professional or occupational or fraudulent practices;

3. a description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;

4. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) with regard to any professional license or registration held by the applicant;

g. a nonrefundable application fee paid by the Marijuana Establishment with which the Marijuana Establishment Agent will be associated; and

h. any other information required by the Commission.

10. An Executives (as that term is defined in 935 CMR 500.002) of the Company registered with the Department of Criminal Justice Information Systems (“DCJIS”) pursuant to 803 CMR 2.04 shall submit to the Commission a Criminal Offender Record Information (“CORI”) report and any other background check information required by the Commission for each individual for whom the Company seeks a Marijuana Establishment Agent registration, obtained within 30 calendar days prior to submission.

a. The CORI report obtained by the Company shall provide information authorized under Required Access Level 2 pursuant to 803 CMR 2.05(3)(a)2.

b. The Company’s collection, storage, dissemination and usage of any CORI report or background check information obtained for Marijuana Establishment Agent registrations shall comply with 803 CMR 2.00.

11. The Company shall notify the Commission no more than one (1) business day after a Marijuana Establishment Agent ceases to be associated with the Company. The subject Agent’s registration shall be immediately void when the agent is no longer associated with the Company.

12. The Company shall require that all agents renew their registration cards annually from the date of issue, subject to a determination by the Commission that the agent continues to be suitable for registration.

13. After obtaining a registration card for a Marijuana Establishment Agent, the Company shall notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five (5) business days of any changes to the information that the Marijuana Establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

14. The Company's Agents shall carry their registration card at all times while in possession of marijuana products, including at all times while at the Marijuana Establishment or while transporting marijuana products.

15. Should any of the Company's Agents be affiliated with multiple Marijuana Establishments, the Company shall ensure that such agents are registered as a Marijuana Establishment Agent by each Marijuana Establishment and shall be issued a registration card for each establishment.

16. The Company shall maintain, and keep up to date, an employee handbook that employees will be given copies of at the start of their employment and will be required to attest that they have read and received the same, covering a wide range of topics, including but not limited to: (1) Employee benefits; (2) Vacation and sick time; (3) Work schedules; (4) Confidentiality standards; (5) Criminal background check standards (6) Security and limited access areas; (7) Employee identification and facility access; (8) Personal safety and crime prevention techniques; (9) Alcohol, drug, and smoke-free workplace; and (10) Grounds for discipline and termination. Each Employee shall be required to review the handbook and attest to their understanding and receipt of the same. The Company will review its employee handbook periodically and communicate any changes to its employees.

Matriline Farms, LLC

Record Keeping Procedures

Matriline Farms, LLC (the “Company”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all records required in any section of 935 CMR 500.000 in addition to the following:

1. Written operating procedures as required by 935 CMR 500.105(1);
2. Inventory records as required by 935 CMR 500.105(8);
3. Seed-to-sale SOR electronic tracking system records for all marijuana products as required by 935 CMR 500.105(8)(e);
4. Personnel records as described in the Company’s Personnel Policies and which shall include:
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - iv. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor training program and in-house training.

c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);

d. Personnel policies and procedures, including at a minimum, the following: (i) code of ethics; (ii) whistleblower policy; and (iii) a policy which notifies persons with disabilities of their rights under Massachusetts and federal law and includes provisions prohibiting discrimination and providing reasonable accommodations; and

e. All background check reports obtained in accordance with M.G.L. c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00;

5. Business records as described in the Company's Policies and Procedures for the Maintenance of Financial Records, which shall include manual or computerized records of the following: (1) assets and liabilities; (2) monetary transactions; (3) books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; (4) sales records including the quantity, form, and cost of marijuana products; and (5) salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment, if any; and

6. Waste disposal records as required under 935 CMR 500.105(12), including but not limited to, a written or electronic record of the date, the type and quantity of marijuana, marijuana products or waste disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two (2) Marijuana Establishment Agents present during the disposal or other handling, with their signatures. The Company shall keep these records for at least three (3) years. This period shall automatically be extended for the duration of any disciplinary action and may be extended by an order of the Commission.

All Confidential Information (as that term is defined in 935 CMR 500.002) shall be maintained confidentially including secured or protected storage (whether electronically or in hard copy), and accessible only to the minimum number of specifically authorized employees essential for efficient operation and retention of such records. In any event, the Company shall be authorized to disclose such confidential information as may be required by law.

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two (2) years at the Company's expense and in a form and location acceptable to the Commission.

It shall be a policy of the company that any and all records subject to any disciplinary action shall be retained for the duration of such action, or as otherwise extended by order of the Commission.

Matriline Farms, LLC

Policies and Procedures for the Maintenance of Financial Records

Matriline Farms, LLC (the “Company”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all financial records required in any section of 935 CMR 500.000, and business records, in accordance with 935 CMR 500.105(e), which shall include manual or computerized records of: (a) Assets and liabilities; (b) Monetary transactions; (c) Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; (d) Sales records including the quantity, form, and cost of marijuana products; and (e) Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the Marijuana Establishment, if any.

Furthermore, consistent with the Company’s Record Keeping Procedures, the Company shall implement the following policies for Recording Sales:

1. The Company shall utilize a point-of-sale (“POS”) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (“DOR”).
2. The Company may also utilize a sales recording module approved by the DOR.
3. The Company shall not utilize any software or other methods to manipulate or alter sales data at any time or under any circumstances.
4. The Company shall conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. The Company shall maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If the Company determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - a. it shall immediately disclose the information to the Commission;
 - b. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - b. take such other action directed by the Commission to comply with 935 CMR 500.105.
5. The Company shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.

6. The Company shall adopt separate accounting practices at the POS for marijuana and marijuana product sales, and non-marijuana sales.

7. The Company shall allow the Commission and the DOR audit and examine the POS system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two years at the Company's expense and in a form and location acceptable to the Commission.

Matriline Farms, LLC

Employee Qualifications and Training Plan

Matriline Farms, LLC (the “Company”) will ensure that all Marijuana Establishment Agents (as defined in 935 CMR 500.002) complete minimum training requirements prior to performing job functions.

Marijuana Establishment Agents responsible for tracking and entering product into the seed-to-sale SOR must receive training in a form and manner determined by the Commission.

Company Training Policies shall be as follows:

1. At a minimum, Company employees shall receive a total of eight (8) hours of training annually, which shall include a minimum of four (4) hours of Responsible Vendor Training (“RVT”) program courses established pursuant to 935 CMR 500.105(2)(b). Basic, on-the-job training, provided by the Company in the ordinary course of business, may be counted toward the eight (8) hour total training requirement.

2. Administrative employees that do not handle or sell marijuana are exempt from the four (4) hour RVT training requirement, but may take a RVT program as part of fulfilling the eight (8) hour training requirement.

3. Training shall be tailored to the roles and responsibilities of the job function of each employee.

4. RVT training may be conducted by the Company or by a third-party vendor.

5. All Agents that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall have attended and successfully completed a RVT program, which shall include the Basic Core Curriculum (as that term is defined in 935 CMR 500.000 et. seq.).

6. Once the Company is designated as a “responsible vendor” all new employees involved in the handling and sale of marijuana for adult use shall successfully complete the Basic Core Curriculum training program within ninety (90) days of hire.

7. It shall be a policy of the Company that after initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”

8. Administrative employees who do not handle or sell marijuana may take the RVT program on a voluntary basis.

9. The Company shall maintain records of compliance with all training requirements for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.

The Company shall ensure that the Basic Core Curriculum program offered to its employees includes the following:

- A. Marijuana's effect on the human body, including:
 - i. Scientifically based evidence on the physical and mental health effects based on the type of marijuana product;
 - ii. The amount of time to feel impairment;
 - iii. Visible signs of impairment; and
 - iv. Recognizing the signs of impairment;
- B. Diversion prevention and prevention of sales to minors, including best practices;
- C. Compliance with all tracking requirements; and
- D. Acceptable forms of identification. Training shall include:
 - i. How to check identification;
 - ii. Spotting and confiscating fraudulent identification;
 - iii. Patient registration cards currently and validly issued by the Commission;
 - iv. Common mistakes made in verification; and
 - v. Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G;
- E. Other key state laws and rules affecting owners, managers, and employees, which shall include:
 - i. Conduct of marijuana establishment agents;
 - ii. Permitting inspections by state and local licensing and enforcement authorities;
 - iii. Local and state licensing and enforcement;
 - iv. Incident and notification requirements;

- v. Administrative, civil, and criminal liability;
- vi. Health and safety standards, including waste disposal;
- vii. Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
- viii. Permitted hours of sale;
- ix. Licensee responsibilities for activities occurring within licensed premises;
- x. Maintenance of records, including confidentiality and privacy; and
- xi. Any other areas of training determined by the Commission to be included in a RVT program.

The Company shall also ensure that all of its board members, directors, employees, Executives (as that term is defined in 935 CMR 500.002), managers, and volunteers shall:

- i. be 21 years of age or older;
- ii. not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
- iii. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Matriline Farms, LLC

Energy Compliance Plan

Matriline Farms, LLC (the “Company”) shall meet all applicable environmental laws, regulations, permits, and other applicable approvals, including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7:00: Air Pollution Control. The Company will use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) or applicable departments or divisions of the Executive Office of Energy and Environmental Affairs (the “EOEEA”) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, including but not limited to:

- Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
- 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;
- Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

The Company shall provide energy and water usage reporting to the Commission in a form determined by the Commission, including but not limited to, guidance documents for Best Management Practices for Water Use approved by the Commission on April 4, 2019. The Company shall submit, in connection with its license renewal application, a report of its cultivation energy and water usage over the twelve (12) month period prior to renewing its licensure. If minimum standards or best management practices are not established by the time of an application for initial licensure, the Company will satisfy such standards or best management practices as a condition of license renewal, in addition to any terms and conditions of any environmental permit regulating the licensed activity.

Additionally, the Company shall, at a minimum, be subject to the following energy efficiency and equipment standards:

1. The building envelope for the Company’s facility located at 153 Davis Street, Douglas, MA 01516 (the “Facility”) shall meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), International Energy Conservation Code (IECC) Section C402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5, as applied or

incorporated by reference in 780 CMR: State Building Code, except that because this facility will be built using an existing building, the Company may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as may be further defined by guidance issued by the Commission.

2. If the Company is unable to generate 80% of its total annual on-site energy use for all fuels (expressed on a MWh basis) from onsite or renewable generating sources, renewable thermal generation, as provided in M.G.L. c. 25A § 11F and 11F½, then it shall ensure that its Horticulture Lighting Power Density does not exceed 35 watts per square foot.

3. The Company shall provide third-party safety certification by an OSHA NRTL or SCC recognized body, which shall certify that products meet a set of safety requirements and standards deemed applicable to horticultural lighting products by that safety organization as well as certification from a licensed Massachusetts Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in this 935 CMR 501.120(12)(c) and that such systems have been evaluated and sized for the anticipated loads of the facility (as applicable).

4. If the Company is unable to generate 80% of its the total annual on-site energy use for all fuels (expressed on a MWh basis) from an onsite clean or renewable generating source, renewable thermal generation, as provided in M.G.L. c. 25A § 11F and 11F½, the Heating Ventilation and Air Condition (HVAC) and dehumidification systems shall meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code).

5. Employees and visitors shall be required to wear eye protection near operating horticultural lighting equipment.

6. Prior to final licensure, the Company shall demonstrate compliance with 935 CMR 500.120(11) and 935 CMR 500.105(15) by submitting an energy compliance letter prepared by a licensed Massachusetts Professional Engineer, Registered Architect or a Certified Energy Auditor or Manager (as certified by the Association of Energy Engineers) with supporting documentation, together with submission of building plans pursuant to 935 CMR 500.103.

Matriline Farms, LLC

Safety Plan for Manufacturing

Matriline Farms, LLC will be working closely with Precision Extraction Solutions to build a safe and compliant extraction lab that is PSI Certified and designed to the highest safety and compliance standards in compliance with 935 CMR 500.130.

Each employee will go through proper training as stated in the employee qualifications and training plan. Additionally each employee will be trained in the following:

- How to inspect system components, on-site pressure, and vacuum test, charging system with solvent, perform solvent only runs to clean the machine, and prepare to process material.
- Full safety overview, troubleshooting, and emergency shutdown procedures are covered. Material processing, basic post-processing techniques, and end of shift shutdown protocol.
- In-depth post-processing techniques, production style workflow, operator assessment, and re-coverage of any necessary material to confirm operational competency.

All products manufactured will be handled and stored under sanitary practices in compliance with 105 CMR 590.000.

Matriline Farms, LLC

Diversity Plan

The goal and policy of Matriline Farms, LLC (the “Company”) is to promote a diverse workforce. The Company is committed to promoting racial and gender equity and supporting veterans, LGBTQ+, people with disabilities, and other communities in the makeup of its workforce. The document serves as a summary of the Company’s Diversity Plan to ensure that the Company is a diverse and inclusive company, to promote a discrimination-free work environment and to encourage employees to use their individual backgrounds and talents to support the goals of the Company.

Goals:

The Company’s diversity plan is designed to promote equity among minorities, women, veterans, the LGBTQ+ community, and persons with disabilities by focusing on the below goals.

1. **Ensure Workplace Diversity.** The Company aims to recruit and hire a diverse group of employees that values and promotes inclusiveness in the Company’s workforce. As part of its hiring plan, the Company will seek to hire the following:

- a. 60% women;
- b. 40% minorities;
- c. 30% veterans;
- d. 10% persons with disabilities; and
- e. 10% persons who identify as LGBTQ+.

To achieve this goal, the Company will:

- a. Create gender-neutral job descriptions;
- b. Post hiring needs at least monthly in diverse publications such as a variety of web-based recruitment platforms and in local newspapers and periodicals such as *The Worcester Herald* and *The Worcester Business Journal*, stating that the Company is specifically looking for women, minorities, persons with disabilities, veterans, and/or persons who identify as LGBTQ+;
- c. Host a yearly local hiring event, job fair, and educational seminar in Worcester County to increase awareness of employment opportunities and attract a diverse applicant pool. Please refer to Goal #1 in Matriline Farms’ Positive Impact Plan for more details.
- d. Every quarter, attend a community job fair (in person and/or virtually) to introduce the Company and address the existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry. Some possible job

fairs are posted with MassHire, National Career Fairs, and/or posted through search engines like google.

The Company will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. The Company will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with the Company. To ensure that our workplace is an inclusive environment and to promote equity among the Company's team, all hiring managers will undergo training to address bias and cultural sensitivity.

The Company will assess the demographics of its employees to determine whether it is achieving its goal of increasing diversity in these positions. Specifically, the Company will count the number of individuals hired who are women, minorities, persons with disabilities, veterans, and/or persons who identify as LGBTQ+, and this number will be assessed from the total number of individuals hired to ensure that at least 50% of all individuals hired fall within this goal. The Company will annually analyze the staffing makeup and based upon the outcome of those analytics and determine what steps are necessary to further increase the diversity of the Company. The Company will assess and review its progress within a year of receiving its License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually thereafter. Based upon this annual review and in conjunction with the renewal of its license, the Company will be able to demonstrate to the Commission the success of this initiative.

2. Utilize Diverse Suppliers, Contractors, and Wholesalers The Company aims to ensure that all participants in its supply chain and ancillary services are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry. To accomplish this goal, the Company will prioritize working with businesses in its supply chain and required ancillary services that are owned and/or managed by minority groups, women, veterans, people with disabilities, and/or those who identify as LGBTQ+. The Company will strive to work with at least 15% of its supply chain and ancillary services are owned and/or managed by individuals within, or who identify with, one or more of such groups (each, a "Diverse Partner").

- 20% Women
- 20% Minorities
- 20% Veterans
- 20% Persons with disabilities
- 20% LGBTQ+

For every supplier, contractor, or wholesaler that the Company seeks to utilize, the Company will attempt to first contract with a Diverse Partner. Prior to entering into a contract for services or supplies, the Company will confirm whether the service provider has: diverse ownership, a diverse executive management team, or a diverse workforce. The Company's intent is to increase diversity in the marijuana industry by requiring its suppliers, contractors, and wholesalers to be diverse.

The Company will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by the Company will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.