

MARIN COUNTY BOARD OF SUPERVISORS

RESOLUTION NO. _____

A RESOLUTION DENYING THE CROWN WELLNESS APPEAL OF THE COUNTY ADMINISTRATOR’S DECISION AND DENYING THE CROWN WELLNESS MEDICAL CANNABIS DISPENSARY LICENSE APPLICATION

SECTION I: FINDINGS

1. WHEREAS, on August 31, 2016, Crown Wellness submitted an application and fees for a medical cannabis dispensary license to the Community Development Agency pursuant to the requirements of Marin County Ordinance 3639 and the implementation program. The proposed dispensary is located at 256 Shoreline Highway, Mill Valley, and would be comprised of a medical cannabis dispensary within an existing 4,000(approx.) square-foot building on a 32,497 square foot lot shared with additional commercial buildings. Hours of dispensary and delivery operation were not specified.

2. WHEREAS, on April 10, 2017, the County Administrator (CAO) denied the proposed license. The CAO found that the proposed application did not meet and exceed all of the review criteria in Marin County Code Section 6.85.061 with the right combination of experienced applicant/operator, a location that adequately accommodates the use without significant neighborhood impacts, and an operating plan that fits with the type and scale of the proposed dispensary use, and the requirements of Marin County Code Section 6.85.042.

3. WHEREAS, the applicant submitted a timely appeal of the CAO’s decision, taking issue with the Advisory Committee’s concerns about financial solvency; the completeness with the application; and the complaining that “we were not informed” that a [Master Plan amendment] would be required..

4. WHEREAS, on May 23, 2017, the Board of Supervisors conducted a public hearing to consider the appeal.

5. WHEREAS, for this application, the Board of Supervisors finds that the applicant did not meet “Review Criteria A” under Marin County Code 6.85.061 related to consistency with State law, local law, and the Ordinance itself (“That the dispensary is consistent with the intent of Proposition 215 and related State law, the provisions of this chapter and the County code . . .”) The Board bases this finding on the expressed concerns of the Advisory Committee, independently verified by this Board upon review of the application materials.

- a. Verified Advisory Committee Concern: “parking standards could not be determined because proposal did not provide details of all businesses sharing one parking lot, including the size of the dispensary building” (Attachment 4; Crown Wellness 00016; Advisory Committee Report). Upon reviewing the application, the Board has verified this Advisory Committee concern (Attachment 4; Crown Wellness 00138; Application). Specifically, because it is true that the applicant’s proposal does not provide an adequate plan for meeting the required parking requirements per Marin County Code

24.04.340, this advisory committee concern is sufficient to show that the proposed dispensary, if approved, could be inconsistent with the intent of provisions within the Marin County Code related to minimum parking requirements.

6. **WHEREAS**, for this application, the Board of Supervisors finds that the applicant did not satisfy “Review Criteria A” under Marin County Code 6.85.061 related to application submittal requirements (“That the dispensary license is consistent with . . . the application submittal and operating requirements herein.”). Specifically, the applicant did not provide an operating plan describing the number of patients the dispensary intends to serve, let alone show how the dispensary would establish “controls that will ensure limitations on number of patients are adhered to.” Such a submission is required by Marin County Code 6.85.061(A), which incorporates Marin County Code 6.85.050(F)(13)(c) and 6.85.050(F)(15)’s precise requirements that the applicant describe the number of patients that will be served and provide a plan for controlling the number of patients. The Board bases this finding on the expressed concerns of the Advisory Committee, independently confirmed by this Board upon review of the application materials.

- a. **Verified Advisory Committee Concern:** “operating plan is deficient” (Attachment 4; Crown Wellness 00016; Advisory Committee Report). Specifically, as this Board finds that it is true that the application did not indicate the proposed number of patients and did not describe any controls that would ensure limits on number of patients (Attachment 4; Crown Wellness 00110-00120; Application), and because those are required submittals under the Ordinance, the Board finds this evidence is sufficient to show that granting a license would be inconsistent with the application submittal requirements set forth in the Ordinance and, therefore, “Review Criteria A” is not met.

7. **WHEREAS**, for this application, the Board of Supervisors finds that the applicant did not meet criteria “L” under Marin County Code 6.85.061 (“That the dispensary would not adversely affect the health, peace, or safety of persons living or working in the surrounding area, overly burden a specific neighborhood with special needs or high impact uses, or contribute a public nuisance; or that the dispensary has resulted in repeated nuisance activities including disturbances of the peace, illegal drug activity, ingesting cannabis in public, harassment of passerby, excessive littering, excessive loitering, illegal parking, excessive loud noises, especially late at night or early in the morning hours, lewd conduct, or police detentions or arrests.”) The Board bases this finding on the existence of expressed concerns by neighbors and the verified concerns of the Advisory Committee.

- a. **Existence of Neighborhood Concern:** “additional regional traffic would overburden the hazardous traffic conditions” (Attachment 9; Public Comment 00005; 9/21/16 letter from Sustainable TamAlmonte). Specifically, because it is not unreasonable to be concerned about the draw of regional traffic to one of two potential locations along the 101, the Board finds that the existence of this rational neighborhood concern is sufficient to show that the dispensary would overly burden a specific neighborhood.
- b. **Existence of Neighborhood Concern:** “Five schools/facilities on Shoreline Hwy geared to children should qualify as Youth-Oriented Facilities as defined by the ordinance because they are amenities that are intended for the use by minors or where the individuals who regularly use the facility are predominately minors. These include Mathnasium, Poekie Nook, Roco Dance & Fitness, Mill Valley Potters Studio, and Proof Lab” (Attachment 9; Public Comment 00002; 1/31/17 letter from Sustainable

TamAlmonte). Specifically, because it is not unreasonable to be concerned about youth finding ways to gain access to marijuana at this particular location, the Board finds that the existence of this rational neighborhood concern is sufficient to show that that the dispensary would adversely affect the health, peace, or safety of persons living or working in the surrounding area.

8. **WHEREAS**, the Board, after reviewing all of the arguments presented in the applicant's written appeal, and after hearing the arguments and evidence presented at the hearing, finds that the applicant/appellant has failed to negate the existence of the above-stated evidence that justifies denial of the license.

SECTION II: ACTION

NOW, THEREFORE, BE IT RESOLVED that the Marin County Board of Supervisors hereby denies the Crown Wellness Appeal and upholds the County Administrator's decision by denying the Crown Wellness application for a medical cannabis dispensary license.

SECTION III: VOTE

ADOPTED at a regular meeting of the Board of Supervisors of the County of Marin, State of California, on the 23rd day of May, 2017, by the following vote to wit:

AYES: SUPERVISORS

NOES:

ABSENT:

JUDY ARNOLD, PRESIDENT
MARIN COUNTY BOARD OF SUPERVISORS

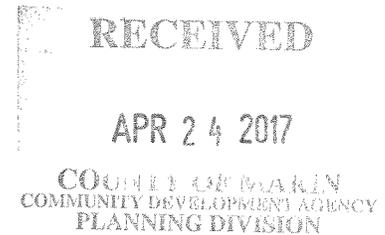
ATTEST:

Matthew H. Hymel
Clerk of the Board of Supervisors

APR 24 2017 PM 8:45 Planning

April 21, 2017

County of Marin Community Development Agency
Medical Cannabis Dispensary Program
3501 Civic Center Drive Suite 308
San Rafael, California 94903-4157



Dear Inge Lundegaard:

Pursuant to Marin County Code Section 6.85.063, BudGrab Inc., dba Crown Wellness, would like to exercise the right to appeal the decision of the Marin County Administrator, Matthew Hymel, to not issue a license to operate a Medical Cannabis Dispensary in unincorporated Marin County.

While we understand the challenges with this process, it is our belief that Crown Wellness would be a superior partner in operating a Medical Cannabis Dispensary in Marin County. The grounds for this appeal include but are not limited to:

- In the Evaluation Summary it was indicated that financial solvency for our group could not be determined, yet a letter of credit in excess of \$2 million dollars was provided as part of the application submittal.
- In the Evaluation Summary it was indicated that our Operating Plan was deficient, yet at the public hearing portion of the process, multiple members of the Advisory Committee commented on how educational this portion of our application was and thanked us for the thoroughness of the application.
- While we understood that an amendment to our proposed sites Master Plan was necessary, we were not informed that this would be a condition of a license, and this was something that could be handled upon issuance of a Medical Cannabis Dispensary License.

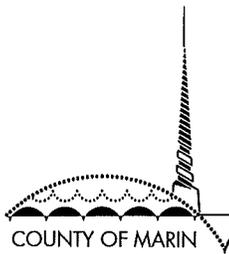
Please feel free to contact me directly with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Farid Harrison", with a long horizontal line extending to the right.

Farid Harrison
On behalf of Crown Wellness LLC & BudGrab Inc.

CROWN WELLNESS 00004



Matthew H. Hymel
COUNTY ADMINISTRATOR

NOTICE OF DECISION
Medical Cannabis Dispensary License Application

Daniel Eilerman
ASSISTANT COUNTY
ADMINISTRATOR

April 10, 2017

Angela Nicholson
ASSISTANT COUNTY
ADMINISTRATOR

John Fritzel, Matt Morea, Farid Harrison
BudGrab Inc.
38 Miller Avenue, #480
Mill Valley, CA 94941

Marin County Civic Center
3501 Civic Center Drive
Suite 325
San Rafael, CA 94903
415 473 6358 T
415 473 4104 F
CRS Dial 711
www.marincounty.org/cao

RE: Crown Wellness Medical Cannabis Dispensary License Application
Application ID: 16-0041
256 Shoreline Highway, Mill Valley
Assessor's Parcel: 051-245-21

Dear Messrs. Fritzel, Morea, and Harrison,

Thank you for submitting your application for a license to operate a medical cannabis dispensary at the above location pursuant to the County's medical cannabis dispensary ordinance (Ordinance 3639). Your application is one of ten proposals that were received by the County. After a careful and exhaustive review process, including consideration of comments from County staff, an advisory committee, and the public, I have reached a conclusion that none of the license applications will be approved. Consequently, I regret to inform you that your application has not been approved.

None of the proposed cannabis dispensary licenses met and exceeded all of the review criteria in Marin County Code Section 6.85.061 with the right combination of experienced applicant/operator, a location that adequately accommodates the use without neighborhood impacts, an operating plan that fits with the type and scale of the proposed dispensary use, and the requirements of Marin County Code Section 6.85.042. While I was the final decision-maker, if you are interested in learning about the comments I received, please contact Inge Lundegaard.

The advisory committee provided me with valuable information about the results of the public input process. I carefully investigated specific neighborhood concerns that were being raised in the public process. For example, I looked at the extent that any proposal might increase cannabis access to minors, specific

traffic concerns, etc. Then, looking at all of the information before me, I made my own assessment of all the review criteria listed in Marin County Code. I found public comments were particularly helpful in investigating whether the dispensary would “adversely affect the health, peace or safety of persons living or working in the surrounding area, overly burden a specific neighborhood with special needs or high impact uses, or contribute to a public nuisance . . .” under Marin County Code 6.85.061(L).

This decision illustrates the challenge in finding the right combination of operator and location to provide patients with safe access to medical cannabis locally. In light of this, I will be recommending the Board consider modifications to the medical cannabis dispensary ordinance that may include decoupling the selection of the operator from the location, reconsidering Marin’s absolute non-profit requirement and instead allowing State law to govern that subject, and/or establishing standards for delivery-only dispensaries. This effort could also be informed by proposed regulations for medical cannabis businesses that the State’s Bureau of Cannabis Regulation is anticipated to release later this year. I would encourage you to follow the progress of these efforts at www.marincounty.org/cannabis and to consider reapplying for a license in the future.

RIGHT TO APPEAL:

Pursuant to Marin County Code Section 6.85.063, you may appeal the decision to deny your license application by submitting a letter outlining the grounds on which the appeal is based along with an appeal fee of \$1,200 payable to the Community Development Agency within 10 business days from the date of this decision (by 4/24/2017). Please be advised that if an appeal is filed, your appeal will be heard by the Board of Supervisors on Tuesday, May 9, 2017 at or after 1:30 p.m.

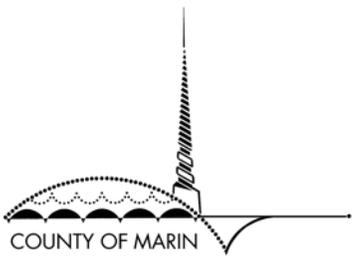
Sincerely,



Matthew Hymel
County Administrator

Cc: Board of Supervisors
Masoud Mossabeh (256 Shoreline Hwy., Mill Valley CA 94941)
Farid Harrison (1839A Green St., San Francisco CA 94123)

Attachment: Medical Cannabis Advisory Committee Dispensary Applications Evaluation



Medical Cannabis Advisory Committee Medical Cannabis Dispensary Applications Evaluation

Executive Summary

A total of ten Medical Cannabis Dispensary applications were accepted for processing, four in Southern Marin, four in Northern Marin and two in Central/West Marin. Each application underwent a technical analysis by a Medical Cannabis Working Group, composed of representatives from eight County Departments that included Health and Human Services, Community Development Agency, Agricultural Weights & Measures, Public Works, Sheriff, County Counsel, Finance, and Administrator’s Office. The Working Group analyzed each application for compliance with the standards required in the Medical Cannabis Dispensary Ordinance (No. 3639) and submittal requirements outlined in the Dispensary Application Guide. Application deficiencies were identified in addition to elements that exceeded standards.

The Working Group’s analysis was provided to the Medical Cannabis Dispensary Advisory Committee (MCDAC), to assist with its review of each application and evaluation of the merits. The MCDAC also conducted three public meetings to provide an opportunity for the applicants to present their proposals to the Advisory Committee and community, and for the Committee to receive public input. In addition, comments in support and opposition were received from residents and community groups/agencies in the form of emails, letters, paper petitions, and Change.org petitions. MCDAC has compiled their evaluation findings and make the following advisory comments to the County Administrator.

All four applications in Southern Marin are located within the Tamalpais Valley community, along Shoreline Highway. All four applications had both strengths and areas of concerns. The Shoreline Health Center application was the strongest of the Tam Valley options and exceeded the ordinance standards in several areas of their application, including the Business, Operating, and Public Benefits Plan. However, there are concerns regarding the site’s feasibility.

Northern Marin had four applications, three in the Black Point community and one in the Santa Venetia community. All four applications also had strengths and areas of concern. The Marin Community Partners Application was the strongest of the Northern Marin options and exceeded the ordinance standards in several areas of their application, including the Business and Operations Plan, and the Site and Improvements Plan. However, there was strong Community opposition to locating a Dispensary in the Black Point/Green Point communities. The application in Santa Venetia, Delta 11, had deficiencies in the Operating and Public Benefits Plan. However, this application had less community opposition.

Central/Western Marin had two applications, one in the San Geronimo Valley community and one in the East Shore Marshall community. Each application had unique strengths, but both had deficiencies in their Operating Plans, and the Site and Improvement Plans. In addition, the San Geronimo Valley application, Forest Knolls Wellness, had the largest community opposition response. There are also significant concerns regarding site feasibility of the Marshall application, Craftcanna Health Center.

Public Response

Public Response Summary

The table below summarizes the community’s response in both support and opposition to the proposed dispensaries, followed by details listed by community. Results were tabulated from written materials delivered to CDA via mail, email, petitions, and through online means such as Change.org. This data reflects one metric used to determine community sentiment. The results were screened to include only those who reside in Marin County given the focus of the County’s medical cannabis program to expand access to medical cannabis for residents of Marin County.

Dispensary	Location	Response
Southern Marin – Tamalpais Valley		
Access Marin Wellness Center	150 Shoreline Hwy., Mill Valley	Total: 851 responses (5% supported and 95% opposed)
Shoreline Health Center	200 Shoreline Hwy., Mill Valley	
Urban Hills	230 Shoreline Hwy., Mill Valley	
Crown Wellness	236 Shoreline Hwy., Mill Valley	
Northern Marin – Santa Venetia Community		
Delta 11	70 San Pablo, San Rafael	Total: 31 responses (19% supported and 81% opposed)
Northern Marin – Black Point and Green Point Communities		
Marin Compassionate Caregivers	5 Harbor Drive, Novato	Total: 511 responses (9% supported and 91% opposed)
Caregiver Compassion Group Relief Center	5 Harbor Drive, Novato	
Marin Community Partners	9 & 11 Harbor Drive, Novato	
Central Marin – San Geronimo Valley Community		
Forest Knolls Wellness	6700 Sir Francis Drake, Forest Knolls	Total: 1280 responses (13% supported and 87% opposed)
West Marin – East Shore Community		
Craftcanna Health Center	20105 State Route 1, Marshall	Total: 11 responses (100% opposed)

Marin County - general

- Received 13 letters in support for access to safe and quality Medical Cannabis in Marin.
- Received 3 letters in opposition to any Cannabis Dispensary in Marin.

Southern Marin – Tamalpais Valley Community

- Received 25 letters in support of a Dispensary in Tam Valley. Also, 14 of the 24 speakers at the Community Meeting were in support.
 - Reasons for support included the need for local access to quality Medical Cannabis in a safe Pharmacy environment.
- Received 2 letters from community groups in opposition, which included Sustainable Tamalmonite and the Mill Valley School District. Received 149 letters, and 647 Change.org petition signatures from Marin residents (30 not from Marin) in opposition to the four applications. Also, 10 of the 24 speakers at the Community Meeting were in opposition.
 - Concerns included proximity of Dispensaries to youth serving businesses, and Safe Routes to schools. Also, there were concerns with increasing Cannabis access to youths, plus traffic and home value impacts.
- Received 2 letters in support and 3 letters in opposition to the Access Marin application. Plus, 58 endorsements and 2 in opposition for the Access Marin applicant.
- Received 2 letters in support for the Shoreline Health Center application. Plus, 20 endorsements and 1 in opposition for the Shoreline Health Center applicants.
- Received 9 endorsements for the Urban Hills applicants.

Northern Marin – Santa Venetia Community

- Received 3 letters in support of a Dispensary in Santa Venetia. Also, 3 of the 8 speakers at the Community Meeting were in support.
 - Reasons for support included the need for local access to Medical Cannabis.
- Received a letter from the Santa Venetia Neighborhood Association which stated that they do not endorse the application, but have discussed the potential to accept donations from Delta 11 should they be awarded a license. Received 20 letters in opposition to the application. Also, 5 of the 8 speakers at the Community Meeting were in opposition.
 - Concerns included proximity of Dispensary to business visited by local youth, and Safe Routes to school. Also, there were concerns with traffic impacts, quantity of parking, and proximity to residences.
- Received 5 letters from former Delta 11 employees, including general managers, with concerns regarding applicant’s business practices.

Northern Marin – Black Point and Green Point Communities

- Received 3 letters in support of a Dispensary in the Black Point/Green Point area. Of the 50+ speakers at the public meeting, approximately 5 were in support. In addition, the owner of 5 Harbor Drive submitted a petition with 40 signatures in support of a Dispensary at that location.
 - Reasons for support included the need for local access to Medical Cannabis.
- Received 85 letters, and 333 paper petitions in opposition to the three applications. Also, approximately 45 of the 50+ speakers at the Community Meeting were in opposition to any Dispensary in the Black Point/Green Point Community.
 - Concerns included increased traffic, and its impact to the rural community, which has no public transit options. In addition, there were concerns of increased crime and slow emergency response times.

- Received 1 endorsement for the Caregiver Compassion Group Relief Center applicant.
- Received 3 endorsements for the Marin Compassionate Caregivers applicant.
- Received 13 letters in support for the Marin Community Partners application. Plus 6 endorsements for Marin Community Partners applicants and one letter in opposition.

Central Marin – San Geronimo Valley Community

- Received 6 letters in general support of a Dispensary in Central/West Marin. Approximately, 10 of the 80 speakers at the Community Meeting were in support of a Dispensary. In addition, the applicant initiated a Change.org petition and it received 156 signatures in support from Marin residents (472 received that were not from Marin).
 - Reasons for support included the need for local access to quality Medical Cannabis.
- Received 8 letters from community groups in opposition, including San Geronimo Valley Planning Group, San Geronimo Community Center, Marin County Office of Education, Lagunitas School District and the West Marin coalition for Healthy Kids. Received a petition with 21 signatures from the residents of the Forest Knolls Trailer Court, which is adjacent to the proposed dispensary. Received 252 emails, 413 paper petitions, 423 Change.org petition signatures from Marin residents (33 not from Marin), and approximately 70 speakers in opposition.
 - Concerns include impacts to youth whose path to school is in front of site, increased traffic, and displacement of existing Farm Stand business. In addition, there were concerns of increased crime and slow emergency response times. Also, multiple community members who attended the applicants “meet & greet” and meet Matt Shotwell, are concerned with his involvement with the Dispensary. The Applicant confirmed that he is a consultant and interested in purchasing the property, which is for sale.

West Marin – East Shore Community

- Received a letter from East Shore Planning Group in opposition. Received 8 letters from community members and 2 speakers in opposition.
 - Concerns included the use of a temporary structure, lack of adequate septic, water and parking. In addition, they were concerned with remoteness of the site and the viability of serving patients.
- Received 6 endorsements for the Craftcanna applicants, and one letter in opposition.

Application Evaluation Summary

The table below summarizes how each application met the Ordinance’s review criteria and operating requirements.

Dispensary	Location	Link to Page	Applicant (Experience, Background, etc.)	Plans (Business, Operating, etc.)	Site (neighborhood compatibility, etc.)
Southern Marin					
Access Marin Wellness Center	150 Shoreline Hwy., Mill Valley	link	No	No	No
Shoreline Health Center	200 Shoreline Hwy., Mill Valley	link	Yes	Yes	No
Urban Hills	230 Shoreline Hwy., Mill Valley	link	No	No	No
Crown Wellness	236 Shoreline Hwy., Mill Valley	link	No	No	No
Northern Marin					
Delta 11	70 San Pablo, San Rafael	link	No	No	Yes
Marin Compassionate Caregivers	5 Harbor Drive, Novato	link	No	No	No
Caregiver Compassion Group Relief Center	5 Harbor Drive, Novato	link	No	No	No
Marin Community Partners	9 & 11 Harbor Drive, Novato	link	Yes	Yes	No
Central & West Marin					
Forest Knolls Wellness	6700 Sir Francis Drake, Forest Knolls	link	No	No	No
Craftcanna Health Center	20105 State Route 1, Marshall	link	No	No	No

Access Marin Wellness - 150 Shoreline Hwy., Mill Valley

STRENGTHS

- Both applicants residing in Marin, and Robert Elam is a Tam Valley local who has been very involved in the community.
- Closed on weekends and before 11 a.m. M-F to reduce traffic impacts.
- New construction with proposed affordable housing above.
- Rigorous product testing plan.
- Robust employee benefits package and compensation.
- Comprehensive educational awareness program.
- Good access and response times for emergency services.

CONCERNS

- Development would require a Master Plan amendment, because existing Planning approval will expire May 10th 2017. A new development proposal would most likely require an EIR, and policies have changed significantly since last approval. Applicant estimated one year for entitlement process including construction, but our estimation is 3-4 years for completion.
- Site is within Flood Zone AE
- Concerns with financial solvency
- Staff training plan and security plan is insufficient.
- Applicants have minimal medical cannabis business experience.
 - Applicant, Robert Elam, has no experience in this area but it appears his law partner has some experience regarding cannabis law.
 - Elam partnered with Scott Perkins who runs a medical cannabis delivery service based in San Francisco, which started operating in 2015.

GENERAL COMMENTS

- This proposal is mostly an expansion of an existing delivery service based in San Francisco.
- Little experience running a small business and very little experience running a dispensary.
- Motivation from main owner Elam appears to be focused on community impacts vs. a passion for providing the best medicinal products to patients for their ailments.
- The public presentation focused on why they were better than the others, unlike any of the other 10 applicants, made a couple comments regarding crime and the safety of children in their presentation to support his application

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan			✓
Site and Improvement Plans		✓	
Security Plan			✓
Public Benefits Plan		✓	

Shoreline Health Center – 200 Shoreline Hwy., Mill Valley

STRENGTHS

- Applicant, John Siotos, is well known and respected small business owner of the Dipsea Restaurant for over 30 years.
- Applicant, Salwa Ibrahim, is the founder of Blum Oak Dispensary in Oakland. Applicant, Alexis Parle, is a founder of Green Remedy Collective Dispensary in Richmond and Telegraph Health Center in Oakland. Both bring extensive experience running dispensaries, and are active in industry organizations.
- Dipsea Restaurant currently serves 300 – 1,000 people a day. Dispensary operation is expected to reduce visits and be a net positive impact on traffic. In addition, they are proposing to open at 10 am, to reduce traffic impact during peak commute. Also, delivery is proposed to operate between 10 a.m. and 3 p.m., during non-peak traffic times.
- Comprehensive Operating Plan, including specifics on site management, patient tracking, and robust testing plan
- Extensive Public Benefits Plan, including designated community relations manager with 24 on-call staff. Also, includes diverse plan for community grants and educational awareness.
- Applicants held four community “meet & greets”, two in August prior to applying, one in October and one in January prior to the Public Meeting conducted by the Medical Cannabis Dispensary Advisory Committee.
- Good access and response times for emergency services.

CONCERNS

- Organized as a non-profit but registered with State as a general stock corporation. Bylaws indicate potential intention of converting to for-profit operation whenever permitted by State law, which begs longer term concern regarding non-profit requirement in Marin’s Ordinance.
- Site is within Flood Zone AE
- The application proposes 52 parking spaces (51 existing and 28 required); however 33 are located on land leased from Marin County Flood Control. The current lease does not expire until 2025, but the lease limits the site to restaurant use. An amendment to the lease would be required for a dispensary, and it’s unknown whether the Flood Control District Board would support an amendment.

GENERAL COMMENTS

- Application is clear, organized, well written and professional with focus to create a “Pharmacy” atmosphere.
- Passion from all three applicants comes through “...just how passionate we are about helping people find relief for their illnesses and chronic-often painful-conditions through safe and affordable medical cannabis.”
- Application includes references from Oakland’s Mayor and City Administrator.
- Diverse Advisory Board, including Marin members and a nurse.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan	✓		
Operating Plan	✓		
Site and Improvement Plans		✓	
Security Plan		✓	
Public Benefits Plan	✓		

Urban Hills – 230 Shoreline Hwy., Mill Valley

STRENGTHS

- Applicants and General Manager have experience running dispensaries.
- Applicants have small business experience.
- Proposing to open at 10 am, to reduce traffic impact during peak commute. Includes a delivery service.
- Included all administrative policies and procedures in application as well as employee handbook.
- Good access and response times for emergency services.

CONCERNS

- Site is within Flood Zone AE.
- Of the 20 proposed parking spaces, 8 are proposed to back out onto Shoreline Hwy.
- Business Plan was deficient and did not include employee benefits, vacation or medical.
- Public Benefits Plan’s outreach and community involvement was very limited. Did not meet living wage standards.

GENERAL COMMENTS

- Applicants are not Marin residents.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan			✓
Operating Plan			✓
Site and Improvement Plans		✓	
Security Plan		✓	
Public Benefits Plan			✓

Crown Wellness – 256 Shoreline Hwy., Mill Valley

STRENGTHS

- Applicant, John Fritzal who is from Colorado, has extensive industry experience with over 100 projects nationwide.
- Good access and response times for emergency services.
- Detailed plan for providing reduced pricing.

CONCERNS

- Financial documents limited and could not determine solvency.
- Use would require a Master Plan Amendment, as the use of the building is limited to Furniture sales under the existing Master Plan.
- Parking standards could not be determined because proposal did not provide details of all businesses sharing one parking lot, including the size of the dispensary building.
- Operating Plan is deficient and did not include details on patient limits, supply, testing, signage, patient and employee record keeping, or general site management.

GENERAL COMMENTS

- During the presentation, it seemed evident that the two Bay Area partners were not knowledgeable regarding Dispensary operations.
- This is a large out of state company.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan			✓
Site and Improvement Plans			✓
Security Plan		✓	
Public Benefits Plan		✓	

Delta 11 – 70 San Pablo Ave., San Rafael

STRENGTHS

- Applicant, Alessandro Boggio is from Marin, and has been operating a Medical Cannabis delivery business in Marin for several years. Approximately 300 form letters of support from current members of delivery business were submitted with the application.
- Proposed facility would require minimal renovation and remodeling.
- Good access and response times for emergency services.

CONCERNS

- Organized as a non-profit but the actual Articles of Incorporation were not provided.
- Financial documents limited and could not determine solvency.
- An enforcement case was opened 4/25/16, because the Applicant was operating a Medical Cannabis Dispensary at 7 Mt Lassen Dr., San Rafael. The case was reopened on 10/5/16 because of a subsequent complaint. The site visit confirmed there was cannabis product onsite, which was removed and a follow-up visit on 11/14/16 confirmed the product had been removed. The Applicant maintained office space through November of 2016, then completely vacated.
- Operating Plan is deficient and did not include details on patient limits, supply, testing, signage, patient record keeping, or general site management.
- Public Benefits Plan’s community relations and educational awareness sections are very limited, and the living wage section stated they would meet state compliance, but no specifics.

GENERAL COMMENTS

- All proceeds above “reasonable business expenses” will go to neighborhood community group to determine which nonprofits get the proceeds.
- As proposed, the dispensary would require a minimum of 15 parking spaces, but only 12 spaces are proposed on site. An additional 8 spaces are proposed to be located on an adjoining property, however no evidence was provided to substantiate claim that the dispensary has legal access to 8 parking spaces on the adjoining lot.
- Operating hours proposed are, 9:00 a.m. to 9:00 p.m. 7 days a week, which is the maximum allowed by the Ordinance.
- The site is bordered on two sides by residences.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan			✓
Site and Improvement Plans		✓	
Security Plan		✓	
Public Benefits Plan			✓

Marin Compassionate Caregivers – 5 Harbor Dr., Novato

STRENGTHS

- Applicant, Susie Krolicki, is a Naturopathic Doctor and a Marin resident.
- Articles of Incorporation do not include a conversion to a “For-Profit” structure.

CONCERNS

- Applicant has no dispensary management experience.
- Concerns with financial solvency.
- Site is within Flood Zone AE.
- Parking standards not met.
- Operating Plan is deficient and did not include details on patient limits, supply, testing, signage, patient and employee record keeping, or general site management.
- Public Benefits Plan’s community relations and educational awareness sections are very limited.
- Good access for emergency services, however response times are a concern.

GENERAL COMMENTS

- Based on presentation, applicants are dedicated to healing. This is being set up as a doctor’s office as opposed to a pharmacy/dispensary. The Director would be the one checking eligibility and making recommendations.
- A lot of heart to the applicant but no depth or experience.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan			✓
Operating Plan			✓
Site and Improvement Plans			✓
Security Plan			✓
Public Benefits Plan			✓

Caregiver Compassion Group Releaf Center – 5 Harbor Dr., Novato

STRENGTHS

- Applicants have opened and operated three dispensaries in Marin and Sonoma. Presently Sonoma facility operating as a delivery service. The Marin facility has been closed down.
- Applicant, Douglas Seiler, is a longtime resident in the Black Point neighborhood.
- Articles of Incorporation do not include a conversion to a “For-Profit” structure
- Rigorous testing plan
- They are partnering with a San Rafael testing company to do all testing and quality control.

CONCERNS

- Concerns with financial solvency.
- Site is within Flood Zone AE.
- Parking standards not met.
- Operating Plan is deficient and did not include details on patient limits, supply, testing, signage, patient and employee record keeping, or general site management.
- Public Benefits Plan’s community relations and educational awareness sections were very limited.
- Good access for emergency services, however response times are a concern.

GENERAL COMMENTS

- Presentation was disorganized.
- They did not have an adequate staffing plan; one was not included in application.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan			✓
Site and Improvement Plans			✓
Security Plan		✓	
Public Benefits Plan			✓

Marin Community Partners - 11 Harbor Dr., Novato

STRENGTHS

- Applicant Timothy Schick is an executive from Berkeley Patients Group and brings extensive experience running dispensaries.
- Applicant, William Higgins, is a Marin resident and local business owner.
- Comprehensive Operating Plan, including specifics on site management, patient tracking, and rigorous testing plan
- Robust Security Plan, including staffing levels and surveillance cameras.
- Parking exceeds requirements
- Public Benefits Plan includes a Director of Communications and “good neighbor” policies.

CONCERNS

- Patient limit controls not outlined in detail
- Good access for emergency services, however response times are a concern given the location of the proposed site.

GENERAL COMMENTS

- Excellent presentation, “Leveraging Berkeley Patients Group 17 years of experience...”
- This application feels like a pharmacy and is staffed like one.
- Berkeley City Council declared October 31st to be Berkeley Patients Group day, recognizing its 10 years of contributions to the community.
- Dispensary is structured with two subsidiary LLC’s. Concerns with accountability if things go wrong?

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan	✓		
Operating Plan	✓		
Site and Improvement Plans	✓		
Security Plan		✓	
Public Benefits Plan		✓	

Forrest Knolls Wellness – 6700 Sir Francis Drake Blvd., Forrest Knolls

STRENGTHS

- Applicant, Kip Baldwin, is a Marin resident.
- Public Benefits Plan includes designated community relations manager and educational awareness program. Also, identifies local community groups they would collaborate with and support.

CONCERNS

- Applicant, Kip Baldwin, has no dispensary or small business experience.
- Operating Plan was deficient and did not include details on patient limit controls, staff training and site management. Also, plan includes expansion to recreational distribution when legally allowed.
- Parking does not meet standards, and 7 spaces appear to encroach onto Caltrans right of way.
- Good access for emergency services, however response times are a concern.

GENERAL COMMENTS

- Easily accessible for West Marin residents.
- Concern regarding potential involvement of a reality television personality with notoriety in the cannabis industry.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan			✓
Site and Improvement Plans			✓
Security Plan		✓	
Public Benefits Plan		✓	

Craftcanna Health Center – 20105 Highway One, Marshall

STRENGTHS

- Applicant, Jyoti Sroa, is well known and respected small business owner/operator of the Sroa family owned Lotus Indian Restaurants.
- Applicant, Aaron Godbout, has experience operating dispensaries in Colorado.
- Articles of Incorporation do not include a conversion to a “For-Profit” structure, and limits to Medical only.
- Public Benefits Plan includes reduced pricing plan, and client education plan.
- Renovation of historic site and provide affordable housing.

CONCERNS

- The estimated construction schedule of 4 months for the temporary structure is underestimated and does not account for planning and building entitlements. Our estimation is 2-3 years to complete the entitlement process.
- Operating Plan does not include sufficient details on patient limit controls, and patient and employee record keeping.
- Parking does not meet standards, and proposed spaces appear to encroach onto Caltrans right of way.
- Emergency response times would be unpredictable, but most likely not be good as the facility lies in a very remote area of Marin.

GENERAL COMMENTS

- Existing businesses have a history of community contributions and assisting the underserved.
- Liked small business experience of Applicants but location and site complications are major issues.
- Delivery service focused, approximately 85% of business.

ORDINANCE STANDARDS TECHNICAL REVIEW SUMMARY

	EXCEEDS	SUFFICIENT	DEFICIENT
Business Plan		✓	
Operating Plan		✓	
Site and Improvement Plans			✓
Security Plan			✓
Public Benefits Plan		✓	

MARIN COUNTY MEDICAL CANNABIS DISPENSARY APPLICATION
FOR THE REGISTRATION AND OPERATION
OF A MEDICAL CANNABIS DISPENSARY
IN THE STATE OF CALIFORNIA

SUBMITTED BY:
BUDGRAB INC. OF CALIFORNIA
MATT MOREA, FARID HARRISON, AND JOHN FRITZEL, PRINCIPALS

CONTACT PERSON:
FARID HARRISON, PRINCIPAL
BUDGRAB INC. OF CALIFORNIA

APPLICATION OPENING DATE: JULY 20, 2016
APPLICATION CLOSING DATE: AUGUST 31, 2016

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BudGrab Inc. of Marin County, California

Patient Health Advocates, Holistic Wellness Providers, Active Community Members

The goal of BudGrab Inc. of California (“BudGrab”) is to compassionately treat, educate, and enhance the quality of life of licensed patients in Marin County by providing affordable, consistent, and effective pharmaceutical grade medical cannabis, concentrate, and associated infused products. It is our intention to submit a license application for the registration and operation of a medical cannabis dispensary facility in the County of Marin. BudGrab pledges that upon awarding of licensure, we will become the model “seed-to-sale” medical cannabis operation in Marin County, providing qualified patients and caregivers traditional and alternative medical cannabis use products in an affordable, accessible, secure, and efficient manner.

With a desire to serve those patients in need with the highest quality medicine, while also ensuring best practices are enforced, BudGrab hopes to demonstrate in this proposal our unparalleled experience, sophistication, leadership, and resources to California and the Community Development Agency who oversee the Medical Cannabis Program in the County of Marin. BudGrab will leverage off of the experience of its senior management and Board of Directors, who collectively have been a driver of multiple medical cannabis centers, cultivation facilities, and extraction laboratories in other states across the country. As a result, BudGrab is aware of the cost to establish and operated licensed, medically focused cannabis organizations. The management team of BudGrab has experience in identifying, securing, and constructing medically supervised retail locations and production centers, having completed over 100 of such projects nationwide.

BudGrab’s guiding principles can be found in our established company culture and overall attitude and approach to medical cannabis. In our group lies a compass for decision-making, a filter through which combined with our mission and values, will guide us in dispensing high quality, consistent medicine in a safe and secure manner that positively and effectively benefits patients in need, compassionate caregivers, certifying physicians, patient families, local communities, and citizens of California.

Submittal Requirements: Signed Declarations – 1 of 3

Statement by the applicant that he or she certifies under penalty of perjury that all the information contained in the application is complete and accurate.

August 30, 2016

County of Marin Community Development Agency
Medical Cannabis Dispensary Program
3501 Civic Center Drive Suite 308
San Rafael, California 94903-4157

Dear Inge Lundegaard:

I, Farid Harrison, as a principal of BudGrab Inc., a California not-for-profit corporation, hereby certify under penalty of perjury that I have read this application form and that to the best of my knowledge, the information in this application form and all the exhibits are complete and accurate.

Please feel free to contact me directly with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Farid Harrison', with a long horizontal flourish extending to the right.

Farid Harrison
On behalf of BudGrab Inc.

Statement by the property owner that he or she certifies under penalty of perjury that the applicant has his/her consent to submit an Application at the proposed site.

August 25, 2016

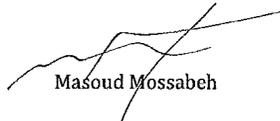
County of Marin Community Development Agency
Medical Cannabis Dispensary Program
3501 Civic Center Drive Suite 308
San Rafael, California 94903-4157

Dear Inge Lundegaard,

I, Masoud Mossabeh, as the property owner of 256 Shoreline Highway, Mill Valley, CA, 94941, certify under penalty of perjury that BudGrab, Inc. has my consent to submit an application under the Marin County Medical Cannabis Application Program at the above referenced address.

Please feel free to contact me or my agent, Brian Foster at 415-297-6817, with any questions.

Sincerely,


Masoud Mossabeh

Submittal Requirements: Signed Declarations – 3 of 3

Statement by the applicant and property owner that grants authorization for the County, and its agents and employees, to seek verification of the information contained within the Application and to enter the property to inspect the premises and process the Application.

August 25, 2016

County of Marin Community Development Agency
Medical Cannabis Dispensary Program
3501 Civic Center Drive Suite 308
San Rafael, California 94903-4157

Dear Inge Lundegaard:

I, Masoud Mossabeh, as the property owner of 256 Shoreline Highway, Mill Valley, CA, 94941, agree to grant Marin County, and its agents and employees, authorization to seek verification of the information contained in BudGrab Inc.'s application and to enter the property to inspect the premises and process the application.

Please feel free to contact me or my agent, Brian Foster at 415-297-6817, with any questions.

Sincerely,


Masoud Mossabeh

BudGrab, Inc.


Farid R. Harrison
on behalf of BudGrab, Inc.

A. Applicant Information

Applicant Information – 1) Name of Applicant. The full name (including any current or prior aliases, or other legal names the applicant is or has been known by, including maiden names), present address, and telephone number of the applicant and evidence that the applicant is also a qualified Patient/Caregiver. “Applicant” includes an individual owner, managing partner/principal, operator, or anyone with an ownership or other proprietary interest in a dispensary. As used herein, the term “applicant” is also to be construed to include its use in the plural (applicants). If the applicant is a corporation or business entity, submit the Articles of Incorporation and Bylaws that have been previously filed with the State of California and a signed declaration by an officer who is also a qualified Patient/Caregiver. In case of joint venture or other joint-prime relationships, and officer of each venture partner shall be listed as co-applicants; 2) Mailing Address. The address to which all correspondence about the Application is to be mailed; 3) Previous Addresses. Previous addresses for the past three years immediately prior to the present address of the applicant; 4) Age Verification. Written proof that the applicant is over the age of 18 years of age; 5) Physical Description. Applicant’s height, weight, color of eyes and hair; 6) Photographs. Passport quality photographs for identification purposes; 7) Employment History. All business, occupation, or employment of the applicant for the three years immediately preceding the date of the application; 8) Tax History. Any business tax history of the applicant, including whether such person(s), in previously operating in the county, a city within Marin County, or another city, county or state under license has had a business license and/or zoning permit revoked or suspended, and the reason therefor, and the business or activity or occupation subsequent to such action of suspension or revocation; 9) Management Information. The name or names and addresses of the person or persons having the management or supervision of applicant’s business; 10) Criminal Background. A live scan submission for the applicant. This includes, at minimum, a background investigation verifying whether the person or person having the management or supervision of applicant’s business has been convicted of a crime(s), the nature of such offense(s), and the sentence(s) received therefore; and 11) Employee Information. Anticipated number of employees, volunteers, and other persons who will work at the dispensary.

Applicant Information Measure 1 Response:

- Applicant Full Name – BudGrab Inc.
- Present Address – 38 Miller Avenue #480 Mill Valley, California 94941
- Telephone Number – [REDACTED]

Attestation Statement

Farid Harrison and Matt Morea of BudGrab Inc. of California have signed, legitimate, written proof attesting to their legal status as a qualified medical cannabis patient in the State of California as approved by a registered physician in the State of California. Digital copies of these documents are inserted below.

A. Applicant Information

Matt Morea Qualified Medical Marijuana Patient Statement and Recommendation



**Compassionate
Health Options**

*Mental and Physical
Wellness Counseling*

**Dr Nima Azarakhsh
Therapeutic Cannabis Recommendation***

This certifies that Matthew Morea

born on [REDACTED], was examined in my office on 6/1/16.
(DOB) (Date Seen)

He/she was found to have a medical condition that in my professional opinion would benefit from the use of medical cannabis. I have discussed the potential risks and benefits of medical cannabis use as an appropriate therapeutic treatment pursuant to the Compassionate Use Act of 1996 (California Health & Safety Code 11362.5).

- 1) The patient understands and accepts the risks involved in using medical cannabis and will refrain from driving or engaging in any other potentially hazardous activity while impaired in any way.
- 2) The patient has been advised to use the least amount of cannabis needed. This medication should be used cautiously with alcohol or any other mind-altering substances.
- 3) It is understood that the patient will use discretion when using medical cannabis with respect to the rights of others.

The patient knows it is in his/her self-interest to seek further medical evaluation and treatment when appropriate. The patient authorizes Compassionate Health Options to discuss the contents of this letter for verification purposes only.

Diagnosis [REDACTED]

This recommendation expires on 6/1/17

Signed [Signature]
Dr Nima Azarakhsh
Ca. lic. #A121103



To VERIFY use this ID # 479960
www.GREEN215.com
 1 877 PROP215 (877-776-7215)

A. Applicant Information

Articles of Incorporation for BudGrab Inc.

ACTION BY WRITTEN CONSENT
OF THE SOLE INCORPORATOR

OF
BudGrab, Inc.,
a California Corporation,
June 21, 2016

The undersigned, acting as the sole incorporator of BudGrab, Inc., a California corporation (the "Corporation"), hereby approves and adopts the following resolutions by this written consent without a meeting (this "Written Consent") pursuant to Section 210 of the California General Corporation Law, which shall be effective upon the commencement of the corporation's existence:

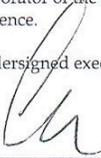
RESOLVED, that each person named below is hereby elected to serve as a director of the Corporation until the first annual meeting of shareholders or until such time as his or her successor is duly elected and qualified:

Matthew Morea
Farid Harrison

RESOLVED FURTHER, that the officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

RESOLVED FURTHER, that the undersigned, the sole incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective upon the commencement of the corporation's existence.

IN WITNESS WHEREOF, the undersigned executes this Written Consent as of the date set forth above.


By: Cheyenne Moseley, Assistant Secretary
LegalZoom.com, Inc., Sole Incorporator

A. Applicant Information

ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF ORGANIZATIONAL MEETING BY THE BOARD OF DIRECTORS
OF
BudGrab, Inc.,
a California Corporation

The undersigned, constituting all of the members of the board of directors (the "Board") of BudGrab, Inc., a California corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 307 of the California General Corporation Law:

Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation filed with the California Secretary of State hereby are adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Articles of Incorporation in the Corporation's minute book.

Adoption of Bylaws

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation ("Bylaws") to (i) regulate the conduct of the Corporation's business and affairs, and (ii) amend, restate, and supersede the Corporation's prior existing bylaws, if any, in their entirety.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified and as may be amended from time to time, in the minute book of the Corporation and to see that a copy, similarly certified, is kept at the principal executive office for the transaction of business of the Corporation, as required by law.

A. Applicant Information

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, \$0.001 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Shareholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Total Purchase Price(\$)</u>
Matthew Morea	5,000	\$5,000.00
Farid Harrison	5,000	\$5,000.00

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

President: Farid Harrison
Chief Financial Officer: Matthew Morea
Secretary: Farid Harrison
CEO: Matthew Morea

A. Applicant Information

Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of California or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Articles of Incorporation, as filed with and certified by the office of the California Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).

Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "California" within the inner circle.

Share Certificates

RESOLVED, that the form of share certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form share certificate of the Corporation and the Secretary of the Corporation is directed to insert such form share certificate in the minute book of the Corporation.

Ratification of Actions by Incorporator

RESOLVED, that the Action by Written Consent of the Sole Incorporator dated June 21, 2016 and all actions taken by the Corporation's sole incorporator, LegalZoom.com, Inc. and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

A. Applicant Information

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at 154 Crest Ave., Alamo, California 94507.

Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

A. Applicant Information

Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process in California

RESOLVED, that Matthew Morea shall be appointed the Corporation's agent for service of process in California.

Subchapter S Election

RESOLVED, that the Corporation shall elect to be treated as a "small business corporation" for income tax purposes under Subchapter S of Chapter 1 of the Internal Revenue Code of 1986, and under the parallel provisions of the laws of the state of California and that the officers of the Corporation are hereby authorized and directed to complete and file or cause to be filed an Election by a Small Business Corporation with the Internal Revenue Service pursuant to Section 1362(a) of the Internal Revenue Code and obtain the written consent of each shareholder of the Corporation, and any person having a community property interest in the Corporation's stock, to such Subchapter S election and file such consent at the same time as the Election by a Small Business Corporation, or within an extended period of time as may be granted by the Internal Revenue Service.

A. Applicant Information

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: June 21, 2016

Directors:

Matthew Morga



Ferd Harrison

A. Applicant Information

Certificate of Amendment of Articles of Incorporation

A0787838

3916312

Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary, respectively of BudGrab, Inc., a California corporation.
2. Articles 2 and 5 of the Articles of Incorporation of this corporation are amended to read as follows:

Article 2:

This corporation is a nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

Article 5:

Article 5 has been deleted.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. *The Corporation has issued no shares.*

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 8/24/16

FILED *CV*
Secretary of State
State of California
AUG 25 2016
lee



Farid Harrison, President


Matthew Morea, Secretary

A. Applicant Information

Bylaws of BudGrab Inc.

BYLAWS
OF
BudGrab, Inc.,
a California Corporation

ARTICLE I

Shareholders

Section 1.1. **Annual Meetings.** An annual meeting of shareholders of BudGrab, Inc. (the "Corporation") shall be held on a date and at a time and place, either within or without the state of California, as determined by resolution of the Corporation's Board of Directors.

Section 1.2. **Special Meetings.** Special meetings of the shareholders may be called at any time by the Board of Directors, the Chairperson of the Board of Directors, or the holders of shares entitled to cast not less than ten percent of the votes at the meeting. Special meetings will be held on a date and at a time and place, either within or without the state of California, as may be stated in the notice of the meeting.

Section 1.3. **Notice of Meetings.**

a) **General; Delivery.** Written notice of each annual or special shareholder meeting shall be delivered to each shareholder entitled to vote at the meeting at least 10 (or, if sent by third-class mail, 30) but no more than 60 days before the date of the meeting. All written notices and reports of any such meeting shall be delivered either personally, by first-class mail (unless the Corporation has 500 or more shareholders determined as provided by the California Corporations Code on the record date for the meeting, in which case notice may be sent by third-class mail), by electronic transmission by the corporation (including email) pursuant to Section 20 of the California Corporations Code, or by other means of written communication to each shareholder at the address of such shareholder that appears on the Corporation's books or that was provided by such shareholder to the Corporation for the purpose of notice. Except as otherwise prescribed by the Board of Directors in particular instances or as otherwise provided by Section 601(c) of the California Corporations Code, the Secretary shall prepare and deliver, or cause to be prepared and delivered, the notice of meetings of shareholders.

b) **Notice Content.** Each notice shall state the following:

- (i) the place, date and time of the meeting, and
- (ii) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or in the case

A. Applicant Information

of an annual meeting, those matters which the Board of Directors, at the time of the delivery of the notice, intends to present for action by the shareholders; provided, however that, any proper matter may be presented for action at an annual meeting subject to provisions of Section 601(f) of the California Corporations Code that require certain matters be stated in the notice in order to be presented at a meeting. The notice of any meeting during which directors are to be elected including, but not limited to, any annual meeting notice, shall include a list of the names of the nominees intended, at the time of the mailing of the notice, to be presented by the Board of Directors for election.

Section 1.4. **Adjournments.** Except as otherwise provided in this Section 1.1, when a shareholders meeting is adjourned to another time or place, notice need not be given of such adjourned meeting if the date, time and place are announced at the meeting at which the adjournment is taken. If the adjournment is for more than 45 days or, if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting. The Corporation may transact any business at the adjourned meeting which might have been transacted at the original meeting.

Section 1.5. **Validating Meeting of Shareholders; Waiver of Notice.** The transactions of any meeting of shareholders, however called and noticed and wherever held, are as valid as though such transaction had taken place at a meeting duly held after regular call and notice if (a) a quorum is present either in person or by proxy and (b) if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A person's attendance at a meeting shall constitute a waiver of notice of and presence at such meeting except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters that the law requires to be included in the notice of the meeting but was not so included if such objection is expressly made at the meeting. Except as required by Section 601(f) of the California Corporations Code, neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof.

Section 1.6. **Quorum.** A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders, except as otherwise provided by the Articles of Incorporation. The shareholders present at a duly called and held meeting with a quorum present may continue to transact business until it is adjourned even if shareholders withdraw from the meeting and leave less than a quorum provided that any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum,

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any meeting of shareholders may be adjourned by the vote of a majority of the shares, represented either in person or by proxy, but no other business may be transacted, except as provided in this Section 1.3.

Section 1.7. **Organization.** Meetings of shareholders shall be presided over by the Chairperson of the Board of Directors, if any, or in the absence of the Chairperson of the Board of Directors by a chairperson designated by the Board of Directors or by a chairperson chosen at the meeting. The Secretary or a secretary appointed by the chairperson of the meeting shall act as secretary of the meeting.

Section 1.8. Voting.

a) Unless otherwise provided in the articles of incorporation of the Corporation, as may be amended from time to time (the "Articles of Incorporation"), each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders. Except as otherwise provided by the California Corporations Code, the Articles of Incorporation, or the bylaws of the Corporation, as may be amended from time to time (the "Bylaws"), the affirmative vote of the holders of a majority of the shares entitled to vote on the subject matter at a meeting in which a quorum is present shall be the act of the shareholders.

b) Any holder of multiple shares entitled to vote on any matter may vote part of his, her or its shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal other than elections to office. If the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

c) Except as otherwise provided in the Articles of Incorporation and subject to the requirements of this Section 1.5, every shareholder entitled to vote at any election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit. No shareholder shall be entitled to cumulate votes unless such candidate or candidates' names have been placed in nomination prior to the voting and the shareholder gives notice at the meeting prior to the voting of his, her or its intention to cumulate his, her or its votes. If any one shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination. In any election of directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them, up to the number of directors to be elected by such shares, are elected. Elections for directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins.

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Section 1.9. **Shareholder's Proxies.** Every shareholder entitled to vote shares may authorize another person or persons to act by proxy with respect to such shares. Any proxy purporting to be executed in accordance with the provisions of Section 705 of the California Corporations Code shall be presumptively valid. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Except as otherwise provided in this section, every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected by (a) delivering to the Corporation a written document stating that the proxy is revoked, (b) presenting to the meeting a subsequent proxy executed by the person executing the prior proxy, or (c) attending and voting in person at the meeting by the person executing the proxy. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of such death or incapacity is received by the Corporation. A proxy may be made irrevocable as provided under the California Corporations Code. If the Corporation has 100 or more shareholders, any form of proxy distributed to 10 or more shareholders shall conform to the requirements of Section 604 of the California Corporations Code.

Section 1.10. **Inspectors.** Inspectors of election may be appointed by the Board of Directors as provided under the California Corporations Code.

Section 1.11. **Fixing Date for Determination of Shareholders of Record.**

a) In order that the Corporation may determine the shareholders entitled to notice of any meeting; vote; express consent to corporate action in writing without a meeting; receive payment of any dividend, other distribution or allotment of any rights; or exercise any rights with respect to any other lawful action, the Board of Directors may fix a record date in advance which shall be, as applicable, at least 10 but no more than 60 days prior to the date of the meeting and no more than 60 days prior to any other action.

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b) If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day immediately preceding the day on which notice is given or, if notice is waived, at the close of business on the business day immediately preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto or the 60th day prior to the date of such other action, whichever is later. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of a meeting unless the Board of Directors fixes a new record date for the adjourned meeting, but the Board of Directors shall fix a new record date if the meeting is adjourned for more than 45 days after the date set for the original meeting.

Section 1.12. Consent of Shareholders in Lieu of Meeting.

a) Except as otherwise provided in the Articles of Incorporation or in this Section 1.9, any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

b) Directors may not be elected by written consent except by unanimous consent of all shares entitled to vote for the election of directors. Notwithstanding the foregoing sentence, except for vacancies created by removal, shareholders may fill any vacancy in the Board of Directors that are not filled by the Board of Directors by electing a director through written consent of a majority of outstanding shares entitled to vote.

c) Any shareholder giving a written consent or such shareholder's proxyholder or a transferee of the shares or a personal representative of such shareholder or its respective proxyholder may revoke the consent by a writing received by the Corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary of the Corporation.

d) Unless all shareholders entitled to vote consent in writing, notice of any shareholder approval without a meeting shall be provided to the shareholders as required under the California Corporations Code.

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e) If the Corporation has 100 or more shareholders, any form of written consent distributed to 10 or more shareholders shall conform to the requirements of Section 604 of the California Corporations Code.

ARTICLE II

Board of Directors

Section 2.1. **Powers; Number.** The business and affairs of the Corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors except as otherwise provided in the Articles of Incorporation or Bylaws. The number of directors comprising the Board of Directors shall be 2 until changed by amendment of this bylaw.

Section 2.2. **Election; Term of Office.** At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 2.3. **Removal.** Subject to Section 303 of the California Corporations Code, any or all of the directors may be removed without cause if such removal is approved by a majority of the outstanding shares then entitled to vote on the election of directors. Any reduction in the authorized number of directors does not itself automatically remove any director prior to the expiration of such director's term in office.

Section 2.4. Vacancies; Resignation.

a) A vacancy in the Board of Directors is deemed to exist (a) if a director dies, resigns, or is removed by the shareholders or an appropriate court, as provided in Sections 303 or 304 of the California Corporations Code; (b) if the Board of Directors declares vacant the office of a director who has been convicted of a felony or declared of unsound mind by an order of court; (c) if the authorized number of directors is increased; or (d) if at any shareholders meeting at which one or more directors are elected, the shareholders fail to elect the full authorized number of directors to be elected for at such meeting. Unless otherwise provided in the Articles of Incorporation or the Bylaws and except for a vacancy caused by the removal of a director, vacancies on the Board of Directors may be filled by appointment by the Board of Directors. A vacancy on the Board of Directors caused by the removal of a director may be filled only by the shareholders, except that a vacancy created by the Board of Directors declaring an office of a director vacant because a director has been convicted of a felony or declared of unsound mind by an order of court may be filled by the Board of Directors.

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b) The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors.

c) If the number of directors then in office is less than a quorum, vacancies on the Board of Directors may be filled by the unanimous written consent of the directors then in office, the affirmative vote of a majority of the directors then in office, or the sole remaining director.

d) Any director may resign effective upon giving written notice to the Chairperson of the Board of Directors, the Secretary, or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 2.5. Meetings; General. Meetings of the Board of Directors may be held at such places, within or without the state of California, and at such times as the Board of Directors may from time to time determine. Annual meetings shall be held without notice immediately thereafter and at the same place as the annual meeting of shareholders unless the Board of Directors determines otherwise by resolution. Special meetings may be held at any time or place whenever called by the Chairperson of the Board of Directors or by any two directors.

Section 2.6. Notice of Meetings; Waiver of Notice.

a) Notice of special meetings shall be provided four days prior to the date of the meeting by mail or 48 hours prior to the date of the meeting if delivered personally, by telephone, by electronic transmission (including email) or by any other means permitted under Section 307 of the California Corporations Code. All such notices shall comply with requirements under the California Corporations Code.

b) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

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Section 2.7. Participation in Meetings by Conference Telephone Permitted.

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, through the use of conference telephone or any other means permitted under the California Corporations Code provided that all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 2.8. Quorum; Adjournment; Vote Required for Action.

a) At all meetings of the Board of Directors, a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions and requirements of the California Corporations Code, every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or the Bylaws require a vote of a greater number.

b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.9. **Organization.** Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors or in the absence of the Chairperson of the Board of Directors, by a chairperson chosen at the meeting. The Secretary or in the absence of the Secretary, any person appointed by the chairperson, shall act as secretary of the meeting.

Section 2.10. **Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, individually or collectively consent in writing to such action. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 2.11. **Compensation of Directors.** The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

Section 2.12. **Interested Directors; Quorum.** No contract or transaction between the Corporation and one or more of its directors or between the Corporation and any other corporation, firm or association in which one or more of the Corporation's directors are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because such director or directors are present at the meeting during which the Board of Directors or committee thereof authorizes, approves or ratifies the contract or

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transaction, or solely because his or her or their votes are counted for such purpose if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are fully disclosed or are known to the shareholders and such contract or transaction is approved by the shareholders in good faith with the shares owned by the interested director or directors not being entitled to vote thereon; (2) the material facts as to his, her or their relationship or interest and as to the contract or transaction are fully disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested director or directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the shareholders, as applicable. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 2.13. **Indemnification.** To the maximum extent permitted under the California Corporations Code, the Corporation shall have the right and power to indemnify any person who was a party, is a party, or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, because such person is or was an "agent" (as defined in Section 317 of the California Corporations Code) of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such action or proceeding. To the extent permitted under the California Corporations Code, the Corporation may advance expenses incurred in defending any such action or proceeding prior to final disposition after the Corporation has received an undertaking required by Section 317(f) of the California Corporations Code by or on behalf of the agent to repay the Corporation if it is determined ultimately that the agent is not entitled to be indemnified.

Section 2.14. **Emergency Bylaws.** The Board of Directors may adopt bylaws, not in conflict with the Articles of Incorporation of the Corporation, to manage and conduct the ordinary business affairs of the Corporation only in an emergency as defined in Section 207 of the California Corporations Code, including but not limited to, procedures for calling a board meeting, quorum requirements for a board meeting, and designation of additional or substitute directors. During an emergency, the Board of Directors may not take any action that requires the vote of the shareholders or otherwise is not in the Corporation's ordinary course of business, unless the required vote of the shareholders was obtained prior to the emergency. The emergency bylaws shall not be effective after the emergency ends. Corporate action taken in good faith in accordance with the emergency bylaws binds the Corporation, and may not be used to impose liability on a corporate director, officer, employee, or agent.

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ARTICLE III

Executive and Other Committees

Section 3.1. Executive and Other Committees of Directors.

a) By resolution adopted by a majority of the authorized number of directors, the Board of Directors may designate an executive committee and other committees, each of which shall serve at the pleasure of the Board of Directors; consist of two or more directors; and, to the extent provided in the resolution, have all the authority of the Board of Directors except that no such committee shall have power or authority with respect to the following matters:

- (i) Approve any action for which the approval of the shareholders or of the outstanding shares is also required under the California Corporations Code;
- (ii) Fill vacancies in the Board of Directors or in any committee thereof;
- (iii) Fix compensation of the directors for serving on the Board of Directors or on any committee thereof;
- (iv) Amend or repeal the Bylaws or adopt new bylaws;
- (v) Amend or repeal any resolution of the Board of Directors which, by its terms, is so amendable or repealable;
- (vi) Make distributions to shareholders, except at a rate or in a periodic amount or within a price range set forth in the Articles of Incorporation or as determined by the Board of Directors;
- (vii) Appoint other committees of the Board of Directors or the members thereof;
- (viii) Remove or indemnify any director; or
- (ix) Change the number of authorized directors on the Board of Directors.

b) The Board of Directors may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee.

c) Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of the Bylaws.

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ARTICLE IV

Officers

Section 4.1. **Officers; Election.** As soon as practicable after the annual meeting of shareholders in each year, the Board of Directors shall elect a President, Chief Financial Officer, and Secretary. The Board of Directors may also elect such other officers with such duties as the Board of Directors may deem desirable or appropriate. Any number of offices may be held by the same person.

Section 4.2. **Term of Office; Resignation; Removal; Vacancies.** Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board of Directors after the annual meeting of shareholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board of Directors or to the Chairperson of the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. The Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.3. **Powers and Duties.** The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in the Bylaws or in a resolution of the Board of Directors which is not inconsistent with the Bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees of the Board of Directors in a book to be kept for that purpose. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

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ARTICLE V

Shares and Certificates

Section 5.1. **Certificates.** Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by the (1) the President, any Vice President, or Chairperson of the Board of Directors, and (2) Chief Financial Officer, or Secretary of the Corporation. Each certificate shall be issued in numerical order, and state the shareholder's name, the number of shares and the class, designation or series, if any, of shares owned by such shareholder, and contain any statement or legend required by any applicable law.

Section 5.2. **Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.** The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Records and Reports

Section 6.1. **Records and Minutes.** The Corporation shall keep at its principal executive office (or, with respect to Corporation's shareholder records, at the office of its transfer agent or registrar) the following corporate records: (i) a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder, (ii) minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board of Directors, and (iii) accounting records. All records shall be kept either in written form or in a form capable of being converted into a clearly legible form within a reasonable time. The Corporation shall so convert any such records upon the request of any person entitled to inspect the same at the Corporation's principal executive office.

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Section 6.2. **Inspection by Shareholders.** The share register, minutes, and accounting books and records shall be open to inspection upon the written demand of any shareholder or holder of a voting trust certificate at any reasonable time during usual business hours for a purpose reasonably related to the holder's interests as a shareholder or holder of a voting trust certificate. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary of the Corporation. Shareholders shall also have the right to inspect the original or copy of the Bylaws at all reasonable times during business hours.

Section 6.3. **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.4. **Annual Report to Shareholders.** For as long as there are fewer than 100 shareholders of the Corporation, the requirement of an annual report to shareholders referred to in Section 1501 of the California Corporations Code is expressly waived. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board of Directors considers appropriate. If at any time and for as long as, the number of shareholders of the Corporation shall exceeds 100, the Board of Directors shall cause an annual report to be sent to the shareholders not later than 120 days after the close of the fiscal year adopted by the Corporation. This report shall be sent at least 15 days (if third-class mail is used, 35 days) before the annual meeting of shareholders to be held during the next fiscal year and in the manner specified for giving notice to shareholders in the Bylaws. The annual report shall contain a balance sheet as of the end of the fiscal year and an income statement and a statement of changes in financial position for the fiscal year prepared in accordance with generally accepted accounting principles applied on a consistent basis and accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the Corporation's books and records.

Section 6.5. **Financial Statements.** The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 12 months. These documents shall be exhibited at all reasonable times, or copies provided, to any shareholder on demand.

A. Applicant Information

ARTICLE VII

Miscellaneous

Section 7.1. **Principal Executive or Business Offices.** The Board of Directors shall fix the location of the principal executive office of the Corporation at any place either within or without the state of California. The Corporation may also have additional offices in other places as the Corporation's business may require, and as the Board of Directors may determine from time to time. If the principal executive office is located outside California and the Corporation has one or more business offices in California, the Board of Directors shall designate one of these offices as the Corporation's principal business office in California.

Section 7.2. **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.3. **Amendment of Bylaws.** To the extent permitted by law, the Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors. The shareholders entitled to vote, however, retain the right to adopt additional bylaws and may amend or repeal any bylaw whether or not adopted by them.

[Remainder Intentionally Left Blank.]

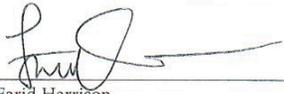
A. Applicant Information

CERTIFICATE OF SECRETARY OF

BudGrab, Inc.

The undersigned, Farid Harrison, as Secretary of BudGrab, Inc., a California corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of August 1, 2016.



Farid Harrison
Secretary

A. Applicant Information

Amendments to the Bylaws of BudGrab

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Amendments to the Bylaws of BudGrab, Inc.

1. BudGrab, Inc. Board of Directors hereby amend Section 2.1 Powers; Number:

The number of Board of Directors shall now be 3 effective 8/26/16.

2. BudGrab, Inc. elects John Fritzel as it's third board member.

Effective 8/26/16 the BudGrab, Inc. Board of Directors now includes Farid Harrison, Matthew Morea, and John Fritzel.

3. BudGrab, Inc. Executive roles effective 8/26/16 are as follows:

John Fritzel, Chief Executive Office
Farid Harrison, Chief Operating Officer
Matthew Morea, Chief Financial Officer

8/29/2016

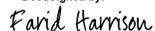
Date



John Fritzel, CEO

8/29/2016

Date

DocuSigned by:


7E709E58A8D481E1
Farid Harrison, COO

8/29/2016

Date



Matthew Morea, CFO

A. Applicant Information

Applicant Information Measure 2 Response:

The address to which all correspondence about the Application is to be mailed is:

38 Miller Avenue #480
Mill Valley, California 94941

Applicant Information Measure 3 Response:

Matt Morea's previous addresses are as follows and are in order from present to previous: 154 Crest Avenue Alamo, California 94507 (December 2016 to Present), 212 Lancaster Road Walnut Creek, California 94595 (April 2013 to December 2016), and 2577 Discovery Road Carlsbad, California 92009 (August 2010 to April 2013).

Farid Harrison's previous addresses are as follows and are in order from present to previous: 1839A Green Street San Francisco, California 94123 (November 2015 to Present), and 5685 Chelton Drive Oakland, California 94611 (June 2011 to November 2015).

John Fritzel's previous addresses are as follows and are in order from present to previous: 4000 South Bellaire Cherry Hills, Colorado 80113 (Has resided at this address for the past four years).

Applicant Information Measure 4 Response:

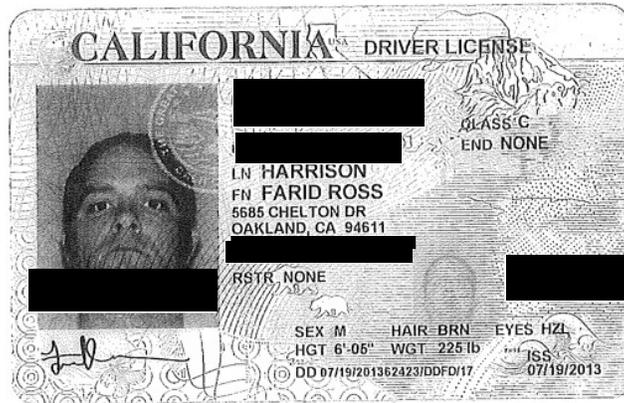
The BudGrab Inc. of California ownership group consisting of Matthew Morea, Farid Harrison, and John Fritzel all attest and certify under penalty of perjury that each individual is over the age of 18 years of age.

Matt Morea Driver License

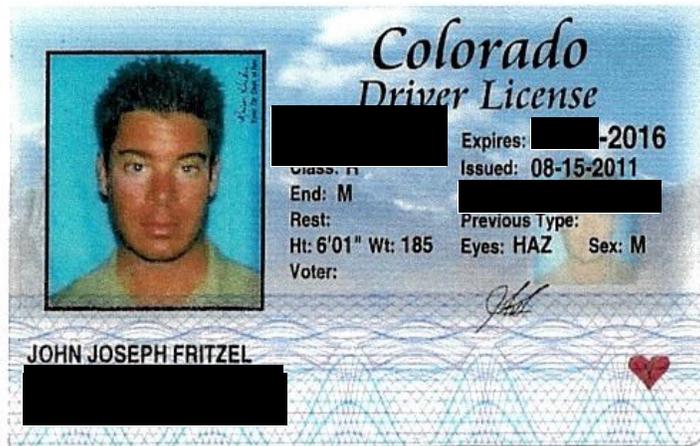


A. Applicant Information

Farid Harrison Driver License



John Fritzel Driver License



Applicant Information Measure 5 Response:

Matthew Jacob Morea's physical description is as follows: 6 feet tall, weight is 230 pounds (lbs.), black hair, and brown eyes.

Farid Ross Harrison's physical description is as follows: 6 feet 5 inches tall, weight is 235 pounds (lbs.), brown hair, and hazel eyes.

John Joseph Fritzel's physical description is as follows: 6 feet 1 inch tall, weight is 185 pounds (lbs.), brown hair, and hazel eyes.

A. Applicant Information

Applicant Information Measure 6 Response:

Applicant Photographs for Identification Purposes



Matt Morea



Farid Harrison



John Fritzel

Applicant Information Measure 7 Response:

Matt Morea Professional Resume
154 Crest Avenue
Alamo, CA 94507
[REDACTED]
Email: mjmorea@gmail.com

Summary: Dynamic sales executive with a passion for building and leading high performing sales teams. Proven ability to recruit, train, develop, coach, and mentor sales professionals to achieve their full potential. Unique ability to build trust, uncover challenges, and present complex solution to internal and external stakeholders solving problems, growing relationships, and driving top line revenue.

Professional Experience

**Accordant Media Inc., Vice President of Sales, San Francisco, CA
January 2016 to Present**

Lead all sales and business development activities for the West Region of the United States, Focused on building deep, strategic relationships with direct brands throughout the West Region, Coaching, mentoring and development of client facing account team serving key brands to drive efficiency through performance marketing, Strategic consulting to CMO's and VP's of marketing enabling them to better leverage programmatic media channels to drive brand awareness, lead generation and new client acquisition through display, mobile, video, native and paid social channels, Development of key relationships that resulted in new business for large, sophisticated brands including Esurance, SolarCity, Citrix, LootCrate, OpenTable, LifeLock, Western Union and Open Table, Serve as primary sales and thought leadership executive in the West with deep understanding of programmatic landscape, technology and emerging trends that help brands and agencies drive better performance and scale, and Senior Sales executive in the West tasked with evangelizing Accordant Media's go to market strategy and educating

A. Applicant Information

senior brand management on how to better leverage Accordant Media's tech stack with complete transparency, strategic collaboration and the implementation of key performance related recommendations.

Quantcast Corp., Sales & Client Director, San Francisco, CA September 2014 to Present

Strategic Sales Executive focused on developing partnerships with global organizations striving to leverage programmatic technology and big data to improve their digital marketing initiatives, Consult with large marketing organizations to improve their programmatic strategies with regard to display, video, mobile and social initiatives driving higher levels of customer acquisition, brand awareness and overall return on marketing investment, Industry expert with key "C" and "VP" level relationships within key industries including technology, insurance, entertainment and global e-commerce, Responsible for development and execution of customized programs to provide education and training on rapidly changing digital media and programmatic technology landscape, ensuring key partners and their teams are leveraging the latest opportunities to improve their marketing ROI, Top producer in the West Region the last 3 quarters: Q2 2015 - delivered revenue in excess of 132% to goal, Q3 2015 - achieved in excess of over 115% to goal, Q4 2015 - have already achieved revenue of over 114% against the largest revenue goal in the West Region, 3 Consecutive quarters with the largest new deal closed and the largest quarter over quarter revenue growth, and Key Client's Acquired include Esurance, SolarCity, Citrix, Good Technology, FireEye and Nutanix.

Business Breakthroughs International, Vice President, Sand Diego, CA June 2008 to December 2012

Responsible for selling C level executives consulting engagements of \$300k - \$500k, Creation and improvement of strategic sales and business development plan, client acquisition strategy and sales process optimization, C level relationship management and ongoing executive coaching, Coaching and performance management of sales leadership and individual sales team members, Salesforce CRM rollout and integration, sales team performance management and dashboard reporting, Exceeded 128% of revenue quota FY 2011, Achieved 122% of revenue quota FY 2010, Top Retention of Key Accounts FY 2009, 2010, 2011, and Key Verticals include software and technology, consumer packaging, financial services, automotive, mobile payment processing and overnight parcel delivery.

LandAmerica Financial Group, Vice President and Sales Manager, San Diego, CA March 2007 to April 2008

Directed the sales process including prospecting, qualifying and positioning of LandAmerica products and services, Hired, trained and managed team of 28 direct sales executives to achieve budgeted sales and revenue targets, Performance management coaching, support and guidance to achieve monthly, quarterly and annual business objectives, Hands on sales leader in field over 50% of the time coaching and assisting sales team with client acquisition and deal conversion, Consistently trained and demonstrated "consultative sales process" with sales team generating an increase of new

A. Applicant Information

clients by over 24%, and Led initiative for Salesforce CRM deployment and integration across multiple brands in 2007.

First American Corporation, Director of Executive Services, Pleasanton, CA January 2006 to March 2007

Senior sales executive for start up division of the Bay Area Division of this Fortune 300 information and data company, Created and directed the strategy and execution of new business unit within the title and escrow industry, Strategy development focused on creating unique value and ongoing relationship management with the top producing realtors and lenders throughout the San Francisco Bay Area, Built and maintained relationships with C level executives within top real estate and lending firms to identify and leverage opportunities to drive incremental revenue and develop new business opportunities, Achieved 140% of sales quota for FY 2006, and Division generated over 1.9 Million in revenue within first 10 months of operation.

Nextel Communications Inc., District Sales Manager, Walnut Creek, CA April 2003 to December 2005

Complete oversight and P&L responsibility for 22 retail locations for Fortune 500 Telecommunications Company in the greater San Francisco Bay Area, Specific areas of focus including recruiting, sales management, store operations, site selection, merchandising, inventory control, loss prevention and human resources within the district, Led sales organization of 120+ including store managers, assistant manager's, trainers, human resources partners, sales representatives and administrative personnel, Increased overall district revenue by over 300% from 2003 – 2005, Consistently led nation of District Manager's for same store sales over previous year, Grew district from 8 locations to 22 locations and 120 personnel within 18 months, President's Club achiever FY 2004, and President's Club achiever FY 2005.

Farid Harrison Professional Resume
1839A Green Street
San Francisco, CA 94123
[REDACTED]
farid@budgrab.com

Professional Experience

Dudum Real Estate Group, Broker Associate, San Francisco, CA 2010 to Present

Dudum Real Estate Group is one of the fastest growing real estate brokerages in the San Francisco Bay Area. Comprised of highly motivated, resourceful and successful real estate professionals who work collectively to give clients the best residential and commercial real estate experiences, 2015 President's Club Selection, Assisted clients with over \$100 million in real property transactions from 2011-2015, and Voted #1 best place to work by Bay Area News Group.

NCC Group, Inc., Director of Sales, San Francisco, CA

A. Applicant Information

2009 to 2010

NCC Group is the global leader in Enterprise Risk Management solutions including IT risk management, software assurance testing, network penetration testing, source code/software escrow and On-demand backup solutions. Responsible for driving new sales revenue through Fortune 500 targets, large law firms and other identified prospects, Managed entire sales process from prospecting to close with Fortune 500 clients including Time Warner, Dow Chemical and Hitachi America, Assisted in managing a team of ten Account Executives, Oversaw entire implementation of switch from Saleslogix CRM to Salesforce.com, and Worked strategically with marketing team to develop multiple marketing campaigns and further business development.

Bank of Commerce, Broker Associate, San Francisco, CA

2004 to 2009

Bank of Commerce is a premier real estate financing company in Northern California. Responsibilities included seeking out and closing new sales opportunities related to real property transactions; including residential mortgages, land acquisition and construction financing, Secured over \$5.2 million for multiple new construction projects in 2008, Produced over \$18 million in total new business revenue for 2008, Obtained financing exceeding \$8.6 million for numerous land acquisition projects in 2006 and 2007, Produced over \$20 million in new business for 2006 and 2007, 2005 Rookie Broker of the Year, and Assisted in designing and implementing a training and mentoring program for new brokers.

Iron Mountain, Inc., Regional Sales Manager/Sales Executive, San Francisco, CA

2000 to 2004

Iron Mountain is the world's largest provider of records management, off-site data storage and intellectual property management solutions. Primary responsibilities included driving revenue, maintaining large client relationships and seeking new business opportunities throughout the Western United States, 110% of assigned quota for 2004, Produced team leading \$520,000 in new business revenue for both core and new products in 2003, Division Sales Representative of the Year, producing more than \$500,000 in new business revenue at 109% of quota for 2002, Generated over \$420,000 in new business revenue and achieved a quota attainment of 104% for 2001, Grew territory by more than 60% over four year period, 2002 Chairman's Club award winner, 2003 Employee of the Quarter – Q3, and Represented Iron Mountain's Western region on the Employee of the Quarter committee in 2004.

Related Experience and Training

Summary: Licensed Real Estate Broker, California – October 2004, Member of Licensing Executive Society – July 2009, Business Presentation Skills, Communication Management, Inc., Completed – August 2003, Consultative Prospecting, Richardson, Inc., Completed – August 2003, The New Strategic Selling, Miller Heiman Inc., Completed – January 2000, The New Conceptual Selling, Miller Heiman Inc., Completed – February 2001, Public Speaking Mastery, Dale Carnegie Training, Completed – June

A. Applicant Information

2002, and Proficient in all Microsoft Office software programs, Microsoft Access, Adobe CS, Goldmine, Salesforce.com and Lotus Notes.

John J. Fritzel Professional Resume
3461 Ringsby Court Suite 350
Denver, CO 80216


john@lightshade.com

Professional Experience

Nextract Labs, Owner, Commerce City, CO

2016 to Present

A medical cannabis extraction processing and infused product manufacturing laboratory of next-gen cannaceutical products and derivatives.

PotCo, LLC, Owner, Denver, CO

2015 to Present

PotCo provides medical cannabis products to Colorado residents who have a current medical cannabis registration card.

Greenmart Nevada, LLC, Owner, Las Vegas, NV

2015 to Present

Greenmart of Nevada is a cultivation production company that provides high-quality medical cannabis to the Las Vegas metro area.

Gravitas, Owner, Las Vegas, NV

2015 to Present

Gravitas is a cultivation production company that provides high-quality medical cannabis to the Las Vegas metro area.

Buddy Boy Brands, Owner, Denver, CO

2014 to Present

With seven Denver locations Buddy Boy has the finest quality of medical and recreational cannabis, edibles, concentrates and paraphernalia.

MJardin Management, Co-Owner and Managing Partner, Denver, CO

2013 to Present

MJardin Management is a highly specialized professional cannabis cultivation management company that provides select cannabis businesses across the United States with turnkey cannabis cultivation management services. Our experience, technical expertise, unceasing pursuit of industry innovations and adherence to best practices allow MJardin to provide our clients with best-in-class service. Our mission is to provide long-term cannabis cultivation solutions that increase yields, decrease costs, and in-turn add profits to our clients' bottom line. MJardin is able to assist with cannabis cultivation in all legal markets including CBD-only, medical, and recreational/adult-use.

A. Applicant Information

Lightshade Labs, Co-Owner and Managing Partner, Denver, CO 2009 to Present

Lightshade is one of the most reputable, high-end cannabis dispensaries in Denver, serving medical and adult customers at multiple locations in the Denver metro area, including Aurora and Lakewood. Established in 2011, Lightshade has a reputation for growing the best quality genetics in Colorado. With the highest THC levels in lab results for our cannabis strains, it's no surprise that cannabis connoisseurs from Colorado and around the world continue to visit Lightshade for the best cannabis in Denver. In addition to our retail stores, Lightshade has several state-of-the-art cannabis growing facilities located throughout Colorado. Our Holly location includes a retail/medical store attached to one of our growing facilities, and features a viewing window in the waiting lobby where our customers can see what a professional, high-end cannabis growing facility looks like. Our Holly, Peoria, Sheridan, Havana and 6th Ave stores each include a huge selection of cannabis products, including flower, edibles, concentrates, tinctures, topicals and merchandise.

Paragon Real Estate Inc., Broker and Developer, Denver CO 2003 to 2010

A full-service commercial real estate brokerage firm specializing in office, retail, industrial, and multifamily properties.

Overview of Skills

Summary: Innovative leader with the keen ability and vision to design, manage, and execute top-of-the-line cannabis cultivation facilities, Experienced entrepreneur with a proven track record of top-performing companies with outstanding sales figures, Committed to compliance of regulations at the highest degree through the implementation of ongoing internal accountability measures, Expert on the cannabis industry with an instinct that drives growth and promotes development to remain on the forefront of the emerging cannabis market, and Distinguished professional with an excellent reputation built on trust, integrity and a strong work ethic.

Applicant Information Measure 8 Response:

No member of the BudGrab ownership team and board of directors has ever declared bankruptcy in any form, personally or professionally, nor has any business that they have operated or had any material ownership interest in. For detailed all detailed tax information, documentation, and reporting please see Exhibit A – Application Information addenda attached to this application. All members of the BudGrab team pride themselves on their spotless compliance background, and the professional reputations they have individually and collectively built. Neither Matt Morea, Farid Harrison, nor John Fritzel has ever had a business license of any kind and/or zoning permit revoked or suspended.

A. Applicant Information

Applicant Information Measure 9 Response:

- John Fritzel – 4000 South Bellaire Cherry Hills, Colorado 80113, Serving as the Chief Executive Officer
- Farid Harrison – 1839A Green Street San Francisco, California 94123, Serving as the Chief Operations Officer
- Matthew Morea – 154 Crest Avenue Alamo, California 94507, Serving as the Chief Financial Officer

Members of the BudGrab management team and Advisory Council have been operating lawfully licensed and regulated medical cannabis centers and production facilities since 2010. Over the past five years, those team members have had the opportunity to interface with senior government officials at the state and federal level, hundreds of licensed operators across the country, and tens of thousands of patients. BudGrab and its team of professionals are dedicated to learning, seeing every interaction as bringing forward new opportunities, methods, and improvements to our standard operating procedures. Quite clearly, the BudGrab goals are to produce and dispense affordable, safe, and effective medical cannabis, improve the community we join by creating jobs and providing educational activities (as well as free medical cannabis for terminally ill patients), supporting local charities through financial donations, and consuming as little natural resources as possible while doing so. Furthermore, other than the Board of Directors, there are no persons or business entities having direct or indirect authority over BudGrab's management or policies of the registered dispensary that it proposes to operate. BudGrab Inc. is a non-stock, not-for-profit corporation with a Board of Directors, in whom is vested all oversight and control of BudGrab, its management, and operations.

BudGrab has *passion*. Building and operating a medical cannabis dispensary is no small task, it requires a lot of planning, prepping, diligent execution, and finally careful operation. As with any large and complex undertaking, having a sincere passion for the mission at hand is the most critical ingredient on the way to success. BudGrab's team is comprised of professionals dedicated to bringing safe and effective medication to patients who need it. Members of our team have successfully bred and retailing many strains with the intent of creating a better medicine for a specific ailment. We intend to include in our product cultivars a handful of high CBD (Cannabidiol) varieties with differing CBD:THC ratios. We intend to dispense these CBD cultivars into other full plant offerings in order to provide the most robust library of medicinal genetics in the County of Marin, if not the region. The *Cannabis sativa L.* plant is our passion, and delivering it to patients who need it is our mission.

BudGrab promotes *community* and *safety*. Every business has an obligation to be a net positive benefit to its community. In our industry and in our capacity as a non-profit, we take this ethos much farther. We understand that not only do we carry the typical burdens of other industries, but we also carry very specific responsibilities related to the very nature of our business segment. Medical cannabis can be confusing for many residents in a community. Some have had bad experiences with street dealers or

A. Applicant Information

peddlers, others carry religious or faith based sentiments, and some are simply worried about stories of crime they have heard on the airwaves or internet. The truth is always what we make of it, and BudGrab decided that it would change the narrative on community and safety regarding medical cannabis. BudGrab intends to implement an outreach program where it will speak with all of the stakeholders of the community in which it operates and let them know how it feels about their safety concerns. We will explain that we are husbands, wives, fathers, employers, and members of their community. BudGrab will implement the best security practices in the industry, employ security practitioners with decades of experience protecting banks and pawn shops, and run mock security audits monthly. We intend to develop and implement engaging informational workshops to benefit patients, caregivers, and other members of our community, using the experience and know-how of our Board of Directors and Advisory Council for guidance and advice.

BudGrab understands *economics*. The members of the BudGrab team have a track record of operating successful ventures. Successful is defined by a win/win relationship between business and community, especially for a non-profit business. In today's economic environment, community success is often measured in tax revenue. Our operations will support sales and excise taxes benefitting those programs most important to the local community. Members of our team have publicly supported tax measures to drive medical cannabis-derived taxes into research, local/community schools, youth education and diversion prevention, and parks and recreation projects. Because members of the BudGrab team have years of experience in not only business but also in the medical cannabis space, they have experience refining practices so that it can operate with higher margins, creating more (taxes and medicine) with less (physical resources like water and electricity), and therefore have more funds to distribute back into the community in the form of free medical cannabis for terminally ill patients and charitable donations to local California charities. We understand the dilemma medicinal cannabis has placed at the feet of municipalities; residents and patients value a safe and effective medicine, but its creation consumes resources our community holds in high regard, namely, water and power. Where allowable, BudGrab intends to offset power consumption by purchasing solar or wind credits. Balancing safe and secure facilities, dispensing medicine with efficacy, and while being cognizant of resource consumption is not easy, but it's BudGrab's role and we take it very seriously.

BudGrab has *experience*. Our team has over fifty years of combined medical cannabis research, production, and management experience. The BudGrab team will work to avoid waste in our processes, incorporating sustainable practices along the way. More importantly, we will operate and dispense medical cannabis, concentrates, and associated infused products using sound, reliable methods that are sustainable and accurate. Each member of BudGrab's senior management team, Board of Directors, and Advisory Councils were subjected to a rigorous screening regimen that included personal interviews, background checks, and a comprehensive review of the accreditations and awards candidates presented, to ensure that BudGrab has a group of high caliber business executives. The name or names and addresses of the person or persons having the management or supervision of the applicant's business are as follows:

A. Applicant Information

Applicant Information Measure 10 Response:

National criminal background checking and records reporting has been conducted for all individuals in BudGrab Inc. These reports were run through the national security screening service SentryLink, and the results are provided below. BudGrab ownership notes that once the Live Scan platform is operational, we will comply with all necessary criminal background checks and individual fingerprinting protocols.

Farid Harrison National Background Check Results



NATIONAL CRIMINAL RECORDS REPORT

Applicant name	FARID ROSS HARRISON
Date of birth	██████████
Social security number (SSN)	██████████
Jurisdictions searched	ALL
Report dated: 08/24/2016	
Order ID: 2313382	

No criminal or sex offender records found for this individual.

Disclaimer: Information contained herein is derived solely from public records, which may not be 100% accurate or complete. Users should not assume that this data provides a complete or accurate history of any person's criminal history. Users should consult state and federal laws before using this information in making decisions on hiring or firing of employees.

SentryLink, LLC assumes no liability for any claims for damages arising from the use of this data beyond the actual cost of the searches performed.

Provider reference: 7

A. Applicant Information

Matt Morea National Background Check Results



NATIONAL CRIMINAL RECORDS REPORT

Applicant name	MATTHEW JACOB MOREA
Date of birth	██████
Social security number (SSN)	██████
Jurisdictions searched	ALL
Report dated: 08/24/2016	
Order ID: 2313311	

No criminal or sex offender records found for this individual.

Disclaimer: Information contained herein is derived solely from public records, which may not be 100% accurate or complete. Users should not assume that this data provides a complete or accurate history of any person's criminal history.

SentryLink, LLC assumes no liability for any claims for damages arising from the use of this data beyond the actual cost of the searches performed.

Provider reference: 7

A. Applicant Information

John Fritzel National Background Check Results



NATIONAL CRIMINAL RECORDS REPORT

Applicant name	JOHN JOSEPH FRITZEL
Date of birth	████████
Social security number (SSN)	████████
Jurisdictions searched	ALL
Report dated: 08/25/2016	
Order ID: 2313784	

No criminal or sex offender records found for this individual.

Disclaimer: Information contained herein is derived solely from public records, which may not be 100% accurate or complete. Users should not assume that this data provides a complete or accurate history of any person's criminal history. Users should consult state and federal laws before using this information in making decisions on hiring or firing of employees.

SentryLink, LLC assumes no liability for any claims for damages arising from the use of this data beyond the actual cost of the searches performed.

Provider reference: 7

A. Applicant Information

Applicant Information Measure 11 Response:

A major, and often overlooked component of a successful plan is the talent and attitudes brought to your organization by the employees. One of the biggest strengths of our executive team brings to the table is their ability to recruit and keep top talent. In addition, our collective team has hired hundreds of medical cannabis workers, and continues to train and education them to be their absolute best. Our team's other medical cannabis dispensaries have provided exceptional customer service and patient support for years, a hallmark of a business built to succeed.

BudGrab intends on hiring other healthcare related personnel, medical assistants, pharmacy technicians, and qualified medication administration professionals. It is a hug part of our plan to operate with the strongest support team possible, and our executives have a ready-made talent pool of medical managers and staff eager to join our group. Even with these types of hires, we plan to utilize training programs that are internal to our team as well as programs that are purchased and implemented by other cannabis companies across the country. We will use these combined programs to make sure that our medical cannabis dispensary employees are at the forefront of the industry. One of the most effective ways to create a successful operation is to maintain employee longevity, as longevity fosters confidence in the business from the patients and caregivers. One of the best ways to increase employee retention is to continue to teach and train the employees as a core tenet of the operational model.

To achieve these goals, BudGrab is committed to sufficiently staffing our medical cannabis dispensary with well-qualified individuals and volunteers focused on customer service and safe patient access. For our initial launch, we intend on owners Farid Harrison, who serves as Chief Operations Officer, and Matt Morea, who serves as Chief Financial Officer, to work in full-time capacities overseeing the BudGrab staff and participating in day-to-day operations. With assistance from Chief Executive Officer John Fritzel, the BudGrab executive team will make three to four strategic hires to staff the medical dispensary, focusing on securing a Patient Intake Specialist and two to three Patient Wellness Advisors to physically dispense and serve customers. BudGrab also intends, when appropriate and where allowable, to have volunteers onsite to participate in BudGrab community engagement program and other outlets that promote wellness and education. Volunteers will range from healthcare professionals, military veterans, community support service providers (law enforcement and fire agencies) and community leaders among others to position BudGrab and its employees to maintain a healthy community and minimize any negative impact our presence as a medical cannabis dispensary in the neighborhood may have.

B. Project Narrative and Business Plan

Project Narrative – The applicant shall submit a project narrative that describes the business model and plans, including a summary of the proposed location of the dispensary, dispensary size, number of patients, purpose, and a statement and/or information that establishes the need for the proposed dispensary to serve qualified patients in the area. The narrative shall also include a comprehensive written response, demonstrating compliance with Ordinance 3639, including how the Application complies with each of the standards and criteria for review, and include relevant information that demonstrates the applicant’s knowledge of local, state, and federal laws governing medical cannabis.

Attestation Statement

The BudGrab Inc. ownership team and board of directors attests and certifies that each individual member has read and fully comprehends all regulatory compliance aspects with Ordinance 3639. Additionally, the BudGrab ownership team and board of directors attests and certifies that this application for a medical cannabis dispensary in Marin County, California complies with each of the standards and criteria for review, and includes relevant information that demonstrates our (the applicant’s) knowledge of local, state, and federal laws governing medical cannabis. Lastly, the BudGrab ownership team attests and certifies that all officers, advisory professionals, organizational employees, and associated contractors will abide by and uphold at all times all legal requirements of Ordinance 3639.

The BudGrab Inc. team has over fifty years of combined legalized medical cannabis business value chain management experience. Through its collaboration with Shift Cannabis Co., BudGrab has access to Shift’s vast library of medical cannabis intellectual property. Shift has successfully recorded over one hundred thousand commercial retail medical cannabis transactions. Many of the varieties dispensed have been tested extensively to ensure patient safety while providing the desired and therapeutically required levels of plant cannabinoids. To provide high quality medicine to the patients and caregivers of Marin County, BudGrab has researched hundreds of unique medical cannabis varietal hybrids through due diligence with the laboratory results and patient feedback reporting effective and therapeutic medicinal value. Many of the medical cannabis varieties examined result in Tetrahydrocannabinol content above 20% and up to 30%, which has applications for making tumor fighting and extra strength oils and associated products. Additionally, other novel and unique cannabinoids are found in varying ratios and percentages across several of the medical cannabis varieties. The Cannabidiol (CBD) dominant varieties that are produced have reached peak levels of 46% Cannabidiolic Acid (CBDA) while holding 4% Cannabigerolic Acid (CBGA) as ratios of the total sample mass. These test results are remarkable for dry, cured flowers and bodes very well for the processed oils, concentrates, and associated products. The BudGrab senior leadership team has been involved with the owning and operating of medical cannabis centers, cultivation facilities, and extraction laboratories in Colorado, Connecticut, Illinois, Nevada, California, and New Hampshire that have developed a positive reputation among local patients, caregivers, physicians, and regulators. BudGrab’s customer service strategy is to focus on dispensing medical cannabis varieties

B. Project Narrative and Business Plan

high in CBDA and other unique, therapeutic, medically researched cannabinoids that have proven benefits for patients suffering from cancer, HIV, AIDS, decompensated cirrhosis, ALS, agitation of Alzheimer's disease, intractable epilepsy, or PTSD when manifesting in severe physical suffering, such as severe or chronic pain or severe nausea and vomiting. Based on BudGrab's experience, our team has seen that medical cannabis patient's benefit from mixed ratio oils containing CBD, CBDA, Cannabichromene (CBC), Cannabigerol (CBG), CBGA, Cannabinol (CBN), Tetrahydrocannabinolic Acid (THCA), Tetrahydrocannabinol-C4 (THC-C4), Tetrahydrocannabivarin (THCV), and Tetrahydrocannabinol (THC) in varying amounts. Each patient's metabolism varies, as will his or her individual reaction to CBD and/or THC. Because CBD can be an antagonist to THC, CBD can delay the onset of THC's pharmacodynamics and effects in some patients. Yet, in other patients CBD can potentiate the effects of THC making them last longer.

BudGrab has considered all integral business and economic factors in our organization's operations plan, demonstrating a high likelihood of success based upon many factors. The BudGrab team has built operations plans in the pharmaceutical grade and food manufacturing industries, the real estate development and construction industries, the information systems and personal security sectors, the healthcare and wellness industries, and multiple medical cannabis related markets. Bud Grab has executed to financial, worker safety, patient service, and revenue goal thresholds across the board and our County of Marin, California analysis and overall operational plan is of the highest caliber. Medical cannabis laws, regulations, and the industry have all developed at a frenetic pace over the past six years. While members of the BudGrab team have been able to survive and thrive in this environment, we understand clearly that past success does not guarantee future results. However, past successes in similar circumstances (rapid regulatory development, uncertain patient, caregiver, and physician needs and demands, and shifting Federalism policies) are indicative of how a group of professionals will react to, and perform in, the same general scenarios and to that end, the BudGrab operations plan is built for success.

As this is a medical cannabis venture for California, it is important to highlight BudGrab's collective operations experience in the medical cannabis dispensing sector nationwide, and specifically the medical sector in California specifically. While six years in most industries is just a beginner level of expertise, the medical cannabis industry has been compared to dog-years when measuring time for good reason. Expertise comes with time because time provides decision-making opportunities, which make for the best lessons in developing, training, implementing, and revising operational protocols. The medical cannabis industry has provided a 10x return on these types of organizational opportunities over the past six years. In Colorado, Connecticut, Illinois, New Hampshire, Nevada, New Mexico, and Oregon, different members of the BudGrab team have operated cultivation, extraction, and dispensing facilities. In addition to considering the specific desires of the patients, physicians, and caregivers, BudGrab has managed fixed and variable costs, including start-up and operations, in the medical cannabis industry in multiple markets with varying regulatory, fiscal, and medical dynamics, which has provided unique insights into operating strategies, cash-flow analysis, and scaling

B. Project Narrative and Business Plan

models. This means BudGrab will be able to remain flexible in our operational approaches as the California market takes further shape. Our adopted systems have been proven and refined over years of medical cannabis industry experience, allowing us to accurately predict the operational costs of service as well as the expected medical cannabis dispensary capacity for each employee and the additional support services required. In the medical cannabis industry there are a lot of items at play when preparing an organizational operating plan and model. First and foremost is financial solvency, or none of the stakeholders win (patients, government, and the business community). A large part of this examination is the consequences of IRS Code Section 280e as it relates to cost of goods sold versus traditional business expenses. New medical cannabis business operators may not be familiar with their inability to deduct, federally, their normal business expenses. Modifying operations to take this into account, and having a financial and tax plan before starting, are key to proper fiscal performance and operational solvency. BudGrab has navigated this hurdle multiple times before and we feel our financial models and operational strategies accurately and adequately represent the realities our corporate structure will face moving forward. Through the collective medical cannabis industry experience the BudGrab team has obtained over the past six years, we have developed an operational roadmap outlining our needed resources and distance to be traveled. We feel our operational plan incorporates construction and project management realities that lesser-experienced groups may not be accounting for regarding speed to market or sustained organizational operations.

BudGrab has successfully built non-profit medical cannabis businesses utilizing a multitude of operational marketing strategies based upon a wide swath of advertising regulation restrictions and our plan and success is not reliant upon any single, or even a particular montage, of marketing related activities. This is an important aspect of our overall operational plan as advertising restrictions, free speech rights, community emotions of appropriateness and acceptance, and the “Not In My BackYard (NIMBY) effect all play an important role in how a medical cannabis business should conduct itself. BudGrab’s core executive team has world-class experience in managing two separate businesses that are medical retail centric, successfully operating via a model of patient advocacy and compliance. If the only way a medical cannabis business can gain attention is by spending money on handbill style flyer drops or by purchasing prime time television commercials, they may find themselves out of business very quickly. Most communities do not feel that approach is in touch with their values or morals, especially when it comes to parents protecting their children. BudGrab does not rely on any single avenue for sharing information about how we operate and the services we offer. We plan to speak with local physicians, local groups whose members may benefit from medical cannabis, concentrate, and associated infused products, and help teach our patients how to be word-of-mouth conduits to other individuals who may be suffering needlessly. This will include working with local charities, hospitals and clinics, the local fire and police divisions, and of course the local chamber of commerce. These are operations models successfully implemented by BudGrab operators in other states, as well as our core executive team in their previous retail medical centers in California.

B. Project Narrative and Business Plan

BudGrab has walked through countless scenarios to make sure we have the backing and the attitudes required to see a medical cannabis start-up through to community pillar and foundation. BudGrab has an impactful, diverse, and experienced history when it comes to founding, operating, and advising business ventures across the country, but our team's ties and successes in our home state of California are even stronger. BudGrab's operational plan takes into account the past experiences of our full team of owners, advisors, and employees. This impressive team has operated in many professional sectors that include patient facing retail medicine, pharmaceutical grade manufacturing and processing, information systems and personal security, real estate development and sales, and medical cannabis cultivation, finance and insurance, and software technology.

To achieve our goals, BudGrab understands that a fundamental element of providing safe, effective medicine to patients is the financial stability of the licensee. BudGrab's ownership group has secured sufficient funds not only to begin operating our non-profit, but also to sustain operations and achieve profitability. BudGrab is financially well prepared for the responsibility of receiving a medical cannabis dispensary license. Chief Executive Officer and Board of Directors member John Fritzel intends on personally supplying the \$1,500,000 to \$2,000,000.00 USD to meet the requirements for the forecasted minimum funding of this project. The source of this funding is from John Fritzel's personal banking accounts and all of the funds in these accounts were acquired by legal means. John Fritzel has never declared bankruptcy in any form, personally or professionally, nor has any business he has operated or had any material ownership interest in.

Our financial model was derived from a ground-up, assumptions-driven business plan as we don't believe in top-down models that start with a desired outcome and force artificial assumptions; BudGrab believes the key assumptions should pass muster to determine if we have successfully created a viable operational model.

BudGrab Inc. of Marin County, California

BUSINESS PLAN

August 2016

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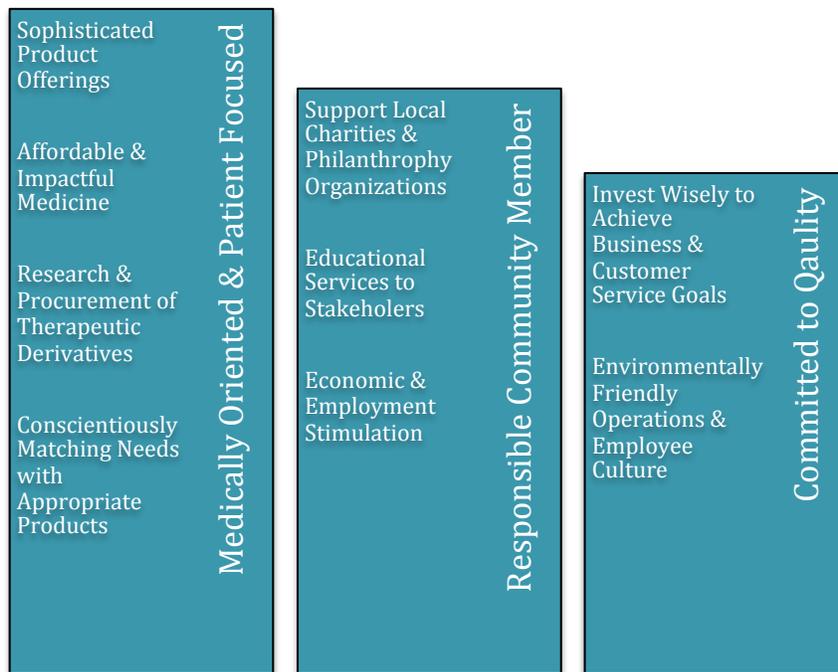
Disclaimer Statement

The market analysis and projections presented in this document represent management’s subjective views of the business and information gathered from reliable industry sources. The financial projections are based on management’s best judgment and reasonable assumptions of future events and circumstances. There can be no assurance that management’s assumptions and expectations will be realized or that its perceptions are accurate. No representations or warranties of future Company performance or market trends are intended and such are expressly disclaimed.

BudGrab Inc. Mission and Purpose

BudGrab Inc. of California (“BudGrab”) seeks to compassionately treat, educate, and enhance the quality of life of licensed patients in California, specifically Marin County, by providing affordable, consistent, conscientiously sourced, pharmaceutical-grade boutique medical cannabis and associated infused products. We are a customer service-driven dispensary group that believes the patients of California deserve a high-quality retail center of medical cannabis products to satisfy their therapeutic needs. BudGrab aims to provide only the cleanest, safest, and beneficial medical cannabis and associated cannabis concentrate and infused products curated and purchased from reputable cultivators and extraction processors. Our products embody all aspects of patient proactive and reactive medication therapy management, from diagnosis to treatment; ensuring and promoting complete holistic wellness. Driven by our passion for perfection, BudGrab’s focus is to dispense a high-quality, reputable medical cannabis product in a cost-effective, accessible, secure, and efficient manner.

The BudGrab Brand Pillars



BudGrab Inc. Values

BudGrab takes the position that medical cannabis and associated infused products have demonstrated immense power and positive outcomes in treating a number of diseases, debilitating conditions, and their associated side effects. We believe that medical cannabis empowers each patient’s mind, body, and spirit to overcome the challenges of living with a chronic illness and overall promotes the sustainability of individual autonomy and activities of daily living.

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Our holistic approach to healthcare guides our dedication to supplying diverse medical cannabis products to patients as well as scholarly, scientifically credible information regarding medical cannabis applications and results. Medical cannabis is the conduit for a renewed, refined, and regulated commitment to empowering an individual's total wellness; BudGrab simply connects the virtues of advocacy and progress with enthusiastic physicians and optimistic patients. Together, we feel that medical cannabis and patient focused care are the cornerstones of obtaining an accurate illness prognosis and associated positive therapeutic response.

BudGrab Inc. History

With a desire to serve patients with the highest quality of medical cannabis and associated infused products while also ensuring best practices are being enforced, BudGrab intends on demonstrating our unparalleled experience, sophistication, leadership, and resources to the Marin County patient community. Having been a driver of multiple medical cannabis centers in other states, our team is aware of the cost and acumen to establish and operate licensed, medical-grade cannabis businesses. The concept of this business was fueled by the founders' common passion for therapeutically efficacious medical cannabis and helping patients gain access to the best medicinal cannabis products available in the California market. Our proposed cannabis dispensary will be located in Marin County in the San Francisco Bay Area, and our supply chain will include the entire state of California. Recent milestones include compiling a strong team of industry experts and partners; completing strategic land approach by placing potential retail space for our dispensing center under escrow; securing access to proven genetics, standard operating procedures, and distribution channels; and completing initial design of 3,000 square foot retail dispensing facility. Our team has extensive experience in identifying, securing, and building medically supervised retail locations, having completed numerous similar projects across the country. We are very excited about quickly and systematically establishing our quality brand in the Marin County medical cannabis community, poising ourselves for additional opportunities in the burgeoning legal recreational market.

Crown Wellness, LLC is the management company under which our medical cannabis dispensary will operate. Crown Wellness, LLC is owned and operated by the same ownership group and board of directors of BudGrab, Inc., Matt Morea, Farid Harrison, and John Fritzel. Additionally, the Crown Wellness, LLC team intends on identifying local County of Marin business professionals and service providers and integrating them into the Crown Wellness, LLC group in order to provide the patients and caregivers of Marin County a local, diverse, and expert operating company to ensure positive outcomes for the Marin community and State of California stakeholders.

Who is BudGrab?

BudGrab is the premier purveyor of boutique, efficacious medical cannabis and associated infused products in the Golden State. With our homestead located in Marin County, we know, embrace, and exude the cultural ties and community standards that

B. Project Narrative and Business Plan

make California truly unique. BudGrab is uncompromising in our focus on retailing and dispensing high-quality medical cannabis and associated infused products for patients of all types. Product consistency, customer service, and educational outreach are the core virtues that guide our expert team to deliver the patients of Marin County a deluxe, therapeutic alternative to traditional western medicine.

Ownership Group and Board of Directors

The BudGrab team consists of proven business owners and operators with background in cannabis entrepreneurialism, clinical healthcare practices, diverse sales channels, and educational standards compliance, as well as significant experience in the field of holistic wellness. We have collaborated with leaders and professionals who bring recognized experience, institutional knowledge, and best practices from medical cannabis programs in Colorado, Washington, Oregon, California, Nevada, New Mexico, Illinois, and Canada.

Matt Morea: Matt Morea is an expert in building high performing sales and distribution operations. He has an extensive sales and marketing background with a verifiable track record of success in building and growing sales and revenues for industry leading companies such as Leap Wireless, Nextel Communications, First American Corporation, and Quantcast.

Matt started his career in the wireless telecommunications business where he was one of the founding members of GoWireless, overseeing the company's retail expansion. Matt personally opened over 50 retail locations for GoWireless and had full P&L responsibility for the operations throughout California (San Diego and Los Angeles), as well as Arizona. Matt has successfully launched both direct and indirect distribution channels for GoWireless, Leap Wireless and Fortune 500 telecommunications innovator Nextel Communications.

Matt's tenacious spirit and constant drive paired with his ability to motivate, inspire and lead world class sales teams has allowed him to drive significant growth and success in multiple industries throughout his illustrious 19 year career. His ability to identify growth opportunities as well as develop, implement and execute proven sales and revenue generating systems and processes make him an expert in launching and growing profitable distribution channels. Matt's areas of expertise include sales leadership and culture development, strategic revenue growth, distribution channel establishment, and client relationship management.

Matt has a tremendous passion for ending cannabis prohibition and is an advocate for the legal cannabis industry. He is a believer in the powers of cannabis and its ability to positively impact people's lives. His vision is to provide safe, reliable access to the highest quality information and cannabis products available today. Matt resides in Alamo, California with his wife and two daughters.

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Farid Harrison: Farid Harrison was born and raised in Walnut Creek, CA and attended St. Mary's College, where he received a Bachelor Science in Business Administration & Economics. His competitive spirit, passion for helping others and drive for success enabled Farid to quickly build a reputation as a top producing technology sales executive for Iron Mountain, an early enterprise SaaS company.

Over the last decade Mr. Harrison has built a full service real estate business serving the East Bay, San Francisco and Marin County. His work includes both commercial and residential experience and Mr. Harrison has directly managed hundreds of transactions. Farid's attention to detail, expertise on the local commercial markets combined with his passion for structuring non traditional real estate and financing projects has allowed Mr. Harrison to be listed among the top 5% of real estate professionals nationwide.

Farid's passion for medicinal cannabis derived from seeing some of his family members and closest confidants experimentation with cannabis as an alternate form of medicine and the amazing results that he has witnessed. Mr. Harrison's vision is to provide safe, reliable and convenient cannabis to all qualified patients, while relying on community support and input.

Mr. Harrison enjoys giving back to the communities he serves and is proud to be involved with Young Faces of ALS, Habitat for Humanity, Richmond High School Athletics, and the St. Anthony's Soup Kitchen of San Francisco. In his spare time, Farid enjoys watching his beloved San Francisco Giants, 49ers, and Golden State Warriors, as well as spending time with his family.

John Fritzel: John is a visionary entrepreneur and innovative leader with more than 16 years of experience as a managing partner in multiple successful ventures across several industries, including medical and adult-use cannabis, real estate development and brokerage, and retail business. John is currently one of the largest holders of licenses in the legal cannabis industry. He owns 44 licenses in Colorado (32 in the city of Denver alone) and 2 cultivation licenses in Nevada. He has an ownership interest in 14 dispensaries operating under 3 brands that produced a combined total of \$40M in sales for 2015 under his control. John also has an ownership stake in 9 operational indoor cultivation facilities, an extraction/processing facility, and has 2 greenhouses and an outdoor cultivation facility currently under construction.

In 2009, John saw an emerging opportunity in the legal medical cannabis space and founded Lightshade Labs (formerly, Heartland Pharmaceuticals), a vertically integrated and licensed cultivation and retail medical cannabis business based in Denver, CO. Under his direction, Lightshade has grown into a well-established and highly reputable company. Building upon his experience and expertise, John co-founded MJardin, a cultivation management company that currently has 250 employees and clients in 10 states, in 2013 and Buddy Boy Brands, a vertically integrated cultivation and retail business, in 2014 to further capitalize on the rapidly growing legal cannabis industry.

B. Project Narrative and Business Plan

Prior to 2009, John was a partner in Paragon Real Estate and Development, Inc. (Denver, CO), which specialized in luxury residential real estate development, management and sales. During his five-year tenure with the firm, John was responsible for all land acquisitions, oversight of construction management, and sales (approx. \$50M in volume). Throughout his career in real estate, John closed more than \$150M in transactions and garnered widespread respect for his many successful projects. In addition, John's retail experience includes his previous ownership and management of three Subway franchises, including the top-grossing store in Denver for three consecutive years.

John is a graduate of the University of Iowa (B.A., Economics; 1997), where he earned a varsity letter as Division I basketball player.

Advisory Council

BudGrab has worked tirelessly to surround itself with experts who can help guide and advise the company in this rapidly changing and immensely complex industry. At its inception, the BudGrab team sat down to discuss the roles and expertise that would be most beneficial to fill the advisory council. Each of our advisors mentioned below believes explicitly in the mission and values of BudGrab, and has agreed to serve on the BudGrab advisory council.

Shift Cannabis Co.

Shift Cannabis Co. is a Colorado limited liability company with over six years of professional cannabis operational and compliance experience. Shift first began operating medical cannabis businesses with Green Dream Health Services in Boulder, Colorado in August of 2010. Green Dream consists of a medical dispensary, a recreational dispensary, three medical cultivation facilities, and a recreational cultivation center and greenhouse complex with extraction facility currently in construction. Each of these four facilities have been licensed multiple times by the State of Colorado and the City of Boulder with a track record of perfect scores in regulatory audits and renewal applications. Shift's expertise and success have allowed them to expand rapidly, now owning or operating facilities in Colorado, New Mexico, Illinois, and New Jersey while assisting applicants in Alaska, Hawaii, California, and New York.



What makes Shift unique? Shift specializes in clean cannabis and emphasizes long-term employee retention through promoting from within and providing significant employee training programs. Shift has consulted multiple dispensaries and cultivation centers on matters such as strain selection, CBD breeding techniques, employee training programs, cannabis-vending protocols, organic integrated pest management programs, and yield/efficiency systems. Finally, Shift has been working with local and state governments, and professional applicants, to create responsible regulation in New York, Florida, Texas, and California. The Principals of Shift are Travis Howard, Reed Porter, and Rob McEvoy.

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Travis Howard: Travis Howard splits his time between corporate management practices and the legal areas of the ever-evolving medical cannabis industry. In addition to his duties as CEO of Shift Cannabis Co., Travis currently sits on the board for other well-established medical cannabis companies to include California companies Auntie Dolores and Tradiv and Colorado businesses Sporitas and PotGuide. Travis' expertise in the medical cannabis industry is evidenced by his annual invitations to speak and moderate panels at the National Cannabis Business Conference in Las Vegas and the National Cannabis Industry Association Conferences in Denver and New York City. When Travis is not speaking on the national stage, he's making waves on the national page, having been interviewed for features in Worth Magazine, Dope Monthly, Cannabis Business Magazine, and numerous local Colorado publications.

Travis may be a CEO, attorney, and entrepreneur, but his most important position is as a loving husband and caring father to three children. Having worked in a family business early in his career, Travis understands and respects the subtleties of decision making which impacts those dear to him. The business of business runs deep in Travis' blood, but he still considers himself a naturalist and adventurer by heart, continually longing for the Rocky Mountains and always planning his next journey beyond the boardroom.

Reed Porter: Reed Porter's foray into the medical cannabis industry began in 2005 with his wife, who was suffering from Temporomandibular Joint Disorder. Being a fourth generation farmer from Ohio and having a background in production systems, Reed decided in order to provide care for his wife he would become one of the earliest medical cannabis cultivating Caregivers in Colorado. Since then, Reed has designed over 430,000 square feet of cultivation space in New York, New Hampshire, New Jersey, Washington, California, New Mexico, Illinois, Oregon, and Colorado and has cultivated medical cannabis utilizing LED, Induction, Metal Halide, Ceramic Metal Halide, High Pressure Sodium, and Double-Ended lighting fixtures. Under these lights, Reed has bred over 100 medical cannabis varieties, developed biological fertilizer regimens, implemented organic integrated pest management techniques, and garnered numerous awards for medicinal attributes and efficacy.

Rob McEvoy: Since becoming a partner in Shift Cannabis Co. in 2014, Rob has consulted on winning license applications in New Hampshire, Illinois, Colorado, and New Mexico, authored an advice column for the national publication Cannabis Business Magazine, and spoke at the 2015 Secure Cash and Transport Association's and National Cannabis Industry Association's national conferences as a cannabis industry expert. Additionally, Rob has engineered and implemented multi-level corporate and operational training programs for medical cannabis cultivation facilities and retail dispensaries in California, California, Alaska, and Colorado. Formerly a pharmacy clinician, healthcare administrator, and collegiate educator, Rob has an impressive track record of patient-focused successes and student achievement outcomes. In April 2012, Rob was appointed to an auditing specialist position and National Standards Review Committee post with the Accrediting Bureau of Health Education Schools; a Secretary of Education recognized commission tasked with implementing and upholding institutional compliance standards for university level academic programs across the country.

B. Project Narrative and Business Plan

Why Shift Cannabis Co. Chose BudGrab

Shift Cannabis Co. is not one single person, nor is it just a corporate entity. Shift is a family of individuals, cohesively working together to bring about one of the most important changes in today's society. Three active principals and countless support staff have found brother and sisterhood in our means of economic existence. We have collectively bonded around the principles of caring (for each other and our planet), of progress (we demand more of ourselves and our community every day), and of fun (life is meant to be lived with a smile whenever possible). Shift is a consulting company, so we earn our livings working with and for clients at our discretion. We decided long ago that as a company we would rather keep seeking than engage with a client who does not make our world better, who does not care for their team and community as we do our own, or who does not embody the spirit of fun we bring to the office or jobsite every day we wake up. So why did Shift choose BudGrab?

BudGrab has heart. The core ownership and executive team at BudGrab do not need to create a medical cannabis business to make money or to support themselves. These individuals all had other forms of income and financial stability. This was not a "get-rich-quick" plan hatched at a moment's notice. This plan was about heart, what each person felt on their own and a desire to build a new central life-giving organ for their community. These are the types of people that cannot quit if it's hard, that cannot give up if roadblocks are looming, the kinds of people patients can count on for what matters most to them – their health and wellbeing. We took notice. BudGrab has knowledge and experience. The executive team and its colleagues are successful in any manner of defining that word. These individuals have participated in organizations of all scales, and they have done so in manners that have given superior value to their stakeholders.

BudGrab has the support. Shift called and spoke with some of the references and names the BudGrab executive team gave us as their supporters. Shift flew to California and traveled in Colorado to meet the families and current members of their other teams, to walk the streets of the counties proposed as locations. What did Shift find? Support. Everywhere. We really did fall in love with their attitudes, their principles, and their generosity. Every single patient they serve will receive the same effort and attention. Shift is likely the very best at what it does, and frankly speaking, we have our choice for who we want to work with these days. It became obvious that BudGrab was not just people we are in harmony with, but BudGrab had what it takes to be successful, to win. That was important, but not nearly as important as the answer to this question: What does winning mean? With BudGrab, it means the neighborhood wins, the city wins, the state of California wins, and absolutely the most important, it means that each and every individual patient wins. And that is why Shift Cannabis Co. chose BudGrab.

BudGrab Inc. Senior Leadership

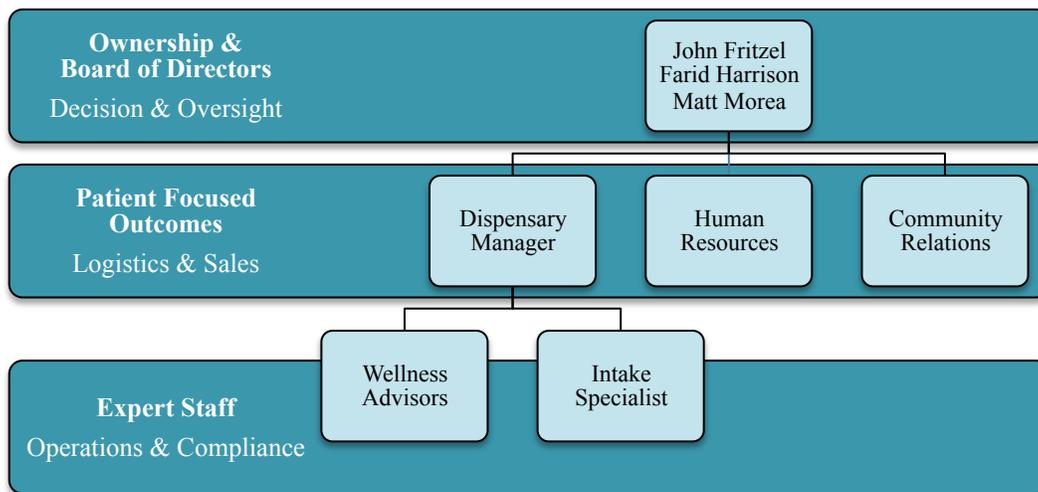
BudGrab's senior management team will be composed of the three owners/operators who will be committed to the medical cannabis dispensary's day-to-day operational oversight and administration. The owners are not only passionate about medical cannabis, but are

B. Project Narrative and Business Plan

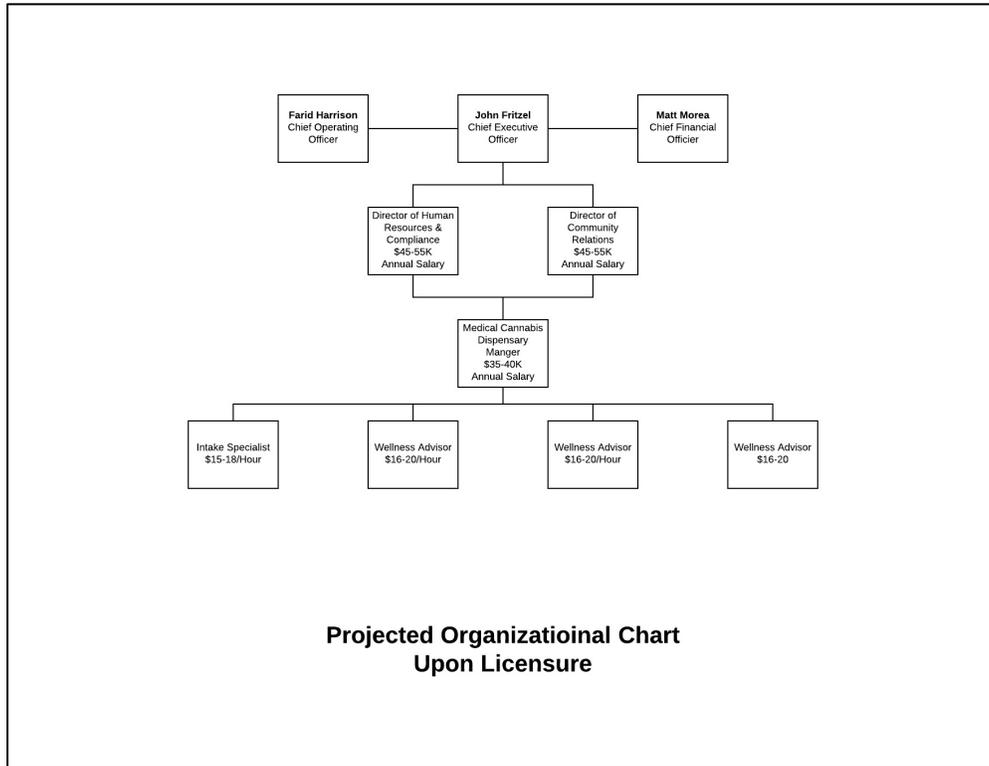
very driven and excited about the business and are well qualified to serve the best interests of the investors, the company, its employees, and ultimately its patients. The key leadership roles for BudGrab will be assigned accordingly:



To support the mission and goals of the senior management team, BudGrab intends on engaging in an intense search for additional key employees during this pre-application phase. We feel it was vital to identify and hire some of our most important, supportive day-to-day operational roles and in our search; the BudGrab team plans on interviewing dozens of qualified candidates. After a multi-step interview and vetting process, we intend on selecting incredibly competent and passionate individuals. These employees will come with a vast amount of experience in their field of specialty and interest. Our intention is that each employee will possess the drive, dedication, passion, and competence that the BudGrab team looks for. Most importantly, each of our hires will undoubtedly align with our BudGrab values. Below we have presented a consolidated organizational chart from the executive and departmental levels.



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Key Operations Vendors

Redwood Security

Redwood Security Systems, Inc., has been an established member of the State of California and County of Marin community for 35 years and is a member of the Marin Builders Exchange, the Better Business Bureau and Chamber of Commerce. Redwood Security is licensed by the State of California Agency of Consumer Affairs (Alarm Operators License Number ACO219) and is a registered State Contractor (License Number 426887).



Redwood Security Systems is further licensed to do business in the City and County of San Francisco, County of Marin, the cities and towns of Sausalito, Mill Valley, Belvedere, Tiburon, Corte Madera, Larkspur, San Anselmo, Ross, San Rafael, Fairfax, Novato, Woodside, State of Hawaii, Santa Rosa, Rohnert Park, and many other towns and cities in the Bay Area. Redwood Security Systems, Inc. is Underwriter's Laboratories (U.L.) listed as a full service central station and fire alarm installing company. Redwood Security Systems, Inc. is the only Certified Green security company in the San Francisco Bay Area and has taken extraordinary steps to promote environmentally responsible practices.

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FLIR Systems

FLIR Systems, Inc. designs, develops, manufactures, markets, and distributes technologies that enhance perception and awareness. We bring innovative sensing solutions into daily life through our thermal imaging systems, visible-light imaging systems, locator systems, measurement and diagnostic systems, and advanced threat detection systems. Our products improve the way people interact with the world around them, enhance public safety and well-being, increase energy efficiency, and enable healthy and entertained communities.



Pioneers in thermal imaging, we were founded in 1978, originally providing infrared imaging systems that were installed on vehicles for use in conducting energy audits. Today our advanced systems and components are used for a wide variety of thermal imaging, situational awareness, and security applications, including airborne and ground-based surveillance, condition monitoring, navigation, recreation, research and development, manufacturing process control, search and rescue, drug interdiction, transportation safety and efficiency, border and maritime patrol, environmental monitoring, and chemical, biological, radiological, nuclear, and explosives threat detection.

BALI Construction

Named one of the fastest growing private companies in the Bay Area, BALI Construction is a full-service construction firm that specializes in building beautifully distinguished spaces. The BALI Construction mission is to build a talented, nationally renowned team who creates more value and happier customers across all channels of commercial construction. We collaborate with property owners, entrepreneurs, designers and developers who value strong leadership, expert craftsmanship and attention to detail. BALI Construction provides general contracting, design, construction management, owner representation, building and home surveying, owner's manuals, and post construction operations.



BALI Construction has received the following awards and press coverage: San Francisco Business Times #15 Fastest Growing Private Company in the Bay Area (2015), San Francisco Business Times Recognition (July 2015 and December 2014), Houzz Article Feature (2014), and Community Focus Reader's Local Favorite (2013).

River Collective (RVR)

River Collective was founded to serve the medical cannabis community in California and our mission is to nourish the roots and carry the fruits, creating value through reliable service, supply chain integrity, and a quality guarantee. Members of our team come from within the cannabis industry – as master growers, artisans, brokers,



B. Project Narrative and Business Plan

vendors, activists, and patients – as well as professionals from the wine and spirits industry that lend their expertise in brand building and operational logistics. We believe in paying fair prices to farmers and we are able to do so by making distribution affordable through economies of scale.

We founded River Collective knowing that we could build a great business serving producers, retailers, and patients, but only if the laws were there to protect us. New laws coming into effect will allow us to move forward collectively as an industry as the Federal Government begins to recognize California as having “robust regulatory controls on paper and in practice, with strong and effective regulatory and enforcement systems.” We view our role in the regulated system as a partner in compliance and a champion for progress.

Launch Strategy

Medical Cannabis Nationally

The medical cannabis industry has experienced rapid growth over the last half decade, with twenty-three states plus Washington D.C. having now legalized medical cannabis use. Despite cannabis remaining a Schedule I drug at the federal level, industry reports estimate that over one million people in the United States currently use medical cannabis and that the industry could be worth almost three billion dollars. Additionally, items of note from The Market Outlook & Consumer Demand, Cannabis Business Factbook 2014 Edition (“Factbook”) are:

- The cannabis market was expected to reach \$2.2-2.6 billion in 2014, with medical cannabis representing \$1.6-1.9 billion.
- 70-80% of Americans support legalization, up from 16% in the late 1960s.
- There are 1.25-1.35 million patients, with a heavy majority in California, Colorado and Washington.
- Companies with the strongest brands, professional packaging, advanced equipment, consistent products, and a wide array of offerings are leading the market.
- 66% of patients feel it’s “very important” for companies to lab test their products (down from 71% in 2013); an additional 31% feel it is “moderately important.”

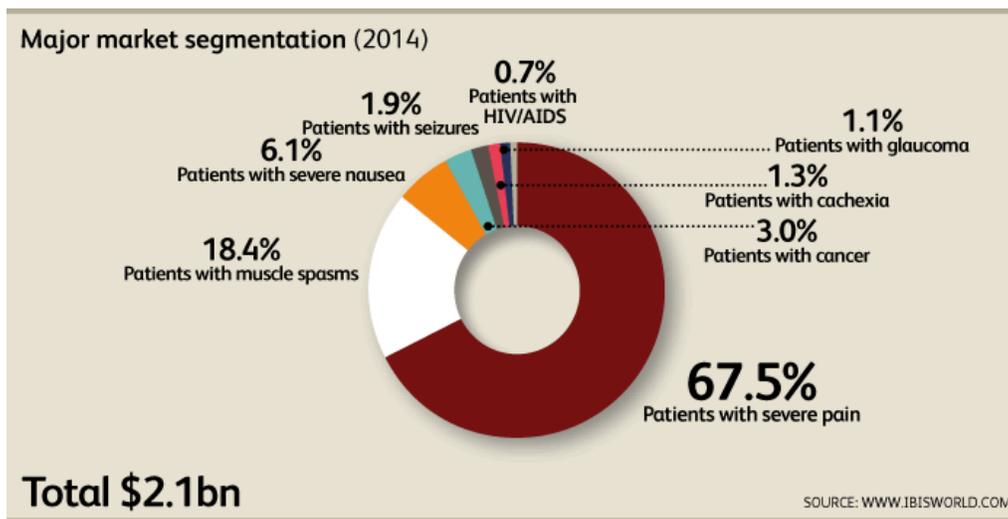
Furthermore, the Factbook listed the Top 10 Takeaways from 2014 as (**bold** were we maintain an advantage via core competency):

- **Consumers want diversified product offerings**
- **Consumer want excellent customer service**
- **Consumers want increased edibles inventory**
- **Price is important, but not the overriding factor**
- Consumers trust brands with an online presence

B. Project Narrative and Business Plan

- **Consumers want CBD products**
- **Consumers want products to be lab tested and labeled**
- **Consumers want local and upscale dispensaries**
- **Consumers want higher potency products**
- Consumers want organic options

IBIS World 2014 Industry Reports validate the size of the cannabis market opportunity in the United States, breaking down the demographic of patients in the medical market by their ailments treated with cannabis.



Government regulations and policies have a significant influence on demand for medical cannabis. A total of twenty-three states and the District of Columbia have some level of legalization of cannabis for medical uses. Eight of the twenty-three states passed related legislation in the past five years, which has stimulated strong demand for medical cannabis. The federal government regulates cannabis as a Schedule I controlled substance, though, and considers all cannabis cultivation and consumption to be illegal. Federal policy prevents the widespread use of medical cannabis in states without medical cannabis laws. In addition, federal policy still limits some consumer demand in states where medical cannabis is legal due to the fear of violating federal law.

Household income also determines a patient's ability to acquire medical cannabis products. The legalization of medical cannabis has created a market for high-quality cannabis, which can be expensive. In addition, medical cannabis is typically not covered under health insurance plans, which makes its demand more dependent on patient income levels.

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Population demographics, particularly age, also dictate demand trends for medical cannabis. Adults aged 50 and older are more likely to develop health conditions such as cancer, Alzheimer's, chronic pain, glaucoma and other diseases that can be treated with medical cannabis. Over the past five years, the percentage of older individuals in the population increased. The rising number of US adults aged 50 and older is expected to bolster demand for medical cannabis products. In the five years to 2020, IBIS World anticipates that this demographic will grow at an annualized rate of 1.6% to 116.1 million.

Launch Timetables

The BudGrab team is no stranger to large scale commercial launches of new businesses. Once funding is complete, we anticipate completing all permitting and design activities by July 2017. We expect to break ground in August 2017 and have conservatively estimated a completion date of November 2017, launching as early as November 2017.

BudGrab Development Timeline

	Q1 2017			Q2 2017			Q3 2017			Q4 2017			Q1 2018		
Month	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M
Business Development															
Funding															
Permit & Plan Design															
Facility Build Out															
Opening															

The Yes/No Approach

The BudGrab team has committed to use a firm yes/no approach – namely, we will identify key criteria in advance, which will be the minimum acceptable standards to launch and begin production. As an example, key criteria may include a combination of

B. Project Narrative and Business Plan

the number of plant varieties we have available, our extraction and processing capacity, a specific minimum curing time for the product, a specific volume of available medicine, being compliant with all state regulations, all systems tested with live dry-runs, establishing and utilizing distribution channels for targeted storefronts, and 100% of employees completing training. As we get closer to the BudGrab launch date, we will measure ourselves against each mandatory hurdle and if we do not meet the criteria as stated, we do not launch. “Close enough” would be insufficient and unacceptable to our team and in conflict with our brand stance, company integrity, and patient promise. We fully intend to execute efficiently and on time, but we also know that failures occur when businesses compromise against their stated brand promise and we want safeguards to ensure we deliver the quality we have committed to ourselves and, more importantly, to our patients.

Key Accomplishments

BudGrab made a decision at inception to go above and beyond in committing to this endeavor. To us, a medical cannabis business is not an abstract concept or idea. As such, BudGrab has put much energy into due diligence and early preparation work that makes us uniquely ready to move forward aggressively. Examples of key accomplishments to date are as follows:

- Conducted extensive industry research along with visits to numerous other markets such as Colorado, Illinois, New Hampshire, California, Massachusetts, Oregon, Washington, and California
- Identified, interviewed, and hired an extremely capable license and operations consulting firm, Shift Cannabis Co., based out of Boulder, Colorado
- Identified a full-time project manager to start July 2016
- Have identified our key financial partner for the land development scope of work to include building tenant improvements
- Built a robust financial model and business plan
- Identified and brought onto the team highly qualified experts to serve on the BudGrab Advisory Council
- Identified key executive management positions and operational individuals/roles to support the management team
- We have secured access to proven therapeutically efficacious products, standard operating procedures, and distribution channels
- Completed initial design of Marin County medical cannabis dispensary facility

Marketing Strategy

Communication Methods

BudGrab understands that the advertising and marketing of medical cannabis is a sensitive practice in new communities. We sincerely believe that medical cannabis

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dispensaries should not be advertising to children, or engaging in practices that would lead the public and our immediate neighbors to think that medical cannabis is a product to be used recreationally. Therefore, BudGrab will not engage in mass media (television or radio) marketing, nor will we pollute the Marin County landscape with obtrusive street corner or street side prop advertisements facilitated and implemented by a paid individual. BudGrab's marketing communications plan consists of three key objectives within our target market:

- Create brand awareness
- Educate the medical community on the quality and benefits of our products
- Encourage the sale and create lifelong customers

With these objectives in mind, BudGrab has identified the most appropriate communications channels to appeal to our target market. A primary channel our team highly values, as an integral aspect of our marketing and communication strategy is word-of-mouth brand ambassadors. By investing in satisfied patients sharing with their inner circles our superior, high quality medical cannabis products and dispensary service, we believe our patient retention will remain high and our new patient acquisition will increase. Our Senior Leadership team has competed and does compete in other markets with some of the largest names in medical cannabis and competing ad for ad with large companies is simply not feasible. Instead, BudGrab elects to pass along the cost savings of limited marketing to the patient, providing exemplary service for a lower price. In addition to word of mouth advertising, our other anticipated marketing channels specifically include:

- Impactful brand packaging/labeling
- Appealing storefront signage compliant with local regulations
- Email Communications – Targeted direct and mass email campaigns
- Outbound sales visits
- Online presence – Including a company website and SEO
- Advertising – May include newsletters, event sponsorships, strategic placement in online publications, location-based application advertisements
- Exposure at cannabis industry conferences and conventions
- Outreach to potential Opinion Leaders

While BudGrab will positively promote word of mouth marketing and establishing a brand ambassador network, we cannot and will not ignore the value of the internet and its connectivity capabilities. Social media, blog sites, and mobile applications, when used conscientiously, can be effective tools in communicating with individuals and entire groups, from organizing events or providing education. BudGrab pledges to have multiple avenues of contact for patients, caregivers, physicians, and regulators that may be otherwise indisposed, incapacitated, or impacted by any other condition preventing them from physically traveling to our medical cannabis dispensary. The internet can be a forum of inclusivity and security, research and education, as well as engagement and collaboration and our team intends on utilizing the appropriate and applicable channels to

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ensure synchronous and effective communication with all interested parties. Through education and awareness, BudGrab will communicate a stance of patient confidence, security, and safety.

Pricing Models

BudGrab intends on offering a superb, safe, and therapeutically effective medicine at a competitive price and we will price our product at a premium fair market value based on the quality and consistency that BudGrab is offering its customers. We are providing a superior high quality product to patients and want to make sure our price reflects the perceived value. BudGrab will strive to continually utilize cost-friendly retail techniques and a manufacturing-like efficiency process without ever compromising on the high standards we have for our medicine. Throughout the various phases of our product acquisition process, while perhaps not the lowest cost option, we will not cut corners so that we provide patients with the best medicinal product options available. Such production processes include always hand watering and hand trimming our plants, implementing longer drying and curing cycles, and sourcing premium, lab tested plant genetics. As a result, we do not expect our medical cannabis dispensary to be a low cost provider, but we expect BudGrab medical cannabis and associated products to be a great value.

Furthermore, BudGrab believes that access to medically necessary products should be widely available. A patient's economic position should not prevent them from receiving the care, therapy, and medicine they need. As such, BudGrab is committed to providing a tiered pricing model, allowing for subsidized and discounted medical cannabis for those in severe medical need and economic distress.

BudGrab Tiered Pricing Model

Discount Type	Discount Amount	Qualifications
Terminal Illness	100%	Documented terminal diagnosis from physician
Financial Hardship	20%	Approved application that proves household income is equal to or less than 200% of Federal Poverty Guidelines
Military Veteran	15%	Valid Military Identification
Senior Citizen	10%	Valid identification that displays age of 65 or older

BudGrab pledges to make it a priority to offer medical cannabis products that are affordable for all patients regardless of their financial standing. To achieve this goal, BudGrab will propose a sliding scale for patients who meet specific income thresholds and parameters, along with a provision for free medicinal products for patients with a documented, medical diagnosis of a terminal disease or condition from a certifying physician. The BudGrab sliding scale will rely on patients or caregivers providing

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documentation of their financial status in relation to the Federal Poverty Level. Our sliding scale is outlined as follows:

- Individuals who fall between 0 – 100% of the Federal Poverty Level: 20% Discount
- Individuals who fall between 101 – 200% of the Federal Poverty Level: 15% Discount
- Individuals who fall between 201 – 300% of the Federal Poverty Level: 10% Discount

BudGrab Financial Hardship Poverty Level Sliding Scale

Persons In Household	Poverty Guideline
1	\$11,880
2	\$16,020
3	\$20,160
4	\$24,300
5	\$28,440
6	\$32,580
7	\$36,730
8	\$40,890
8+	\$4,160 / Each Additional Person

Source: U.S. Agency of Health and Human Services, Published 1/25/2016

BudGrab has thoughtfully strategized and operationally planned for always abiding by state and local inventory regulations, balancing supply and demand with legal compliance. With this in mind, our team will be trained to manage and administer our dispensary operations to balance supply and demand with legal compliance.

BudGrab Proposed Product Pricing Model

Medical Cannabis Product Type	Unit of Measurement	Cost per Unit
Flower	Gram	\$10 – \$20
Concentrates (Shatter, Wax, Oil)	Gram	\$35 – \$80
Tinctures	Fluid Ounce	\$25 – \$50
Topical Solutions	Fluid Ounce	\$10 – \$30
Transdermal Patches	Each	\$35 – \$80
Concentrate Syringe Applicator	Each	\$35 – \$75

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California Competitive Landscape (Data Provided by CA Distributor RVR)

California Geographic Market	Medical Cannabis Product Type	Unit of Measurement	Price Points
San Francisco	Flower & Concentrates Topical Solutions	Gram Fluid Ounces	Flower: \$12 – \$20 Concentrates: \$44 – 100 Topicals: \$14 – \$88
Sacramento	Wax and Oil	Gram	\$50 – \$80
San Jose	Concentrates	Gram	\$50 – \$80
Los Angeles	Flower & Concentrates Topical Solutions	Gram Fluid Ounces	Flower: \$8 – \$25 Concentrates: \$30 – \$75 Topicals: \$16 – \$80
San Diego	Wax and Concentrates	Gram	Wax: \$50 – \$90 Concentrates: \$60 – \$120
Oakland	Flower & Concentrates	Gram	Flower: \$12 – \$17 Concentrates: \$15 – \$45

BudGrab Proposed Medical Cannabis Accessories

Product Type	Cost per Unit
Glass Pipe	\$10 – 100
Water Pipe	\$45 – 300
Handheld Vaporizer Pen	\$75 – 200
Desktop Herb Vaporizer	\$100 – 500
Desktop Concentrate Vaporizer	\$150 – 1000
Handheld Vaporizer Atomizer	\$5 – 30
Concentrate Applicator	\$10 – 30
Hemp Wick	\$2 – 12
Herb Grinder	\$5 – 50

Brand Positioning

BudGrab plans to occupy the top tier of high quality indoor cannabis brands for the California medical community. We want to position ourselves competitively as a high quality brand at the best value. BudGrab is not an impersonal, big box cannabis company. Rather, we strive to become the authoritative voice on medical cannabis product quality standards and proactive patient education in California. BudGrab will collaboratively engage patients, caregivers, physicians, community members, and regulatory officers in order to establish a productive dialogue focused on successful

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results for all stakeholders involved. Our team feels the best methodology for serving as an authoritative voice in California and the medical cannabis industry at large is by proudly displaying our key mission and cherished values for all to see. BudGrab's focus on the medicinal aspects of cannabis and a patient-first approach will convey our commitment to providing the most up to date scientific facts, figures, and research results available. To this end, BudGrab will never attempt to indoctrinate, proselytize, or promote stereotypical or glorifying cannabis propaganda. Our team firmly believes it is our job to provide all parties involved and touched by the California Medical Cannabis Program with the available facts and information regarding medical cannabis and its associated products, and allow each individual thereafter to form an opinion on the best available evidence.

BudGrab is Medical

Above all else, BudGrab is a patient-focused medical organization. BudGrab is committed to providing a wide variety of cannabis products, and specializing in high-CBD products. These high-CBD products, which will have very limited to no psychoactive components, reinforce our desire to remain a medical company first, helping sick patients relieve pain, nausea, tremors, and seizures without requiring the psychoactive side effects of most cannabis products. This methodology is further reinforced by our highly consultative approach to patient-medicine interaction.

Education is a key component of the BudGrab business – education of employees, patients, and the general public. Each BudGrab patient will be provided with a full array of educational materials – either through informational booklets, instructional videos, online resources, or one-on-one counseling with our cannabis and medical professionals. Options will also be available for individualized testing of patients to further determine an exact cannabis match based on genetic predispositions and metabolism rates. Each patient is a separate and specialized individual. Each patient will react differently to the same medicine. However, with an individualized approach to providing medicine, BudGrab can ensure that each patient is provided with the medicine that best responds to the patient's physical needs, subjective desires, and genetic profile.

BudGrab is Local

BudGrab is also a local business in both the ownership group and day-to-day operations management and execution. The primary leadership members of our group are California residents and have been participating and advancing the Golden State's culture, community, and economy for years. Additionally, the BudGrab brand stands for local operations, products, and perhaps above all, patients. A strong emphasis will be placed on cultivating California-based genetics and California experts from the legal, finance, and business sectors fill our advisory council positions. BudGrab will provide dozens of jobs for Marin County and Bay Area residents, in turn providing valuable training and skill development programs. BudGrab plans on promoting employees from within our organization, and as such the heavy training of local individuals will directly influence

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the future success of BudGrab by promoting strong employee retention and overall patient satisfaction.

BudGrab is Patient Focused

BudGrab is committed to placing the needs of the patient before the desires of the company. The safety of our patients, our medicine, our employees, and our community permeates each decision made by the BudGrab team. While other cannabis businesses around the country might outsource the employees of their cannabis dispensary to a vendor or subcontractor, our employees will be retained and promoted in-house. Our dispensary team's success will be measured not by the amounts or dollars of cannabis dispensed, but by the reliability, quality, and medical efficacy of the point of sale transaction. The BudGrab staff will be expertly trained, not only in our medicine, but also in the human characteristics that our patients may need most: empathy and compassion. Our staff will go above and beyond expectations, providing gold-star, concierge-level service rivaling that of the illustrious Californian hospitality industry.

BudGrab is Progressive

BudGrab will not sit idly by nor feel we have ever done all that we can for our patients and environment as the medical cannabis industry is rapidly growing and ever-evolving. Organizations that refuse or fight change with the advancements of the industry or the new desires of their patients inevitably fail and do not live up to the promises offered to the stakeholders involved. BudGrab is committed to innovation and forward thinking and this mindset is most prominently displayed in our insistence on incorporating a tangible and robust research and development program. To start, BudGrab will focus on practices and methodologies that can cut costs and increase the medical efficacy of the medical cannabis products we offer to our patients. We intend on investigating emerging technologies such as LED lighting and responsible, safe, and secure recycling programs. BudGrab also plans on striving for more sustainable energy alternatives by building relationships with reputable companies advancing greenhouse, lighting, solar, wind, and water technologies. We will take meticulous notes, documenting our processes in true scientific fashion, modeling our techniques from commercial testing and recordkeeping systems. Should a new technology not meet our quality expectations and standers, it will be discarded while other promising technologies will continue to be explored. Science and technology has only just begun to embrace the medical cannabis industry and BudGrab welcomes these changes and advancements, never rebuking a novel idea simply because it is not traditional.

BudGrab is Authentic

BudGrab is more than a brand name and our focus is more than medical cannabis as we strive to embody the meaning behind "the premium family brand in every sense. We are progressive, transparent, upstanding, and place importance on improving the human condition. BudGrab has compiled an exemplary team full of highly reputable attorneys, business owners, horticulturist, manufacturers, and customer service professionals. Each

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member of our team, no matter how large or small their daily role may be, has been thoroughly screened and vetted to verify that their unblemished criminal background, good moral character, and status within their community as honest and compassionate. Furthermore, BudGrab intends to launch a complete community leadership and social responsibility program, providing resources and outreach.

Patient Service Initiatives

As part of BudGrab’s patient focused commitment, our team intends on implementing a robust patient satisfaction and loyalty management model that utilizes best in class customer satisfaction measurement strategies. Our senior leadership team has worked comprehensively with subject matter experts and our advisory council members in developing surveys, data analysis models, and employee training information to ensure BudGrab’s maximum potential in initiating, maintaining, evaluating, and revising our patient service initiatives in order to stay and remain at the forefront of medical cannabis patient service in California.

Developing a Reliable Metric <ul style="list-style-type: none">• High quality measurement systems to understand the satisfaction categories our patients position themselves in
Understanding Loyalty Economics <ul style="list-style-type: none">• Understanding the true costs and economics of developing and implementing higher levels of satisfaction
Root Causes <ul style="list-style-type: none">• Collecting patient feedback and other sources for deeper insight into how to build more brand ambassadors and have fewer detractors
Closing the Loop <ul style="list-style-type: none">• Developing closed loop systems to immediately offer employees patient feedback
Learning Followed by Action <ul style="list-style-type: none">• Immediate patient feedback enables faster learning, however the key to our sustainable improvement is developing necessary process change to affect more structural organization process change
Operational Infrastructure <ul style="list-style-type: none">• Required to turn the patient information generated into normal standard operating procedures of BudGrab rather than serve as mere research
Leadership Communication <ul style="list-style-type: none">• Require organizational leaders who instill values and reinforce them through operational action

Community Leadership and Social Responsibility

Industry Leadership and Education

BudGrab intends to take an active leadership role in the crafting of an honest and transparent medical cannabis product portfolio. Our organization plans on becoming a member of the nation’s foremost medical cannabis interest and advancement group, the National Cannabis Industry Association (NCIA). Additionally, multiple members of the

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Shift Cannabis Co. team have been solicited and invited by NCIA to participate in national conference panel presentations and state-specific focus work groups. Such appearances at national events and state conferences will continue after our business launch and will further the BudGrab mission of shedding light on a historically underground industry and provide the physicians, caregivers, patients, and citizens of California with the facts and data they require to evaluate the merits of medical cannabis on their own. Our team will never take the stance of ethnocentric preaching, but will only seek to inform and educate as our team attempts to create the highest standard for the medical cannabis industry in California and across the nation. As the industry continues to grow, we plan on working with the local, state, and federal governments in order to provide continued education of the industry to officials and the public. We also will continue to provide education to the public through events and activities that are in line with the values and culture at BudGrab. As an industry leader, BudGrab must work progress the industry in which we operate, increase its acceptance, and deepen the exploration of its medical value. State laws governing the use of medical cannabis are changing rapidly and new scientific evidence supporting the use of medical cannabis is emerging on a regular basis. Keeping pace with the rapid changes in evidence-based cannabinoid therapeutics presents a challenge to a vast number of clinicians who realize the value of this potent new addition to their medicinal portfolio and want to knowledgeably offer it to their patients. We plan a set of educational modules, sponsored by BudGrab, targeting medical practitioners and caregivers devoted to compassionate care and the evidence based and skillful use of medical cannabis. It is intended to provide both core knowledge and sophisticated paradigms surrounding the use of cannabinoids. It will include a thorough review of all the clinical and laboratory studies addressing medical cannabis, presented in an unbiased fashion, providing rational therapeutic approaches to cannabis therapy.

Community Outreach

We believe that part of being a successful business and community member is helping out others less fortunate and supporting positive societal causes. There are three bottom lines in business: financial, social, and environmental. Based on this belief, we plan to give back to the communities in which we operate at both the local and national levels, committing a portion of our financial and human capital resources towards the following activities:

- Institute an employee-driven volunteer program where the employees will help decide where they can spend paid time off volunteering on a local level. We feel that volunteering should come from the heart and people will be more engaged in causes that they are passionate about, leading to better outcomes for everyone.
- Identify and support causes which help create healthier, happier, and more stable global and local communities.
- Participate in programs to assist the needy and the community around the holidays and embrace the spirit of the Giving Season.

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These are just a few of the activities that would allow us to give back to global and local communities. Empowering our employees to explore causes they are passionate about is important to us so that community involvement is maximized. Just like all aspects of our business, we will constantly be looking to improve the world around us.

Sustainable Practices

BudGrab is mindful of the environment of California, especially the Marin County community, its surrounding area, and associated natural resources. California is our home, and it deserves to be treated with kindness and respect. To this end, BudGrab strongly believes in giving back to the world we live in and in mitigating any potential threats to the environment. To accomplish these objectives, we plan to implement green practices in our methods of management and daily operations. For example, our administrative team will implement a recycle program, operate under a paperless office concept, and use as environmentally sensitive products when possible. With regards to our production and dispensing operations, BudGrab is committed to operating in environmentally friendly methods in an attempt to reduce our carbon footprint and the impact our business has to our community landscape. Our team pledges to consider all arenas of environmental protection to include contaminant movement and treatment in soil and groundwater, biotechnologies, chemistry practices and nanotechnologies, green and sustainable technologies such as wind, solar, and hydroelectric practices, solid waste and hazardous waste management, and overall water quality to include effluent wastewater.

BudGrab's Green Initiatives



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Dispensary Operation Plan

Organizing and operating a medical cannabis dispensary is no small task, as it requires thoughtful planning, preparation, precise execution, and compliant operation. BudGrab is steeped in corporate, operational, and administrative professional experience in the healthcare industry, land and development sector, legal and accounting arenas, and retail marketplace. Together, the BudGrab team have specifically managed and operated medical cannabis businesses in multiple states to include Colorado, New Mexico, and California. Dispensing medical cannabis, concentrates, and infused products can be challenging, and as with any large and complex undertaking, having a sincere passion and dedication for the mission at hand is the most integral attitude to our success. The BudGrab team is comprised of individuals with highly practiced professional backgrounds who are committed to providing safe, secure, and effective medical cannabis to the patients of California.

Patient First Approach

As BudGrab contemplated and developed our organization's mission and vision, we defined serving guiding principles around which we employ in our decision making process:

- Always express empathy for the patient and treat them with dignity
- Provide a diverse platform of products to meet all patient needs
- Offer a safe, clean, and effective healthcare experience
- Uphold our brand promise to help patients understand our uniqueness
- Make California and Marin County proud by being professional and compliant

From there, we shifted our attention to the most important stakeholders in this process, the patient, caregiver, certifying physicians, and California communities, specifically the County of Marin. BudGrab will take a very consultative approach with our stakeholders, assisting them in understanding the most important considerations for selecting and consuming medical cannabis, concentrates, and infused products. A logical extension of this relationship building, consultative approach, and our guiding principles would be to create a Community Charter, which reads:

- Stakeholders will receive autonomy and respect at all times
- Stakeholders can expect safe, comprehensively tested, high-quality medicinal products
- Stakeholder information will be treated with the utmost privacy
- Stakeholders can expect information on medical cannabis in general, varietal relevance, dosing and application, and routes of administration to include therapeutic efficacy and safety concerns
- Stakeholders will be given a private consultation area at their request

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- Stakeholders will be provided with access to alternative treatment therapies at their request
- Stakeholders will be provided with drug abuse and addiction education resources at their request
- Stakeholders can expect counsel on the best products available, even if offered by our competitor

Accessibility

BudGrab has already made significant progress toward the opening of our medical cannabis dispensary. Our senior leadership and advisory councils understand that convenient, safe access to medical cannabis dispensaries is an important consideration, especially when patients are suffering from potentially severe medical conditions and associated symptoms. As such and as a starting point, the BudGrab team did extensive market research to better understand where in California could provide acceptable patient access and medical cannabis assistance to individuals enrolled in the California Agency of Health's Medical Cannabis Identification Card Program. BudGrab has targeted the aforementioned locations with our identified medical cannabis dispensary location. Our proposed dispensary site, 256 Shoreline Highway Mill Valley, CA 94941, which is situated in the Marin County, is already secured with a purchase sale agreement to lease the property with an accepted intended use of dispensing medical cannabis, concentrates, and infused products. This proposed location is in a safe, low crime area and is sensitive to mobility challenged patients. Furthermore, our proposed medical cannabis dispensary location has high traffic volume with no accessibility issues regarding parking and is compliant with all applicable state and local laws.

BudGrab Staff

BudGrab truly believes that our staff; from Senior Leadership to operational employees, are the heart of our organization. If our team members are happy, patients are treated well, and if patients are delivered kindness and personal attention, then they are more likely to return to our medical cannabis dispensary. BudGrab employees will be compensated fairly, well-trained in medical cannabis knowledge, screened for good moral character, and display a positive sense of purpose working in the medical cannabis industry. When making hiring decisions, all potential candidates will be put through a rigorous interview process to ensure we build the strongest team possible. The professional traits BudGrab highly values are as follows:

- Personal exhibition and tendency toward patient compassion and dignity
- Healthcare background and support personnel licensure in fields such as pharmacy technology or medical assisting
- Eagerness to learn, with a spirited commitment to professional and educational growth and development
- Ability to pass all required security and safety background checks

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Our recruiting model will be driven by professional and behavioral interviewing techniques that rely on determining the most relevant skills and experiences for a particular role and associated job responsibilities, and asking the candidate for specific contact references to speak to their previous work history and performance. In our experience, the results deliver real world answers based on experiences versus simply crafted hypotheticals. This process also offers insight into actual results and the behavioral cues demonstrated throughout the various phases of our recruiting and personnel onboarding plan. BudGrab intends to promote an employee-centric organizational model, as we believe our high-quality staff is the key to the success of all stakeholders involved.

Dispensary Aesthetics

BudGrab's facility will be in accordance with the local area and architecture. Just like our brand, we take pride in our facility, and it is important that the aesthetics, cleanliness, and organization of both the interior and exterior of the facility reflect our standards of high quality. Our facility is an extension of our brand, and we want to portray to the local community and potential patients that BudGrab can be relied on of years to come. To achieve this goal, our medical cannabis dispensary will be designed towards an older, more mature demographic as dictated by the California Agency of Public Health's Medical Cannabis Identification Card Program qualifying requirements and approved disease and conditions list. While our product offerings will be medicinal in nature, rather than an impersonal, sterile clinical look and feel, our emphasis will be on medical grade products dispensed in a comfortable, warm, and inviting environment. Our patients will be suffering from terminal illnesses and/or the symptoms of debilitating diseases to include AIDS, anorexia, arthritis, cachexia, cancers, chronic pain, glaucoma, migraines, persistent muscle spasms, seizures, and severe nausea among other approved conditions under the Medical Cannabis Program. These patients will have an increased susceptibility to ancillary decreased health states of vision, mobility, hearing, and other associated physical and mental capacity deteriorations. To ensure BudGrab accommodates every patient to the fullest extent possible, the reception areas of our medical cannabis dispensary will have comfortable seating, warm lighting, and a friendly and knowledgeable staff. Additionally, our main dispensary facility area where patients will be served and counseled will be easy to navigate and designed to all Americans with Disability Act requirements, considering space and flow to accommodate wheelchairs, walkers, and other mobility assistance equipment and devices. The overall objective of the BudGrab medical cannabis dispensary is to share our medicinal principles and service, educate our patients, and most of all, deliver the finest medical cannabis, concentrates, and associated infused products in California.

The BudGrab medical cannabis dispensary will also share with our patients, community, and regulators the brand story of BudGrab, informing all involved of our artisanal approach to medical cannabis and why it matters, from our distributor's natural and environmentally friendly cultivation and processing procedures that incorporate safety and conscientious handling to our dispensing experience and community outreach initiatives. To accomplish these plans and goals, BudGrab has already engaged a graphic

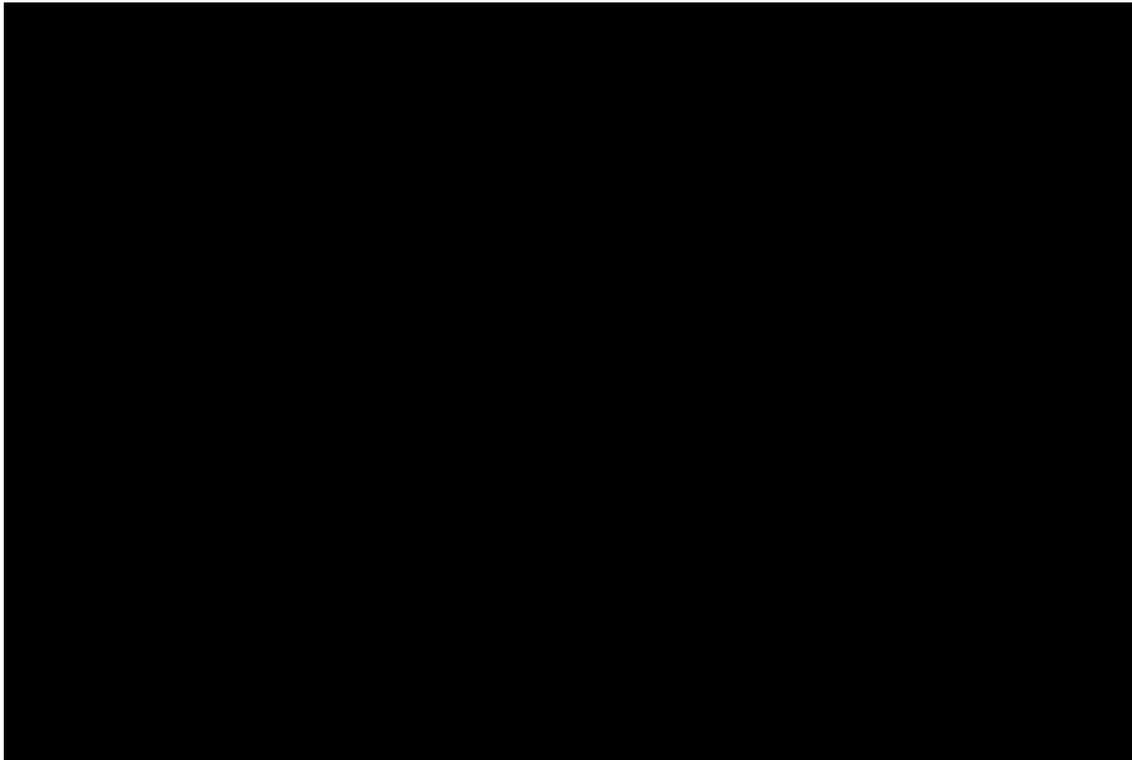
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design and brand development team to create conceptual drawings of the interior of our medical cannabis dispensary. What follows are draft drawings and images that will serve as illustrative inspiration for the ultimate design and build-out of our medical cannabis dispensary.

Dispensary Facility Overview

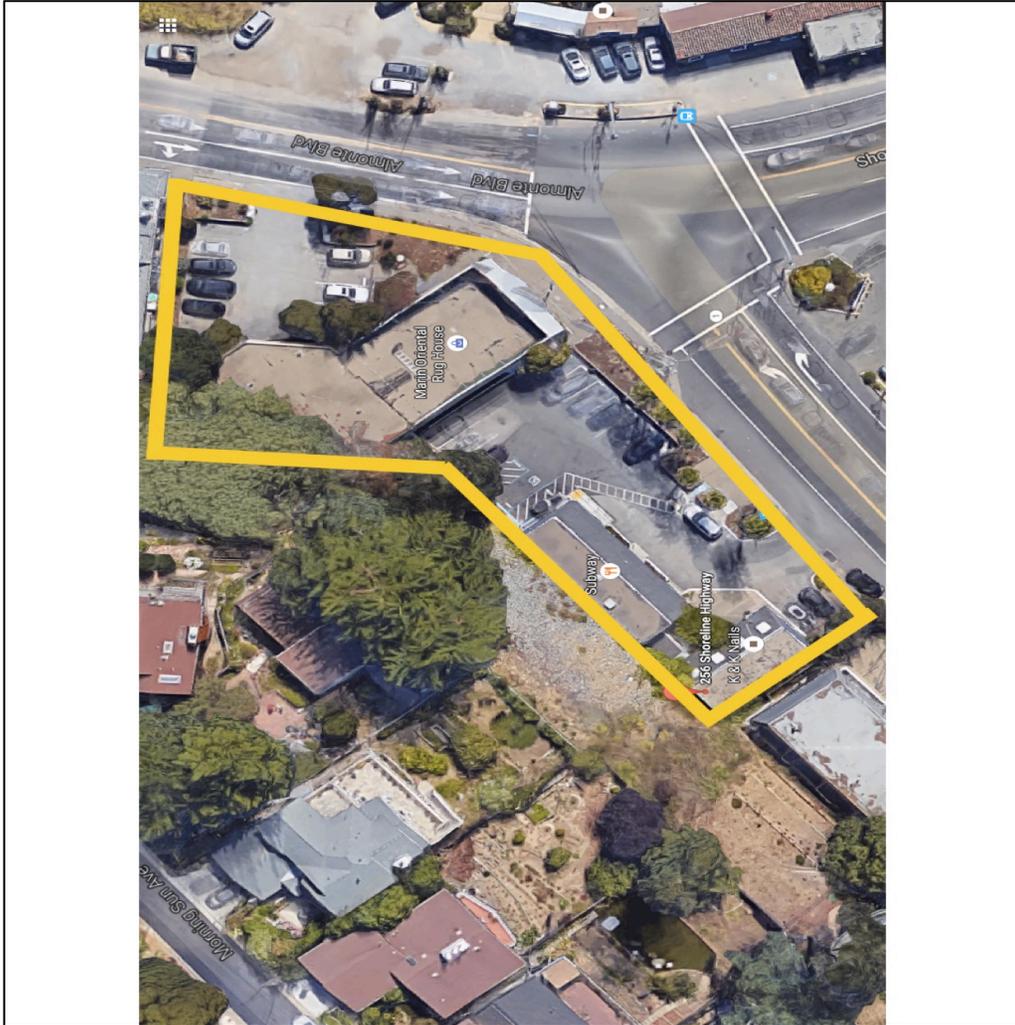
BudGrab has identified a compliant, qualifying location in Marin County to serve as our retail dispensary outlet. Specifically, BudGrab has a signed and executed commercial property purchase agreement for a retail building located at 256 Shoreline Highway located in Mill Valley, California (Marin County). We are incredibly pleased to have such possibility and opportunity in this area as it provides BudGrab with a retail location that has a proven track record of retail sales success. Marin County is easily accessible by bus or car, and our targeted buildings are already handicap accessible. BudGrab is confident it can provide an exceptional experience for each patient in this retail community. BudGrab has built a retail medical cannabis process for its patients that focuses on warmth and safety, education, and effective product consultation. BudGrab has considered the regulations specified in California's medical cannabis program rules, best practices in the industry generally, and its purpose and mission specifically; conscientiously matching patient needs with appropriate medical products. BudGrab has implemented this service and operational strategy by making very specific decisions. Knowing that medical cannabis is new to Marin County, and having the retail program experience of Shift Cannabis Co. in other states, we expect a certain level of trepidation and nervousness as patients first join the medical cannabis community.

BudGrab Medical Dispensary Floor Plan



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BudGrab Secured Medical Cannabis Dispensary
256 Shoreline Highway Mill Valley, California (County of Marin)



BudGrab has chosen to offer our patients an inviting lobby where they can see a safe and secure environment, utilize a public restroom, and gain education at their own pace and on their own time. A friendly receptionist, familiar with the rules and regulations of the California and County of Marin program, will buzz them in the front door and greet them at the reception desk. After reviewing their identifying information and enrolling them into our inventory and administrative management seed to sale BioTrackTHC system, (s)he will explain the values of BudGrab, ask them to take a seat with some brochure materials or invite them to browse the educational kiosks equipment with multi-media tablets. After we have made sure the patient feels welcome and comfortable, we ensure they know they are safe and have plenty of privacy. The receptionist has a monitor on their desk and is able to see when a patient has been served and has vacated the exit vestibule, so (s)he will kindly notify the next patient of their turn and ask them to move towards the dispensing room entry door where the patient will enter a “man-trap” style segregation vestibule. The receptionist will notify the wellness advisor on duty that a

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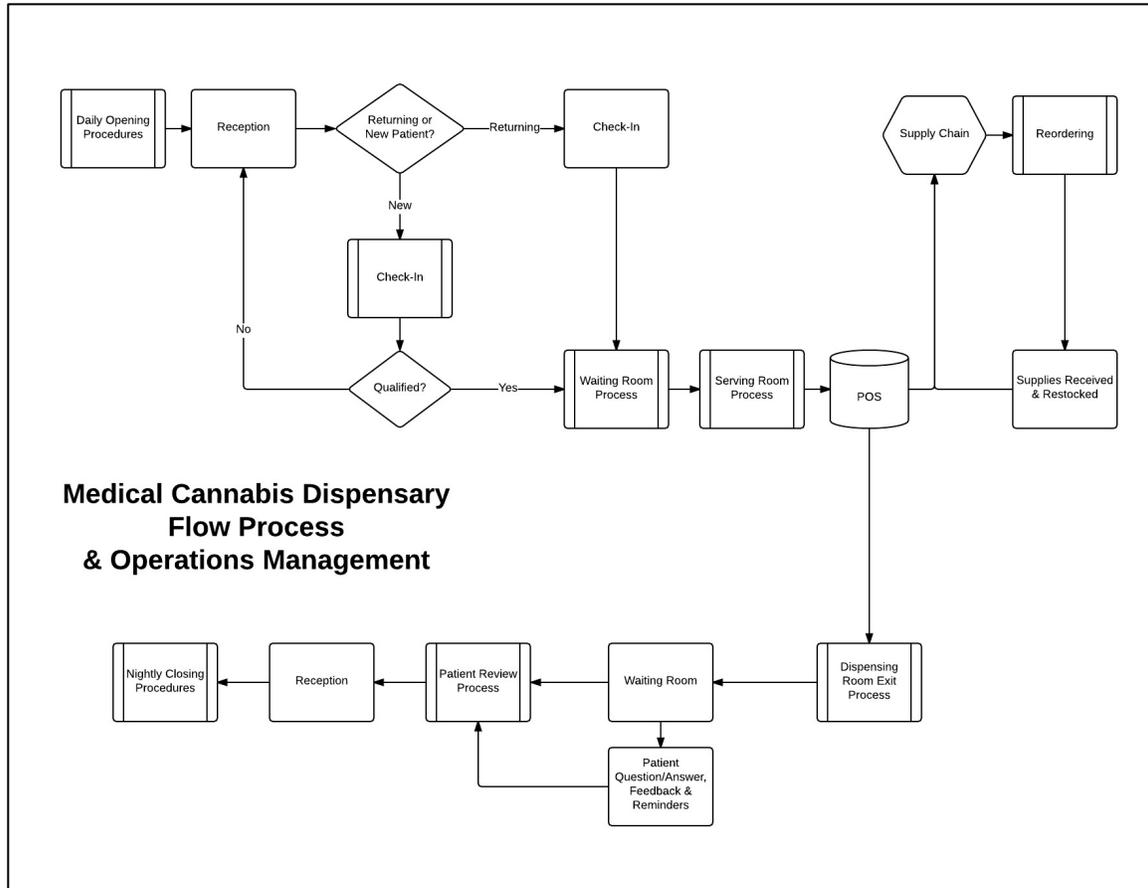
patient is ready and the wellness advisor will disarm the door for entry. This allows the new patient to feel secure, that they do not have to be worried about criminal entry or other interruptions while they are making important decisions in their medical life.

The BudGrab dispensing area has a rounded and very inviting serving counter with five distinct serving stations, including a lowered ADA compliant serving counter right upon the entry line of sight. Each patient will be able to receive one on one service at the dispensing counter, but more importantly, if any patient needs further privacy or an increased level of medical consultation they will be assigned a qualified BudGrab employee and they will have access to the private patient consultation room. An exiting patient will wait for their wellness advisor to buzz out the first exit door, waiting in the vestibule until the first door closes tight, thereby unlocking the exterior door for a final exit. Our patients will know that they have exercised their medical health rights in privacy, in safety, and with multiple staff members dedicated to making their experience educational and enjoyable.

BudGrab made just as many choices when considering their employees. We have ensured they have access to private break rooms and a locker for personal storage so they may make themselves at home; just how we hope they truly feel. When they arrive to work they enter from the rear with biometric security features in a well lit and on camera environment. They will find themselves in an entry vestibule where only one door may be opened at a time, making sure they are safe and not the source of an unwanted intrusion. Their work environment will be professional, clean, and efficient. Dispensary employees will have the comfort of a large counter top for serving needs, with an exit door behind the counter and out of reach of the patients. [REDACTED]

[REDACTED] The employees will have access to move throughout the building, without having to intrude on private consultations or serving activities, via the secure hallway connecting both end wings. Any time the stock of medicinal products is low, a wellness advisor or manager on duty can notify the packing staff and with assistance of the security advisor or senior manager may move more product from the vault to the packaging area and then to the dispensing room without ever having to cross paths with any patient or vendor. The manager on duty has a clear view of BudGrab employees as they enter and leave the dispensing and product packaging rooms, indicating when (s)he should be viewing the video cameras with more intensity. These decisions all culminate in a beautiful space, designed for medical-based retail, but with an eye to the potential trepidations of new or under-educated patients, a curious public community, our own employees, and the community at large. It is safe, it is warm, it is medical; it is educational.

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Medical Cannabis Varietal Offerings

Cannabis is not cannabis and cannabis is not cannabis as there are thousands upon thousands of varieties existing in today's commercial cannabis markets across the country. There is no one-size-fits-all approach to cannabis varietal selection, but there are production modalities that allow for a broad spectrum of cannabinoids and terpenes for the patient and their physician to utilize. The BudGrab staff will seek out and curate varieties high in THC, others with various CBD:THC ratios from 50:1 to 1:1, and multiple varieties with different terpene formulations and profiles (citrus, floral, coffee, earthy) allowing our patients to find and utilize the right medicine for them. Specifically, we intend on securing a wide range of varieties to include Katsu Bubba Kush, Gorilla Glue, Triangle OG, Purple Dream, Stardawg, Moonshine Haze, Sour Diesel, and Sweet Sweet. We will know what our medicine is made of because we will utilize independent laboratory testing. BudGrab will start our dispensary operations offering medical cannabis flower varieties, extracted concentrate products, and associated consumption accessories. Sourcing varieties grown from seed stock or clone cutting material, after being licensed our group intends to dispense well-known California plant genetics and other varieties that are therapeutically efficacious for qualifying patients. These offerings include equatorial sativas, high mountain indicas, graded hybrids, and CBD emphasized varieties. In addition, the terpene profiles of these varieties cover all major spectrum areas ensuring we are able to work with physicians and patients to create the perfect

B. Project Narrative and Business Plan

treatment regimen and modalities for each individual customer. Our team intends on sourcing various CBD dominant varieties as we intend our distribution channels having access to the popular Charlotte's Web plant seen on Sanjay Gupta's CNN specials, as well as many higher CBD content varieties. Some of these plants go as high as 50:1 THC:CBD, and as low as a 1:1 ratio. This product line is very important for children, elderly, and muscular/nerve afflictions, and we intend to have a CBD varietal oil (kief/hash) and flower available at all times. Possible and future CBD varieties include Good Medicine, Medicine Woman, Charlotte's Web, Charlotte's Cookies, Tora Bora, AC/DC, Harlequin, and Cannatonic.

		
<p><u>Moonshine Haze</u> Sativa Dominant Hybrid Treatment of Depression & Stress</p>	<p><u>Good Medicine</u> 1:1 CBD to THC Treatment of Muscle Spasms & Inflammation</p>	<p><u>Bubba Kush</u> Indica Dominant Hybrid Treatment of Pain & Insomnia</p>

Cash and Product Handling

Cash and product handling are both incredibly important to any business, especially in the cannabis industry. As such, BudGrab will ensure that all proper precautionary measures are taken to avoid theft, misplacement, or fraud of cash or products. When counting cash, employees will be trained like bank tellers to count twice and turn each bill facing the same direction. In addition, bills will be checked with counterfeit pens at the point of sale. When transporting, clearly marked bank bags with denominations should be used at all times. Should invoices need to be paid with cash, employees will be trained to get a signature from the individual who picks up the money and the manager who authorized the payment. The date and time will also be clearly visible and written on each invoice. When possible, cash drop safes will be used to avoid the opening of safes during business hours. When counting money at the start and the end of a shift, employees will be trained to do so in front of a camera. Upon close of business hours, employees should inventory all products and compare the results to the remaining balance shown in BioTrackTHC. Any discrepancies should be reported to a manager immediately.

B. Project Narrative and Business Plan

Financial Modeling

BudGrab has taken a conservative and data-driven approach to financial planning and modeling. Our group's revenue projections are founded in rigorous distribution models, patient volumes, the California cannabis market size, and the average monthly demand for medical cannabis products. Our costs of goods sold projections are driven largely by industry metrics and calculated pounds of cannabis produced. For instance, we know that on average in the industry, packaging costs roughly \$5.62 per pound produced, and if we project our demand based on our market and demand assumptions, we can reliably estimate our retail packaging costs per month on an ongoing basis. We understand that our financial models are just that, models. BudGrab by no means expect each one of our assumptions to be entirely correct. However, our overall approach to financial modeling is a conservative one and when unsure where a metric might lay, we have almost always guessed too high on costs, and too low on assumptions such as revenue per gram. As such, we feel as though our financial model is not only rooted in data and figures where possible, but is a conservative estimate where assumptions have been made.

Use of Initial Investment Funds

BudGrab intends to use internal group funds provided by the senior leadership team, primarily from CEO John Fritzel, to develop a high quality, patient focused medical cannabis dispensary. The BudGrab medical cannabis dispensary will consist of an approximate 4,800 square foot building footprint in Marin County, California. BudGrab intends to hire the necessary staff to develop the project and operate the facilities. The staff will perform such tasks for the company as land acquisition, licensing, plan development, site development, and operations. The cost for the project is expected to be \$1,500,000 to 2,000,000 million. The approach includes a highly qualified team to get the facility into operations after construction and licensing phases are completed.

Projected Consolidated Income Statement for Crown Wellness, LLC (Management Entity)

	Year 1	Year 2	Year 3	Year 4	Year 5
Income					
Management Fees	658,060	1,368,565	882,677	1,032,164	978,412
Development Training	225,500	468,400	360,000	390,000	360,000
Miscellaneous Channels	-	-	-	-	-
Consulting & Advisement	-	-	-	-	-
Total	883,560	1,836,965	1,242,677	1,422,164	1,338,412

B. Project Narrative and Business Plan

Projected Consolidated Income Statement for BudGrab Inc. (Non-Profit Entity)

	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue						
Flower Sales		2,474,305	5,145,805	4,148,584	4,851,169	4,598,536
Edible Sales		1,316,120	2,737,130	2,206,693	2,580,409	2,446,030
Concentrates		1,316,120	2,737,130	2,206,693	2,580,409	2,446,030
Incidentals		157,934	328,456	264,803	309,649	293,524
Total Revenue		5,264,479	10,948,521	8,826,774	10,321,637	9,784,119
COGS						
Flower		989,722	2,058,322	1,659,433	1,940,468	1,839,414
Edibles		526,448	1,094,852	882,677	1,032,164	978,412
Concentrates		394,836	821,139	662,008	774,123	733,809
Incidentals		78,967	164,228	132,402	154,825	146,762
Total COGS		1,989,973	4,138,541	3,336,521	3,901,579	3,698,397
Net Revenue		3,274,506	6,809,980	5,490,253	6,420,058	6,085,722
Total SG&A		3,236,468	6,247,847	4,911,514	5,856,759	5,509,753
Total Operating Expenses		450,000	564,000	580,920	598,348	616,298
Total Expenses		3,686,468	6,811,847	5,492,434	6,455,107	6,126,051
EBITDA		(411,962)	(1,867)	(2,180)	(35,049)	(40,329)
Net Income		(889,646)	(1,128)	(1,317)	(21,169)	(24,359)
Capital Expenses	2,000,000					
Total Cash Flow		(889,646)	(1,128)	(1,317)	(21,169)	(24,359)

*Please see Exhibit B – Project Narrative and Business Plan Addenda
for Detailed BudGrab and Crown Wellness Financials*

C. Operating Plan

Operating Plan – The applicant shall submit a plan of operations describing how the dispensary will operate consistent with the intent of State and County law and the provision of this chapter, including but not limited to:

1. Ensuring cannabis is not purchased or sold by the dispensary in a manner that would generate a profit,
2. Controls that will assure medical cannabis will only be dispensed to qualifying patients or caregivers,
3. Controls that will ensure limitations on number of patients are adhered to,
4. Controls that will ensure access to dispensary premises is adequately monitored and restricted to pre-approved qualified patients and caregivers; and
5. Method for ensuring that a qualified patient's physician is not recommending cannabis for other than medically appropriate reasons.

Operating Plan Measure 1 Response:

BudGrab fully knows operating a business on a non-for-profit basis requires adherence to certain organizational legal requirements as well as implementation of altruistic operational principals and strong internal controls.

From an organizational point of view, BudGrab was formed on June 10, 2016 as a non-profit, non-stock corporation in the State of California. As a result, BudGrab does not have stockholders and will not issue dividends to owners. Rather, BudGrab's bylaws provide that BudGrab shall have members who shall be its directors. The bylaws require that BudGrab allocate any excess revenues after expenses for both its future operations and charitable grants. BudGrab anticipates using some of its excess revenue after expenses for reinvestment into its operations so that it can provide educational activities, as well as fund free medical cannabis for terminally ill patients and intends to distribute the remainder to charities that focus on the wellbeing and healthcare of Marin County and California residents. Due to these organizational mechanisms, BudGrab's management and Board of Directors will not be driven by making returns for investors, but instead by operating a medical cannabis dispensary that benefits the people of Marin County.

From an operational perspective, BudGrab has coupled altruistic operational principals with strong internal control procedures. BudGrab's operating principals are to:

- Dispense affordable, safe, and efficacious medical cannabis to the patients of Marin County,
- Create jobs in the community in which we operate,
- Provide educational activities to residents of the County of Marin and the State of California,
- Fund free medical cannabis for terminally ill patients,
- Support local charities through financial donations; and
- Consume as little natural resources as possible while operating our business and serving the patients of Marin County.

C. Operating Plan

In order to achieve these operating principals, BudGrab has a team of experienced business professionals, both in and outside of the field of medical cannabis, who will operate the medical cannabis dispensary while adhering to BudGrab's internal controls. On a daily basis, the medical cannabis dispensary will be managed by BudGrab's Chief Executive Officer, with the support of senior leadership from key personnel in the areas of medicine, operations, security, finance, compliance, cultivation, and product testing. Together, these key management personnel will assume "ownership" of and set the tone of BudGrab's internal controls. Strong internal controls will enable BudGrab to ensure the effectiveness of its operations, reliability of its financial reporting (which will be produced and audited in accordance with Generally Accepting Accounting Principles (GAAP)), and compliance with all applicable laws and regulations. Senior leadership will be responsible for preparing the annual accounting statement and related materials that will be available for inspection by the Community Development Agency, its employees and employees, and the Marin County Medical Dispensary Program.

BudGrab's senior leadership will be accountable to the Board of Directors, which will provide both guidance to as well as oversight of, the management. BudGrab's bylaws establish a board of directors consisting of one to four initial members, and accounting for potential growth to seven total members. In addition, the bylaws provide, among other things, for the election, term and removal of directors, appointment for vacancies, and director meetings. The initial board has been set at four members and the initial members of the board have exceptional experience in the fields of real estate development, banking, insurance, security, construction, and business.

As an additional resource for the Board of Directors is the ongoing creation of non-director Advisory Council. While none of the members of the Advisory Council will be members of board or have any voting or other rights with respect to the governance of the corporation, they will be a reservoir of expertise available to the Board of Directors and senior management in the fields of state-regulated cannabis, law, business, government affairs, and medicine. While BudGrab intends to expand its board membership in the future to include members with backgrounds in these fields, until such time, BudGrab anticipates that the advisors will provide such expertise.

Due to its adherence to organizational legal requirements and implantation of altruistic operational principals and strong internal controls, which will be effectuated by its top notch team of business and cannabis professionals, BudGrab is confident that it can operate a first rate medical cannabis dispensary on a not-for-profit basis in the County of Marin, California.

Operating Plan Measure 2 Response:

BudGrab will ensure dispensary employees will dispense medical cannabis, concentrates, and associated infused products only to a qualifying patient or caregiver who has presented a government-issued identification card. It is every employee's responsibility to ensure all age limit and patient/caregiver requirements are upheld in the dispensary setting. Whether an existing patient/caregiver or a new patient/caregiver, all processes

C. Operating Plan

and procedures of identification verification must be performed. Security protocols will be in place to verify all forms of personal identification to include implementing black light technology, barcode scanners, and specialized markers, all intended to detect fraudulent driver licenses, stated identification cards, social security cards, birth certificates, and passports. Dispensary employees will not accept any form of identification that is physically adulterated in any way that impedes the employee from verifying the individual's identity to include the photo, physical attribute descriptions, and physical address location.

Additionally, employees will not accept identification that is expired/outdated, a form of identification that the employee has not seen presented before, an identification card whose barcode scan raise any legal flags, or is considered suspicious after exposing the identification to black light. Employees will be trained in the standard operating procedures regarding the institutional identification seizure log, in which the date, time, location, person, city/state code if applicable, and reason for seizure will be documented for organizational recordkeeping and Commission and/or local law enforcement investigational purposes. Any instance of any individual's identification credentials being questioned, refused, and/or confiscated will immediately be reported to company security personnel and senior leadership, and the Commission and/or local law enforcement. Dispensary employees will record confirmed identification credential checks in the Commission data network and BioTrackTHC software system.

Inventory Controls

BudGrab is committed to ensuring that (1) medical cannabis will only be dispensed to qualifying patients or caregivers, (2) Accurately track all inventory products, (3) Provide a safe and secure chain of custody of our product with clear safeguards and protections against diversion, (4) Comply with Marin County and California product sales limits, and (5) Have a clear organizational protocol for dealing with any breach of failure of our inventory tracking or security system, including suspending operations and notifying the Community Development Agency Medical Cannabis Dispensary Program. To accomplish these objectives, BudGrab will utilize the BioTrackTHC seed to sale software tracking system that will be capable of sharing information with any database system the Community Development Agency Medical Cannabis Dispensary Program utilizes. The BioTrackTHC software suite will establish a perpetual inventory control system that identifies and tracks inventory of medical cannabis, concentrate, and associated product from the time it is propagated and harvested to the time it is sold to a qualifying patient or caregiver. Our inventory control system will include secure data software, bar coding technology, electronic manifests, and documentation reporting and BudGrab employees and employees will execute and input all inventory data actions through BioTrackTHC. BioTrackTHC has a proven track record in the medical cannabis industry, is the seed to sale software of choice in 20 legalized medical cannabis states across the country, and has had implementation success on the international level in countries such as Canada, Jamaica, and South America. By utilizing the BioTrackTHC software suite, BudGrab will not only have the ability to track our inventory, but also monitor our product from seed propagation or micro propagation to sale or destruction. All BudGrab employees

C. Operating Plan

will use BioTrackTHC to automate operational tasks increasing efficiency, accuracy, and upholding legal compliance requirements.

BudGrab evaluated several potential medical cannabis inventory tracking software programs (including products offered by MJ Freeway, MMJ Menu, and WebJoint). We ultimately selected the BioTrackTHC system because it offers the best and most comprehensive features when it comes to tracking plants, streamlining workflow, creating custom data reports, and providing point of sale service to patients. The BioTrackTHC system is highly accurate and issues a unique, non-repeating sixteen-digit identification number for each and every plant and product package. Every identifier is then associated with a quantity that is capable of being measured in either a discrete unit of measure or a weight pre-assigned to the item's organizational classification, creating an unbroken audit trail. This type of capability allows an authorized user, including the Community Development Agency Medical Cannabis Dispensary Program should they choose, to select an identification number and backwards trace the plant and/or product's lineage. This system will allow for transparency reporting to any regulatory agency to know the location and status of each and every plant and product in our inventory at all times (physically in our medical cannabis dispensary, in transit from our distributor(s) to a testing laboratory or our medical cannabis dispensary, sold to a patient or caregiver, and disposed/destruction processes). Our BioTrackTHC system will have real time, 24/7 access to information regarding the total amount of cannabis in the possession of our BudGrab licensed premises either from the total amount of cannabis products including equivalent weights, the amount of waste produced by each plant at harvest, updated water weight loss during the post harvest dry and cure stage, and the transport of medical cannabis between our distributor and medical cannabis dispensary to include product/package identification numbers, the identity of the employee or employee transporting the medical cannabis, and the make, model, and license plate number of the vehicle being used for the transport. Additionally, BudGrab has established clear protocols for the chain of custody of all medical cannabis, concentrate, and associated products. We will employ a manifest system, supported by BioTrackTHC, to record the transport of any and all medical cannabis, concentrate, or associated product from any BudGrab or from an authorized, licensed vendor to a testing laboratory. We will follow all Agency regulations regarding medical cannabis transport and all products being transported will be documented in the BioTrackTHC software, placed in sealed, tamper-evident security containers, complete with duplicate manifests that are signed with one being placed in the product container before being sealed and the other remaining on the outside of the container, which will be verified and signed upon receipt. BudGrab is confident in BioTrackTHC software's ability to provide in-depth data reporting that details the chain of custody process, product transaction history, and purchase orders associated with each product's unique identification number, all of which are perpetually updated to reflect accurate stock levels as inventory is added and removed.

BudGrab's medical cannabis dispensary will be using the BioTrackTHC commercial seed to sale software suite. Our licensed premises will have high capacity internet connectivity and we plan on having multiple lines for redundancy reporting where available. BudGrab intends on utilizing BioTrackTHC preferred vendors for all

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organizational hardware needs (scales, scanners, terminals, and printers) to ensure maximum accuracy and compatibility with the Community Development Agency Medical Cannabis Dispensary Program's regulations and database operations. Furthermore, all identification tags printed for plants and packages will be tamper-evident, indelible, and weather resistant. Because of our confidence in the BioTrackTHC software suite features and capabilities, BudGrab will ensure that all medical cannabis, concentrate, and associated product sales limitations will be followed to the fullest extent. All BudGrab employees will be educated and trained in the legal limitations for quantities of medical cannabis or cannabis product that may be sold to our patients and caregivers. The BioTrackTHC system will automatically impose a synchronous, real-time stopper alert that will not allow a patient or caregiver to purchase more medical cannabis product than is permitted by law, and this stopper alert cannot be manually overridden.

BudGrab acknowledges that every software system, no matter how well designed is subject to possible failure or breach. In the event of a breach or failure of our BioTrackTHC seed to sale tracking system, BudGrab will, and all of our employees and employees will be instructed to, suspend all operations dependent on the tracking system until the software is fully restored and operational. We will contact the Community Development Agency Medical Cannabis Dispensary Program immediately upon the breach or failure of our BioTrackTHC system and once again when we resume our operations. Furthermore, in the event of a loss of internet access, the BioTrackTHC software suites have the ability (if permitted by the Agency) to operate in Offline Mode, remaining operable and processing transactions through an onsite server, similar to community pharmacy prescription filling practices. Once internet service is restored, all transactions and inventory revisions executed in Offline Mode will be updated and automatically synced within the now online system. As medical cannabis, concentrate, and associated product inventory undergoes changes throughout its lifecycle, the ability to find, locate, or recall a product at any given time is crucial in maintaining safety and security regarding proper inventory control.

Medical Cannabis Product Diversion

BudGrab will ensure that all employees and employees are trained on detection and prevention of diversion of medical cannabis, concentrate, and associated product. It will be the responsibility of any licensed premises employee or employee that witnesses or suspects criminal activity to report this information to security personnel and senior leadership. Personnel will be educated and trained on common pharmaceutical drug diversion techniques derived from healthcare models focused on employee, employee, and patient safety. Training will address instances of internal and external diversion practices, covering the medical cannabis product movement process from seed to sale, and rotating inventory practices to ensure unpredictability and break routine behavior. Employee and employee education concerning internal diversion threats will include employee theft or pilferage, operational phase opportunities during the ordering, inventorying, disposal and/or dispensing of medical cannabis, and the personnel styles of diversion of either individual actions or collaborative teamwork. Other mechanisms of

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product diversion that will be discussed during training include employees or employees removing medicinal doses from written certification parameters, or “short filling” the patient’s allowable portion, employees or employees placing medical cannabis into personal belongings like pockets, wallets/purses, socks, and shoes throughout their shift, and liquids being poured into soda cans or water bottles kept by employees or employees within the licensed premises. BudGrab training instructors will highlight these potential diversion avenues due to their difficulty in tracking because no retail transaction occurs. Additionally, traditional theft and robbery strategies will be acknowledged and addressed as they may be utilized to obtain larger quantities of medical cannabis.

BudGrab employees and employees will have intimate knowledge of the operations of the licensed premises and levels of security employed, providing a myriad of opportunities to breach safeguard systems. We will strive to work with local County of Marin law enforcement to continually revise our standard operating procedures and employee and employee training programs to incorporate diversion mitigation. BudGrab security personnel and staff alike will be educated on the spectrum of strategies to reduce internal product diversion as neither supply or demand of medical cannabis can be stopped because it is medically necessary to have access to product inventory for those with medical conditions requiring safe access to medicine. Due to this circumstance, BudGrab employees and employees will be trained by company security personnel, with the assistance with respect to best practices and methods from the Board of Directors and the Advisory Council, local police officers, and Community Development Agency Medical Cannabis Dispensary Program field inspectors to continually improve inventory controls to prevent any internal diversion.

Our employees and employees will be trained in participating in an organizational culture of accountability for the security and safety of medical cannabis, concentrate, and associated products and be made aware that the compliance Agency in conjunction with the security team will be conducting regular internal audits of all workflow processes and procedures. Internal audits will include Agency, federal, and state police standards regarding onsite use of cannabis prohibited, disposal of medical cannabis product(s), reporting of source, quantity, and sales, using safe rooms and vaults for storage, utilizing a working alarm system, and ensuring the overall established security plan is consistent with BudGrab organizational standard operating procedures. Audits will also entail standard compliance pertaining to records to be maintained, both physically and digitally, the disclosure of those records upon request by the Community Development Agency Medical Cannabis Dispensary Program and/or federal/state law enforcement agencies, and the consent to have all company records inspected. External diversion practices that employees and employees will cover in their in-service workshops will include the recognition of prohibited acts regarding medical cannabis, concentrates, and associated product such as patients or caregivers reselling their medical cannabis in the community, established personal relationships with known criminals, the consumption of cannabis on the licensed premises or public space, or the use of alcohol or any other controlled substance on the licensed premises. BudGrab will ensure that employees and employees, according to job description and function, will have limited authorized access within the licensed premises to include critical operational zones in which medical cannabis is

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handled, processed, and stored. Employees and employees will be taught that while limited access to medical cannabis is sacrificed for logistical convenience, the BudGrab's priorities are to securely produce, process, and dispense medical cannabis to qualifying patients and caregivers while protecting and ensuring public safety. All BudGrab medical cannabis packaging and physical logbooks will feature tamper-evident tape, child-resistant lids, and zip tie locks on containers when applicable and any facet of these security devices found adulterated will be reviewed on recorded security surveillance camera footage. Additionally, waste disposal processes will be visually audited both by an in-person inspector and/or recorded video footage. Staff will be trained to understand that trash receptacles and dumpsters are common staging areas for product diversion. BudGrab will ensure the same employee or employee tasked with documenting waste weights/amounts will not be responsible for physically processing the medical cannabis product to its ultimate disposal. In the event of a discrepancy between weight/amount of medical cannabis dispensed, stored, and/or accounted for, employees and employees will immediately perform an internal audit to determine the source of the discrepancy by viewing video surveillance footage, reviewing all operational logs, and creating a missing inventory report. If it is determined the discrepancy is due to theft or diversion, employees and employees will immediately notify senior leadership. BudGrab will cooperate with any Community Development Agency Medical Cannabis Dispensary Program and/or local law enforcement investigations or directives. BudGrab agrees that the detection and prevention of diversion of medical cannabis, concentrate, and associated product is recognized as a public health and safety concern and all of our employees and employees will be thoroughly trained in all aspects of quality control and product security.

Operating Plan Measure 3 Response:

BudGrab will ensure that in the service area of the dispensary a registered dispensary employee will escort a member of the public. All qualifying patients, caregivers, physicians, registered vendors, and visitors will be thoroughly documented and interviewed at the ingress intake point of the dispensary. Dispensary employees will be trained by the company's security team as to the safe and secure methods of escorting individuals to include proper position distance(s), potentially dangerous physical actions, outward signs of nervousness and agitation, and verbal tonal inflections among other behavioral patterns. Dispensary employees will also be educated in topics of professionalism and ethics, covering subjects such as interpersonal communication, decision-making processes, attitude and cultural considerations, and federal, state, and local laws to ensure company best practices and regulatory compliance procedures are being maintained.

Our operational practices will dictate that once a member of the public has entered the service area of the dispensary, a registered dispensary employee will guide the individual through all questions and purchases. The safety and security of patients, caregivers, staff, and visitors is of the utmost importance and once a dispensary employee engages and subsequently triages a member of the public within the dispensary, that employee will remain with the individual until they exit the dispensary. Dispensary employees will

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maintain visual contact with patients and caregivers in the serving room, physically during the dispensary experience to include the greeting, movement within the dispensary, sale conversation, transaction closeout, and ultimate egress from the building. Dispensary employees will also be trained on operational protocols to continually observe surveillance camera monitors covering both internal public and service zones.

Operating Plan Measure 4 Response:

We will ensure BudGrab's licensed medical cannabis dispensary premises will be designed, constructed, and engineered to prevent unauthorized entry. Uncompromised safety and security for employees, patients, and visitors will be significant keys to the long-term viability of the dispensary facility. We will ensure that the entry into the dispensary service area will be restricted to qualifying patients, caregivers, and authorized dispensary personnel and visitors. Dispensary employees and security personnel will be trained in the standard operating procedures regarding safe and secure access to the service area. All service and operational zones in the licensed premise will be governed by the access control system that monitors and regulates all security safeguards to include keypad codes, physical key fobs, and biometric identifiers when applicable. Additionally, dispensary visitors will be escorted upon intake to the licensed premises from public areas to operational and/or service zones. Patients and caregivers waiting to gain access to the service zone will be checked-in to the BioTrackTHC software system and tracked accordingly from initial intake to the public waiting area to ultimately the service zone where the dispensary employee will reconcile and complete the medical cannabis transaction. BudGrab employees and security personnel will visually track and account for individuals while they are onsite and any individual in violation of our licensed premise protocols will be removed from the dispensary.

The building's security landscape will include secure building entry points with internal vestibules and separate service/delivery areas with secure bay, full visual screening of the public and operational zones from the exterior of the building, and a secure storage room with a vault providing a GSA Class 5 rating. The interior will be segregated into public and operational zones containing the following secured areas: customer entry, reception space, waiting room, patient service area, consultation office, manager's office, storage and safe room with a secure entry and closet, and employee locker room/break area. The storage and safe room will be for all medical cannabis product(s) and company assets and will include a secure server enclosure and intrusion resistant enclosure walls. Additionally, the storage room will be reinforced and climate controlled ensuring all medical cannabis is in a secure, locked area that will prevent diversion, theft, and loss. Exterior perimeter walls, interior tenant separation walls, and dividing walls between public and operational zones will be enhanced with intrusion resistant paneling. The building's alarm system will feature pressure, motion, and sound sensors augmented with video surveillance recording cameras operating 24/7 with battery back up. Exterior and interior lighting will be adequate to ensure maximum camera recording quality and signage will be posted along the exterior perimeter warning: "No trespassing. This property is protected by video surveillance and trespassers will be prosecuted."

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BudGrab intends to utilize the SoftwareHouse C-Cure 9000 Security and Event Management System to maintain the security system that will cover all perimeter entry points, windows, and premise portals, monitored by Marin County security provider Red Wood Security Systems, Inc. The system will be integrated with the intrusion detection system with RF capability to facilitate wireless connectivity from any key fob, sensor, and/or the Intellex video management system to ensure an uncompromised security and safety landscape. The monitoring of the access control system is real-time notification to onsite and/or offsite security personnel and other individuals deemed necessary via text messaging and email. The intrusion detection system will incorporate door contact alarms, intrusion deterrent panels, motion detection, safe and vault alarms, panic alarms, and glass breaks to provide for perimeter and interior protection. Perimeter and interior access doors where medical cannabis product(s), medical records, and surveillance/financial assets are stored will be fitted with readers to control and record access. Access will require the presentation of a credential and perhaps a biometric identifier depending on location, and the system will record historical data as to usage. All perimeter doors into the BudGrab facility will be switched into both the access control system and the intrusion detection system; this strategy protects against errant propped door situations.

We will ensure the licensed dispensary premises will be divided into a public and operation zones, both physically and digitally. We will utilize and program the access control system feature C-Cure to differentiate between the public and operational zones in the facility. Entrance into operational areas will be predicated on a dispensary employee's access credential and time oriented parameters. The onsite security guard or facility manager will process official visitors, contractors, and other non-employees and entry into operational areas will require a dispensary employee or security escort. The licensed premises will have an intrusion detection system that will be zone controlled and partitioned based on public and operational areas. The main control panel will provide for segregated zoning and/or partitioning, which allows specific alarming of critical areas that may be unoccupied while other zones are occupied, assuring all areas are secured and protected, regardless of the presence of personnel. The C-Cure system incorporates the two-person rule security model, automatic arming after designed time, immediate reporting of fail to arm, and forced arming or attempt to bypass a zone of protection.

We will ensure that the public zone of the licensed premise will have a waiting room area open to the general public. Visitors will go through the security intake and triage processes before being admitted to the actual waiting area for further instruction. Individuals in the general public waiting area will be on video surveillance at all times and will be visually accounted for by dispensary employees and security personnel. The licensed premise will have a service area in which a qualifying patient or caregiver may consult with a registered dispensary employee and receive medical cannabis. The dispensary design will incorporate a patient focused area similar to that of a pharmacy in order to dispense medical cannabis counseling and product in a private environment. We will ensure the healthcare standards of the Omnibus Budget Reconciliation Act Of 1990 (OBRA 90) and the Health Insurance Portability and Accountability Act (HIPAA) practices are followed and implemented according to legal and professional expectations.

C. Operating Plan

Operating Plan Measure 5 Response:

BudGrab's employees will be trained and educated that before any distribution of medical cannabis, concentrate, or associated infused product(s), dispensary employees will query the organizational data network and verify that the qualifying patient or caregiver is currently registered with a medically appropriate reason for consuming cannabis. Additionally, dispensary employees will cross-reference the BioTrackTHC software system to search for the qualifying patient or caregiver and if applicable, their transaction history to include any and all supply limitations. Company standard operating procedures regarding patient or caregiver registration will be modeled from contemporary pharmacy practices related to confirming personal identity, qualifying medical condition and/or diagnosis, and private and/or governmental insurance information before filling a prescription. When necessary and/or applicable, BudGrab dispensary employees will also pull the patient or caregiver's physical file onsite to validate their registration status.

Any patient or caregiver that cannot be confirmed as qualified and registered will not have any medical cannabis or finished cannabis product(s) distributed to them until proper credentials and Commission registration is established, no matter the patient and caregiver's immediate or upcoming medicinal product needs. Patients and/or caregivers who present invalid credentials or qualifying condition proof at our licensed premise or call for delivery and are found to have invalid registration will be documented in the BudGrab data network, the BioTrackTHC software system, and in their physical onsite file if applicable. The compliance and security managers will work in tandem to ensure dispensary employee standard operating procedures are being executed accurately by conducting internal audits, reviewing video surveillance camera footage, and inspecting computer database activity. All audit reports will be reviewed either by Agency or company-wide to reinforce correct behavior or revise standard operating procedures to ensure employee education and policy adherence to all Marin County and State of California registration requirements and institutional protocols.

Additionally and before any distribution of medical cannabis, BudGrab dispensary employees will query the data network and verify that a certifying physician issued a valid, written certification for a qualifying condition to the qualifying patient. Physician certification alerts dispensary employees that the individual has met all predetermined qualifications required by the State of California and the County of Marin. We will ensure that all of our employees will uphold the rules, regulations, and laws regarding the distribution of medical cannabis, concentrate, and associated infused products by searching and verifying all certifying physicians in the data network as the first step in fulfilling any medical cannabis transaction. Once the background check on the physician has resulted in confirmation, dispensary employees will then certify that a physician has issued a legal certification to the patient. This process will entail the dispensary employee querying the BudGrab data network, the company BioTrackTHC software system, and the onsite physical patient file if applicable.

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Valid patient written certifications will be photocopied for onsite file storage and digital upload/scan to the BioTrackTHC software system. Dispensary employees will be educated on legislations pertinent to Marin County and California medical cannabis practices, how to identify the components of the written certification, the review process regarding certification authenticity and legality, how to accurately convert weights/amounts between measurement systems, and how to interpret common terms and abbreviations used by medical healthcare providers. No medical cannabis or finished cannabis product will be distributed, including delivery, to any patient who's registered physician does not meet state standards or who does not present a valid written certification to the dispensary employee at the licensed premise or delivery location.

BudGrab Site Plan outing parking, delivery, and loading areas and paths of travel
complying with the Americans with Disabilities Act

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1. Whether the dispensary will be locally owned where more than 50% of the ownership interest is by a resident living in the County of Marin,
2. Whether the dispensary will adhere to compensation policies that are consistent with the County's Living Wage Ordinance (Marin County Code Chapter 2.50) for staff and employees,
3. Whether the dispensary agrees not to interfere with employees' decisions to unionize, thereby being a "card check neutral" facility,
4. Whether the dispensary will implement a community relations program with staff who are assigned as points of contact to address neighborhood concerns, and if so, details of such a program,
5. Whether the dispensary will implement an educational awareness program that explains the benefits and potential abuses of cannabis, and to provide information and/or referrals to substance use disorder education, prevention, and treatment programs, and if so, details of such a program,
6. Whether the dispensary will seek and maintain certification as a Marin County Green Business,
7. Whether the dispensary will offer a reduced pricing plan for qualified low income patients and military veterans who are Marin County residents, and if so, the level of subsidy that will be provided to the qualified patients; and
8. Whether the dispensary will implement the following minimum labeling and warning requirements from the State's Medical Cannabis Regulation Safety Act: (a) labeling all medical cannabis product and placing them in a tamper-evident package, (b) including source and date of manufacture and cultivation prominently displayed and in a clear and legible font, (c) listing pharmacologically active ingredients including Tetrahydrocannabinol (THC), Cannabidiol (CBD), and other cannabinoid content, (d) using generic food names to describe edible medical cannabis products, (e) referencing to "medical use only and Schedule I Controlled Substance" on packages, (f) identifying the net weight of the medical cannabis for packages containing only dried flower, (g) adding warnings if nuts or other known allergens are used, (h) adding warnings about the medicine's intoxicating effects, and (i) ensuring that packages and labels use designs that are not attractive to children.

Public Benefits Plan Measure 1 Response:

BudGrab Inc. of California will not be locally owned where more than 50% of the ownership interest is by a resident living in the County of Marin. BudGrab understands and that the County of Marin would prefer an ownership group composed mostly of Marin residents, and to that point BudGrab acknowledges that our ownership group does not meet this preference. That said, the majority of BudGrab's senior leadership and primary day-to-day operators are residents of the greater San Francisco Bay Area. Additionally, BudGrab intends on hiring all of our medical cannabis dispensary employees from the very qualified applicant pool of Marin County residents, primarily focusing on recruiting allied healthcare professionals such as pharmacy technicians, medical assistants, and other ancillary healthcare industry professionals familiar with

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patient customer service, inventory management, billing and coding, interfacing with physicians, and other associated tasks required of healthcare professionals.

Knowing that our ownership group does not meet the preferred minimum of 50% interest by a resident living in the County of Marin, BudGrab has already taken the necessary steps to ingrain our business into the local Marin community, with the first step being relocating the BudGrab Inc. company office and non-profit entity to Mill Valley, California. Furthermore, aside from recruiting local Marin residents to staff our medical cannabis dispensary, we fully intend on hiring all general and subcontractors for facility build-out from Marin County to include construction workers, electricians and plumbers, and other local support businesses such as accountants, security providers, and legal professionals. Ultimately, it is the goal of BudGrab to employ people locally, which involves making two general decisions: 1) hiring humans before purchasing automated machines and 2) employing community members whenever possible in all operational capacities.

Public Benefits Plan Measure 2 Response:

BudGrab pledges that our medical cannabis dispensary will adhere to compensation policies that are consistent with the County's Living Wage Ordinance for all company staff and employees. BudGrab's senior leadership has extensively studied and is very familiar with Marin County Code Chapter 2.50 addressing an employer's responsibility to pay its employees a living wage as outlined by the ordinance. It is BudGrab's intention to meet and exceed the compliance aspects of this ordinance, establishing minimum starting pay rates for hourly employees at \$13.50 per hour. Furthermore, it is BudGrab's intention to provide health benefits to its organizational employees and will work hard post licensure in identifying and engaging insurance companies willing to provide benefits to medical cannabis dispensary employees. Lastly, BudGrab's senior leadership is aware of California's minimum wage measure, the fixed increase of \$1.00 annually over the next five years, and plans on scaling employee pay rates appropriately to ensure compliance in paying hourly employees a minimum rate of \$15.00 per hour by January 1, 2021.

Public Benefits Plan Measure 3 Response:

The BudGrab ownership group and senior management team of our medical cannabis dispensary agrees unequivocally to not interfere with employee's decisions to unionize, thereby establishing BudGrab as a "card check neutral" facility and company.

Public Benefits Plan Measure 4 Response:

BudGrab has established a plan to educate patients, caregivers, and physicians as well as minimize any negative impact on the surrounding community and businesses. We plan to support established resource service centers already operating in our Marin County community and we will maintain an ongoing relationship with local police, fire, and health departments, as well as hospitals, advocacy organizations, charities, and local

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businesses and residents. We will engage in classes and seminars taught by Marin County organizations and will actively engage in education programs that focus on drug abuse awareness and how to keep illicit substances, including medical cannabis, away from children and unqualified individuals. Cooperative instructional programs among neighborhood agencies and BudGrab will help bridge the divide between ideologies of medical cannabis providers, the community residents, and patients, caregivers, and physicians. We will pursue active participation among our employees and community members, patients, caregivers, physicians, community leaders and the general public to attend open discussions on medical cannabis policy and abuse awareness. BudGrab will also establish an active relationship with Marin County charities and coordinate volunteer projects, donation resources, community engagement programs, and other outlets that promote safe access, product protection and household safety. We will actively engage in city council meetings, county board assemblies, and other local governmental events, not necessarily as representatives of BudGrab, but rather members of our community. Medical cannabis is at the forefront of civil discourse but it is not the only issue that is important to us. We will, amidst educating ourselves as local residents and business owners, perpetually inform and include our employees and community members, members of local ordinances, and the community's political culture. BudGrab intends to participate in voter registration programs to empower local democratic assembly and actively caucus, when appropriate, on behalf of our community's values regarding patient rights and best practices policy. To further promote charity, our community's wellbeing, and open educational discourse between BudGrab and our neighbors, we will participate in, or establish for ourselves, winter clothing drives, toy drives, and support services for food-insecure families. Many state, county and city organizations reach out to local businesses for support during the holidays and we are happy to engage in programs that promote the peace and wellbeing of those in immediate need.

We anticipate the opportunity to reach out to local healthcare organizations and establishments as well. As a medical provider, BudGrab has a responsibility to be depended on as an institution of health. We will accommodate each patient to the best of our ability, but there may be circumstances where qualifying patients or caregivers may need emergency care provided to them. Thus, each employee and community member will be trained in CPR and other emergency care procedures that may prolong a person's life before paramedics are available to arrive. Each employee and community member will be thoroughly trained and educated on how to communicate with 9-1-1 dispatch responders and know pinpoint addresses and facility zones to direct emergency personnel. In the event of an emergency, BudGrab employees and community members will document any actions taken and provide all information to certified parties of interest including healthcare providers, litigators and law enforcement. We will make a public list on display at the licensed premises including local hospitals, urgent care centers, addiction recovery centers, and other health service providers. The contacts on the list will be reached out to personally by a company representative and communicate our desire to learn more about acute intoxication of cannabis and the services each health center may provide in regards to the medicinal benefits and dangers of medical cannabis. In establishing these relationships we seek to converse regularly with community health officials, doctors, and other medical professionals.

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BudGrab will build its entire team on the foundation of patient-focused modalities that mitigate stresses on our community. We will seek active neighborly relations within our immediate vicinity. Our employees and community members will know the names of the business owners nearby and actively converse with them casually. BudGrab virtues are founded in camaraderie and kindness and thus when we promote that attitude in our own actions, we believe that respect is visited back upon us.

To further promote our community and patient outreach, we will actively campaign against the distribution of medical cannabis to unqualified patients and against the distribution of illegal drugs and alcohol to youth. To enhance BudGrab's presence in this campaign we will participate in local D.A.R.E. and youth-use-prevention programs. As representatives of the medical cannabis community, we are honored to promote youth education and awareness campaigns for terminal illnesses and chronic diseases. To promote company transparency, senior leadership will hold community outreach sessions that address current concerns about medical cannabis and recent advancements in medical cannabis therapy. As education is paramount to BudGrab's foundation, we will conduct workshops and community forums to promote awareness of our presence in the Marin County area. Workshop material may include signs of abuse, how to keep medical cannabis away from youth, how to effectively communicate with law enforcement and healthcare professionals about medical cannabis, relevant news in the community, and other engaging topics at the forefront of discussion. Along with our commitment to our community's social structure, we will also strive to maintain and enhance California's natural environment. We will use carbon filtration to prevent internal smells from becoming external nuisances. To enhance the County of Marin and California's natural environment, we will devote educational hours to ensuring employees and community members recycle appropriate materials and dispose of materials according to manufacturer recommendations. Comingled recycle bins will be placed throughout our facilities, compost specific bins will be accessible, and hard-to-recycle items such as batteries and electronics will be disposed of in coordination with local municipalities. We will source our disposable materials conscientiously and prioritize biodegradable products. BudGrab intends to divert as much waste as possible away from landfills and out of our streams and rivers. We will promote clean-energy standards and initiatives and actively support the perpetual paradigm shift towards decreasing our worldwide carbon footprint. Our medical cannabis, concentrate, and associated products waste program will maintain the integrity of the environment and be relied upon that no diversion will occur or any medical cannabis results in the wrong person's hands.

The BudGrab business model is founded on providing quality care and quality products. Founded on a responsibility to fairness and equity among all community members, we embrace medical cannabis to influence our neighborhood for the better. Medical cannabis, then, is a catalyst to positive community involvement and employing a local workforce of neighbors and friends. Local residents will employ the jobs we create, including employees and community members, security officers, local electricians, contractors, heating and cooling technicians, and a number of other auxiliary industries. BudGrab finds the better we support the cultural infrastructure and environment of our

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neighbors, the more productive and effective we are as a business. Our approach is based in kindness and compliance, and therefore our business plan is founded in maintaining a healthy community and minimizing any negative impact our presence as a medical cannabis provider in the community may have.

BudGrab will implement a community outreach program that will be provided for all medical cannabis dispensary employees and community members, qualifying patients and caregivers and certifying physicians, as well as community interest groups and regulatory agencies. Our program will address the most recent data regarding medical cannabis industry Frequently Asked Questions (FAQs), possession and purchasing limitations, federal and state rules and regulations, medical cannabis ingestion options and associated durable medical paraphernalia, safe smoking techniques, and potential therapeutic and adverse effects of medical cannabis, concentrates, and associated products. Physician, caregiver, patient, and personnel education is of community and statewide concern and a robust, in-depth outreach educational program is of great importance. BudGrab will ensure as a licensee of the regulated County of Marin, California medical cannabis industry that we employ proper educational programs to all company departments and community organizations, as therapeutic and adverse effects are a public health and safety concern. Information will be delivered by implementing diverse teaching techniques to include case study analysis, problem-based scenarios, practical computer simulations, web-based and distance technologies, and/or field and community experiences. The core topics of the educational program will cover medical cannabis varietal classification based on mechanism of action, side effect and adverse reaction signs and symptoms, endocannabinoid and central nervous system consumption implications to include neuronal depression, drowsiness, and potential interactions with alcohol, dietary supplement use to include vitamins and minerals, and other related topics relevant to BudGrab employees and community members, patient and caregiver education, and medication safety. The educational information will be created and delivered by our team utilizing the vast experience of our Board of Directors and medical professionals in our network. which include distinguished physicians with specialized experience in clinical medicine and research.

Through our academic experience, clinical background, and community involvement, the BudGrab outreach program will provide our staff, community, and regulators invaluable scientific perspective and practical application. Material resources for the program will be revised and updated annually, and will promote study, research, and aid all stakeholders involved in medical cannabis, concentrate, and associated product knowledge and subsequent delivery. We will ensure that all employees and community members who participate in outreach education training will have their attendance and demonstration of attainment of the required program competencies in order to successfully complete the training session recorded and stored in the employee or community member's file. BudGrab employees and community members who fail to meet the minimum criteria for outreach involvement competency will be made to repeat the training session until a satisfactory demonstration of knowledge is achieved.

Medical Cannabis Therapy:

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Furthermore, BudGrab intends on providing organizational staff, physicians, patients, and caregivers, and community organizations recent data regarding medical cannabis dosages forms and their associated pharmacodynamic impact. The areas of focus in this facet of our outreach program will be the identification of medical cannabis, concentrate, and associated products and their affiliated names, both formally and informally, product sources and historical background, common medication administration errors and their causes, the principles of proper medical cannabis consumption, diverse dosage forms to include cannabis flower, concentrates, oils, transdermal patches, sublingual tinctures, topical creams/ointments, beverages, and other solids, semi-solids, capsules, and vaporization. The pharmacodynamic aspects of the BudGrab outreach program will address dosage form determination factors such as action of medication on the body, physical and emotional state of the patient, and characteristics of the cannabis, concentrate, or associated product. Topics covering route of administration modalities in relation to patient pharmacodynamics will include all forms of oral consumption, sublingual placement, topical applications, transdermal patches, and inhalation techniques. Considering the California patient demographics in relation to the approved patient registry conditions of cancer, HIV, AIDS, decompensated cirrhosis, ALS, agitation of Alzheimer's disease, intractable epilepsy, or PTSD where allowable, BudGrab will pay detailed attention to the aging patient population specifically as they take more prescribed medication than any other group, because aging affects product choice, dose, and frequency of ingestion, and due to pathophysiologic and other tertiary age changes that may have an impact on central nervous system functioning including coordination, reaction time, short-term memory, and general homeostasis of the body. Our employees and community members will receive educational instruction addressing principles of medication therapy in the aging population regarding medication metabolism impairment, fat-soluble medications such as medical cannabis potentially having an extended half-life, and potential idiosyncratic or altered responses to medical cannabis, concentrates, or associated products. Reference resources concerning pharmacokinetic interactions, applicable first-pass metabolism of ingested products, and medication elimination from the body will be kept onsite for patients and caregivers for immediate access.

The medical professionals in our network consists of practicing specialists will who assist the management of BudGrab by being a vast resource of experience so that we can fulfill our stated educational objectives and serve the community outreach program. The program's articles of education will embody verbal, logical, visual, aural, and physical learning styles in order to ensure efficient knowledge acquisition and maximum information retention. Another area of the BudGrab outreach program will consist of education and discourse regarding the potential drug interactions and consumer safety issues with medical cannabis, concentrate, and associated product use.

Patients and caregivers will receive information in the areas of concurrent poly-pharmacy practices, medication therapy management, and non-prescription drug use. The multiple-prescribers topic will focus on patients who see numerous physicians and the potential for adverse drug outcomes. This educational outreach component will also address patient noncompliance regarding physician and/or caregiver instruction and identifying lapses in

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the deliverance and subsequent understanding of patient education. The medication therapy management information will entail patient variables that may potentially affect drug interactions including age, diseases, diet, and alcohol consumption. The non-prescription drug use portion of our outreach education will discuss common over-the-counter medication products and vitamin and mineral supplements. BudGrab employees and community members will be educated on the proactive course of action to take in order to reduce drug interactions and increase patient compliance. Prevention of undesirable side effects and a potentially severe adverse reaction is paramount to patient safety.

Diverse Resource Platforms:

Outreach services will be provided and engaged in a variety of settings, from formal classroom style instruction to group collaboration breakout sessions. Participants will be given adequate time, resources, and opportunities for professional development and presenters will incorporate a variety of contemporary teaching approaches or strategies to accomplish educational goals and enhance the participant's ability to achieve positive and safe patient outcomes. Outreach education will be structured to incorporate a variety of teaching methodologies, both lecture-based and kinesthetic in nature. These platforms will include step-by-step worksheets, multi-channel flow charts, student friendly PowerPoint presentations, competency checklists, industry related publications, and professional development through third party classes and conferences that BudGrab supports. At a minimum, our outreach services program will focus on new practices in the medical cannabis therapy and pertinent information regarding patient safe access and administration, however additional meetings and classes may be held with diverse attention.

To this end, the BudGrab outreach services will also entail advice and education on the methods by which medical cannabis can be taken. Information regarding the options for inhaling, ingesting, and/or otherwise applying medical cannabis products will be discussed at each point of sale transaction and patient request, following the patient education pharmaceutical model outlined by the Omnibus Budget Reconciliation Act (OBRA) of 1990. Furthermore, our medical cannabis dispensary will feature a patient and caregiver counseling area to allow for private clinician conversations that will be conducted in a manner that adheres to all Health Insurance Portability and Accountability Act (HIPAA) policies of 1996. Literature regarding consumption and application methodologies will be printed in publications accessed via private patient networks, social media platforms, pocket pamphlets, and info-graphics to include color coded charts, data presenting graphs, and anatomical diagrams. Leveraging off of the experience of our medical professional network, our educational workshops will be organized to teach patients and caregivers the various routes of administration for medical cannabis including smoking, vaporizing, dabbing, sublingual, and topical applications. Methods of cannabis consumption will be advised and tailored to each patient and or caregiver's individual needs and consideration will be placed to accommodate for disease states, physical condition, and overall medication therapy objectives. BudGrab will ensure all educational programs will be revised and implemented quarterly. All employees and community members will be trained and

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educated in the routes of administration for medical cannabis, concentrates, and associated products. BudGrab personnel will attend continuing education classes provided by the company and qualified ancillary entities from specialized national conferences to locally provided training sessions.

BudGrab employees and community members will individually maintain a medical cannabis resource binder to file all relevant professional development and this binder will be regularly updated after attendance of any informational seminar, lecture, or class focused on consumption modalities and application techniques and include such items as scholarly articles, summary PowerPoint presentations, webinar handouts, physiological process maps, and all other teaching exhibits provided during BudGrab outreach service education. Employees and community members will be educated in conducting communication channels with physicians and other healthcare professionals to better understand medical terminology to include anatomy and physiology language, medication therapy syntax, and durable medical equipment nomenclature in order to reduce errors and increase patient safety. To accompany all patient and caregiver conversations, BudGrab personnel will provide written notes and/or a medication journal for the recording of medication outcomes, ensuring a safe and adequate dosing amounts and schedules. In summary, it is BudGrab's intention to lead community medical cannabis education and support the patients, caregivers, physicians, local organizations, and state government in safely accessing and using medical cannabis, concentrate, or associated product.

Public Benefits Plan Measure 5 Response:

The BudGrab approach to educating employees and the community on the science and use of medical cannabis, concentrates, and associated infused products is founded on the professional principles of expertise, experience, and a constant pursuit of enhancing medical cannabis education among our entire staff and community. The BudGrab team was created with a commitment to the controlled practice of medical cannabis science and routine, verified, accredited educational programs will assist us in executing this core objective of our business. BudGrab is built on experience in the medical cannabis field and all of our employees will be trained, examined, referenced, and certified to dispense medical cannabis, concentrates, and associated infused products to qualifying patients and caregivers.

Our experience is fortified by decades of rehearsed knowledge and expertise in the healthcare industry. Part of the BudGrab story is based in medical cannabis cultivation, extraction, and dispensing. Another part of our story is founded in multitudes of esteemed accreditation from respected universities, health institutions, and governmental organizations. Together, the BudGrab team symbolizes a unity of medical cannabis science founded on the principles of safe and secure access for patients and caregivers and traditionally trained, practiced medical cannabis establishment with the fundamental credentials to support the responsible use of medical cannabis, concentrates, and associated products to treat qualifying patients with approved debilitating conditions and symptoms.

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BudGrab will ensure that all teaching materials are created, implemented, and revised by professional educators with experience in curriculum design, instructional delivery methods, supplemental learning materials, and evaluation methodologies. Additionally, our educational program will be modeled after and founded on all applicable federal regulatory standards set forth by agencies such as the Food and Drug Association (FDA), Drug Enforcement Agency (DEA), Environmental Protection Agency (EPA), Consumer Product Safety Commission (CPSC), and Occupational Safety and Health Administration. Furthermore, BudGrab will incorporate and set as employee and community safety policy key public safety and security laws passed by the federal government to protect patients and consumers alike to include the Health Insurance Portability and Accountability Act, the Omnibus Budget Reconciliation Act of 1990, the Poison Prevention Packaging Act, and the Controlled Substances Act. BudGrab will institute a rigorous education program that will involve all employees and community stakeholders of our medical cannabis dispensary. Our educational programs are incorporated into our organizational standard operating procedures and any personalized informational regimens will be documented in our organizational training logbooks and will be digitally documented as well. The BudGrab educational and cultural structure will be founded on public safety and security, accurate and comprehensive medication therapy management, community awareness, and ethical and legal business practices and all BudGrab employees and community members will be taught on how to contribute, uphold, and implement to the evolution of our company. Our senior leadership is experienced in diverse teaching paradigms and delivery systems having held positions in the healthcare and government educational and compliance sectors specializing in the implementation of state specific teaching regulations and local municipality instructional programs. Other areas of BudGrab's expertise include corporate logistics coordination, human resources administration, employee educational curriculum design, and proactive patient awareness through one-on-one counseling. Additionally, a member of senior leadership currently consults and serves as an audit inspection specialist for a third party accrediting bureau recognized by the Secretary of Education that focuses on collegiate data analysis, report writing, and devising educational strategies to improve academic programs and student outcomes. The BudGrab team has found over time that offering a diverse platform of contemporary teaching methodologies for employees and community members to learn, practice, and evaluate acquired skills is the most effective means of instruction and ensuring knowledge retention. Our educational curriculum for medical cannabis dispensary employees and community members will be clinical in nature and address a variety of professional development topics including techniques to improve non-verbal communication, excelling in management positions, creating a positive work environment, conflict resolution solution and calming a situation solutions, principles of adult learning, workplace modeling, rewarding individuals, and teaching transferrable skills. BudGrab will implement multiple methodologies when conducting organizational standard operating procedure training courses, in-service workshops, and operational process focused seminars.

Either by Agency or company-wide, physical facility walkthroughs is a core component of the BudGrab employee and community stakeholder educational curriculum.

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Employees and community members will begin their organizational orientation and training with a basic tour of the BudGrab medical cannabis dispensary. While medical cannabis dispensary employees and community members will not be employed or working in a cultivation and extraction facilities, to better understand supply chain logistics and provide product background information to patients and caregivers it will be critical for medical cannabis dispensary employees and community members to observe the environment and workflow of inventory origination made possible by our distribution network. The walkthrough of the medical cannabis dispensary will begin on the exterior of the premises, observing all allowable parking areas, waste disposal storage, physical building characteristics, surrounding business operations, and community vehicle and pedestrian traffic volume. Once inside the medical cannabis dispensary, BudGrab employees and community stakeholders will walkthrough and observe security checkpoints, break and/or locker room area, hygiene stations, interior building access spaces, patient dispensing and counseling rooms, and the secured product storage zone. Additionally, employees and community members will walk the physical workflow routes while BudGrab senior leadership explains the in-depth stages of medical cannabis, concentrate, and associated infused product movement. This walkthrough process enables employees and community members to see first-hand and take note of the space and aspects of a medical cannabis dispensary's look and feel and to ask questions concerning the premise's utensils, equipment, patient service protocols, and security systems.

The BudGrab medical cannabis dispensary employee and community member educational curriculum also incorporates a classroom portion of instruction for a thorough educational understanding. Classroom style lecture sessions are important to ensure a didactic learning component to provide employees and community members with rote information tools and verbal directives to utilize proper language use and lingual inflections, promoting communication consistency in the medical cannabis dispensary resulting in safe and secure patient and caregiver access and overall worker protection. Our curriculum's educational technique will specifically focus on individual employee and community member engagement, challenging staff individually to push their capabilities and potential to the fullest extent. Furthermore, by calling on employees and community members in the classroom setting, the BudGrab educational model will breakdown insecurities and instill confidence through learning in a collaborative environment free of pretense and ego. Incorporating organizational handbook materials and contemporary technology learning is also an integral phase in our medical cannabis dispensary employee and community member educational curriculum. Handbooks and reference manuals will include the individual standard operating procedures the employee and/or community member is responsible for in their designated job function. For example, in summary the BudGrab employee and community member education for the BioTrackTHC seed to sale inventory software system will include participating in software system webinars, activities covering technology inputs (scales, handheld scanners, keyboard typing), hands-on maneuvering of utensils, reviewing transaction process maps and flowcharts, documentation and recordkeeping practices, and completing a competency exam. The educational materials will contain high-

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resolution photographs and screenshots for each step plus a narrative and examples of what outcomes are expected.

Kinesthetic learning and acquiring organizational contact hours is another core component of the BudGrab medical cannabis dispensary employee and community member educational curriculum. During this stage, employees and community stakeholders will have the ability, while studying our organizational education materials, to participate in dry run demonstrations of the equipment and patient dispensing process. All equipment will be industry current, in working condition, and training supplies will be available in quantities that will accommodate all employees and community members in training. BudGrab will ensure to simulate, to the best of our ability, the operational circumstances of a medical cannabis dispensary, intending to expose employees and community members to relevant work experiences in theory and clinical application. These “mock” runs and role-playing situations will offer our employees and community members the opportunity to walk through simulated steps of a patient and/or caregiver medical cannabis transaction without any actual medical cannabis, concentrate, or associated product, cash, or patient/caregiver physically present. This training section builds and establishes confidence and reinforces the lessons learned via our didactic training environment in the classroom. Employees and community members will also review video surveillance recordings before and after kinesthetic learning exercises to study the nuances of body movements, work processes, documentation phases, and ultimate medical cannabis dispensary outcomes. All of BudGrab’s psychomotor educational simulations will be held to full, clinical operational standards and will focus on the preparation, execution, documentation, and outcomes that can be investigated and tested for quality assurance. Psychomotor learning is generally more engaging than didactic instruction, that said no employee or community member will be exclusively trained in hands-on modalities as medical cannabis, concentrates, associated infused products, and durable medical equipment style paraphernalia theory is the backbone of performing in licensed medical cannabis dispensary. In concert with simulated contact hours, a shadowed experience is required for all employees and community members in order to reinforce the principles of our safety, security, and patient service plan when working within medical cannabis dispensary operational zones while co-workers, managers, a service area and waiting room full of patients, and visitors onsite for an inspection or maintenance work. For these reasons, BudGrab has its employees and community members step back and observe actual medical cannabis dispensary employees and community members focusing on patient and caregiver counseling, medical cannabis packaging and labeling, sale transaction documentation, and preparing for the next patient interaction.

BudGrab meetings will be held, either by Agency or company-wide, addressing any and all changes to standard operating procedures and informing employees and community members how any change or revision impact’s BudGrab’s mission and vision, their daily job tasks, or the desired outcomes of dispensing medical cannabis, concentrates, and associated infused products to qualifying patients and caregivers. In-service training will be conducted onsite and all training curriculum and continuing education materials will

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be available to the Community Development Agency Medical Cannabis Dispensary Program upon request for inspection and verification purposes.

Public Benefits Plan Measure 6 Response:

It is BudGrab's intention to seek and maintain certification as a Marin County Green Business for our medical cannabis dispensary. To that end, BudGrab has already read the requirements, has previous experience in, and is excited to participate in the Marin County Green Building Program. Sustainable operational practices and environmentally friendly institutional policies are a part of BudGrab's cultural fabric and our uncompromising stance on incorporating green practices into our logistics is something our group prides itself on.

Our team's green initiatives will be implemented in a conscientious and multi-phasic approach upon licensure. Beginning with construction, BudGrab intends on investing more than "get rich quick" operators, focusing on high-end building design and construction to maximize long-term revenue and property value retention. Our tenant improvement materials will be responsibly sourced and intelligently contemplated for efficiency and security and include reinforced metal walls insulated with non-absorbent materials, epoxy floor bonding to mitigate moisture uptake, and smart HVAC systems to adequately regulate the dispensary's interior environment. BudGrab's senior management team has an extensive background in real estate development and construction project management in the San Francisco Bay area and is comfortable interfacing with multiple architects, engineers, and general contractors.

Public Benefits Plan Measure 7 Response:

BudGrab recognizes the need for patients to access medicinal products and services regardless of personal income and financial standing. We feel that it is a duty to serve all medical cannabis patients with the respect and dignity they deserve, and hold income to be an inconsequential variable for how medical cannabis patients are treated and served in a medical cannabis dispensary. The BudGrab team is committed to ensure that all medical cannabis patients, including those diagnosed with a terminal illness, have access to affordable health and wellness services providing medical cannabis, concentrates, and associated products.

Our financial team has developed a sliding scale for pricing that illustrates our commitment to ensuring patients have affordable access to medicine. In addition, BudGrab considers other variables when determining product price. Qualified patients or caregivers that are veterans, seniors over the age of 65, and qualified patients with a documented terminal illness will also participate in a gradient payment schedule that reinforces our commitment to equal access to affordable medical cannabis. Patients that have a terminal diagnosis from a certifying physician will not be responsible for any costs for their medical cannabis.

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The medical cannabis dispensary payment schedule is founded on criteria established by BudGrab to encapsulate individuals with significant financial hardship. The process by which we will gauge the severity and conditions of each qualifying patient is rooted in documentation and accreditation. First, all patients and caregivers seeking financial hardship product assistance will be invited to submit a BudGrab Financial Hardship Application. The application includes personal and financial information that assists BudGrab senior leadership in evaluating individual needs and discerning financial hardship status. Applicants will be responsible for producing documented proof that they are at or below 200% of the current federal poverty guidelines. The guidelines are specified within the application form and our team will consider financial hardships to include evidence of enrollment in the California Food Stamp Program, Health Protection Program, Women, Infants, and Children (WIC) Program, and Medicaid assistance. BudGrab pledges to make it a priority to offer medical cannabis products that are affordable for all patients regardless of their financial standing. To achieve this goal, our financial team has created a sliding scale for patients who meet specific income thresholds and parameters, along with a provision for free medicinal products for patients with a documented, medical diagnosis of a terminal disease or condition from a certifying physician. The BudGrab sliding scale will rely on patients or caregivers providing documentation of their financial status in relation to the Federal Poverty Level. Our sliding scale is outlined as follows:

- Individuals that fall between 0 – 100% of the Federal Poverty Level: 20% Discount
- Individuals that fall between 101 – 200% of the Federal Poverty Level: 15% Discount
- Individuals that fall between 201 – 300% of the Federal Poverty Level: 10% Discount

In consideration of financial hardship situations and other significant life events (military service and terminal illness), BudGrab has established the following sliding scale for product affordability and accessibility:

Discount Type	Discount Amount	Qualifications
Terminal Illness	100%	Documented terminal diagnosis from physician
Financial Hardship	20%	Approved application that proves household income is equal to or less than 200% of Federal Poverty Guidelines
Military Veteran	15%	Valid Military Identification
Senior Citizen	10%	Valid identification that displays age of 65 or older

BudGrab takes into consideration the financial hardships that many patients encounter in regards to affordability and product quality. Our team, who surveyed years of pharmaceutical prescription and over the counter models, as well as medical cannabis

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market data, developed a consistent threshold level regarding affordable access and the viability of our dispensary’s operations. The BudGrab sliding scale takes into account several life circumstances that we as a medical cannabis center value as facets of our healthy community.

Product pricing depends on a number of operational, administrative, and legal variables. Factors that influence price are medical cannabis include product type, potency, quality, and amount of store inventory. Other variables that may affect price schedules of all medical cannabis products offered include cultivation costs, production costs, wholesale purchasing cost, labor, taxes, and regulatory compliance costs. Because market variables may be inconsistent and potentially fluctuate, BudGrab is prepared to guarantee patients top-value product pricing models to ensure reliable and consistent access to affordable medicine and associated products.

All products containing medical cannabis will be priced in the inventory seed-to-sale control software system, BioTrackTHC, according to managerial and advisory panel discretion. An example schedule of product pricing is as follows:

Medical Cannabis Product Type	Unit of Measurement	Cost per unit
Flowers	Gram	\$10 - \$20
Concentrates (oil)	Gram	\$35 - \$80
Tinctures	Fluid Ounce	\$25 - \$50
Topical Solutions	Fluid Ounce	\$10 - \$30
Transdermal Patches	Each	\$35 - \$80
Concentrate Syringe Applicator	Each	\$35 - \$75

Paraphernalia inventory will be categorized and monitored in the inventory control system, BioTrackTHC, and scheduled prices will be varied depending on size, durability, and mechanical components required to manufacture the product. An example schedule of paraphernalia pricing is as follows:

Paraphernalia Product Type	Cost per unit
Glass Pipe	\$10 - \$100
Water Pipe	\$45- \$300
Handheld Vaporizer Pen	\$75 - \$200
Desktop Herb Vaporizer	\$100 - \$500
Desktop Concentrate Vaporizer	\$150 - \$1000
Handheld Vaporizer Atomizer	\$5 - \$30
Concentrate Applicator	\$10 - \$30
Hemp Wick	\$2 - \$12
Herb Grinder	\$5 - \$50

BudGrab will accept most forms of payment, including cash, personal check, and debit cards. We will also offer the ability to split payments between cash, cards, and checks if the patient’s financial circumstances warrant this particular service. However, BudGrab

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will not accept payment from any government supplied electronic benefit transaction (EBT) card, paper food stamps, or commercial credit card (American Express, Mastercard, Visa, etc.). Furthermore, patients will not be permitted to pay with WIC coupons or any other government subsidy coupon or voucher and patients will not be allowed to use personal health insurance to assist in the payment of medical cannabis, concentrate, or associated products.

Public Benefits Plan Measure 8 Response:

BudGrab's intention is to be a model community member with both our regulators and neighbors, and our top priority concerning packaging is that we not only follow all regulations, but go above and beyond in our selection and implementation of container products, labeling practices, and employee and community member training. All employees and community members will be educated and trained in organizational standard operating procedures regarding compliance concerning the requirements for packaging. To this end, BudGrab will ensure that all packages containing medical cannabis, concentrate, or associated infused product will be plain, opaque, and child-resistant. Our plain packaging will be devoid of excessive and unnecessary colors, logos and/or images, language statements, or any other marking(s) that could be deemed distracting or misleading. All opaque packaging will ensure that any medical cannabis, concentrate, or associated infused products contained therein will be completely concealed and thus will not be externally visible and will also mitigate the appeal of the packaging to minors. BudGrab child-resistant product containers will be made of pharmaceutical and medical grade plastic. Utilizing child-resistant packaging will assist in limiting medical cannabis, concentrate, and associated infused products exposure and diversion to non-approved persons, minors, or animals. All of our containers will conform to federal consumer product safety standards established by the Consumer Protection Safety Commission (CPSC), Poison Prevention Packaging Act, and American Society for Testing Materials (ASTM).

Every label affixed to a package containing medical cannabis, concentrate, or associated products will be white with black lettering and bear information detailing the license number of the production facility, license number of the medical cannabis dispensary, the product harvest batch number, date of sale, net weight of the package contents, and any applicable auxiliary labels to include lawful consumption statements, possession limitations, illegal transfer actions, cannabinoid and terpene content, the name of the testing laboratory, as well as allergen and ingredient information when applicable. Furthermore, the label will also bear a finished product lot number, disclosure of extraction methodology when necessary, and use by date, with the lot number derived from the assigned harvest batch and best practices expiration dating of a minimum 12 months from the date of harvest or product manufacture. In order to provide and promote patient safety and safe access, BudGrab packaging labels will also include our contact information (name, address, phone number, and email) as well as the emergency phone number for Marin County and California Poison Control (1-800-222-1222).

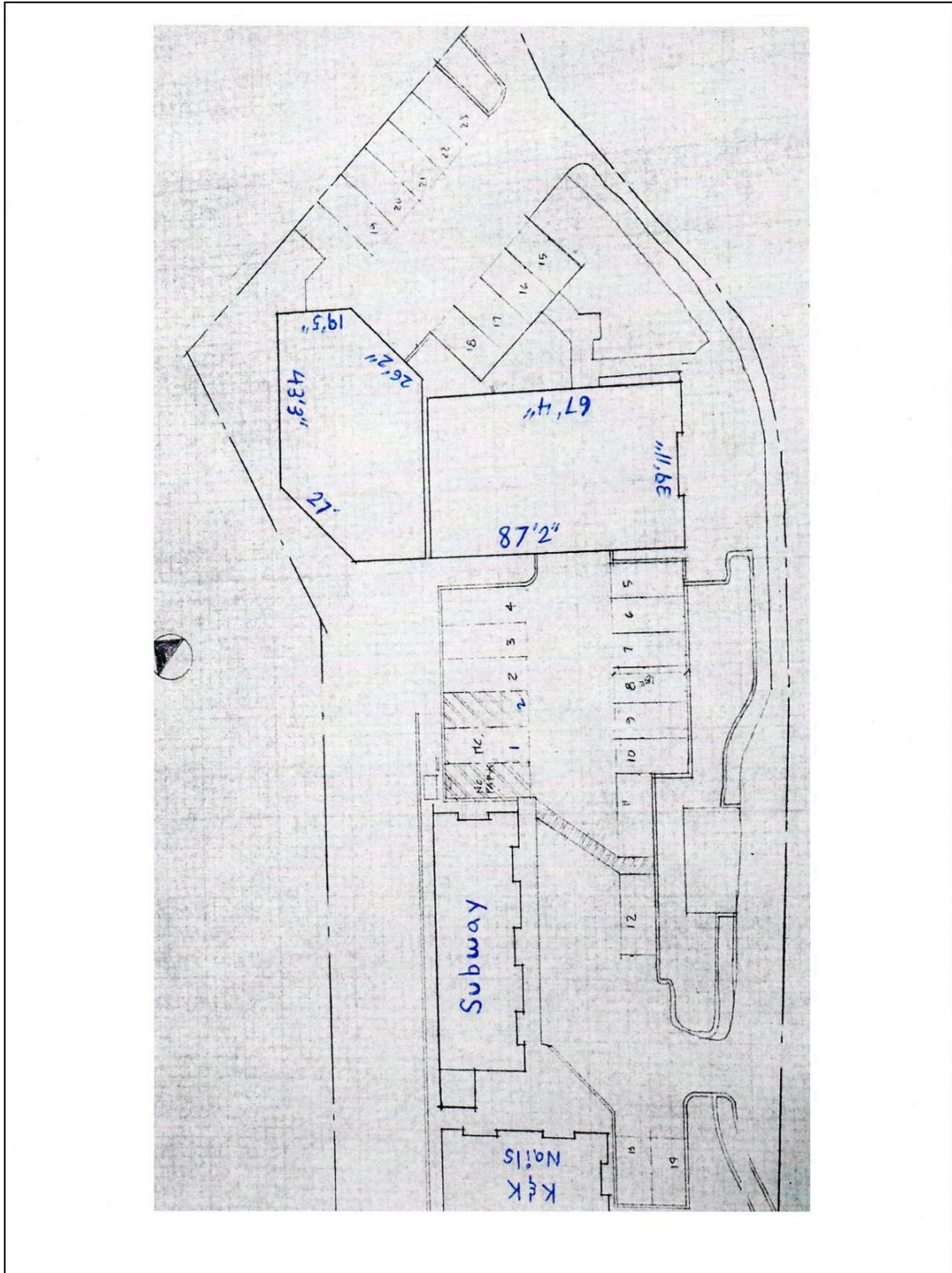
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BudGrab’s organizational objectives and goals are to ensure that all medical cannabis, concentrates, and associated infused products are properly packaged, labeled, and handled according to the law and the protective healthcare practices implemented in large-scale and community pharmacies alike. It will be through our due diligence, education and training, uncompromising standards, and dedication to safety and access that we establish and uphold a culture of compliance in which supply chain options, packaging selection, labeling practices, and product dispensing procedures are institutionally ingrained as a requirement for job performance and evaluation. We will not settle for subpar vendors, we will not cut corners on cost, and we will not tolerate standard operating procedure insubordination. Rather, we will focus on responsible product safety standards and internal quality assurance to not only meet the County of Marin and State of California legal thresholds but also exceed it.

BudGrab Packaging Model



D. Site and Improvement Plans



D. Site and Improvement Plans

BudGrab Lighting Plan (Exterior)

