

Bureau of Medical Marijuana Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

Important Notice: This form is only to be used by a medical marijuana organization (MMO) deemed to be an “independent grower/processor” or “independent dispensary” (an “independent MMO”) through the formal application process for the issuance of a permit under the Act of Dec. 14, 2023 (P.L. 453, No. 63) (Act 63 of 2023). If you are an independent MMO, you must use this submission form for a “change of control transaction” in the MMO **and** a “change in ownership” of the MMO from the time you are awarded an Act 63 of 2023 permit until the end of the “securities sale prohibition period” (as identified below in the “Definitions” section of the “General Instructions”) which is generally one year from the operationalization date of a new facility under Act 63 of 2023. **Failure to use this form over the general Change in Ownership of a Medical Marijuana Organization (CHOW) form will result in your CHOW form being returned and delays in processing.** If you are not an independent MMO or if you are an independent MMO that the securities sale prohibition period has ended, do not use this form; you must use the Change in Ownership of a Medical Marijuana Organization (CHOW) Submission to report a “change in ownership” of the MMO pursuant to 28 Pa. Code § 1141a.39.

This Change of Control Transaction (CCT)/Change in Ownership (CHOW) of an Independent Medical Marijuana Organization Submission, referred herein as “Independent MMO CCT/CHOW Submission,” must be submitted by an independent MMO with a **proposed** CCT or an **impending** CHOW.

As part of the Act 63 of 2023 application process, each independent MMO certified that they will remain independent and not enter into a CCT until the duration of the securities sale prohibition period has ended. 35 P.S. § 10231.618(a)(4)(ii). Under 35 P.S. § 10231.618(e), if an independent MMO enters into a CCT before the equities sale prohibition period has ended, then the change of control transaction agreement is void. **Therefore, the independent MMO must notify the Bureau by submitting this CCT/CHOW form prior to entering into the CCT to allow the Bureau appropriate time to review the proposed transaction.**

Similarly, pursuant to 28 Pa. Code § 1141a.39, an independent MMO must notify the Bureau of an impending CHOW involving a change in control of the medical marijuana organization from the ownership listed in the initial permit application or renewal permit application.

Important Notice: in the event a CCT or CHOW occurred as a result of legal proceedings, this Independent MMO CCT/CHOW Submission must be submitted by new ownership within five (5) business days of receiving legal ownership through the courts.

I. General Instructions

Important Notice: Because this submission form is for an independent MMO to report either a CCT or a CHOW from the time it is issued an Act 63 of 2023 permit until the time the securities sale prohibition period has ended, you must read the instructions and each section carefully to ensure that you are providing the required information. The Bureau will notate whether a section must be completed for a CCT Submission, CHOW Submission, or both.

The Bureau requires knowledge of all proposed CCT(s) and impending CHOW(s) of a MMO, voluntary or involuntary, from the ownership listed in the permit application to maintain proper oversight, to ensure the transaction is not a prohibited CCT, and to ensure that the CCT or CHOW does not affect the MMO's readiness, willingness and ability to properly carry on the activity for which a permit was granted.

An Independent MMO CCT/CHOW Submission will not be considered complete by the Bureau until the appropriate CCT/CHOW information and the corresponding fee are submitted. 35 P.S. §§ 10231.618(e) and 10231.618(c)(3); 28 Pa. Code § 1141a.39(a) and (b).

Under 35 P.S. § 10231.617(c), if an independent MMO enters into a CCT prior to the securities sale prohibition period has ended, the Bureau may take action for a violation of 35 P.S. § 10231.618(a)(4)(ii). **Important Notice:** the Bureau interprets **the securities sale prohibition period to be a blackout period**, wherein the independent MMO may not take **any** steps to enter into a CCT before the securities sale prohibition period ends.

A CHOW that occurs without the Bureau's knowledge of all individuals affiliating with the MMO is a violation of the act and the regulations. *See* 28 Pa. Code § 1141a.39(d).

Fees

Pursuant to 35 P.S. § 10231.618(c)(3) and 28 Pa. Code § 1141a.28(c), a **\$250** fee in the form of a certified check or money order must be enclosed in an envelope with the Independent MMO CCT/CHOW Submission. The check or money order should be made out to "Commonwealth of Pennsylvania."

If a Section, Attachment, or Information is Not Applicable

Throughout the Independent CCT/CHOW, indicators have been embedded to identify when a section, subsection, attachment, or information may not be applicable. The Independent MMO must check the box to confirm that the section, subsection, attachment, or information is not applicable for the Independent CCT/CHOW Submission. **Failure to check the box may result in an incomplete application and delays in processing.** If there is not a box to mark a section, subsection, attachment, or information as not applicable, the independent MMO must complete that section, subsection, attachment, or information requested fully. Failure to complete the required section, subsection, attachment, or information requested may result in an incomplete application and delays in processing

Submitting your Request

All required sections of the Independent MMO CCT/CHOW Submission must be completed. All sections must be saved as a PDF file on a single USB drive in accordance with the following file naming format: [Name on permit]_[Name of document]_ IN MMO CCT or CHOW Submission.

Send the Independent CCT/CHOW Submission package, **along with the required fee**, to the following address:

PA Department of Health
Bureau of Medical Marijuana
ATTN: CCT Submission
Health & Human Services Building, Room 628
625 Forster Street
Harrisburg, PA 17120

Please ensure the Independent CCT/CHOW Submission is properly signed and dated. A signature may be scanned and provided electronically in a PDF file for documents that do not require notarization.

Consent to Investigation, Background Checks, and Tax Clearances

By submitting this Independent MMO CCT/CHOW Submission:

1. The persons identified in this pending change of control transaction or change in ownership consent to any investigation of their ability to meet the requirements under the Medical Marijuana Act (Act) and regulations.
2. The persons identified in this pending change of control transaction or change in ownership will complete the required federal background check process.
3. The persons identified in this pending change of control transaction or change in ownership authorize the review of their tax records.

Disclosure of Information

Independent MMO CCT/CHOW Submissions, including all attachments, are public records subject to disclosure under the Right-to-Know Law (RTKL), 65 P.S. §§ 67.101-67.3104. Accordingly, it is the responsibility of the MMO to mark any trade secret or confidential proprietary information or other information that may be exempt under RTKL. If the Independent MMO CCT/CHOW Submission includes information exempt from disclosure under RTKL, a separate redacted version must also be submitted in an electronic format. Any proposed redactions should be BLACK on WHITE background, marked “RTKL [insert RTKL exemption number],” and only cover the exempt material. Section headings and content descriptors on the Independent MMO CCT/CHOW Submission and attachments must remain exposed.

Definitions

The Independent MMO CCT/CHOW Submission uses the following terms and definitions:

Change in ownership – The addition or removal of a principal, operator or financial backer or a change in control of a medical marijuana organization after the Department approves an initial permit application or a permit renewal application. 28 Pa. Code § 1141a.21.

Change in control – The acquisition by a person or group of persons acting in concert of a controlling interest in an applicant or permittee either all at one time or over the span of a 12-consecutive-month period. 35 P.S. § 10231.103; 28 Pa. Code § 1141a.21.

Change of control transaction - The consolidation, merger or acquisition by a person or group of persons acting in concert of more than 20% of:

- (1) a medical marijuana organization's securities or other ownership interests, with the exception of any ownership interest of the person that existed:
 - (i) at the time of the issuance of the initial medical marijuana organization's permit and payment of the initial permit; or
 - (ii) prior to the effective date of this subparagraph; or
- (2) the securities or other ownership interests of a corporation or other form of business entity which owns directly or indirectly 20% of the securities or other ownership interests of the medical marijuana organization.

35 P.S. § 10231.103.

Controlling interest -

- (i) For a publicly traded entity, voting rights that entitle a person to elect or appoint one or more of the members of the board of directors or other governing board or the ownership or beneficial holding of 5% or more of the securities of the publicly traded entity.
- (ii) For a privately held entity, the ownership of any security in the entity.

35 P.S. § 10231.103; 28 Pa Code § 1141a.21.

Disadvantaged business – As defined in 74 Pa.C.S. § 303(b)(relating to diverse business participants)(“a business that is owned or controlled by a majority of persons, not limited to members of minority groups, who are subject to racial or ethnic prejudice or cultural bias”). 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Diverse group - A disadvantaged business, minority-owned business, women-owned business, service-disabled veteran-owned small business or veteran-owned small business that has been certified by a third-party certifying organization. 35 P.S. §§ 10231.103 and 10231.615(d); 28 Pa. Code § 1141a.21.

Independent dispensary - A dispensary issued a permit to operate in this Commonwealth and that meets all of the following:

- (1) Has not had the dispensary's permit revoked.
- (2) Has not entered into a change of control transaction with any other person that was issued a grower/processor permit, dispensary permit or clinical registrant permit in this Commonwealth.
- (3) Is not materially the same as another medical marijuana organization in this Commonwealth through a parent company, subsidiary or shared affiliation with another entity that holds a permit from the department under this act or through the sharing of principals, officers or directors, employees, facilities, equipment, finances or capital.

35 P.S. § 10231.103

Independent grower/processor - a grower/processor awarded a permit to operate in this Commonwealth that meets all of the following criteria as of the effective date of this definition:

- (1) Has not had its permit revoked.
- (2) Has not entered into a change of control transaction with any other person that was issued a grower/processor permit, dispensary permit or clinical registrant permit in this Commonwealth.
- (3) Is not materially the same as another medical marijuana organization in this Commonwealth through a parent company or subsidiary of another entity that holds a permit from the department under this act or through the sharing of principals, officers or directors, employees, facilities, equipment, finances or capital.

35 P.S. § 10231.103.

Materially the same - A person who shares any of the following with another person:

- (1) Profits or losses.
- (2) Common valuation, in the case of a publicly traded company.
- (3) Common ownership of more than 5%, including subsidiaries.
- (4) Common ownership of 5% or less if the persons with voting rights to elect or appoint one or more members of the board of directors or other governing board.
- (5) Common management, policies, principals, officers, directors, employees, equipment, finances or capital.

35 P.S. § 10231.103.

Minority-owned business – As defined in 74 Pa.C.S. § 303(b)(relating to diverse business participants)(“a business owned and controlled by a majority of individuals who are African Americans, Hispanic Americans, Naïve Americans, Asian Americans, Alaskans or Pacific Islanders”). 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Operator - An individual who directly oversees or manages the day-to-day business functions for an applicant or permittee and has the ability to direct employee activities onsite and offsite or within a facility for which a permit is sought or has been issued under the regulation. 28 Pa.

Code § 1141a.21.

Parent company - A company which directly or indirectly controls any other permittee under the Medical Marijuana Act. 35 P.S. § 10231.103.

Person - A natural person, corporation, foundation, organization, business trust, estate, limited liability company, licensed corporation, trust, partnership, limited liability partnership, association or other form of legal business entity. 35 P.S. § 10231.103.

Securities sale prohibition period – Consistent with 35 P.S. § 10231.618(e), the period from the issuance of an Act 63 of 2023 permit to one year after the independent grower/processor’s first dispensary facility becomes operational or to one year after the independent dispensary’s grower/processor facility becomes operational, wherein the independent MMO may not enter into a change of control transaction, unless the transaction the independent MMO enters into is a change of control transaction with a diverse group. **Important Notice:** the Bureau interprets this period to be a **blackout period**, wherein the independent MMO may not take **any** steps to enter into a CCT before the securities sale prohibition period ends.

Service-disabled - As defined in 51 Pa.C.S. § 9601 (relating to definitions)(“being in possession of: (1) a disability rating letter issued by the United States Department of Veterans Affairs; or (2) a disability determination from the United States Department of Defense”) 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Service-disabled veteran-owned small business – As defined in 51 Pa.C.S. § 9601 (relating to definitions)(“a small business owned and controlled by: (1) a service-disabled veteran or veterans; or (2) if approved by the Department of General Services, a surviving spouse or permanent caregiver of a service-disabled veteran”) 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Third-party certifying organization – As defined in 74 Pa.C.S. § 303(b)(relating to diverse business participants)(“An organization that certifies a small business, minority-owned business, women-owned business or veteran-owned small business as a diverse business. This term includes: (1) The National Minority Supplier Development Council. (2) The Women’s Business Development Enterprise National Council. (3) The Small Business Administration. (4) The Department of Veterans Affairs. (5) The Pennsylvania Unified Certification Program.”). 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Veteran-owned small business - As defined in 51 Pa.C.S. § 9601 (relating to definitions)(“a small business owned and controlled by a veteran or veterans”) 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Women-owned business – As defined in 74 Pa.C.S. § 303(b)(relating to diverse business participants)(“a business owned and controlled by a majority of individuals who are women”). 35 P.S. § 10231.615(d); 28 Pa. Code § 1141a.21.

Notice of affiliation denial

As part of this Independent MMO CCT/CHOW Submission, each person that is part of the proposed change in ownership must meet the affiliation requirements. A financial backer, principal, or operator may not hold a volunteer position, position for remuneration or otherwise be affiliated with a MMO or a clinical registrant if the individual has been convicted for the

criminal charges outlined in 35 P.S. § 10231.614 and 28 Pa. Code § 1141a.31(d). If the Bureau determines that an individual is prohibited from affiliating with the MMO, the Bureau will notify the MMO's contact listed in this Independent CCT/CHOW Submission. The denial of the affiliation will need to be addressed by the MMO and the Bureau does not assume responsibility for any adverse loss that may result from an affiliation denial.

If a principal, operator, or financial backer is a legal business entity.

Please note that if a principal, operator, or financial backer of a MMO is a legal business entity, each principal of that legal business entity may need to provide information and/or materials in lieu of the legal business entity itself. Please read this Independent MMO CCT/CHOW Submission carefully to ensure that the appropriate persons are providing the correct information or materials as instructed.

Auction notices and advertisements.

Please note that the Medical Marijuana Act and regulations prohibit the sale of the medical marijuana permit or of inventory of medical marijuana plants, postharvest plant material, medical marijuana products, or seeds, except as part of a Bureau-approved closure plan. Independent MMOs are prohibited from advertising medical marijuana permits or inventory for sale, and from placing any notice of sale. An Independent MMO that becomes aware that a creditor intends to attempt a sale of a permit or inventory via public auction, including having placed advertisements in newspapers or on social media, should report to the Bureau upon becoming aware pursuant to 28 Pa. Code § 1141a.38. Please be warned that the attempted sale of permits or inventory via public auctions, including the placement of related advertisements to the general public, creates an unnecessary diversion risk at the facility location.

II. Change of Control Transaction (CCT)/Change in Ownership (CHOW) of an Independent Medical Marijuana Organization (MMO) Submission

Section 1: Business Contact Information

Section 1 must be completed for a CCT and a CHOW.

Business Contact Information	
Date Submitted to Bureau:	
Business Contact Name:	
Business Contact Phone:	Business Contact Email:
Please choose one of the following: <input type="checkbox"/> This submission is for a CCT. This option should be chosen if the controlling interest of the securities or ownership interests is more than 20%. <input type="checkbox"/> This submission is for a CHOW. This option should be chosen if the controlling interest of securities or ownership interests is 20% or less or the submission is for the addition or removal of a principal, financial backer, or operator <u>AND</u> there is no change in the current securities or ownership interests.	
If this submission is for a forced change in ownership, please provide a primary contact, who is an individual that is readily available to discuss the contents of this submission and is proposed to be affiliated. Otherwise, please check the following:	
<input type="checkbox"/> <u>By checking this box</u> , I confirm that this CCT or CHOW Submission is not the result of a forced change in ownership and therefore, the primary contact information below is left blank because it is not applicable.	
Primary Contact Name:	
Primary Contact Phone:	Primary Contact Email:

Section 2: Permittee Identification Information

All of Section 2 must be completed for a CCT and a CHOW.

Independent MMO Submitting CCT/CHOW		
Permit Type (choose one): <input type="checkbox"/> Independent Grower/Processor with a Dispensary Permit <input type="checkbox"/> Independent Dispensary with a Grower/Processor Permit		
Permittee Name (full legal name):	Entity Type: <input type="checkbox"/> Public <input type="checkbox"/> Private	
Other trade names and DBA (doing business as) names:	G/P Permit #:	D Permit #:
Grower/Processor Facility Address:	Region:	
Dispensary Facility Primary Location Address:	Region:	

Section 3 – Current Principals, Financial Backers, Operators Affiliated with the MMO

This section must be completed for both a CCT and a CHOW Submission.

Please note that the Bureau will be checking the information provided against the current affiliation information in the Bureau’s records. If the Bureau finds discrepancies between the information provided in this form and the Bureau’s current records, the Bureau may reach out to the Independent MMO to resolve the issue, which may result in delays in processing. **Before submitting this CCT/CHOW, the Bureau strongly suggests the Independent MMO review the affiliations currently in the Bureau’s records.**

A. Natural Persons

Provide the requested information for each principal, operator, and financial backer, who is a natural person, that is currently affiliated with the Independent MMO. If there is more than one natural person currently affiliated with the Independent MMO, the MMO must provide the rest of the information, using the format below, on a separate page titled “Current List of Natural Persons (Cont’d).”

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

By checking this box, I confirm that there are no principals, operators, or financial backers currently affiliated with the Independent MMO who are natural persons. All persons currently affiliated with the Independent MMO are affiliated on behalf of a principal, operator, or financial operator that is a business entity. Therefore, Subsection 3.A. Natural Persons is left blank because it is not applicable, and all information about all principals, operators, and financial backers currently affiliated with the Independent MMO can be found in Subsection 3.B. Business Entities.

Name and Residential Address				
First Name:	Middle Name:	Last Name:		
Also known as:			Date of birth:	
Address Line:		City:	State:	Zip Code:
Phone:	Email:			
The natural person is a (check all that apply) : <input type="checkbox"/> Principal <input type="checkbox"/> Financial Backer <input type="checkbox"/> Operator <input type="checkbox"/> By checking this box, I confirm that the natural person identified above is an Operator that does not have ownership interest in the Independent MMO or is a Financial Backer that does not have ownership interest or voting rights in the Independent MMO. Therefore, the following subsections are left blank because they are not applicable.				
If the Independent MMO is a <u>Corporation</u>, the person has the following ownership: <input type="checkbox"/> By checking this box, I confirm that the Independent MMO submitting this CCT or CHOW is not a corporation, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural persons identified above is left blank in the subsection below because it is not applicable.				
Stock type or class:	# of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:
If the Independent MMO is a <u>Limited Liability Company</u>, the person has the following ownership: <input type="checkbox"/> By checking this box, I confirm that the Independent MMO submitting this CCT or CHOW is not a limited liability company, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural person identified above is left blank in the subsection below because it is not applicable.				
Membership Unit type:	# of Units held or % of Ownership:	Date Acquired:	Voting rights and privileges:	

If the Independent MMO is a <u>Partnership or LLP</u>, the person has the following ownership:			
<input type="checkbox"/> By checking this box , I confirm that the Independent MMO submitting this CCT or CHOW is not a partnership or LLP, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural person identified above is left blank in the subsection below because it is not applicable.			
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other:	Ownership %:	Partnership participation from:	Description of participation in operation of the applicant:

B. Business Entities

Provide the requested information for each principal, operator, and financial backer, who is a business entity, that is currently affiliated with the Independent MMO. If there is more than one business entity currently affiliated with the Independent MMO, the Independent MMO must provide the rest of the information using the format below, on a separate page titled “Current List of Business Entities (Cont’d).” **Please note** that if additional information is needed only to list more names of natural persons affiliated on behalf of a business entity, it is sufficient to simply identify the name of the entity and continue the prior list on the additional page.

By checking this box, I am confirming that there are no current principals, operators, or financial backers affiliated with the Independent MMO who are business entities. All persons currently affiliated with the Independent MMO are natural persons affiliated on their own behalf. Therefore, Subsection 3.B. Business Entities is left blank because it is not applicable, and all information about all principals, operators, and financial backers currently affiliated can be found in Subsection 3.A. Natural Persons

Name and Business Address			
Business Name on Formation Documents:			
State of Incorporation or Registration:		Entity Type: <input type="checkbox"/> Public <input type="checkbox"/> Private	
Address Line:	City:	State:	Zip Code:
Phone:	Email:		
Provide the first and last name for each natural person currently affiliated with the MMO on behalf of this business entity:			
1.	2.	3.	

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

<p>The business entity is a (check all that apply): <input type="checkbox"/>Principal <input type="checkbox"/>Financial Backer <input type="checkbox"/>Operator</p> <p><input type="checkbox"/> By checking this box, I am confirming that the natural person identified above is an Operator that does not have ownership interest in the Independent MMO or is a Financial Backer that does not have ownership interest or voting rights in the Independent MMO. Therefore, the below subsections regarding ownership and voting rights are left blank because they are not applicable.</p>				
<p>If the MMO is a <u>Corporation</u>, the person has the following ownership in the MMO:</p> <p><input type="checkbox"/> By checking this box, I am confirming that the Independent MMO submitting this CCT or CHOW is not a corporation, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable</p>				
Stock type or class:	# of shares held:	Date Acquired:	% of outstanding voting stock:	Terms, conditions, rights and privileges:
<p>If the MMO is a <u>Limited Liability Company</u>, the person has the following ownership:</p> <p><input type="checkbox"/> By checking this box, I am confirming that the Independent MMO submitting this CCT or CHOW is not a limited liability company, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable.</p>				
Membership Unit type:	# of Units held or % of Ownership:	Date Acquired:	Voting rights and privileges:	
<p>If the MMO is a <u>Partnership or LLP</u>, the person has the following ownership:</p> <p><input type="checkbox"/> By checking this box, I am confirming that the Independent MMO submitting this CCT or CHOW is not a partnership or LLP, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable.</p>				
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other:	Ownership %:	Partnership participation from:	Description of participation in operation of the applicant:	

C. Ownership & Affiliation Chart

Attachment A is required for both a CCT and a CHOW Submission.

By checking “Yes,” you affirm that Attachment A is included with this CCT/CHOW Submission and that Attachment A is accurate.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

D. Reporting Principals, Financial Backers, and Operators Who Will No Longer Affiliated with the Independent MMO or Who Are Changing Their Classification to Employee Only.

If this is a CCT Submission wherein the Independent MMO is submitting this information as part of a change in the controlling interest **AND** the Independent MMO must remove or reclassify current principals, financial backers, or operators as part of the transaction, then this subsection must be completed.

If this is a CHOW Submission wherein the Independent MMO is submitting this information as part of a change in the controlling interest **AND** the Independent MMO has to remove or reclassify the current principals, financial backers, or operators as part of the transaction **OR** the Independent MMO is simply removing or reclassifying current principals, financial backers, or operators without a change to the controlling interest, then this subsection must be completed.

If the CCT or CHOW does not result in the removal of a person as a principal, financial backer, or operator **OR** the reclassification of a principal, financial backer, or operator as an employee only, please check the following box:

- By checking this box**, I am confirming that this CCT or CHOW Submission does not remove any current principals, financial backers, or operators affiliated with the Independent MMO nor does this CCT or CHOW Submission change the classification of a current principal, financial backer, or operator affiliated with the Independent MMO to an employee only. Therefore, Section 3.D. is left blank, and Attachment B is not provided because they are not applicable

By checking “Yes,” you affirm that Attachment B is included with this CCT or CHOW and that Attachment B lists <u>each</u> principal, financial backer, and operator who will no longer be affiliated with the MMO after the CCT or CHOW.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that Attachment B includes any request to change the classification of a principal, financial backer, or operator to an employee only after the CCT or CHOW.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that the removal or reclassification of the principals, financial backers, and operators was authorized.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Section 4 – Diverse Group Information

Section 4 must be completed for a CCT only.

By checking this box, I am confirming that this is a CHOW Submission wherein the controlling interest of the transaction is 20% or less. Therefore, Section 4 Diverse Group Information is left blank because it is not applicable.

Under Act 63 of 2023, an Independent MMO is provided only one exception to entering into a CCT prior to it being at least one year after the new Act 63 of 2023 permit facility is deemed operational: the CCT may only be entered into with a diverse group.

If additional space is needed to list the natural persons who own and control the diverse group, it is sufficient to continue the list on a separate page titled “Diverse Group Persons.”

Diverse Group Information				
Name on Formation Documents:				
State of Incorporation or Registration:	Date of Formation:	Entity Type: <input type="checkbox"/> Public <input type="checkbox"/> Private		
Address Line:	City:	State:	Zip Code:	
Business Contact Phone:		Business Contact Email:		
Diverse Group Type (check all that apply): <input type="checkbox"/> Disadvantaged business <input type="checkbox"/> Minority-owned business <input type="checkbox"/> Women-owned business <input type="checkbox"/> Service-disabled veteran-owned small business <input type="checkbox"/> Veteran-owned small business				
<input type="checkbox"/> By checking this box, you affirm that you have attached a copy of the diverse group’s formation documents (incorporation or registration documents). <input type="checkbox"/> By checking this box, you affirm that you have attached the valid, active certification by the third-party certifying organization for each diverse group type selected above.				
Diverse Group Ownership and Affiliation Information				
Provide the first and last name for each natural person who owns and controls the diverse group:				
1.	2.	3.		
Please check “Yes” or “No” to the following:				
Is the diverse group a parent company, subsidiary company, or company affiliated with a medical marijuana organization in this Commonwealth, a parent company of a medical marijuana organization in this Commonwealth, or a subsidiary of a medical marijuana organization in this Commonwealth?			<input type="checkbox"/> Yes	<input type="checkbox"/> No

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

<p>If “Yes” to the above, please provide the following for each medical marijuana organization in this Commonwealth the diverse group has a relationship:</p> <p>Permittee Name of MMO in this Commonwealth:</p> <p>Other Trade names or DBA (doing business as) names:</p> <p>If known, Permit Number:</p> <p>Diverse Group’s relationship to MMO in this Commonwealth (parent, subsidiary, or other affiliation): If “other affiliation,” please specify:</p>		
<p>Please check “Yes” or “No” to the following:</p> <p>Is a natural person who owns or controls the diverse group affiliated with or connected to in any way a medical marijuana organization in this Commonwealth, a parent company of a medical marijuana organization in this Commonwealth, or a subsidiary of a medical marijuana organization in this Commonwealth?</p>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<p>If “Yes” to the above, please provide the following for each medical marijuana organization in this Commonwealth the natural person who owns or controls the diverse group has a relationship:</p> <p>Permit Name of MMO in this Commonwealth:</p> <p>Other Trade names or DBA (doing business as) names:</p> <p>If known, Permit Number:</p> <p>Diverse Group’s relationship to MMO in this Commonwealth (parent, subsidiary, or other affiliation): If “other affiliation,” please specify:</p>		

Section 5 – New Principals, Financial Backers, Operators, and MMO Ownership

For each person that is part of this proposed CCT or CHOW, the Independent MMO shall include all of the information required under § 1141a.29 (relating to initial permit application) for those individuals listed in those capacities in the MMO’s initial permit application or any previously submitted permit renewal application. 28 Pa. Code § 1141a.39(c).

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.A. and 5.B. are left blank because they are not applicable.

A. Natural Persons

Provide the requested information for each principal, operator, and financial backer, who is a natural person, to be affiliated with the Independent MMO. If there is more than one natural person being affiliated with the Independent MMO, the Independent MMO must provide the rest of the information using the format below, on a separate page titled “List of Natural Persons After CCT or CHOW (Cont’d).”

By checking this box, I am confirming that there are no principals, operators, or financial backers being affiliated with the Independent MMO who are natural persons. All persons being affiliated with the Independent MMO are being affiliated on behalf of a principal, operator, or financial operator that is a business entity. Therefore, Subsection 5.A. Natural Persons is left blank because it is not applicable, and all information about all principals, operators, and financial backers being affiliated with the MMO can be found in Subsection 5.B. Business Entities

Name and Residential Address			
First Name:	Middle Name:	Last Name:	
Also known as:			Date of birth:
Address Line:	City:	State:	Zip Code:
Phone:	Email:		
<p>The natural person is a (check all that apply): <input type="checkbox"/> Principal <input type="checkbox"/> Financial Backer <input type="checkbox"/> Operator</p> <p><input type="checkbox"/> By checking this box, I am confirming that the natural person identified above is an Operator that does not have ownership interest in the Independent MMO or is a Financial Backer that does not have ownership interest or voting rights in the Independent MMO. Therefore, the following subsections are left blank because they are not applicable.</p>			
If the MMO is a <u>Corporation</u>, the person has the following ownership:			

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a corporation, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural persons identified above is left blank in the subsection below because it is not applicable.				
Stock type or class:	# of shares held:	Date Acquired:	Percentage of outstanding voting stock:	Terms, conditions, rights and privileges:
If the MMO is a <u>Limited Liability Company</u>, the person has the following ownership:				
<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a limited liability company, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural person identified above is left blank in the subsection below because it is not applicable.				
Membership Unit type:	# of Units held or % of Ownership:	Date Acquired:	Voting rights and privileges:	
If the MMO is a <u>Partnership or LLP</u>, the person has the following ownership:				
<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a partnership or LLP, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the natural person identified above is left blank in the subsection below because it is not applicable.				
Partner Type: <input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other:	Ownership %:	Partnership participation from:	Description of participation in operation of the applicant:	

B. Business Entities

Provide the requested information for each principal, operator, and financial backer, who is a business entity, that is being affiliated with the Independent MMO. If there is more than one business entity being affiliated with the Independent MMO, the Independent MMO must provide the rest of the information, using the format below, on a separate page titled “List of Business Entities After CCT or CHOW (Cont’d).” **Please note** that if additional information is needed only to list more names of natural persons affiliated on behalf of a business entity, it is sufficient to simply identify the name of the entity and continue the prior list on the additional page.

By checking this box, I am confirming that there are no current principals, operators, or financial backers affiliated with the Independent MMO who are business entities. All persons currently affiliated with the Independent MMO are natural persons affiliated on their own behalf. Therefore, Subsection 5.B. Business Entities is left blank because it is not applicable, and all information about all principals, operators, and financial backers

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

currently affiliated can be found in Subsection 5.A. Natural Persons

Name and Business Address				
Business Name on Formation Documents:				
State of Incorporation or Registration:			Entity Type: <input type="checkbox"/> Public <input type="checkbox"/> Private	
Address Line:		City:		State:
Zip Code:				
Phone:		Email:		
Provide the first and last name for each natural person to be affiliated with the MMO on behalf of this business entity:				
1.		2.		3.
The business entity is a (check all that apply): <input type="checkbox"/> Principal <input type="checkbox"/> Financial Backer <input type="checkbox"/> Operator				
<input type="checkbox"/> By checking this box , I am confirming that the natural person identified above is an Operator that does not have ownership interest in the Independent MMO or is a Financial Backer that does not have ownership interest or voting rights in the Independent MMO. Therefore, the below subsections regarding ownership and voting rights are left blank because they are not applicable				
If the MMO is a <u>Corporation</u>, the person has the following ownership:				
<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a corporation, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable.				
Stock type or class:	# of shares held:	Date Acquired:	% of outstanding voting stock:	Terms, conditions, rights and privileges:
If the MMO is a <u>Limited Liability Company</u>, the person has the following ownership:				
<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a limited liability company, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable.				
Membership Unit type:	# of Units held or % of Ownership:	Date Acquired:	Voting rights and privileges:	

If the MMO is a <u>Partnership or LLP</u>, the person has the following ownership:			
<input type="checkbox"/> By checking this box , I am confirming that the Independent MMO submitting this CCT or CHOW is not a partnership or LLP, but one of the other business entity options. Therefore, the ownership information in the Independent MMO of the business entity identified above is left blank in the subsection below because it is not applicable.			
Partner Type:	Ownership %:	Partnership participation from:	Description of participation in operation of the applicant:
<input type="checkbox"/> General/Full Partner <input type="checkbox"/> Limited Partner <input type="checkbox"/> Dormant/Silent Partner <input type="checkbox"/> Other:			

C. Ownership and Affiliation Chart After CCT

Attachment C is required to be completed for both a CCT and a CHOW Submission.

By checking “Yes,” you affirm that Attachment C is included with this CCT or CHOW Submission and that Attachment C is accurate.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
---	---------------------------------	--------------------------------

D. Compliance with Applicable Laws and Regulations

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.D. is left blank because it is not applicable

By checking “Yes,” you affirm the principals, financial backers, and operators to be affiliated are able to continuously comply with all applicable Commonwealth laws and regulations relating to the operation of the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
---	---------------------------------	--------------------------------

E. Qualifications, Description of Duties, and Training

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.E. is left blank because it is not applicable.

Please provide a description of the duties, responsibilities, and roles of each principal, financial backer, and operator to be affiliated.
1.
2.
3.
4.
5.
6.

If more space is required, please submit additional information on a separate page titled “Qualifications and Descriptions of Duties (Cont’d).”

Please describe the qualifications of each principal to be affiliated.
1.
2.
3.
4.
5.
6.

By checking “Yes,” you affirm that the principals, financial backers, and operators to be affiliated have completed the 2-hour mandatory training course.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that if financial backers to be affiliated have ownership interests in the MMO or are being given access to the MMO’s facility, the financial backers have completed the 2-hour mandatory training course.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

F. Reporting Principals, Financial Backers, and Operators to be Affiliated.

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.F. is left blank, and Attachment D is not included because they are not applicable.

By checking “Yes,” you affirm that Attachment D is included with this CCT or CHOW Submission and that Attachment D was completed for each new principal, financial backer, and operator to be affiliated with the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that Attachment D discloses all new principals, financial backers, and operators to be affiliated with the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that the affiliation of each principal, financial backer, and operator was authorized.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that each required proof of fingerprinting and completion of the 2-hour mandatory training course the principals, financial backers, and operators being affiliated are included in Attachment D.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

G. Personal Identification

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.G. is left blank, and Attachment E is not included because they are not applicable.

By checking “Yes,” you affirm that Attachment E is included with this CCT or CHOW Submission and that Attachment E contains personal identification documents for each principal, financial backer, and operator to be affiliated with the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
---	---------------------------------	--------------------------------

H. Affidavit of Business History

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the MMO. Therefore, Section 5.H. is left blank, and Attachment F is not included because they are not applicable

By checking “Yes,” you affirm that Attachment F is included with this CCT or CHOW Submission and that Attachment F was completed for each principal, financial backer, and operator to be affiliated with the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that the affidavit(s) in Attachment F were authorized to be executed.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

I. Affidavit of Criminal Offense

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the MMO. Therefore, Section 5.I. is left blank, and Attachment G is not included because they are not applicable

By checking “Yes,” you affirm that Attachment G is included with this CCT or CHOW Submission and that Attachment G was completed for each principal, financial backer, and operator to be affiliated with the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that the affidavit(s) in Attachment G were authorized to be executed.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

J. Civil and Administration Action

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.J. is left blank, because it is not applicable

By checking “Yes,” you affirm the following statement: No principal, financial backer, or operator to be affiliated as part of this Independent MMO CCT or CHOW Submission has been a party in any civil or administrative action under the laws of the Commonwealth or any other state, the United States or a military, territorial or tribunal authority relating to the principal, financial backer, or operator’s profession, occupation, or fraudulent practices, including fraudulent billing practices.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

If you checked “No,” above, you must state your reasoning in “Schedule A” below.

Schedule A: Civil and Administrative Action					
Defendant	Name of Case & Docket #	Nature of Charge or Complaint	Date of Charge or Complaint	Disposition	Name and Address of the Administrative Agency Involved, and the Tribunal or Court

K. Request for Tax Clearance Review

By checking this box, I am confirming that this CCT or CHOW Submission does not add principals, financial backers, or operators to be affiliated with the Independent MMO. Therefore, Section 5.K. is left blank, and Attachment H is not included because they are not applicable

By checking “Yes,” you affirm that Attachment H is included with this CCT or CHOW Submission and that Attachment H includes a tax clearance review request form for each principal, financial backer, or operator to be affiliated. Please note that if the principal, financial backer, or operator to be affiliated with the independent MMO is a business entity, the tax clearance is required for the business entity and not the individuals being affiliated on behalf of the business entity.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking “Yes,” you affirm that the tax clearance review request forms in Attachment H were authorized to be executed.	<input checked="" type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
By checking “Yes,” you affirm that the tax clearance review request forms in Attachment H were authorized to be executed.		

Section 6 – Impacts of CCT or CHOW on MMO and its Operations.

This section must be completed for both a CCT or a CHOW even if the sole purpose is to remove principals, financial backers, or operators currently affiliated with the Independent MMO.

A. Complete List of Persons Affiliated after CCT or CHOW

Complete the table below with all persons that will be affiliated as principals, financial backers, or operators at the conclusion of the CCT or CHOW. This should include the persons that were previously affiliated as a principal, financial backer, or operator, but were not removed as part of this Independent MMO CCT/CHOW Submission, and the natural persons affiliated on behalf of a principal, financial backer, or operator that is a legal business entity.

If the principal, financial backer, or operator is a business entity, put the legal name in the first column and the natural person(s) affiliated on its behalf in the second column.

If the principal, financial backer, or operator is a natural person in the first column, put “N/A” in the corresponding second column.

If more space is required, please submit additional information on a separate page titled “All Affiliated Persons After CCT or CHOW (Cont’d).”

Name of Principal, Financial Backer, or Operator	Name of natural persons affiliated on behalf of a Principal, Financial Backer, or Operator.

B. Employee Affiliations

By checking “Yes,” you affirm that any employee affiliations, including those for medical professionals, as part of this CCT or CHOW are being completed using the employee affiliation forms and process.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

C. Diversity Goals

In narrative form, describe any positive and negative impacts this CCT or CHOW has on the current diversity of the Independent MMO. The narrative should include the diversity status of the principal, financial backer, and operator to be affiliated with the MMO, including whether these persons are Diverse Participants or Diverse Groups. The narrative should also detail whether the CCT or CHOW will result in the MMO losing any certification that qualifies it as a Diverse Group.

If this CCT or CHOW will not result in any changes or impacts to the current diversity, please provide the following response: “This change in ownership does not result in any changes or impacts to the current diversity of the Independent MMO.”

--

By checking “Yes,” you affirm that the impacts this CCT or CHOW has on the current diversity of the MMO have been disclosed, which may include a statement that there are no changes or impacts to the current diversity of the MMO.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

D. Community Impact

In narrative form, briefly describe any positive or negative impacts this CCT or CHOW has on the current community impact.

If this CCT or CHOW will not result in any changes or impacts to the current community impact, please state provide the following response: “This change in ownership does not result in any change or impacts to the current community impact of the MMO.”

--

E. Updated Plans of Operations

By checking this box, I am confirming that this CHOW does not result in any changes to the current Plan of Operations. Therefore, Section 6.E. is left blank, and Attachment I is not included because they are not applicable.

By checking “Yes,” you affirm that Attachment I contains any updated Plan of Operation or SOP.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

Section 7 – Legal Agreements

This section must be completed for both a CCT or a CHOW.

If the additions or removals of principals, operators, and financial backers are not a result of any change in the controlling interest nor is it a part of a legal transaction, please check the following box:

By checking this box, I am confirming that this CCT or CHOW does not result in any changes to ownership interests, to controlling interests, nor is it part of a legal transaction. Therefore, Section 7 is left blank, and Attachment J is not included because they are not applicable.

By checking “Yes,” you affirm that Attachment J is included with this CCT or CHOW Submission and that Attachment J contains the legal agreements drafted to enter into this CCT or executed to accomplish this CHOW.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
--	---------------------------------	--------------------------------

MMOs are subject to the Act and regulations that impact the activities an MMO may engage in and therefore, can alter whether certain terms and conditions in legal agreements can go into effect. This includes, terms and conditions involving remedies for default, some of which, if implemented, violate the Act by improperly transferring a permit or triggering a public sale of medical marijuana inventory. Such activities may require the Bureau to revoke the permit. The Bureau does not assume responsibility for liabilities arising from implementing such terms and conditions included in legal agreements.

Section 8 – Forced CCT or CHOW

This section must be completed for a CCT or CHOW.

The Bureau is unable to process any forced CCT or CHOW without MMO consent or without evidence that the applicant has legal ownership of the MMO. The applicant must provide a copy of all court documents establishing the new ownership to the satisfaction of the Bureau. The

Pennsylvania Department of Health, Bureau of Medical Marijuana
Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

applicant must also provide a copy of any legal agreement(s) that were the impetus for the legal proceedings.

By checking this box, I am confirming that this CHOW is not a result of a forced change in ownership. Therefore, Section 8. is left blank, and Attachment K is not included because they are not applicable.

In narrative form, describe the circumstances that led to the forced CCT or CHOW.

By checking "Yes," you affirm that Attachment K is included with this CCT or CHOW Submission and that Attachment K contains all court documents related to the forced CCT or CHOW.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
By checking "Yes," you affirm that you have the legal authority to complete this CCT Submission or CHOW Submission.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Section 9 – Acknowledgements & Attestation

This section must be completed for a CCT or a CHOW.

The authorized representative of the independent medical marijuana organization (independent MMO) completing this change of control transaction (CCT) or change in ownership (CHOW) of an independent medical marijuana organization submission package (Independent MMO CCT/CHOW Submission) shall carefully review and execute the following acknowledgements and attestation.

Acknowledgements & Attestation

- The medical marijuana organization was awarded an Act 63 of 2023 permit.
- I acknowledge that the independent MMO will use Independent CCT/CHOW Submission to report the required information relating to a CCT or CHOW.
- I am authorized to submit this Independent MMO CCT/CHOW Submission.
- I acknowledge that the securities sale prohibition period is a blackout period, wherein the independent MMO may not take steps to enter into a CCT.
- I acknowledge that a CCT that occurs before the securities sale prohibition period is a violation of the Medical Marijuana Act and regulations, will result in the CCT agreement being void, and may result in penalties from the Bureau.
- I acknowledge that a CCT or CHOW that occurs without the Bureau's knowledge of all individuals affiliating with the MMO is a violation of the Medical Marijuana Act and regulations.
- I acknowledge that this CCT or CHOW will not impact the independent MMO's ability to continuously maintain effective security, surveillance, and accounting control measures to prevent diversion, abuse, and other illegal conduct regarding medical marijuana.
- I acknowledge that this CCT or CHOW will not impact the independent MMO's ability to continuously comply with all applicable laws of the Commonwealth.
- I acknowledge that this Independent MMO CCT/CHOW Submission is not being used to effectuate the transfer or sale of the permit from the medical marijuana organization.
- I acknowledge that a false statement made in this Independent MMO CCT/CHOW Submission is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

Signature of Authorized Representative

Date

Printed Name

Title in independent MMO

Bureau of Medical Marijuana Change of Control Transaction/Change in Ownership of an Independent Medical Marijuana Organization

Attachments

The following attachments must be submitted as part of the Independent MMO CCT/CHOW Submission. Instructions for each attachment are at the beginning of each attachment.

Attachment A: Current Ownership & Affiliation Chart

Attachment B: Reporting Persons No Longer Affiliated or Who Are Changing Their Classification to Employee Only

Attachment C: Ownership & Affiliation Chart After CCT or CHOW

Attachment D: Reporting Persons to be Affiliated

Attachment E: Personal Identification

Attachment F: Affidavit of Business History

Attachment G: Affidavit of Criminal Offense

Attachment H: Request for Tax Clearance Review

Attachment I: Updated Plans of Operations

Attachment J: Legal Agreements

Attachment K: Legal Proceeding Documents

ADDITIONAL ATTACHMENTS:

If separate pages were needed to provide additional information, please fill out the below chart. For example: “Attachment 1” – “Independent MMO Information (Cont’d) – “2”

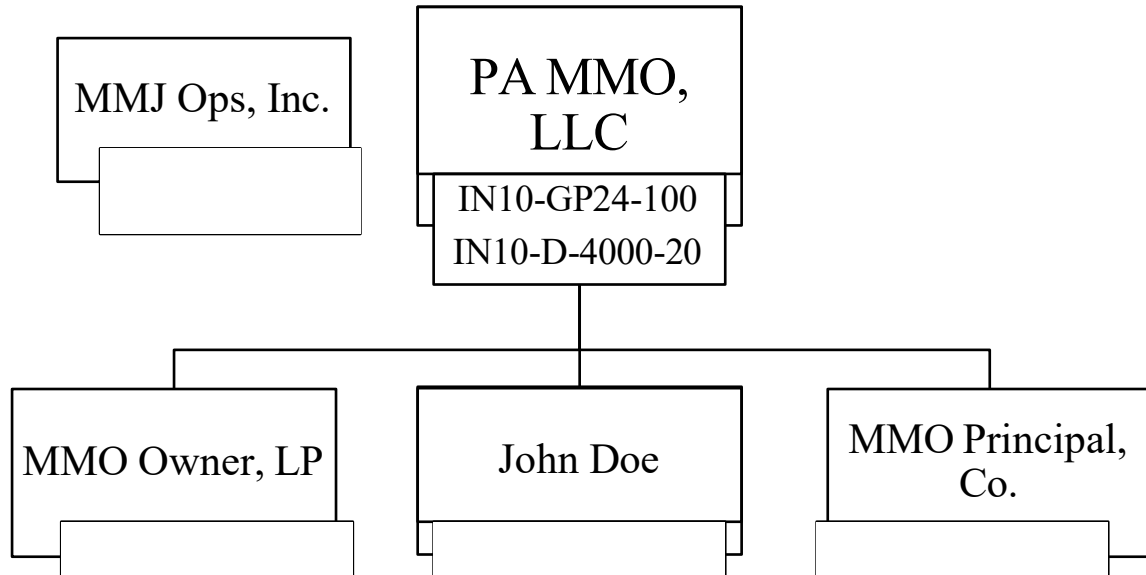
Attachment No.	Title	No. of Pages
Attachment 1		
Attachment 2		
Attachment 3		
Attachment 4		
Attachment 5		
Attachment 6		

Attachment A: Current Ownership & Affiliation Chart

Instructions:

- Attachment A is required for every CCT or CHOW Submission.
- Attach an organizational chart that depicts the principals, financial backers, and operators of the independent MMO before the proposed CCT or impending CHOW. The chart must identify the independent MMO by its legal name and permit number(s); identify the principals, financial backers, and operators by their legal names; and principals must identify their ownership interest (by number of shares held or by ownership percentage).
- If a principal, financial backer, and operator is a legal business entity, you do not need to include those individual natural persons who were affiliated on behalf of that business entity.

Please note: the below illustration is *only* meant to provide an example for clarity of the above instructions.



Attachment B: Reporting Persons No Longer Affiliated or Who Are Changing Their Classification to Employee Only

Instructions:

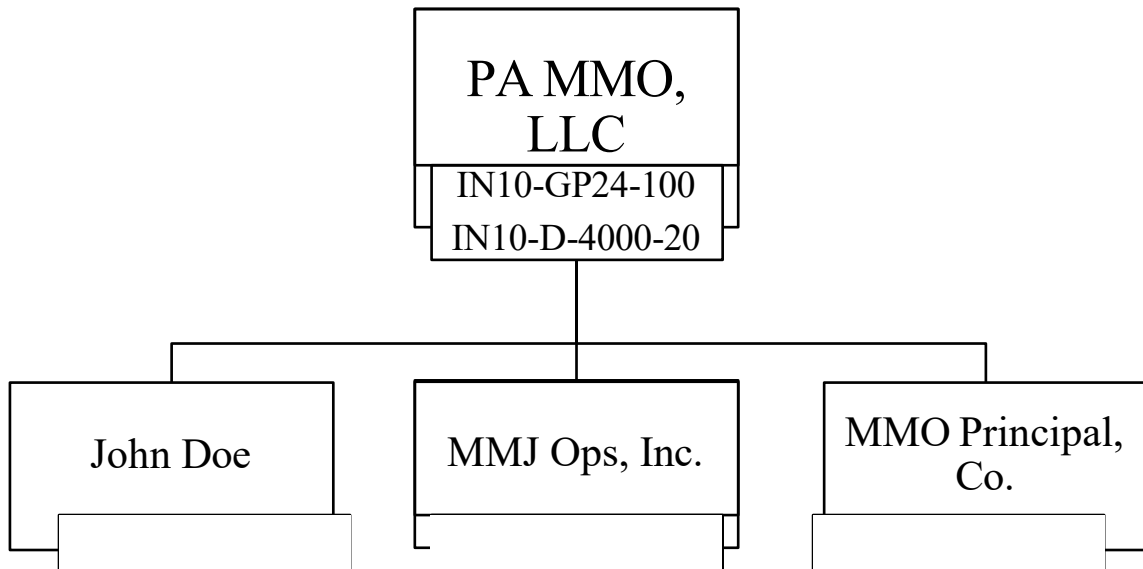
- Attachment B is only required if the CCT or CHOW Submission removes a principal, financial backer, or operator, or if the CCT or CHOW Submission reclassifies a person from principal, financial backer, and/or operator to an employee only.
- This form must be completed for each principal, financial backer, and operator who will no longer be affiliated with the MMO after the CCT or CHOW or for reach principal, financial backer, and operator being reclassified as an employee only.
- If the principal, financial backer, and operator is a legal business entity, this form must be completed for each natural person who was affiliated on behalf of that business entity.
- If the principal, financial backer, and operator is a legal business entity, the contact information to be provided under the Identification Information should be the natural person’s contact information.
- If the principal, financial backer, or operator is being removed from those classifications but will still be an employee affiliated with the MMO, you must fill out the Re-Classification Information Section.
- If the MMO’s permittee type has multiple permit numbers, each individual permit number must be provided.

Independent MMO Submitting CCT or CHOW	
Permittee Name:	Permit Numbers:
Classification Information	
The person below is a: <input type="checkbox"/> Principal <input type="checkbox"/> Financial Backer <input type="checkbox"/> Operator	
Identification Information	
Legal Name of Principal, Financial Backer, or Operator:	
If the person above is a business entity, name of the natural person affiliated on its behalf:	
Mailing Address:	Phone:
	Email:
Re-Classification Information	
Check the box if the person above is to be re-classified as an employee. <input type="checkbox"/>	
New Job Title:	MJ Freeway (choose one): <input type="checkbox"/> No Access <input type="checkbox"/> General Access
By checking this box, you acknowledge that the person may no longer act in the capacity as principal, financial backer, or operator and to do so without properly affiliating them as a principal, financial backer, or operator is a violation. <input type="checkbox"/>	

Attachment C: Ownership & Affiliation Chart After CCT or CHOW

- Attachment C is required for every CCT or CHOW Submission.
- Attach an organizational chart that depicts the principals, financial backers, and operators of the independent MMO after the CCT or CHOW. The chart must identify the independent MMO by its legal name and permit numbers; identify the principals, financial backers, and operators by their legal names; and principals must identify their ownership interest (by number of shares held or by ownership percentage).
- Each permit number must be shown with the independent MMO.
- If a principal, financial backer, and operator is a business entity, you do not need to include those individual natural persons who are being affiliated on behalf of that business entity.

Please note: the below illustration is *only* meant to provide an example for clarity of the above instructions.



Attachment D: Reporting Persons to be Affiliated

Please carefully read the instructions below.

- Attachment D is not required if the independent MMO is not adding persons to be affiliated as a principal, financial backer, or operator.
- An affiliation form must be submitted for each principal, financial backer, and operator to be affiliated with the MMO and each natural person affiliating on behalf of a principal, financial backer, and operator that is a legal business entity, regardless of whether a natural person affiliating on behalf of a legal business entity falls into one of the exceptions for a criminal history record check.
- **Please Note:** The independent MMO's CCT or CHOW will not be considered complete until the names of all known incoming affiliates have been submitted. 28 Pa. Code § 1141a.39(b).

CRIMINAL HISTORY RECORD CHECK

A criminal history record check is required for each principal, financial backer, and operator who is a natural person requesting to be affiliated.

If a principal, financial backer, or operator is a legal business entity, a natural person owning securities in that legal business entity must complete the affiliation form on behalf of that principal, financial backer, or operator and submit fingerprints to receive a criminal history record check unless the natural person falls in one of the two exceptions pursuant to 35 P.S. § 10231.602(a)(4):

Exception 1: If the principal, financial backer, or operator is a publicly traded corporation, the natural person owning securities in that public entity and affiliating on its behalf is not required to submit fingerprints to obtain a criminal history record check.

Exception 2: If the principal, financial backer, or operator is a privately held entity, the natural person affiliating on behalf of that private entity is not required to submit fingerprints to obtain a criminal history record check if the natural person owns 5% or less of the securities in that private entity and is not determined to be substantially involved in the activities of the independent MMO by the Bureau. **Please note:** If the natural person will gain access to MJ Freeway or to the independent MMO's facility location(s), then a criminal history record check is required.

Each principal, financial backer, and operator required to receive a criminal history record check must submit fingerprints for a federal criminal background check before completing the affiliation form. Each individual must attach proof that their fingerprints were submitted and submit their state background check results as part of this Attachment D.

Proof of fingerprint submission. The receipt from the location where the individual submitted fingerprints is acceptable proof. Enrollment to be fingerprinted is not

acceptable proof. **Please note:** If the individual's fingerprints are rejected due to poor quality of prints, the individual has 30 days to be reprinted.

State background check results. If the individual resides outside of Pennsylvania, the appropriate state background check must be submitted.

TWO-HOUR TRAINING COURSE

Each principal and operator must include proof of completion of the mandatory 2-hour training course as part of this Attachment D. A financial backer is not required to submit proof of completion of the mandatory 2-hour training course if the financial backer does not have ownership interests in the MMO and will not be given access to the MMO's facility.

INDEPENDENT MMO PERMIT NUMBERS

You will need to list each permit number.

MJ FREEWAY ACCESS

You must specify which access type is to be granted to the person affiliating. Access to MJ Freeway is only granted to those who require it. "General Access" is appropriate for those wishing to access and transact the system's "normal" operational functions. "Admin Access" should only be granted to select individual(s) who you wish to name as your custodian of the MJ Freeway system, the individual responsible for ensuring appropriate use by all affiliates.

Independent MMO Submitting CCT or CHOW	
Permittee Name:	Permit Numbers:
Classification Information	
The person listed below is a (check all that apply): <input type="checkbox"/> Principal <input type="checkbox"/> Financial Backer <input type="checkbox"/> Operator	
Principal, Financial Backer, Operator Information	
Complete this section if the Principal, Financial Backer, or Operator is a natural person:	
<input type="checkbox"/> By checking this box , I confirm that the person being affiliated is being affiliated on behalf of a business entity that is being added as a principal, financial backer, or operator (see person listed in Section 5.B. of the CCT or CHOW Submission). Therefore, the following subsection for natural persons being affiliated on their own behalf is blank.	
Name:	Email:
Mailing Address:	Phone:
	Proof of fingerprinting is attached. <input type="checkbox"/>
Required access to MJ Freeway (choose one): <input type="checkbox"/> No Access <input type="checkbox"/> General Access <input type="checkbox"/> Admin Access	
Complete this section if the Principal, Financial Backer, or Operator is business entity:	
<input type="checkbox"/> By checking this box , I confirm that the person being affiliated is being affiliated on their own behalf as a principal, financial backer, or operator (see person listed in Section 5.A. of the CCT or CHOW Submission). Therefore, the following subsection for individuals being affiliated on behalf of a legal business entity that is being added as a principal, financial backer, or operator is blank.	
Business Name on Formation Documents:	
Name of natural person affiliating on behalf of the business entity:	
Mailing Address:	Email:
	Phone:

1. Is the business entity a publicly traded corporation?

Yes (next question). No (skip to next box)

2. Is access to MJ Freeway required by natural person?

Yes No (skip to no. 3)

If yes, which MJ Freeway access is required (choose one): General Access

Admin Access

3. Does natural person need access to the independent MMO's facility location(s)?

Yes No (proof of fingerprinting is not required)

If yes, check the box to acknowledge the required proof of fingerprinting is attached.

1. If the business entity is a privately held entity, does the natural person own more than 5% of the securities?

Yes No (skip to no. 3)

2. If ownership is more than 5%, the following MJ Freeway access required (choose one):

No Access General Access Admin Access

Check the box to acknowledge the required **proof of fingerprinting is attached.**

3. If ownership is 5% or less, does the natural person have voting rights to elect or appoint one or more members of the board of directors or other governing board?

Yes No (skip to "if no" question)

If yes, which MJ Freeway access required: No Access General Access

Admin Access

Check the box to acknowledge the required **proof of fingerprinting is attached.**

4. If no voting or appointment rights, which type of MJ Freeway access is required?

No Access (go to no. 5) General Access Admin Access

If access is required, check the box to acknowledge the required proof of fingerprinting is attached.

5. Does the natural person need access to the independent MMO's facility location(s)?

Yes No (proof of fingerprinting is not required)

If yes, check the box to acknowledge the required proof of fingerprinting is attached.

Attachment E: Personal Identification

Instructions:

- Attachment E is only required if the Independent MMO is adding persons to be affiliated as a principal, financial backer, or operator.
- Complete this cover sheet.
- For each principal, financial backer, and operator to be affiliated, attach the following:
 1. A curriculum vitae or resume, maximum of two pages
 2. One form of a verification of identity, which may be any of the following:
 - A valid and unexpired Pennsylvania Photo Driver's License
 - A valid and unexpired Pennsylvania Photo Identification Card
 - A valid and unexpired Pennsylvania Photo Exempt Driver's License
 - A valid and unexpired Pennsylvania Photo Exempt Identification Card
 - A valid and unexpired U.S. Armed Forces Common Access Card
 - A valid and unexpired U.S. passport

Please note: Personal identification only needs to be supplied once for each individual, regardless of whether the individual serves in multiple capacities.

Independent MMO Submitting CCT or CHOW	
Permittee Name:	Permit Numbers:

Attachment F: Affidavit of Business History

Instructions:

- Attachment F is only required if the Independent MMO is adding persons to be affiliated as a principal, financial backer, or operator.
- Each principal, financial backer, or operator to be affiliated must complete the Affidavit of Business History.
Please note: The Bureau will accept individual affidavits from each principal, financial backer, and operator or one affidavit signed by a principal or operator that includes every principal, financial backer, and operator.
- The Affidavit of Business History must be executed and notarized.

Affidavit of Business History

State of _____

County of _____

The undersigned, _____, hereby certifies the following:

During the 10 years preceding the submission date of the change in ownership, the following principal(s), operator(s), and financial backer(s), have held a position of management or ownership of a controlling interest in any other business in this Commonwealth or any other jurisdiction involving the manufacturing or distribution of medical marijuana or a controlled substance:

Name of individual	Role (principal, operator, or financial backer)	Business name and address	Position of management or ownership of a controlling interest	Dates

I hereby certify that I am authorized to execute this affidavit on behalf of the independent medical marijuana organization submitting the change of control transaction or change in ownership and that the information contained herein is true and correct and that there is no misrepresentation, falsification, or omissions in this affidavit. I am further aware that any false or misleading statement or omitted information is punishable under the applicable provisions of 18 Pa. C.S. Ch. 49 (relating to falsification and intimidation).

Signature of Affiant and Title

Date

Sworn to and subscribed before me this _____ day of _____, 20____.

Notary Public

MY COMMISSION EXPIRES:

An electronic version of this document shall be accepted as an original signature.
February 2026

Attachment G: Affidavit of Criminal Offense

Instructions:

- Attachment G is only required if the Independent MMO is adding persons to be affiliated as a principal, financial backer, or operator.
- Each principal or operator to be affiliated must complete the Affidavit of Criminal Offense.
Please note: The Bureau will accept individual affidavits from each principal, financial backer, and operator or one affidavit signed by a principal or operator that includes every principal, financial backer, and operator. **If you are unsure if a conviction must be disclosed, please list the conviction in the interest of full disclosure.**
- The Affidavit of Criminal Offense must be executed and notarized.

Affidavit of Criminal Offense

State of _____ County of _____
The undersigned, _____, hereby certifies the following by checking the boxes below:

Principal(s):

- No principal(s) listed in the Independent MMO CCT/CHOW Submission have been convicted of any felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.
- One or more principals listed in the Independent MMO CCT/CHOW Submission have been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.

If one or more principal(s) listed in the Independent MMO CCT/CHOW Submission has been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance within the past 10 years, please provide below the name(s) of the principal(s) and the offense(s) of which one or more principal(s) was convicted.

Name(s): _____
Offense(s): _____

Operator(s):

- No operator(s) listed in the Independent MMO CCT/CHOW Submission have been convicted of any felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.
- One or more operator(s) listed in the Independent MMO CCT/CHOW Submission has been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.

If one or more operator(s) listed in the Independent MMO CCT/CHOW Submission have been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance within the past 10 years, please provide below the name(s) of the operator(s) and the offense(s) of which one or more operator(s) was convicted.

Name(s): _____
Offense(s): _____

Financial Backer(s):

No financial backer(s) listed in the Independent MMO CCT/CHOW Submission have been convicted of any felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.

One or more financial backer(s) listed in the Independent MMO CCT/CHOW Submission have been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance in violation of the act of April 14, 1972 (P.L. 233, No. 64), known as The Controlled Substance, Drug, Device and Cosmetic Act, or similar law in any other jurisdiction within the past 10 years.

If one or more financial backer(s) listed in the CCT Submission have been convicted of a felony criminal offense related to the manufacture, delivery or possession with intent to manufacture or deliver a controlled substance within the past 10 years, please provide below the name(s) of the financial backer(s) and the offense(s) of which one or more financial backer(s) was convicted.

Name(s): _____
Offense(s): _____

Signature of Affiant and Title

Date

Sworn to and subscribed before me this _____ day of _____, 20____.

Notary Public

MY COMMISSION EXPIRES:

An electronic version of this document shall be accepted as an original signature.

Attachment H: Request for Tax Clearance Review

Instructions:

- Attachment H is only required if the MMO is adding persons to be affiliated as a principal, financial backer, or operator.
- Each principal, financial backer, and operator to be affiliated must complete a request for tax clearance review form.
- If a principal, financial backer, and operator is a legal business entity, then only the business entity submits a request for tax clearance review form. The persons that make up that business entity are not required to request a tax clearance review.
- A request for tax clearance review form is not required to be completed for the Independent MMO as the MMO completes the tax clearance review during the renewal period.

Important Notice:

- By completing this request for tax clearance review form, the undersigned authorizes the Pennsylvania Department of Revenue (DOR) and the Department of Labor and Industry (L&I) to review the tax records of the undersigned person as part of a medical marijuana organization’s CCT application with the Pennsylvania Department of Health, Bureau of Medical Marijuana (Bureau).
- The undersigned’s signature on this request form also represents a waiver of confidentiality of tax information, allowing the exchange of tax information between the Bureau, DOR, an L&I.

Independent MMO Submitting CCT or CHOW:	Permit Numbers:
Name listed on tax return:	
Employer Identification Number (EIN) or Social Security Number:	
Address Line, City, State Zip Code:	
I certify that I am the person whose tax records are to be reviewed. If the tax records are for an entity, I certify that I am an authorized signatory.	
<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Signature of person or authorized signatory	<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Date

Attachment I: Updated Plans of Operations

Instructions:

- Attachment I is not required if the MMO does not have any updated Plans of Operations as part of this CCT or CHOW.
- Complete this cover sheet.
- Attach a copy of any Plan of Operation (SOP) that is being updated as part of this CCT or CHOW.

Title of Updated Plan of Operation	Subject Matter
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	

Attachment J: Legal Agreements

Instructions:

- Attachment J is not required for CCT or CHOW Submissions that do not result in any change to ownership interests, to controlling interests, nor is it part of a legal transaction.
- Attach a copy of any proposed legal agreements or executed to accomplish this CCT or CHOW, including but not limited to, equity agreements, loan agreements, sale-leaseback agreements, and master service agreements.
- Complete this cover sheet.

List of attached legal agreements.

1.

2.

3.

4.

5.

6.

7.

8.

Attachment K: Legal Proceeding Documents

Instructions:

- If this CCT or CHOW is not a result of a forced change in ownership, Attachment K is not required.
- Attach a copy of all court documents establishing legal authority to new ownership.
- Attach a copy of any legal agreement(s) that were the impetus for the legal proceedings.
- Complete this cover sheet.

List of attached documents related to the forced change in ownership.

1.

2.

3.

4.

5.

6.

7.

8.