

**ASSIGNMENT AND ASSUMPTION AND FIRST AMENDMENT  
OF HOST COMMUNITY AGREEMENT BY AND AMONG  
THE CITY OF NEWTON, MME NEWTON RETAIL, LLC  
AND PHARMACANNIS MASSACHUSETTS INC.**

This Assignment and Assumption and First Amendment of Host Community Agreement (this “Assignment”) is entered into on this 14th day of October, 2022, by and among the City of Newton, Massachusetts, acting by and through its Mayor, Ruthanne Fuller, but without personal liability to her, with a principal address of 1000 Commonwealth Avenue, Newton Centre, MA 02459 (the “City”), MME Newton Retail, LLC a/k/a MedMen, a Massachusetts limited liability company with a principal address of 50 Congress Street, Suite 420, Boston, MA 02109 (“MedMen”) and Pharmacannis Massachusetts Inc. d/b/a Verilife, a Massachusetts corporation with a principal address of 190 South LaSalle, 29<sup>th</sup> Floor, Chicago, IL 60603, a wholly owned subsidiary of PharmaCann Inc. (“Verilife”, and together with the City and MedMen, the “Parties”).

**WITNESSETH:**

**WHEREAS**, the City and MedMen entered into that certain Host Community Agreement dated October 31, 2019 (the “MedMen HCA”) in connection with the use and operation by MedMen of a licensed Marijuana Establishment at 232 Boylston Street, Newton, Massachusetts;

**WHEREAS**, the City and Verilife entered into that certain Host Community Agreement dated April 6, 2021 (the “Verilife HCA”) in connection with the use and operation by Verilife of a licensed Marijuana Establishment at 131 Rumford Avenue, Newton, Massachusetts;

**WHEREAS**, Verilife has determined that it will no longer be operating its dispensary and/or maintaining its office at 131 Rumford Avenue, Newton, Massachusetts;

**WHEREAS**, Sections 16 and 17 of the MedMen HCA provides that MedMen shall not assign or otherwise transfer the HCA, in whole or in part, without prior written consent of the City;

**WHEREAS**, MedMen desires to assign and transfer all of its right, title and interest in and to the HCA, to Verilife, and Verilife desires to acquire all of MedMen’s right, title and interest in and to the HCA, on the terms conditions set forth herein;

**WHEREAS**, Verilife acknowledges that in no case shall it operate two dispensaries within the City of Newton at the same time. However, for the purposes of transferring and assigning the Verilife HCA to a prospective buyer, Verilife shall serve as a custodian to the Verilife HCA until the assignment of the Verilife HCA complete subject to the terms set forth herein; and

**WHEREAS**, the City, MedMen and Verilife are entering into this Assignment to effectuate the assignment of the MedMen HCA to Verilife;

**NOW, THEREFORE**, for less than ONE AND 00/100 DOLLAR (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the City, MedMen and Verilife agree as follows:

1. The recitals set forth above are hereby incorporated in this Assignment by reference. Capitalized terms used in this Assignment and not defined herein shall have the meanings ascribed to them in the HCA.
2. Effective immediately upon the full execution of this Assignment (the "Effective Date"), MedMen hereby assigns, sets over and transfers to Verilife all of MedMen's right, title and interest in the MedMen HCA. Verilife hereby assumes and agrees to pay, perform, fulfill and observe all of the covenants, agreements, obligations and liabilities under the MedMen HCA to the same extent as if Verilife had been originally named as a party in the MedMen HCA in the place and stead of MedMen. Verilife shall promptly provide written notice to the City once the CCC Change of Location Request occurs along with copies of all documentation evidencing the CCC's approval of the CCC Transfer of Control Request.

3. Upon the Effective Date, paragraph 16 of the HCA is amended by adding the following sentence:

"Provided however such consent shall not be required in the event such transfer or assignment is to an entity which controls, is controlled by, or is under the common control of the Company."

4. The Parties hereto acknowledge that, subject to approvals by the City, Verilife shall only operate a single dispensary located at 232 Boylston Street, Newton, Massachusetts, but in no case operate two dispensaries within the City at the same time. However, for the purposes of transferring and assigning the Verilife HCA to a prospective buyer, Verilife shall be permitted to serve as custodian to the Verilife HCA up to and until January 1, 2023. In the event the assignment of the Verilife HCA is not complete on or before January 1, 2023, the Verilife HCA shall automatically be null, void and of no further force or effect.
5. The City hereby consents to the assignment of the HCA by MedMen to Verilife and this Assignment upon the provisions, terms and conditions as provided herein.
6. As of the Effective Date, Section 19 of the MedMen HCA is hereby amended to provide notice information for Verilife as follows:

Pharmacannis Massachusetts Inc. d/b/a Verilife c/o PharmaCann Inc.:  
Attn: General Counsel  
190 South LaSalle, 29<sup>th</sup> Floor  
Chicago, IL 60603

legal@pharmacann.com

With a copy (by first class mail, postage prepaid) to:

Prince Lobel Tye, LLP

Attn: Michael P. Ross, Esquire  
One International Place, Suite 3700  
Boston, MA 02110

Schlesinger and Buchbinder, LLP

Attn: Stephen J. Buchbinder, Esquire  
1200 Walnut Street  
Newton, MA 02461-1267

7. Except as amended by this Assignment, the terms of the MedMen HCA are hereby ratified and confirmed in all respects.
8. The City and MedMen hereby confirm that, to their knowledge, neither of them is in default under any of the terms of the MedMen HCA, and that as of the date hereof, no state of facts or circumstances has arisen which, with the giving of notice or passage of time, or both, shall ripen into a default.
9. This Assignment may be executed in counterparts, each of which shall be an original and which together shall constitute a single instrument.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed, under seal, on the day and year first set forth above.

**CITY OF NEWTON**

By: Ruthanne Fuller  
Ruthanne Fuller, Mayor

Date: 10/18, 2022

Approved as to legal form and character:

\_\_\_\_\_  
Assistant City Solicitor

[SIGNATURES CONTINUE ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed, under seal, on the day and year first set forth above.

**MME NEWTON RETAIL, LLC A/K/A MEDMEN**

By: 

Date: October 10, 2022

**PHARMACANNIS MASSACHUSETTS INC. D/B/A VERILIFE**

By:   
Brett Novey, President

Date: October 10, 2022

CERTIFICATE OF AUTHORITY - CORPORATE

1. I hereby certify that I am the Clerk/Secretary of Pharmacannis Massachusetts Inc. corporation; and that
2. Brett Novey is the duly elected President of said corporation; and that
3. on August 31, 2022 at a duly authorized meeting of the Board of Directors of said corporation, at which all the Directors were present or waived notice, it was voted that Brett Novey, President of this corporation be and hereby is authorized to execute contracts and bonds in the name and on behalf of said corporation, and affix its Corporate Seal thereto, and such execution of any contract of obligation in this corporation's name on its behalf, with or without the Corporate Seal, shall be valid and binding upon this corporation; and that
4. the above vote has not been amended or rescinded and remains in full force and effect as of the date set forth below.


ATTEST:  \_\_\_\_\_

NAME: Mayer Grashin \_\_\_\_\_

DATE: October 4, 2022 \_\_\_\_\_

**CERTIFICATE OF AUTHORITY**  
**LIMITED LIABILITY COMPANY**

I hereby certify that I am an Authorized Signatory of **MME NEWTON RETAIL, LLC** , a Massachusetts limited liability company, and that pursuant to the document governing the operation of said limited liability company, I am authorized to execute contracts in the name and on behalf of said limited liability company and such execution of any contract or obligation in said limited liability company's name and on its behalf shall be valid and binding upon said limited liability company. I further certify that such authorization is in full force and effect as of the date set forth below.

  
\_\_\_\_\_

Edward Record , Authorized Signatory

Date: 10/10/2022  
(date must be on or after the date the officer signed  
the contract)