MEDICAL MARIJUANA PROGRAM

APPLICATION FOR REGISTRATION AS A REGISTERED ORGANIZATION

JUNE 4, 2015

INTRODUCTION

Tilray New York LLC (**Tilray NY**) is pleased to submit this application to the New York State of Health (**DOH**) to manufacture and dispense medical cannabis in compliance with the *Compassionate Care Act*. We are focused on bringing new levels of precision, professionalism and patient-centered service to the industry. We are fully committed to DOH's mission of providing medical cannabis to certified patients with serious conditions while also ensuring our system is securely designed to protect public health and safety. Enclosed you will find a comprehensive proposal that features best practices for manufacturing, dispensing, securing, and tracking medical cannabis – practices that our team has developed through our vast experience and superior performance in the cannabis space.

Tilray NY's affiliated operations, Lafitte Ventures Ltd. d/b/a Tilray (**Tilray Canada**) is the only American-owned company with a federal license to operate a medical cannabis production and distribution facility anywhere in the world. As a federally licensed producer of medical cannabis regulated under Canada's *Marihuana for Medical Purposes Regulations* (**MMPR**), Tilray Canada proudly supplies thousands of patients with consistent access to safe, pure, and effective treatment. The MMPR requires extensive oversight of all aspects of the cannabis manufacturing process: cultivation, quality control, tracking, distribution, and security. Tilray Canada has consistently exceeded Health Canada's standards and has distinguished itself as a best-in-class licensed producer.

Our distinguished experience in Canada demonstrates our record of quickly and effectively conforming to rigorous regulatory requirements that ensure safe access to medical cannabis. For example, in January 2014, after being issued a ready-to-build letter by Health Canada, Tilray Canada immediately began construction on a new facility in British Columbia. Just 90 days later, the Tilray Canada facility was fully operational and dispensing medical cannabis to patients across Canada, and this facility has expanded to over 60,000 square feet – one of the largest federally regulated cannabis production and distribution operations in the world. Tilray Canada began processing cannabis in April 2014, and currently serves thousands of patients across Canada.

Our affiliated operation's experience also entails unique insights and proven capabilities to provide precise research-driven care. Our team of experts includes Ph.D. research scientists, master horticulturists, engineers, former pharmaceutical executives and former law enforcement professionals that possess world-renowned expertise in launching mature and professional medical cannabis enterprises. This expert team has designed highly efficient processes that have successfully cultivated more than 40,000 plants representing over 50 diverse types of strains at our facility in Canada. Our in-house professionals and third party laboratories methodically test each product for potency and purity before it is packaged and delivered.

Our affiliated operations have also made significant commitments to scientific research. Tilray Canada is actively partnering with leading physicians, hospitals and universities to advance the scientific understanding of the therapeutic value and clinical applications of cannabinoids. For instance, in November 2014, Tilray Canada signed a Clinical Trial Agreement with the University of British Columbia to study the effects of vaporized cannabis in military veterans suffering from Post-traumatic Stress Disorder. Tilray NY looks forward to making similar commitments with some of New York's world-class medical research communities.

Our Canadian affiliate also boasts a significant local economic footprint. In 2014, Tilray Canada's initial investment of $26.9 million generated $48.1 million in total economic output and supported 395 direct and indirect jobs. Tilray Canada also contributed $8.5 million in federal, provincial and municipal tax revenue, and is among the top ten private-sector employers in the region. With our successful track record contributing to continued expansion, our economic contributions to places where we operate will only continue to grow.

You will also find in this application that we have carefully considered the unique context of local New York communities and an array of initiatives that are important to the state. As Tilray Canada's record demonstrates, we are active and engaged partners with our host communities. Tilray Canada and Tilray NY are committed to planning and hosting job fairs, patient education forums, and connecting professionals in the Canadian program to New York doctors, where applicable.

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

We are intently focused on the prospect of working with the DOH to advance the goals of the *Compassionate Care Act*. Given our affiliate's proven expertise and experience in Canada, as well as our on-the-ground preliminary work here in New York, we envision completing a fully operational facility in New York within 120 days of breaking ground, allowing us to rapidly begin serving patients in New York.

Thank you for your full consideration of our application.

Tilray NY and Tilray Canada are wholly owned subsidiaries of Privateer Holdings, the leading private equity firm investing and operating in the cannabis space. Privateer Holdings is the only firm dedicated to investing in this space that has been able to consistently raise adequate capital. Privateer Holdings is set apart by the depth of hands-on management and investment experience of its team. Privateer Holdings' management team includes investment banking and private equity professionals educated at top-tier MBA programs, marketing professionals from world-leading brands, and former federal law enforcement professionals. Privateer Holdings' flagship portfolio companies are Leafly, a Yelp-like app for strain discovery and education, and Tilray Canada. Privateer Holdings attracted the first-ever institutional investment in the cannabis space, from Silicon Valley venture capital firm Founders Fund. In a written statement announcing the investment, Founders Fund partner Geoff Lewis said of Privateer Holdings, "We've been evaluating the cannabis industry for several years and we haven't seen another company that comes close to Privateer Holdings in terms of strategy, professionalism, talent, expertise, and potential for growth."

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[redacted]

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[redacted]

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FORM DOH-5138

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NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as a Registered Organization

Section A: Business Entity Information		
1. Business Name: Tilray New York, LLC		
2. Organization Type (choose one): ☑ For-profit ☐ Non-profit	3. Business Type (choose one): ☐ Corporation ☐ Sole Proprietorship ☐ Limited Partnership ☐ Other: ☑ Limited Liability Company ☐ General Partnership	
4. Phone: **347-915-3782**	5. Fax: **347-851-7697**	6. Email: **newyork@tilray.com**
7. Business Address: **217 Centre St #132**		
8. City: **New York**	9. State: **NY**	10. ZIP Code: **10013**
11. Mailing Address (if different than Business Address):		
12. City:	13. State:	14. ZIP Code:
Section B: Primary Contact Information		
15. Name: **Luke Wilson**		16. Title: **General Manager**
17. Phone: [redacted]	18. Fax: [redacted]	19. Email: **luke.wilson@tilray.com**
20. Mailing Address: [redacted]		
21. City: [redacted]	22. State: [redacted]	23. ZIP Code: [redacted]
Section C: Proposed Manufacturing Facility Information		
24. Proposed Facility Name: Tilray Manufacturing Facility		
25. Proposed Facility Address: 317, 321, & 327 Old Niskayuna Road		
26. City: Colonie	27. State: **NY**	28. ZIP Code: 12110
29. County: Albany	30. Property Status (choose one): ☐ Owned by the applicant ☐ Leased by the applicant ☑ Other: Lease Option Agreement **If you checked "Other" above, describe the property status in the field provided.**	
31. Proposed Hours of Operation:		

Redacted pursuant to N.Y. Public Officers Law, Art. 6

An additional entry is included below for applicants who are proposing to use more than one manufacturing facility (responsible for cultivation, harvesting, extraction or other processing, packaging and labeling).

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32. Proposed Facility Name:		
33. Proposed Facility Address:		
34. City:	35. State: **NY**	36. ZIP Code:
37. County:	38. Property Status (choose one): ☐ Owned by the applicant ☐ Leased by the applicant ☐ Other: **If you checked "Other" above, describe the property status in the field provided.**	

39. Proposed Hours of Operation:

Monday:	to	Friday:	to
Tuesday:	to	Saturday:	to
Wednesday:	to	Sunday:	to
Thursday:	to		

Section D: Proposed Dispensing Facility #1 Information

40. Proposed Facility Name: Tilray Buffalo Dispensary		
41. Proposed Facility Address: 47-49 W Tupper Street		
42. City: Buffalo	43. State: **NY**	44. ZIP Code: 14202
45. County: Erie	46. Property Status (choose one): ☐ Owned by the applicant ☐ Leased by the applicant ☑ Other: Lease Option Agreement **If you checked "Other" above, describe the property status in the field provided.**	

47. Proposed Hours of Operation:

Monday:	9:00am to 7:00pm	Friday:	9:00am to 7:00pm
Tuesday:	9:00am to 7:00pm	Saturday:	9:00am to 7:00pm
Wednesday:	9:00am to 7:00pm	Sunday:	to
Thursday:	9:00am to 7:00pm		

Section E: Proposed Dispensing Facility #2 Information

48. Proposed Facility Name: Tilray Syracuse Dispensary		
49. Proposed Facility Address: 3350 Erie Blvd E		
50. City: Syracuse	51. State: **NY**	52. ZIP Code: 13214
53. County: Onondaga	54. Property Status (choose one): ☐ Owned by the applicant ☐ Leased by the applicant ☑ Other: Lease Option Agreement **If you checked "Other" above, describe the property status in the field provided.**	

55. Proposed Hours of Operation:

Monday:	9:00am to 7:00pm	Friday:	9:00am to 7:00pm
Tuesday:	9:00am to 7:00pm	Saturday:	9:00am to 7:00pm
Wednesday:	9:00am to 7:00pm	Sunday:	to
Thursday:	9:00am to 7:00pm		

Section F: Proposed Dispensing Facility #3 Information

56. Proposed Facility Name: Tilray Albany Dispensary

57. Proposed Facility Address: 359 Northern Blvd

58. City: Albany

59. State: **NY**

60. ZIP Code: 12207

61. County:
Albany

62. Property Status (choose one):
☐ Owned by the applicant
☐ Leased by the applicant
☑ Other: Lease Option Agreement

If you checked "Other" above, describe the property status in the field provided.

63. Proposed Hours of Operation:

Monday:	9:00am to 7:00pm	Friday:	9:00am to 7:00pm
Tuesday:	9:00am to 7:00pm	Saturday:	9:00am to 7:00pm
Wednesday:	9:00am to 7:00pm	Sunday:	to
Thursday:	9:00am to 7:00pm		

Section G: Proposed Dispensing Facility #4 Information

64. Proposed Facility Name: Tilray Manhattan Dispensary

65. Proposed Facility Address: 712 Broadway

66. City: New York

67. State: **NY**

68. ZIP Code: 10003

69. County:
New York

70. Property Status (choose one):
☐ Owned by the applicant
☐ Leased by the applicant
☑ Other: Lease Option Agreement (still being negotiated)

If you checked "Other" above, describe the property status in the field provided.

71. Proposed Hours of Operation:

Monday:	9:00am to 7:00pm	Friday:	9:00am to 7:00pm
Tuesday:	9:00am to 7:00pm	Saturday:	9:00am to 7:00pm
Wednesday:	9:00am to 7:00pm	Sunday:	to
Thursday:	9:00am to 7:00pm		

Section H: Legal Disclosures

72. Has the applicant, any controlling person of the applicant, any manager, any principal stakeholder, any sole proprietor applicant, any general partner of a partnership applicant, any officer or member of the board of directors of a corporate applicant, or corporate general partner had a prior discharge in bankruptcy or been found insolvent in any court action? ☐Yes ☑No

If the answer to this question is "Yes," a statement providing details of such bankruptcy or insolvency must be included with this application.

73. Does any controlling person of the applicant, any manager, any principal stakeholder, any sole proprietor applicant, any general partner of a partnership applicant, any officer or member of the board of directors of a corporate applicant, or corporate general partner, or a combination of such persons collectively, maintain a ten percent interest or greater in any firm, association, foundation, trust, partnership, corporation or other entity, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year?

OR

Does any entity maintain a ten percent interest or greater in the applicant, and such entity will or may provide goods, leases, or services to the registered organization, the value of which is or would be five hundred dollars or more within any one year?

☑Yes ☐No

If the answer to either of these questions is "Yes," a statement with the name and address of the entity together with a description of the goods, leases, or services and the probable or anticipated cost to the registered organization, must be included with this application.

74.

A. Is the applicant a corporate subsidiary or affiliate of another corporation? ☑Yes ☐No

If the answer to this question is "Yes," a statement setting forth the name and address of the parent or affiliate, the primary activities of the parent or affiliate, the interest in the applicant held by the parent or affiliate, and the extent to which the parent will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the subsidiary must be included with this application. The organizational and operational documents of the corporate subsidiary or affiliate must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the subsidiary or affiliate's financial or contractual obligations with respect to the applicant.

B. Is any owner, partner or member of the applicant not a natural person? ☐Yes ☑No

If the answer to this question is "Yes," a statement must be included with this application setting forth the name and address of the entity, the primary activities of the entity, the interest in the applicant held by the entity, and the extent to which the entity will be involved in the activities of the applicant, and responsible for the financial and contractual obligations of the applicant. The organizational and operational documents of the entity must also be submitted, including but not limited to, as applicable: the certificate of incorporation, bylaws, articles of organization, partnership agreement, operating agreement, and all amendments thereto, and other applicable documents and agreements including in relation to the entity's financial or contractual obligations with respect to the applicant, and the identification of all those holding an interest or ownership in the entity and the percentage of interest or ownership held in the entity. If an interest or ownership in the entity is not held by a natural person, the information and documentation requested herein must be provided going back to the level of ownership by a natural person (Principal Stakeholder).

75. Has construction, lease, rental, or purchase of the manufacturing facility been completed? ☐ Yes ☑ No

If the answer to this question is "No," a statement indicating the anticipated source and application of the funds to be used in such purchase, lease, rental or construction, as well as anticipated date that construction, lease, rental or purchase will be completed must be included with this application.

76. Has construction, lease, rental, or purchase of the dispensing facilities been completed? ☐ Yes ☑ No

If the answer to this question is "No," a statement indicating the anticipated source and application of the funds to be used in such purchase, lease, rental or construction, as well as anticipated date that construction, lease, rental or purchase will be completed must be included with this application.

Section I: Required Attachments

Applications received without the required attachments will not be eligible for consideration until the required attachments are received. All such attachments must be postmarked by the Deadline for Submission of Applications.

77. ☑ The applicant has enclosed a non-refundable application fee in the amount of $10,000.
Applications received without the $10,000 application fee will not be considered.

78. ☑ The applicant has enclosed a conditionally refundable registration fee in the amount of $200,000.
Applications received without the $200,000 registration fee will not be considered.
The $200,000 registration fee will be refunded to applicants that are not selected as registered organizations.

79. ☑ The applicant has attached all required statements from Section H: Legal Disclosures, if applicable.

80. ☑ The applicant has attached identification of all real property, buildings, and facilities that will be used in manufacturing and dispensing activities, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(2), and labeled this attachment as "**Attachment A.**"

81. ☑ The applicant has attached identification of all equipment that will be used to carry out the manufacturing, processing, transportation, distributing, sale, and dispensing activities described in the application and operating plan, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(3), and labeled this attachment as "**Attachment B.**"

82. ☑ The applicant has attached copies of all applicable executed and proposed deeds, leases, and rental agreements or executed option contracts related to the organization's real property interests, showing that the applicant possesses or has the right to use sufficient land, buildings, other premises, and equipment, and contains the language required in 10 NYCRR § 1004.5(b)(9), if applicable, or, in the alternative, the applicant attached proof that it has posted a bond of not less than $2,000,000, pursuant to PHL § 3365 and 10 NYCRR § 1004.5(b)(9), and labeled this attachment as "**Attachment C.**"

Confidential Information – The following sections/questions and accompanying attachments constitute trade secrets and/or critical infrastructure information: questions 75, 76, 79, 80, 81, 82. See Addendum A for additional explanation.

83. ☑ The applicant has attached an operating plan that includes a detailed description of the applicant's manufacturing processes, transporting, distributing, sale and dispensing policies or procedures, and contains the components set forth in 10 NYCRR § 1004.5(b)(4), and labeled the operating plan as "**Attachment D – Operating Plan**" with the information clearly labeled and divided into the following sections:

Section 1 - Manufacturing (§ 1004.5(b)(4))
Section 2 - Transport and Distribution (§ 1004.5(b)(4))
Section 3 - Dispensing and Sale (§ 1004.5(b)(4))
Section 4 - Devices (§ 1004.5(b)(4)(i))
Section 5 - Security and Control (§ 1004.5(b)(4)(ii))
Section 6 - Standard Operating Procedure (§ 1004.5(b)(4)(iii))
Section 7 - Quality Assurance Plans (§ 1004.5(b)(4)(iv))
Section 8 - Returns, Complaints, Adverse Events and Recalls (§ 1004.5(b)(4)(v))
Section 9 - Product Quality Assurance (§ 1004.5(b)(4)(vi))
Section 10- Recordkeeping (§ 1004.5(b)(4)(vii))

84. ☑ The applicant has attached copies of the organizational and operational documents of the applicant, pursuant 10 NYCRR § 1004.5(b)(5), which must include the identification of all those holding an interest or ownership in the applicant and the percentage of interest or ownership held, and labeled this attachment as "**Attachment E.**"

85. ☑ "**Appendix A: Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members**" has been completed for each of the board members, officers, managers, owners, partners, principal stakeholders, directors, and any person or entity that is a member of the applicant setting forth the information required in PHL § 3365(1)(a)(iv) and 10 NYCRR § 1004.5(b)(6).

86. ☑ The applicant has attached documentation that the applicant has entered into a labor peace agreement with a bona fide labor organization that is actively engaged in representing or attempting to represent the applicant's employees, pursuant to PHL § 3365(1)(a)(iii) and 10 NYCRR § 1004.5(b)(7), and labeled this attachment as "**Attachment F.**"

87. ☑ The applicant has attached a financial statement setting forth all elements and details of any business transactions connected with the application, including but not limited to all agreements and contracts for consultation and/or arranging for the assistance in preparing the application, pursuant to 10 NYCRR § 1004.5(b)(10), and labeled this attachment as "**Attachment G.**"

88. ☑ The applicant has completed **"Appendix B – Architectural Program"** and included the components set forth in 10 NYCRR § 1004.5(b)(11) and -(12).

89. ☑ The applicant has attached the security plan of the applicant's proposed manufacturing and dispensing facilities indicating how the applicant will comply with the requirements of Article 33 of the Public Health Law, 10 NYCRR Part 1004, and any other applicable state or local law, rule, or regulation, and labeled this attachment as "**Attachment H.**"

90. ☑ The applicant has attached the most recent financial statement of the applicant prepared in accordance with generally accepted accounting principles (GAAP) applied on a consistent basis and certified by an independent certified public accountant, in accordance with the requirements of 10 NYCRR § 1004.5(b)(16), and labeled this attachment as "**Attachment I.**"

91. ☑ The applicant has attached a staffing plan for staff to be involved in activities related to the cultivation of marijuana, the manufacturing and/or dispensing of approved medical marijuana products, and/or staff with oversight responsibilities for such activities that includes the requirements set forth in 10 NYCRR § 1004.5(b)(18) of the regulations and labeled this attachment as "**Attachment J.**"

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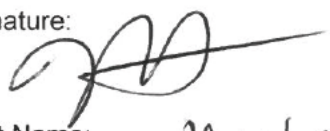
92. ☑ The applicant has attached proof from the local internet service provider(s) that all of the applicant's manufacturing and dispensing facilities are located in an area with internet connectivity and labeled this attachment as "**Attachment K.**" Internet connectivity will be required to support the use of a Seed-to-Sale Solution approved by the Department to record the registered organization's permitted activities.

93. ☑ The applicant has attached a timeline demonstrating the estimated timeframe from growing marijuana to production of a final approved product, and labeled this attachment as "**Attachment L.**"

94. ☑ The applicant has attached a statement and/or documentation showing that the applicant is able to comply with all applicable state and local laws and regulations relating to the activities in which it intends to engage under the registration, pursuant to 10 NYCRR § 1004.5(b)(8), and labeled this attachment as "**Attachment M.**"

Section J: Attestation and Signature

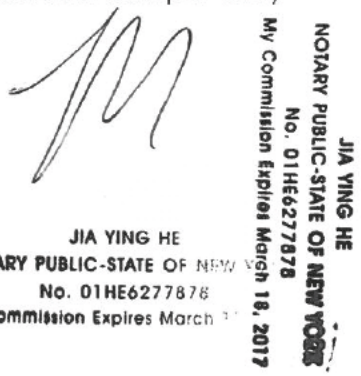
As the chief executive officer duly authorized by the board of a corporate applicant, or a general partner or owner of a proprietary applicant, I hereby authorize the release of any and all applicant information of a confidential or privileged nature to the Department and its agents. If granted a registration, I hereby agree to ensure the registered organization uses the Seed-to-Sale Solution approved by the Department to record the registered organization's permitted activities. I hereby certify that the information provided in this application, including in any statement or attachments submitted herewith, is truthful and accurate. I understand that any material omissions, material errors, false statements, misrepresentations, or failure to provide any requested information may result in the denial of the application or other action as may be allowed by law.

95. Signature: ▶ 

96. Date Signed: 06/1/15

97. Print Name: Michael Auerbach

The application must include a handwritten signature by the chief executive officer duly authorized by the board of a corporate applicant, or a general partner or owner of a proprietary applicant, and must be notarized.

Notary Name: Jia He	Notary Registration Number: 01HE6277878
Notary (Notary Must Affix Stamp or Seal) 	Date: 6/1/15

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LEGAL DISCLOSURES

STATEMENT ACCOMPANYING QUESTION 73:

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STATEMENT ACCOMPANYING QUESTION 74:

Redacted pursuant to N.Y. Public Officers Law, Art. 6

STATEMENT ACCOMPANYING QUESTIONS 75 AND 76:

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ATTACHMENT A

IDENTIFICATION OF REAL PROPERTY

MANUFACTURING FACILITY:

317, 321, & 327 Old Niskayuna Road, Colonie, NY 12110

DISPENSING FACILITY #1:

47-49 W Tupper Street, Buffalo, NY 14202

DISPENSING FACILITY #2:

3350 Erie Blvd E, Syracuse, NY 13214

DISPENSING FACILITY #3:

359 Northern Blvd, Albany, NY 12207

DISPENSING FACILITY #4 (STILL BEING NEGOTIATED):

712 Broadway, New York, NY 10003

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ATTACHMENT B

IDENTIFICATION OF EQUIPMENT

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MAJOR MANUFACTURING EQUIPMENT

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ATTACHMENT C

LEASE OPTION AGREEMENTS

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ATTACHMENT D

OPERATING PLAN

PURPOSE

The purpose of this operating plan is to define and communicate an overall operational structure and strategy for Tilray NY's medical cannabis manufacturing facility and retail dispensaries. This plan will be subsequently used to develop specific plans and procedures at the department level. This plan will include all aspects of the Tilray NY operation, including facility design, processing (cloning through final product shipment), transporting, distributing, sale and dispensing. It will also provide an overview of Tilray NY's security and quality management systems.

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SECTION 1 – MANUFACTURING

1.1 MANUFACTURING FACILITY PROJECT OVERVIEW

Tilray NY plans to construct a state-of-the-art facility to produce, process, package, and ship Tilray-branded medical cannabis products to dispensaries in the State of New York. The facility is a grassroots project that includes greenhouse areas for growth of the cannabis. Processing of the harvested cannabis will be done in clean processing suites which are self-contained and serviced by all supporting utilities, gowning, clean areas, and equipment storage. Other aspects associated with the project include raw material and finished product warehouses for both controlled and non-controlled substances, QC laboratories, personnel facilities, a maintenance shop and central utilities. Final product packaging and shipment to Tilray NY's dispensing facilities will be performed at this site, as well.

1.2 REGULATORY COMPLIANCE

1.2.1 This facility will be regulated by the State of New York and will be compliant with all State regulations pertaining to the manufacture and testing of medical cannabis.

1.2.2 The facility design and operation will be compliant will all applicable Local, State and Federal codes and regulations.

1.2.3 The cultivation, processing and harvesting of cannabis plant material will be in accordance with USDA Good Agricultural Practices (**GAP**).

1.2.4 Final processing of the cannabis into its final dosage form will be compliant with US FDA current Good Manufacturing Practices (**cGMP**).

1.3 QUALITY MANAGEMENT SYSTEMS

1.3.1 All operations at this facility, as well as dispensary operations will be governed and controlled by Tilray Quality Management System (**QMS**).

1.3.2 Departments within the Quality organization at Tilray will consist of Quality Assurance (**QA**) and Quality Control (**QC**).

1.3.3 QA and QC organizations will operate independent from Site Operations Management and Dispensary structure and will report to a Corporate Quality group.

1.3.4 Specific operations will be in accordance with Corporate and New York site specific Standard Operating Procedures (**SOPs**). SOPs will be reviewed and approved by company management personnel. Training on SOPs will be provided to applicable personnel. Document revisions will be controlled within the company QMS by the QA department.

1.3.5 Specific SOPs will be included, as requested, in Sections 6, 7, 8, 9 and 10 of this Operating Plan

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1.4 FACILITY DESCRIPTION

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1.4.4 Warehousing

1.4.4.1 Environmentally controlled warehousing will be provided for incoming raw materials and components, intermediate products and final products.

1.4.4.2 Segregated areas will be provided for quarantined, released and rejected materials.

1.4.4.3 Controlled substances as defined by the US Drug Enforcement Agency (DEA) will be stored in a secure vault.

1.4.5 Waste Treatment

1.4.5.1 A secure solid waste collection area will be provided for waste generated during cultivation and harvesting activities, as well as spent plant mass post extraction.

1.4.5.2 Liquid cannabis oil waste will be collected and stored in a secure vault.

1.4.5.3 Disposal of all solid and liquid waste containing cannabis will be in accordance with all New York State Regulations.

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1.5 MANUFACTURING PROCESS OVERVIEW

1.5.1 Warehousing

1.5.1.1 Incoming Materials

- Incoming raw materials and components will be received and stored in an environmentally controlled warehouse.
- Materials and components controlled within the Tilray QMS will be assigned a Tilray lot number and placed into a secure quarantine area until tested and released by site QC and QA personnel. Access to this area will be restricted to QC/QA personnel only.
- Materials and components meeting preapproved quality acceptance criteria will be released for use and placed in a “released for use” area.
- Any materials and components not meeting acceptance criteria will be marked as “rejected” and will be placed in a secure area with access restricted to QC/QA personnel only. Rejected materials will either be shipped back to supplier or destroyed in accordance with Tilray NY SOPs.

1.5.1.2 Intermediate Products

- Any intermediate products that will be stored prior to downstream processing, such as milled product or dilute extracted oils, will be assigned a unique lot number and stored in a secure vault within the production area.
- Should any intermediates require quality testing prior to further processing, they will be handled according to steps outlined in Section 9 of this Operating Plan.

1.5.1.3 Final Product

- Final product will be submitted to an approved third party laboratory for analytical testing and product release.

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SECTION 2 – TRANSPORT AND DISTRIBUTION

The purpose of this section is to provide an overview of the Tilray NY's policies and practices in regards to the transportation and distribution of medical cannabis from the manufacturing facility to the dispensing facility. The final product will be tracked and documented at every point from the manufacturing facility's vault to dispensary locations. Tracking of the final product will be done electronically only by registered Tilray employees. This section will describe the transportation and distribution from product ordering at the manufacturing facility to a final dispensary location.

2.1 INITIATION OF TRANSPORTATION AND DISTRIBUTION

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2.2 TRANSPORTATION AND DISTRIBUTION TO DISPENSING FACILITY

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2.3 DOCUMENTATION AFTER ARRIVAL

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SECTION 3 – DISPENSING AND SALE

The purpose of this section is to provide an overview of Tilray NY's policies and practices in regards to the dispensing and sale of medical cannabis in its dispensary locations. A Seed to Sale Tracking Program, as required by the DOH, will be used for the inventory dispensing and record keeping. This section will describe the dispensary and its processes from electronic prescription submission, processing, ordering, inventory, through to the dispensing and sale of the final product.

3.1 DISPENSING AND SALE OVERVIEW

3.1.1 Dispensing facilities will protect patient confidentiality by following guidelines set forth by the federal Health Insurance Portability and Accountability Act of 1996 (**HIPPA**).

3.1.2 Dispensing facilities shall follow all the dispensing requirements set out in §1004.12.

3.1.3 Dispensing facilities shall report dispensed medical cannabis products (as well as file zero reports) in accordance with §1004.17.

3.1.4 Dispensing facilities shall observe all the general prohibitions contained in §1004.21.

3.2 DISPENSING AND SALE PROCEDURE

This section outlines the process from submission of an electronic prescription (recommendation), verification by the pharmacist, ordering and transportation of the product, and inventory and dispensing of the final product to the patient.

3.2.1 An electronic prescription (recommendation) is transmitted electronically to the dispensary.

3.2.2 The pharmacist verifies the practitioner certification, to the extent possible.

3.2.3 The pharmacist will verify patient information and certification, as well as designated caregiver(s) information and certification if applicable.

3.2.4 The pharmacist will verify with I-STOP/PMP program what other controlled substances the patient is taking for possible contraindications and precautions.

3.2.5 Once verified by the pharmacist, the prescription (recommendation) is processed through the Seed to Sale Tracking Program, and is also filed.

3.2.6 The following patient demographics are verified at this point for all new patients, by contacting and correlating the information given with information retrieved though the NYS registered database:

- name
- date of birth
- sex
- address
- phone number(s)
- email address (if applicable)
- payment method

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3.2.7 The Seed to Sale Tracking Program will generate a serial number (prescription number)

3.2.8 This serial number (prescription number) will be incorporated into the Lot Number for the approved medical cannabis product for tracking purposes once the order is completed by the manufacturing facility.

3.2.9 The pharmacist will then review the patient medication profile for possible contraindications, and precautions.

3.2.10 Once verified, the pharmacist or registered staff will contact the patient for payment approval.

3.2.11 The manufacturing facility will obtain the electronic order (which will bear a DOH-approved product label) and prepare it for transport.

3.2.12 The manufacturing facility will obtain the electronic order and prepare it for transport.

3.2.13 The lot number of the final product will be paired with the serial number (prescription number) at this point via electronic transmission and a shipping manifest will be created.

3.2.14 The Lot Number the final product will be paired with the serial number (prescription number) at this point via electronic transmission and a shipping manifest will be created.

3.2.15 The final product with the shipping manifest will be prepared for transport and left in the transport vault pending transport.

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SECTION 4 – DEVICES

10 NYCRR 1004.11 stipulates that "Approved medical cannabis products shall be limited to the following forms and routes of administration:

1. Liquid or oil preparation for metered oromucosal or sublingual administration or administration per tube;
2. Metered liquid or oil preparations for vaporization;
3. Capsules for oral administration; or
4. Any additional form and route of administration approved by the commissioner. Smoking is not an approved route of administration.
5. Approved medical cannabis products may not be incorporated into edible food products by the registered organization, unless approved by the commissioner.

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4.2 PROPOSED BRANDS

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4.3 ADDITIONAL TILRAY DEVICES AND BRANDS

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SECTION 5 – SECURITY AND CONTROL

The overall security and control system for the manufacturing facility and dispensaries will include multiple integrated commercial grade sub-systems to address all regulatory requirements. This section will describe in general terms, the planned systems. Details of the Security and Control Program will be outlined in Item 89 (Attachment H) of the Application.

The system description is as follows:

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SECTION 6 – STANDARD OPERATING PROCEDURE

Tilray NY has Standard Operating Procedures in place that control all of the methods used from cultivation of the medical cannabis through packaging, sealing and labeling of each lot of product. These procedures contain practices that are consistent with GAPs and cGMPs where applicable. They conform to all laws and rules of New York State. These SOPs will ensure that all produced and dispensed are homogeneous, without contamination and reproducible. The SOPs included are as follows:

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SECTION 7 – QUALITY ASSURANCE PLANS

Tilray NY has Quality Assurance Plans and Procedures in place, including but not limited to plans to detect, identify and prevent dispensing errors. These Quality Assurance Plans and Procedures include the following SOPs:

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SECTION 8 – RETURNS, COMPLAINTS, ADVERSE EVENTS AND RECALLS

Tilray NY has Quality Assurance Plans and Procedures in place to document and investigate medical cannabis complaints and adverse events. Complaints about product quality or potential adverse events will be dealt with in accordance with [redacted]) and [redacted]), which are set out below. In some instances, return of product may be allowed, in which case returned product will be destroyed in accordance with [redacted]. Any re-testing of product will be conducted using retention samples, which are collected for each batch in accordance with Tilray's batch sampling procedures.

Tilray NY's Quality Assurance Plans and Procedures also include provisions for rapid voluntary or involuntary recall of any lot of product. Adverse events and recalls will be reported to the DOH within twenty-four hours of occurrence. These procedures contain practices that are consistent with GAPs and cGMPs where applicable. They conform to all laws and rules of New York State. The SOPs included are as follows:

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SECTION 9 – PRODUCT QUALITY ASSURANCE

Tilray NY has Quality Assurance Plans and Procedures in place to track contamination incidents and document the investigated source of such incidents and appropriate corrective actions taken. These procedures contain practices that are consistent with GAPs and cGMPs where applicable. They conform to all laws and rules of New York State. The SOPs included are as follows:

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SECTION 10 – RECORDKEEPING

Tilray NY has Quality Assurance Plans and Procedures in place for tracking, record keeping, record retention and surveillance systems, relating to all medical cannabis at every stage including cultivation, processing, delivery, transporting, distribution, sale and dispensing. These procedures contain practices that are consistent with GAPs and cGMPs where applicable. Tilray has successfully implemented a similar Quality Assurance Plan and Procedures at its Canadian production facility – these Quality Assurance Plans have been thoroughly inspected by Health Canada's Office of Controlled Substances on multiple occasions and have been deemed compliant. We have adapted these plans and procedures to conform to all laws and rules of New York State.

The following logs and forms are currently proposed for use to document the cultivation, and processing of cannabis at the Tilray NY site – the use of each log and/or form is included in a specific SOP detailing the appropriate procedures for its use.

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In addition to the SOPs described above which contain various forms and logs used for record keeping purposes, Tilray has also developed specific SOPs that describe the control, maintenance, and retention of all records created on the Tilray production site. These SOPs also provide additional details on the overall record keeping system being implemented at Tilray. The SOPs included are as follows:

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ATTACHMENT E

ORGANIZATIONAL AND OPERATIONAL DOCUMENTS

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PRIVATEER CERTIFICATE OF INCORPORATION

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PRIVATEER HOLDINGS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2011, AT 6:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Jeffrey W. Bullock, Secretary of State

5048725 8100

AUTHENTICATION: 9151310

111183556

DATE: 11-10-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

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State of Delaware
Secretary of State
Division of Corporations
Delivered 06:44 PM 11/09/2011
FILED 06:33 PM 11/09/2011
SRV 111183556 - 5048725 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF PRIVATEER HOLDINGS, INC.

Brendan Kennedy hereby certifies that:

ONE: The date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was October 6, 2011.

TWO: He is the duly elected and acting President of Privateer Holdings, Inc., a Delaware corporation.

THREE: The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

I.

The name of this corporation is **PRIVATEER HOLDINGS, INC.** (the "***Company***").

II.

The address of the registered office of this Company in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle and the name of the registered agent of this corporation in the State of Delaware at such address is Corporation Services Company.

III.

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("***DGCL***").

IV.

A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is fifty-three million six hundred thousand (53,600,000) shares, forty-four million (44,000,000) shares of which shall be Common Stock (the "***Common Stock***") and nine million six hundred thousand (9,600,000) shares of which shall be Preferred Stock (the "***Preferred Stock***"). The Preferred Stock shall have a par value of $0.0001 per share and the Common Stock shall have a par value of $0.0001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of Preferred

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Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis).

C. Nine million six hundred thousand (9,600,000) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "***Series Preferred***").

D. The rights, preferences, privileges, restrictions and other matters relating to the Series Preferred are as follows:

1. DIVIDEND RIGHTS.

(a) Holders of Series Preferred, in preference to the holders of Common Stock, shall be entitled to receive, but only out of funds that are legally available therefor, cash dividends at the rate of eight percent (8%) of the Original Issue Price (as defined below) per annum on each outstanding share of Series Preferred. Such dividends shall be payable only when, as and if declared by the Board of Directors (the "***Board***") and shall be non-cumulative.

(b) The "***Original Issue Price***" of the Series Preferred shall be $0.7333 (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof).

(c) So long as any shares of Series Preferred are outstanding, the Company shall not pay or declare any dividend (whether in cash or property), or make any other distribution on the Common Stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock, until all dividends as set forth in Section 1(a) above on the Series Preferred shall have been paid or declared and set apart, except for:

(i) acquisitions of Common Stock by the Company pursuant to agreements that permit the Company to repurchase such shares at no more than cost upon termination of services to the Company;

(ii) acquisitions of Common Stock in exercise of the Company's right of first refusal to repurchase such shares; or

(iii) distributions to holders of Common Stock in accordance with Section 3.

(d) In the event dividends are paid on any share of Common Stock, the Company shall pay an additional dividend on all outstanding shares of Series Preferred in a per share amount equal (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

(e) The provisions of Sections 1(c) and 1(d) shall not apply to a dividend payable solely in Common Stock to which the provisions of Section 4(f) hereof are applicable, or any repurchase of any outstanding securities of the Company that is approved by the Board.

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2. VOTING RIGHTS.

(a) General Rights. Each holder of shares of the Series Preferred shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series Preferred could be converted (pursuant to Section 4 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent and shall have voting rights and powers equal to the voting rights and powers of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company. Except as otherwise provided herein or as required by law, the Series Preferred shall vote together with the Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Common Stock.

(b) Separate Vote of Series Preferred. For so long as at least one million (1,000,000) shares of Series Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of a majority of the outstanding Series Preferred shall be necessary for effecting or validating the following actions (whether by merger, recapitalization or otherwise):

(i) Any amendment, alteration, or repeal of any provision of the Certificate of Incorporation or the Bylaws of the Company (including any filing of a Certificate of Designation) that alters or changes the voting or other powers, preferences, or other special rights, privileges or restrictions of the Series Preferred so as to affect them adversely in a manner different than other classes of stock;

(ii) Any increase or decrease in the authorized number of shares of Series Preferred; or

(iii) Any Liquidation Event, Acquisition or Asset Transfer (each as defined in Section below); provided, however, no approval shall be required for any such transaction in which the holders of Series Preferred shall receive a combination of cash and/or freely tradeable public securities with an aggregate value of at least $1.4666 per share (as adjusted for stock splits, stock dividends, reclassifications and the like)), and (ii) the transaction consideration is distributed in accordance with Section 3 below.

3. LIQUIDATION RIGHTS.

(a) Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "***Liquidation Event***"), before any distribution or payment shall be made to the holders of any Common Stock, subject to the right of any series of Preferred Stock that may from time to time come into existence, the holders of Series Preferred shall be entitled to be paid out of the assets of the Company legally available for distribution (or the consideration received by the Company or its stockholders in an Acquisition) for each share of

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Series Preferred held by them, an amount per share of Series Preferred equal to the Original Issue Price plus all declared and unpaid dividends on the Series Preferred. If, upon any such Liquidation Event, the assets of the Company shall be insufficient to make payment in full to all holders of Series Preferred of the liquidation preference set forth in this Section 3(a), then such assets (or consideration) shall be distributed among the holders of Series Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After the payment of the full liquidation preference of the Series Preferred as set forth in Section 3(a) above, the remaining assets of the Company legally available for distribution (or the consideration received by the Company or its stockholders in an Acquisition), if any, shall be distributed ratably to the holders of the Common Stock.

(c) An Asset Transfer or Acquisition (each as defined below) shall be deemed a Liquidation Event for purposes of this Section 3.

(i) For the purposes of this Section 3: (i) "***Acquisition***" shall mean (A) any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the shares of capital stock of the Company immediately prior to such consolidation, merger or reorganization, continue to represent a majority of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization, (provided that, for the purpose of this 3(c), all shares of Common Stock issuable upon exercise of options outstanding immediately prior to such consolidation or merger or upon conversion of Convertible Securities (as defined below) outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of capital stock are converted or exchanged); or (B) any transaction or series of related transactions to which the Company is a party in which in excess of fifty percent (50%) of the Company's voting power is transferred; provided that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or any successor or indebtedness of the Company is cancelled or converted or a combination thereof; and (ii) "***Asset Transfer***" shall mean a sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Company.

(ii) In any Acquisition or Asset Transfer, if the consideration to be received is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board on the date such determination is made.

(iii) The Company shall not have the power to effect an Acquisition or Asset Transfer unless the definitive agreement for such transaction provides that the consideration payable to the stockholders of the Company in connection therewith shall be allocated among the holders of capital stock of the Company in accordance with this Section 3.

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(d) Notwithstanding the foregoing, upon any Liquidation Event, (including an Acquisition or Asset Transfer), then each holder of Series Preferred shall be entitled to receive, for each share of each series of Series Preferred then held, out of the proceeds available for distribution, the greater of (i) the amount of cash, securities or other property to which such holder would be entitled to receive with respect to such shares in a Liquidation Event pursuant to Section 3(a) (without giving effect to this Section 3(d)) or (ii) the amount of cash, securities or other property to which such holder would be entitled to receive in a Liquidation Event with respect to such shares if such shares had been converted to Common Stock immediately prior to such Liquidation Event or Acquisition or Asset Transfer, giving effect to this Section 3(d) with respect to all series of Preferred Stock simultaneously.

4. CONVERSION RIGHTS.

The holders of the Series Preferred shall have the following rights with respect to the conversion of the Series Preferred into shares of Common Stock (the "***Conversion Rights***"):

(a) Optional Conversion. Subject to and in compliance with the provisions of this Section 4, any shares of Series Preferred may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "Series Preferred Conversion Rate" then in effect (determined as provided in Section 4(b)) by the number of shares of Series Preferred being converted.

(b) Series Preferred Conversion Rate. The conversion rate in effect at any time for conversion of the Series Preferred (the "***Series Preferred Conversion Rate***") shall be the quotient obtained by dividing the Original Issue Price of the Series Preferred by the "Series Preferred Conversion Price," calculated as provided in Section 4(c).

(c) Series Preferred Conversion Price. The conversion price for the Series Preferred shall initially be the Original Issue Price of the Series Preferred (the "***Series Preferred Conversion Price***"). Such initial Series Preferred Conversion Price shall be adjusted from time to time in accordance with this Section 4. All references to the Series Preferred Conversion Price herein shall mean the Series Preferred Conversion Price as so adjusted.

(d) Mechanics of Optional Conversion. Each holder of Series Preferred who desires to convert the same into shares of Common Stock pursuant to this Section 4 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Series Preferred, and shall give written notice to the Company at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series Preferred being converted. Thereupon, the Company shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay (i) in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board as of the date of such conversion), any declared and unpaid dividends on the shares of Series Preferred being converted and (ii) in

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cash (at the Common Stock's fair market value determined by the Board as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Series Preferred. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series Preferred to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(e) Adjustment for Stock Splits and Combinations. If at any time or from time to time on or after the date that the first share of Series Preferred is issued (the "***Original Issue Date***") the Company effects a subdivision of the outstanding Common Stock, the Series Preferred Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if at any time or from time to time after the Original Issue Date the Company combines the outstanding shares of Common Stock into a smaller number of shares, the Series Preferred Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 4(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Common Stock Dividends and Distributions. If at any time or from time to time on or after the Original Issue Date the Company pays to holders of Common Stock a dividend or other distribution in additional shares of Common Stock, the Series Preferred Conversion Price then in effect shall be decreased as of the time of such issuance, as provided below:

(i) The Series Preferred Conversion Price shall be adjusted by multiplying the Series Preferred Conversion Price then in effect by a fraction equal to:

(A) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance, and

(B) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

(ii) If the Company fixes a record date to determine which holders of Common Stock are entitled to receive such dividend or other distribution, the Series Preferred Conversion Price shall be fixed as of the close of business on such record date and the number of shares of Common Stock shall be calculated immediately prior to the close of business on such record date; and

(iii) If such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series Preferred Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series Preferred Conversion Price shall be adjusted pursuant to this Section 4(f) to reflect the actual payment of such dividend or distribution.

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(g) Adjustment for Reclassification, Exchange, Substitution, Reorganization, Merger or Consolidation. If at any time or from time to time on or after the Original Issue Date the Common Stock issuable upon the conversion of the Series Preferred is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification, merger, consolidation or otherwise (other than an Acquisition as defined in Section 3 or a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 4), in any such event each share of Series Preferred shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Company issuable upon conversion of one share of Series Preferred immediately prior to such recapitalization, reclassification, merger, consolidation or other transaction would have been entitled to receive pursuant to such transaction, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Series Preferred after the capital reorganization to the end that the provisions of this Section 4 (including adjustment of the Series Preferred Conversion Price then in effect and the number of shares issuable upon conversion of the Series Preferred) shall be applicable after that event and be as nearly equivalent as practicable.

(h) Sale of Shares Below Series Preferred Conversion Price.

(i) If at any time or from time to time on or after the Original Issue Date the Company issues or sells, or is deemed by the express provisions of this Section 4(h) to have issued or sold, Additional Shares of Common Stock (as defined below), other than as provided in Section 4(e), 4(f) or 4(g) above, for an Effective Price (as defined below) less than the then effective Series Preferred Conversion Price (a "***Qualifying Dilutive Issuance***"), then and in each such case, the then existing Series Preferred Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Series Preferred Conversion Price in effect immediately prior to such issuance or sale by a fraction:

(A) the numerator of which shall be (A) the number of shares of Common Stock deemed outstanding (as determined below) immediately prior to such issue or sale, plus (B) the number of shares of Common Stock that the Aggregate Consideration (as defined below) received or deemed received by the Company for the total number of Additional Shares of Common Stock so issued would purchase at such then-existing Series Preferred Conversion Price, and

(B) the denominator of which shall be the number of shares of Common Stock deemed outstanding (as determined below) immediately prior to such issue or sale plus the total number of Additional Shares of Common Stock so issued.

For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock outstanding, (B) the number of shares of Common Stock into which the then

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outstanding shares of Series Preferred could be converted if fully converted on the day immediately preceding the given date, and (C) the number of shares of Common Stock that are issuable upon the exercise or conversion of all other rights, options and convertible securities outstanding on the day immediately preceding the given date.

(ii) No adjustment shall be made to the Series Preferred Conversion Price in an amount less than one percent (1%) of the Series Preferred Conversion Price then in effect. Any adjustment otherwise required by this Section 4(h) that is not required to be made due to the first sentence of this subsection (ii) shall be included in any subsequent adjustment to the Series Preferred Conversion Price. Any adjustment required by this Section 4(h) shall be rounded to the first decimal for which such rounding represents less than one percent (1%) of the Series Preferred Conversion Price in effect after such adjustment.

(iii) For the purpose of making any adjustment required under this Section 4(h), the aggregate consideration received by the Company for any issue or sale of securities (the "***Aggregate Consideration***") shall be defined as: (A) to the extent it consists of cash, the gross amount of cash received by the Company before deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale and without deduction of any expenses payable by the Company, (B) to the extent it consists of property other than cash, the fair market value of that property as determined in good faith by the Board, and (C) if Additional Shares of Common Stock, Convertible Securities (as defined below) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration that covers both, the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(iv) For the purpose of the adjustment required under this Section 4(h), if the Company issues or sells (x) Preferred Stock or other stock, options, warrants, purchase rights or other securities exercisable for or convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "***Convertible Securities***") or (y) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities and if the Effective Price of such Additional Shares of Common Stock is less than the Series Preferred Conversion Price, in each case the Company shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Company for the issuance of such rights or options or Convertible Securities plus:

(A) in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Company upon the exercise of such rights or options; and

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(B) in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Company upon the conversion thereof (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities); *provided* that if the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Company shall be deemed to have received the minimum amounts of consideration without reference to such clauses.

(C) If the minimum amount of consideration payable to the Company upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; *provided further,* that if the minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities.

(D) No further adjustment of the Series Preferred Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock or the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series Preferred Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series Preferred Conversion Price that would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, *provided* that such readjustment shall not apply to prior conversions of Series Preferred.

(v) For the purpose of making any adjustment to the Conversion Price of the Series Preferred required under this Section 4(h), "***Additional Shares of Common Stock***" shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(h) (including shares of Common Stock subsequently reacquired or retired by the Company), other than:

(A) shares of Common Stock issued upon conversion of the Series Preferred;

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(B) shares of Common Stock or Convertible Securities issued after the Original Issue Date to employees, officers or directors of, or consultants or advisors to the Company or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Board;

(C) shares of Common Stock issued pursuant to the exercise or conversion of Convertible Securities outstanding as of the Original Issue Date;

(D) shares of Common Stock or Convertible Securities issued for consideration other than cash pursuant to a merger, consolidation, acquisition, strategic alliance or similar business combination approved by the Board;

(E) shares of Common Stock or Convertible Securities issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial or lending institution approved by the Board;

(F) shares of Common Stock or Convertible Securities issued to third-party service providers in exchange for or as partial consideration for services rendered to the Company as approved by the Board;

(G) shares of Common Stock or Convertible Securities issued in connection with strategic transactions involving the Company and other entities approved by the Board, including without limitation (i) joint ventures, manufacturing, marketing, distribution, technology transfer or development arrangements; and

(H) shares of Common Stock or Convertible Securities that the holders of a majority of the outstanding shares of Series Preferred elect in writing to exclude from the definition of "Additional Shares of Common Stock" for purposes of this Section 4.

References to Common Stock in the subsections of this clause (v) above shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(h). The "***Effective Price***" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 4(h), into the Aggregate Consideration received, or deemed to have been received by the Company for such issue under this Section 4(h), for such Additional Shares of Common Stock. In the event that the number of shares of Additional Shares of Common Stock or the Effective Price cannot be ascertained at the time of issuance, such Additional Shares of Common Stock shall be deemed issued immediately upon the occurrence of the first event that makes such number of shares or the Effective Price, as applicable, ascertainable.

(vi) In the event that the Company issues or sells, or is deemed to have issued or sold, Additional Shares of Common Stock in a Qualifying Dilutive Issuance (the "***First Dilutive Issuance***"), then in the event that the Company issues or sells, or is deemed to have issued or sold, Additional Shares of Common Stock in a Qualifying Dilutive Issuance other than the First Dilutive Issuance as a part of the same transaction or series of related

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transactions as the First Dilutive Issuance (a "***Subsequent Dilutive Issuance***"), then and in each such case upon a Subsequent Dilutive Issuance the Series Preferred Conversion Price shall be reduced to the Series Preferred Conversion Price that would have been in effect had the First Dilutive Issuance and each Subsequent Dilutive Issuance all occurred on the closing date of the First Dilutive Issuance.

(i) Certificate of Adjustment. In each case of an adjustment or readjustment of the Series Preferred Conversion Price for the number of shares of Common Stock or other securities issuable upon conversion of the Series Preferred, if the Series Preferred is then convertible pursuant to this Section 4, the Company, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and shall, upon request, prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Series Preferred so requesting at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Company for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the Series Preferred Conversion Price at the time in effect, (iii) the number of Additional Shares of Common Stock and (iv) the type and amount, if any, of other property that at the time would be received upon conversion of the Series Preferred. Failure to request or provide such notice shall have no effect on any such adjustment.

(j) Notices of Record Date. Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in Section 3) or other capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or any Asset Transfer (as defined in Section 3), or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Series Preferred at least ten (10) days prior to (x) the record date, if any, specified therein; or (y) if no record date is specified, the date upon which such action is to take effect (or, in either case, such shorter period approved by the holders of a majority of the outstanding Series Preferred) a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

(k) Automatic Conversion.

(i) Each share of Series Preferred shall automatically be converted into shares of Common Stock, based on the then-effective Series Preferred Conversion

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Price, (A) at any time upon the affirmative election of the holders of a majority of the outstanding shares of the Series Preferred, or (B) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company. Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section 4(d).

(ii) Upon the occurrence of either of the events specified in Section 4(k)(i) above, the outstanding shares of Series Preferred shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent; *provided, however*, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series Preferred are either delivered to the Company or its transfer agent as provided below, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series Preferred, the holders of Series Preferred shall surrender the certificates representing such shares at the office of the Company or any transfer agent for the Series Preferred. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series Preferred surrendered were convertible on the date on which such automatic conversion occurred, and any declared and unpaid dividends shall be paid in accordance with the provisions of Section 4(d).

(l) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If after the aforementioned aggregation the conversion would result in the issuance of any fractional share, the Company shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value of one share of Common Stock (as determined by the Board) on the date of conversion.

(m) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series Preferred. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series Preferred, the Company will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(n) Notices. Any notice required by the provisions of this Section 4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party

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to be notified, (ii) when sent by electronic transmission in compliance with the provisions of the DGCL if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

(o) Payment of Taxes. The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series Preferred, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series Preferred so converted were registered.

5. NO REISSUANCE OF SERIES PREFERRED.

Any shares or shares of Series Preferred redeemed, purchased, converted or exchanged by the Company shall be cancelled and retired and shall not be reissued or transferred.

V.

A. The liability of the directors of the Company for monetary damages shall be eliminated to the fullest extent under applicable law.

B. To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL and, if applicable, Section 317 of the California General Corporation Law. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

C. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

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For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in its Board. The number of directors that shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Restated Certificate.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Company, subject to any restrictions that may be set forth in this Restated Certificate. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Company, subject to any restrictions that may be set forth in this Restated Certificate.

C. The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

* * * *

FOUR: This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Company.

FIVE: This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company.

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IN WITNESS WHEREOF, PRIVATEER HOLDINGS, INC. has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 9th day of November, 2011.

PRIVATEER HOLDINGS, INC.

Signature: _____

Print Name: Brendan Kennedy

Title: President

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CERTIFICATE OF SECRETARY

OF PRIVATEER HOLDINGS, INC.

I HEREBY CERTIFY THAT:

I am the duly elected and acting Secretary of Privateer Holdings, Inc., a Delaware corporation (the "***Company***"); and

Attached hereto is a complete and accurate copy of the Bylaws of the Company as duly adopted by the Board of Directors by Written Consent dated 10/25, 2011 and said Bylaws are presently in effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Company this 25 day of OCTOBER, 2011.

CHRISTIAN GROH
Secretary

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TILRAY DELAWARE CERTIFICATE OF FORMATION

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TILRAY LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2015, AT 2:11 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

5745691 8100

AUTHENTICATION: 2370100

150657256

DATE: 05-12-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:12 PM 05/12/2015
FILED 02:11 PM 05/12/2015
SRV 150657256 - 5745691 FILE

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

First: The name of the limited liability company is TILRAY LLC

Second: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington. Zip code 19808. The name of its Registered agent at such address is Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this 11th day of May, 2015.

By: _____
Authorized Person (s)

Name: Brendan Kennedy

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TILRAY NY CERTIFICATE OF FORMATION

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: TILRAY NEW YORK, LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC) COUNTY: NEWY

FILED:05/13/2015 DURATION:********* CASH#:150513000221 FILM #:150513000207
DOS ID:4757836

FILER:
MARY E. SMITH
1700 SEVENTH AVENUE
SUITE 1900
SEATTLE, WA 98101

EXIST DATE
05/13/2015

ADDRESS FOR PROCESS:
CORPORATION SERVICE COMPANY
80 STATE STREET
ALBANY, NY 12207-2543

REGISTERED AGENT:

The limited liability company is required to file a Biennial Statement with the Department of State every two years pursuant to Limited Liability Company Law Section 301. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45 SERVICE CODE: 45 *

FEES	235.00	PAYMENTS	235.00
FILING	200.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	235.00
HANDLING	25.00	OPAL	0.00
		REFUND	0.00

626275AJC DOS-1025 (04/2007)

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 14, 2015.

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

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CSC 45
DRAW DOWN

150513000207

New York State Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

(This form must be printed or typed in black ink)

ARTICLES OF ORGANIZATION OF

TILRAY NEW YORK, LLC

(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Tilray New York, LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is: New York County

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Corporation Service Company

80 State Street, Albany, NY 12207-2543

(signature of organizer)

Brendan Kennedy

(print or type name of organizer)

DOS-1336 (Rev. 2/12)

150513000207

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207

ARTICLES OF ORGANIZATION
OF

TILRAY NEW YORK, LLC

(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

FILED
2015 MAY 13 AM 11:49

Filed by: Mary E. Smith

(Name)

1700 Seventh Avenue, Suite 1900

(Mailing address)

Seattle, WA 98101

(City, State and ZIP code)

Cust Ref C626275AJC

NOTE: This form was prepared by the New York State Department of State for filing articles of organization for a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $200 filing fee made payable to the Department of State.

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 13 2015
TAX $
BY:

RECEIVED
2015 MAY 13 AM 8:11

JC

221

DOS-1336 (Rev. 2/12)

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infrastructure information. See Addendum 2 for additional explanation.

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ATTACHMENT F

LABOR PEACE AGREEMENT

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ATTACHMENT G

TILRAY NEW YORK, LLC APPLICATION EXPENSES INCURRED

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ATTACHMENT H

TILRAY NY SITE SECURITY PLAN

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OVERVIEW

As a professional company in the medical cannabis industry, the Tilray New York, LLC ("Tilray NY") is committed to ensuring compliance with Article 33 of the Public Health Law, 10 NYCRR Part 1004, and all other applicable state or local laws, rules, or regulations. Tilray NY proposes to operate comprehensive security regimes based upon our extensive experience producing medical cannabis in Canada, including the installation of a sophisticated Security Management System and staffing Tilray NY Facilities with experienced and highly qualified Security Personnel.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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SECURITY PERSONNEL

DIRECTOR OF SECURITY (DS)

The security staff will be led by the DS who will be a member of the Tilray NY Management Team, and will hold all applicable New York State security clearances. It is anticipated that the DS will be a former law enforcement official. The DS manages all Designated Security Personnel (DSP) and all aspects of the security requirements for each Tilray NY site. This includes establishing and maintaining the protocols and procedures for all DSP staff. The DS conducts audits and reviews of the security system on a regular basis and is responsible for overseeing investigations into any suspected or actual security breaches (including unauthorized access and theft/diversion).

The DS will also act as liaison with local law enforcement authorities to ensure close communication and cooperation, and to develop and manage coordinated response plans. The DS will also have oversight of security clearances for all company hires, to ensure a high level of integrity in the quality of personnel employed at Tilray NY.

DESIGNATED SECURITY PERSONNEL (DSP)

The DSP staff will have all required New York State security clearances, a valid NYS Security Guard Certification, a valid and recognized basic first aid certification, and be trained on Tilray NY security procedures and the operation of the SMS. DSP staff are responsible for monitoring the SMS, detecting theft and diversion, controlling the admittance of individuals onto the property and monitoring the movements of those individuals throughout the site. The DSP's main duty is to record and report on all security incidents occurring on the property and to take the appropriate action according to their training and Tilray NY's Security Protocols.

SECURITY COMPONENTS

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SECURITY PROTOCOLS

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MANUFACTURING FACILITY
SITE SECURITY PLAN
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

S-1

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

MANUFACTURING FACILITY
FIRST FLOOR SECURITY PLAN
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

SHEET TITLE:
PROJECT NUMBER:
ISSUE DATE: 5/27/15
DRAWN BY: MTW
CHECKED BY:

DRAWING NUMBER
S-2

REVISIONS:
A 5/27/15 RELEASED FOR APPLICATION

Indicated Line Information. See Addendum 2 for additional explanation.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

DISPENSARIES

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DISPENSARY
SECURITY PLAN
359 NORTHERN BLVD #6
ALBANY, NEW YORK

TILRAY

ISSUE DATE: 5/27/15
DRAWN BY: MLW
CHECKED BY:

DRAWING NUMBER
S-101

Redacted pursuant to N.Y. Public Officers Law, Art. 6

DISPENSARY
SECURITY PLAN
3350 ERIE BLVD. E
SYRACUSE, NEW YORK

TILRAY

5/27/15

S-201

Redacted pursuant to N.Y. Public Officers Law, Art. 6

DISPENSARY
SECURITY PLAN
47-49 W TUPPER
BUFFALO, NEW YORK

TILRAY

SHEET TITLE:
PROJECT NUMBER:
ISSUE DATE: 5/27/15
DRAWN BY: MTW
CHECKED BY:

DRAWING NUMBER
S-301

REVISIONS:

no.	date	description
A	5/27/15	RELEASED FOR APPLICATION

Redacted pursuant to N.Y. Public Officers Law, Art. 6

		REVISIONS: no. / date / description: A 5/27/15 RELEASED FOR APPLICATION	DISPENSARY SECURITY PLAN 712 BROADWAY MANHATTAN, NEW YORK	TILRAY	SHEET TITLE: PROJECT NUMBER: ISSUE DATE: 5/27/15 DRAWN BY: MTW CHECKED BY:	DRAWING NUMBER S-401

Redacted pursuant to N.Y. Public Officers Law, Art. 6

REGULATORY PROVISIONS RELATED TO SITE SECURITY

The table below outlines all of the security related requirements in section 1004.13 “Security Measures for Manufacturing and Dispensing Facilities” in the PHL and the planned measures to address each of these concerns.

REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(a) All facilities operated by a registered organization, including any manufacturing facility and dispensing facility, shall have a security system to prevent and detect diversion, theft or loss of cannabis and/or medical cannabis products, utilizing commercial grade equipment, which shall, at a minimum, include:	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(1) a perimeter alarm;	
(2) motion detectors;	

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REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(3) video cameras in all areas that may contain cannabis and at all points of entry and exit, which shall be appropriate for the normal lighting conditions of the area under surveillance. The manufacturing facility or dispensing facility shall direct cameras at all approved safes, approved vaults, dispensing areas, cannabis sales areas and any other area where cannabis is being produced, harvested, manufactured, stored, handled or dispensed. At entry and exit points, the manufacturing facility or dispensing facility shall angle cameras so as to allow for the capture of clear and certain identification of any person entering or exiting the facility;	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(4) twenty-four hour recordings from all video cameras, which the manufacturing facility or dispensing facility shall make available for immediate viewing by the department or the department's authorized representative upon request and shall be retained for at least 90 days. The registered organization shall provide the department with an unaltered copy of such recording upon request. If a registered organization is aware of a pending criminal, civil or administrative investigation or legal proceeding for which a recording may contain relevant information, the registered organization shall retain an unaltered copy of the recording until the investigation or proceeding is closed or the entity conducting the investigation or proceeding notifies the registered organization that it is not necessary to retain the recording;	
(5) a duress alarm, which for purposes of this section means a silent security alarm system signal generated by the entry of a designated code into an arming station in order to signal that the alarm user is being forced to turn off the system;	
(6) a panic alarm, which for purposes of this section, means an audible security alarm system signal generated by the manual activation of a device intended to signal a life threatening or emergency situation requiring a law enforcement response;	
(7) a holdup alarm, which for purposes of this section, means a silent alarm signal generated by the manual activation of a device intended to signal a robbery in progress;	

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REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(8) an automatic voice dialer, which for purposes of thi section, means any electrical, electronic, mechanical, or other device capable of being programmed to send a prerecorded voice message, when activated, over a telephone line, radio or other communication system, to a law enforcement, public safety or emergency services agency requesting dispatch;	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(9) a failure notification system that provides an audible, text or visual notification of any failure in the surveillance system. The failure notification system shall provide an alert to the manufacturing facility or dispensing facility within five minutes of the failure, either by telephone, email, or text message;	
(10) the ability to immediately produce a clear color still photo that is a minimum of 9600 dpi from any camera image (live or recorded);	
(11) a date and time stamp embedded on all recordings. The date and time shall be synchronized and set correctly and shall not significantly obscure the picture; and	
(12) the ability to remain operational during a power outage.	
(b) A registered organization shall ensure that any manufacturing facility and dispensing facility maintains all security system equipment and recordings in a secure location so as to prevent theft, loss, destruction or alterations.	
(c) In addition to the requirements listed in subdivision (a) of this section, each manufacturing facility and dispensing facility shall have a back-up alarm system approved by the department that shall detect unauthorized entry during times when no employees are present at the facility and that shall be provided by a company supplyin commercial grade equipment, which shall not be the same company supplying the primary security system.	

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REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(d) A registered organization shall limit access to any surveillance areas solely to persons that are essential to surveillance operations, law enforcement agencies, security system service employees, the department or the department's authorized representative, and others when approved by the department. A registered organization shall make available to the department or the department's authorized representative, upon request, a current list of authorized employees and service employees who have access to any surveillance room. A manufacturing facility and dispensing facility shall keep all on-site surveillance rooms locked and shall not use such rooms for any other function.	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(e) A registered organization shall keep illuminated the outside perimeter of any manufacturing facility and dispensing facility that is operated under the registered organization's license.	
(f) All video recordings shall allow for the exporting of still images in an industry standard image format (including .jpeg, .bmp, and .gif). Exported video shall have the ability to be archived in a proprietary format that ensures authentication of the video and guarantees that no alteration of the recorded image has taken place. Exported video shall also have the ability to be saved in an industry standard file format that can be played on a standard computer operating system. A registered organization shall erase all recordings prior to disposal or sale of the facility.	
(g) A registered organization shall keep all security equipment in full operating order and shall test such equipment no less than monthly at each manufacturing facility and dispensing facility that is operated under the registered organization's registration. Records of security tests must be maintained for five years and made available to the department upon request.	
(h) The manufacturing facility of the registered organization must be securely locked and protected from unauthorized entry at all times.	
(i) All cannabis that is not part of a finished product must be stored in a secure area or location within the registered organization accessible only to the minimum number of employees essential for efficient operation.	
(j) All medical cannabis products, approved or ready for testing, must be stored in a department approved safe or vault in such a manner as to prevent diversion, theft or loss.	

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REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(k) All approved safes, vaults or any other approved equipment or areas used for the manufacturing or storage of cannabis and approved medical cannabis products must be securely locked or protected from entry, except for the actual time required to remove or replace cannabis or approved medical cannabis products.	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(l) Keys shall not be left in the locks or stored or placed in a location accessible to individuals who are not authorized access to cannabis or manufactured medical cannabis products.	
(m) Security measures, such as combination numbers, passwords or biometric security systems, shall not be accessible to individuals other than those specifically authorized to access cannabis or manufactured medical cannabis products.	
(n) Prior to transporting any approved medical cannabis product, a registered organization shall complete a shipping manifest using a form determined by the department.	
(1) A copy of the shipping manifest must be transmitted to the dispensing facility that will receive the products and to the department at least two business days prior to transport.	
(2) The registered organization shall maintain all shipping manifests and make them available to the department for inspection upon request, for a period of 5 years.	
(o) A registered organization shall only transport approved medical cannabis products from a manufacturing facility to dispensing facilities.	
(1) the approved medical cannabis products must be transported in a locked, safe and secure storage compartment that is part of the vehicle transporting the cannabis; and	
(2) in a storage compartment that is not visible from outside the vehicle.	
(p) An employee of a registered organization, when transporting approved medical cannabis products, shall travel directly from the registered organization's manufacturing facility to the dispensing facility and shall not make any unnecessary stops in between.	
(q) A registered organization shall ensure that all approved medical cannabis product delivery times are randomized.	

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REGULATORY REQUIREMENT	PLANNED SECURITY MEASURE
(r) A registered organization shall staff all transport vehicles with a minimum of two employees. At least one transport team member shall remain with the vehicle at all times that the vehicle contains approved medical cannabis products.	Redacted pursuant to N.Y. Public Officers Law, Art. 6
(s) A transport team member shall have access to a secure form of communication with employees at the registered organization's manufacturing facility at all times that the vehicle contains approved medical cannabis products.	
(t) A transport team member shall possess a copy of the shipping manifest at all times when transporting or delivering approved medical cannabis products and shall produce it to the commissioner, the commissioner's authorized representative or law enforcement official upon request.	

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SUMMARY

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Security protocols will be in place to ensure compliance, proper maintenance of security components, control over access, and strategies to address theft and diversion. Safe transportation protocols and processes will also be employed in transporting medical cannabis products from the manufacturing site to dispensaries.

Tilray NY has the advantage of having an affiliate company successfully operate in a strict compliance environment in Canada. Canadian operations have not had a single security related incident, as defined by the regulatory agency (Health Canada), since beginning operations in March, 2014. Tilray Canada's experience will be directly translatable to Tilray NY and help ensure a continued track record of success.

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ATTACHMENT I

FINANCIAL STATEMENTS

Please find attached the compiled financial statements for Tilray New York, LLC as of May 28, 2015, which have been prepared in accordance with generally accepted accounting principles. These statements have been certified by our independent Certified Public Accountants through the issuance of their compiled financial statements.

Tilray New York, LLC

Balance Sheet

May 28, 2015

Confidential Information – This page constitutes trade secrets and/or critical infrastructure information. See Addendum 2 for additional explanation.

Frank, Rimerman + Co. LLP

To the Member of
Tilray New York, LLC
New York, New York

Certified
Public
Accountants

INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

Palo Alto
San Francisco
San Jose
St. Helena
New York

We have compiled the accompanying balance sheet of Tilray New York, LLC (the Company) as of May 28, 2015. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

Frank, Rimerman + Co. LLP

May 28, 2015

One Embarcadero Center, Suite 2410 San Francisco, California 94111 t 415.439.1144 www.frankrimerman.com

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ATTACHMENT J

STAFFING PLAN

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STAFFING PLAN CONTENTS

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1 GENERAL

Tilray New York will be staffed with Subject Matter Experts in all disciplines to ensure the safe, effective and consistent manufacture of medical cannabis, meeting all Local, State and Federal Laws. The organization will include Ph.D. Scientists, Botanists, Engineers, Pharmacists and Managers and staff in all support organizations. Hiring will be done in accordance with all New York and Federal labor laws. Tilray New York operations and personnel will be supported by the extensive talent and expertise from the corporate organization.

Tilray New York's management philosophy is to establish an environment where employees are empowered, such that, decision making can effectively be made at the lowest level within the organization, encourage and reward creativity and innovation and to establish a High Performing Organization. This philosophy will drive efficiency, quality, safety and retention of employees.

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2 ORGANIZATIONAL STRUCTURE

Note: organizational charts are conceptual and subject to change.

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STAFFING CHART: MANUFACTURING SITE

Redacted pursuant to N.Y. Public Officers Law, Art. 6

STAFFING CHART: SITE QUALITY

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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3 TRAINING

3.1 All employees will participate in new hire orientation where they will receive training on work related health and safety rules. In addition, employees will received job specific training by their department supervisor to ensure employees are fully trained on the applicable Standard Operating Procedures (SOPs) for their position. All employees will be required to sign an agreement stating they fully understand and agree to comply with the SOPs.

3.2 Tilray will provide its employees training required by all applicable laws and regulations. This training will include, but not limited to:

3.2.1 US and New York labor laws

3.2.2 New York State Medical Cannabis laws & regulations

3.2.3 US Drug Enforcement Administration controlled substance handling

3.2.4 OSHA safety regulations

3.2.5 US EPA & NYDEC environmental laws & regulations

3.2.6 USDA Good Agricultural Practices

3.2.7 US FDA Good Manufacturing Practices

3.3 Technical training will be provided to employees on requirements and methods for their specific areas of responsibilities. This will include a combination of classroom and on the job training.

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4 HIRING

Tilray New York will have policies and procedures in place that will ensure hiring practices are performed within accordance to corporate practices as well as all applicable state and federal requirements. Tilray New York hiring procedures will include background checks sufficient to meet state and federal requirements for handling controlled substances, and more specifically, medical marihuana. These checks will include, but not be limited to, age verification and felonies related to controlled substances.

The company considers the information obtained through the employment application, references and background checks an essential part of the application process for determining a candidate's eligibility for employment, transfers or promotions within the company.

The company will utilize the services of an investigative consumer reporting agency to conduct criminal and civil background checks after the initial job offer has been made and to verify age, education and employment history. Information about a candidate's personal credit history and any professional licenses held are verified when pertinent to the position applied for. All background information obtained by the company is maintained confidentially and secured in locked cabinets.

A notice including the nature and scope of the investigation and a summary of rights are provided to all applicants and employees subject to background checks. Applicants and employees will be informed if the Company intends to make an adverse employment decision based on information the Company obtains from a background check. Applicants and employees will be provided an opportunity to respond to the background check findings after the adverse employment decision has been made.

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5 PERSONNEL

5.1 PRESIDENT

The President is responsible for the overall management of the organization's operations and possesses demonstrated executive management experience. Mr. Michael Auerbach will [redacted]

Redacted pursuant to N.Y. Public Officers Law, Art. 6

[redacted] Mr. Auerbach holds a master's degree in International Relations from Columbia University and a bachelor's degree in Critical Theory and Post-Colonial Studies from the New School for Social Research. Mr. Auerbach is a Term Member at the Council on Foreign Relations and a National Security Fellow at the Truman National Security Project.

5.2 QUALITY OFFICER

The Quality Officer is responsible for establishing and maintaining the quality management system within the organization. This position will provide internal quality oversight as well as hold responsibility for final product release, customer complaint, adverse event and product recall handling and reporting. Dr. Joshua Eades will serve as Tilray New York's interim Quality Officer pursuant to a corporate services agreement with Tilray Canada [redacted]

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[redacted], Dr. Eades was a Senior Technology Officer at The University of British Columbia, Dr. Eades was active in the transformation and translation of university and hospital research into the private sector. Over nearly 10 years as an academic business development professional, Dr. Eades helped establish and incubate numerous university spin-off companies, and worked with local, national, and international companies and research organizations in the biotech and pharma space to develop key health-related research partnerships. [redacted] Dr. Eades has published a variety of peer-reviewed journal articles, book chapters, and international conference presentations, and has lectured extensively at The University of Victoria and The University of British Columbia. Dr. Eades received his PhD in Biology from the University of Victoria in 2001, with a specialization in plant and microbial genetics and chemistry.

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5.3 SITE GENERAL MANAGER

The Site GM is responsible for ensuring the daily activities of the site are conducted in accordance to company policies and procedures. This position holds the responsibility for overall personnel development and training, as well as managing and equipping the facility and the team with the proper tools to reach and maintain organizational goals. Mr. Lucas Wilson will serve as Tilray New York's Site General Manager.

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. Mr. Wilson is graduate (BS) of Appalachian State University.

5.4 DIRECTOR OF FINANCE

The Finance Director is responsible for planning, implementing, managing and controlling all financial activities for the site. This role will be responsible to ensure that financial reporting, budgeting and forecasting are completed per company policies and procedures. Mr. Timothy Nevin will serve as Tilray New York's Finance Director. Mr. Nevin has more than 15 years of financial experience, having served as the Senior Management Analyst at the City of Daly City (California) for over 11 years, where he was responsible for all aspects of the operating and capital budgets for the City.

Mr. Nevin holds a master's degree in Economics from the University of San Francisco, and bachelor's degree in Economics from St. Mary's College of California.

5.5 DIRECTOR OF CLINICAL RESEARCH

The Director of Clinical Research is responsible for ensuring clinical programs are designed and conducted in accordance to company policies and procedures that are aligned with appropriate state and federal regulations. Catherine Jacobson will serve as Tilray New York's Director of Clinical Research.

Before that, she served as a Post-doctoral Fellow at the University of California – San Francisco where she established GW Pharmaceutical's Expanded Access Investigational New Drug Application (IND) for Epidiolex for the treatment of children with severe medically refractory epilepsy. Previously she also served as a Post-doctoral Fellow at Stanford University, where she conducted the first published account of the parental use of cannabis to treat severe pediatric epilepsy. Dr. Jacobson holds a Ph.D. in Neuroscience from the Oregon Health and Science University School of Medicine, and a bachelor's degree in Biology and Physiological Psychology from the University of Colorado at Boulder.

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5.6 DIRECTOR OF SECURITY

The Director of Security is responsible for hiring, assigning, developing, coordinating, influencing, leading and measuring all corporate Security programs, personnel, contractors and consultants. Mr. Jake Ryan will serve as Tilray New York's Interim Director of Security. Mr. Ryan began his law enforcement career in 1997 with the Calgary Police Service. With a focus on covert investigations, Mr. Ryan spent several years as an Undercover Operator and has occupied numerous covert policing positions. [redacted] In 2003, Mr. Ryan transferred to the Royal Canadian Mounted Police (RCMP) where he occupied sensitive intelligence roles as a member of Intelligence Organized Crime Probe Teams and the Special Handling Team for Agents & Informants. He capped his RCMP career in 2014 as the Non-Commissioned Officer in Charge of Nanaimo's Human Source, Intelligence, and Covert Operations Unit. Mr. Ryan's vast knowledge and experience in law enforcement is highlighted with numerous commendations from the highest ranks in policing. [redacted]. Mr. Ryan holds an Honors Diploma Recreation Facilities Operations from the Southern Alberta Institute of Technology.

5.7 DIRECTOR OF HUMAN RESOURCES

The HR Director will provide oversight and expertise for all HR processes including but not limited to, employee relations, organizational development, compensation and benefits, policy development, selection and recruitment, reward and recognition, and Occupational Health and Safety. Ms. Rommie Callaghan will serve as Tilray New York's interim HR Director pursuant to a corporate services agreement with [redacted]

Redacted pursuant to N.Y. Public Officers Law, Art. 6

[redacted] She is a graduate of the University of Washington, with a bachelor's degree in Psychology.

5.8 DIRECTOR OF PHARMACY OPERATIONS AND DISPENSING

The Director of Pharmacy Operations and Dispensing oversees day-to-day operations of the dispensary, managing core department managers (Security, Sales, Patient Services, Inventory) and managing all strategies and tasks related to facilities, accounting, sales and marketing, and public relations. [redacted]

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5.9 MASTER HORTICULTURIST

The Master Horticulturist is responsible for the oversight and crop management during the cloning, vegetation and flowering stages through to harvest. Responsibilities include the effective management of a team, planning projects, scheduling work, research and analysis of horticulture problems, providing advanced technical support and overall management of Horticulture [redacted]

Redacted pursuant to N.Y. Public Officers Law, Art. 6

5.10 DIRECTOR OF PRODUCT DEVELOPMENT

The Director of Product Development is responsible for planning, organization and operations of product development. Dr. Joshua Hartsel will serve as Tilray New York's Director of Product Development. [redacted]. He is a leading authority on cannabis chemistry and has directed some of the world's top laboratories working on cannabis extraction and analysis [redacted]

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[redacted] Dr. Hartsel holds a Ph.D. in Medicinal Organic Chemistry from Virginia Tech, and a bachelor's degree in Chemistry from Radford University.

5.11 LEGAL COUNSEL

The Legal Counsel will report to the Tilray New York President and support the legal needs of the Manufacturing, Quality, and Pharmacy Operations and Dispensing departments. Mr. Patrick Moen will serve as interim legal counsel to Tilray New York pursuant to a corporate services agreement with [redacted] Prior to Mr. Moen joining Privateer, he spent over 15 years in law enforcement, including 10 years as a criminal investigator and task force supervisor for the U.S. Drug Enforcement Administration, and 5 years as a police officer in upstate New York. Mr. Moen received his law degree from the University of Connecticut and his BA from Canisius College.

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6 STAFFING NEEDS AND TIMELINE

Human Resources has the responsibility to guide and direct the Company's staffing and recruiting functions both internally and externally.

- Human Resources will review resumes, screen and interview applicants, both internal and external, and forward qualified candidates and/or resumes to the hiring manager for interview selection.
- Human Resources will schedule interviews working with the hiring manager and the administrative team as needed. All interviewers will receive a copy of the job description, interview schedule, resume, and a link to the candidate feedback form.
- All interviewers are requested to submit candidate feedback immediately following the completion of the interview.
- Human Resources will conduct reference checks on final candidates as appropriate.
- Hiring Manager and Human Resources will discuss final candidate, salary and start date.
- Human Resources will negotiate the employment offer with the candidate.
- Human Resources will extend the offer of employment to the candidate, send out the offer letter and employment paperwork and notify the Hiring Manager of the start date.

Tilray New York is committed to providing equal employment opportunity to all applicants and employees without regard to race, religion, color, national origin, ethnicity, age, gender, physical or mental disability, sexual orientation, gender identity, military status, veteran status, marital status or family status. In addition, the Company will reasonably accommodate known disabilities of employees and qualified applicants unless such accommodation would impose undue hardship upon the Company's operation.

On the following page is a detailed breakdown of the roles required to execute the project, including: the project role, the project responsibility of the role, the number of staff required to fulfill the role, and the estimated start date. Recruitment for positions will begin a minimum of 60 days prior to the estimated start date.

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ROLE	INCUMBENT	PROJECT RESPONSIBILITY	# OF STAFF	ESTIMATED

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ATTACHMENT K

PROOF OF INTERNET CONNECTIVITY

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PROOF OF CONNECTIVITY: MANUFACTURING FACILITY

June 4, 2015

Tilray New York LLC
217 Centre St. #132
New York, NY 10013

Regards to Verizon Service Address Qualification Requests
LOCATION: 317 Old Niskayuna Rd, Latham, NY

To Whom It May Concern at Tilray New York LLC,

It is with great pleasure that I can advise you that both addresses you inquired about are FiOS eligible locations. Verizon FiOS is the best in the industry for 99.9 reliability on both lines, internet and TV service. The only company to provide speed match which means unbeatable speeds as well the same speed on upload as on download. We provide 24/7 business tech support and make the process seemless for our customers.
Location: 317 Old Niskayuna Rd, Latham, NY
Qualifies for : FiOS lines, FiOS Data up to 300M/300M and FiOS TV service
We offer discounts when services are bundled together and can guarantee the best in the industry for a guaranteed rate for 24mos.

I would be happy to put any quotes together at anytime for these locations.

Sincerely,

Helen Poulin

Team Leader Verizon

Albany Business Solutions Center 518 431-2795 helen.j.poulin@verizon.com

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PROOF OF CONNECTIVITY: DISPENSING FACILITY BUFFALO

TIME WARNER CABLE
Business Class

PO BOX 77169
CHARLOTTE, NC 28271-7169

Account Number	Service Period	Due Date	Balance Due
202 - 128854901 - 001	05/09/15-06/08/15	05/21/15	$102.95

Customer Code: 2040

PROFESSIONAL PERSONNEL
Management Corp.
Service Address: 45 W TUPPER ST APT BSEMNT BUFFALO, NY 14202

ACCOUNT SUMMARY

PRIOR MONTH HISTORY

04/01	Previous Balance	$92.95
04/23	Payment Received - Thank You	$92.95CR
	TOTAL PRIOR MONTH HISTORY	**$0.00**

CURRENT MONTHLY CHARGES
Monthly Data Charges

05/09-06/08	Broadband Internet 7Mx768K	$79.95
05/09-06/08	Static IP Address	$23.00
	TOTAL MONTHLY DATA CHARGES	**$102.95**

TOTAL AMOUNT DUE **$102.95**

Thank you for choosing Time Warner Cable Business Class and allowing us to provide you with the best entertainment and communication services.

CONTACT US: For easy one-stop account management, contact us at business.twc.com/myaccount 1-877-636-3278

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PROOF OF CONNECTIVITY: DISPENSING FACILITY SYRACUSE

From: Wolf, Richard [mailto:richard.wolf@twcable.com]
Sent: Monday, June 1, 2015 11:45 AM
To: [redacted]
Subject: TWC Business Class - service available

The address below is a serviceable address with Time Warner Cable Business Class. We have had service with a previous customer at this location

3350 ERIE BLVD E
SYRACUSE, NY 13214

Please let me know if you need anything else.

Best regards,

Richard Wolf
Account Consultant-Carolinas Region
Time Warner Cable Business Class
13840 Ballantyne Corporate Pl. Charlotte, NC 28277
(Office) 704-206-2343 (Fax) 704-945-5643
Email: richard.wolf@twcable.com

TIME WARNER CABLE
Business Class®

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PROOF OF CONNECTIVITY: DISPENSING FACILITIES MANHATTAN & ALBANY

DISPENSING FACILITY ALBANY

Albany, NY

June 4, 2015

Tilray New York LLC
217 Centre St. #132
New York, NY 10013

Regards to Verizon Service Address Qualification Requests
LOCATION: 359 Northern Boulevard, Albany NY

To Whom It May Concern at Tilray New York LLC,

It is with great pleasure that I can advise you that both addresses you inquired about are FiOS eligible locations. Verizon FiOS is the best in the industry for 99.9 reliability on both lines, internet and TV service. The only company to provide speed match which means unbeatable speeds as well the same speed on upload as on download. We provide 24/7 business tech support and make the process seemless for our customers.
Location: 359 Northern Boulevard, Albany, NY
Qualifies for : dedicated copper lines, DSL/High Speed Internet Data up to 3M/768k and DTV service
We offer discounts when services are bundled together and can guarantee the best in the industry for a guaranteed rate for 24mos.

I would be happy to put any quotes together at anytime for these locations.

Sincerely,

Helen Poulin

Team Leader Verizon

Albany Business Solutions Center 518 431-2795 helen.j.poulin@verizon.com

DISPENSING FACILITY MANHATTAN (STILL BEING NEGOTIATED):

New York, NY

A letter has been requested of Time Warner Cable.

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ATTACHMENT L

Redacted pursuant to N.Y. Public Officers Law, Art. 6

infrastructure information. See Addendum 2 for additional explanation.

ATTACHMENT M

STATEMENT PURSUANT TO 10 NYCRR § 1004.5(B)(8)

Tilray New York LLC (**Tilray NY**) is able to comply with all applicable state and local laws and regulations relating to the activities in which it intends to engage under the registration.

Tilray NY's parent company, Privateer Holdings Inc., owns and operates Lafitte Ventures, Ltd dba Tilray (**Tilray Canada**), which is licensed by Health Canada to produce, process, package, and distribute medical cannabis to patients across Canada under the *Marihuana for Medical Purposes Regulations* (**MMPR**). Tilray Canada was duly licensed under the MMPR in March 2014, has successfully passed monthly unannounced inspections by Health Canada since that time, and has received a renewal of its MMPR license as of March 2015.

Since becoming licensed in March 2014, Tilray Canada has successfully operated under the MMPR, and has also complied with all of other its obligations under all applicable federal, provincial, and local laws and regulations in Canada in connection with its medical cannabis operation. The Tilray NY will similarly be able to comply with all applicable state and local laws and regulations under its New York registration.

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APPENDIX A

AFFIDAVITS FOR BOARD MEMBERS, OFFICERS, MANAGERS, OWNERS, PARTNERS, PRINCIPAL STAKEHOLDERS, DIRECTORS, AND MEMBERS

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Brendan T. Kennedy	3. Title: Principal Stakeholder

4. Briefly describe the role of this person or entity in the proposed registered organization:

Responsible for strategic oversight of the proposed registered organization.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☐ **Yes** ☑ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☑ **Yes** ☐ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]			9. Fax: [redacted]		
10. Email [redacted]					
11. Residence Address: [redacted]					
12. City: [redacted]		13. State: [redacted]		14. ZIP Code: [redacted]	
15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
Yale School of Management	165 Whitney Ave New Haven, CT 06511	2003	2005	MBA	2005
University of Washington	4001 NE Stevens Way Seattle, WA 98195	1994	1995	MS Engineering	1995
University of California, Berkeley	100 Academic Hall Berkeley, CA 94720	1990	1993	BA Architecture	1993

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

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Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☑ **Yes** ☐ **No**

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

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Appendix A:
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Redacted pursuant to N.Y. Public Officers Law, Art. 6

From: 05/2015 To: Present	Name and Address of Business: Tilray LLC 1920 Eastlake Ave., Seattle WA 98102	
Business Type: business services	Office Held/Nature of Interest: Principal stakeholder, officer	☑ open ☐ closed ☐ proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: N/A		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [signature]	Date: 5/26/2015
Notary Name: Tarah C. Finley	Notary Registration Number: Cert./License No.: 172301
Notary (Notary Must Affix Stamp or Seal)	Date: 5/26/2015

Notary Public
State of Washington
TARAH C FINLEY
My Appointment Expires Jun 13, 2018

[signature]

Confidential Information – This page constitutes trade secret and/or critical infrastructure information. See Addendum 2 for additional explanation.

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Michael G. Blue	3. Title: Principal Stakeholder

4. Briefly describe the role of this person or entity in the proposed registered organization:

Responsible for strategic oversight of the proposed registered organization.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☐ **Yes** ☑ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☑ **Yes** ☐ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]		9. Fax [redacted]	
10. Email: [redacted]			
11. Residence Address [redacted]			
12. City [redacted]	13. State [redacted]	14. ZIP Code: [redacted]	

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
Yale School of Management	165 Whitney Ave New Haven, CT 06511	2003	2005	MBA	2005
Harding University	915 E Market Ave Searcy, AR 72143	1996	1999	BBA Finance	1999

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☑ **Yes** ☐ **No**

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Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

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Appendix A:
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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

From: 05/2015 To: Present	Name and Address of Business: Tilray LLC 1920 Eastlake Ave., Seattle WA 98102	
Business Type: business services	Office Held/Nature of Interest: Principal stakeholder	☑open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: N/A		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [signature]	Date: 5/26/15
Notary Name: Tarah C Finley	Notary Registration Number: CNA License NO: 172301
Notary (Notary Must Affix Stamp or Seal)	Date: 5/26/2015

Notary Public
State of Washington
TARAH C FINLEY
My Appointment Expires Jun 13, 2018

[signature]

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Christian A. Groh	3. Title: Principal Stakeholder

4. Briefly describe the role of this person or entity in the proposed registered organization:

Responsible for strategic oversight of the proposed registered organization.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☐ **Yes** ☑ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☑ **Yes** ☐ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]			9. Fax [redacted]		
10. Email: [redacted]					
11. Residence Address: [redacted]					
12. City: [redacted]		13. State: [redacted]		14. ZIP Code: [redacted]	
15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
San Francisco State University	1600 Holloway Ave San Francisco, CA 94132	1997	2001	MBA	2001
California Maritime Academy	200 Maritime Academy Dr. Vallejo, CA 94590	1990	1994	BS, Business Administration	1994

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

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Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☑ **Yes** ☐ **No**

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Appendix A:

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

From: 05/2015 To: Present	Name and Address of Business: Tilray LLC 1920 Eastlake Ave., Seattle WA 98102	
Business Type: business services	Office Held/Nature of Interest: Principal stakeholder	☑open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable: N/A		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:	Date: 5/26/2015
Notary Name: Tarah C Finley	Notary Registration Number: Cert/License No. 172301
Notary (Notary Must Affix Stamp or Seal)	Date: 5/26/2015

Notary Public
State of Washington
TARAH C FINLEY
My Appointment Expires Jun 13, 2018

Tarah C. Finley

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Michael Auerbach	3. Title: President

4. Briefly describe the role of this person or entity in the proposed registered organization:

Responsible for day-to-day oversight of the proposed registered organization.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☐ **Yes** ☑ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☐ **Yes** ☑ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]		9. Fax [redacted]	
10. Email: [redacted]			
11. Residence Address: [redacted]			
12. City: [redacted]	13. State [redacted]	14. ZIP Code: [redacted]	

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
New School for Social Research	66 West 12th St New York NY 10011	1993	1997	BA	1997
Columbia University School of Int'l & Public Affairs	2929 Broadway New York, NY 10025	2003	2005	MA, International Affairs	2005

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:		
Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☑ **Yes** ☐ **No**

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Appendix A:
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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature:	Date: 5/29/15
Notary Name: JiaYing He	Notary Registration Number: 01HE6277878
Notary (Notary Must Affix Stamp or Seal)	Date: 5/29/15

JIA YING HE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01HE6277878
My Commission Expires March 18, 2017

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name:

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Timothy Joseph Nevin	3. Title: Finance Director

4. Briefly describe the role of this person or entity in the proposed registered organization:

Direct the financial aspects of the organization, including but not limited to the budgeting of operating and capital expenditures. Manage the day to day financial operations.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☑ **Yes** ☐ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☐ **Yes** ☑ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]		9. Fax: [redacted]	
10. Email: [redacted]			
11. Residence Address: [redacted]			
12. City: [redacted]	13. State: [redacted]	14. ZIP Code: [redacted]	

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
University of San Francisco	2130 Fulton Street, San Francisco, CA 94117	9/94	5/96	M.A. Economics	5/96
St. Mary's College of California	1928 St. Mary's Road, Moraga, CA 94556	9/90	5/94	B.S. Economics	5/94

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16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
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Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☐ **Yes** ☑ **No**

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐ open ☐ closed ☐ proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

Confidential Information – This page constitutes trade secret and/or critical infrastructure information. See Addendum 2 for additional explanation.

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Tarah J. N—	Date: 05/27/15
Notary Name: Tarah C. Finley	Notary Registration Number: Cert./License NO.: 172301
Notary (Notary Must Affix Stamp or Seal)	Date: 5/27/15

Notary Public
State of Washington
TARAH C FINLEY
My Appointment Expires Jun 13, 2018

Tarah C. Finley

Confidential Information – This page constitutes trade secret and/or critical infrastructure information. See Addendum 2 for additional explanation.

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Joshua Hartsel	3. Title: Director-Product Develop't

4. Briefly describe the role of this person or entity in the proposed registered organization:

Responsible for development and oversight of extraction processes.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☑ **Yes** ☐ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☐ **Yes** ☑ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

Confidential Information – This page constitutes trade secrets and/or critical infrastructure information. See Addendum 2 for additional explanation.

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]		9. Fax [redacted]	
10. Email [redacted]			
11. Residence Address: [redacted]			
12. City: [redacted]		13. State [redacted]	14. ZIP Code [redacted]

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
University of California - Irvine	653 E. Peltason Dr. Irvine, CA 92697	2011	2013	Postdoctoral Fellow-Public Health	
Virginia Tech	900 West Campus Drive Blacksburg, VA 24061	2005	2011	Ph.D. - Organic Chemistry	2011
Radford University	Reed Hall Radford, VA 24142	2000	2005	BS - Chemistry	2005

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Confidential Information – This page constitutes trade secrets and/or critical infrastructure information. See Addendum 2 for additional explanation.

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Reason For Departure:		
Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☐ **Yes** ☑ **No**

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐ **open** ☐ **closed** ☐ **proposed**
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [signature]	Date: 5/27/2015
Notary Name: See attached Jurat	Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal)	Date:

Confidential Information – This page constitutes trade secrets and/or critical infrastructure information. See Addendum 2 for additional explanation.

California Jurat Certificate

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

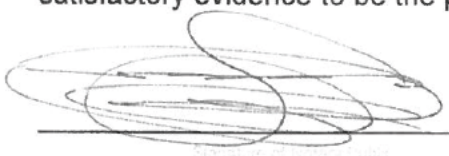
County of San Diego s.s.

Subscribed and sworn to (or affirmed) before me on this 27 day of May,

20 15, by Joshua Hartsel and

_____, proved to me on the basis of

satisfactory evidence to be the person~~(s)~~ who appeared before me.



BRANDI SABALA
Commission No. 1986923
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
Commission Expires August 2, 2016

OPTIONAL INFORMATION

Description of Attached Document

The certificate is attached to a document titled/for the purpose of

Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

containing 1 pages, and dated 5-27-15

Additional Information

Method of Affiant Identification

Proved to me on the basis of satisfactory evidence:
○ form(s) of identification ○ credible witness(es)

Notarial event is detailed in notary journal on:

Page # ____ Entry # ____

Notary contact: _____

Other

☐ Affiant(s) Thumbprint(s) ☐ Describe: _____

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NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as a Registered Organization

Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York, LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Lucas Wilson	3. Title: General Manager

4. Briefly describe the role of this person or entity in the proposed registered organization:

General Manager - responsible for the overall operational process.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☑ **Yes** ☐ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☑ **Yes** ☐ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ **Yes** ☑ **No**

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone [redacted]	9. Fax [redacted]
10. Email: [redacted]	
11. Residence Address: [redacted]	
12. City: [redacted]	13. State [redacted] 14. ZIP Code [redacted]

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
Appalachian State University	287 Rivers Street, Boone, NC, 28608	2003	2005	BS	2005
University of Alabama at Birmingham	1720 2nd Ave. South, Birmingham, AL, 35294	2001	2003	N/A - transfer	N/A

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☐ **Yes** ☑ **No**

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐ **open** ☑ **closed** ☐ **proposed**
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

Eagle Scout 9/2000

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [signature]	Date: 5.29.15
Notary Name: Anita M. Genovese	Notary Registration Number: 01GE6185456
Notary (Notary Must Affix Stamp or Seal) **ANITA M. GENOVESE** **Notary Public, State of New York** **Registration No. 01GE6185456** **Qualified in Erie County** **My Commission Expires 4/21/20 16**	Date: 5-29-15

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Appendix A **must** be completed for all board members, officers, managers, owners, partners, principal stakeholders, directors, and members. For board members, officers, managers, owners, partners, directors, and members of the applicant that are not natural persons, Appendix A must be completed by each board member, officer, manager, owner, partner, director and member of that entity, going back to the level of ownership by a natural person. **An Organizational Chart documenting your organizational structure must be included with this application.**

1. Business Name: Tilray New York LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Catherine Jacobson	3. Title: Director of Clinical Research

4. Briefly describe the role of this person or entity in the proposed registered organization:

Director of Clinical Research - identify and evaluate research collaborations with physicians interested in studying the safety, tolerability and efficacy of medical cannabis.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☐ **Yes** ☑ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☐ **Yes** ☑ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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Appendix A:
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7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

8. Phone: [redacted]		9. Fax [redacted]	
10. Email: [redacted]			
11. Residence Address: [redacted]			
12. City [redacted]		13. State [redacted]	14. ZIP Code [redacted]

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
University of Colorado, Boulder	Boulder, CO 80309	1990	1994	BA	May 1994
Oregon Health & Science University	3181 SW Sam Jackson Park Rd, Portland, OR 97239	2000	2005	PhD	June 2005

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Appendix A:
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16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: University of California, San Francisco		
Type of Business: University		
Street Address: 505 Parnassus Ave		
City: San Francisco	State: CA	Zip Code: 94143
Starting Date of Employment: June 1, 2013	Ending Date of Employment: May 31, 2014	
[redacted]		
Position/Responsibilities: Postdoctoral Fellow - Established GW Pharma's first Expanded Access Investigational New Drug (IND) Application for the treatment of children with severely refractory epilepsy; managed interactions with DEA and FDA; Developed data acquisition and management protocols.		
Reason For Departure: End of Fellowship		
Name of Employer: Stanford University		
Type of Business: University		
Street Address: 450 Serra Mall		
City: Stanford	State: CA	Zip Code: 94305
Starting Date of Employment: June 1, 2012	Ending Date of Employment: May 31, 2013	
[redacted]		
Position/Responsibilities: Postdoctoral Fellow - Received competitively awarded NIH Epilepsy Training Fellowship; studied animal models of epilepsy.		
Reason For Departure: End of Fellowship		
Name of Employer: University of California, San Francisco		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business: University		
Street Address: Genentech Hall, 600 16th Street		
City: San Francisco	State: CA	Zip Code: 94158
Starting Date of Employment: August 1, 2006	Ending Date of Employment: July 31, 2009	

[redacted]

Position/Responsibilities:

Post-doctoral fellow; responsible for the generation of a project examining molecular mechanisms of cellular migration in a model of breast cancer cells; used fluorescent labeling of motor proteins to follow them in real time using live cell fluorescence microscopy

[redacted]

Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☐ **Yes** ☑ **No**

From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐ **open** ☐ **closed** ☐ **proposed**
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From: To:	Name and Address of Business:	
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
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19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: Catherine Jacobsen	Date: 5/30/2015
Notary Name:	Notary Registration Number:
Notary (Notary Must Affix Stamp or Seal) State of California County of Marin Subscribed and sworn to (or affirmed) before me on this 30 day of MAY, 2015, by Catherine Jacobsen, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me. Signature (Notary Seal)	Date: MARC L. CARR NOTARY PUBLIC CALIFORNIA COMMISSION # 2106842 SONOMA COUNTY My Comm. Exp. May 8, 2019

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Appendix A:
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1. Business Name: Tilray New York, LLC

This is the name that was entered in Section A of the Application for Registration as a Registered Organization.

2. Name: Caleb Joshua Eades	3. Title: Quality Assurance Officer

4. Briefly describe the role of this person or entity in the proposed registered organization:

Dr. Caleb Joshua Eades will provide executive oversight of the Quality Assurance and Quality Control Departments, and will also oversee any scientific issues at the production site.

5. Will this person or entity come into contact with medical marijuana or medical marijuana products?
☑ **Yes** ☐ **No**

Any managers who may come in contact with or handle medical marijuana, including medical marijuana products, shall be subject to a fingerprinting process as part of a criminal history background check in compliance with the procedures established by Division of Criminal Justice Services and submission of the applicable fee. Criminal history background checks must be done through Identogo at http://www.identogo.com/FP/NewYork.aspx using the ORI number NY0412500 and the Fingerprint Reason "Control Substance License."

6. Has this person or entity held any position of management or ownership during the preceding ten years of a 10% or greater interest in any other business which manufactured or distributed drugs? ☐ **Yes** ☑ **No**

If the answer to this question is yes, provide the name of the business, a statement defining the position of management or ownership held in such business, and any finding of violations of law or regulation by a governmental agency against the business or person or entity.

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7. Has this person or entity been convicted of a felony or had any type of registration or license suspended or revoked in any administrative or judicial proceeding?
☐ Yes ☑ No

If the answer to either of these questions is "Yes," a statement explaining the circumstances of the felony, suspension or revocation must be provided below.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

15. Formal Education		Dates Attended		Degree	
Institution	Address	From	To	Degree Received	Date Received
The University of Victoria		1995	2001	Ph.D.	April 2001
The University of British Columbia		1991	1994	B.Sc.	April 1994
Oklahoma State University		1989	1991	N/A	N/A

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Appendix A:
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16. Licenses Held: List any and all licenses issued by a governmental or other regulatory entity.

Type of Professional License	License Number	Institution Granting License (Mailing Address, Phone, Email)	Effective Date	Expiration Date

17. Employment History for the Past 10 Years: Start with MOST RECENT employment and include employment during the last 10 years. Attach additional copies of page 3, if necessary.

Redacted pursuant to N.Y. Public Officers Law, Art. 6

Name of Employer: The University of British Columbia

Type of Business: University research

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Street Address: 103-6190 Agronomy Rd		
City: Vancouver	State: BC CANADA	Zip Code: V6T1Z3
Starting Date of Employment: April 2006	Ending Date of Employment: March 2014	
[redacted]		
Position/Responsibilities: Senior Technology Officer - research and development, commercialization of university research projects, including significant activities in development of human therapeutics and medical devices.		
[redacted]		
Name of Employer: Pacific Forestry Centre (Canadian Forestry Service)		
Type of Business: Government research		
Street Address: 506 Burnside Rd W		
City: Saanich	State: BC CANADA	Zip Code: V8Z 1M5
Starting Date of Employment: May 2005	Ending Date of Employment: April 2006	
[redacted]		
Position/Responsibilities: Research Scientist - oversee research projects relating to forestry health		
Reason For Departure [redacted]		
Name of Employer:		
Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

Type of Business:		
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		
Name of Employer:	Type of Business:	
Street Address:		
City:	State:	Zip Code:
Starting Date of Employment:	Ending Date of Employment:	
Name of Supervisor for Reference:	Supervisor Phone Number:	
Position/Responsibilities:		
Reason For Departure:		

18. Offices Held or Ownership Interest in Other Businesses

List any affiliations you have been associated with in the past 10 years. Affiliation, for the purpose of this section, includes serving as either a board member, officer, manager, owner, partner, principal stakeholder, director or member of the organization. Organizations outside of New York State must also be disclosed.

Have you owned or operated a business or had any affiliations with the operations of a business in New York, in the USA, or in other countries? ☑ **Yes** ☐ **No**

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members
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From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		
From:	Name and Address of Business:	
To:		
Business Type:	Office Held/Nature of Interest:	☐open ☐closed ☐proposed
Name, Address and Phone Number of Licensing/Regulatory Agency, if applicable:		

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Appendix A:
Affidavit for Board Members, Officers, Managers, Owners, Partners, Principal Stakeholders, Directors, and Members

19. Affirmative Statement of Qualifications

For individuals who have not previously served as a director/officer nor have had managerial experience, please include a statement below explaining how you are qualified to operate the proposed facility. This statement should include, but not be limited to, any relevant community/volunteer background and experience.

[redacted]

20. The undersigned certifies, under penalty of perjury, that the information contained herein or attached hereto is accurate, true, and complete in all material respects.

Signature: [signature] BCDL 5255962	Date: June 01, 2015
Notary Name: TINA M. LLOYD NOTARY PUBLIC	Notary Registration Number: N/A.
Notary (Notary Must Affix Stamp or Seal) 6-2150 BOWEN ROAD NANAIMO, B.C. V9S 1H7 (250) 758-3347 [signature]	Date: June 1, 2015

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APPENDIX B

ARCHITECTURAL PROGRAM

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1 INTRODUCTION

1.1 PROJECT OBJECTIVES

The purpose of this project is to provide a facility to enable Tilray New York, LLC to grow and process cannabis for medical use, as per the requirements of the State of New York.

1.2 PROJECT DESCRIPTION

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2 ENGINEERING PROJECT EXECUTION

2.1 CONCEPTUAL DESIGN

A conceptual engineering design package will be prepared to provide overall project concepts, layouts, plans and methods, such that, a final project scope can be prepared for purposes of detailed design. Conceptual Design package will include:

- 2.1.0.1 Conceptual Site Plans
- 2.1.0.2 Conceptual Floor Plans
- 2.1.0.3 Conceptual Building Elevations and Sections
- 2.1.0.4 Design criteria for Security
- 2.1.0.5 Design criteria for facility processing areas
- 2.1.0.6 Preliminary Code Assessment
- 2.1.0.7 Preliminary Life Safety Assessment
- 2.1.0.8 Environmental Regulatory Strategy
- 2.1.0.9 Detailed Design Scope of Work

2.2 DETAILED ENGINEERING

The detailed design package will include “Released for Construction” plans and drawings for all design disciplines and detailed procurement specifications for all equipment. Detailed engineering will begin immediately upon submission of the New York application and is expected to be complete within four (4) months. The project team will be responsible for the detailed design of the following:

2.2.1 Civil

- 2.2.1.1 Overall site plans
- 2.2.1.2 Building locations and sizing
- 2.2.1.3 Roadways
- 2.2.1.4 Drainage
- 2.2.1.5 Stormwater

2.2.2 Structural

- 2.2.2.1 Building design
- 2.2.2.2 Foundations
- 2.2.2.3 Equipment supports

2.2.3 Architectural

- 2.2.3.1 Building layouts
- 2.2.3.2 Architectural design of walls, floors and ceiling finishes, as well as doors, windows and hardware
- 2.2.3.3 Personnel and material flow diagrams
- 2.2.3.4 Life safety code compliance

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2.2.4 Process

2.2.4.1 Process equipment sizing and specificaitons

2.2.4.2 Utility equipment sizing and specifications

2.2.4.3 Piping and Instrument Diagrams, including all equipment, piping with type and sizes and measurement instrumentation

2.2.4.4 Process equipment general arrangement drawings

2.2.5 Mechancial/Piping

2.2.5.1 HVAC airflow diagrams

2.2.5.2 Room criteria for temperature, humidity and differential pressures, as needed

2.2.5.3 Piping diagrams for all process, utility and plumbing

2.2.5.4 Piping specifications

2.2.5.5 Piping supports

2.2.5.6 Fire Protection

2.2.6 Electrical/Controls

2.2.6.1 Power distribution plans

2.2.6.2 Electrical equipment specifications

2.2.6.3 Electrical room layout

2.2.6.4 Lighting plans

2.2.6.5 Grounding

2.2.6.6 Measurement devices for facility and room environmental controls

2.2.6.7 Backup power plans

2.2.6.8 Building Automation System

2.2.6.9 Security hardware specifications

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3 GENERAL DESIGN REQUIREMENTS

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3.6 DESIGN CODES, STANDARDS, GUIDELINES AND PROFESSIONAL ASSOCIATIONS TO BE USED:

3.6.1 2010 New York State Building Code

3.6.2 USDA GAP – Good Agricultural Practices

3.6.3 NFPA - National Fire Protection Association

3.6.4 OSHA - Occupational Safety and Health Administration

3.6.5 ADA - Standards for Accessible Design

3.6.6 ANSI - American national Standards Institute

3.6.7 UL - Underwriter's Laboratories

3.6.8 ASME - American Society of Mechanical Engineers

3.6.9 ASHRAE - American Society of Heating, Refrigerating and Air-Conditioning Engineers

3.6.10 ASTM Guides for Commissioning of Equipment and Facilities

3.6.11 ISPE Baseline Guides

3.7 REGULATORY COMPLIANCE

3.7.1 Environmental

3.7.1.1 An environmental permitting strategy will be developed during detailed design by the engineering team. This strategy will evaluate operations and determine what, if any, permits are required.

3.7.1.2 Application of any required permits will be the responsibility of Tilray New York, LLC.

3.7.1.3 All wastes that could be considered hazardous will be handled in safety cans and removed from the area in closed containers and brought to a Solvent Storage Room. Wastes from that room will be collected by a licensed hazardous waste contractor.

3.7.2 Health and Safety

3.7.2.1 Sufficient air changes will be provided to ensure safe indoor breathing conditions. Refer to HVAC section for more detailed information.

3.7.2.2 The handling and processing of any flammable or hazardous chemicals within the laboratory or production suite will be within fume hoods and/or bio-safety cabinets and will not be exposed to personnel under normal operating conditions.

3.7.2.3 Areas where chemicals are used will be equipped with combination eye wash/safety showers.

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4 DETAILED DESIGN CRITERIA

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infrastructure information. See Addendum 2 for additional explanation.

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4.7 PIPING

4.7.1 Service Index

The Tilray piping service index is included for all anticipated systems. Piping materials, assembly and pressure rating must follow this index unless approved by Tilray

4.7.2 Specifications

Formal, detailed piping specifications will be provided to Engineering firm upon commencing detailed design

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TOWN OF COLONIE

PLANNING AND ECONOMIC DEVELOPMENT DEPARTMENT

Public Operations Center
347 Old Niskayuna Road
Latham, New York 12110

Phone (518)783-2741 Fax (518)783-2888
Planning Board Agenda (518)783-1511
www.colonie.org/pedd

Paula A. Mahan
Town Supervisor

Joseph LaCivita
Director

June 4, 2015

Mr. Luke Wilson
[redacted]

Dear Mr. Wilson:

I'm writing with regard to the proposed medical cannabis processing center you discussed that Privateer Holdings is looking to site in the Town of Colonie. Generally, the Town of Colonie has no objections to this proposed use and note that this is a suitable location.

Pursuant to the plans and other submitted materials, it is my conclusion that your proposed use of the parcel located on Old Niskayuna Road would be a permitted use. As such, should the state of New York issue [redacted] a registration as a Registered Organization of the New York Medical Marijuana Program authorized to process medical cannabis, your company could proceed to operate this business at the aforementioned location without the need for a zoning change or any other variance.

Please feel free to contact me at 518-783-2741 if you have any questions.

Sincerely,

Joseph LaCivita
Planning and Economic Development Director

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FORM: DOH-5146

NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix B – Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

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COMPANY INFORMATION	
Business Name:	Tilray New York
Facility Type:	Manufacturing Facility ☑ Dispensing Facility ☐
Use and Occupancy Classification:	F1,S1,B, & U
Building Construction Type and Classification:	Type II A
Facility Address:	317, 321, & 327 Old Niskayuna Road, Colonie, New York
Primary Contact Telephone number:	347-915-3782
Primary Contact Fax number:	347-851-7697
PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE: Applicant shall identify planning requirements, including but not limited to:	
☑	TOWN BOARD APPROVAL
☑	PLANNING BOARD APPROVAL
☑	ZONING BOARD OF APPEALS APPROVAL
☑	PREPARATION OF CONSTRUCTION DOCUMENTS
☑	BUILDING PERMIT
☑	BIDDING PHASE
☑	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
☑	COMMENCEMENT OF CONSTRUCTION
☑	COMPLETION OF CONSTRUCTION

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Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

☑ Entrance and Exits	☐ Fire Lane and/or Fire Apparatus Road
☑ Public Parking Spaces	☑ Percentage of Green Space
☑ Staff Parking Spaces	☐ Location of Emergency Power Systems
☑ Accessible Parking Spaces	☑ Loading & Unloading
☑ Accessible Route(s)	☑ Security Gates & Fences

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PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

☑ Natural Gas ☐ Oil ☑ Electric
☑ Solar ☐ Other _____

Engineering Systems:

☑ Heating System: Type Hot H2O, Size 2400MBU/ Efficiency .86,
Ventilation Requirements 60,000 CFM

☑ Cooling System: Type CH H20, Size 600 TON Efficiency EER 9.9,
Ventilation Requirements 60,000 CFM

☑ Ventilation & Humidification Systems:
Type Blower, Size 15HP , Efficiency .86,
Ventilation Requirements 8000 CFM

☑ Electrical Distribution Available 480V, 3 Phase

☑ Water Supply: Municipal Water Service X or Private Well Water _____

☑ Sewage: Municipal Sewer System X or Private Septic System _____

☐ Emergency Power System:
Type _____, Size_____ Efficiency _____,

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Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)	
CHECK ALL APPLICABLE CODES FOR THE FACILITY	
☑	2010 BUILDING CODE OF NYS
☑	2010 FIRE CODE OF NYS
☑	2010 PLUMBING CODE OF NYS
☑	2010 MECHANICAL CODE OF NYS
☑	2010 FUEL GAS CODE OF NYS
☑	2010 PROPERTY MAINTENANCE CODE OF NYS
☑	2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
☑	2012 IECC COMMERCIAL PROVISIONS
☐	2010 EXISTING BUILDING CODE OF NYS
☑	NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
☐	2014 NY CITY CONSTRUCTION CODE
☐	2008 NY CITY CONSTRUCTION CODE
☐	1968 NY CITY CONSTRUCTION CODE
☑	NFPA 101-06 LIFE SAFETY CODE
☑	ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
☐	OTHER

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Appendix B – Architectural Program

Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	☑ New Building ☐ Repair ☐ Alteration Level 1 ☐ Alteration Level 2	☐ Alteration Level 3 ☐ Change of Occupancy ☐ Addition ☐ Historic Building	☐ Demolition ☐ Chapter 3. Prescriptive Compliance Method ☐ Chapter 13. Performance Compliance Method
Select Work Involved: Check all that apply.	☑ General Construction ☑ Roofing ☐ Asbestos Abatement/Environmental ☑ Fire Alarm	☑ Structural ☑ Mechanical ☑ Plumbing ☑ Electrical	☑ Site Work ☑ Sprinkler ☑ Elevators ☐ Other:_____

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CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1 Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC:** ***Fire Code*****, PC:** ***Plumbing Code*****, MC:** ***Mechanical Code*****, FGC:** ***Fuel Gas Code*****, ECCC:** ***Energy Conservation Code.***

2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA:** *Not Applicable,* **NR:** *Not Required,* **NP:** *Not Permitted*

3 Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
1	Use & Occupancy Classification	302.1 - 312	306.2, 304.1,312. 1,311.2	Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	F1, S1, B, U,	F1, S1, B, U,

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	Complete Facility Protected by Automatic Sprinklers
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	N/A
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	N/A	N/A
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	Table 503: Type IIA Construction Allows 4 Story, 25,000 Sq Ft per Story	First Floor 14,000 Sq Ft Second Floor 9,032 Sq Ft Total 2 Story 23,032 Sq Ft
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	1 Hr of Sep or Sprinklers for Storage Rooms over 100 Sq Ft	Complete Facility Protected by Automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
7	Mixed Occupancies	508.3	Table 508.3.3	Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	With Sprinklers: F1,S1 require 1 hr separation to B and F1,S1 require 1 hr separation to U	Automatic Sprinklers and F1,S1 has 1 hr separation to B and F1,S1 has 1 hr separation to U
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	N/A
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	With Sprinklers: F1,S1 require 1 hr separation to B and F1,S1 require 1 hr separation to U	Automatic Sprinklers and F1,S1 has 1 hr separation to B and F1,S1 has 1 hr separation to U
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	Type II A	Type II A
11	Fire Resistance Rating Reqm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	Type IIA requires 1 Hr for Frame, Bearing Walls, Roof and Floor Supports	1 Hr for Frame, Bearing Walls, Roof and Floor Supports

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	0	Based on 705.4 we have a 3 hr Separation between F-1 Occupancy and Greenhouse
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	N/A (Only one Building, Agricultural Greenhouse is Excluded from Code)	0 Except at Firewall (See Item 14)
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	Table 705.4 requires 3 hr Separation Between F1 and Other Buildings	3 Hr Firewall Between F-1 and Other Building
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	F-1, S-1 = 3 hours B, M = 2 hours U = 1 hour	F-1, S-1 = 3 hours B, M = 2 hours U = 1 hour
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	N/A	Building will have automatic Sprinklers
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	Per 1017.1 B, U and F with Sprinklers Require No Fire Resistance on Corridors	Building will have automatic Sprinklers

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	Per 508.3.3 Floor Assembly Separating F-1 and B Required to be 1 Hr.	1 Hr at Second Floor Separating F1 and B.
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: ☑ NFPA 13 ☐ NFPA 13 R ☐ NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	Required for: F-1 in excess of 12k sqft S-1 in excess of 12k sqft	The entire building will have automatic sprinklers
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	N/A	N/A
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	Required for All New Buildings	Standpipe System to be Installed per NFPA 14
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System ☐ Addressable ☑ Hardwired (zoned)	Required for All New Buildings	Hard Wired System to Follow 907 and Installed per NFPA 72

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	Not Required for F-1, S-1, B or U	Not Required
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	Connections required to be on Street Side and Visible.	Connections to be on Street Side and Visible.
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	Means Of Egress defined in Chapter 10	Compliant to Code, See Included Drawings
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	B=100 Sq Ft per Occupant F=100 Sq Ft per Occupant S=300 Sq Ft per Occupant	Compliant to Code, See Included Drawings
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	Per Table 1005.1; Stairways .2" per Occupant and Other Egress Components .15" per Occupant	No Stairways or Egress Components Less Than 44"
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	Per 1007.4 an Elevator with StandBy Power is Compliant	Compliant to Code, See Included Drawings for Elevator and Standby Power

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.	Clear Width of 32", No Leaf Larger than 48"; Minimum Height is 80"	Compliant to Code, See Included Drawings
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	Minimum width of 44", Minimum height is 80", Minimum riser height is 7", Maximum vertical rise is 12',	Compliant to Code, See Included Drawings
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	N/A; No Ramps Required	N/A; No Ramps Required
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	No more than 100' with Sprinkler System per Exception 1	Building will have a sprinkler system. Compliant to Code, See Included Drawings
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	Two (2) Exits Required Over 49 People	Two (2) Exits Included, Compliant to Code, See Included Drawings
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	Per 1017.1 B, U and F with Sprinklers Require No Fire Resistance on Corridors	Building will have a sprinkler system.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	Per 1017.2 Minimum Corridor Width is 44"	Compliant to Code, See Included Drawings, Minimum Corridor Width is 48"
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	No Dead End Corridors Greater Than 20 Ft	First Floor = 0 Ft Second Floor = 0 Ft
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	Table 1019.1 1-500 Occupant Load = Minimum Exits of 2 per Floor	Compliant to Code, See Included Drawings, Per 1023 Second Floor are External
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	N/A	No Vertical Exit Enclosures
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	N/A	No Exit Passageways
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	Not more than one-half of the total number of exits or total exit width shall be horizontal exits.	Compliant to Code, See Included Drawings,

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	Exterior Exit Stairway is Allowed in 2 Story F-1	Compliant to Code, See Included Drawings, Two (2) Exterior Exit Stairs Included
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	Exit discharge shall be at grade or shall provide direct access to grade	Compliant to Code, See Included Drawings
43	Accessibility	1101.1 - 1110 & ICC/A117. 1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	TBD	Compliant to Code, See Included Drawings, All Occupied Rooms on All Floors Are Accessible
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).	TBD	Construction Will Meet Code for R and U Values
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	TBD	Standby Generator for Accessible Egress Elevator
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	N/A	N/A

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	Most Stringent for this Project is B which Requires Three (3) per Gender	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender
48	Available Street Water Pressure			Provide the available street or well water pressure.		80PSI
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.	N/A	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

Redacted pursuant to N.Y. Public Officers Law, Art. 6

REVISIONS:		
no.	date	description
A	5/27/15	RELEASED FOR APPLICATION

MANUFACTURING FACILITY
SITE PLAN
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

C-1

Redacted pursuant to N.Y. Public Officers Law, Art. 6

MANUFACTURING FACILITY
GROUND FLOOR PLAN
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

ISSUE DATE: 5/27/15
DRAWN BY: MTW

DRAWING NUMBER
A–1

Redacted pursuant to N.Y. Public Officers Law, Art. 6

NO.	BY	DESCRIPTION
A	5/27/15	RELEASED FOR APPLICATION

MANUFACTURING FACILITY
GROUND FLOOR EGRESS AND RATINGS
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

A–2

Redacted pursuant to N.Y. Public Officers Law, Art. 6

revisions		
no.	date	description
A	5/27/15	RELEASED FOR APPLICATION

MANUFACTURING FACILITY
SECOND FLOOR PLAN
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

A–3

Redacted pursuant to N.Y. Public Officers Law, Art. 6

REVISIONS:

no.	date	description
A	5/27/15	RELEASED FOR APPLICATION

MANUFACTURING FACILITY
SECOND FLOOR EGRESS AND RATINGS
317, 321, & 327 OLD NISKAYUNA ROAD
COLONIE, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

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EXTERIOR CONCEPTUAL RENDERING

Note: Artistic rendering for conceptual purposes only; design subject to change without notice.

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DISPENSING FACILITY: BUFFALO

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FORM: DOH-5146

NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix B – Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

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COMPANY INFORMATION	
Business Name:	Tilray New york
Facility Type:	Manufacturing Facility ☐ Dispensing Facility ☑
Use and Occupancy Classification:	M
Building Construction Type and Classification:	Type II A
Facility Address:	47-49 W Tupper Street, Buffalo, New York
Primary Contact Telephone number:	347-915-3782
Primary Contact Fax number:	347-851-7697

PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:

☐	TOWN BOARD APPROVAL
☐	PLANNING BOARD APPROVAL
☐	ZONING BOARD OF APPEALS APPROVAL
☑	PREPARATION OF CONSTRUCTION DOCUMENTS
☑	BUILDING PERMIT
☑	BIDDING PHASE
☑	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
☑	COMMENCEMENT OF CONSTRUCTION
☑	COMPLETION OF CONSTRUCTION

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Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

☑ Entrance and Exits	☐ Fire Lane and/or Fire Apparatus Road
☐ Public Parking Spaces	☐ Percentage of Green Space
☐ Staff Parking Spaces	☐ Location of Emergency Power Systems
☐ Accessible Parking Spaces	☑ Loading & Unloading
☑ Accessible Route(s)	☑ Security Gates & Fences

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PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

☑ Natural Gas ☐ Oil ☑ Electric
☐ Solar ☐ Other _____

Engineering Systems:

☑ Heating System: Type Nat Gas, Size 50KBTU Efficiency .86,
Ventilation Requirements _____

☑ Cooling System: Type Elect, Size 5Tons Efficiency .86,
Ventilation Requirements _____

☐ Ventilation & Humidification Systems:
Type _____, Size_____ , Efficiency _____,
Ventilation Requirements _____

☑ Electrical Distribution Available 208V, 3 Phase

☑ Water Supply: Municipal Water Service X or Private Well Water _____

☑ Sewage: Municipal Sewer System X or Private Septic System _____

☐ Emergency Power System:
Type _____, Size_____ Efficiency _____,

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Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)	
CHECK ALL APPLICABLE CODES FOR THE FACILITY	
☑	2010 BUILDING CODE OF NYS
☑	2010 FIRE CODE OF NYS
☑	2010 PLUMBING CODE OF NYS
☑	2010 MECHANICAL CODE OF NYS
☑	2010 FUEL GAS CODE OF NYS
☑	2010 PROPERTY MAINTENANCE CODE OF NYS
☑	2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
☑	2012 IECC COMMERCIAL PROVISIONS
☑	2010 EXISTING BUILDING CODE OF NYS
☑	NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
☐	2014 NY CITY CONSTRUCTION CODE
☐	2008 NY CITY CONSTRUCTION CODE
☐	1968 NY CITY CONSTRUCTION CODE
☑	NFPA 101-06 LIFE SAFETY CODE
☑	ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
☐	OTHER

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Appendix B – Architectural Program

Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	☐ New Building ☐ Repair ☐ Alteration Level 1 ☑ Alteration Level 2	☐ Alteration Level 3 ☐ Change of Occupancy ☐ Addition ☐ Historic Building	☐ Demolition ☐ Chapter 3. Prescriptive Compliance Method ☐ Chapter 13. Performance Compliance Method
Select Work Involved: Check all that apply.	☑ General Construction ☐ Roofing ☐ Asbestos Abatement/Environmental ☑ Fire Alarm	☐ Structural ☑ Mechanical ☑ Plumbing ☑ Electrical	☐ Site Work ☑ Sprinkler ☐ Elevators ☐ Other:_____

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CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1 Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC:** ***Fire Code*****, PC:** ***Plumbing Code*****, MC:** ***Mechanical Code*****, FGC:** ***Fuel Gas Code*****, ECCC:** ***Energy Conservation Code.***

2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA:** *Not Applicable,* **NR:** *Not Required,* **NP:** *Not Permitted*

3 Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
1	Use & Occupancy Classification	302.1 - 312	309	Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	M	M

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	Complete Facility Protected by Automatic Sprinklers
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	N/A
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	N/A	N/A
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	Table 503: Type IIA Construction Allows 4 Story, 25,000 Sq Ft per Story	2 Story 2,000 Sq Ft to be used on Ground Floor.
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	1 Hr of Sep or Sprinklers for Storage Rooms over 100 Sq Ft	Complete Facility Protected by Automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	Type II A	Type II A
11	Fire Resistance Rating Reqm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	Type IIA requires 1 Hr for Frame, Bearing Walls, Roof and Floor Supports	1 Hr for Frame, Bearing Walls, Roof and Floor Supports

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	N/A	0; M Occupancy Greater than 30'
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	N/A	0; Only 1 Building on Plan
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	N/A	No Fire Walls Required
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	N/A	No Fire Barriers Required
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	N/A	Building will have automatic Sprinklers
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	N/A	Single Story M Occupancy
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: ☑ NFPA 13 ☐ NFPA 13 R ☐ NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	Required for: M in excess of 12k sqft	The entire building will have automatic sprinklers
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	N/A	N/A
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	Required when the floor level of the highest story is located more than 30 feet	Existing 2 Story
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System ☐ Addressable ☑ Hardwired (zoned)	Required for All Buildings With Change of Occupancy	Hardwired System to be Installed

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	Not Required for M	Not Required
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	Connections required to be on Street Side and Visible.	Connections to be on Street Side and Visible.
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	Means Of Egress defined in Chapter 10	Compliant to Code, See Included Drawings
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	M=100 Sq Ft per Occupant	Compliant to Code, See Included Drawings
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	Per Table 1005.1; Stairways .2" per Occupant and Other Egress Components .15" per Occupant	No Egress Components Less Than 44"
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	Accessible spaces shall be provided with not less than one accessible means of egress	Compliant to Code, See Included Drawings.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.	Clear Width of 32", No Leaf Larger than 48"; Minimum Height is 80"	Compliant to Code, See Included Drawings
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	N/A	Single Story Building
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	N/A; No Ramps Required	N/A; No Ramps Required
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	No more than 100' with Sprinkler System per Exception 1	Building will have a sprinkler system. Compliant to Code, See Included Drawings
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	Two (2) Exits Required Over 49 People	Two (2) Exits Included, Compliant to Code, See Included Drawings
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have a sprinkler system.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	Per 1017.2 Minimum Corridor Width is 44"	Compliant to Code, See Included Drawings, Minimum Corridor Width is 48"
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	No Dead End Corridors Greater Than 20 Ft	Compliant to Code, See Included Drawings, No dead End Corridors
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	Table 1019.1 1-500 Occupant Load = Minimum Exits of 2 per Floor	Compliant to Code, See Included Drawings.
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	N/A	No Vertical Exit Enclosures
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	N/A	No Exit Passageways
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	Not more than one-half of the total number of exits or total exit width shall be horizontal exits.	Compliant to Code, See Included Drawings,

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	N/A	Single Story Building
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	Exit discharge shall be at grade or shall provide direct access to grade	Compliant to Code, See Included Drawings
43	Accessibility	1101.1 - 1110 & ICC/A117. 1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	TBD	Compliant to Code, See Included Drawings, All Occupied Rooms Floors Are Accessible
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).	TBD	Construction Will Meet Code for R and U Values
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	N/A	Not Required
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	N/A	N/A

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	Most Stringent for this M Requires One (1) per Gender	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender
48	Available Street Water Pressure			Provide the available street or well water pressure.		80PSI
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.	N/A	N/A

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

NO.	DATE	DESCRIPTION
1	5/27/15	ISSUED FOR APPLICATION

DISPENSARY
FLOOR PLAN
47-49 W TUPPER
BUFFALO, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

A-301

Redacted pursuant to N.Y. Public Officers Law, Art. 6

NO.	DATE	DESCRIPTION
A	5/27/15	RELEASED FOR APPLICATION

DISPENSARY
SAFETY AND RATINGS PLAN
47-49 W TUPPER
BUFFALO, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

A-302

DISPENSING FACILITY: SYRACUSE

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FORM: DOH-5146

NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix B – Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

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COMPANY INFORMATION	
Business Name:	Tilray New york
Facility Type:	Manufacturing Facility ☐ Dispensing Facility ☑
Use and Occupancy Classification:	M
Building Construction Type and Classification:	Type II A
Facility Address:	3350 Erie Blvd E, Syracuse, New York
Primary Contact Telephone number:	347-915-3782
Primary Contact Fax number:	347-851-7697

PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:

☐	TOWN BOARD APPROVAL
☐	PLANNING BOARD APPROVAL
☐	ZONING BOARD OF APPEALS APPROVAL
☑	PREPARATION OF CONSTRUCTION DOCUMENTS
☑	BUILDING PERMIT
☑	BIDDING PHASE
☑	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
☑	COMMENCEMENT OF CONSTRUCTION
☑	COMPLETION OF CONSTRUCTION

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Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

	☑ Entrance and Exits	☐ Fire Lane and/or Fire Apparatus Road
	☑ Public Parking Spaces	☐ Percentage of Green Space
	☑ Staff Parking Spaces	☐ Location of Emergency Power Systems
	☑ Accessible Parking Spaces	☑ Loading & Unloading
	☑ Accessible Route(s)	☑ Security Gates & Fences

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PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

☑ Natural Gas ☐ Oil ☑ Electric
☐ Solar ☐ Other _____

Engineering Systems:

☑ Heating System: Type Nat Gas, Size 128KBTU Efficiency .86,
Ventilation Requirements _____

☑ Cooling System: Type Elect, Size 14Tons Efficiency .86,
Ventilation Requirements _____

☐ Ventilation & Humidification Systems:
Type _____, Size_____ , Efficiency _____,
Ventilation Requirements _____

☑ Electrical Distribution Available 208V, 3 Phase

☑ Water Supply: Municipal Water Service X or Private Well Water _____

☑ Sewage: Municipal Sewer System X or Private Septic System _____

☐ Emergency Power System:
Type _____, Size_____ Efficiency _____,

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Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)	
CHECK ALL APPLICABLE CODES FOR THE FACILITY	
☑	2010 BUILDING CODE OF NYS
☑	2010 FIRE CODE OF NYS
☑	2010 PLUMBING CODE OF NYS
☑	2010 MECHANICAL CODE OF NYS
☑	2010 FUEL GAS CODE OF NYS
☑	2010 PROPERTY MAINTENANCE CODE OF NYS
☑	2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
☑	2012 IECC COMMERCIAL PROVISIONS
☑	2010 EXISTING BUILDING CODE OF NYS
☑	NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
☐	2014 NY CITY CONSTRUCTION CODE
☐	2008 NY CITY CONSTRUCTION CODE
☐	1968 NY CITY CONSTRUCTION CODE
☑	NFPA 101-06 LIFE SAFETY CODE
☑	ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
☐	OTHER

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Appendix B – Architectural Program

Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	☐ New Building ☐ Repair ☐ Alteration Level 1 ☑ Alteration Level 2	☐ Alteration Level 3 ☐ Change of Occupancy ☐ Addition ☐ Historic Building	☐ Demolition ☐ Chapter 3. Prescriptive Compliance Method ☐ Chapter 13. Performance Compliance Method
Select Work Involved: Check all that apply.	☑ General Construction ☐ Roofing ☐ Asbestos Abatement/Environmental ☑ Fire Alarm	☐ Structural ☑ Mechanical ☑ Plumbing ☑ Electrical	☐ Site Work ☑ Sprinkler ☐ Elevators ☐ Other:_____

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CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1 Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC:** ***Fire Code*****, PC:** ***Plumbing Code*****, MC:** ***Mechanical Code*****, FGC:** ***Fuel Gas Code*****, ECCC:** ***Energy Conservation Code.***

2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA:** *Not Applicable,* **NR:** *Not Required,* **NP:** *Not Permitted*

3 Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
1	Use & Occupancy Classification	302.1 - 312	309	Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	M	M

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	Complete Facility Protected by Automatic Sprinklers
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	N/A
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	N/A	N/A
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	Table 503: Type IIA Construction Allows 4 Story, 25,000 Sq Ft per Story	1 Story 5,350 Sq Ft
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	1 Hr of Sep or Sprinklers for Storage Rooms over 100 Sq Ft	Complete Facility Protected by Automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	Type II A	Type II A
11	Fire Resistance Rating Reqm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	Type IIA requires 1 Hr for Frame, Bearing Walls, Roof and Floor Supports	1 Hr for Frame, Bearing Walls, Roof and Floor Supports

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	N/A	0; M Occupancy Greater than 30'
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	N/A	0; Only 1 Building on Plan
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	N/A	No Fire Walls Required
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	N/A	No Fire Barriers Required
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	N/A	Building will have automatic Sprinklers
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	N/A	Single Story M Occupancy
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: ☑ NFPA 13 ☐ NFPA 13 R ☐ NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	Required for: M in excess of 12k sqft	The entire building will have automatic sprinklers
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	N/A	N/A
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	Required when the floor level of the highest story is located more than 30 feet	Existing Single Story at Ground Level
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System ☐ Addressable ☑ Hardwired (zoned)	Required for All Buildings With Change of Occupancy	Hardwired System to be Installed

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	Not Required for M	Not Required
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	Connections required to be on Street Side and Visible.	Connections to be on Street Side and Visible.
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	Means Of Egress defined in Chapter 10	Compliant to Code, See Included Drawings
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	M=100 Sq Ft per Occupant	Compliant to Code, See Included Drawings
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	Per Table 1005.1; Stairways .2" per Occupant and Other Egress Components .15" per Occupant	No Egress Components Less Than 44"
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	Accessible spaces shall be provided with not less than one accessible means of egress	Compliant to Code, See Included Drawings.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.	Clear Width of 32", No Leaf Larger than 48"; Minimum Height is 80"	Compliant to Code, See Included Drawings
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	N/A	Single Story Building
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	N/A; No Ramps Required	N/A; No Ramps Required
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	No more than 100' with Sprinkler System per Exception 1	Building will have a sprinkler system. Compliant to Code, See Included Drawings
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	Two (2) Exits Required Over 49 People	Two (2) Exits Included, Compliant to Code, See Included Drawings
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have a sprinkler system.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	Per 1017.2 Minimum Corridor Width is 44"	Compliant to Code, See Included Drawings, Minimum Corridor Width is 48"
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	No Dead End Corridors Greater Than 20 Ft	Compliant to Code, See Included Drawings, No dead End Corridors
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	Table 1019.1 1-500 Occupant Load = Minimum Exits of 2 per Floor	Compliant to Code, See Included Drawings.
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	N/A	No Vertical Exit Enclosures
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	N/A	No Exit Passageways
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	Not more than one-half of the total number of exits or total exit width shall be horizontal exits.	Compliant to Code, See Included Drawings,

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	N/A	Single Story Building
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	Exit discharge shall be at grade or shall provide direct access to grade	Compliant to Code, See Included Drawings
43	Accessibility	1101.1 - 1110 & ICC/A117. 1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	TBD	Compliant to Code, See Included Drawings, All Occupied Rooms Floors Are Accessible
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).	TBD	Construction Will Meet Code for R and U Values
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	N/A	Not Required
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	N/A	N/A

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	Most Stringent for this M Requires One (1) per Gender	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender
48	Available Street Water Pressure			Provide the available street or well water pressure.		80PSI
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.	N/A	N/A

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

DISPENSARY
FLOOR PLAN
3350 ERIE BLVD. E
SYRACUSE, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER
A-201

Redacted pursuant to N.Y. Public Officers Law, Art. 6

No.	Date	Description
A	5/27/15	ISSUED FOR APPLICATION

DISPENSARY
EGRESS AND RATINGS PLAN
3350 ERIE BLVD. E
SYRACUSE, NEW YORK

TILRAY

SHEET TITLE:
PROJECT NUMBER:
ISSUE DATE: 5/27/15
DRAWN BY: MTW
CHECKED BY:

DRAWING NUMBER
A–202

DISPENSING FACILITY: MANHATTAN

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FORM: DOH-5146

NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix B – Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

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COMPANY INFORMATION	
Business Name:	Tilray New york
Facility Type:	Manufacturing Facility ☐ Dispensing Facility ☑
Use and Occupancy Classification:	M
Building Construction Type and Classification:	Type IA
Facility Address:	712 Broadway, New York, New York
Primary Contact Telephone number:	347-915-3782
Primary Contact Fax number:	347-851-7697

PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:

☐	TOWN BOARD APPROVAL
☐	PLANNING BOARD APPROVAL
☐	ZONING BOARD OF APPEALS APPROVAL
☑	PREPARATION OF CONSTRUCTION DOCUMENTS
☑	BUILDING PERMIT
☑	BIDDING PHASE
☑	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
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Appendix B – Architectural Program

PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

☑ Entrance and Exits	☐ Fire Lane and/or Fire Apparatus Road
☐ Public Parking Spaces	☐ Percentage of Green Space
☐ Staff Parking Spaces	☐ Location of Emergency Power Systems
☐ Accessible Parking Spaces	☐ Loading & Unloading
☑ Accessible Route(s)	☐ Security Gates & Fences

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PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

☑ Natural Gas ☐ Oil ☑ Electric
☐ Solar ☐ Other _____

Engineering Systems:

☑ Heating System: Type Nat Gas, Size 64KBTU Efficiency .86,
Ventilation Requirements _____

☑ Cooling System: Type Elect, Size 7 Tons Efficiency .86,
Ventilation Requirements _____

☐ Ventilation & Humidification Systems:
Type _____, Size_____ , Efficiency _____,
Ventilation Requirements _____

☑ Electrical Distribution Available 208V, 3 Phase

☑ Water Supply: Municipal Water Service X or Private Well Water _____

☑ Sewage: Municipal Sewer System X or Private Septic System _____

☐ Emergency Power System:
Type _____, Size_____ Efficiency _____,

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Appendix B – Architectural Program

PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)	
CHECK ALL APPLICABLE CODES FOR THE FACILITY	
☐	2010 BUILDING CODE OF NYS
☐	2010 FIRE CODE OF NYS
☐	2010 PLUMBING CODE OF NYS
☐	2010 MECHANICAL CODE OF NYS
☐	2010 FUEL GAS CODE OF NYS
☐	2010 PROPERTY MAINTENANCE CODE OF NYS
☐	2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
☑	2012 IECC COMMERCIAL PROVISIONS
☐	2010 EXISTING BUILDING CODE OF NYS
☑	NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
☑	2014 NY CITY CONSTRUCTION CODE
☐	2008 NY CITY CONSTRUCTION CODE
☐	1968 NY CITY CONSTRUCTION CODE
☑	NFPA 101-06 LIFE SAFETY CODE
☑	ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
☐	OTHER

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Appendix B – Architectural Program

Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	☐ New Building ☐ Repair ☐ Alteration Level 1 ☑ Alteration Level 2	☐ Alteration Level 3 ☐ Change of Occupancy ☐ Addition ☐ Historic Building	☐ Demolition ☐ Chapter 3. Prescriptive Compliance Method ☐ Chapter 13. Performance Compliance Method
Select Work Involved: Check all that apply.	☑ General Construction ☐ Roofing ☐ Asbestos Abatement/Environmental ☑ Fire Alarm	☐ Structural ☑ Mechanical ☑ Plumbing ☑ Electrical	☐ Site Work ☑ Sprinkler ☐ Elevators ☐ Other:_____

CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1 Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC:** ***Fire Code*****, PC:** ***Plumbing Code*****, MC:** ***Mechanical Code*****, FGC:** ***Fuel Gas Code*****, ECCC:** ***Energy Conservation Code.***

2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA:** *Not Applicable,* **NR:** *Not Required,* **NP:** *Not Permitted*

3 Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
1	Use & Occupancy Classification	302.1 - 312	NYC 2014 309.1	Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	M; maximum material quantities per 307.1.1 Accessory S-1 storage.	M; no hazardous materials posing a physical harzard per table 307.1.(1) Accessory S-1 storage

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
2	Combustible Storage	413	NYC 2014 413.3	All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	High-piled stock or rack storage shall comply with NYC Fire Code	Complete Facility Protected by Automatic Sprinklers, and no high-piled stock or rack storage proposed.
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	N/A
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	N/A	N/A
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	Table 503: Type IA Construction Allows unlimited building height and unlimited area per floor.	1 Story 3,500 Sq Ft ground floor alteration application.
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	N/A	N/A

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
9	Separated Uses (Ratio < 1)	508.3.3	NYC 2014 table 508.4	Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	Adjacent residential entrance lobby to be separated by 1 hr construction.	M Occupancy separated from residential lobby by 1 hour construction.
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	Building is Type IA	Type IA
11	Fire Resistance Rating Reqm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	Type IA requires 3 Hr for Frame, Bearing Walls, and 1.5 hr for Roof, and 2 hr. for Floor Supports	proposal is ground floor interior alteration of an 11 story building; no impact proposed for building elements

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	N/A	0; M Occupancy on ground floor street frontage Greater than 30' separation
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	N/A	N/A
14	Fire Walls	705	NYC 2014 706; Table 706.4	Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	Party walls between M and R occupancies to be 3 hr.	3 hr provided at party walls between buildings.
15	Fire Barriers	706	NYC 2014 707	Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	Fire barrier required at separated occupancies; between M and adjacent R lobby.	1 hr. fire barrier per 508.3 between M and adjacent R lobby.
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	N/A	Building will have automatic Sprinklers
17	Fire Partitions	708	NYC 2014 709	Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have automatic Sprinklers

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
18	Horizontal Assemblies	711	NYC 2014 712	Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	N/A	Single Story M Occupancy; no penetrations to floor above or below.
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: ☑ NFPA 13 ☐ NFPA 13 R ☐ NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	Required for: M in excess of 12k sqft	The entire building will have automatic sprinklers
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	N/A	N/A
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	Required when the floor level of the highest story is located more than 30 feet	Existing Building Has Standpipe System Installed
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System ☐ Addressable ☑ Hardwired (zoned)	Required	Hardwired System to be Installed

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	Not Required for M	Not Required
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	Connections required to be on Street Side and Visible.	Existing siamese connection on Street Side is Visible and shall remain.
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	Means Of Egress defined in Chapter 10	Compliant to Code, See Included Drawings
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	M=100 Sq Ft per Occupant	Compliant to Code, See Included Drawings
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	Per Table 1005.1; Stairways .2" per Occupant and Other Egress Components .15" per Occupant	No Egress Components Less Than 44"; single floor occupancy with exit at grade; max occs= 26
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	Accessible spaces shall be provided with not less than one accessible means of egress	Compliant to Code, See Included Drawings.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.	Clear Width of 32", No Leaf Larger than 48"; Minimum Height is 80"	Compliant to Code, See Included Drawings
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	N/A	Proposal is ground floor alteration only within Multi Story Building, No Access to Other Floors provided.
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	N/A; No Ramps Required	N/A; No Ramps
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	No more than 100' with Sprinkler System per Exception 1	Building will have a sprinkler system. Compliant to Code, See Included Drawings
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	Two (2) Exits Required Over 49 People	Occupancy Limited to 26 People, Compliant to Code, See Included Drawings
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have a sprinkler system.

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	Per 1017.2 Minimum Corridor Width is 44"	Compliant to Code, See Included Drawings, Minimum Corridor Width is 48"
36	Dead End Corridor	1017.3	NYC 2014 1018.4	Corridors shall not exceed the maximum dead end corridor length as per applicable code.	No Dead End Corridors Greater Than 20 Ft	Compliant to Code, See Included Drawings, No dead End Corridors
37	Number of Exits and Continuity	1019	NYC 2014 1021; table 1021.2	Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	Table 1019.1 1-500 Occupant Load = Minimum Exits of 2 per Floor; table 1021.2= 1 exit per M occupancy on first floor with 49 occ max and 75'-0" travel distance.	Compliant to Code, See Included Drawings; 26 occupants, less than 75'-0" travel distance= 1 exit.
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	N/A	No Vertical Exit Enclosures
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	N/A	No Exit Passageways
40	Horizontal Exits	1022	NYC 2014 1025	Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	Not more than one-half of the total number of exits or total exit width shall be horizontal exits.	Compliant to Code, See Included Drawings,

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	N/A	ground floor alteration; entrance on grade.
42	Exit Discharge	1024	NYC 2014 1027	Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	Exit discharge shall be at grade or shall provide direct access to grade	Exit at grade.
43	Accessibility	1101.1 - 1110 & ICC/A117. 1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	TBD	Compliant to Code, See Included Drawings, All Occupied Rooms Floors Are Accessible
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).	TBD	Construction Will Meet Code for R and U Values; ground floor interior alteration, minimal storefront work.
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	N/A	Not Required
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	N/A	N/A

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47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	Most Stringent for M Requires One (1) per Gender	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender
48	Available Street Water Pressure			Provide the available street or well water pressure.		80PSI tbd
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.	N/A	N/A

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Redacted pursuant to N.Y. Public Officers Law, Art. 6

REVISIONS:		
no.	date	description
A	5/27/15	RELEASED FOR APPLICATION

DISPENSARY
FLOOR PLAN
712 BROADWAY
MANHATTAN, NEW YORK

TILRAY

SHEET TITLE:

PROJECT NUMBER:

ISSUE DATE: 5/27/15

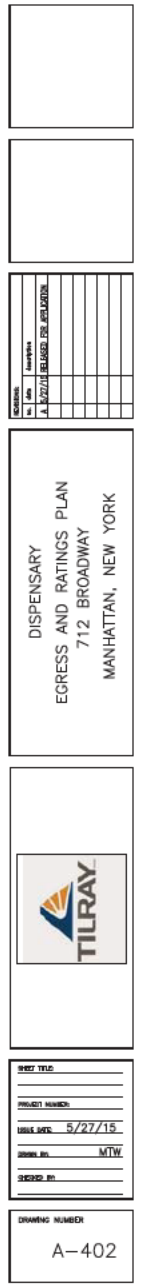
DRAWN BY: MTW

CHECKED BY:

DRAWING NUMBER

A-401

Redacted pursuant to N.Y. Public Officers Law, Art. 6



EXTERIOR CONCEPTUAL RENDERING

Note: Artistic rendering for conceptual purposes only; design subject to change without notice.

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INTERIOR CONCEPTUAL RENDERING

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DISPENSING FACILITY: ALBANY

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FORM: DOH-5146

NEW YORK STATE | Department of Health

Medical Marijuana Program
Application for Registration as
a Registered Organization

Appendix B – Architectural Program

A SEPARATE "APPENDIX B" SHALL BE COMPLETED FOR EACH SEPARATE BUILDING AND/OR FACILITY INCLUDED IN THE ORGANIZATION'S BUSINESS PLAN

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COMPANY INFORMATION	
Business Name:	Tilray New york
Facility Type:	Manufacturing Facility ☐ Dispensing Facility ☑
Use and Occupancy Classification:	M
Building Construction Type and Classification:	Type II A
Facility Address:	359 Northern Blvd., Albany, New York
Primary Contact Telephone number:	347-915-3782
Primary Contact Fax number:	347-851-7697

PART I – ARCHITECTURAL PROGRAM & CONSTRUCTION TIMELINE:
Applicant shall identify planning requirements, including but not limited to:

☐	TOWN BOARD APPROVAL
☐	PLANNING BOARD APPROVAL
☐	ZONING BOARD OF APPEALS APPROVAL
☑	PREPARATION OF CONSTRUCTION DOCUMENTS
☑	BUILDING PERMIT
☑	BIDDING PHASE
☑	CONTRACT AWARD PHASE PER EACH APPLICABLE CONTRACTOR (Identify all that apply)
☑	COMMENCEMENT OF CONSTRUCTION
☑	COMPLETION OF CONSTRUCTION

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PART II – SITE PLAN(S)

Applicant shall provide the appropriate details for each of the following by identifying the location and dimension on the Site Plan attached to the application for each building location.

☑ Entrance and Exits	☐ Fire Lane and/or Fire Apparatus Road
☐ Public Parking Spaces	☐ Percentage of Green Space
☐ Staff Parking Spaces	☐ Location of Emergency Power Systems
☐ Accessible Parking Spaces	☑ Loading & Unloading
☑ Accessible Route(s)	☑ Security Gates & Fences

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PART III – ENERGY SOURCES & ENGINEERING SYSTEMS:

Applicant shall provide the following minimum information to outline the specifications relating to the energy sources and engineering systems of each building included in the application.

Energy Source:

☑ Natural Gas ☐ Oil ☑ Electric
☐ Solar ☐ Other _____

Engineering Systems:

☑ Heating System: Type Nat Gas, Size 66KBTU Efficiency .86,
Ventilation Requirements _____

☑ Cooling System: Type Elect, Size 7 Tons Efficiency .86,
Ventilation Requirements _____

☐ Ventilation & Humidification Systems:
Type _____, Size_____ , Efficiency _____,
Ventilation Requirements _____

☑ Electrical Distribution Available 208V, 3 Phase

☑ Water Supply: Municipal Water Service X or Private Well Water _____

☑ Sewage: Municipal Sewer System X or Private Septic System _____

☐ Emergency Power System:
Type _____, Size_____ Efficiency _____,

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PART IV – BUILDING CODE COMPLIANCE: (pages 3-13)	
CHECK ALL APPLICABLE CODES FOR THE FACILITY	
☑	2010 BUILDING CODE OF NYS
☑	2010 FIRE CODE OF NYS
☑	2010 PLUMBING CODE OF NYS
☑	2010 MECHANICAL CODE OF NYS
☑	2010 FUEL GAS CODE OF NYS
☑	2010 PROPERTY MAINTENANCE CODE OF NYS
☑	2010 ENERGY CONSERVATION CONSTRUCTION CODE OF NYS
☑	2012 IECC COMMERCIAL PROVISIONS
☑	2010 EXISTING BUILDING CODE OF NYS
☑	NEC NATIONAL ELECTRIC CODE, (Specify Applicable Version)
☐	2014 NY CITY CONSTRUCTION CODE
☐	2008 NY CITY CONSTRUCTION CODE
☐	1968 NY CITY CONSTRUCTION CODE
☑	NFPA 101-06 LIFE SAFETY CODE
☑	ICC/ANSI A117.1-03 ACCESSIBLE AND USABLE BUILDINGS AND FACILITIES
☐	OTHER

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Select Project Type: Check all that apply. Refer to the Existing Building Code for definitions.	☐ New Building ☐ Repair ☐ Alteration Level 1 ☑ Alteration Level 2	☐ Alteration Level 3 ☐ Change of Occupancy ☐ Addition ☐ Historic Building	☐ Demolition ☐ Chapter 3. Prescriptive Compliance Method ☐ Chapter 13. Performance Compliance Method
Select Work Involved: Check all that apply.	☑ General Construction ☐ Roofing ☐ Asbestos Abatement/Environmental ☑ Fire Alarm	☐ Structural ☑ Mechanical ☑ Plumbing ☑ Electrical	☐ Site Work ☑ Sprinkler ☐ Elevators ☐ Other:_____

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CODE COMPLIANCE REVIEW

Applicant shall provide all applicable information in regards to the code topic and section listed below.

1 Code Compliance Review is based on the 2010 NY State Building Code for New Construction. If any other building code applies to the location or type of construction, provide applicable code and sections that most closely relates and references the code topic and information in the code sections listed below. Provide appropriate abbreviations for other applicable codes, such as: **FC:** ***Fire Code*****, PC:** ***Plumbing Code*****, MC:** ***Mechanical Code*****, FGC:** ***Fuel Gas Code*****, ECCC:** ***Energy Conservation Code.***

2. Provide the Required standard for each applicable code section. (i.e.: area, quantity, classification type, materials, hourly separation, etc.). If section does not apply, indicate one of the following with explanation: **NA:** *Not Applicable,* **NR:** *Not Required,* **NP:** *Not Permitted*

3 Provide your facilities "Actual" value for each required standard as per applicable code section.

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
1	Use & Occupancy Classification	302.1 - 312	309	Use & occupancy of this facility. Identify all applicable materials, class and quantities regarding Table 307.1.	M	M

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
2	Combustible Storage	413		All combustible storage areas and rooms, as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	Complete Facility Protected by Automatic Sprinklers
3	Hazardous Materials	414		All hazardous materials stored or used as per applicable Building and Fire Codes. Identify all combustible stored materials, area and room dimensions, all required fire separations, and exit requirements.	N/A	N/A
4	Hazardous Materials Control Areas	414.2		Provide additional information indicating number, size, materials stored, and quantity of each material.	N/A	N/A
5	Building Area & Height	501-507		Provide the building area & height Provide all calculations and cite applicable code sections for increased Building Area & Heights allowed per building code(s).	Table 503: Type IIA Construction Allows 4 Story, 25,000 Sq Ft per Story	1 Story 3,084 Sq Ft
6	Incidental Use Areas	508.2		Identify all Incidental Use Areas and required fire separation of occupancies on Building Plans.	1 Hr of Sep or Sprinklers for Storage Rooms over 100 Sq Ft	Complete Facility Protected by Automatic Sprinklers

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7	Mixed Occupancies	508.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
8	Nonseparated Uses	508.3.2		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
9	Separated Uses (Ratio < 1)	508.3.3		Provide analysis with code cited, and required fire separation of occupancies. Identify required fire separation of occupancies on Building Plan(s).	N/A	Single M Occupancy
10	Construction Classification	602		Provide Construction Classification per each building included in Application.	Type II A	Type II A
11	Fire Resistance Rating Reqm't for Building Elements	Table 601		Provide Fire Resistance Rating per each building element as per Table 601. Identify rating & elements on Building Plans.	Type IIA requires 1 Hr for Frame, Bearing Walls, Roof and Floor Supports	1 Hr for Frame, Bearing Walls, Roof and Floor Supports

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12	Exterior Wall Fire-Resistance Rating	Table 602		Identify required fire resistance rating of exterior walls on Building Plan(s).	N/A	0; M Occupancy Greater than 30'
13	Exterior Fire Separation Distance	Table 602		Identify required fire separation distance of exterior walls between Buildings on Plan.	N/A	0; Only 1 Building on Plan
14	Fire Walls	705		Provide code information and identify all applicable required Fire Wall(s) and fire resistance requirement on Building Plans.	N/A	No Fire Walls Required
15	Fire Barriers	706		Provide code information and identify all applicable required Fire Barrier(s) and fire resistance requirement on Building Plans.	N/A	No Fire Barriers Required
16	Shaft Enclosures	707		Provide code information and identify all applicable required Shaft Wall(s) and fire resistance requirement on Building Plans.	N/A	Building will have automatic Sprinklers
17	Fire Partitions	708		Provide code information and identify all applicable required Fire Partition(s) and fire resistance requirement on Building Plans.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have automatic Sprinklers

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
18	Horizontal Assemblies	711		Provide code information and identify all applicable required Horizontal Assemblies and fire resistance requirement on Building Plans.	N/A	Single Story M Occupancy
19	Fire Protection: Sprinkler System	903		Indicate Type of Sprinkler System: ☑ NFPA 13 ☐ NFPA 13 R ☐ NFPA 13D Provide code information of all applicable requirements for Automatic Sprinkler Systems with code section cited.	Required for: M in excess of 12k sqft	The entire building will have automatic sprinklers
20	Alt. Fire Extinguishing System	904		Provide code information of all applicable requirements for Alternative Automatic Fire-Extinguishing Systems with code section(s) cited.	N/A	N/A
21	Standpipe System	905		Provide code information of all applicable requirements for Standpipe Systems with code section(s) cited.	Required when the floor level of the highest story is located more than 30 feet	Existing Single Story at Ground Level
22	Fire Alarm & Detection Systems	907		Provide code information of all applicable requirements for Fire Alarm System(s) with code section cited. Indicate Type of Fire Alarm System ☐ Addressable ☑ Hardwired (zoned)	Required for All Buildings with Change of Occupancy	Hardwired System to be Installed

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No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
23	Emergency Alarm System	908		Provide code information of all applicable requirements for Emergency Alarm Systems with code section cited.	Not Required for M	Not Required
24	Fire Department Connections	912		Identify Fire Department connections in accordance with NFPA applicable standard.	Connections required to be on Street Side and Visible.	Connections to be on Street Side and Visible.
25	Exits	1001.1 &2		Identify on the Building Plans and documents, per each door, the following information: door width, door height, direction of swing, type of construction, hourly rating, and door closures.	Means Of Egress defined in Chapter 10	Compliant to Code, See Included Drawings
26	Occupant Load	1004 & Table 1004.1.1		Identify the use/name of each room, dimensions of each room, and Occupant Loads per each room on the Building Plans.	M=100 Sq Ft per Occupant	Compliant to Code, See Included Drawings
27	Egress Width	1005		Provide egress widths & cite applicable code section(s) and requirement(s) on the Building Plans	Per Table 1005.1; Stairways .2" per Occupant and Other Egress Components .15" per Occupant	No Egress Components Less Than 44"
28	Accessible Means of Egress	1007.1		Provide accessible means of egress as per Section 1007 & cite applicable code section(s) and requirement(s) on the Building Plans.	Accessible spaces shall be provided with not less than one accessible means of egress	Compliant to Code, See Included Drawings.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
29	Doors, Gates, and Turnstiles	1008		Means of egress doors shall meet the requirements of this section.	Clear Width of 32", No Leaf	Compliant to Code, See Included Drawings
30	Interior Stairs	1009		Identify the following information for each stairway on the Building Plan(s): the width of stairways; the height, width, depth and number of risers and treads; dimensions of landings; stairway construction type; and handrail height.	N/A	Single Story Building
31	Ramps	1010.1		Identify the following information of each ramp, on the Building Plan(s): width; total vertical rise; length of ramp; and handrail height.	N/A; No Ramps Required	N/A; No Ramps Required
32	Common Path of Travel	1014.3		Identify on the Building Plan(s): the length of the "Common Path of Travel" per each room as per applicable building code requirements.	No more than 100' with Sprinkler System per Exception 1	Building will have a sprinkler system. Compliant to Code, See Included Drawings
33	Exit Doorway Arrangement	1015		Identify on the Building Plan(s): applicable building code requirements for all Exits and Exit Access Doorways per each room and required exits in all buildings.	Two (2) Exits Required Over 49 People	Two (2) Exits Included, Compliant to Code, See Included Drawings
34	Corridor Fire Rating	1017.1		Identify, on the Building Plan(s): all corridors with required fire resistance and the applicable fire rating.	Per 1017.1 M with Sprinklers Require No Fire Resistance on Corridors	Building will have a sprinkler system.

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
35	Corridor Width	1017.2		Identify on the Building Plan(s): the width of all corridors. Provide applicable code section(s) and requirement(s).	Per 1017.2 Minimum Corridor Width is 44"	Compliant to Code, See Included Drawings, Minimum Corridor Width is 48"
36	Dead End Corridor	1017.3		Corridors shall not exceed the maximum dead end corridor length as per applicable code.	No Dead End Corridors Greater Than 20 Ft	Compliant to Code, See Included Drawings, No dead End Corridors
37	Number of Exits and Continuity	1019		Identify on the Building Plan(s): required number of exits, continuity and arrangement as per the applicable code requirements.	Table 1019.1 1-500 Occupant Load = Minimum Exits of 2 per Floor	Compliant to Code, See Included Drawings.
38	Vertical Exit Enclosures	1020		Identify on the Building Plan(s): all applicable code requirements for each Vertical Exit Enclosure.	N/A	No Vertical Exit Enclosures
39	Exit Passageways	1021		Identify on the Building Plan(s): all applicable code requirements for each Exit Passageway.	N/A	No Exit Passageways
40	Horizontal Exits	1022		Identify on the Building Plan(s): all applicable code requirements for each Horizontal Exit.	Not more than one-half of the total number of exits or total exit width shall be horizontal exits.	Compliant to Code, See Included Drawings,

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
41	Exterior Exit Ramps & Stairways	1023		Identify on the Building Plan(s): all applicable code requirements for each exterior exit ramps and stairways.	N/A	Single Story Building
42	Exit Discharge	1024		Identify on the Building Plan(s): all applicable code requirements for each Exit Discharge.	Exit discharge shall be at grade or shall provide direct access to grade	Compliant to Code, See Included Drawings
43	Accessibility	1101.1 - 1110 & ICC/A117. 1(03)		Identify on the Building Plan(s): all applicable code requirements such that the design and construction of each building/facility provides accessibility to physically disabled persons.	TBD	Compliant to Code, See Included Drawings, All Occupied Rooms Floors Are Accessible
44	Energy Conservation	2010 NYS ECCC & IECC 2012		Identify the R-Value and U-Value of each construction component and assembly of the building envelope as required in the applicable energy and building code(s).	TBD	Construction Will Meet Code for R and U Values
45	Emergency & Standby Power	2702.1		Identify emergency & Standby Power locations and specifications of the system to be provided.	N/A	Not Required
46	Smoke Control Systems	2702.2.2		Identify the Standby power for smoke control systems in accordance with Section 909.11 of NYS Building Code.	N/A	N/A

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Appendix B – Architectural Program

No.	Topic	NYS Building Code Section	Other Code[1] (as Stated Above) & Section	Minimum Information Required to be Identified for this building/facility on the Building or Site Plan(s)	Required Code Value[2] /Allowed Code Value	Facility's Actual Value[3]
47	Plumbing Fixture Count	2902.1		Identify on the Building Plan(s): the minimum plumbing facilities as per applicable plumbing code(s).	Most Stringent for this M Requires One (1) per Gender	Compliant to Code, See Included Drawings, Providing Ten(10) per Gender
48	Available Street Water Pressure			Provide the available street or well water pressure.		80PSI
49	Fire Apparatus Access Road	FC503.1		Identify on the Site Plan: Fire Apparatus Road, Fire Lane and other Fire Service requirements per applicable Building and Fire Codes.	N/A	N/A

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ISSUANCES		
No.	Date	Issuance
A	5/27/15	ISSUED FOR APPLICATION

DISPENSARY
FLOOR PLAN
359 NORTHERN BLVD #6
ALBANY, NEW YORK

TILRAY

SHEET TITLE

PROJECT NUMBER

ISSUE DATE 5/27/15

DRAWN BY MTW

CHECKED BY

DRAWING NUMBER
A-101

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DISPENSARY
EGRESS AND RATING PLAN
359 NORTHERN BLVD #6
ALBANY, NEW YORK

TILRAY

ISSUE DATE 5/27/15
DRAWN BY MTW

DRAWING NUMBER
A-102

CONSTRUCTION TIMELINES

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SUPPLEMENTAL INFORMATION

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ADDENDUM 1: TILRAY CANADA FACILITY IMAGERY

FACILITY EXTERIOR

FACILITY EXTERIOR

FACILITY INTERIOR

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PRE VEGETATION

PRE VEGETATION

FLOWERING ROOM

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FLOWERING ROOM

FLOWERING ROOM

FLOWERING ROOM

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TRIMMING ROOM

TRIMMING ROOM

PACKAGING ROOM

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PACKAGING ROOM

VAULT

LABORATORY

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ADDENDUM 2: PATIENT SERVICES AND PHYSICIAN EDUCATION PLAN

PHYSICIAN & PATIENT OUTREACH

In every jurisdiction in which cannabis has become available for medical purposes, providing accurate scientific information to both physicians and patients has proven a challenge (Ziemianski et al., 2015)[1]. For physicians with little knowledge of the potential harms and benefits of cannabis, developing a level of comfort with this therapeutic option often requires an education program from a trusted source. For patients wishing to explore this therapeutic option, having a resource to assist in filtering some of the information available online and otherwise can improve understanding and make a significant difference in overall treatment success.

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1 Ziemianski et al. (2015). Cannabis in medicine: a national educational needs assessment among Canadian physicians. *BMC Medical Education.* 15:52

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CONCLUSION

By implementing a physician-led education program for health care providers in New York and a patient-facing outreach and information program, Tilray and its medical education partners hope to replace some of the fear and misinformation associated with medical cannabis access with science, reason and compassion.

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ADDENDUM 3: FOIL EXEMPTION REQUEST

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1 N.Y. Pub. Off. Law §87(2)(b) and 10 N.Y.C.R.R. §50-1.6 (a)(2) ["...access may be denied to records or portions thereof that....are specifically exempted from disclosure by State or Federal statute...if disclosed would constitute an unwarranted invasion of personal privacy"].

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ADDENDUM 4: CLINICAL RESEARCH ON CANNABIS AND CANNABINOID PREPARATIONS

New York State will allow patients access to medical cannabis as early as 2016. As we move forward in generating a better understanding of the potential therapeutic benefits and risks of cannabis and specific cannabinoids, it will be important to produce methodologically sound data from patients experiencing the effects of cannabis preparations for their indicated conditions. For example, there is no formal data that informs an oncologist whether a particular cannabis preparation affects his or her patient's therapeutic regimen. If we are to better understand the potential risks and benefits of cannabis use, important data on its effects on organ function, metabolism of concomitantly administered drugs as well as its side effects need to be documented. Importantly, each disease will require careful considerations particular to the symptoms and

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ADDENDUM 5: CLINICAL RESEARCH SUPPORTING LETTER #1

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THANK YOU FOR CONSIDERING OUR APPLICATION

TILRAY™

STANDARD OPERATING PROCEDURES

ATTACHMENT TO OPERATING PLAN (SECTIONS 6-10)

JUNE 4, 2015

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ATTACHMENT 2 TO OPERATING PLAN: **SOPs CORRESPONDING TO SECTION 7**

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ATTACHMENT 3 TO OPERATING PLAN: **SOPs CORRESPONDING TO SECTION 8**

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ATTACHMENT 4 TO OPERATING PLAN:
SOPs CORRESPONDING TO SECTION 9

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ATTACHMENT 5 TO OPERATING PLAN:
SOPs CORRESPONDING TO SECTION 10

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