



Project Activation, Capitalization & Approval Memorandum

CannaHelp / Palm Springs, California

Conditional authorization framework for review and controlled execution

STATUS

**DRAFT FOR
ADMINISTRATIVE REVIEW**

PROPOSED AUTHORITY

UP TO \$750,000

DOCUMENT ID	CH-PCM-2026-08-03	CLASSIFICATION	CONFIDENTIAL
REVISION	1.0	DECISION TYPE	CONDITIONAL
PREPARED	August 3, 2026	ISSUER	COMPANY-PREPARED

This memorandum is not a permit application, legal opinion, tax opinion, securities offering document, investment recommendation, or binding commitment. Current licenses, permits, entity authority, site control, economics, and all conditions require independent verification.

0.0 Document Control and Reliance

Control field	Controlled value	Administrative treatment
Document ID	CH-PCM-2026-08-03	Use in citations, decision records, and document logs.
Revision	1.0	Supersedes prior internal drafts only when formally issued.
Status	Draft for Administrative Review	Not approved; not effective; not authority to close or disburse.
Prepared	August 3, 2026	Regulatory references checked as of this date.
Classification	Confidential / company-prepared	Circulate only to authorized reviewers and advisers.
Decision requested	Conditional authority up to \$750,000	Subject to all conditions precedent and definitive documentation.

RELIANCE LIMITATION

This memorandum organizes management-supplied facts and public references into a review record. It does not establish that any license, permit, certificate, contract, forecast, or financing term is current, complete, enforceable, or approved.

SOURCE HIERARCHY

Priority	Source class	Permitted use
1	Current executed records and certificates	Controlling evidence after independent validation.
2	Official public agency records	Corroboration of project record and current regulatory framework.
3	Current company-prepared schedules	Basis for proposed capital and projections; subject to diligence.
4	Historical company materials	Background only; no current-status inference.

- No approval should be inferred from possession, review, or signature routing of this draft.
- No capital should be released solely in reliance on the CEQA record or any summary in this memorandum.
- Qualified California legal, tax, accounting, licensing, and securities advisers must review any definitive transaction.

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REQUIRED REVIEW SEQUENCE

Step	Review action	Required output
01	Establish identity and authority	Entity chart, ownership authority, site control, current state and local credentials.
02	Reconcile scope and economics	Final project scope, vendor support, \$750,000 proceeds schedule, operating model.
03	Condition the decision	Approved conditions precedent, responsible owners, evidence, and expiry dates.
04	Negotiate definitive documents	Legal and tax review, final economics, reporting, remedies, and signatures.
05	Release capital by milestone	Written release certificate supported by verified evidence and approved draw request.

ADMINISTRATIVE INTENT

The approval record should distinguish permission to continue diligence and negotiate from permission to close, incur an obligation, or disburse funds.

1.0 Executive Action Requested

RECOMMENDED ACTION

PROPOSED DISPOSITION	Conditionally authorize management to continue diligence and negotiate definitive documentation for a preferred launch capitalization of up to \$750,000. This action does not authorize closing, issuance, borrowing, acceptance of funds, or disbursement until the conditions precedent in Section 13.0 are certified complete or expressly waived in writing by the designated decision authority.
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CAPITAL THRESHOLDS UNDER REVIEW

Threshold	Meaning	Proposed treatment
\$500,000	Company-stated minimum deployment threshold	Do not begin operational deployment below aggregate committed capital.
\$625,000	Complete itemized base	May be evaluated against the detailed schedule and evidence in Sections 5.0-6.0.
\$750,000	Preferred launch target	Conditionally authorize only with a written \$125,000 supplemental use-of-proceeds schedule.
\$1,000,000	Maximum discussion capacity	No present authority. Require a separate amendment, allocation, diligence update, and approval.

PROPOSED FINDINGS

- The operating concept is coherent when treated as a staged system: cultivation quality, selective wholesale, controlled direct retail and delivery, then branded extensions.
- The \$625,000 base schedule is arithmetically complete and internally consistent.
- The \$750,000 preferred target is not yet fully allocated; the incremental \$125,000 remains a condition precedent.
- Company-projected annual revenue of \$2.05 million to \$3.25 million is not yet supported by a dated integrated operating model.
- The draft revenue-share concept is incomplete until the cash-flow share, distributable-cash-flow definition, reserves, priority, reporting, remedies, and legal and tax treatment are agreed.
- The public project record is useful corroboration but is not a substitute for current state and local license evidence, entity authority, site control, or occupancy documentation.

2.0 Project Identity, Premises, and Record

Record element	Current memorandum record	Required confirmation
Brand / operating name	CannaHelp	Legal owner, licensor, authorized user, and intellectual-property rights.
Public-record applicant	Desert Bloom Rentals Inc.	Current legal status, ownership, authority, and relationship to CannaHelp.
Submitted by	Jurgen Weiss	Current role and authority to bind or represent the applicant entity.
Premises	19021 Newhall Street, Palm Springs, California	Site-control instrument, premises diagram, occupancy status, and authorized use.
Facility	Existing one-story building; 4,777 square feet	As-built condition, approved scope, inspections, capacity, and no material variance.
Official project record	California CEQA record SCH 2025051192	Use as corroboration only; attach the complete current agency record.

ACTIVITIES DESCRIBED IN THE OFFICIAL PROJECT RECORD

Activity	Project description	Operational evidence before activation
Cultivation	Indoor cultivation within the existing premises	Current authorization, canopy configuration, environmental plan, SOPs, testing, and track-and-trace readiness.
Manufacturing	Accessory nonvolatile manufacturing	Permitted equipment and process, safety documentation, SOPs, product plan, and applicable local approvals.
Distribution	Accessory distribution	Current authorization, transport/transfer controls, inventory procedures, and reporting readiness.
Retail	Storefront retail	Current local and state authorization, premises readiness, security, POS, age verification, and operating plan.

RECORD BOUNDARY

The CEQA project record describes minor interior renovation with no added square footage and identifies an approved microbusiness project. It does not, by itself, prove that all current licenses, permits, renewals, inspections, occupancy approvals, or operating conditions remain effective.

Official California project record: SCH 2025051192

3.0 Strategic Plan and Future State

FUTURE-STATE PROPOSITION

CannaHelp is intended to evolve from a licensed operating footprint into a disciplined premium-product platform: prove product quality first, establish selective wholesale revenue, build a direct customer relationship through controlled retail and delivery, then extend into branded nonvolatile products and Palm Springs partnerships.

Stage	Purpose	Future-state capability	Evidence to advance
Activate	Commission the operating core	Reliable environment, power, lighting, irrigation, benching, SOPs, and readiness.	Passed commissioning; occupancy and licensing evidence; trained operators.
Prove	Establish repeatable cultivation	Consistent premium flower and a selective wholesale route to market.	Yield, quality, potency, batch cost, sell-through, buyer validation.
Own	Create direct customer insight	Controlled retail and delivery with margin, basket, retention, and demand data.	Direct-channel contribution, repeat demand, compliance, service metrics.
Extend	Compound brand reach	Nonvolatile branded products, collaborations, destination partnerships, and experiences.	Product contribution, partner demand, customer lifetime value, brand lift.

OPERATING THESIS

- Retail can amplify a differentiated product; it cannot rescue an undifferentiated one.
- Cultivation quality is the trust layer. Wholesale is the earliest monetization path. Direct channels improve margin and intelligence. Branded products extend reach and lifetime value.
- The desired brand character is craft, culture, consistency, and experience without commodity hype.
- No downstream channel should scale until upstream evidence exists.

PALM SPRINGS CONTEXT

Context measure	Referenced value	Administrative treatment
Annual visitors	15 million	Market-context indicator; not a demand forecast.
2025 tourism impact	\$9.6 billion	Regional context; not company-addressable revenue.
Regional jobs supported	1 in 4	Economic-context indicator; not an operating assumption.

Referenced regional tourism context

4.0 Team and Operating Accountability

Person	Company-described coverage	Background summarized from historical material	Approval treatment
Jurgen Weiss	Cultivation	20+ years of cultivation leadership and phenotype development across legacy and regulated markets.	Confirm current title, authority, availability, compensation, and responsibilities.
Olaf Weiss	Sales and market strategy	Nearly 20 years across California cannabis sales, buyers, wholesale relationships, pricing, and product optimization.	Confirm current title, authority, availability, compensation, and responsibilities.
Stacy Hochanadel	Infrastructure and facilities	Palm Springs cannabis operations, cultivation buildouts, cannabis-specific construction, and infrastructure.	Confirm current title, scope, contractor relationships, availability, and responsibilities.
Hunter Gillman	Operations and compliance	Cross-functional cultivation, retail, delivery, compliance, bookkeeping, construction, and systems experience.	Confirm current title, authority, availability, segregation of duties, and responsibilities.

SOURCE CONDITION

The team biographies above were summarized from company-provided historical material. They must be confirmed in writing before this memorandum is externally circulated or relied upon for approval.

REQUIRED ACCOUNTABILITY MAP BEFORE CLOSING

Function	Named accountable owner required	Minimum written scope
Executive / entity authority	Yes	Decision authority, entity governance, contracts, financing, and agency communications.
Cultivation and product	Yes	Canopy plan, production standards, harvest release, quality, testing, and yield/cost reporting.
Facilities and activation	Yes	Scope, procurement, vendor management, safety, commissioning, occupancy, and change control.
Compliance and inventory	Yes	License calendar, SOPs, track-and-trace, security, training, incident response, and inspections.
Finance and reporting	Yes	Budget, draw controls, payroll, taxes, reserves, close, management reporting, and investor reporting.
Retail and delivery	Yes	Launch plan, pricing, merchandising, POS, acquisition, retention, margin, and customer service.

5.0 Capital Request and Authority Architecture

PREFERRED REQUEST	The recommended decision is conditional authority up to \$750,000. The itemized base equals \$625,000. The remaining \$125,000 must be assigned by a written supplemental proceeds schedule before closing or release.
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Capital band	Company-provided basis	Authority consequence
\$500,000 minimum	Minimum deployment threshold in current company materials.	No operational deployment below this threshold; preserve commitments until minimum aggregate capital is documented.
\$625,000 itemized base	Eight scheduled uses of funds totaling \$625,000.	Eligible for review subject to scope, bids, evidence, and draw controls.
\$750,000 preferred	Professional reconciliation of current range and draft financing target.	Conditioned on the \$125,000 supplemental schedule and all other conditions precedent.
Up to \$1,000,000	Upper bound in the draft financing discussion.	No current authority; any amount above \$750,000 requires a separate amendment and approval.

STAGED AUTHORITY

Authority stage	Required evidence	Permitted action
Review	This memorandum and organized source package	Evaluate and circulate to designated reviewers.
Conditional approval	Signed resolution identifying conditions, owners, and expiry	Continue diligence and negotiate definitive documents.
Closing approval	Conditions certificate, final model, definitive documents, legal/tax approval	Execute only within signed authority.
Capital release	Approved draw request and milestone evidence	Release only the approved tranche for the documented use.
Amendment	Revised scope, proceeds schedule, model, diligence, and approval	Change amount, economics, scope, or material conditions.

NO IMPLIED AUTHORITY	An approval up to a stated ceiling is not an instruction to draw, spend, or commit the full ceiling. Each release remains subject to the approved budget, evidence, and written release authority.
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6.0 Detailed Use of Funds

Use	Amount	% of \$625K	Purpose	Evidence before release
HVAC and environment	\$150,000	24.0%	Environmental commissioning and cultivation control.	Final scope, bids, load/engineering support, permits as applicable, commissioning plan.
Runway and payroll	\$110,000	17.6%	Operating runway during activation.	Headcount plan, payroll burden, monthly burn, reserve policy, release calendar.
Electrical	\$100,000	16.0%	Electrical capacity and buildout.	Engineer/contractor scope, load analysis, permits, bids, inspection milestones.
Cultivation equipment	\$90,000	14.4%	Lighting and core cultivation equipment.	Equipment schedule, specifications, bids, warranties, installation and acceptance plan.
Contingency and reserves	\$60,000	9.6%	Approved contingency and operating protection.	Written permitted uses, approval threshold, replenishment policy, reporting.
Retail launch	\$50,000	8.0%	Controlled storefront and delivery rollout.	Launch budget, local/state authority, security/POS readiness, merchandising plan.
Benching, irrigation, water	\$45,000	7.2%	Cultivation infrastructure.	Layout, water/irrigation design, bids, installation and acceptance milestones.
Compliance and professional	\$20,000	3.2%	Legal, accounting, licensing, and compliance support.	Engagement scopes, budgets, responsible owner, deliverables.
ITEMIZED BASE	\$625,000	100.0%	Complete current base schedule.	Subject to reconciliation and approved draw schedule.
Supplemental allocation	\$125,000	N/A	Required to reach preferred \$750,000 target.	Written use-of-proceeds schedule approved before closing or release.

APPROVAL CONDITION

Approve the \$750,000 target only together with a written allocation for the incremental \$125,000. Any authority above \$750,000 requires a separate amendment and complete use-of-proceeds schedule.

Basis: CannaHelp Capital Use & Revenue Projection Summary. Amounts were checked for arithmetic consistency; no vendor quote, invoice, contract, contingency policy, or draw schedule was included in the summarized package.

7.0 Revenue Projection and Model Requirements

Revenue channel	Annual low case	Annual high case	Required model support
Wholesale flower	\$900,000	\$1,400,000	Canopy, yield, harvest timing, saleable mix, wholesale price, sell-through, buyer assumptions.
Retail and delivery	\$1,000,000	\$1,500,000	Open date, traffic, conversion, basket, repeat rate, acquisition cost, gross margin, delivery economics.
Manufacturing and branded	\$150,000	\$350,000	Product plan, production capacity, cost, wholesale/direct mix, pricing, launch schedule, contribution margin.
TOTAL COMPANY REVENUE	\$2,050,000	\$3,250,000	Integrated monthly model with timing, intercompany eliminations if any, and no double counting.

MODEL CONDITIONS BEFORE RELIANCE

Model requirement	Minimum evidence
Forecast period	Identify launch date, month 1, stabilization period, annual period, and comparison year.
Operational drivers	Canopy, turns, yield, saleable percentage, price, channel mix, customer metrics, manufacturing volumes.
Cost structure	COGS, labor, payroll burden, utilities, rent, taxes, testing, packaging, distribution, insurance, professional fees.
Cash flow	Working capital, capital expenditures, taxes, reserves, debt/financing payments, timing, and minimum cash.
Scenario analysis	Downside price, yield, opening delay, ramp, cost overrun, tax, and demand cases.
Revenue-share bridge	Explicit derivation from company revenue and operating costs to distributable cash flow and investor payments.

PROJECTION STATUS

The supplied materials describe an annual revenue range, not a dated forecast, profit projection, valuation, or distributable-cash-flow model. No approval should characterize the company as profitable in any year without a complete supporting model.

8.0 Draft Investor Participation Structure

Term	Current discussion point	Status / required definitive treatment
Instrument concept	Participation in an agreed percentage of distributable company cash flow	Draft only; legal, tax, accounting, licensing, and securities characterization required.
Equity / control	No equity and no control contemplated	Define protective rights, reserved matters, information rights, and limits without creating unintended control.
Fixed payment	No fixed monthly payment contemplated	Define payment cadence, priority, deferral, catch-up, and consequences of insufficient distributable cash flow.
Payment commencement	After launch, stabilization, reserves, and approval	Define objective commencement test and authorized reserve policy.
Repayment cap	1.75x invested capital	Define cumulative-payment calculation, exclusions, timing, and termination evidence.
Illustrative example	\$100,000 invested / \$175,000 maximum cumulative repayment	Illustrative arithmetic only; not a return forecast or promise of payment.

CONCEPTUAL PAYMENT WATERFALL

Order	Component	Definition required
1	Gross receipts	Company revenue, timing, accounting method, excluded taxes, returns, discounts, and intercompany activity.
2	Operating outlays	Permitted costs, payroll, taxes, capital treatment, related-party payments, and extraordinary items.
3	Required reserves	Amount, methodology, approval, replenishment, maximum, and release.
4	Distributable cash flow	Formula, period, certification, adjustments, and dispute process.
5	Investor share	Percentage, payment priority, cadence, cap tracking, reporting, and termination.

OPEN TERMS BEFORE DEFINITIVE DOCUMENTS

- Cash-flow share percentage and precise definition of distributable cash flow.
- Reserve policy, payment priority, cadence, reporting package, audit rights, and dispute process.
- Default and cure, transfer rights, management approvals, related-party controls, remedies, and termination.
- Legal, tax, accounting, licensing, usury, and securities treatment; investor eligibility and required disclosures.

9.0 Implementation Gates and Release Milestones

SEQUENCING RULE

Timing begins after funding, occupancy readiness, and current-license confirmation. Advancement is based on evidence, not calendar pressure. No downstream channel should scale until the upstream evidence exists.

Gate	Scope	Evidence threshold	Release consequence
0 / Pre-deployment	Entity, site, authority, scope, closing, and capital minimum	Current licenses and permits; site control; signed documents; approved budget; at least \$500,000 aggregate committed capital.	No operational deployment before completion.
1 / Activate	Environment, power, lighting, irrigation, benching, systems, SOPs	Approved scope and draw; passed commissioning; inspection/occupancy readiness; trained operators; opening control pack.	Release only activation tranches tied to completed milestones.
2 / Prove	Cultivation consistency and selective wholesale	Harvest quality, testing, yield, production cost, saleable mix, buyer validation, pricing, sell-through, compliance record.	Permit planned wholesale operations and evaluate readiness for direct channel.
3 / Own	Controlled retail and delivery	Current retail authority; security/POS readiness; direct margin; acquisition, basket, repeat, retention, service, and compliance metrics.	Scale only within approved budget and evidence thresholds.
4 / Extend	Branded nonvolatile products, collaborations, Palm Springs activations	Product contribution, demand, manufacturing readiness, partner commitments, customer value, brand and compliance review.	Authorize extensions by specific approved initiative.

RELEASE CERTIFICATE CONTENTS

- Requested amount, approved budget line, payee, purpose, and available balance.
- Milestone completed, evidence attached, exceptions identified, and responsible owner certification.
- Current cash, committed capital, runway, contingency, unpaid obligations, and forecast-to-complete.
- Compliance officer and finance reviewer approval; decision-authority signature for exceptions or reserved matters.

10.0 Governance, Reporting, and Capital Controls

Control area	Required control	Minimum record
Banking and custody	Dedicated authorized accounts; two-person approval above threshold; no commingling.	Account authority, bank statements, reconciliations, payment support.
Budget and commitments	No commitment outside approved line or delegated authority.	Approved budget, purchase order or contract, change log, remaining commitment.
Draws and releases	Milestone-based written request and evidence review.	Release certificate, invoice, evidence, approvals, payment confirmation.
Change control	Document scope, price, schedule, regulatory, and forecast effects before approval.	Change request, impact analysis, decision, revised budget and forecast.
Related parties	Disclose relationship; benchmark terms; disinterested approval where required.	Disclosure, competing support, approval record, contract.
Close and reporting	Monthly close and management certification on a fixed calendar.	Financial statements, variance report, cash forecast, compliance report, KPI pack.
Records and audit	Maintain source documentation and reasonable review access.	General ledger, contracts, invoices, payroll, tax, licenses, inventory, track-and-trace records.

MONTHLY CONTROL PACK

Category	Required measures
Liquidity	Cash, commitments, unpaid obligations, runway, reserve balance, forecast-to-complete.
Activation	Scope, schedule, cost, draw status, contingency, changes, inspection and commissioning status.
Cultivation	Canopy, environmental exceptions, yield, quality, testing, batch cost, waste, production calendar.
Commercial	Wholesale price and sell-through; retail traffic, conversion, basket, repeat, margin; branded contribution.
Compliance	License calendar, inspections, incidents, inventory variances, tax filings, training, corrective actions.
Investor participation	Gross receipts, permitted outlays, reserves, distributable cash flow, payment, cumulative cap balance.

RESERVED MATTERS

Definitive documents should identify approvals required for material budget changes, additional financing, distributions, related-party transactions, asset transfers, license or premises changes, changes in control, and deviations from the approved operating scope.

11.0 Risk and Control Register

Risk	Control response	Evidence before release	Owner to assign
Entity / brand mismatch	Document legal relationship among brand, applicant, premises, and investment vehicle.	Entity chart, agreements, IP rights, authorizing resolutions.	Executive / counsel
License continuity	Maintain state/local compliance calendar and no-operation rule outside authorization.	Current DCC certificate, local permit, business license, conditions.	Compliance
Activation / occupancy	Stage spend against approved scope and commissioning milestones.	Scope, bids, permits, inspections, occupancy and commissioning evidence.	Facilities
Capital shortfall	Do not deploy below threshold; preserve contingency and forecast-to-complete.	Committed-capital schedule, cash proof, draw calendar, downside plan.	Finance
Cost overrun / delay	Competitive support, contingency governance, change control, monthly forecast.	Budget, bids, schedule, variance report, approved changes.	Facilities / finance
Yield / quality	Track environment, canopy, yield, potency, quality, batch cost, and SOP adherence.	SOPs, harvest data, testing, batch records, corrective actions.	Cultivation
Market / pricing	Use selective wholesale and downside sensitivities before scaling direct channels.	Buyer validation, price cases, sell-through and acquisition assumptions.	Sales / finance
Cash-flow participation	Define waterfall, reserves, reporting, audit, cap tracking, remedies.	Approved model, term sheet, definitive documents, monthly certificate.	Finance / counsel
Tax / regulatory change	Maintain adviser review and compliance calendar; update model and pricing.	Tax registrations, filings, adviser memo, change log.	Finance / compliance
Key-person / execution	Confirm roles, availability, delegation, succession, and segregation of duties.	Role matrix, agreements, training, backup coverage.	Executive

Risk acceptance, control exceptions, and condition waivers must be written, time-limited, assigned to a named authority, and retained with the approval record.

12.0 Regulatory and Administrative Evidence Matrix

VERIFICATION RULE

No statement in this memorandum should be treated as proof of current authorization. The review package did not include the current certificates and permits listed below; obtain them directly and verify scope, premises, ownership, expiration, conditions, and good standing.

Authority / matter	General relevance	Evidence required	Package status
California DCC / microbusiness	Type 12 microbusiness authority requires at least three eligible activities and a license for the authorized premises/activities.	Current license certificate, number, premises, activities, ownership, status, conditions, renewal calendar.	Not evidenced; official public guidance reviewed.
City of Palm Springs / cannabis program	Local permit administration, annual renewal, audits, inspections, and operating compliance.	Current permit, conditions, renewal, inspection status, local approvals, enforcement/corrective matters.	Not evidenced; City program and current forms reviewed.
Palm Springs business license	Current annual materials require evidence of a City business license and California state license.	Current business license, tax account, expiration, legal name and premises match.	Not evidenced.
Building / fire / occupancy	Interior activation and public-facing operations depend on approved scope and safe occupancy.	Plans, permits, inspections, certificate/approval of occupancy, fire/security signoffs as applicable.	Not evidenced.
CDTFA / seller and cannabis tax	Registration, returns, records, and cannabis excise-tax treatment affect pricing and cash flow.	Seller's permit/account, registrations, filing status, tax model, adviser confirmation.	Not evidenced; official guidance reviewed.
Track and trace / inventory	Licensed commercial cannabis activity requires compliant inventory and reporting controls as applicable.	Account and user readiness, SOPs, training, test records, reconciliation and incident process.	Not evidenced.
Insurance	Premises, product, workers, auto/delivery, cyber, and other risk transfer as applicable.	Binder/policies, limits, exclusions, named insured/additional insured, expiration.	Not evidenced.
CEQA project record	Corroborates project description, applicant, premises, activities, building size, and minor renovation description.	Complete record plus confirmation of no material project change.	Official record located: SCH 2025051192.

Official references: [DCC microbusiness license types](#) | [City cannabis program](#) | [CDTFA cannabis resources](#)

Tax planning note: CDTFA Special Notice L-992 states a 15% cannabis excise-tax rate beginning October 1, 2025, subject to the statutory framework and future change. Confirm current treatment with a qualified adviser and model taxes separately from company revenue.

13.0 Conditions Precedent to Closing or Capital Release

ID	Condition precedent	Required evidence / completion standard	Owner
CP-01	Entity and authority	Current entity records, ownership, good standing, governing approvals, signer authority, investment vehicle.	TBD
CP-02	Brand and applicant relationship	Executed agreement documenting CannaHelp rights and relationship to Desert Bloom Rentals Inc. and the premises.	TBD
CP-03	Site control and occupancy	Current site-control instrument, premises diagram, approved use, building/fire/occupancy evidence, no undisclosed variance.	TBD
CP-04	State and local licensing	Current DCC license and activities; City permit and business license; conditions, renewals, and good standing verified.	TBD
CP-05	Final activation scope	Approved scope, plans, equipment schedule, vendor support, implementation schedule, commissioning and acceptance criteria.	TBD
CP-06	\$750,000 proceeds schedule	Written allocation of the incremental \$125,000 and complete draw schedule for the full preferred target.	TBD
CP-07	Integrated operating model	Dated monthly base/downside model with launch, ramp, revenue, cost, cash, tax, reserves, capital, and financing schedule.	TBD
CP-08	Definitive financing economics	Final share percentage, waterfall, distributable-cash-flow definition, reserves, priority, cadence, cap, reporting, audit, remedies.	TBD
CP-09	Legal, tax, and regulatory review	Written approval from qualified advisers of final structure, documents, disclosures, and required filings/consents.	TBD
CP-10	Management accountability	Confirmed roles, availability, agreements, compensation, authority matrix, segregation of duties, and succession/backup coverage.	TBD
CP-11	Insurance and risk transfer	Approved insurance program effective at closing/activation with required limits, parties, and delivery coverage as applicable.	TBD
CP-12	Closing and release controls	Banking, custody, budget, draw certificate, reporting calendar, compliance calendar, records, and initial control pack operational.	TBD

CERTIFICATION STANDARD

Each condition must be marked complete by its assigned owner, supported by attached evidence, reviewed by the designated finance and compliance reviewers, and accepted or expressly waived in writing by the authorized decision maker.

A waiver should state the reason, risk accepted, compensating control, responsible owner, expiration or cure date, and whether the waiver applies to closing, a specific release, or both.

14.0 Diligence Checklist and Administrative File

Status	File category	Required contents
[]	Entity / authority	Formation, good standing, ownership, governing documents, resolutions, signers, conflicts, related parties.
[]	Brand / intellectual property	CannaHelp ownership/license, marks, domains, creative assets, restrictions, applicant and operating-company rights.
[]	Premises / site control	Lease/deed, amendments, landlord consent, premises diagram, approved use, occupancy, utilities, liens, access.
[]	State / local licenses	DCC certificate and record, City permit, business license, renewals, conditions, inspections, notices, corrective actions.
[]	Activation / construction	Final scope, plans, engineering, permits, bids, contracts, schedule, equipment, warranties, commissioning, acceptance.
[]	Operations / compliance	SOP index, security, inventory, track and trace, testing, waste, training, incident response, recalls, delivery controls.
[]	Commercial	Buyer evidence, wholesale plan, retail/delivery plan, price architecture, brand plan, manufacturing plan, launch calendar.
[]	Financial / tax	Historical financials, bank/tax records, liabilities, payroll, budget, monthly model, scenarios, working capital, tax accounts.
[]	Capitalization / financing	Sources, commitments, investor eligibility, term sheet, waterfall, definitive documents, cap schedule, disclosures.
[]	Team / labor	Confirmed roles, resumes, agreements, compensation, worker classification, policies, licenses/certifications, backup coverage.
[]	Insurance / claims	Policies, binders, limits, exclusions, claims, additional insureds, workers compensation, product and delivery coverage.
[]	Legal / disputes	Material contracts, litigation, enforcement, claims, liens, defaults, notices, consents, legal and tax approvals.

ADMINISTRATIVE FILE CONVENTION

File component	Convention
Index	Numbered file index matching conditions precedent, diligence requests, and approval exhibits.
Evidence	Dated source copies; issuer/agency; effective and expiration dates; reviewer; verification note.
Exceptions	Open-item log with severity, owner, target date, interim control, and disposition.
Decisions	Signed decision record, conditions/waivers, conflicts, dissent, authority, and effective period.
Revisions	Version-controlled memorandum, budget, model, term sheet, and definitive documents; retain superseded copies.

COMPLETION RULE

A checked box means the reviewer has received, validated, and indexed adequate evidence. It does not mean a document was merely requested, represented as available, or viewed without retention.

15.0 Proposed Conditional Approval Resolution

RESOLUTION	Subject to the terms of this memorandum and completion or written waiver of all applicable conditions precedent, the undersigned authorize management to continue diligence and negotiate definitive documentation for a CannaHelp project activation capitalization of up to \$750,000. This resolution does not authorize closing, issuance of an instrument, incurrence of debt or other obligation, acceptance or disbursement of funds, or commencement of unlicensed activity. Any amount above \$750,000, any material change in scope or economics, or any unresolved material exception requires a separate written amendment and approval.
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DECISION

Select	Disposition	Administrative consequence
☐	Approve with conditions	Adopt the resolution above and attach final conditions, owners, evidence, expiry, and delegated authority.
☐	Return for revision	No authority granted. Identify revisions and required evidence before resubmission.
☐	Decline	No authority granted. Record rationale and document disposition.

CONDITIONS, LIMITATIONS, OR REQUIRED AMENDMENTS

APPROVALS AND ACKNOWLEDGMENTS

Role	Name	Signature	Date
Decision authority			
Finance reviewer			
Legal / compliance reviewer			
Company acknowledgment			

Effectiveness field	Administrative entry
Effective date	
Approval expiry / revalidation date	
Approved authority and delegation	
Conditions / exhibits attached	

Signatures acknowledge the stated administrative disposition only. Definitive legal obligations arise solely from duly authorized and executed definitive documents.

A.o Source Register, Definitions, and Assumption Boundary

CURRENT COMPANY MATERIALS

Source	Use in memorandum
CannaHelp Capital Use & Revenue Projection Summary	Capital range, itemized use of funds, annual revenue projection by channel.
CannaHelp Draft Revenue Share Financing Structure	Draft raise range, 1.75x cap, illustrative example, non-equity concept, and open economics.

HISTORICAL MATERIAL

The supplied legacy deck was used only to summarize team biographies. Its styling, historical business narrative, former strategy, and any outdated facts were not carried forward. Team content remains subject to confirmation.

OFFICIAL AND CONTEXTUAL REFERENCES

Reference	Direct link
California CEQA project record / SCH 2025051192	ceqanet.lci.ca.gov/2025051192
DCC microbusiness license types	cannabis.ca.gov / microbusiness license types
DCC annual application checklist	cannabis.ca.gov / annual application checklist
DCC current regulations / final text	cannabis.ca.gov / current regulatory text
City of Palm Springs cannabis program	palmspringsca.gov / cannabis program
City annual renewal application (07.2025)	palmspringsca.gov / annual renewal form
CDTFA cannabis resources	cdtfa.ca.gov / cannabis resources
CDTFA Special Notice L-992	cdtfa.ca.gov / L-992
Visit Greater Palm Springs tourism context	visitgreaterpalmsprings.com / tourism

DEFINED USAGE

Term	Meaning in this memorandum
Company-projected	A figure supplied in current company materials; not independently verified or guaranteed.
Current	Current only as of the date and source cited; requires revalidation before reliance.
Approval	The administrative disposition stated in a signed resolution; not a permit, financing closing, or fund release unless expressly stated.
Evidence	A retained and reviewable source record adequate to support the stated condition or decision.
Definitive documents	Final legal instruments approved and executed by authorized parties after qualified adviser review.

FINAL BOUNDARY - This company-prepared document is not agency-issued and must not be presented as a governmental form, permit determination, legal opinion, securities offering memorandum, or binding agreement.