

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CRW Capital Holdings II, LLC</u> (Last) (First) (Middle) 4740 W. MOCKINGBIRD LANE P.O. BOX 195579 (Street) DALLAS TX 75209 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/30/2022	3. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc.</u> [SHWZ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Cumulative Convertible Preferred Stock ⁽¹⁾	(2)	(2)	Common Stock	3,879,200 ⁽³⁾	1.2 ⁽⁴⁾	D	
Right to Buy Series A Cumulative Convertible Preferred Stock ⁽⁵⁾	(2)	(2)	Common Stock	10,076,222 ⁽³⁾	1.2 ⁽⁴⁾	D	

Explanation of Responses:

- Pursuant to that certain Preferred Stock Secondary Purchase Agreement dated as of November 23, 2022 (the "Purchase Agreement") by and among CRW Capital Holdings II, LLC ("Holdings") and those certain sellers named therein (the "Sellers"), Holdings agreed to purchase these certain shares of Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Shares") at an Initial Closing occurring as of November 30, 2022 (the "Initial Closing").
- The Series A Preferred Shares are convertible into shares of the common stock (the "Common Shares") of Medicine Man Technologies, Inc. (the "Company") upon the events specified in the Company's Certificate of Designation of Series A Cumulative Convertible Preferred Stock (the "Certificate of Designation"). The Series A Preferred Shares have no expiration date.
- Represents the number of Common Shares issuable upon conversion of the Series A Preferred Shares on the date of event requiring this report. Each Series A Preferred Share shall be convertible into that number of Common Shares equal to the preference amount (initially \$1,000) plus any accrued dividends with respect to such share, divided by the conversion price (initially \$1.20), subject to adjustment as set forth in the Certificate of Designation. The Series A Preferred Shares earn a cumulative dividend of 8% per annum.
- Subject to adjustment, as described in the Certificate of Designation.
- Pursuant to the Purchase Agreement, Holdings acquired the right to purchase such Series A Preferred Shares for a period of up to one hundred and eighty (180) days after the date of the Initial Closing.

/s/ Marc R. Rubin,
individually, as Treasurer
of CRW Capital Holdings
II, LLC 12/02/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.