

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Mukharji Pratap Chandra</u>  (Last) (First) (Middle) C/O MEDICINE MAN TECHNOLOGIES, INC. 4880 HAVANA ST., STE. 201  (Street) DENVER CO 80239  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2022	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) <input checked="" type="checkbox"/> Director 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 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)
Common Stock	39,683	I	By Magnolia Hall Enterprises, LLC <sup>(1)</sup>
Common Stock	24,510	D	

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			
13% Senior Convertible Note Due 2026	(2)	12/07/2026	Common Stock	90,049 <sup>(2)(3)</sup>	2.24 <sup>(2)(3)</sup>	D	

## Explanation of Responses:

1. Magnolia Hall Enterprises, LLC (the "Holder") is the record holder of the reported shares. The reporting person is the manager and 100% owner of the Holder and has voting and investment control of the shares held by the Holder.

2. On December 7, 2021, the reporting person acquired his 13% Senior Secured Convertible Notes due December 7, 2026 (the "Note"). The Note is convertible at any time at the option of the holder into shares of the issuer's common stock at an initial conversion price equal to \$2.24 per share. The Note bears interest at 9% per year payable in cash and 4% per year payable as an increase to the principal amount of the Note, in each case, paid quarterly commencing March 31, 2022. The foregoing description of the Note does not purport to be complete and is subject to and qualified in its entirety by reference to the Form of Convertible Note included as Exhibit 4.2 and the indenture included as Exhibit 4.1 in the issuer's Current Report on Form 8-K filed on December 9, 2021, which is incorporated by reference.

3. As of December 7, 2021, the Note was convertible into approximately 89,285 shares of the issuer's common stock. As of the date hereof, the Note was convertible into approximately 90,049 shares of the issuer's common stock. If the Note remains outstanding until maturity, the Note would be convertible into approximately 108,956 shares of the issuer's common stock (at the current conversion price and assuming that the issuer pays the cash portion of the interest when due and that the issuer owes no additional amounts under the Note).

## Remarks:

On February 9, 2022, the issuer appointed the reporting person as a Class A director of the issuer. Exhibit 24 - Power of Attorney

/s/ Daniel R. Pabon,  
attorney-in-fact for Pratap 02/22/2022  
C. Mukharji

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Rikard Lundberg, Esq., of Brownstein, Hyatt, Farber, Schreck, LLP, and Daniel R. Pabon, Esq., General Counsel of Medicine Man Technologies, Inc. (the "Company"), or either of them signing singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) prepare, execute and submit to the U.S. Securities Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Schedule 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) prepare, execute and submit to the SEC, the Company, and/or any national securities exchange or securities market on which the Company's securities are listed or quoted any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144;

(3) Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact, or such Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by the undersigned in the undersigned's capacity as current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch, or other entity connected with, related to or affiliated with the Company.

The undersigned acknowledges that:

- (a) this Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
- (b) any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
- (c) neither the Company nor the Attorney-in-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of federal and state securities laws, including without limitation, Section 13 and Section 16 of the Exchange Act or Rule 144, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- (d) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under federal and state securities laws, including without limitation, Section 13 and Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an Attorney-in-Fact is no longer employed by Brownstein, Hyatt, Farber, Schreck, LLP or its affiliates, or the Company or its affiliates, as applicable, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney-in-Fact, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18<sup>th</sup> day of February, 2022.

By: /s/ Pratap C. Mukharji

Name: Pratap C. Mukharji

Board Member

Medicine Man Technologies, Inc.