

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Medicine Man Technologies, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
-

Your **Vote** Counts!

**MEDICINE MAN TECHNOLOGIES, INC.
D/B/A SCHWAZZE**

2024 Annual Meeting
Vote by June 19, 2024
11:59 PM ET

MEDICINE MAN TECHNOLOGIES, INC.
D/B/A SCHWAZZE
865 N. ALBION ST., STE. 300
DENVER, CO 80220



V48246-P06745

You invested in **MEDICINE MAN TECHNOLOGIES, INC. D/B/A SCHWAZZE** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 20, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 6, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

June 20, 2024
9:00 AM MDT

Schwazze Headquarters
865 N. Albion St., Ste. 300
Denver, CO 80220

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect as Class A directors the nominees named in the proxy statement; Nominees:	
1a. Jonathan Berger	✔ For
1b. Jeffrey Cozad	✔ For
1c. Kathy Vrabeck	✔ For
1d. Paul Montalbano	✔ For
1e. Bradley Stewart	✔ For
2. To ratify the appointment of Baker Tilly US, LLP as the Company's independent public accountant for the fiscal year ending December 31, 2024;	✔ For
3. To approve an amendment to the Company's 2017 Equity Incentive Plan to increase the number of shares of the Company's Common Stock issuable under the Equity Plan from 18,500,000 to 22,200,000 shares;	✔ For
4. To approve an amendment to the Company's Articles of Incorporation to increase the total number of authorized shares of the Company's authorized Common Stock from 250,000,000 to 275,000,000; and	✔ For
5. To consider and act upon an advisory, non-binding vote on the compensation of the Company's named executive officers, as disclosed in the proxy statement.	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".