

CONSULTING AGREEMENT

This Consulting Agreement (this "Agreement") is made as of May 4, 2015 (the "Effective Date") between Citiva Medical LLC, a New York limited liability company ("Citiva" or "Customer"), and Amis, LLC, a Colorado limited liability company, (the "Consultant").

WHEREAS, Customer and Consultant desire to collaborate in the regulated medical marijuana industry in the state of New York; and

WHEREAS, the parties hereto intend to memorialize their agreements with respect to the rendering of consulting services and such other subjects as more fully hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows.

1. Consultant shall consult with Customer regarding the regulated medical marijuana industry and the application process in the State of New York. (collectively "Services").
2. Consultant also intends to serve on the Board of Advisors of Customer.
3. Customer acknowledges that the principal of Consultant is an attorney; provided, however, that Customer acknowledges and agrees that Consultant is not providing legal services to Customer. Customer has and shall engage its own counsel to provide legal services to Customer with respect to the Licenses and all operations pursuant thereto.