INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-(11)(a)(5) under the Securities Exchange Act of 1934

ANNUAL REPORT
For the
Period Ending
December 31, 2014

Medical Marijuana, Inc.

12975 Brookprinter Place, Suite 160
Poway, CA 92064

CUSIP: 58463A105
Trading Symbol: MJNA

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c211 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

FORWARD LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements. To the extent that any statements made in this report contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements can be identified by the use of words such as "expects", "plans", "may,", "anticipates", "believes", "should", "intends", "estimates", and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, marketability of our products; legal and regulatory risks associated with the share exchange our ability to raise additional capital to finance our activities; the effectiveness, profitability and; the future trading of our common stock; our ability to operate as a public company; our ability to protect our proprietary information; general economic and business conditions; the volatility of our operating results and financial condition; our ability to attract or retain qualified senior management personnel and research and development staff; and other risks detailed from time to time in our filings with the OTC Markets (the "OTC"), or otherwise.

Information regarding market and industry statistics contained in this report is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not undertake any obligation to publicly update any forward-looking statements. As a result, investors should not place undue reliance on these forward-looking statements.

FOOD AND DRUG ADMINISTRATION DISCLOSURE (FDA)

The statements found herein have not been evaluated by the Food and Drug Administration (FDA) and are not intended to diagnose, treat, cure or prevent any disease or medical condition.

1. NAME OF ISSUER AND ITS PREDECESSORS (IF ANY)

Medical Marijuana, Inc. (the "Company", "we", "our", "us", "MJNA") was originally incorporated as Berkshire Collection, Inc., in Canada in 2003. Subsequently, we changed our domicile to Oregon and changed our name on two separate occasions. On April 28, 2009, we changed our name to Medical Marijuana, Inc. and trading symbol to "MJNA."

2. ADDRESS OF ISSUER PRINCIPAL EXECUTIVE OFFICES

Company Headquarters:

Address: 12975 Brookprinter Place, Suite 160
Poway, CA 92064
Phone: (866) 273-8502
Email: info@medicalmarijuanainc.com
Website: www.medicalmarijuanainc.com

Investors Relations Contact:

GH Investment Advisors, LLC
550 West C Street, Suite 2040
San Diego, CA 92101
Phone: (858) 264-6500
Toll Free: (877) 964-6463
Email: info@ghinvestmentadvisors.com

3. SECURITY INFORMATION

Trading Symbol: MJNA
Exact title and class of securities outstanding: Common Stock
CUSIP: 58463A105
Par or Stated Value: $.001 per share of Common Stock

Total shares authorized: 5,000,000,000
Total shares outstanding: 1,783,114,863 (as of 2/26/2015)

Transfer Agent:

First American Stock Transfer, Inc.
4747 N. 7th Street, Suite 170
Phoenix, AZ 85014
(602) 485-1346; (602)788-0423 fax
https://firstamericanstock.com

First American Stock Transfer, Inc. is registered under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent.

Is the Transfer Agent registered under the Exchange Act? Yes

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the last 12 months:

None

4. ISSUANCE HISTORY

Effective December 26, 2014, we purchased 100% of the membership interest of Kannaway, LLC, a Nevada limited liability company, valued at a total purchase price of 833,333,333 restricted shares of the Company's common stock.

From September 30, 2014 to February 26, 2015 we issued a total of 834,008,015 restricted shares of our common stock, which includes the 833,333,333 restricted shares issued for the Kannaway transaction.

5. FINANCIAL STATEMENTS

The Company's Financial Statements are attached at the end of this Disclosure Statement and incorporated herein by reference.

6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Description of the issuer's business operations.

1. Medical Marijuana Inc. ("MJNA") is the first publicly held company vested in the medical marijuana and industrial hemp markets. The company is comprised of a diversified portfolio of products, services, technology and businesses solely focused on the cannabis and hemp industries. These products range from patented and proprietary based cannabinoid products, to seed and stalk or isolated high value extracts specifically manufactured and formulated for the pharmaceutical, nutraceutical and cosmeceutical industries. The Company's services are extensive and varied, ranging from medical clinic management to the capitalization and development of existing industry business and product leaders. Services include development of cannabinoid based health and wellness products, and the development of medical grade compounds. We provide over 85 proprietary and patented cannabinoid delivery methods that are more socially and medically acceptable than typical industry methods. Finally, our services include the licensing of its proprietary testing, genetics, labeling, and packaging, tracking, production and standardization methods for the medicinal herb industry.

2. The Company is in the development stage.

3. To the best of our knowledge the Company is not, nor has ever been, a "shell company."

4. The effect of existing or probable government regulations on the business of the Company is not known at this time. Due to the nature of the business of the Company, it is anticipated that there may be increasing regulation upon the business of the Company and that may cause the company to have to take serious corrective actions, changes in business plan, or even close or stop its business practices and/or operations.

5. The Company presently has forty-six (46) team members—including part-time or contracted—within our corporate structure (including subsidiaries).

B. Date and state (or jurisdiction) of incorporation:

The Company was originally incorporated in Canada as Berkshire Collection. On May 23, 2005, the Company was re-incorporated in the State of Oregon.

C. The issuer's primary and secondary SIC Codes:

7380, Miscellaneous Business Services.

D. The issuer's fiscal year end date: December 31st.

E. Principal products or services and their markets:

a. Company Subsidiaries. The Company is an investment holding company with operations in the following fully or partially (50% or more) owned subsidiaries:

1. Wellness Managed Services, LLC (80%)
2. HempMedsPX, LLC (80%)
3. Red Dice Holdings, LLC (100%)
4. CanChew® Biotechnologies, LLC (50%)
5. Hempwire, LLC (50%)
6. Kannaway, LLC (100%)
7. HempVap, LLC (50%)

The following is a brief description of each of the Company subsidiary operations:

1. Wellness Managed Services™, LLC
(80% owned by the Company and 20% owned by Hemp Deposit and Distribution Corporation.)

Wellness Managed Services, LLCprovides management support and services to cooperatives, collectives, health and wellness facilities, and medical clinics. The services offered range from management to product distribution. Wellness Managed Services, LLC owns 50% of MPS International™, Inc. MPS International is a consulting firm and security firm that provides consulting and security services to businesses and individuals in the legal cannabis industry.

MPS International, Inc. is realigning its transportation services, which will launch early summer of 2015. The Denver MPSI branch has diligently put together delivery operation procedures after seeking regulatory compliance measures from both the Federal Reserve and the State of Colorado Marijuana Enforcement Division. MPSI has several prospective transport clients and an undisclosed banking institution eager to begin transport of cash, as soon as the company, the bank, and Federal Reserve establish a charter agreement. The new transportation service of both cash and product should see continued service inquiries due to a CNN business news feature that was filmed in March and is set to release over the airwaves during the week of Denver's annual 2015 High Times Cannabis Cup event.

We have experienced revenue growth from security contracts from well-known Denver marijuana dispensaries such as Good Meds, Walking Raven, Metro, Inc., Satica, and Chronic Therapy. Additionally, MPSI also re-negotiated a contract increase with its largest client, The Denver Mart, to include staffing for parking for all industry events as well as for a new, on-site drive-inn theatre, aside from the 24/7 security coverage that it provides for the prominent wholesale merchandiser.

2. HempMedsPX™, LLC
(80% owned by the Company and 20% owned by Hemp Deposit and

Distribution Corporation.)

HempMedsPX, LLC is the master distributor and contracted marketing company for the Medical Marijuana Inc. portfolio of hemp-based CBD products. This division is in the process of finalizing exclusive distribution agreements with internal subsidiaries as well as outside parties for a fixed percentage fee plus costs. The company is in the process of evaluating several potential employees or new hires to run and further develop HempMedsPX™.

3. Red Dice Holdings™
(100% owned by the Company)

Red Dice Holdings, LLC owns the Dixie Botanical™ brand of consumable products. The Company provides all of the necessary hemp-based CBD oil to Red Dice Holdings™ brands. The products can be found at retail locations throughout Colorado. Once brand awareness is further established through online presence and media presence, the company anticipates offers from national and international marketing and distribution companies, at which time the company may need to re-evaluate and modify its sales and marketing strategies to conform to a more typical sales and distribution organization.

4. CanChew® Biotechnologies, LLC
(50% owned by the Company)

CanChew Biotechnologies, LLC focuses on the treatment of pain and other medical disorders with the application of chewing gum-based cannabis/cannabinoid medical products. The company is focused on the R&D and execution of their clinical development plan and the out-licensing of their technology. Clinical development focuses on the R&D of the formulation, production and the development of chewing gum-based products for the treatment of issues like pain, nausea and vomiting, anorexia, spasticity and various other medical issues.

a. Product Development

CanChew® gum was brought to market first for over-the-counter use. MedChewRX™ is being developed for medical purposes, specifically pain treatment associated with a variety of long-term, chronic or degenerative diseases whereby cannabinoid therapy is finding increasing application in a global marketplace.

b. CanChew® Advantage

The CanChew® formulation offers a unique, socially acceptable, patient-friendly, taste-masked and convenient delivery format for delivery of cannabidiol (CBD) via the oral mucosal membranes.

c. Advantages of Oral-Mucosal Delivery System for MedChewRX™:

• Bypass of the gastrointestinal tract and hepatic portal system, increasing the bioavailability of orally-administered drugs that otherwise undergo hepatic first-pass metabolism.

• Drug is protected from degradation due to pH and digestive enzymes of the middle gastrointestinal tract.

• Improved patient compliance due to the elimination of associated pain with injections.

• Sustained drug delivery.

• A relatively rapid onset of action can be achieved relative to the oral route.

• Oral mucosal systems exhibit a faster initiation and decline of delivery than do transdermal patches.

• The large contact surface of the oral cavity contributes to rapid and extensive drug absorption.

CanChew is currently seeking a GMP pharmaceutical manufacturer for its MedChewRX™ pharmaceutical drug, as well as a partner for clinical development and trials. The two require different GMP certifications. The pharmaceutical drug GMP certification is much more strenuous and is required for MedChewRX's™ clinical development.

CanChew anticipates starting its MedChewRX™ clinical trials in Europe in 2014, with the overall clinical development taking three to five years. The company has a significant strategic advantage to its product and the development of this business:

1. CanChew has already developed an over-the-counter product (CanChew®), which is available for sale currently. Most companies developing a pharmaceutical drug do not also have a product for sale on the over-the-counter market. This gives CanChew® Biotechnologies the ability to fuel its own growth and the growth of its pharmaceutical unit.

2. Gum-based delivery has a much greater efficacy over traditional methods of consuming cannabinoid-based products.

3. The safety profile of MedChewRX's™ APIs allows for more attractive sponsoring opportunities for research universities and doctors.

5. Hempwire™, LLC
(50% owned by the Company)

Hempwire, LLC is a joint venture between the Company and LiveWire Ergogenics for the marketing and distribution of cannabidiol (CBD)-rich hemp oil functional food sales distributed through HempWire.

6. Kannaway™, LLC
(100% owned by the Company)

Kannaway, LLC is a multi-level marketing company which distributes quality cannabidiol ("CBD") hemp oil-based products that promote a healthy lifestyle and financial independence. Kannaway utilizes Relationship Marketing, or multi-level marketing as a business model that has Independent Distributors market goods and services to consumers. Capital normally allocated for advertising and internal sales is paid directly to the distributor sales force. This model not only pays distributors a commission for their own sales, but it allows them to build a sales organization and receive commissions or bonuses on the sales generated by the distributors in the organizations. As the first and only Cannabis based MLM Company, Kannaway has become what is termed as a "Category Creator" in the space. Kannaway markets its products in the U.S. and Puerto Rico and is planning on expanding into Spain, Mexico, the Dominican Republic, and the U.K. Kannaway made its first sale in April 2014.

On December 26, 2014, the Company entered into a Sale of Membership Interest Agreement whereby it purchased 100% of the membership interests of Kannaway, LLC from General Hemp, LLC for a purchase price of 833,333,333 restricted shares of Medical Marijuana, Inc.'s common stock valued at $.12 per share ($100,000,000) as of the closing of the transaction. Prior to entering into the transaction the Company obtained an independent third-party valuation report from Houlihan Capital regarding the valuation of Kannaway, LLC. The valuation report concluded that the Fair Value of Kannaway, LLC ranged from $119.6MM to $242.7MM. Further, as part of the Agreement, General Hemp, LLC agreed to forgive $116,000 in debt owed by Medical Marijuana, Inc. to General Hemp, LLC and to indemnify, defend, and hold Medical Marijuana, Inc. harmless from all liabilities and damages arising from or relating to the action entitled CannaVest Corporation v. KannaWay, LLC. (see also Section 7.A. "Legal Proceedings").

Kannaway's primary products are:

i. **rev!ve™:** an advanced nutritional product, powered by an exclusive Bi-Bong™ herbal formula, organic MCT oil, and natural CBD from hemp.;

ii. **Kannakick™:** a first-of-its-kind functional food chew square that contains CBD oil.

iii. **Defined Transformation™:** an anti-aging skin care line using proprietary formulations passed down through generations of master herbalists. This uplifting blend of natural and organic botanicals are revered for their skin-renewing properties, and include detoxifying herbs that work harmoniously with CBD oil for smooth, refreshed skin.

iv. **HempVap™:** the first hemp-based CBD vaporizing product on the market. This cool and sleek-looking custom designed vaporizer doesn't use high-nicotine for an intense "buzz" like other vapes, electronic cigarettes, and hookahs do.

v. **Kannactiv™:** a natural, healthy alternative to most products available on the market for the treatment of troubled skin. Kannaway has a five-year exclusive sales agreement with the maker of Kannactiv.

7. HempVap® LLC
(50% owned by the Company)

HempVap, LLC manufactures, markets and distributes a first of its kind hemp-based CBD-oil vaporizer pen vaporizes a flavored high-CBD hemp oil.

b. Company Investment Holdings. The company has investment holdings in the following companies:

1. KannaLife Sciences™, Inc. (16.7%)
2. Axim Biotechnologies™, Inc. (45.5%)
3. CannaVest™, Corp. (11.25%)

1. **Kannalife Sciences, Inc**. As of December 31, 2014, the Company owns an approximate 16.7% equity stake in Kannalife Sciences, Inc. ("Kannalife"). Kannalife is a bio-pharmaceutical and phyto-medical company involved in the research and development of novel new therapeutic agents designed to reduce oxidative stress, and act as immuno-modulators and neuroprotectants. Kannalife currently holds two licenses with National Institutes of Health – Office of Technology Transfer for the Commercialization of U.S. Patent #6630507, "Cannabinoids as Antioxidants and Neuroprotectants". The first license, issued in June 2012, is an exclusive license to develop commercial drug candidates for the treatment of Hepatic Encephalopathy ("HE"). The second license, issued in July 2014, is a license to develop commercial drug candidates for the treatment of Chronic Traumatic Encephalopathy ("CTE"). KannaLife is currently conducting research and development at the Bucks County Pennsylvania Biotechnology Center in Doylestown, PA, and has filed its first PCT ("Patent Cooperation Treaty") Application with the United States Patent and Trademark Office (the "USPTO") for an international patent covering Kannalife's novel cannabidiol-like target drug candidates for the treatment of certain neurological disorders and as a novel neuroprotectant for the treatment of HE and CTE. HE and CTE are both neurodegenerative and oxidative stress related diseases that affects the hippocampus which controls cognitive and behavioral functions in humans.

2. **Axim Biotechnologies, Inc**. As of December 31, 2014, the Company owns an approximate 45.5% equity stake in Axim Biotechnologies, Inc. ("Axim" - OTCBB: AXIM). Axim is an innovative biotechnology company working on the treatment of pain, spasticity, anxiety and other medical disorders with the application of cannabinoids based products as well as focusing on research, development and production of pharmaceutical, nutriceutical, oral health and cosmetic products as well as procurement of genetically and nano-controlled active ingredients. Axim intends to broaden its current operations to include pharmaceutical products, manufacturing facilities, genetically controlled botanical products, extraction and purification of biomaterials technologies.

3. **CannaVest Corp**. As of December 31, 2014, the Company owns an approximate 11.25% equity stake in CannaVest Corp. ("Cannavest" – OTCBB: CANV). Cannavest is in the business of developing, producing, marketing and selling end-consumer products containing industrial hemp-based compounds with a focus on cannabidiol (CBD). The company seeks to take advantage of an emerging worldwide trend to re-energize the production of industrial

hemp and to foster its many uses for consumers. The company's health and wellness raw industrial and consumer products are produced with cannabidiol (CBD), which is derived from hemp seed and stalk. This federally legal substance can be used in foods and nutritional supplements for consumer health and wellness benefits, and is also used by the pharmaceutical industry for a variety of therapeutic purposes.

7. DESCRIBE THE ISSUER'S FACILITIES

Due to the exponential growth the Company has experienced by adding several large vendor accounts, as well as other ventures, the Company has retained additional facilities to provide for said growth. The Company secured three (3) separate executive suites in Poway, CA as well as added a 14,000 sf warehouse and distribution center.

A. Legal Proceedings

The Company is currently involved in a number of legal actions. The following is a summary of pending significant actions.

Roen v. Medical Marijuana, Inc. Medical Marijuana, Inc. has been named as a defendant in a complaint filed by ROEN Ventures, LLC in a civil action filed in the District Court, County of Clark, State of Nevada . The complaint seeks damages for Breach of Contract and requests Specific Performance relating to alleged convertible notes. Medical Marijuana, Inc. has filed a third party complaint in the action against Bart P. Mackay, Michael Mona, Jr., Michael Mona, III, MAI Dun Limited, LLC Marcia Holdings, LLC, and MIK-NIK Trust seeking damages arising from allegations of Misrepresentation, Defamation, Breach of Fiduciary Duty, Intentional Interference with Contracts, Misappropriation of Trade Secrets and Conversion.

CannaVest v. Kannaway. LLC. Kannaway, LLC has been named as a defendant in the United States District Court, Southern District for Trademark Infringement. The action involves the mark "Cannabis Beauty" and CannaVest has obtained an injunction enjoining Kannaway, LLC from using the mark pending the outcome of the litigation. Kannaway, LLC has filed a cross-complaint against CannaVest and Mr. Mona, Jr. seeking damages relating to the action.

Hempmeds PX, LLC v. CannaVest Corp. Hempmeds, PX, LLC has filed an arbitration action against CannaVest Corp. for damages arising from the distribution agreement between the two companies.

Medical Marijuana, Inc. & HempMeds PX, LLC v. CannaVest Corp. Medical Marijuana, Inc. & HempMeds PX, LLC have filed an opposition in the United States Patent and Trademark Officer contesting CannaVest's application for the RSHO trademark based upon prior use by Medical Marijuana, Inc.

Medical Marijuana, Inc. & HempMeds PX, LLC v. CannLabs, Inc. Medical Marijuana, Inc. has filed a $100,000,000 California Superior Court libel action against CannLabs, Inc., Rifle Mountain, LLC, Genifer Murray, Jason Cranford, Project CBD.com, Aaron Miguel

Cantu and Martin Lee for damages resulting from false and libelous statements made by the defendants in regard to HempMeds PX, LLC's RSHO product.

The Company intends to vigorously defend and prosecute all of the aforementioned actions.

8. OFFICERS, DIRECTORS, CONTROL PERSONS AND MANAGEMENT

A. Board of Directors and Officers

The Company's Board of Directors is comprised of highly qualified and industry professionals. The Board assists the Management team in making appropriated decisions and taking effective action. Currently there are six (6) members on the board:

Stuart W. Titus, PhD
Michelle Sides
Michael D. Julian
Timothy R. Scott, PhD
Robert L. Cunningham
Chris Prine

Ms. Sides and Messrs. Titus and Julian are shareholders of the Company.

The Company has and continues to search for qualified individuals that will provide guidance and leadership lending to the success of the business objectives.

Company Officers and Directors

Stuart W. Titus, PhD - Chief Executive Officer, President and Director

Mr. Titus began his association with our family of companies in 2009, playing a pivotal role in raising capital among several other duties. Mr. Titus' expertise in finance was forged on Wall Street, where he worked as a bond trader for eleven years, managing a trading and underwriting department as a V.P. for CS First Boston Corp. Mr. Titus is a graduate of Rollins College in Winter Park, Florida, where he majored in Economics and minored in Business Administration. He earned his PhD degree from the Open International University which is a World Health Organization (WHO) chartered affiliate.

Mr. Titus also has a unique background in health. Following his work on Wall Street he worked as a British Physiotherapist for over 15 years having run clinics that specialized in integrative pain management and injury rehabilitation. Stuart remains active in the medical community with specific interest in electro-physiotherapy as well as in anti-aging medicine. He holds a Fellowship with the American Academy of Pain Management and clinical association with the American Association of Integrative Medicine. Stuart has unique first-hand experience with hemp oil products as nutritional supplements, having found great relief from a nerve-related disorder after beginning a regimen of high-concentration CBD therapeutic hemp products combined with hemp oil (health food store).

A talented golfer in his youth, Stuart is a twelve time club golf champion. Stuart currently resides in La Jolla, California.

Michelle Sides - Chief Operating Officer and Director

Prior to joining Medical Marijuana Inc., Ms. Sides was Chief Operating Officer for HDDC (d.b.a. CannaBANK™), located in San Diego, California. She earned her law degree from Nova Southeastern University. She is a member of the Florida State Bar Association. Ms. Sides holds a Bachelor of Science from Palm Beach Atlantic College, majoring in Business and Organizational Management. Michelle spent six years on the Board of Directors, as Executive Vice President, and as General Counsel for EH Building Group II, LLC, which was nationally recognized as one of the fastest-growing developers in 2006-08, winning numerous awards for production, design, and marketing. Prior to EH, Michelle honed her legal expertise as Legal and Operations Manager for the Commonwealth Network Corporation, as well as the Director of Legal Affairs for Power Sports, Inc. Both of these positions focused mainly on corporate and real estate transactional law.

Michael Dean Julian – Director

Michael grew up working in the PI and security company his father founded in 1967. Beginning in 1990, he started work there full time, specializing in surveillance operations. He obtained his Private Investigators license in 1994 and majored in Administration of Justice in college where he was inducted into the Phi Theta Kappa International Scholastic Order for academic excellence. After joining the California Association of Licensed Investigators (CALI) in 1995, he served as a District Governor, a member of the Legislation and Technology Committees, Education & Training Task Force, chaired the Bi-Laws Committee, and held the Vice President of Administrative Services position for five terms before becoming president in 2012.

Michael regularly teaches continuing education courses offered by CALI, as well as industry related classes for California State University Fullerton, and National Business Institutes on topics such as business, technology, personal locates, asset discovery, and basic, intermediate, and advanced surveillance techniques. Michael is a 2003 Executive Protection Institute class 55 graduate and member of the Nine Lives Associates. He has personally provided executive and asset protection to corporate executives, celebrities, natural and man-made disaster victims, and persons-at-risk for over two decades. He also instructs on multiple executive protection topics at EP schools and industry conferences. Michael is one of less than 50 Certified Security Professionals (CSP) in California.

Timothy R. Scott, PhD – Director

From September 2001 to May 2008, Dr. Scott served on the Board of Directors of Naturewell, Incorporated, a publicly traded company engaged in the nutraceutical and homeopathic drug business. From April 1998 to June 2000, Dr. Scott served as a member of the Board of Directors of ICH Corporation, an American Stock Exchange listed company which owned 265 fast food and family dining restaurants having approximately $265 million in revenues and 7,800 employees, and as a member of ICH's compensation committee. Dr. Scott currently serves as Chairman of the

Board of Directors, President and Senior Pastor of a 1,200-member church located in San Diego, California and as Chairman and President of Project Reach World, Inc., a 501(c)(3) charitable organization. Dr. Scott received his Ph.D. in theology from Christian University in 1981, and served as a professor of philosophy and religion at Pacific International College from 1981 to 1985.

Robert L. Cunningham – Director

Robert "Bob" Cunningham has over 40 years of executive management experience in financial services and venture capital. He currently is the Chief Executive Officer of Preferred Dealer Programs LLC, a venture funded firm developing electronic payment technologies for banks. Prior to joining PDP he was the founding partner in Placer Financial Group, a nationwide mortgage and real estate development company. Mr. Cunningham also served as Trustee for the U.S. Department of Justice, and as a member of the board for numerous firms, including Allied Commercial Corporation, Vermillion Development, Pacific Building Industries Corporation and Bond HD Hospitality Group.

Chris Prine - Director

From 1994 until the present Mr. Prine has operated his own company, Prines Lines, which acts as a manufacturers' representative for five furniture manufacturing companies located within the United States. From 1988 to 1994 Mr. Prine served as Marketing Director for the Cleator Corporation, an office furniture manufacturer with approximately $10 million in annual sales. From 1986 to 1988 Mr. Prine served as the Old Globe Theatre's Director of marketing and from 1983 to 1985 served as Audience Development Manager for the Old Globe. Chris received his BA in Communications from the University of Wisconsin in 1977.

Advisory Board and CanChew® Management

The Company has an informal Advisory Board that is available to provide business advice and counseling to the Management Team of the Company. The Advisory Board is appointed by the President and does not involve itself in any matters involving corporate governance of the Company. There are currently three Advisors to the Board:

Dr. Philip A. Van Damme
Dr. George Anastassov
Lekhram Changoer

Messrs. Van Damme, Anastassov and Changoer are shareholders of the Company and also serve as the management of CanChew® Biotechnologies, LLC.

Dr. Philip A. Van Damme - Chief Scientific Officer, CanChew Biotechnologies

Dr. Philip. A. Van Damme, DMD MD PhD, was born in Yerseke, The Netherlands Dr. Van Damme is an oral & cranio-maxillofacial surgeon living and working in the Netherlands.Dr. Van Damme first studied dentistry at the Utrecht University Dental School (Rijksuniversiteit Utrecht, The Netherlands) from 1971 through February 1977. He then fulfilled his military duty in the

Dutch Royal Navy from May 1977 through October 1978, as Lieutenant-Dentist. Dr. Van Damme studied medicine at the Utrecht University Medical School, the Netherlands from 1978 through January 1983. He trained in general surgery at the Joannes de Deo Stichting Hospital from July 1983 through April 1984, while taking the International ECFMG/VQE examinations in Paris, France. Dr. Van Damme was trained in Oral & Maxillofacial Surgery in the University Hospital Nijmegen, The Netherlands from May 1984 through May 1988.

His PhD Thesis titled: Sub periosteal Palatal Soft Tissue Expansion was submitted on December 6, 1996 at the Nijmegen University (Katholieke Universiteit Nijmegen).Dr. Van Damme has been Section Editor of the Journal of Cranio-Maxillo Facial Surgery, for the sections Research, Development and New Horizons, and Reviewer for different other scientific journals. There are more than 70 PubMed listed publications and he presented more than 100 times at national and international scientific meetings. In 2004, Dr. Van Damme had dual roles of being Visiting Professor in the Mount Sinai Hospital in New York, USA, and Visiting Surgeon in the Burdenko Institute in Moscow, Russia. In subsequent years he held numerous staff positions at several well respected medical clinics in the Netherlands. Together with Prof. George E. Anastassov MD DDS FAC, he has a patent application (US20110097283 – EP2280687 – CA2719830) on chewing gum compositions comprising cannabinoids.

In December 2007, he became Director-owner of Mareda Holding BV (Investment Company) and President-founder of Stichting Sanammad (intellectual property foundation) together with Lekhram Changoer MSc BSc).

Dr. George E. Anastassov - Chief Executive Officer, CanChew Biotechnologies

Dr. Anastassov graduated with BA Degree in Fine Arts, followed by MD Degree and a DDS Degree, and currently is completing his Executive Physician MBA degree.
Dr. Anastassov is trained in Surgery, Oral and Maxillofacial Surgery, Plastic Surgery and Craniofacial and Base of the Skull Surgery both in the United States and Europe. His training was acquired at the following institutions: A Fellowship in Cranio-Maxillofacial Surgery (Prof. H.P.M. Freihofer), The Catholic University, St. Radboud Hospital, Nijmegen, the Netherlands, Residency at the Department of Oral and Maxillofacial Surgery, Montefiore Medical Centre, Albert Einstein College of Medicine, New York , Followed by a further Fellowship in Craniofacial and Base of Skull Surgery, at the department of Cranio-Maxillofacial and Plastic and Reconstructive Surgery (Prof. Dr. Dhc Ulrich Joos), Wilhelms University, Münster, Germany.

He has variety of clinical and administrative appointments including Associate Clinical Professor Maxillofacial Surgery, The Mount Sinai School of Medicine, Associate Director, Department of Maxillofacial Surgery, Elmhurst Hospital Centre, N.Y., Attending, Department of Maxillofacial Surgery, The Mount Sinai Hospital. New York. Consultant in Maxillofacial Surgery, Bronx VA Hospital Centre, N.Y., Attending Surgeon, Department of Otolaryngology/Head and Neck Surgery, Beth Israel Medical Centre, New York. He also is a Visiting Professor, Department of Cranio-Maxillofacial Surgery and Plastic and Reconstructive Surgery, Wilhelm's University, Munster, Germany.

He is the principal at Maxillofacial Surgery Services in New York City.

Editorially, Dr Anastassov is presently active as Editorial Consultant for 'Head and Face Medicine', 'Graefe's Archives for Clinical and Experimental Ophthalmology', 'Journal of Oral and Maxillofacial Surgery', 'The Journal of Oral Surgery, Oral Medicine, Oral Pathology and Radiology', 'Issues in Maxillofacial, Plastic and Reconstructive Surgery, Implantology and Clinical Stomatology' and 'Craniomaxillofacial Trauma and Reconstruction.' He is on the Editorial Board of 'The International Journal of Oral and Maxillofacial Surgery' and 'Folia Medica.'

Dr. Anastassov holds 9 US & European Professional Society Memberships and is double board certified. Dr. Anastassov has published books and chapters in 3 professional textbooks as well as 46 peer-reviewed journal publications and has presented in as an invited guest lecturer on 104 national and international professional meetings.

Lekhram Changoer - Chief Technology Officer, CanChew Biotechnologies

Lekhram Changoer was born in Surinam (South America). Lekhram holds a Bachelor Degree in Analytical/Organic Chemistry and Masters Degree in Organic Chemistry. He has over 20 years of experience in the area of Sales & Marketing, R&D, product development, and quality assurance of technical, consumer healthcare and pharmaceutical products – all servicing European and other international markets.

In 1992, Lekhram first joined IWC Chemical products BV where he was responsible for the development of functional coatings and corrosion inhibitors for the chemical industry: Yara, Kemira, and others. In his second corporate role, Lekhram joined Scott Specialty Gases BV where he was responsible for managing the R&D, QC and QA of functional calibration gases for the petrochemical and automotive Industry for companies such as Mercedes Benz, Rolls Royce, Dera, Shell, Exxon, and General Electric.

In the area of consumer healthcare products, Lekhram worked on the development of cosmetics and medical device products for various retail chains and consumer healthcare companies. At Codi International BV he was responsible for managing product development in the field of wet wipes and successfully developed products for companies such as Proctor & Gamble, Sara Lee, Henkel and Reckitt Benckiser. In 1999 Lekhram's career took him to Royal Sanders BV with the position of R&D & QC manager – here, he was responsible for the development of cosmetics, medical devices and other healthcare products for clients: Sara Lee, Colgate Palmolive, Virgin Cosmetics, Keune Cosmetics and private labels for various retail chains: Ahold, AC Watson, DM and Rossmann.

In 2002, Lekhram joined the Ardoz/NGen group of companies as a Managing Director. During his tenure his achievements included the filing new patents in the field of active oxygen therapy. This incorporated the accreditation of the products by the Dutch Skin Foundation and the British Dental Health Foundation. He developed new oral healthcare drug applications for periodontitis, peri-implantitis / bone repair and oral mucositis. The OTC products with active oxygen, amongst others also a new chewing gum application (for Perfetti van Melle in Italy), were successfully

launched under his directorship in markets at: Boots, Ahold and El Corte Ingles Pharmacy retail and pharmacy chains under the cosmetic 76/768/EEC and medical device 93/42/EEC directive.

In 2010, Lekhram co-founded APeT BV (www.apetholding.com) which focuses on a first of its kind patented therapy for psychiatric diseases like ADHD and Autism as a replacement for methylphenidate and analogs. This therapy involves an in-house developed diagnostic and treatment with the human body's own internal compound(s). The impact on national healthcare has been so important that he has been able to get the largest Dutch insurance company to fund the clinical trial, after which it will most probably become the new standard of care. A new patented pharmacotherapy was filed, which will guarantee protection of the therapy as well as patient therapy loyalty.

In association with Prof. George E. Anastassov MD, DDS, FAC and Dr. Philip A. Van Damme, DMD, MD, PhD, the Sanammad Foundation (www.sanammad.com) was established in 2010 – the Sanammad Foundation holds internationally patent pending technology on chewing gum compositions comprising Cannabinoids.

Lekhram is also involved and co-founder in: CFM Pharma BV (www.cfmpharma.com) which holds patented technologies and focuses on the prevention of secondary injury in indications such as deep burn wounds, myocardial infarct and general trauma. GCP Dental BV (www.gcpdental.com) has developed a 100% patented biocompatible material forrestorative dental applications (where Glass Carbomer® Technology allows the tooth to heal itself) with a global market approach.

B. Legal/Disciplinary History

None of the above named persons have been the subject of:

• A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the past five years.

• The entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, securities, commodities, or banking activities.

• A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated or,

• The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Ownership of Officers, Directors and Shareholders of 5% or more based upon 1,782,440,181 shares outstanding as of December 31, 2014.

Name	Address	# Shares	%
Michelle Sides, Esq.	12975 Brookprinter Place, Suite 160 Poway, CA 92064	21,345,077	1.2%
Stuart W. Titus	12975 Brookprinter Place, Suite 160 Poway, CA 92064	18,000,000	1.0%
Michael Dean Julian	35699 Stock Street Murrieta, CA 92562	207,301	(1)
Hemp Deposit and Distribution Corporation ("HDDC"), General Hemp, LLC, GH Investments, LLC (2)	550 West C Street, Suite 2040 San Diego, CA 92101	846,121,144	47.5%

(1) Less than 1%

(2) Includes shares owned by HDDC, General Hemp, LLC and GH Investments, LLC, entities under common control of Michael R. Llamas as director, officer and controlling shareholder and/or member of each entity and Stuart W. Titus as director and/or officer of each entity.

9. THIRD PARTY PROVIDERS.

SEC Counsel
Law Offices of Michael Corrigan
Michael Corrigan, Esq.
550 West C Street, Suite 2040
San Diego, CA, 92101

Investors Relations Contact
GH Investment Advisors, LLC
550 West C Street, Suite 2040
San Diego, CA 92101
Phone: (858) 264-6500
Toll Free: (877) 964-6463
Email: info@ghinvestmentadvisors.com

Auditor
Anthony W. Imbimbo
Anthony W. Imbimbo & Associates
2445 5th Avenue, Suite 350
San Diego, CA 92101

10. ISSUER CERTIFICATION

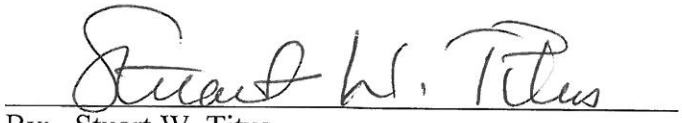
I, Stuart Titus, Director and President, certify that:

1. I have reviewed this annual statement of Medical Marijuana Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, which have been prepared by the Company auditor, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 12, 2015



By: Stuart W. Titus
Its: Director and President

Independent Auditor's Report

To the Board of Directors and Stockholders of Medical Marijuana, Inc.:

Report on the Financial Statements

I have audited the accompanying consolidated financial statements of Medical Marijuana, Inc., which comprise the balance sheet as of December 31, 2014, and the related statements of income, and cash flows for the period January 1, 2014 through December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to previously present fairly, in all material respects, the financial position of Medical Marijuana, Inc. as of December 31, 2014, and the results of its operations and its cash flows for the periods then ended in accordance with accounting principles generally accepted in the United States of America.

Anthony W. Imbimbo, CPA

Anthony W. Imbimbo, CPA, APC

San Diego, California
May 11, 2015

Medical Marijuana, Inc.
Balance Sheet
As of December 31, 2014

	TOTAL
ASSETS	
Current Assets	
Checking/Savings	$ 678,288
Accounts Receivable	1,455,838
Other Current Assets	
Inventory	3,322,197
Merchant Account Reserves	61,192
Notes and Loans Receivable	
Notes Receivable AXIM	1,023,538
Note Receivable MPSI	171,200
Notes Receivable - Officer - CanChew	503,563
Notes Receivable Haenepsource	243,996
Notes Receivable Wellness Managed Svcs	44,413
Total Notes and Loans Receivable	1,986,711
Deposits	107,363
Prepaid Assets	82,988
Total Other Current Assets	5,560,450
Total Current Assets	7,694,576
Total Fixed Assets Net of Accumulated Depreciation	1,927,675
Other Assets	
Notes Receivable Chicago Venture	7,499,205
Convertible Notes	920,028
Business Investments	
Kannaway LLC	100,000,000
Investments	30,417,671
Extract Dev, Marketing	3,524,085
HempVAP	4,726
HempMeds PX	271,099
Kannalife	500,000
Red Dice Holdings	2,327,632
CanChew Biotech	6,559,279
Business Investments - Other	4,443,556
Total Business Investments	148,048,048
Total Other Assets	156,467,281
TOTAL ASSETS	**$ 166,089,532**

Medical Marijuana, Inc.
Balance Sheet
As of December 31, 2014

	TOTAL
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	$ 1,720,352
Credit Cards	19,298
Other Current Liabilities	
Notes Payable	
Note Payable Tonaquint-Current Portion	1,806,667
Note Payable Cannavest	335,173
Total Notes Payable	2,141,840
Payroll Liabilities	89,260
Sales Tax Payable	7,004
Process Holding Account	65,599
Security Deposits Held	4,990
Total Other Current Liabilities	2,308,693
Total Current Liabilities	4,048,343
Long Term Liabilities	
Note Payable Chicago Venture	9,015,116
Notes Payable General Hemp	1,403,331
Notes Payable HDDC	13,459,989
Note Payable Tonaquint	602,222
Total Long Term Liabilities	24,480,658
Total Liabilities	$ 28,529,001
Equity	
Common Stock	$ 1,782,440
Additional Paid in Capital	110,977,751
Dividends Paid	(85,314)
Retained Earnings	24,928,124
Less: Non Ownership Portion of Subsidiaries	(42,471)
Total Equity	$ 137,560,531
TOTAL LIABILITIES & EQUITY	**$ 166,089,532**

Medical Marijuana, Inc.
Statement of Income
January 1, 2014 through December 31, 2014

	TOTAL
Ordinary Income/Expense	
Total Income	$ 14,522,894
Total COGS	$ 7,495,675
Gross Profit	$ 7,027,219
Expense	
Advertising and Promotion	$ 1,472,389
Automobile Expense	47,926
Bad Debt Expense	6,413
Bank Service Charges & Merchant Fees	844,672
Business License	34,653
Computer and Internet Expenses	338,625
Contributions	32,488
Depreciation Expense	167,054
Dues and Subscriptions	49,673
Insurance Expense	216,049
Janitorial Expenses	15,774
Legal & Professional Fees	2,504,896
Meals and Entertainment	55,752
Office Supplies	175,115
Payroll and Benefits	2,318,617
Postage and Delivery	22,125
Rent Expense	308,147
Repairs and Maintenance	14,071
Security	133,518
Small Equipment	6,593
Storage	10,882
Taxes	7,279
Telephone Expense	16,720
Travel Expense	735,203
Uniforms	4,133
Utilities	92,606
Total Expense	$ 9,631,371
Net Ordinary Loss	$ (2,604,152)
Other Income/Expense	
Other Income	
Other Income or Expense	
Interest Income	$ 534,621
Interest Expense	(620,482)
Interest Expense - Original Issue Discount	(371,111)
Loss on Adjustment of Inventory	(1,469,706)
Less: Non Ownership Portion of Subsidiaries	42,471
Total Other Income or Expense	$ (1,884,207)
Net Loss	**$ (4,488,359)**

The accompanying notes are an integral part of the financial statements

Medical Marijuana, Inc.
Statement Of Cash Flow
January 1, 2014 through December 31, 2014

	TOTAL
OPERATING ACTIVITIES	
Net Loss	$ (4,488,359)
Adjustments to reconcile Net Income to net cash provided by operations:	
Inventory Asset	(2,926,439)
Note Receivable	(6,394,009)
Accounts Receivable	(1,017,312)
Prepaid Expenses	(996,236)
Security Deposit	(4,861)
Accounts Payable	827,089
Process Holding Account:Process Holding Humboldt	65,599
Security Deposits Held	4,990
Credit Card Payable	24,234
Payroll Liabilities	89,260
Merchant Account Reserves:American Express	(163)
Sales Tax Payable	(347)
Notes and Loans Payable	7,724,550
Net cash provided by Operating Activities	$ (7,092,005)
INVESTING ACTIVITIES	
Business Investments:CanChew	(4,258,735)
Business Investments:Kannaway LLC	(100,000,000)
Business Investments:Red Dice Holdings	(877,632)
Fixed Assets	(638,818)
Net cash provided by Investing Activities	$ (105,775,185)
FINANCING ACTIVITIES	
Note Payable Chicago Venture	9,015,116
Note Payable Tonaquint	602,222
Common Stock	833,932
Additional Paid in Capital	103,286,980
Dividends Paid	(85,314)
Retained Earnings	(856,730)
Net cash provided by Financing Activities	$ 112,796,208
Net cash increase for period	$ (70,982)
Cash at beginning of period	$ 749,270
Cash at end of period	**$ 678,288**

The accompanying notes are an integral part of the financial statements

Medical Marijuana, Inc.
Balance Sheet
As of December 31, 2014

	Medical Marijuana, Inc.	CanChew Bio-Technologies, LLC	Hemp Vap	HempMedsPX 01	HempWire LLC	Kannaway LLC	MJNA Holdings	MJNA Investments LLC	Red Dice Holdings	Wellness Managed Services	TOTAL
ASSETS											
Current Assets											
Checking/Savings	$ 9,000	$ 160,187	$ 3,838	$ 44,991	$ 36,632	$ 23,170	$ 46,619	$ 318,000	$ 22,700	$ 13,151	$ 678,288
Accounts Receivable	-	188,908	261,187	583,977	154,812	213,954	-	-	-	52,999	1,455,838
Other Current Assets											
Inventory	-	273,653	99,189	2,671,586	-	212,042	-	-	59,600	6,127	3,322,197
Merchant Account Reserves	-	-	-	61,029	-	-	163	-	-	-	61,192
Notes and Loans Receivable											
Notes Receivable AXIM	-	1,023,538	-	-	-	-	-	-	-	-	1,023,538
Note Receivable MPSI	115,680	-	-	-	-	-	55,520	-	-	-	171,200
Notes Receivable - Officer - CanChew	-	503,563	-	-	-	-	-	-	-	-	503,563
Notes Receivable Haenepsource		-	-	79,276	-	-	164,720				243,996
Notes Receivable Wellness Managed Svcs		-	-	-	-	-	-			44,413	44,413
Total Notes and Loans Receivable	115,680	1,527,101	-	79,276	-	-	220,240	-	-	44,413	1,986,711
Deposits	-	-	-	96,302	-	6,500	-	-	-	4,561	107,363
Prepaid Assets	-	-	-	42,338	-	40,650	-	-	-	-	82,988
Total Other Current Assets	115,680	1,800,753	99,189	2,950,531	-	259,191	220,403	-	59,600	55,102	5,560,450
Total Current Assets	124,680	2,149,848	364,215	3,579,499	191,444	496,315	267,021	318,000	82,300	121,252	7,694,576
Total Fixed Assets Net of Accumulated Depreciation	282,406	-	-	659,470	-	952,926	-	-	(0)	32,872	1,927,675
Other Assets											
Note Receivable Chicago Venture	7,499,205	-	-	-	-	-	-	-	-	-	7,499,205
Convertible Notes	920,028	-	-	-	-	-	-	-	-	-	920,028
Business Investments											
Kannaway LLC	100,000,000	-	-	-	-	-	-	-	-	-	100,000,000
Investments	30,417,671	-	-	-	-	-	-	-	-	-	30,417,671
Extract Dev, Marketing	3,524,085	-	-	-	-	-	-	-	-	-	3,524,085
HempVAP	4,726	-	-	-	-	-	-	-	-	-	4,726
HempMeds PX	271,099	-	-	-	-	-	-	-	-	-	271,099
Kannalife	500,000	-	-	-	-	-	-	-	-	-	500,000
Red Dice Holdings	2,327,632	-	-	-	-	-	-	-	-	-	2,327,632
CanChew Biotech	6,559,279	-	-	-	-	-	-	-	-	-	6,559,279
Business Investments - Other	184,821	4,258,735	-	-	-	-	-	-	-	-	4,443,556
Total Business Investments	143,789,313	4,258,735	-	-	-	-	-	-	-	-	148,048,048
Total Other Assets	152,208,546	4,258,735	-	-	-	-	-	-	-	-	156,467,281
TOTAL ASSETS	**$ 152,615,632**	**$ 6,408,583**	**$ 364,215**	**$ 4,238,970**	**$ 191,444**	**$ 1,449,242**	**$ 267,021**	**$ 318,000**	**$ 82,300**	**$ 154,124**	**$ 166,089,532**

Medical Marijuana, Inc.
Balance Sheet
As of December 31, 2014

	Medical Marijuana, Inc.	CanChew Bio-Technologies, LLC	Hemp Vap	HempMedsPX 01	HempWire LLC	Kannaway LLC	MJNA Holdings	MJNA Investments LLC	Red Dice Holdings	Wellness Managed Services	TOTAL
LIABILITIES & EQUITY											
Liabilities											
Current Liabilities											
Accounts Payable	$ -	$ -	$ -	$ 865,652	$ 136,991	$ 221,633	$ 338,241	$ -	$ 120,294	$ 37,540	$ 1,720,352
Credit Cards	-	-	-	(2,693)	-	-	-	-	21,991	-	19,298
Other Current Liabilities											
Notes Payable											
Note Payable Tonaquint-Current Portion	1,806,667	-	-	-	-	-	-	-	-	-	1,806,667
Note Payable/Receivable Intercompany	(6,722,412)	266		5,244,983	15,342	119,436	233,574	447,311	661,500	-	-
Note Payable Cannavest	-	-	-	-	-	-	-	-	335,173	-	335,173
Total Notes Payable	(4,915,746)	266	-	5,244,983	15,342	119,436	233,574	447,311	996,673	-	2,141,840
Payroll Liabilities	-	-	-	73,754	-	13,719	-	-	1,787	-	89,260
Sales Tax Payable	-	-	-	(2,191)	-	-	3,243	-	5,737	215	7,004
Process Holding Account	-	-	-	-	-	-	65,599	-	-	-	65,599
Security Deposits Held	-	-	-	-	-	-	4,990	-	-	-	4,990
Total Other Current Liabilities	(4,915,746)	266	-	5,316,546	15,342	133,155	307,405	447,311	1,004,197	215	2,308,693
Total Current Liabilities	(4,915,746)	266	-	6,179,505	152,333	354,788	645,647	447,311	1,146,482	37,755	4,048,343
Long Term Liabilities											
Loan Payable Chicago Venture	9,015,116	-	-	-	-	-	-	-	-	-	9,015,116
Notes Payable General Hemp	1,403,331	-	-	-	-	-	-	-	-	-	1,403,331
Notes Payable HDDC	13,431,989	-	-	-	-	-	-	-	-	28,000	13,459,989
Note Payable Tonaquint	602,222	-	-	-	-	-	-	-	-	-	602,222
Total Long Term Liabilities	24,452,658	-	-	-	-	-	-	-	-	28,000	24,480,658
Total Liabilities	$ 19,536,912	$ 266	$ -	$ 6,179,505	$ 152,333	$ 354,788	$ 645,647	$ 447,311	$ 1,146,482	$ 65,755	$ 28,529,001
Equity											
Common Stock	$ 1,782,440	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 1,782,440
Additional Paid in Capital	102,546,349	7,220,968	-	-	-	1,097,800	-	-	-	112,634	110,977,751
Dividends Paid	-	-	-	-	-	-	-	-	(85,314)	-	(85,314)
Retained Earnings	28,749,931	(812,651)	371,955	(1,905,805)	39,111	(3,346)	(378,625)	(129,311)	(978,869)	(24,265)	24,928,124
Less: Non Ownership Portion of Subsidiaries	-	-	(7,740)	(34,731)	-	-	-	-	-	-	(42,471)
Total Equity	$ 133,078,720	$ 6,408,317	$ 364,215	$ (1,940,536)	$ 39,111	$ 1,094,454	$ (378,625)	$ (129,311)	$ (1,064,182)	$ 88,369	$ 137,560,531
TOTAL LIABILITIES & EQUITY	**$ 152,615,632**	**$ 6,408,583**	**$ 364,215**	**$ 4,238,970**	**$ 191,444**	**$ 1,449,242**	**$ 267,021**	**$ 318,000**	**$ 82,300**	**$ 154,124**	**$ 166,089,532**

Medical Marijuana, Inc.
Statement of Income
January 1, 2014 through December 31, 2014

	Medical Marijuana, Inc.	CanChew Bio-Technologies, LLC	Hemp Vap	HempMedsPX 01	HempWire LLC	Kannaway LLC	MJNA Holdings	MJNA Investments LLC	Red Dice Holdings	Wellness Managed Services	TOTAL
Ordinary Income/Expense											
Total Income	$ -	$ 352,153	$ 1,146,823	$ 10,629,733	$ 218,812	$ 52,608	$ 736,571	$ -	$ 1,117,006	$ 269,187	$ 14,522,894
Total COGS	$ -	$ 12,347	$ 779,414	$ 5,814,905	$ 164,334	$ 44,327	$ 554	$ -	$ 628,587	$ 51,209	$ 7,495,675
Gross Profit	$ -	$ 339,806	$ 367,410	$ 4,814,828	$ 54,478	$ 8,282	$ 736,017	$ -	$ 488,419	$ 217,978	$ 7,027,219
Expense											
Advertising and Promotion	$ 52,397	$ 168,089	$ 2,313	$ 1,021,075	$ -	$ 4,312	$ 159,500	$ -	$ 36,266	$ 28,437	$ 1,472,389
Automobile Expense	1,770	242	-	1,911	-	-	-	407	37,997	5,599	47,926
Bad Debt Expense	-	-	-	-	-	-	-	-	6,413	-	6,413
Bank Service Charges & Merchant Fees	730	8,517	167	175,062	25	18,044	605,752	398	34,494	1,483	844,672
Business License	6,072	4,711	-	13,420	-	-	8,837	-	120	1,493	34,653
Computer and Internet Expenses	6,203	-	-	307,960	-	621	22,662	-	-	1,179	338,625
Contributions	23,450	-	-	7,295	-	-	-	-	1,743	-	32,488
Depreciation Expense	99,572	-	-	57,605	-	-	-	-	9,877	-	167,054
Dues and Subscriptions	5,829	400	-	33,260	-	-	-	-	5,000	5,185	49,673
Insurance Expense	101,462	30,000	-	70,303	-	-	-	265	3,803	10,216	216,049
Janitorial Expenses	-	-	-	15,774	-	-	-	-	-	-	15,774
Legal & Professional Fees	392,547	287,637	-	1,131,535	15,342	39,973	267,280	84,020	289,059	(2,497)	2,504,896
Meals and Entertainment	9,505	1,117	-	36,221	-	-	-	6,338	1,557	1,014	55,752
Office Supplies	39,609	24,083	715	61,643	-	-	127	19,720	24,558	4,659	175,115
Payroll and Benefits	62,647	-	-	1,883,912	-	31,719	-	-	174,318	166,021	2,318,617
Postage and Delivery	6,889	2,367	-	10,149	-	150	395	-	-	2,175	22,125
Rent Expense	-	2,771	-	263,729	-	7,919	22,775	-	6,886	4,066	308,147
Repairs and Maintenance	-	-	-	10,568	-	-	150	-	1,817	1,536	14,071
Security	5,475	-	-	107,310	-	-	20,606	-	-	127	133,518
Small Equipment	-	-	-	4,250	-	700	-	-	-	1,643	6,593
Storage	-	-	-	10,882	-	-	-	-	-	-	10,882
Taxes	557	-	-	975	-	-	61	3,591	2,100	(4)	7,279
Telephone Expense	1,115	340	-	9,631	-	38	-	646	3,018	1,931	16,720
Travel Expense	24,216	18,907	-	643,656	-	3,141	6,392	10,762	9,496	18,633	735,203
Uniforms	-	-	-	200	-	-	-	-	166	3,767	4,133
Utilities	8,912	346	-	73,356	-	152	105	3,164	5,824	747	92,606
Total Expense	$ 848,956	$ 549,526	$ 3,195	$ 5,951,682	$ 15,367	$ 106,769	$ 1,114,642	$ 129,312	$ 654,511	$ 257,411	$ 9,631,371
Net Ordinary Income (Loss)	$ (848,956)	$ (209,720)	$ 364,215	$ (1,136,854)	$ 39,111	$ (98,487)	$ (378,624)	$ (129,312)	$ (166,092)	$ (39,432)	$ (2,604,152)
Other Income/Expense											
Other Income											
Other Income or Expense											
Interest Income	$ 506,806	$ 27,101	$ -	$ 2	$ -	$ -	$ -	$ -	$ 0	$ 711	$ 534,621
Interest Expense	(636,421)	-	-	(1)	-	-	-	-	19,116	(3,176)	(620,482)
Interest Expense - Original Issue Discount	(371,111)	-	-	-	-	-	-	-	-	-	(371,111)
Loss on Adjustment of Inventory	-	(570,465)	-	(899,241)	-	-	-	-	-	-	(1,469,706)
Less: Non Ownership Portion of Subsidiaries	-	-	7,740	34,731	-	-	-	-	-	-	42,471
Total Other Income or Expense	$ (500,726)	$ (543,364)	$ 7,740	$ (864,509)	$ -	$ -	$ -	$ -	$ 19,116	$ (2,465)	$ (1,884,207)
Net Income (Loss)	**$ (1,349,682)**	**$ (753,084)**	**$ 371,955**	**$ (2,001,362)**	**$ 39,111**	**$ (98,487)**	**$ (378,624)**	**$ (129,312)**	**$ (146,976)**	**$ (41,897)**	**$ (4,488,359)**

Medical Marijuana, Inc.
Statement Of Cash Flow
January 1, 2014 through December 31, 2014

	Medical Marijuana, Inc.	CanChew Bio-Technologies, LLC	Hemp Vap	HempMedsPX 01	HempWire LLC	Kannaway LLC	MJNA Holdings	MJNA Investments LLC	Red Dice Holdings	Wellness Managed Services	TOTAL
OPERATING ACTIVITIES											
Net Loss	$ (1,349,683)	$ (753,084)	$ 371,955	$ (2,001,362)	$ 39,111	$ (98,487)	$ (378,624)	$ (129,312)	$ (146,976)	$ (41,897)	$ (4,488,359)
Adjustments to reconcile Net Income											
to net cash provided by operations:											
Inventory Asset	31,248	(254,535)	(99,189)	(2,544,225)	-	5,989	-	-	(59,600)	(6,127)	(2,926,439)
Note Receivable	(4,522,979)	(1,527,101)	-	(79,276)	-	-	(220,240)	-	-	(44,413)	(6,394,009)
Accounts Receivable		(188,908)	(261,187)	(433,796)	(154,812)	74,390	-	-	-	(52,999)	(1,017,312)
Prepaid Expenses	(920,028)	-	-	(76,208)	-	-	-	-	-	-	(996,236)
Security Deposit		-	-	(300)	-	-	-	-	-	(4,561)	(4,861)
Accounts Payable	-	-	-	255,575	136,991	(61,552)	338,241	-	120,294	37,540	827,089
Process Holding Account:Process Holding Humboldt	-	-	-	-	-	-	65,599	-	-	-	65,599
Security Deposits Held	-	-	-	-	-	-	4,990	-	-	-	4,990
Credit Card Payable	-	-	-	2,243	-	-	-	-	21,991	-	24,234
Payroll Liabilities	-	-	-	73,754	-	13,719	-	-	1,787	-	89,260
Merchant Account Reserves:American Express	-	-	-	-	-	-	(163)	-	-	-	(163)
Sales Tax Payable	-	-	-	(9,540)	-	-	3,243	-	5,737	213	(347)
Notes and Loans Payable	636,911	(99,754)	-	5,260,639	15,342	115,066	211,726	447,312	996,673	140,634	7,724,550
Net cash provided by Operating Activities	$ (6,124,531)	$ (2,823,382)	$ 11,578	$ 447,505	$ 36,632	$ 49,125	$ 24,771	$ 318,000	$ 939,907	$ 28,389	$ (7,092,005)
INVESTING ACTIVITIES											
Business Investments:CanChew	-	(4,258,735)	-	-	-	-	-	-	-	-	(4,258,735)
Business Investments:Kannaway LLC	(100,000,000)	-	-	-	-	-	-	-	-	-	(100,000,000)
Business Investments:Red Dice Holdings	(877,632)	-	-	-	-	-	-	-	-	-	(877,632)
Fixed Assets	12,760	-	-	(584,308)	-	(34,398)	-	-	0	(32,872)	(638,818)
Net cash provided by Investing Activities	$ (100,864,872)	$ (4,258,735)	$ -	$ (584,308)	$ -	$ (34,398)	$ -	$ -	$ 0	$ (32,872)	$ (105,775,185)
FINANCING ACTIVITIES											
Note Payable Chicago Venture	9,015,116	-	-	-	-	-	-	-	-	-	9,015,116
Note Payable Tonaquint	602,222	-	-	-	-	-	-	-	-	-	602,222
Common Stock	833,932	-	-	-	-	-	-	-	-	-	833,932
Additional Paid in Capital	96,066,012	7,220,968	-	-	-	-	-	-	-	-	103,286,980
Dividends Paid	-	-	-	-	-	-	-	-	(85,314)	-	(85,314)
Retained Earnings	-	-	(7,740)	(34,731)	-	-	-	-	(831,893)	17,634	(856,730)
Net cash provided by Financing Activities	$ 106,517,282	$ 7,220,968	$ (7,740)	$ (34,731)	$ -	$ -	$ -	$ -	$ (917,206)	$ 17,634	$ 112,796,208
Net cash increase for period	$ (472,120)	$ 138,852	$ 3,838	$ (171,534)	$ 36,632	$ 14,727	$ 24,771	$ 318,000	$ 22,700	$ 13,151	$ (70,982)
Cash at beginning of period	$ 481,120	$ 21,335	$ -	$ 216,525	$ -	$ 8,442	$ 21,847	$ -	$ -	$ -	$ 749,270
Cash at end of period	**$ 9,000**	**$ 160,186**	**$ 3,838**	**$ 44,991**	**$ 36,632**	**$ 23,170**	**$ 46,619**	**$ 318,000**	**$ 22,700**	**$ 13,151**	**$ 678,288**

MEDICAL MARIJUANA, INC.

Notes to Financial Statements

Note 1: Summary of Significant Accounting Policies

Nature of Operations.

Medical Marijuana Inc. (“MJNA” or “Company”) is an Oregon corporation, which through its subsidiaries and investment holdings, is comprised of a diversified portfolio of products, services, technology and businesses solely focused on the cannabis and hemp industries. These products range from patented and proprietary cannabinoid-based products, to whole plant or isolated high value extracts specifically manufactured and formulated for the pharmaceutical, nutraceutical and cosmeceutical industries.

The Company’s services are extensive and varied, ranging from medical clinic management to the capitalization and development of existing industry business and product leaders. Services include development of cannabinoid-based health and wellness products, and the development of medical-grade cannabinoid compounds. Finally, MJNA services include the licensing of its proprietary testing, genetics, labeling, and packaging, tracking, production and standardization methods for the medicinal cannabinoid industry.

Basis of Financial Statement Presentation. The accompanying financial statements have been prepared on the accrual basis. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

Cash Equivalents. Holdings of highly liquid investments with maturities of three months or less when purchased are considered to be cash equivalents.

Marketable Securities. Management classifies all investments as available-for-sale. Available-for-sale securities are carried at fair value.

Inventories. Inventories are valued at cost. Inventory consists of finished goods and raw materials.

Property, Plant, and Equipment. Property, plant, and equipment are recorded at cost less depreciation and amortization. Depreciation and amortization are primarily accounted for on the straight-line method based on estimated useful lives. The amortization of leasehold improvements is based on the shorter of the lease term or the life of the improvement. Betterments and large renewals which extend the life of the asset are capitalized whereas maintenance and repairs and small renewals are expensed as incurred.

Revenue Recognition. Revenue is recognized in the financial statements (and the customer billed) either when materials are shipped from stock or when the vendor bills the Company for the order. Net sales are arrived at by deducting discounts, and sales taxes from gross sales.

Supplementary Information. A breakdown of consolidating balance sheet by subsidiary has been included along with consolidating statements of income and cash flow.

Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 2: Inventories

Inventories are comprised of hemp-based raw materials and finished goods. Inventory is valued at cost.

Note 3: Warrants, Options and Stock-Based Compensation.

At December 31, 2014 the Company had no warrants or options outstanding. For the period ending December 31, 2014 the Company paid $62,397 in stock-based compensation through the issuance of 484,969 restricted shares of its common stock.

Note 4: Common Stock

The Company has 5,000,000,000 authorized shares of common stock and 1,782,440,181 shares outstanding as of December 31, 2014.

Note 5: Notes Payable – Short Term

Short term notes payable of $2,141,840 consists of; (i) $1,806,667 representing the current portion of a convertible note having a balance due at year end totaling $2,408,889, which includes interest accrued thereon. The note is convertible at the holder's option, any time after October 23, 2015, at a conversion price equal to the lesser of 70% of the average of the three (3) lowest closing bid prices in the 20-days prior to conversion or the price for which the Company has issued shares to any party other than the lender. The note bears interest at the rate of 8% per annum, matures on April 23, 2016, and requires minimum monthly payments of $150,556 plus interest. The Company is current on its monthly installment payments on the note (see also Footnote 6 –"Notes Payable – Long Term"); and (ii) a note payable totaling $335,173, which includes interest accrued thereon.

Note 6: Notes Payable – Long Term

Long term notes payable totaling $24,480,658 consist of promissory notes and the non-current portion of promissory notes payable. At December 31, 2014 long term notes payable consists of; (i) a convertible note having a balance of $9,015,116 including interest as of December 31, 2014. The note is convertible at the holder's option, any time after August 17, 2014, at a conversion price equal to the lesser of 70% of the average of the three (3) lowest closing bid prices in the 20-days prior to conversion or the price for which the Company has issued shares to any party other than the lender. The note accrues interest at the rate of 8% per annum until maturity on February 17, 2016 and is secured by notes receivable owned by the Company that were issued to it by the lender. (see also Footnote 7 – "Notes Receivable"); (ii) $602,222 representing the non-current portion of a convertible note having a balance due at year end totaling $2,408,889, which includes interest accrued thereon. The note is convertible at the holder's option, any time after October 23, 2015, at a conversion price equal to the lesser of 70% of the average of the three (3) lowest closing bid prices in the 20-days prior to conversion

or the price for which the Company has issued shares to any party other than the lender. The note bears interest at the rate of 8% per annum, matures on April 23, 2016, requires minimum monthly payments of $150,556 plus interest. The Company is current on its monthly installment payments on the note. (see also Footnote 5 – "Notes Payable – Short Term"); (iii) notes totaling $1,403,331 owed to General Hemp, LLC. The notes bear interest of 0% up to December 31, 2014 and shall bear interest at the rate of 8% per annum, payable quarterly thereafter until maturity on January 1, 2017. (see also Footnote 8 – "Related Party Transactions"); and (iv) notes totaling $13,459,989 owed to HDDC. (see also Footnote 8 – "Related Party Transactions"). The notes bear interest of 0% up to December 31, 2014 and shall bear interest at the rate of 8% per annum thereafter, payable quarterly until maturity on January 1, 2017. (see also Footnote 8 – "Related Party Transactions")

The Company, HDDC and General Hemp, LLC are engaged in discussions to retire or restructure the $14,863,320 of debt owed by the Company to HDDC and General Hemp.

Note 7: Notes Receivable

Notes receivable totaling $9,485,916 consist of the following; (i) a demand note totaling $1,023,538, including interest accrued thereon, payable by Axim Biotechnologies, Inc. (OTCBB: AXIM) to Canchew® Biotechnologies, LLC, a subsidiary of which the Company owns 50%. The Note accrues interest at the rate of 4% per annum until payable upon demand; (ii) seven (7) notes payable issued by Chicago Venture Partners, LLC that each accrues interest at the rate of 8% per annum and mature on February 17, 2016. The notes serve as collateral for that certain note payable owed by the Company totaling $9,015,116 as of December 31, 2014. (see also Footnote 6 – "Notes Payable – Long Term", paragraph (i)) The Notes are secured by a 60% interest in Typenex Medical, LLC, a limited liability company engaged in the medical device manufacturing business; (iii) a demand note totaling $171,200 payable by MPS International, Inc., a company 50% owned by Wellness Managed Services, LLC, a limited liability company 80% owned by the Company. The note accrues interest beginning on January 1, 2015 at the rate of 4% per annum until payable upon demand; (iv) a demand note totaling $503,563, including interest accrued thereon, payable by the Chief Executive Officer of Axim Biotechnologies, Inc. to Canchew® Biotechnologies, LLC, a subsidiary of which the Company owns 50%. The Note accrues interest at the rate of 4% per annum until payable upon demand; (v) a demand note totaling $243,996, including interest accrued thereon, payable by Haenepsource, LLC. The Note accrues interest at the rate of 4% per annum until payable upon demand; and (vi) a demand note totaling $44,413 payable by Wellness Managed Services, LLC, a limited liability company 80% owned by the Company. The note accrues interest beginning on January 1, 2015 at the rate of 4% per annum until payable upon demand.

Note 8: Related Party Transactions

The Company has notes owing totaling $1,403,331 owed to General Hemp, LLC (see also Footnote 6 – "Notes Payable – Long Term"). The notes bear interest of 0% up to December 31, 2014 and shall bear interest at the rate of 8% per annum, payable quarterly thereafter until maturity on January 1, 2017. The Company also has notes owing totaling $13,459,989 owed to HDDC (see also Footnote 6 – "Notes Payable – Long Term"). The notes bear interest of 0% up to December 31, 2014 and shall bear interest at the rate of 8% per annum, payable quarterly thereafter until maturity on January 1, 2017. General Hemp, LLC is under common control with Hemp Deposit and Distribution Corporation ("HDDC"). HDDC is an affiliate of the Company by virtue of its ownership interest, which exceeds 10%.

Canchew® Biotechnologies, LLC loaned $500,000 to its Chief Executive Officer (who is also the Chief Executive Officer of Axim Biotechnologies, Inc.) in the form of a demand note. The balance due on the note totals $503,563, including interest accrued thereon, as of December 31, 2014. The Note accrues interest at the rate of 4% per annum until payable upon demand. (see also Footnote 7 – "Notes Receivable", paragraph (iv))

On December 26, 2014, the Company entered into a Sale of Membership Interest Agreement whereby it purchased 100% of the membership interests of Kannaway, LLC from General Hemp, LLC for a purchase price of 833,333,333 restricted shares of Medical Marijuana, Inc.'s common stock valued at $.12 per share ($100,000,000) as of the closing of the transaction. Prior to entering into the transaction the Company obtained an independent third-party valuation report from Houlihan Capital regarding the valuation of Kannaway, LLC. The valuation report concluded that the Fair Value of Kannaway, LLC ranged from $119.6MM to $242.7MM. Further, as part of the Agreement, General Hemp, LLC agreed to forgive $116,000 in debt owed by Medical Marijuana, Inc. to General Hemp, LLC and to indemnify, defend, and hold Medical Marijuana, Inc. harmless from all liabilities and damages arising from or relating to the action entitled CannaVest Corporation v. KannaWay, LLC. (see also Footnote 10 – "Litigation"). General Hemp, LLC is under common control with Hemp Deposit and Distribution Corporation ("HDDC"). HDDC was an affiliate of the Company as of the date of the Kannaway acquisition.

Note 9: Stock Issuances

For the period ending December 31, 2104 the Company issued 833,932,220 restricted shares of its common stock, which includes 833,333,333 shares issued for the purchase of Kannaway, LLC. (see also Footnote 8 – "Related Party Transactions")

Note 10: Litigation

The Company is currently involved in a number of legal actions. The following is a summary of pending significant actions.

Roen v. Medical Marijuana, Inc. Medical Marijuana, Inc. has been named as a defendant in a complaint filed by ROEN Ventures, LLC in a civil action filed in the District Court, County of Clark, State of Nevada. The complaint seeks damages for Breach of Contract and requests Specific Performance relating to alleged convertible notes. Medical Marijuana, Inc. has filed a third party complaint in the action against Bart P. Mackay, Michael Mona, Jr., Michael Mona, III, MAI Dun Limited, LLC, Mercia Holdings, LLC, and MIK-NIK Trust seeking damages arising from allegations of Misrepresentation, Defamation, Breach of Fiduciary Duty, Intentional Interference with Contracts, Misappropriation of Trade Secrets and Conversion.

CannaVest v. Kannaway. LLC. Kannaway, LLC has been named as a defendant in the United States District Court, Southern District of California for Trademark Infringement. The action involves the mark "Cannabis Beauty" and CannaVest has obtained an injunction enjoining Kannaway, LLC from using the mark pending the outcome of the litigation. Kannaway, LLC has filed a cross-complaint against CannaVest and Mr. Mona, Jr. seeking damages relating to the action.

Hempmeds PX, LLC v. CannaVest Corp. Hempmeds, PX, LLC has filed an arbitration action against CannaVest Corp. for damages arising from the distribution agreement between the two companies.

Medical Marijuana, Inc. & HempMeds PX, LLC v. CannaVest Corp. Medical Marijuana, Inc. & HempMeds PX, LLC have filed an opposition in the United States Patent and Trademark Officer contesting CannaVest's application for the RSHO trademark based upon prior use by Medical Marijuana, Inc.

Medical Marijuana, Inc. & HempMeds PX, LLC v. CannLabs, Inc. Medical Marijuana, Inc. has filed a $100,000,000 California Superior Court libel action against CannLabs, Inc., Rifle Mountain, LLC, Stewart Environmental Services, Inc., Genifer Murray, Jason Cranford, Project CBD.com, Aaron Miguel Cantu and Martin Lee for damages resulting from false and libelous statements made by the defendants in regard to HempMeds PX, LLC's RSHO product. (see also Footnote 12 – "Subsequent Events")

The Company intends to vigorously defend and prosecute all of the aforementioned actions.

Note 11: Extraordinary Income (Loss)

The Company recorded an expense of $1,469,706 as an adjustment to inventory after concluding its year end physical inventory and conducting a reconciliation against inventory projected for its year end financials. The Company determined that a one-time inventory adjustment was appropriate as a result of untracked samples and trade show product that were not accurately inventoried. In addition, a variance in raw oil that was transferred to a separate subsidiary and not accurately reflected in the Company's inventory tracking system was discovered. The issues that lead to this adjustment have been identified and remedied and the Company does not anticipate any need for further adjustments.

Note 12: Subsequent Events

The Company recently settled a portion of its action in the case of "Medical Marijuana, Inc. & HempMeds PX, LLC v. Cannlabs". Settlements were reached with Stewart Environmental Services, Inc. and Jason Cranford. The Company intends to vigorously pursue its claims against the remaining defendants in the action. (see also Footnote 10 – "Litigation")