CANNAGROW HOLDINGS, INC.

ANNUAL INFORMATION AND DISCLOSURE STATEMENT
For the period ended June 30, 2015

THIS STATEMENT HAS NOT BEEN FILED WITH FINRA OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended.

1). Name of the issuer and its predecessor (if any).

Name of issuer:

CannaGrow Holdings, Inc.

Predecessors: Topper's Brick Oven Pizza, Inc.

Famous Food Group, Inc.,---Name change effective on February 21, 2003

Kootenai Corp.---Name change effective on June 22, 2006

BizAuctions, Inc.---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.---Name change effective on November 1, 2014

2). Address of the issuer's principal executive offices.

Company Headquarters

CannaGrow Holdings, Inc.
12835 E. Arapahoe Rd., Tower II Suite 800
Centennial, Co. 80112
Telephone: 720-486-5309
Facsimile: 702-214-3420
Email: delmar@cannagrowholdings.com
Issuer website:
www.cannagrowholdings.com

Investor Relations Contact:

Delmar Janovec
12835 E. Arapahoe Rd., Tower II, Suite 800
Centennial, CO 80112
TEL: 720-486-5309 / FAX: 702-214-3420
Email: info@cannagrowholdings.com

3). **Security Information.**

Trading Symbol: CGRW

Exact Title and Class of Securities Outstanding:

Authorized common shares: 500,000,000 shares,

Authorized Preferred Series: 150,000,000 shares,

CUSIP Number: 13765E 107

Par or Stated Value of Common stock: Par value is $0.001

Par or Stated Value of Preferred stock: Par value is $0.001

Series A Preferred Shares:
Total Number Authorized: 100,000,000
Total Number Outstanding: 42,000,000
No CUSIP

Series B Preferred Shares:
Total Number Authorized: 5,000,000
Total Number Outstanding: 0
No CUSIP

Series C Preferred Shares
Total Number Authorized: 20,000,000
Total Number Outstanding: 185,000
No CUSIP

Series D Preferred Shares
Total Number Authorized: 25,000,000
Total Number Outstanding: 10,000,000
No CUSIP

No other shares of Preferred Stock have been issued or are outstanding.

Total Shares Authorized: As of June 30, 2015, (a) 500,000,000 common shares and (b) 150,000,000 preferred shares.

Total Shares Outstanding: As of June 30, 2015, (a) 102,073,434 common shares and (b) 52,185,000 of preferred shares are outstanding.

Transfer Agent:
Interwest Transfer Co., Inc.
1981 Murray Holladay Rd., Suite 100
Salt Lake City, UT 84117
Telephone: 801-272-9294

Facsimile: 801-277-3147

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

The Company received notice on or about March 26, 2015, through the law firm of Clyde Snow & Sessions, counsel to the Company for the DTC Chill Deposit matter, that DTCC will be lifting the electronic Deposit Chill on the Company's common stock. The electronic Deposit Chill was lifted by DTCC in March of 2015.

The Issuer has not been subject to any trading suspension orders issued by the SEC in the past 12 months.

4). Issuance History.

The following events resulted in changes in total shares outstanding by the issuer (1) in the past two-year period ending on the last day of the issuer's most recent fiscal year, and (2) since the last day of the issuer's most recent fiscal year:

(1) Issuances of common stock during the two-year period ended December 31, 2014 and December 31, 2013:

Issuances of common stock during the calendar year 2014:

The Issuer issued in April of 2014, 9,800,000 shares of common stock, at $0.0085 cents, per share, to an accredited investor, Desert Vista Capital LLC, for a partial reduction of a note payable in the amount of $83,315. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in June of 2014, 5,000,000 shares of common stock, at $0.01 cents, per share, to an accredited investor, Desert Vista Capital LLC, for a partial reduction of a note payable in the amount of $50,000. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in June of 2014, 6,440,000 shares of common stock, at $0.01 cents, per share, to an accredited investor, Akron Associates, Inc., for a partial reduction of a note payable in the amount of $64,440. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

The Issuer issued in August of 2014, 5,000,000 shares of common restricted stock, at par value of $0.001 cents, per share, to a consultant, Dr. John P. Janovec, for consultant work performed to date and to be performed over the term of the agreement. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

The Issuer issued in August of 2014, 2,500,000 shares of common restricted stock, at par value of $0.001 cents, per share, to a consultant, Jason Wells, for consultant work performed to date, and to be performed over the term of the agreement. The stock was issued with legend and as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

Issuances of preferred series stock during the calendar year 2014:

The Issuer issued in December of 2014, 50,000 shares of Preferred Series C Stock, at face value of $5.00 per share when converting to common stock, to Mark One Foods, Inc. for the world-wide licensing rights to utilize the Candwich patented packaging systems for potential products to be produced by the Company. The stock was issued as a private sale exempt from registration under Section 4(2) of the Securities Act of 1933.

Issuances of common stock during the calendar year 2013:

There were no issuances of stock during this calendar year.

5). Financial Statements.

The unaudited CannaGrow Holdings, Inc., Financial Statements for the period ended June 30, 2015, and December 31, 2014, ("Financial Statements"), were posted on the OTC Disclosure & News Service on August 18, 2015, and are incorporated by reference herein.

The Financial Statements include:

1] Consolidated Balance Sheets for the quarter-ended June 30, 2015 and year-ended December 31, 2014,

2] Consolidated Statement of Loss for the quarter-ended June 30, 2015 and year-ended December 31, 2014,

3] Consolidated Statement of Changes in Stockholders' Deficit for quarter ended June 30, 2015 and year-ended December 31, 2014,

4] Consolidated Statements of Cash Flows for the quarter ended June 30, 2015 and year-ended December 31, 2014,

5] Notes to Consolidated Financial Statements for the quarter-ended June 30, 2015 and year-ended December 31, 2014.

Legal Proceeding.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, Lucky 7's, Inc., a Nevada Corporation, and Delmar Janovec, an individual. The complaint was filed on July 27, 2012 in the District Court, Clark County, Nevada, Case No. A-12-665844-B. The complaint is for breach of fiduciary duty for Lucky 7's, misappropriation, conversion and waste of corporation assets, unjust enrichment, misrepresentation and fraud, and attorney fees.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, and Delmar Janovec, an individual. The complaint was filed on August 21, 2012 in the District Court, Clark County, Nevada, Case No. A-12-667160-C. The complaint is for breach of promissory note contracts, breach of implied covenant of good faith and fair dealing, unjust enrichment, misrepresentation and fraud, and attorney fees.

The Company, Delmar Janovec, and the Plaintiffs through their counsels entered into preliminary discussions for a settlement of these complaints in late January 2015. In April, 2015, the parties came to an agreement (Settlement Agreement and Release of Claims) as a compromise and settlement of the Parties' respective claims. As the Agreement reflected a compromise and settlement of the Parties' respective claims, no parties were deemed to have prevailed in regard to the claims or to have been a prevailing party.

Plaintiff agreed to accept the sum of $225,000.00 (Settlement Amount) as a compromised payment in full satisfaction of all sums due pursuant to the various Promissory Notes and all of its claims again the Company and other Defendants. The first payment of $35,000.00 was due within seven (7) calendar days of the execution of the settlement agreement in April 2015. Monthly payments of $8,500.00 are due on the 15th of each month until paid in full. The referenced payments have been made pursuant to the settlement agreement and prior to the filing of this report.

As part of the Settlement Agreement, the Company agreed to execute a Confession of Judgment in the amount of $1,000,000.00 (Judgement Amount). Delmar Janovec, individually, agreed to a Confession of Judgment and agreed to be individually liable for a portion of the Judgment Amount in the amount of $400,000.00. The Confession of Judgments will only be filed if the parties are in default on the terms of the Settlement Agreement entered into between the Parties, and after written notice of default is received and not cured within 10 days. Upon payment in full of the Settlement Amount, all stock held by the Plaintiff in CannaGrow Holdings, Inc. and Lucky 7's Inc. will be returned to the respective companies.

Other Matters.

The Company filed to amend its articles of incorporation with the State of Delaware on August 11, 2015, whereby amending its articles of incorporation after receiving written consent by more than 70% of the shareholders of the Company, to reduce the authorized common stock from Five Hundred Million, (500,000,000), to Three Hundred Million, (300,000,000) shares with an effective date of September 22, 2015. Shareholders of record as of August 7, 2015, will be given notice of this corporate action by regular mail. The Company was not required to file a Notice of Corporate Action with FINRA.

6). **Describe the Issuer's Business, Products and Services.**

The Nature of the Issuer's Operations.

The issuer's predecessor corporation, Topper's Brick Oven Pizza, Inc., was incorporated on May 5, 1995.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

Business State of Incorporation.

The Issuer is a Delaware corporation organized by the filing of the Articles of Incorporation with the Secretary of State of Delaware on May 5, 1995.

The Issuer's fiscal year-end is December 31.

Business's Primary and Secondary SIC Codes.

The issuer's Primary SIC Code 7389, and its Secondary SIC code is 7380. The Issuer recently redefined its business model, and is a service provider and consultant. The Issuer currently has a total of three (3) employees offering services in the areas of executive management, business development, sales, and marketing. The Issuer is not, nor has been at any time, in the last five years, a "shell company".

Principal products or services, and their markets.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

7). **Describe the issuer's facilities.**

The Issuer's executive office is located at 12835 E. Arapahoe Rd., Suite 2-#800, Centennial, Co. The premises consist of approximately 150 square feet. The term is on a 12 month lease through July 7 of 2015 with an option for an additional 12 month period through July 7 of 2016.

The Issuer has warehouse space located at 5180 Russell Rd. consisting of 200 sq. ft. and is on a month-to-month basis.

The Issuer owns and leases equipment as is required for its projects that it undertakes.

8). **Officers, Directors, and Control Persons.**

A. Names of Officers, Directors and Control Persons owning more than 5% of the Issued and Outstanding at June 30, 2015.

Delmar Janovec is the Chief Executive Officer, Chief Financial Officer, Secretary, Sole Director, and Control Person of the Issuer and has been since June of 2006.

Delmar Janovec is a control person and beneficial owner of 33,349,289 shares of common stock as of June 30, 2015.

Brent Crouch is a beneficial owner of 33,333,300 shares of common stock as of June 30, 2015.

Delmar Janovec and Brent Crouch are beneficial owners of 42,000,000 shares of Series A Preferred stock of the Issued and Outstanding as of June 30, 2015.

Delmar Janovec and Brent Crouch are beneficial owners of 10,000,000 shares of Series D Preferred stock of the Issued and Outstanding as of June 30, 2015.

B. Legal/Disciplinary History.

None of the Issuer's officers, directors or control persons has, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. 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 or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. 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

4. 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 Shareholders.

Delmar Janovec is a beneficial shareholder-owner of 33,349,289.85 shares of common stock or 34% of the Issued and Outstanding as of June 30, 2015. The business address is 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, CO 80112.

Brent Crouch is a beneficial shareholder-owner of 33,333,300 shares of common stock or 33% of the Issued and Outstanding as of June 30, 2015. The business address is 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, CO 80112.

Dr. John P. Janovec is a beneficial shareholder-owner of 5,000,000 shares of common stock or .049% of the issued and Outstanding as of June 30, 2015. The business address is 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, CO 80112.

The Company and Mark Kirkland reached an agreement in November of 2014 to return Twenty-five Million shares of restricted common stock to the Company. The stock had been issued for the licensing rights to the Candwich technology and products for vending through a Kiosk application for the States of Nevada and California. Due to constraints on the utilization of the technology and products, the Company and Mark Kirkland came to an agreement whereby the stock was cancelled and returned to the Company treasury. This action is pending the final

processing by the transfer agent.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 42,000,000 shares of Series A Preferred stock or 100% of the Issued and Outstanding as of June 30, 2015. The business address is 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, CO 80112.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 10,000,000 shares of Series D Preferred stock or 100% of the Issued and Outstanding as of June 30, 2015. The business address is 12835 E. Arapahoe Rd., Tower II, Suite 800, Centennial, CO 80112.

9). Third Party Providers.

1. Legal Counsel:

   Michael Golightly
   Attorney-at-Law
   59 West 100 South
   2nd Floor
   Salt Lake City, Utah

   Telephone: 801-575-8073 ext. 105
   Facsimile: 801-575-8092
   Email: mikegolite@hotmail.com

2. Accountant or Auditor:

   Crouch & Associates
   Brent Crouch, CPA
   3440 E. Russell Rd., Suite 206
   Las Vegas, NV 89120

   TEL: 801-231-0128
   Email: bcrouchcpa@aol.com

   Crouch & Associates compiled the accompanying unaudited financial statements utilizing information provided by the Issuer.

3. Investor Relations Consultant: None

4. Other advisor: Dr. John P. Janovec & Jason Wells

10). Issuer Certification.

I, Delmar Janovec, certify that:

1. I have reviewed this Annual Information and Disclosure Statement and exhibits of CannaGrow Holdings, 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, 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.

Dated this 19th day of August, 2015

Delmar Janovec, President & Chief Financial Officer