**NOTIFICATION OF LATE FILING**

**Name of the Issuer**: CannaGrow Holdings, Inc.

**Check One**: ☒ Annual Report ☐ Quarterly Report ☐ Interim Report

**For Period Ended**: 12/31/2015

**Address of Principal Executive Office:**
12835 E. Arapahoe Rd., Tower II, Suite 800
Centennial, CO 80112

**Reason for Delay in Posting Financial Report**: State below in reasonable detail why the Annual/Quarterly Report could not be filed within the prescribed time period.
Reconciliation for the year-end report took longer than expected.

**Anticipated Filing Date**:
[Please note that the filing of this notification grants issuers 5 additional calendar days to post a Quarterly or Interim Report and 15 calendar days to post an Annual Report.]
April 8, 2016

**Person to contact regarding this notification**:
Date: March 28, 2016
Signature: /s/ Delmar Janovec
Name: Delmar Janovec
Title: President

**Instructions to post Notification of Late Filing in www.OTCIQ.com**:
1. Fill out this Notification of Late Filing form and convert the file to a PDF
2. Log in to www.OTCIQ.com and click "Add Financial Report" on the left hand navigation
3. Select Dissemination Date "Immediate"
4. Under Report Type, select "Notification of Late Filing"
5. Enter Period End Date corresponding to the quarter/fiscal year end date for which this Notice is being filed
6. Click "Browse" and select the PDF saved in step 1 above.
7. A preview of the document will appear next. Please make sure to review the entire document & scroll down to click the "**Submit**" button. Your Notification of Late Filing will appear within a few minutes on otcmarkets.com