PINEAPPLE EXPRESS, INC.

Wyoming	**47-5185484**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1901 Avenue of the Stars, Suite 200 Los Angeles, CA	**90067**
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number: **(877) 310-7675**

For the year ended: **December 31, 2015**

Basic Disclosure

Prepared in accordance with OTC Pink Basic Disclosure Guidelines

EXPLANATORY NOTE

Pineapple Express, Inc. is filing this amendment to the Company's annual report for the year ended December 31, 2015 filed on March 30, 2016 (the "Original Report"), in order to indicate on pages 3 and 4 that the number of common shares outstanding as of December 31, 2015 was 55,957,311 shares, not 56,157,311 shares as disclosed in the Original Report and to revise a footnote to the beneficial ownership table on page 14. Except as described above, no other changes have been made to the Original Report. This filing shall not be deemed to be an admission that the Original Report, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

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1) Name and Description

The Company's name is Pineapple Express, Inc. The Company was originally was incorporated on August 3, 1983 as "Global Resources, Ltd." under the laws of the State of Nevada. On April 12, 1999, the Company changed its name from "Global Resources, Ltd." to "Helixsphere Technologies, Inc.". On September 19, 2013 the Company changed its name from "Helixsphere Technologies, Inc." to "New China Global Inc." On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State of the State of Wyoming pursuant to which the Company was re-domiciled from the State of Nevada to the State of Wyoming. On July 15, 2014, the Company filed an amendment to its Articles of Incorporation to change its name from "New China Global Inc." to "Globestar Industries".

2) Principal Executive Offices

1901 Avenue of the Stars, Suite 200
Los Angeles, CA 90069
1-877-310-PNPL
info@pineappleexpress.com
www.pineappleexpress.com

Investor Relations Contact: Matthew Feinstein, Los Angeles, CA 90069, 1-877-310-PNPL, matthewf@pineappleexpress.com

3) Security Information

Trading Symbol:	PNPL
Security Traded:	Common Stock
CUSIP:	37958P108
Par Value:	$0.0000001

Total shares authorized: 500,000,000 as of December 31, 2015 and March 29, 2016
Total shares outstanding: 55,957,311 as of December 31, 2015 and 59,441,175 as of March 29, 2016

On September 15, 2015 the Company amended its Articles of Incorporation to authorize 20,000,000 shares of blank check preferred stock and filed a certificate of designation authorizing 5,000,000 shares of Series A Convertible Preferred Stock. The Company has issued 1,600,000 shares of Series A Convertible Preferred Stock, as described further in Section 4 "Issuance History". No preferred shares (par value is $0.0000001) are listed or qualified for trading.

Transfer Agent
Standard Registrar & Transfer Company Inc.
12528 S 1840 E, Draper, UT 84020
(801) 571-2944

Standard Registrar & Transfer Company Inc. is registered under the Exchange Act.

Restrictions on the transfer of security:

As of December 31, 2015 and March 29, 2016, 55,957,311 shares and 59,441,175 shares, respectively, have not been registered under the Securities Act of 1933, as amended (the "Act"), and therefore can only be offered and sold pursuant to an effective registration statement or an opinion by counsel to the holder in a form reasonably acceptable to the Company that registration is not required under the Act, or unless sold or eligible to be sold pursuant to Rule 144 under the Act.

Of these 55,957,311shares and 59,441,175 shares, 50,053,333 shares and 52,328,466 shares, respectively, of common stock held by affiliates of the Company are subject to lockup agreements restricting future sales. The lock-up agreements generally provide for restrictions on the resale of shares in the public market through February 2018.

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 past 12 months:

On August 24, 2015, the Company entered into a Share Exchange Agreement (the "Agreement") with Better Business Consultants, Inc., a California corporation ("BBC"), the shareholders of BBC ("BBC Shareholders") and the majority shareholder of the Company at the time, Shane Oei. Pursuant to the terms of the Agreement, the BBC Shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon the closing BBC became a 100% wholly-owned subsidiary of the Company. Mr. Oei and Gary Stockport cancelled 100,000,000 and 500,000 shares of common stock, respectively, in connection with the share exchange.

On February 12, 2016, the Company acquired all of the business and assets of THC Industries, LLC, a California corporation ("THC Parent"), through a two-step merger by and among the Company, THC Parent, the Company's wholly owned subsidiary THC Industries, a California limited liability company ("THC"), and the Company's former wholly owned subsidiary THCMergerCo., Inc., a California corporation. The Company acquired the THC business for consideration consisting of (i) a cash payment in the amount of $400,000, (ii) 2,275,133 shares of common stock and (iii) a $600,000 note secured by all of the purchased intellectual property that is payable in two equal installments on the 60 day and 90 day anniversaries of closing. $150,000 of the initial cash payment shall be held in escrow to cover Mr. Salem's expected personal litigation costs related to trademark enforcement of the purchased intellectual property. 95% of the shares were issued to Mr. Salem, who, along with the other THC Parent shareholders, entered into two-year lockup agreements with the Company. The THC Parent shareholders have the option to require the Company to purchase from them up to 1,478,836 shares at a price of $0.68 per share from February 12, 2018 through August 12, 2018; provided however that they may only exercise this option if, for a 90 day period, the Company's stock price is both less than $0.88 and the average daily trading volume is below 50,000.

4) Issuance History

August 20, 2014 Issuance

On August 20, 2014, the Company issued Shane Oei, its former sole officer and director, 100,000,000 shares of common stock pursuant to his employment agreement with the Company. The shares were valued at $0.0001 per share. The issuance of these securities was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. These shares were cancelled in connection with Mr. Oei's resignations from all positions with the Company on August 24, 2015. At all times from the date of issuance until cancellation, certificates evidencing these shares contained a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

August 24, 2015 Issuance, Better Business Consultants ("BBC")

On August 24, 2015, the Company entered into the Agreement with BBC, the BBC Shareholders and the majority shareholder of the Company, Shane Oei. Pursuant to the terms of the Agreement, the BBC Shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon the closing BBC became a 100% wholly-owned subsidiary of the Company. Mr. Oei and Gary Stockport cancelled 100,000,000 and 500,000 shares of common stock, respectively, in connection with the share exchange. The issuance of the 50,000,000 shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

August 25, 2015 Issuance, Note Conversions

On August 25, 2015 the Company issued an aggregate of 3,350,000 shares of common stock to four investors as full payment of notes in the aggregate amount of $335,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

October Issuances

In September 2015 the Company issued an aggregate of 1,844,000 shares of common stock to accredited investors for an aggregate purchase price of $461,000. 1,804,000 of the shares were issued upon conversion of $451,000 of existing debt. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

In October 2015 we also issued:

- 125,000 shares of our common stock to Acorn Management Partners, LLC as compensation for services related to investor awareness and shareholder communications. Their services were placed on hold as of January 11, 2016;
- 169,000 shares of our common stock to CorProminence, LLC as compensation for services related to investor awareness and shareholder communications;
- 50,000 shares of our common stock to Noah Pontell as compensation for consulting services related to marketing, strategic partnerships and business development; and
- 3,333 shares of our common stock to Claudia Gallardo as compensation for consulting services related to facility design.

The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act. All parties agreed to a two-year lock-up period restricting the sale of their shares.

January 2016 Issuances

In January 2016 we issued 10,000 shares of our common stock to consultants as compensation for services. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

In January 2016 we issued 30,000 shares of our common stock to Nature's Treatment of the Quad Cities, LLC as consideration for services. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

February 2016 Issuances

In February 2016 we issued 910,000 shares of our common stock to accredited investors for an aggregate purchase price of $455,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

In February 2016 we acquired the THC business for consideration consisting of (i) a cash payment in the amount of $400,000, (ii) 2,275,133 shares of common stock and (iii) a $600,000 note secured by all of the purchased intellectual property that is payable in two equal installments on the 60 day and 90 day anniversaries of closing. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

March 2016 Issuance

In March 2016 we issued 100,000 shares of our common stock to an accredited investor for an aggregate purchase price of $100,000.

Agreements to Issue Preferred Stock

On September 15, 2015, the Company issued Christopher Plummer, its Chief Compliance Officer, 100,000 shares of preferred stock pursuant to his consulting agreement. The preferred stock consists of the Company's newly designated Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. Mr. Plummer agreed not to sell, vote or convert the shares of Series A Convertible Preferred Stock or the underlying shares of common stock until September 15, 2017. He further agreed to forfeit the shares if he resigns or is terminated prior to the vesting date. The issuance of these shares of preferred stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue Matthew Feinstein, its Chief Executive Officer, President, Secretary, Chairman of the Board and, at the time, Interim Chief Financial Officer, 500,000 shares of preferred stock. On September 15, 2015 the Company issued the preferred stock, which consists of 500,000 shares of Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue to Sky Island Trust 1,000,000 shares of preferred stock. On September 15, 2015 the Company issued the preferred stock, which consists of 1,000,000 shares of Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. Sky Island Trust is beneficially owned by Vincent Mehdizadeh, a majority shareholder and a consultant to the Company. It is professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector for the trust. The preferred stock was issued as compensation for Mr. Mehdizadeh's assignment of a provisional patent to the Company. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

5) Financial Statements

The Company incorporates by reference the unaudited financial statements for the period from January 29, 2015 (date of inception) through December 31, 2015.

6) Business, Products and Services

Through our operating subsidiary BBC, we provide capital to our canna-business clientele, purchase and lease real property to those canna-businesses, and provide consulting services and technology to develop, enhance, or expand existing and newly formed canna-businesses. We also intend to create a nationally branded vertically integrated chain of cannabis retail stores under the "Pineapple Express" name as soon as federal laws allow, which will be supported by anticipated Company-owned cultivation and processing facilities, and will feature products from anticipated Company-owned manufacturers. We expect that within five years the chain will consist of 100 Company-owned and 200 licensee-owned cannabis retail stores. As long as cannabis remains federally illegal our operations will be limited to investing in existing and new canna-businesses, leasing real property to canna-businesses, consulting, product licensing, leasing and selling industry specific technology, and providing ancillary support services.

Companies in the cannabis industry face unique challenges. To mitigate risk, we operate both as an operating business and as a business that invests in other entities. It is our intention that this strategy will enable easily replicable revenue sources and us to quickly develop recurring and avoid large upfront investments in infrastructure, escalating payroll costs associated with expansion, and the years of initial losses often typical of start-up companies. We believe that our competitive advantages include our business model, our exclusive proprietary technology, and our employees and consultants years of experience in the business and our key industry contacts in an industry that is foreign to most. It is our expectation that these factors will set us apart from most of our competitors.

Through our operating subsidiary THC, we operate a branded clothing line and own the rights to sell T-shirts, hats, beanies, pants, shorts, baseball jerseys, jackets, sweatshirts, polo shirts, sweat pants and other attire displaying the THC trademarked name and logo, operate a clothing distribution facility and own the rights to the THC.com URL address. In connection with the acquisition of the THC business, Ramsey

Salem, the former Chief Executive Officer of THC Parent, joined us as the new Chief Executive Officer of THC in February 2016 and agreed to serve in this position for a period of five years.

Business Strategy

We believe that due to the highly fragmented nature of the existing cannabis industry, a vertically integrated supply chain will provide a sustainable competitive advantage over competitors, allow faster growth, more consistent product offerings, and will make Pineapple Express more attractive for prospective licensees. We discuss each facet of our strategy below.

Retail Opportunities and Challenges

To date there are no nationally branded retail cannabis chains though numerous entrepreneurs have announced plans to create such chains. We expect that nationally branded chains that are successful will either find long-term success in the retail environment or will find a financially attractive exit when the inevitable acquisition and consolidation phase sweeps the industry. Fortunately, that phase is some time away and will be dependent, at least in part, upon changes to existing federal laws and classifications. We believe that this creates an exceptionally unique opportunity for experienced and focused management teams to develop a national presence. Of particular importance and a distinct barrier to entry for the average entrepreneur is the importance of personal contacts, knowledge, and processes necessary to carry out project goals in an industry that is foreign to most. Management's extensive experience and contacts set the Company apart from most of its competitors.

Due to a lack of established major national chains, there are only local competitors and no risk of encountering the proverbial "800-lb. gorilla." It is our belief that a variety of federally enforced rules and regulations make participation by existing national healthcare chains such as CVS Health Corporation, The Walgreen Company, Target Corporation's pharmacies or Walmart's pharmacies unlikely.

Developing retail facilities from scratch is a challenge in the cannabis industry. Stores must be licensed and the licensing process is generally costly and time consuming. Several jurisdictions have imposed strict limits on the number of licenses that may be issued. The present nature of cannabis in the national legislative realm has resulted in very strict zoning requirements for these types of businesses. All of this translates into slow organic growth.

The Pineapple Express model involves the Company (a) funding established businesses in need of capital to expand where the Company may enjoy an eventual control option on the business (e.g. capital is invested in the business keeping the current owner at risk and focused on growth); (b) funding teams of industry professionals that are in the process of developing a new operation and are in need of guidance and capital; and to a more limited degree, (c) establishing Company owned stores from scratch. Management believes there are many obstacles to creating a robust and profitable national chain and at present direct store development will not be the most efficient path to success in the current cannabis environment. Management believes approaching growth in this manner will allow the Company to quickly generate revenue and reach sustainable profitability. We are in the process of negotiating transactions with several retail and cultivation facilities, manufacturers, and distributors. These transactions are discussed in more detail below in this business description.

Retail Obstacles and the Pineapple Express Solution

One obstacle to a cross-border retail chain is product. Due to existing federal laws marijuana-based products cannot be transported across state lines. While cannabis remains illegal at the federal level, the federal government has by written policy set forth a safe harbor framework[1] to allow the states limited independence to experiment with cannabis legalization in various forms. States have been careful to craft

[1] The so-called Ogden and Cole memos

their local regulations to not run afoul of interstate transportation restrictions. This means cannabis must be grown locally (some states require retailers to grow their own product). It also means great products, whether marijuana-infused edibles, oils, lotions, or salves, cannot be transported across state lines. For larger manufacturers it means establishing local manufacturing in each state – this translates to securing a local state-issued license – not always a simple task in jurisdictions with limited licenses. The alternative is either contract manufacturing or licensing. This creates challenges with product consistency and the complications for the manufacturer of managing so many relationships and monitoring quality. Pineapple Express management has found an opportunity in the obstacle.

Management's goal for this vision is to develop the most comprehensive product portfolio (via outright acquisition, investment, and licensing) to become the leading product distributor in the cannabis sector.

Promotion

We strive to establish brand objectives, identify promotional strategies, and execute publicity and marketing plans to ensure the Company's place in the cultural conversation. Our goal is to connect with consumers on a national level through advertising, marketing, and strategic alliances, in order to create brand awareness for the Pineapple Express brand. Our publicity and marketing initiatives include specific strategies for national television, billboards, print media (magazines and newspapers), social media, exhibitions at industry trade shows, and local grassroots marketing efforts. We have also engaged CorProminence LLC to assist our company with investor awareness programs and shareholder communications.

Consulting Services

The Pineapple Express management team understands the consulting, licensing, development, and compliance areas of the cannabis business and has hands-on operational experience in dispensary management from previous employment in the cannabis industry.

Management's experience in this sector allows Pineapple Express to provide greater value to clients in need of capital than simply investment firms that have no operating experience. This experience also allows us to have a long-term operational focus when we invest compared to the "buy-hold-sell" focus of typical private equity firms.

Industry Specific Technology

Our patent-pending "Top-Shelf" display safe system converts four critical components of the current dispensary model and combines them into one technologically advanced and aesthetically pleasing unit. Our display safe system allows for a dispensary operator to safely display product, secure all product in an armored safe, weigh all product in real-time, and then dispense the product using an integrated Point-of-Sale, or POS, system that also works in concert with all other popular POS systems currently in use in dispensaries. We anticipate a retail price of $25,000 per unit with a 60% gross profit margin and expect to commence sales in the second quarter of 2016. We expect to manufacture and sell five units per quarter in 2016 with consistent but modest growth thereafter.

Initial Strategy Execution

We have developed a pipeline of opportunities and have executed definitive agreements or are negotiating terms sheets for the following transactions:

1. *Consummated Real Property Purchase Agreement and Subsequent Sublease to Canna-Business Tenant in California.* On September 1, 2015, the Company's wholly owned indirect subsidiary Pineapple Express One, LLC executed a purchase agreement for three

acres of real property, including 23,250 square feet of warehouse space, in Desert Hot Springs, California pursuant to a rent-to-own agreement. Immediately following entry into the purchase agreement, the Company subleased the property to an experienced canna-business tenant who will be operating a licensed cannabis cultivation facility on the premises. The Company is currently remodeling the premises to make the space suitable for the sublessee. The sublease has a term of ten years which may be extended for an additional five years at the option of the parties. The sublease provides that the Company will receive monthly rent of $49,000 per month in year one, $98,000 per month in year two, and $122,500 in years three through ten, although actual rent received may vary. The Company agreed to pay the seller of the property an aggregate of $3,500,000 to purchase the property, of which $100,000 was paid on September 1, 2015, $1,000,000 will be paid in July 2016, $4,000 was paid monthly from September 2015 through January 2016, and $50,000 has been and is expected to be paid monthly from January 2016 until such time as the seller moves into new facilities, contemplated between the parties to be July 2017, when the Company shall be obligated to complete the purchase and pay the remaining balance in full. In October 2015 the Company entered into a revenue sharing agreement with a third party for 20% of the rental fees generated by the sublessee for a one-time payment of $750,000.

In January 2016, we expanded our Desert Hot Springs footprint by purchasing 3.78 additional acres, with a goal of eventually increasing our total acreage to 8.82 acres, with over 150,000 square feet of rental warehouse and greenhouse space for cultivation tenants. In March 2016, we purchased an adjoining parcel to our existing land for $400,000. As of March 30, 2016 we have made payments totaling $10,000 and still owe $390,000 to close the purchase, which is expected to occur in May 2016.

In March 2016 we also purchased and closed on an additional adjoining parcel for $515,000. Simultaneously we entered into an agreement with JJJK, LLC pursuant to which JJKK, LLC loaned us $350,000 and we assigned the right to purchase the parcel to JJKK, LLC. We have 90 days to return to JJJK, LLC the initial loan amount, plus an additional $150,000 to transfer the title of the parcel into our name. Joy DiPalma loaned us $125,000 for the remaining portion of the purchase price. We shall pay Ms. DiPalma $3,750 per month until the original loan amount, plus $62,500, has been paid.

Between April 2016 and June 2016, we plan to finalize the purchases of three additional parcels and to rent out all available parcels to cultivation tenants. We are actively interviewing potential tenants to fill all additional vacant spaces by the middle of 2016. We will then commence the process of expanding our existing Conditional Use Permit which allows tenants to grow marijuana on our property. This complex has been dubbed "Pineapple Park".

2. *Acquisition of THC Industries, a Branded Clothing Line and Website*. On February 12, 2016, the Company finalized the acquisition of the business and assets of THC Parent, the web domain www.thc.com, and the trademark THC®. THC Parent was an operating business since its incorporation in California in 1996, making it one of the first internet based cannabis related businesses in the nation. The acquisition includes the THC.com URL address, the THC branded clothing line, use of a clothing distribution facility, and the rights to sell clothing, namely T-shirts, hats, beanies, pants, shorts, baseball jerseys, jackets, sweatshirts, polo shirts, and sweat pants displaying the THC trademarked name and logo. At present this business generates between $10,000 and $15,000 of revenue per month through the distribution of its clothing line. We believe that we can quickly increase monthly revenue to $50,000 as we hired the business's founder to return to a full-time management role. We will be adding more sellable product to the company inventory, re-

designing the website, and heavily promoting the brand. The website will remain branded and will prominently feature Pineapple Express as the sponsor.

3. *Investment in Dispensary in Illinois*. On January 27th, 2016, we announced that our client Nature's Treatment of Illinois ("NTI") became one of the first licensed medical cannabis dispensaries in Illinois. NTI is now able to engage in the distribution of cannabis for medical use in Illinois and will be the only medical marijuana dispensary in Illinois' District 7. In January 2016 we entered into a management and consulting agreement with NTI. Pursuant to this agreement our subsidiary BBC assisted NTI with a rigorous conditional registration approval process and recent inspection. Also pursuant to this agreement we will provide NTI with our Top-Shelf Display Safe System in the first half of 2016 and advise NTI on an ongoing basis with respect to its business strategy, day-to-day operations and dispensary license renewals. The Company expects that BBC will be added as a Principal Officer of NTI in the second quarter of 2016.

Research and Development

The Company estimates it will spend at least $20,000 annually on research and development for the next five years. Allocation of research and development funds may be dependent on the perceived likelihood of legalization or a significant change in the treatment of cannabis in a given geographic market. Funds may also be used for both product and market development in the hemp and cannabis industries. Given the emergent nature of these industries, we recognize the needs of today may not be the needs of the future and some capital investment will be necessary to meet changing demands.

Trademarks and Intellectual Property

We have filed a patent application with the United States Patent and Trademark Office on August 11, 2015 relating to our Top-Shelf Display Safe System for displaying, securing and monitored dispensing of herbal products, including medicinal and recreational cannabis. The inventor, who is also one of our founders, exclusively assigned the patent application to our company.

Following the THC Merger, we own the THC® trademark and domain rights to the thc.com URL address. A trademark application was filed by Global Brand Consulting LLC for a logo including the word "THC" (the "Conflicting Trademark") with the USPTO. We believe that this application should have been rejected by the USPTO in light of the existing registered THC® trademark and that any use in commerce of the Conflicting Trademark by Global Brand Consulting LLC would be an infringement upon our trademark. We and the THC shareholders have agreed to hold in escrow $150,000 of the purchase price paid to the THC shareholders for use in connection with resolving this trademark dispute. As of March 22, 2016, we have delivered a cease and desist letter to Global Brand Consulting LLC in connection with the foregoing.

We have filed trademark applications for our logos and trademarks for "Pineapple Express" and "Pineapple Express PuR" products with the United States Patent and Trademark Office.

Our intellectual property also includes our management's knowledge and know-how relating to the legalized growth, production, manufacture, marketing, management, utilization and distribution of medical and recreational marijuana and marijuana infused products.

Corporate Facts

A. **State of Incorporation**: The Company was incorporated on August 3, 1983 as "Global Resources, Ltd." under the laws of the State of Nevada. On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State of Wyoming pursuant to which the Company was re-domiciled from the Nevada to Wyoming.

B. **Primary and secondary SIC Codes**:

- Primary SIC code: 7380 – Services – Miscellaneous Business Services.
- Secondary SIC code: None.

C. **Fiscal Year End**: December 31, 2015.

D. **Principal products or services, and their markets**: The disclosure in Section 6(a) is incorporated herein by reference.

7) Location and Facilities

The Company's offices are located at 1901 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067. The Company pays approximately $5,742 per month pursuant to a lease that is on a month to month term.

On September 1, 2015, the Company's wholly owned indirect subsidiary Pineapple Express One, LLC executed a purchase agreement for three acres of real property, including 23,250 square feet of warehouse space, in Desert Hot Springs, California pursuant to a rent-to-own agreement. Immediately following entry into the purchase agreement, the Company subleased the property to an experienced canna-business tenant who will be operating a licensed cannabis cultivation facility on the premises. The Company is currently remodeling the premises to make the space suitable for the sublessee. The sublease has a term of ten years which may be extended for an additional five years at the option of the parties. The sublease provides that the Company will receive monthly rent of $49,000 per month in year one, $98,000 per month in year two, and $122,500 in years three through ten, although actual rent received may vary. The Company agreed to pay the seller of the property an aggregate of $3,500,000 to purchase the property, of which $100,000 was paid on September 1, 2015, $1,000,000 will be paid in July 2016, $4,000 was paid monthly from September 2015 through January 2016, and $50,000 has been and is expected to be paid monthly from January 2016 until such time as the seller moves into new facilities, contemplated between the parties to be July 2017, when the Company shall be obligated to complete the purchase and pay the remaining balance in full. In October 2015 the Company entered into a revenue sharing agreement with a third party for 20% of the rental fees generated by the sublessee for a one-time payment of $750,000.

In January 2016, we expanded our Desert Hot Springs footprint by purchasing 3.78 additional acres, with a goal of eventually increasing our total acreage to 8.82 acres, with over 150,000 square feet of rental warehouse and greenhouse space for cultivation tenants. Between April 2016 and June 2016, we plan to finalize the purchases of five additional 1.26 acre parcels adjoining the existing 3.78 acres in Desert Hot Springs and to rent these parcels to other cultivation tenants.

8) Officers, Directors and Control Persons

A. Names of Officers, Directors, and Control Persons.

Name	Position	Percentage of Outstanding Shares of Common Stock (1)(2)
Matthew Feinstein	Chief Executive Officer, President, Secretary, and Chairman of the Board; Founder	18.78% (3)
Christopher Plummer	Chief Compliance Officer and Director	0% (4)
Vincent Mehdizadeh (5)	Consultant; Founder	59.04% (6)
Sean Cunningham	Interim Chief Financial Officer	0%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days of March 29, 2016 are deemed outstanding for computing the percentage of the person holding such convertible security but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 59,441,175 shares of Common Stock outstanding as of March 29, 2016.

(3) Includes 5,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock.

(4) Does not include 100,000 shares of restricted preferred stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to sell, convert or vote these shares until they vest.

(5) Mr. Mehdizadeh is not the record holder of any securities of the Company.

(6) 31,000,000 shares of common stock and 1,000,000 shares of Series A Convertible Preferred Stock are held by Sky Island Trust, an entity beneficially owned by Vincent Mehdizadeh, and are professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector. Includes 10,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock.

Mr. Feinstein owns 31.25% of the Company's Series A Convertible Preferred Stock and Mr. Mehdizadeh owns 62.50% of the Company's Series A Convertible Preferred Stock. Mr. Plummer owns 100,000 shares, or 6.25%, of the Series A Convertible Preferred Stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to sell, convert or vote these shares until they vest.

B. Legal/Disciplinary History. The foregoing persons have 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:

Company Responses:

1. In 2009 Mr. Mehdizadeh entered into a plea agreement relating to one count concerning a dispute involving the sale of his automobile to another party and received probation. In 2013 Mr. Mehdizadeh entered into a plea agreement relating to two counts concerning his management of a law office from 2005 to 2007 and received probation. Both the aforementioned convictions in 2009 and 2013 for matters occurring from 2005 to 2007 resulted in non-jail dispositions. Mr. Mehdizadeh has no criminal matters pending.

2. *None.*

3. *None.*

4. *None.*

C. Beneficial Shareholders.

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 29, 2016 by (i) any person or group known by us to own beneficially more than 10% of any class of voting securities, (ii) each director, (iii) each of our named executive officers and (iv) all executive officers and directors as a group.

Name and Address	Number of Shares Beneficially Owned (1)		Percentage of Outstanding (2)
Executive Officers and Directors			
Matthew Feinstein (3)	12,100,000	(4)	18.78%
Christopher Plummer (3)	--	(5)	--
Sean Cunningham (3)	--		--
Officers and Directors as a group (3 persons)	**12,100,000**		**18. 78%**
10% Shareholders			
Anya Mikhaylova	7,273,000		12. 24%
Sky Island Trust (6)	41,000,000	(7)	59.04%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days of March 29, 2016 are deemed outstanding for computing the percentage of the person holding such convertible security but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 59,441,175 shares of Common Stock outstanding as of March 29, 2016.

(3) The mailing address is c/o Pineapple Express, Inc., 1901 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067.

(4) Includes 5,000,000 shares of common stock issuable upon conversion of Series A Convertible Preferred Stock.

(5) Does not include 100,000 shares of restricted preferred stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to vote or sell these shares until they vest.

(6) The mailing address is 6700 Fallbrook Ave. Suite 289, West Hills, CA 91307.

(7) 31,000,000 shares of common stock and 1,000,000 shares of Series A Convertible Preferred Stock are held by Sky Island Trust, an entity beneficially owned by Vincent Mehdizadeh and are professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector. Includes 10,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock. In February 2016, the trust distributed 1,000,000 shares of common stock to its sole beneficiary, Sky Island, Inc., a California corporation controlled by Vincent Mehdizadeh, which subsequently sold these shares in private transactions also in February, 2016.

9) Third Party Providers

Legal Counsel:
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, NY 10006
Attn: Marc Ross
(212) 930-9700
mross@srff.com
www.srff.com

Auditor:
RBSM LLP
805 Third Avenue, Suite 1430
New York, New York 10022
Attn: Peter Stefanou, CPA
(917) 229-4610
pstefanou@rbsmllp.com
www.rbsmllp.com

Transfer Agent:
Standard Registrar and Transfer Co.
12528 South 1840 East
Draper, Utah 84020
Attn: Customer Service
(801) 571-2944
www.standardregistrar.com

Investor Relations:
CorProminence LLC
266 South Rexford Drive
Beverly Hills, CA 90212
Attn: Scott Arnold
(310) 497-8817
scotta@corprominence.com
www.corprominence.com

Accounting/Financial Reporting:
Anna & Co., Inc.
9265 Oak Alley Drive
Lake Worth, FL 33467
(561) 649 - 6532

10) Issuer Certification

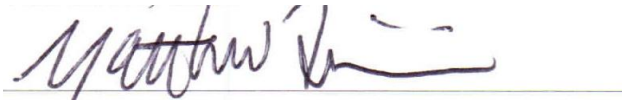
I, Matthew Feinstein, certify that:

1. I have reviewed this annual disclosure statement of Pineapple Express, 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.

Date: April 8, 2016



Matthew Feinstein
President and Chief Executive Officer

I, Sean Cunningham, certify that:

1. I have reviewed this annual disclosure statement of Pineapple Express, 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.

Date: April 8, 2016



Sean Cunningham
Interim Chief Financial Officer