NOTIFICATION OF LATE FILING

Name of the Issuer: CannaGrow Holdings, Inc.

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

For Period Ended: 3/31/2016

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 1st quarter has taken longer than was 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.]
May 20, 2016

Person to contact regarding this notification:
Date: May 16, 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