



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Between Dandelions, Inc.

A Florida Corporation

20810 West Dixie Highway

North Miami Beach, FL 33180

Corporate Office Phone (coming soon)

www.betweendandelions.com (under construction)

sean@betweendandelions.com

SIC CODE - 5999

Annual Report

For the Period Ending: December 31, 2018
(the "Reporting Period")

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

8,038,115

As of September 30, 2018, the number of shares outstanding of our Common Stock was:

8,038,115

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

Yes: ☒

No: ☐

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Appalachian Mountain Brewery, Inc. – December 18, 2013

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was initially incorporated February 26, 1990, in the State Florida, under the name Phoenix Management Associates, Inc. As of effective date March 11, 2019, the Company became Between Dandelions, Inc. and is in active standing in the State of Florida.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐

No: ☒

2) Security Information

Trading Symbol: HOPS

Exact title and class of securities outstanding: Common (Designation, Rights and Preferences: See Articles of Incorporation)

CUSIP: 056370109

Par or Stated Value: .001

Total shares authorized: 130,000,000 as of: December 31, 2018

Total shares outstanding: 8,038,115 as of: December 31, 2018

Additional Class of Securities: Preferred B (Designation, Rights and Preferences: See Articles of Incorporation)

Par or stated Value: Par Value .001

Total shares authorized: 60,000,000 as of: December 31, 2018

Total shares outstanding: 8,125,724 as of: December 31, 2018

Additional Class of Securities: Preferred A (Designation, Rights and Preferences: See Articles of Incorporation)

Par or stated Value: Par Value .001

Total shares authorized: 10,000,001 as of: December 31, 2018

Total shares outstanding: 9,999,991 as of: December 31, 2018

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Transfer Agent - Action Stock Transfer Corp.

Address: 2469 E. Fort Union Blvd.
Suite 214
Salt Lake City, UT 84121
Phone: (801) 274-1088
Fax: (801) 274-1099
Website: www.actionstocktransfer.com
Email: jb@actionstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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:

NONE

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Number of Shares outstanding as of [Date of Beginning of Second Most Recent Completed Fiscal Year]	Opening Balance: Common: _____ Preferred: _____		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on [Date of this Report]:	Ending Balance: Common: _____ Preferred: _____								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

N/A

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>March 20, 2013</u>	<u>\$4,377.97</u>	<u>\$2,800</u>	<u>\$1,577.97</u>	<u>N/A</u>	<u>N/A</u>	<u>Marlene Walker</u>	<u>Loan</u>
<u>January 30, 2015</u>	<u>\$3,950.00</u>	<u>\$26,950</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>Larry Handler</u>	<u>Loan</u>
<u>September 30, 2013</u>	<u>\$2,387.26</u>	<u>\$1,500</u>	<u>\$887.36</u>	<u>N/A</u>	<u>N/A</u>	<u>Leonard Gatewood</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

N/A

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)³:

Name: Jeremy Barnes
Title: Controller
Relationship to Issuer: Contract/Third Party Provider

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Annual Report 2018 posted April 1, 2019 via OTCIQ

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Between Dandelions, Inc. is a Florida publicly traded, social-purpose driven lifestyle and branding company which is currently developing a line of high-end proprietary Hemp and hemp-derived CBD products to be grown and processed in North Carolina by United States Military Veterans and extracted and tested in North Carolina as well. The company's Hemp and hemp-derived CBD products are expected to be distributed in North Carolina in the first half of 2019, with hopes of expansion up and down the east coast thereafter. BD's line of products will be aimed at supporting alternatives to opiates and focus on giving back to our country's veterans thru multiple programs like OVAAT and Backpacks for Life. BD will initially operate thru an e-commerce platform that will facilitate both retail and wholesale business as well as be a vertically integrated Hemp and hemp-derived CBD company. BD and its partners will perform cultivation, manufacturing, processing, testing, sales, marketing and distribution of Hemp and hemp-derived CBD products. The company will continue to investigate opportunities to work with other socially-minded businesses that are looking to bring their brands to market and give back to our country's veterans. For more info: www.ovaat.org and www.backsforlife.org

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

NONE

C. Describe the issuers' principal products or services, and their markets

Hemp and hemp-derived CBD products to be grown and processed in North Carolina by United States Military Veterans and extracted and tested in North Carolina as well. The company's Hemp and hemp-derived CBD products are expected to be distributed in North Carolina in the first half of 2019, with hopes of expansion up and down the east coast thereafter. BD's line of products will be aimed at supporting alternatives to opiates and focus on giving back to our country's veterans thru multiple programs like OVAAT and Backpacks for Life. BD will initially operate thru an e-commerce platform that will facilitate both retail and wholesale business as well as be a vertically integrated Hemp and hemp-derived CBD company. BD and its partners will perform cultivation, manufacturing, processing, testing, sales, marketing and distribution of Hemp and hemp-derived CBD products.

6) Issuer's Facilities

Currently the Issuer does not own or lease any property but is in the process of securing leased space for a corporate office in Florida to expand its Hemp and Hemp based CBD business model in Florida. The issuer is also looking at opening additional corporate offices in North Carolina and New Jersey for the same purpose.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Sean Spiegelman</u>	<u>Officer/Director/Owner</u>	<u>Fort Lauderdale, FL</u>	<u>7,200,000</u> <u>1,000,000</u> <u>9,998,889</u>	<u>Common</u> <u>Preferred B</u> <u>Preferred A</u>	<u>89.575%</u> <u>11.9%</u> <u>99.9%</u>	<u>Continued Below</u>
<u>Michael Pruitt</u>	<u>Director</u>	<u>Charlotte, NC</u>	<u>50,000</u>	<u>Preferred B</u>	<u>Less than 1%</u>	<u>Owned by Chanticleer Foundation</u>
<u>Richard Drucker</u>	<u>Director</u>	<u>Cooper City, FL</u>	<u>4,000</u>	<u>Preferred B</u>	<u>Less than 1%</u>	<u>N/A</u>
<u>Stephanie Spiegelman</u>	<u>Owner</u>	<u>Fort Lauderdale, FL</u>	<u>2,000,000</u>	<u>Preferred B</u>	<u>23.8%</u>	<u>N/A</u>
<u>Nathan Kelischek</u>	<u>Owner</u>	<u>Boone, NC</u>	<u>750,000</u>	<u>Preferred B</u>	<u>10.83%</u>	<u>N/A</u>
<u>Fordee CA Trust</u>	<u>Owner</u>	<u>Glendale, CA</u>	<u>550,000</u>	<u>Preferred B</u>	<u>6.8%</u>	<u>N/A</u>
<u>Qualstar Capital Corp.</u>	<u>Owner</u>	<u>Vancouver, BC, Canada</u>	<u>600,000</u>	<u>Preferred B</u>	<u>7.4%</u>	<u>N/A</u>

<u>Clinton Walker</u>	<u>Owner</u>	<u>Lawndale, NC</u>	<u>486,764</u>	<u>Preferred B</u>	<u>6.0%</u>	<u>N/A</u>
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8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

NONE

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;

NONE

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

NONE

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.

NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities and General Counsel

Tyler Moffatt
Moffatt & Moffatt, PLLC
P.O. Box 233-DTS
Boone, North Carolina 28607
(828)-278-9123
moffattandmoffatt.com

Accountant

ARS & Associates
Rob Socol
20810 West Dixie Highway
North Miami Beach, FL 22180
Phone: (305) 653-7350 Ext. 204
Fax: (305) 653-5205
Email: rob@arsaccounting.com
Website: www.arsaccounting.com

Investor Relations Consultant

Radius
Justin Kulik
400 Andrews Street
Harro East Building #212
Rochester, NY 14604
1-888-970-9994
www.radiusir.com

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

NONE

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, SEAN SPIEGELMAN certify that:

1. I have reviewed this Annual Disclosure Statement of Between Dandelions, 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.

March 31, 2019

"/s/" [Sean Spiegelman]

Principal Financial Officer:

I, Sean Spiegelman certify that:

1. I have reviewed this Annual Disclosure Statement of Between Dandelions, 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.

March 31, 2019

"/s/" [Sean Spiegelman]