Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Smart Cannabis Corp. (SCNA)

An Oklahoma Corporation

6100 Horseshoe Bar Road A#414
Loomis, CA 95650
(424) 732-7646

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SIC Code: 7619

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

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

Common 4,863,868,887 Preferred 400,000

As of December 31, 2017, the number of shares outstanding of our Stock was:

Common 5,896,659,739 Preferred 440,000

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 Control[1] 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;

(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.

Yes: ☐ No: ☒

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

The name of the Issuer is Smart Cannabis Corp.

The Company was incorporated in the State of Georgia on August 2, 2005 under the name Nano FM, Inc. On August 24, 2005, Nano FM, Inc. filed Articles of Amendment with the Secretary of State of Georgia changing its corporate name to Crescent Hill Capital Corporation ("CHCC").

On November 5, 2013, CHCC implemented a domicile change from Georgia to Oklahoma by merging into Crescent Hill Capital Corporation, an Oklahoma corporation. On November 5, 2013, CHCC completed the domicile change from Georgia to Oklahoma by filing a Certificate of Merger with the Oklahoma Secretary of State.

On November 5, 2013, Definitive Rest Mattress Company, a California corporation, and the owners of 100% of its issued and outstanding stock, and Definitive Rest (OK), entered into a Share Exchange Agreement, wherein all the shares of Definitive Rest (CA) were exchanged for 45,780,000 restricted shares of Definitive Rest (OK). As a part of the transaction, the shareholders of Definitive Rest (CA) acquired a controlling interest in the Company

On March 10, 2016, the Company changed its name to Zerez Holdings Corp., On August 30, 2017, the Company name was changed to Smart Cannabis Corp. The symbol changed from ZRZH to SCNA on September 5, 2017.

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:	SCNA	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	83186E101	
Par or stated value:	.00001	
Total shares authorized:	10,000,000,000	as of date: 12/31/18
Total shares outstanding:	*4,863,868,887*	*as of date: 12/31/18*
Number of shares in the Public Float[2]:	*1,383,336,622*	*as of date: 12/31/18*
Total number of shareholders of record:	*68*	*as of date: 12/31/18*

Additional class of securities (if any):

Trading symbol:	n/a
Exact title and class of securities outstanding:	Preferred
CUSIP:	n/a
Par or stated value:	.00001

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total shares authorized:	50,000,000	as of date: 12/31/18
Total shares outstanding:	400,000	as of date: 12/31/18

Transfer Agent

Action Stock Transfer (1)

2469 E Fort Union Blvd., Suite 214 Salt Lake City, UT 841221
Tel: 801-274-1088 Fax: 801-274-1099
http://www.actionstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?[3] 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.

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

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	Opening Balance:
12/31/16	Common: 6,024,659,739
	Preferred: 440,000

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?
6/13/17	Cancellation-Doris Vo	(450,000,000)	Common	0.0255	yes	no	cash	Restricted	Exempt
11/28/17	John Taylor	165,000,000	Common	0.0270	no	yes	Executive Compensation	Restricted	Exempt
11/28/17	Dpm Smith	52,000,000	Common	0.0270	no	no	Executive Compensation	Restricted	Exempt
11/28/17	Matt Ellgen	20,000,000	Common	0.0270	no	no	Network Services	Restricted	Exempt
11/28/17	Matt Ellgen	20,000,000	Common	0.0270	no	no	Network Services	Restricted	Exempt
11/28/17	Mason Thomas	42,000,000	Common	0.0270	no	no	Greenhouse Developmen	Restricted	Exempt
11/28/17	Terry Taylor	15,000,000	Common	0.0270	no	no	Executive Compensation	Restricted	Exempt
11/28/17	Dustin Redmon	1,250,000	Common	0.0270	no	no	Construction Services	Restricted	Exempt
11/28/17	Scott Holden	1,250,000	Common	0.0270	no	no	Design Services	Restricted	Exempt
11/28/17	Tamara Graham	2,500,000	Common	0.0270	no	no	Office Services	Restricted	Exempt
11/28/17	Ryan Sundberg	1,250,000	Common	0.0270	no	no	Tech Services	Restricted	Exempt
11/28/17	Stephanie Rudat	250,000	Common	0.0270	no	no	Management Services	Restricted	Exempt
11/28/17	John Kabateck	250,000	Common	0.0270	no	no	Management Services	Restricted	Exempt
11/28/17	Israel Contreras	1,250,000	Common	0.0270	no	no	Contract Services	Restricted	Exempt
3/1/18	Canncellation-Matt Ellgen	(40,000,000)	Common	0.0398	no	no	Network Services	Restricted	Exempt
5/3/18	Issuance	2,500,000	Common	0.0630	no	no	Office Services	Restricted	Exempt
5/3/18	Cancellation-Israel Contreras	(1,250,000)	Common	0.0630	no	no	Contract Services	Restricted	Exempt
6/1/18	Cancellation-Donald Smith	(1,000,000,000)	Common	0.0650	no	no	Executive Compensation	Restricted	Exempt
6/11/18	Issuance-Thomas Landscaping	5,959,148	Common	0.0690	no	no	Construction Services	Restricted	Exempt
Balance 12/31/18		4,863,868,887							
6/13/17	Cancellation	(440,000)	Preferred	no market	no	no	Exec Comp	n/a	Exempt
6/13/17	Issuance	440,000	Preferred	no market	no	no	Exec Comp	n/a	Exempt
6/1/18	Issuance	50,000	Preferred	no market	no	no	Exec Comp	n/a	Exempt
12/31/18	Cancellation-Donald Smith	(90,000)	Preferred	no market	no	no	Exec Comp	n/a	Exempt
Balance 12/31/18		400,000							

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.)
Convertible Notes							
4/6/16	260,908.21	196,556.24	64,351.97	4/6/17	conv at par	Abraham Abu	Loan
11/10/15	65,393.74	45,000.00	20,393.74	11/9/16	conv at par	Steve Pidliskey	Loan
7/11/15	6,738.36	5,000.00	1,738.36	7/10/16	conv at par	CZA	Loan
4/20/15	64,300.86	41,480.77	22,820.09	4/19/16	conv at par	Abruaham Abu	Loan
7/11/14	10,819.18	2,500.00	8,319.18	7/11/15	conv at par	CZA	Loan
9/15/15	6,647.95	5,000.00	1,647.95	9/14/16	conv at par	Charles Abujudah	Loan
9/2/15	6,665.75	5,000.00	1,665.75	9/1/16	conv at par	CZA	Loan
7/11/15	6,738.36	5,000.00	1,738.36	7/10/16	conv at par	CZA	Loan
7/11/14	21,715.07	15,000.00	6,715.07	7/11/15	conv at par	Pidliskey	Loan
5/10/14	36,616.44	25,000.00	11,616.44	5/10/15	conv at par	CZA	Loan
Notes Payable							
2/23/18	103,094.52	95000	8,094.52	on demand		CZA, Inc.	Loan
6/29/18	11,557.53	11000	557.53	on demand		CZA, Inc.	Loan
8/22/18	103,589.04	100000	3,589.04	on demand		CZA, Inc.	Loan
	704,785.00	551,537.01	153,247.99				

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)[4]:

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

Name: Michael Berg

Relationship to Issuer: Consultant

Financial Statements are Incorporated by reference.

5) Issuer's Business, Products and Services

The company's target assembles automated greenhouse systems for commercial cultivators and processors for the cannabis market. In addition, the company's product lines are ideally suited for transitional organic agriculture producers, specifically food, specifically vegetables and leafy greens.

The company has sold and completed over 40 projects in its first year and a half of its business and introduced and has introduced its SMARTAPP automation software by subscription in the fall of 2017.

The company Executive offices are located in Roseville, California and manufacturing, assembly, and demonstration facilities in Lincoln California.

6) Issuer's Facilities

The Company leases 20 acres of farmland in Placer County (Parcel # 026-071-092-000). The lease term is 5 years through December 31, 2022. Lease payments are $5,000 per month.

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% of 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
John P. Taylor	CEO	6100 Horseshoe Bar Road A#414 Loomis, CA 95650	1,240,000,000 400,000	Common Preferred	25% 100%	

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.

No pending legal proceedings

9) Third Party Providers

Legal Counsel
Austin Legal Group
3990 Old Town Ave # A112, San Diego, CA 92110
(619) 924-9600

Accountant or Auditor **None**

Investor Relations Consultant: **None**

Other Advisors: **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, John Taylor certify that:

1. I have reviewed this annual report for Smart Cannabis Corp;

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.

/s/ John P. Taylor

Principal Financial Officer

April 12, 2019

Principal Financial Officer:

I, John Taylor certify that:

1. I have reviewed this annual report for Smart Cannabis Corp;

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.

/s/ John P. Taylor

Principal Financial Officer

April 12, 2019