

BETWEEN DANDELIONS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDING DECEMBER 31, 2018 AND 2017

NOTE 1 – ORGANIZATION AND OPERATIONS

Between Dandelions, Inc. ("Between Dandelions", "BD", "The Company") was initially organized under the laws of Florida on February 26, 1990 as Phoenix Management Associates, Inc. Over the ensuing years, the Company made a series of amendments to its Articles of Incorporation relating to authorization of various series of Preferred Shares and made a series of name changes. The current name of Between Dandelions, Inc., was filed on November 29, 2018 and FINRA made market announcement on approximately March 11, 2019. BD is social-purpose driven lifestyle and branding company which is currently a development stage entity (DSE) developing and cultivating multiple lines 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. BD is currently evaluating the viability for opening operations in Florida as the state is looking to enact legislation in 2019 that will allow the cultivation of Hemp and sale of hemp Derived CBD products. The company's Hemp and hemp-derived CBD products are expected to be distributed in North Carolina and Florida in the beginning of 2019 and expand 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 and partner 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

On December 18, 2013, Appalachian Mountain Brewery, LLC entered into a Share Exchange Agreement in which its membership interests were exchanged with the Company, a publicly held shell corporation at such time by the name of North Carolina Natural Energy, Inc. The acquisition was a tax-free exchange for federal and state income tax purposes and was accounted for as a reverse merger in accordance with FASB Accounting Standards Codification 805-40 "Reverse Acquisitions". Upon acquisition, the name of the shell corporation was changed to Appalachian Mountain Brewery, Inc., and Appalachian Mountain Brewery, LLC, the North Carolina corporation, became a wholly owned subsidiary of Appalachian Mountain Brewery, Inc., the Florida corporation. The publicly traded shell corporation had not had a material operating history for several years prior to the merger. The transaction was effectively completed on December 18, 2013, which has been accounted for as a reverse acquisition and recapitalization of the Company, through a wholly-owned subsidiary which is deemed to be the ultimate accounting acquirer (legal acquiree) and the Company to be the ultimate accounting acquiree (legal acquirer). The Company was deemed to be a continuation of the business of Appalachian Mountain Brewery, LLC. Between February 2013 and November 2018, the Company conducted operations as a craft brewery and cidery and tap room in Boone, North Carolina.

On or about October 11, 2018, the Company entered into an Asset Purchase Agreement with Craft Brew Alliance ("CBA"), a Washington corporation. Pursuant to the Asset Purchase Agreement, the Company sold substantially all of its assets to CBA. BD is currently a Development Stage Company and hopes to move into operations selling Hemp and hemp derived CBD products during the first half of 2019. The company formed a Strategic Advisory Board ("SAB") on October 11, 2018 not only for the new direction into Hemp and hemp derived CBC but also for the purpose to exploring new business opportunities and

partnerships with socially-minded companies looking to bring their products or services to the public markets and give back to our countries veterans and their communities.

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

The financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. The accounting policies conform to general accepted accounting principles in the United States of America and have been consistently applied in the preparation thereof. The Company's year-end is December 31. All significant intercompany balances and transactions have been eliminated.

The Company's financial statements are prepared pursuant to the provisions FASB Accounting Standards Board Codification Topic 915-10 ("Development Stage Entities"), which specifies the guidelines for identifying an entity in the development stage, addresses the applicability of generally accepted accounting principles (GAAP) to development stage entities, and provides guidance on financial reporting requirements for development stage entities, including additional information required to be presented in the basic financial statements of development stage entities along with the stage whereby the company's planned principle operations may or may not have commenced.

A development stage entity will typically be devoting most of its efforts to activities such as the following:

1. Financial planning
2. Raising capital
3. Exploring natural resources
4. Developing natural resources
5. Research and development
6. Establishing sources of supply
7. Acquiring property, plant, equipment, or other operating assets, such as mineral rights.
8. Recruiting and training personnel
9. Developing markets
10. Starting up production

The relevant accounting policies and procedures are listed hereafter

Management's Use of Estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - For purposes of the Consolidated Statements of Cash Flows, the Company considers liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains its cash in bank deposit accounts, which, at times, may exceed the federally insured limit of \$250,000. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Advertising - We expense advertising costs as incurred. The Company does not incur any direct-response advertising costs.

Accounts Receivable - The Company sold its beers and products to customers in a retail bar like setting located at its former premises and wholesale thru a Master Distribution Agreement with Craft Brew Alliance. An ongoing credit evaluation of its customers was not applicable due to the point of sale nature of its business. There is no estimate necessary of the allowance for doubtful accounts, accordingly.

Inventory - Inventory, consisting primarily of beer and related raw materials such as yeast, hops and grain, was stated at the lower of cost or market using the first-in, first-out method. Shirts, hoodies and hats displaying the company's products or trade names were also sold but were immaterial to the operations as a whole.

Fixed Assets - Property and equipment are stated at cost less accumulated depreciation and are depreciated over their estimated useful lives using the straight-line method. Recovery periods range from five to fifteen years. Upon retirement or sale, the cost and related accumulated depreciation are removed from the balance sheet, and the resulting gain or loss is reflected in other income and expense. Maintenance and repairs are charged to operations as incurred.

Impairment of Long-lived Assets - The Company evaluated the recoverability of its property, plant, equipment, and other long-lived assets in accordance with FASB Accounting Standards Codification 360 "Property, Plant and Equipment", which requires recognition of impairment of long-lived assets in the event the net book value of such assets exceed the estimated future undiscounted cash flows attributable to such assets or the business to which such intangible assets relate. No impairments of these types of assets were recognized during the years ended December 31, 2018 and 2017.

Revenue Recognition - The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition as applicable. The Company recognizes revenue when it is realized and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product or products have been shipped or the services have been rendered to the customer, (iii) the sales price is fixed and determinable, and (iv) collectability is reasonably assured. Revenue was recognized when beer was consumed at the point of sale at the Company's former drinking facilities and earned or when beer is shipped to external customers consisting of grocery stores and bars and earned as title passes FOB shipping point, provided collection of the resulting receivable is probable. If any material contingencies are present, revenue recognition is delayed until all material contingencies are eliminated. Further, no revenue is recognized unless collection of the applicable consideration is probable.

Income Taxes - Income taxes are accounted for in accordance with FASB ASC 740 "Income Taxes". A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and for net operating loss carryforwards, where applicable. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or the entire deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

Earnings (Loss) Per Common Share - Basic earnings (loss) per share amounts are based on the weighted average shares of common stock outstanding for the years presented. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. This presentation has been adopted for the years presented. There were no adjustments required to net income (loss) for the years presented in the computation of diluted earnings per share. All share and per share data have been adjusted to reflect the recapitalization of the Company in the Exchange and the reverse stock split of the company's common stock.

Comprehensive Income (Loss) - The Company adopted FASB Accounting Standards Codification 220 "Comprehensive Income", which establishes standards for reporting and display of comprehensive income, and its components in the consolidated financial statements. Components of comprehensive income include net loss

Dividends – The company has not adopted any policy regarding payment of dividends. No dividends have been paid during the years ending December 31, 2018 and 2017.

Long-Term Debt – As of December 31, 2018 the company has no long-term debt.

Stock Based Compensation - The primary focus is with transactions in which an entity obtains employee services, in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, "Accounting for Stock-Based Compensation." and supersedes Accounting Principles Board ("APB") Opinion No.25, "Accounting for Stock Issued to Employees," and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards, after the grant date, must be recognized. The Company has not adopted a stock option plan nor has it granted any stock options.

Fair Value of Financial Instruments – The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's financial assets and liabilities, such as cash and cash equivalents, inventories, accounts payable and accrued expenses, notes payable and note payable – related party approximate their fair values because of the short maturity of these instruments. The Company's short term borrowings approximate the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangement at December 31, 2018 and 2017.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at December 31, 2018 and 2017, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the years ended December 31, 2018 and 2017.

Recent Accounting Pronouncement - In June 2014, the FASB issued Accounting Standards Update ("ASU") 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related

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disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted for financial statements not yet issued. The Company adopted ASU 2014-10 during the fourth quarter of 2014, thereby no longer presenting or disclosing any information required by Topic 915. The Company has reviewed all recently issued, but not yet effective, accounting pronouncements up to ASU 2014-05, and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). With ASU 2014-09, the FASB supersedes the revenue recognition requirements of Topic 605, Revenue Recognition, and most industry-specific guidance. ASU 2014-09 sets forth an entirely new revenue recognition model, codified in FASB ASC 606-10, requiring that contracts be identified, performance obligations be identified, the transaction price be determined and allocated to performance obligations, and revenue be recognized upon satisfaction of performance obligations. ASU 2014-09 is effective for public companies for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adoption is not permitted.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements – Going Concern (Topic 205-40)", which requires management to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern for each annual and interim reporting period. If substantial doubt exists, additional disclosure is required. This new standard will be effective for the Company for annual and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company does not expect the implementation of this standard to have a material effect on its disclosures.

The following FASB Pronouncements were issued in the 12 months ended December 31, 2018

- Update 2018-15-Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract (a consensus of the FASB Emerging Issues Task Force)
- Update 2018-14-Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20): Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans
- Update 2018-13-Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement
- Update 2018-12-Financial Services-Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts
- Update 2018-11-Leases (Topic 842): Targeted Improvements
- Update 2018-10-Codification Improvements to Topic 842, Leases
- Update 2018-09-Codification Improvements [Revised 07/18/18 -Wording corrected in summary to reflect actual Codification wording.
- Update 2018-08-Not-For-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made
- Update 2018-07-Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting
- Update 2018-06-Codification Improvements to Topic 942, Financial Services-Depository and Lending.
- Update 2018-05-Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118 (SEC Update)
- Update 2018-04-Investments-Debt Securities (Topic 320) and Regulated Operations (Topic 980): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 117 and SEC Release No. 33-9273 (SEC Update)

- Update 2018-03-Technical Corrections and Improvements to Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities
- Update 2018-02-Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income
- Update 2018-01-Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842

After reviewing these pronouncements, management's opinion is that it does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements at this time.

NOTE 3 – FIXED ASSETS –

Fixed assets were comprised of the following as of December 31, 2018 and December 31, 2017, respectively. Depreciation is calculated using the straight-line method over a 7 year period for machinery & equipment and furniture & fixtures, period and 15 year period for leasehold improvement. The company has liquidated all existing beer and food related assets as a result of the Asset Sale transaction.

	12/31/2018	12/31/2017
Furniture, fixtures and equipment	-	1,097,756
Leasehold improvements	-	449,965
Less accumulated depreciation	-	(1,015,675)
Net property and equipment	-	532,046

NOTE 4 – INVENTORY –

The company has liquidated all inventory of existing beer and food related inventory as a result of the Asset Sale transaction.

	12/31/2018	12/31/2017
Inventory	-	609,382
Net Inventory	-	609,382

NOTE 5 – ACCOUNTS RECEIVABLES –

The company has either liquidated or will have liquidated all existing beer and food related receivables as a result of the Asset Sale transaction by March 31, 2019.

	12/31/2018	12/31/2017
Accounts receivables	386,102	709,920
Net accounts receivables	386,102	709,920

NOTE 6 – LONG TERM DEBT AND RELATED-PARTY TRANSACTIONS –

As of December 31, 2018, the Company has a no long-term debt payable nor any related-party notes payable as a result of the asset sale transaction.

	12/31/2018	12/31/2017
Notes Payable	-	1,400,000
Notes Payable – Related Party	-	641,127
Total Long-Term Liabilities	-	2,041,127

NOTE 7 – SUPPLEMENTAL CASH FLOW INFORMATION –

Supplemental disclosures of cash flow information for the years ended December 31, 2018 and 2017 is summarized as follows:

	12/31/2018	12/31/2017
Income Taxes - Provision	1,300,000	-
Interest	73,158	74,998

NOTE 8 – NOTES PAYABLE –

Debt Securities, Including Promissory and Convertible Notes as of December 31, 2018

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>Unsecured 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>Unsecured 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>Unsecured Loan</u>

NOTE 9 – EQUITY

On March 14, 2013, the Chief Executive Officer of the Company authorized the effectuation of a 1-for-5,000 reverse stock split pursuant to the majority consent. The Reverse Split combined the Company's outstanding Common Stock on the basis of 5,000 outstanding shares being changed to 1 outstanding share. Each shareholder's percentage ownership in the Company (and relative voting power) remained essentially unchanged as a result of the reverse split.

The above reverse split took effective upon the Company filed an Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida in 2013. This was the last reverse split that has occurred with the company's common stock.

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The Company has the authority to divide its preferred shares into classes, determine rights, limitations, and preferences of such class of stock and its preferred stock carries no cumulative annualized interest. The Series A and B preferred shares have a value set at \$.001 par value per share. The Series A preferred shares are convertible into common shares at the rate of four times the sum of Preferred B preferred shares plus common shares. The Series B preferred shares current conversion ratio to common stock is a ratio of 200 shares of Series B to 1 common share. The Board of Directors has full authority to approve or deny requests for conversions of Series A and B preferred shares to common stock.

During the year ended December 31, 2018 and December 31, 2017, the Company issued no shares of Common, Series A or B Preferred stock or approved any conversions of Preferred stock to common stock.

NOTE 10 – STOCKHOLDERS DEFICIT –

As of December 31, 2018, the total shareholders net equity has increased from a deficit of \$(654,736) as of December 31, 2017 to \$3,777,047 due to the Asset Sale transaction.

	12/31/2018	12/31/2017
Total Stockholders' Deficit	3,777,047	-654,736

NOTE 11 – EARNINGS PER SHARE –

Earnings per common share is computed using the weighted average number of common shares outstanding. If applicable, Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive. The Company has no outstanding stock options, warrants or common stock equivalents. The following reconciliation of the computation for basic and diluted EPS for the Year Ended December 31, 2018 and December 2017:

	12/31/2018	12/31/2017
Net Income (Loss)	4,431,783	93,236
Weighted-Average common share outstanding – diluted	8,038,115	8,038,115
Income (Loss) per share – basic and diluted	.55	.01

Note: Outstanding Diluted Common Shares – 8,038,115 as of the Asset Sale

NOTE 12 – DISCONTINUED OPERATIONS –

On or about October 11, 2018, the Company entered into an Asset Purchase Agreement with Craft Brew Alliance (“CBA”), a Washington corporation. Pursuant to the Asset Purchase Agreement, the Company sold substantially all of its assets to CBA and closed on or about November 29, 2018. As of that date the Company no longer operated as a brewery, cidery or food business and began winding down the remaining business relationships outstanding. Appalachian Mountain Brewery, Inc. changed its name to Between Dandelions, Inc. on or about November 29, 2018 and is currently a Development Stage Company planning for operations selling Hemp and hemp-derived CBD products during the first half of 2019. The company formed a Strategic Advisory Board (“SAB”) on October 11, 2018 not only for the new direction into Hemp and hemp-derived CBC but also for the purpose to exploring new business

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opportunities and partnerships with socially-minded companies looking to bring their products or services to the public markets and give back to our countries veterans and their communities.

NOTE 13 - DEVELOPMENT STAGE ENTITY (DSE) –

The Company's financial statements are prepared pursuant to the provisions FASB Accounting Standards Board Codification Topic 915-10 ("Development Stage Entities"). which specifies the guidelines for identifying an entity in the development stage, addresses the applicability of generally accepted accounting principles (GAAP) to development stage entities, and provides guidance on financial reporting requirements for development stage entities, including additional information required to be presented in the basic financial statements of development stage entities along with the stage whereby the company's planned principle operations may or may not have commenced.

A development stage entity will typically be devoting most of its efforts to activities such as the following:
1. Financial planning 2. Raising capital 3. Exploring natural resources 4. Developing natural resources 5. Research and development 6. Establishing sources of supply 7. Acquiring property, plant, equipment, or other operating assets, such as mineral rights. 8. Recruiting and training personnel 9. Developing markets 10. Starting up production

Note:

ASC 915 is being superseded by FASB Accounting Standards Update No. 2014-10. Development Stage Entities (Topic 915) Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation. The amendments made by ASU 2014-10 are effective for public business entities for annual reporting periods beginning after December 15, 2014, and interim periods therein. For other entities, the amendments are effective for annual reporting periods beginning after December 15, 2014, and for interim reporting periods beginning after December 15, 2015.

Specifically, ASU 2014-10:

Removes ASC 915 in its entirety from the FASB Accounting Standards Codification Deletes the guidance in ASC 810 on how to assess whether a DSE has sufficient equity at risk in the evaluation of whether the DSE is a variable entity. Clarifies that all entities, including entities that have not begun operations, should provide the risk and uncertainty disclosures required in ASC 275.

The ASU will be applied retrospectively and will be effective for business entities in interim and annual periods beginning after December 15, 2014. The requirements will be effective for non-public entities for annual periods beginning after December 15, 2014, and interim and annual periods thereafter. However, both public and nonpublic entities will have additional time to adopt the amendments to AC 810. Early adoption is permitted in all cases.

Full details and further information can be found on the FASB web site, www.fasb.org.

Start-up Costs Risks and Uncertainties

The Company is subject to substantial business risks and uncertainties inherent in starting a new business. There are no assurances that the Company will be able to generate sufficient revenues or obtain sufficient funding necessary to continue in business.

NOTE 14 – GOING CONCERN –

It is Management's opinion notwithstanding the risks associated with being a Development Stage Company that the Company is considered for accounting purposes, as a "Going Concern" as described within the codification of the Federal Accounting Standards Board ("FASB" including the FASB update No. 2014-15). The Company has not yet to generate an internal cash flow post the asset sale from its

ongoing business operations and has generated operating losses since its inception as a Development Stage Entity. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans with regard to these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's working deficiency if any, and 2) implement a plan to increase cash flows. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Management's current strategic implementation plans with regard to these matters encompass the leveraging of the synergies created by the strategic partnership with Hempleton Investment Group which has over 10 years of hemp business experience. The Company believes it will be able to reduce variable costs through economies of scale on cultivation, procurement, logistics, sales, branding, marketing, and increase its distribution thru the Hempleton Wholesale and Retail Networks. Management believes it is probable that its plans, when implemented, will mitigate the relevant conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued.

NOTE 15 – INCOME TAXES –

The Company has approximately \$1,061,372 of federal net operating losses available that expire in various years through the year 2034. Due to federal tax net operating losses, there is no provision for current federal or state income taxes for the years ended December 31, 2017 and a \$1,300,000 provision for current federal and state income taxes for year ending December 31, 2018. Income tax expense is the tax payable or refundable for the periods plus or minus the change during the period in deferred tax assets or liabilities. The Company's policy regarding income tax and interest and penalties is to expense those items as general and administrative expense but to identify them for tax purpose. The Company files income tax returns in the U.S. Federal jurisdiction and Florida and North Carolina for the years ending December 31, 2018 and December 31, 2017. The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and "Accounting for Uncertainty in Income Taxes". The Company had no material unrecognized income tax assets or liabilities as of December 31, 2018. The Company is not currently involved in any income tax examinations.

The Federal and State income tax statutory rates to total income taxes for the years ended December 31, 2018 and December 31, 2017 are as follows:

	12/31/2018	12/31/2017
Federal Income tax statutory rate	21%	34%
Florida Income tax statutory rate	5.5%	5.5%
North Carolina Income tax statutory rate	3%	3%

NOTE 16 – SEGMENTS –

The Company determined that it do not operate in any material, separately reportable operating segments as of December 31, 2018 and December 31, 2017.

NOTE 17 – CONTINGENCIES –

The Company had no contingencies existing as of December 31, 2018 and December 31, 2017.

NOTE 18 – MATERIAL EVENTS –

BETWEEN DANDELIONS, INC. ANNOUNCES LETTER OF INTENT TO ENTER INTO “JOINT VENTURE” WITH HEMPLETON INVESTMENT GROUP, INC.

NORTH MIAMI, FL / ACCESSWIRE / December 17, 2018 / Between Dandelions, Inc. (OTC: HOPS) (“BD”), a Florida publicly traded, socially-driven, lifestyle and branding company, today announced that it has signed a Letter of Intent (the “Letter”) to form a “Joint Venture” with Wilmington, NC-based Hempleton Investment Group, Inc. (“HIG”) a leading vertically integrated Hemp and hemp-derived CBD company. Under the terms of the Letter, the two companies will explore potential opportunities to drive innovation, growth, long-term business alignment, and shareholder value through sharing of resources in key strategic areas of a vertically-integrated model including, but not limited to, genetics, cultivation, supply-chain management, purchasing, marketing, distribution, and sales (retail and wholesale), e-commerce, and brick and mortar stores. The prospective partnership also gives “BD” access to “HIG’s” thought leadership, technical resources and 10+ years of experience in genetics, cultivation, sales, branding and bringing world-class consumer products, including but not limited to Hemp and hemp-derived CBD products, to market.

BD and HIG share several similarities that reinforce the strategic alignment and cultural fit between both companies, including distinctive and identifiable brands that are rooted in real local North Carolina heritage and a strong belief in the importance of supporting our country’s veterans through philanthropic efforts. Hempleton’s portfolio of subsidiary companies includes: The Hemp Farmacy, East Coast Genetics, New River Distilling Company, Integrated Hemp Solutions, The NC Hemp Farm Research and Innovation Campus, and their flagship hemp-derived CBD lines, Carolina’s Hope and Hope Hemp Extracts. All the companies under the Hempleton Investment Group, Inc umbrella are well known for their community involvement and commitment to transparency and quality. Similarly, Between Dandelions, Inc. will be contributing a portion of every sale to the “We Can So You Can” Foundation Veteran Services programs. Each donation will first further the long-term goals of the One Vet at a Time (“OVAAT”) program currently active in Boone, NC. Additionally, there will be contributions to include but not limited to the “Back Packs for Life” non-profit located in New Jersey. For more information visit: www.ovaat.org and www.backpacksforlife.org

“This kind of partnership aligns perfectly with what we’re building Between Dandelions, Inc to do: help bring lifestyle brands to market that give back to their communities coast to coast. As we look to the future, we’re excited to broaden the alliance with real brands that are steeped in place and legacy and nurture their ability to serve today’s increasing demand for the highest quality consumer hemp-derived CBD and Hemp products all up and down the east coast,” said Sean Spiegelman, chief executive officer, Between Dandelions, Inc. “Justin and the entire team at Hempleton Investment Group, Inc. have already built an amazing company, known just as much for its leadership as they are for their innovation and forward thinking. We are thrilled to support their ongoing innovation and look forward to exploring opportunities to share resources, not to mention craft genuine consumer products that have a purpose to heal people while giving back to their communities where their products are sold.”

Justin Hamilton, Founder and Chief Executive Officer of [Hempleton Investment Group](http://www.hempletoninvestmentgroup.com) – one of the largest hemp conglomerates in the Carolinas stated, “I can think of no better path forward for our company than to create a “Joint Venture” with a respected leader like Between Dandelions. We are eager to look at how Hempleton can leverage our technical expertise and extensive experience helping brands grow while maintaining our focus on local community, philanthropy and the environment. We’re also looking forward to creating a collaboration of high-end hemp-derived CBD and hemp-based brands with Between Dandelions which will be distributed on the East Coast on a larger scale so more customers can enjoy our collaborative brands while giving back to their communities and its’ veterans.”

BETWEEN DANDELIONS, INC.

FOOTNOTES

YEARS ENDING DECEMBER 31, 2018 AND 2017

About Hempleton Investment Group, Inc.

Hempleton Investment Group, Inc. owns and operates six subsidiaries:

1. The Hemp Farmacy (“THF”), is the first CBD dispensary in the state of NC to provide legal access to hemp dietary supplements and hemp-based products both in-store and online. Since 2016, THF has expanded to eight store locations and counting with its’ franchising package to be released in early 2019. THF carries an expansive line of US-produced and US- grown legal cannabis products. Products are researched, reviewed, and tested by THF’s knowledgeable staff before being sold in addition to being tested by a third-party lab. THF offers hemp extracts in all forms—tinctures, topicals, edibles, flowers, dabs, and more. With batch lab results for each product line, THF offers safe, easy access to hemp products for all to enjoy a more natural healing lifestyle. The Hemp Farmacy is part of Hempleton’s network of locally managed farms and industry leaders. They strive to bring customers top quality, fresh product, that is often sourced within a few hours of where the products are sold.

2. East Coast Genetics, LLC (“ECG”) is a large-scale hemp genetics company dedicated to providing licensed hemp growers with superior quality, high-CBD strains. Founded in 2016, ECG obtained the sole distribution rights on the Eastern US seaboard for the trademarked Cherry Wine strain. ECG’s genetics team has since isolated the top-performing Cherry Wine phenotypes. Additionally, new high-performing strains, including Sweetened & Franklin Otto, BaOx, and T1, have been added to ECG’s genetics library. Each strain undergoes variety trials at both their indoor facility and outdoors at The NC Hemp Farm Research & Innovation Campus located in Wallace, NC. All strains are evaluated on plant structure, cannabinoid content, flowering cycles, and pest resistance. ECG believes that providing research-backed genetics sets them apart from the competition. Together with their network of distributors in NC and VA, ECG prides themselves on providing organically grown, reliable strains guaranteed to ensure the grower the highest CBD yields with natural resistance to pests and mold.

3. The NC Hemp Farm Research and Innovation Campus was originally built as an agritourism farm. With the introduction of hemp into the NC landscape in 2016, Hempleton transitioned the property into an education space for newly licensed hemp farmers. The farm is now the primary grow site for Hempleton and its’ partners to try new genetics, planting styles, fertilizer regimens, and products. The information generated from the research campus is shared with farmers throughout NC, so others may learn from the research conducted by HIG. The research campus holds public events and demonstrates hemp trials on the farm. This campus is used to help educate farmers throughout the state about hemp, as well as how to incorporate hemp into their farms. With three primary categories of hemp including grain/seed, fiber, and high-CBD varieties, farmers can ask questions and see what category fits their farm operations.

4. New River Distilling Company (“NRD”) is Hempleton’s most recent partnership and the final piece in creating vertical integration within HIG. New River Distilling Co. founders, Daniel Meehan and Kiever Hunter, use a specialized extraction to isolate terpenes from hops, allowing brewers to create a more flavorful beer with less waste. Their proprietary method will now be used to extract various terpenes and cannabinoids from hemp provided by Hempleton. These terpene extractions are available to brewers and enable the addition of hemp’s flavor and scent profiles to beer. This partnership marks the entrance of hemp extracts into the beverage industry and offers a new avenue for farmers to sell their crops. New River Distilling Co. additionally offers extraction of other botanicals (like citrus) to create specialized terpene formulations as well as toll charging extraction services for other hemp companies and farmers.

5. Hope Hemp Extracts is the premier product line at each of 8 Hemp Farmacy locations. The brand was conceptualized to support the local farming industry in NC and launched its first subsidiary, “Carolina’s Hope,” in 2016. Since then, “Tennessee’s Hope” and “Arizona’s Hope” have launched, each supported by the respective state’s local hemp farmers. With plans for expansion into New Jersey and Florida, Hope Hemp Extracts is poised to be national leader in the hemp industry.

BETWEEN DANDELIONS, INC.

FOOTNOTES

YEARS ENDING DECEMBER 31, 2018 AND 2017

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6. Hempleton's medical partner, Integrated Hemp Solutions ("IHS"), takes a unique approach to the clinical research, product development and sales of cannabidiol (CBD). The company's hemp-derived CBD products are clinically tested and trusted by doctors and patients to treat a growing list of conditions, providing a safe alternative to dangerously addictive opioids. Working with its partners at Integrated Pain Solutions, IHS treats thousands of patients using CBD therapy and tracks their progress on a regular basis. IHS provides a safe, convenient and informative way for patients to better understand their treatment options and procure the proper CBD therapy for their specific conditions.

For more information, visit: <https://www.hempleton.com>

NOTE 19 – SUBSEQUENT EVENTS –

The Company evaluated all events or transactions that occurred after September 30, 2018 through the date of this filing in accordance with FASB ASC 855 "Subsequent Events". The Company determined that it does not have any additional subsequent event requiring recording or disclosure.

THIS CONCLUDES THE FOOTNOTES FOR YEARS ENDING 2018 AND 2017.