

## NOTIFICATION OF LATE FILING

**Name of the Issuer:** CannaGrow Holdings, Inc.

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

**For Period Ended:** 3/31/17

**Address of Principal Executive Office:**

8101 E. Prentice Ave.

Suite 500

Greenwood Village, CO 80111

**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 1<sup>st</sup> Qtr., ending March 31, 2017, report took longer than expected therefore additional time is required.

**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 18, 2017

**Person to contact regarding this notification:**

Date: May 12, 2017

Signature: /s/ Delmar Janovec

Name: Delmar Janovec

Title: President

**Instructions to post Notification of Late Filing in [www.OTCIQ.com](http://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](http://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 [otcm Markets.com](http://otcm Markets.com)