

CANNAGROW HOLDINGS, INC.

ANNUAL INFORMATION AND DISCLOSURE STATEMENT

For the period ended June 30, 2017

THIS STATEMENT HAS NOT BEEN FILED WITH FINRA OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended.

1). Name of the issuer and its predecessor (if any).

Name of issuer:

CannaGrow Holdings, Inc.

Predecessors: Topper's Brick Oven Pizza, Inc.

Famous Food Group, Inc.,---Name change effective on February 21, 2003

Kootenai Corp.,---Name change effective on June 22, 2006

BizAuctions, Inc.,---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.,---Name change effective on November 1, 2014

2). Address of the issuer's principal executive offices.

Company Headquarters

CannaGrow Holdings, Inc.

200 So. Santa Fe, Suite 303

Pueblo, Co. 81003

Telephone: 719-225-3094

Email: delmar@cannagrowholdings.com

Issuer website:

<http://www.cannagrowholdings.com>

Investor Relations Contact:

Delmar Janovec

200 So. Santa Fe, Suite 303

Pueblo, CO 81003

TEL: 719-225-3094

Email: info@cannagrowholdings.com

3). **Security Information.**

Trading Symbol: CGRW

Exact Title and Class of Securities Outstanding:

Authorized common shares: 300,000,000 shares,

Authorized Preferred Series: 150,000,000 shares,

CUSIP Number: 13765E 107

Par or Stated Value of Common stock: Par value is \$0.001

Par or Stated Value of Preferred stock: Par value is \$0.001

Series A Preferred Shares:

Total Number Authorized: 100,000,000

Total Number Outstanding: 42,000,000

No CUSIP

Series B Preferred Shares:

Total Number Authorized: 5,000,000

Total Number Outstanding: 0

No CUSIP

Series C Preferred Shares

Total Number Authorized: 20,000,000

Total Number Outstanding: 185,000

No CUSIP

Series D Preferred Shares

Total Number Authorized: 25,000,000

Total Number Outstanding: 10,000,000

No CUSIP

No other shares of Preferred Stock have been issued or are outstanding.

Total Shares Authorized: As of June 30, 2017, (a) 300,000,000 common shares and (b) 150,000,000 preferred shares.

Total Shares Outstanding: As of June 30, 2017, (a) 102,073,434 common shares and (b) 52,185,000 of preferred shares are outstanding.

Transfer Agent:

Interwest Transfer Co., Inc.

1981 Murray Holladay Rd., Suite 100

Salt Lake City, UT 84117

Telephone: 801-272-9294

Facsimile: 801-277-3147

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

The Company received notice on or about March 26, 2015, through the law firm of Clyde Snow & Sessions, counsel to the Company for the DTC Chill Deposit matter, that DTCC will be lifting the electronic Deposit Chill on the Company's common stock. The Chill was lifted in March of 2015.

The Issuer has not been subject to any trading suspension orders issued by the SEC in the past 12 months.

4). Issuance History.

The following events resulted in changes in total shares outstanding by the issuer (1) in the past two-year period ending on the last day of the issuer's most recent fiscal year, and (2) since the last day of the issuer's most recent fiscal year:

(1) Issuances of common stock during the two-year period ended December 31, 2016 and December 31, 2015:

Issuances of common stock during the calendar year 2016:

There were no issuances of common stock during this calendar year.

Issuances of common stock during the calendar year 2015:

There were no issuances of common stock during this calendar year.

Issuances of preferred series stock during the calendar year 2016 & 2015:

There were no issuances of preferred series stock during these calendar years.

(Please see Other Matters under No. 5 of this Disclosure Statement.)

5). Financial Statements.

The unaudited CannaGrow Holdings, Inc., Financial Statements for the periods ended June 30, 2017, and December 31, 2016, ("Financial Statements"), were posted on the OTC Disclosure & News Service on August 21, 2017, and are incorporated by reference herein.

The Financial Statements include:

1] Consolidated Balance Sheets for the periods of June 30, 2017, and December 31, 2016,

2] Consolidated Statement of Income for the periods of June 30, 2017, and December 31, 2016,

3] Consolidated Statement of Changes in Stockholders' Deficit for the periods of June 30, 2017, and December 31, 2016,

4] Consolidated Statements of Cash Flows for the periods of June 30, 2017, and December 31, 2016,

5] Notes to Consolidated Financial Statements for the periods of June 30, 2017, and December 31, 2016.

Legal Proceeding.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, Lucky 7's, Inc., a Nevada Corporation, and Delmar Janovec, an individual. The complaint was filed on July 27, 2012 in the District Court, Clark County, Nevada, Case No. A-12-665844-B. The complaint is for breach of fiduciary duty for Lucky 7's, misappropriation, conversion and waste of corporation assets, unjust enrichment, misrepresentation and fraud, and attorney fees.

Kenneth J. Sullivan Family Trust, vs. BizAuctions, Inc., a Delaware corporation, BizAuctions Corp., a Nevada corporation, and Delmar Janovec, an individual. The complaint was filed on August 21, 2012 in the District Court, Clark County, Nevada, Case No. A-12-667160-C. The complaint is for breach of promissory note contracts, breach of implied covenant of good faith and fair dealing, unjust enrichment, misrepresentation and fraud, and attorney fees.

The Company, Delmar Janovec, and the Plaintiffs through their counsels entered into preliminary discussions for a settlement of these complaints in late January 2015. In April, 2015, the parties came to an agreement (Settlement Agreement and Release of Claims) as a compromise and settlement of the Parties' respective claims. As the Agreement reflected a compromise and settlement of the Parties' respective claims, no parties were deemed to have prevailed in regard to the claims or to have been a prevailing party.

Plaintiff agreed to accept the sum of \$225,000.00 (Settlement Amount) as a compromised payment in full satisfaction of all sums due pursuant to the various Promissory Notes and all of its claims against the Company and other Defendants. The first payment of \$35,000.00 was due within seven (7) calendar days of the execution of the settlement agreement in April 2015. Monthly payments of \$8,500.00 are due on the 15th of each month until paid in full. The referenced payments have been made pursuant to the settlement agreement and prior to the filing of this report.

As part of the Settlement Agreement, the Company agreed to execute a Confession of Judgment in the amount of \$1,000,000.00 (Judgement Amount). Delmar Janovec, individually, agreed to a Confession of Judgment and agreed to be individually liable for a portion of the Judgment Amount in the amount of \$400,000.00. The Confession of Judgments will only be filed if the parties are in default on the terms of the Settlement Agreement entered into between the Parties, and after written notice of default is received and not cured within 10 days. Upon payment in full of the Settlement Amount, all stock held by the Plaintiff in CannaGrow Holdings, Inc. and Lucky 7's Inc. will be returned to the respective companies.

The referenced Complaint and Settlement Agreement entered into between the Parties was completed in February of 2017, with a full dismissal of the Complaint with the Courts in March of 2017.

Other Matters.

The Company filed to amend its articles of incorporation with the State of Delaware on August 11, 2015, whereby amending its articles of incorporation after receiving written consent by more than 70% of the shareholders of the Company, to reduce the authorized common stock from Five Hundred Million, (500,000,000), to Three Hundred Million, (300,000,000) shares with an effective date of September 22, 2015. Shareholders of record as of August 7, 2015, were given notice of this corporate action by regular mail. The Company was not required to file a Notice of Corporate Action with FINRA.

Delmar Janovec reduced his percentage of ownership in the Company's common stock from 33,349,289 shares to 12,849,289 in March of 2017 whereby gifting 20,500,000 shares as detailed in the following;. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

Marilyn Janovec is a beneficial shareholder-owner of 4,500,000 shares of restricted common stock or .04% of the Issued and Outstanding as of June 30, 2017. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

Kelly LeCluyse & Blair LeCluyse are beneficial shareholders-owners of 8,000,000 shares of restricted common stock or .07% of the Issued and Outstanding as of June 30, 2017. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

Cristal Wiens and Steve Wiens are beneficial shareholders-owners of 8,000,000 shares of restricted common stock or .07% of the Issued and Outstanding as of June 30, 2017. The stock was issued pursuant to (d)(1) & (3), of Rule 144, as amended, of the Securities Act of 1933.

6). **Describe the Issuer's Business, Products and Services.**

The Nature of the Issuer's Operations.

The issuer's predecessor corporation, Topper's Brick Oven Pizza, Inc., was incorporated on May 5, 1995.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

Business State of Incorporation.

The Issuer is a Delaware corporation organized by the filing of the Articles of Incorporation with the Secretary of State of Delaware on May 5, 1995.

The Issuer's fiscal year-end is December 31.

Business's Primary and Secondary SIC Codes.

The issuer's Primary SIC Code 7389, and its Secondary SIC code is 7380. The Issuer recently redefined its business model, and is a service provider and consultant. The Issuer currently has a total of three (3) employees offering services in the areas of executive management, business development, sales, and marketing. The Issuer is not, nor has been at any time, in the last five years, a "shell company".

Principal products or services, and their markets.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

7). Describe the issuer's facilities.

The Issuer's executive office is located at 200 So. Santa Fe, Suite 303, Pueblo, Co. 81003. The premises consist of approximately 150 square feet. The term is on a month-to-month lease through March 31, 2018.

The Issuer owns and leases equipment as is required for its projects that it undertakes.

8). Officers, Directors, and Control Persons.

A. Names of Officers, Directors and Control Persons owning more than 5% of the Issued and Outstanding at June 30, 2017.

Delmar Janovec is the Chief Executive Officer, Chief Financial Officer, Secretary, Sole Director, and Control Person of the Issuer and has been since June of 2006.

Delmar Janovec is a control person and beneficial owner of 12,849,289 shares of common stock as of June 30, 2017.

Brent Crouch is a beneficial owner of 33,333,300 shares of common stock as of June 30, 2017.

Delmar Janovec and Brent Crouch are beneficial owners of 42,000,000 shares of Series A Preferred stock of the Issued and Outstanding as of June 30, 2017.

Delmar Janovec and Brent Crouch are beneficial owners of 10,000,000 shares of Series D Preferred stock of the Issued and Outstanding as of June 30, 2017.

B. Legal/Disciplinary History.

None of the Issuer's officers, directors or control persons has, in the last five 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);
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;

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
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.

C. Beneficial Shareholders.

Delmar Janovec is a beneficial shareholder-owner of 12,849,289 shares of common stock or 12% of the Issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

Brent Crouch is a beneficial shareholder-owner of 33,333,300 shares of common stock or 33% of the Issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

Dr. John P. Janovec is a beneficial shareholder-owner of 5,000,000 shares of common stock or .049% of the issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

Marilyn Janovec is a beneficial shareholder-owner of 4,500,000 shares of restricted common stock or .04% of the Issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

Kelly LeCluyse & Blair LeCluyse are beneficial shareholders-owners of 8,000,000 shares of restricted common stock or .07% of the Issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

Cristal Wiens and Steve Wiens are beneficial shareholders-owners of 8,000,000 shares of restricted common stock or .07% of the Issued and Outstanding as of June 30, 2017. The business address is 200 So. Santa Fe, Suite 303, Pueblo, CO 81003.

The Company and Mark Kirkland reached an agreement in November of 2014 to return Twenty-Five Million shares of restricted common stock to the Company. The stock had been issued for the licensing rights to the Candwich technology and products for vending through a Kiosk application for the States of Nevada and California. Due to constraints on

the utilization of the technology and products, the Company and Mark Kirkland came to an agreement whereby the stock was cancelled and returned to the Company treasury. This action is pending the final processing by the transfer agent.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 42,000,000 shares of Series A Preferred stock or 100% of the Issued and Outstanding as of June 30, 2017.

Delmar Janovec and Brent Crouch are beneficial shareholders-owners of 10,000,000 shares of Series D Preferred stock or 100% of the Issued and Outstanding as of June 30, 2017.

9). Third Party Providers.

1. Legal Counsel:

Michael Golightly
Attorney-at-Law
59 West 100 South
2nd Floor
Salt Lake City, Utah

Telephone: 801-575-8073 ext. 105
Facsimile: 801-575-8092
Email: mikegolite@hotmail.com

2. Accountant or Auditor:

Crouch & Associates
5148 SOUTH 5500 WEST
SALT LAKE CITY, UTAH 84115
TEL: 801-231-0128
Email: bcrouchcpa@aol.com

Crouch & Associates compiled the accompanying unaudited financial statements utilizing information provided by the Issuer.

3. Investor Relations Consultant: None

4. Other advisor: Dr. John P. Janovec & Jason Wells

10). Issuer Certification.

I, Delmar Janovec, certify that:

1. I have reviewed this Quarterly Information and Disclosure Statement and exhibits of CannaGrow Holdings, 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.

Dated this May 21, 2017

/s/ Delmar Janovec

Delmar Janovec, President & Chief Financial Officer