

# **ANNUAL INFORMATION AND DISCLOSURE STATEMENT**

**Pursuant to Rule 15c2-(11)(a)(5) under the Securities Exchange Act of 1934**

**December 31, 2012**



**Medical Marijuana, Inc.**

**2665 Ariane Drive  
Suite 207  
San Diego, CA 92117**

**CUSIP: 58463A105  
Trading Symbol: MJNA**

## **INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO RULE 15c2-(11)(a)(5)**

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c211 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

### **Section One: Issuer's Initial Disclosure**

#### **Part A General Company Information**

##### **Item I The exact name of the issuer and its predecessors**

Medical Marijuana, Inc. (the "Company", "we", "our", "us", "MJNA")

The Company was originally incorporated as Berkshire Collection, Inc., in Canada in 2003. On May 23, 2005 the Company was incorporated in the State of Oregon. The Company changed its name to Mynewpedia Corp. on January 31, 2007. On May 21, 2008 the Company with the consent of the majority shareholder of Mynewpedia, agreed to issue common stock of Mynewpedia, Corp (MYNW) to the shareholders of Club Vivanet (Florida) in exchange for all issued and outstanding, common shares of the stock of Club Vivanet, totaling 9,300,000 common shares by way of an exchange of one (1) share of Club Vivanet for twelve (12) shares of Mynewpedia, Inc. Club Vivanet Inc., formed in August 2006 as a Florida C Corporation, is currently a wholly owned subsidiary of the Company. Total outstanding shares of the Company after the acquisition was 221,176,840. The Company subsequently changed its name to Club Vivanet, Inc. on May 22, 2008, and on August 28, 2008, the Company effected a 20:1 reverse split which resulted in 11,058,842 total issued and outstanding shares of common stock of the Company. On March 23, 2009, the Company resolved to change its name to Medical Marijuana, Inc., which name change became effective April 28, 2009. On April, 27, 2009 the then current directors/officers of the company resigned and appointed new Officers/Directors. On April 28, 2009 Company issued a total of 40,000,000 shares to New CEO. These actions effected a change and control of the company. Upon the effective date of the name change the Company's trading symbol was changed to MJNA. On the date of the name change of the Company to Medical Marijuana, Inc. the Company spun off its wholly owned subsidiaries, Club Vivanet, a Florida corporation and Mynewpedia Corp. March 23, 2011, an equity/asset exchange was effected between Hemp Deposit and Distribution Corp., a Delaware corporation ("HDDC") and the Company. The equity/asset exchange called for the Company to issue 260,000,000 million shares of common stock to HDDC which required an increase in the authorized share capital from 300,000,000 shares to 600,000,000 shares. The increase was declared effective on March 28, 2011. The issuance of the 260,000,000 shares was effected on March 31, 2011 which effected a change and control of the Company.

The fiscal year end of the Company is December 31.

Neither the company nor any predecessor has been in bankruptcy, receivership or any other similar proceeding.

There has been no default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the company to make payments.

The Company has never been delisted by any securities exchange or deleted from the OTC Bulletin Board or Pink Sheets.

There are no current and have been no past, pending, or administrative actions either by or against the company that could have a material effect on the company's, business, financial condition, or operations and there are no current, past or pending suspensions by a securities regulator. In the ordinary course of business, we may from time to time be involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

It is understood that when the Company uses the word "Cannabis, Medical Cannabis, Medical Marijuana, Marijuana, Canipa, Industrial Hemp Industrialized Hemp or Hemp" it is referring to the word as defined in the United States as "Hemp" or "Medicinal Cannabis".

#### FOOD AND DRUG ADMINISTRATION (FDA) DISCLOSURE

The statements found herein have not been evaluated by the Food and Drug Administration (FDA). None of our products and statements are not intended to diagnose, treat, cure, or prevent any disease.

Medical Marijuana Inc. does not grow, sell, manufacture or distribute marijuana or any other substances that violate the United States Controlled Substance Act. Its products are derived from the legal parts of the Hemp plant and or grown outside of the United States.

**Item II      The address of its principal executive offices**

Medical Marijuana, Inc.  
2665 Ariane Drive  
Suite 207  
San Diego, CA 92117

**Item III      The jurisdiction(s) and date of the issuer's incorporation or organization**

The issuer was originally incorporated in Canada as The Berkshire Collection. On May 23, 2005 the Company was re-incorporated in the State of Oregon.

**Part B**      **Share Structure**

- Item I**      **The exact title and class of securities outstanding**  
Medical Marijuana, Inc. Common Stock  
CUSIP Number – 58463A105  
Trading Symbol – MJNA
- Item II**      **Par or stated value and description of the security**  
Par Value of Common Stock is \$0.001 per share  
950,000,000 shares authorized
- Item III**      **The number of share or total amount of the securities outstanding for each class of securities authorized**  
At the end of last fiscal quarter – September 30, 2012  
Common Stock 808,238,318 shares outstanding
- Item V**      **SHARES OUTSTANDING**  
At the end of last quarter – December 31, 2012  
Common Stock 808,238,318 shares outstanding  
565 - Shareholders of Record as of 12/31/2012  
363,114,259 – Public Float Shares as of 12/31/2012
- December 31, 2012: 808,238,318 Shares outstanding  
December 31, 2011: 558,565,764 shares outstanding  
December 31, 2010: 245,949,062 shares outstanding  
December 31, 2009: 222,685,777 shares outstanding

**Part C**      **Business Information**

- Item I**      **The name and address of the transfer agent**  
First American Stock Transfer, Inc.  
4747 N. 7<sup>th</sup> Street  
Suite 170  
Phoenix, AZ 85014  
602-485-1346  
602-788-0423 fax  
<https://firstamericanstock.com>
- First American Stock Transfer, Inc is registered Under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent.
- Item II**      **The nature of the Company's business**
- A. Business of Issuer**
1. The Company's primary SIC Code is 7380, Miscellaneous Business Services.
  2. The Company is in the development stage.

3. To the best of our knowledge the Company is not, nor has ever been a "shell company".
4. The Company currently has the following divisions and subsidiaries as well as the following affiliates:

Divisions

1. The Hemp Network
2. CannaFuel
3. The Pet Hemp Emporium

Subsidiaries (Companies Owned 50% or more)

1. Wellness Managed Services
2. Ace Hydro
3. HempMedsRX
4. Red Dice Holdings (Dixie Brand)
5. PhytoSPHERE Systems
6. CanCHEW Bio-Technologies
7. Canipa Holdings

5. Affiliates

CannaBANK, Inc.

**Government Regulation**

The effect of existing or probable government regulations on the business of the Company is not known at this time. Due to the nature of the business of the Company, it is anticipated that there may be increasing regulation upon the business of the Company and that may cause the company to have to take serious corrective actions, changes in business plan, or even close or stop its business practices.

6. Research and development activities commenced in April of 2009, and have increased in the quarter ending through December 31, 2012.
7. The total number of full time corporate employees is Seven (7). Our subsidiaries have employees and management not included in this figure. Total we have thirty seven (37) team members, not including part time or contracted.
8. **Prior to new management and the issuance of shares to Hemp Deposit and Distribution, the Company was involved in the following;**

**(The company's management is continuing its evaluation of the following divisions, strategies, partnerships, business and operational plans for productivity, profitability, marketability and to make sure it fits into the Company's business strategies, the following excerpts were taken directly from prior managements annual reports)**

Medical Marijuana, Inc. was to provide institutional level financial services to local, state and federal governments, testing and certification services, education programs, consulting and turn-key solutions to all levels of government and the medical marijuana industry. A division, The Hemp Network, established in June 2010, sold hemp-based products to consumers through a network of home-based sales representatives. The Hemp Network was established to make a real difference in the world by providing the highest quality hemp and hemp blended products to a wide marketplace with the use of network marketing to create massive distribution.

## **EDUCATIONAL SYMPOSIUM AND SEMINARS**

The Company began its expanded seminars with its first education forum in Los Angeles at the Convention Center on January 16-17, 2010. Shortly thereafter, the Company held its second seminar in April 2010 in San Diego at the Convention Center. The focus of these seminars was on educating entrepreneurs, existing industry operators, regulators, city officials, law enforcement officials and the general public on the benefits of a legitimate medical marijuana industry. The Company is evaluating plans for future seminars. Currently no symposium or seminars are planned pending evaluation of the business efficacy of this division.

## **FINANCIAL SOLUTIONS**

Medical Marijuana, Inc. had a provisional patent pending for a tax remittance card which in the early part of 2010 was upgraded and expanded to a utility patent. This will provide local, state and federal governments with a closed loop financial accounting system to monitor compliance and collect tax revenues in a near real-time environment. The Company looked to provide an integrated business system for medical marijuana industry participants, from growers to distributors to dispensaries. The Company's patent pending product was to ensure compliance with local, state and federal regulations where it concerns operations and taxation.

This Stored Value Platform System would provide verifiable solutions for an inter-agency approach to manage the difficult task of Revenue and Taxation Collection for the emerging medical marijuana industry. The stored platform cards would be sold by Master Agents around the United States whereby commissions will be paid on a per transaction basis.

There is also a provisional patent for an inventory control tracking system that was also upgraded and expanded in the early part of 2010 to a utility patent.

This System was an integrated "plug and play" network that allows, Grow-Ops, Distributors, and Co-Ops/Collectives to easily collaborate and build a strong and diversified supply chain network. The database had over 30 predefined defined data points such as THC Content, CBA, CBD, etc, as well as an unlimited number of user/community defined criteria.

The underlying infrastructure was based on a "closed-loop" design to minimize theft and fraud by identifying unauthorized breaks in the supply chain audit trail in real time. Business managers can be notified immediately via text message or email on

mobile devices. There was also a “Mom & Pop Grow-Op” feature that promotes and supports a small business boutique model over big agribusiness super-grows that will inevitably make their way into the industry. Small and tightly controlled Grow-Ops will produce more variety and higher quality product than large automated industrial models.

The Company was the first to step up into unknown territory becoming the first U.S. public corporation to enter the medical marijuana industry. Much of the necessary infrastructure required to efficiently and effectively manage an industry of this magnitude simply does not exist. The Company initial intent was to develop groundbreaking systems and applications to service this emerging industry.

**Under new management, future areas of concentration to be entered into include but are not limited to:**

We are currently in discussions with multiple companies for testing, grading and cannabinoid research.

Co-Op/Collective Management – As the market matures, we intend to provide outsourced management services to dispensaries under contract. We intend to standardize operations and product selection in its group of managed dispensaries.

Medical Marijuana Business Journal – Industry News, Education and Information – The Company will distribute an industry magazine that addresses all issues concerning businesses in the emerging Medical Marijuana Industry.

Hemp Products – We are actively searching for a greatly expandable product line to increase network marketing production. The Hemp Network was established to make a real difference in the world by providing high quality hemp and hemp blended products to a wide marketplace with the use of network marketing.

Medical Marijuana, Inc may also provide institutional level financial services to local, state and federal governments, testing and certification services, educational programs, consulting and turn-key solutions to all levels of the government and the medical marijuana industry. A subsidiary, The Hemp network, sells hemp-based products to consumers through a network of home based representatives.

**End of Evaluation Section A**

**(Each one of the following divisions, strategies, partnerships, business and operational plans is being evaluated by management for productivity, profitability, marketability and to make sure it fits into MJNA business strategies, the following excerpts were taken directly from prior management’s reports, some of these business opportunities are still in practice, others have been slowed or stopped in operation or development).**

**B. Business Development**

Medical Marijuana, Inc is currently developing the following divisions and subsidiaries;

**1. The Hemp Network.**

The Hemp Network's main objective is to educate the general population about the versatility and benefits of the hemp plant. By sharing the story of hemp with individuals across the country and around the world the network strives to raise awareness and ultimately change public perception about industrial hemp. In changing public perception, we can help support changes in the laws associated with the cultivation of industrial hemp and the domestic production of hemp-related products and services. The Hemp Network currently has in excess of 6500 sales associates signed up to sale hemp based and related products in a multiple strategy sales program, from direct sales to affiliate, to network marketing. The Hemp Network strives to acquire, develop and sale these products consumers.

Additional Notes: Currently the Hemp Network has five products. Each product is being evaluated to maximize profitability and marketability. The company is looking to expand its portfolio of products. The company recently met with industry executives from Network marketing companies to evaluate the viability of a network marketing business within our industries. The results from those meetings have been positive; the company is evaluating several management options.

**2. MMI Nutraceuticals.**

MMI Nutraceuticals is a division of the Company that deals with all of MMI Nutraceuticals products including CBD (Cannabidiol) and THC Free brands. The team deals with the development, research, contracting, patents and sales of the products.

Additional Notes: The CBD product line is expected to generate attention in the United States and abroad, because of its purported beneficial properties for humans and animals. Currently we are not aware of any other direct competitors in this marketplace. The Company will look for distributors to sale the products, as well as possibly selling through The Hemp Network (a division of Medical Marijuana, Inc.) as well with its other subsidiaries.

**3. MMI Biotechnology**

MMI Biotechnology is the division that builds and develops specialty equipment and technology for the medical herbal, pharmaceutical and nutraceutical markets. MMI Biotechnology is licensed through Hemp Deposit and Distribution Corporation for the entire western hemisphere. MMI Biotechnology looks to expand its operation and product development through acquisition. These acquisitions will include management contracts on hydroponic stores, herbal medical farms and other medical herb companies.

**4. CannaFuel**

CannaFuel, is a division of the Company that oversees, coordinates, the research and development of hemp and other biomass based fuels. Currently the company is



working on syndicating biomass processing facilities as well as and syndicating raw bio mass materials to be processed into usable Biofuels. The Company is working on projects in the United States, Canada, Asia and Europe. With the change in laws in the United States, specifically within the State of Colorado and Kentucky, we are working on several potential projects for hemp based biomass facilities.

#### 5. The Pet Hemp Emporium

Pet Hemp Emporium is a division of the Company that has developed and owns everyday pet products, consisting of everything from Hemp leashes to Hemp beds and Hemp based bio plastics that are much more suitable for pet use than conventional products that are petroleum (oil) based. These products are not available directly to consumers yet. Instead, the Company is expanding into wholesale distribution and direct distribution to national pet stores before investigating marketing these products at a retail level.

Additional Notes: Currently, the Company can only supply the products in bulk. The Company is evaluating the possibility of selling direct to consumer as well as through The Hemp Network (a division of Medical Marijuana, Inc.), but the minimum quantity required to produce may be less viable for direct sales to consumers and The Hemp Network.

### Subsidiaries

#### 6. Wellness Managed Services, LLC

Wellness Managed Services provides management support and services to Cooperatives, Collectives, Health and Wellness Facilities and Medical Clinics. The services range from management to product distribution.

#### 7. HempMedsRX

HempMeds Rx, LLC is the premier source for quality hemp based health and wellness products. Our unique and patented and proprietary extraction process allows us a significant advantage in bringing forth these products to consumers around the world. The company utilizes the PhytoSPHERE Systems growth and extraction technology to produce its raw plant materials as well as syndicating its production from other international producers of hemp. The company is expected to have its sales site up in the first quarter of 2013.

#### 8. Red Dice Holdings (Dixie Brand) (60% owned by Medical Marijuana Inc.)

Red Dice Holdings, LLC owns the Dixie Brand of consumable products. The company utilizes PhytoSHERE Systems to provide all of the necessary hemp based CBD oil. These products range from a topical salve to the Dixie Dew Drops. The products can be found at retail locations throughout Colorado and on-line. The Company expects to be the first to market hemp based CBD products in the United States Market.

9. PhytoSPHERE Systems (80% owned by Medical Marijuana Inc.) PhytoSPHERE Systems, LLC is the world's leading organic cannabinoid based biotechnology company that builds and develops growing, packaging and extraction technologies and deploys them in self-contained, highly efficient state of the art facilities as well as traditional hemp agricultural facilities, for the pharmaceutical and nutraceutical

raw ingredients markets. The combination of PhytoSPHERE Systems superior technology and proprietary processes, genetically consistent products, and tissue culture based plants, gives us the ability to produce the cleanest and highest quality pharmaceutical grade extracts and compounds currently on the market.

#### **4<sup>th</sup> Quarter Update**

PhytoSphere Systems, LLC (80% owned by the Company and 20% owned by Hemp Deposit and Distribution Corporation ("HDDC")) entered into an agreement in December to grant a license to PhytoSphere Systems to CannaVEST, sell its inventory and supply contracts, as well as certain other assets to CannaVEST Corp., a hemp based agricultural company specializing in the development and sales of hemp based products. The terms of the Purchase Agreement require payment by CannaVEST to PhytoSphere of \$35 million in cash and/or stock. CannaVEST made its first payment to PhytoSphere on January 29, 2013 of \$4,500,000 by the issuance of 900,000 shares of CannaVEST Corp. common stock, 720,000 shares of which (80%) have been distributed by PhytoSphere to the Company. Although CannaVEST Corp. may in its discretion pay the entirety of the purchase price in stock, we expect that some portion of the purchase price will be paid in cash. This cash flow will enable the Company to focus on building its core business through the expansion of its branded products and acquisition of additional brands without our core competence. In addition, the Company will continue to benefit from the solid supply chain relationships sold to CannaVEST through partnering arrangements that are currently in discussions with the goal to ensure future purchases of high value CBD oil at a significant cost savings. Further details are provided for herein.

#### **10. CanCHEW Bio-Technologies**

CanChew Biotech focuses on the treatment of pain and other medical disorders with the application of chewing gum based cannabis/cannabinoids medical products. The company targets research and execution of their clinical development plan and subsequently out licensing of their technology. The development focuses on the R&D of the formulation, production and the development of chewing gum based products in their respective fields e.g: for the treatment of numerous diseases like pain, nausea and vomiting, anorexia, spasticity and various other symptoms.

#### **Medical Marijuana, Inc is currently working with the following affiliates;**

CannaBANK performs Mergers and Acquisitions and acts as a conduit through which assets are transferred from Hemp Deposit and Distribution Corporation to Company pursuant to the Agreement dated March 23, 2011. CannaBANK is also financing the acquisitions and development of certain approved purchases, acquisitions and products. CannaBANK is at the forefront of Hemp based investments. CannaBANK in provided \$4 million in financing for the acquisition and development of several pending transactions, including the Dixie Elixirs Brand, PhytoSphere Systems, CanChew Bio-Technologies, several cannabinoid based hemp delivery systems and several Wellness Managed Services accounts. CannaBANK is expanding its funding resources for the company. The company is expected to receive a second round of equity from CannaBANK over the 1<sup>st</sup> and 2<sup>nd</sup> quarter of 2013.

## **The nature of products or services offered.**

Currently the entire Company product and service portfolio is being evaluated by new management for marketability and profitability.

The current products include:

Hemp extract from the hemp plant which contain high levels of Cannabidiol also known as CBD. These CBD products will have different applications from a topical lotion, mister for your skin, to a raw crystal formula for distributors, nutraceutical and pharmaceutical companies. The CBD products are derived from legal hemp farms international and to be sold as dietary supplements or as an additive to other products. Hemp Network has a diverse network of products that range from hemp aloe to hemp energy drinks. Some of these hemp-based products are textiles.

The Company has entered into multiple joint ventures, more detail in the financial footnotes attached herein. The Company anticipates updates in the coming quarters.

Wellness Managed Services has seen strong growth over the past few quarters and we expect that growth to continue through the acquisition and development of Collectives, Cooperatives, Health and Wellness facilities and Medical Clinics. In the first (1<sup>st</sup>) quarter of 2013 the Company will focus heavily on the development of this company for several reasons.

- a. The accounts provide in most cases an immediate cash flow
- b. In most cases the account have additional shelf space for our products
- c. In most cases the accounts provide direct sales access for our products to end consumers and most importantly to the individuals who recommend specific products
- d. Because the accounts in most cases are established businesses our operating costs are much less because we aggregate the operating costs in administration, legal, accounting and marketing giving the company a strategic advantage
- e. The company anticipates a change in the market in the next twenty four (24) to thirty six (36) months that will make the shelf space and distribution channels much more valuable than in today's market

The company is in the process of evaluating several potential employees or new hires to run and further develop Wellness Managed Services.

HempMeds Rx, LLC is the premier source for quality hemp based health and wellness products. Our unique and patented and proprietary extraction process allows us a significant advantage in bringing forth these products to consumers around the world. The company utilizes the PhytoSPHERE Systems growth and extraction technology to produce its raw plant materials as well as syndicating its production from other international producers of hemp.

Red Dice Holdings, LLC owns the Dixie Brand of consumable products. The Company utilizes PhytoSHERE Systems to provide all of the necessary hemp based CBD oil. These products range from a topical salve to the Dixie Dew Drops. The products can

be found at retail locations throughout Colorado. The company intends on developing its sales through several key areas.

1. Wholesale
2. Affiliated Marketing Sales
3. Retail to Consumers

The Company is looking at expanding its wholesale sales into new markets through state by state distribution contracts and key distribution partners. Affiliated marketing sales allow for the company to capture sales not directly from its efforts, but by the efforts of others with online sales and marketing sites. A sale is captured by the customer clicking its way back to our sales site through banner and sales ad's on approved affiliated marketing company sales sites. The company pays those affiliates a small fee per sale for the life of that client. Retail sales directly to consumers will take place through a direct marketing effort. These sales are taking place through our online sales site, which the company completed in the third quarter of 2012. The Company plans on expending a significant amount of its reserves and operating cash flows on building the marketing efforts of this product beginning this year and expanding into 2013. Once brand awareness will be established through online, print, radio and other forms of media, the company anticipates offers from national and international marketing and distribution companies, at which time the company may need to re-evaluate and modify its sales and marketing strategies to conform to a more typical sales and distribution organization. The company believes that it has the first to market hemp based CBD products in the United States.

PhytoSPHERE Systems, LLC is the world's leading organic cannabinoid based biotechnology company that builds and develops growing, packaging and extraction technologies and deploys them in self-contained, highly efficient state of the art facilities as well as traditional hemp agricultural facilities, for the pharmaceutical and nutraceutical raw ingredients markets. The combination of PhytoSPHERE Systems superior technology and proprietary processes, genetically consistent products, and tissue culture based plants, gives us the ability to produce the cleanest and highest quality pharmaceutical grade extracts and compounds currently on the market. Initially, these extracts and compounds will be used in the manufacture of products to be distributed through MJNA's portfolio companies, thereby giving these companies and MJNA a distinct competitive advantage.

**PhytoSPHERE's highly efficient growth, packaging and extraction technologies provide clients a compact, safe, pollutant-free facility which will allow it to:**

- Greatly increase plant production through yields that significantly exceed traditional methods.
- Completely control the cultivation environment resulting in superior plant growth, uniform strain purity, quality crop production, and year-round production potential.
- Reduce per-unit costs compared to traditional methods by eliminating the use of pesticides, fungicides and herbicides.
- Produce Pharmaceutical grade extracts.
- Establish antibacterial environments and packaging systems.

- Control post production processing with proprietary standardization methods.

**PhytoSPHERE's core technologies consist of:**

- A module that places rows of plants perpendicular to an interior light source, which helps accelerate the growth rate and efficiency of the particular plant that is being cultivated.
- Computer operated sprayers ensure even distribution of nutrient feeding solutions to the crops resulting in an abundance of plants with strong, compact, and multi-directional growth. This state-of-the-art technology is fully contained, meaning crops can be grown year-round in any location using precise combinations of light, water, and nutrients to maximize production.
- A proprietary antibacterial product clipping, curing and packaging system, allowing for a truly pharmaceutical grade method of cultivation.
- An extraction and production process for cannabinoid based compounds derived from the cannabis plant, which uses standardized processes and technology to create the world's leading pharmaceutical grade extracts.

PhytoSPHERE Systems developed several international hemp production facilities\crops which were harvested during 2012. These facilities will take a significant amount of resources and capital from the company. The Company supplies all of its affiliates, subsidiaries and product manufactures with its oil.

CanChew Biotech focuses on the treatment of pain and other medical disorders with the application of chewing gum based cannabis/cannabinoids medical products. The company targets research and execution of their clinical development plan and subsequently out licensing of their technology. The development focuses on the R&D of the formulation, production and the development of chewing gum based products in their respective fields e.g: for the treatment of numerous diseases like pain, nausea and vomiting, anorexia, spasticity and various other symptoms.

**Product Development**

CanChew Biotech has a patented technology in 111 Countries which comprises the inclusion of regulatory acceptable active pharmaceutical ingredients [API] of the cannabinoid variety in a patented and proprietary chewing gum delivery formulation. CanChew® for medical purposes, specifically pain treatment associated with a variety of long term, chronic or degenerative diseases whereby cannabinoid therapy is finding increasing application in a global marketplace.

**CanChew Advantage**

The CanChew® formulation offers a unique, socially acceptable, patient friendly, taste masked and convenient delivery format for delivery of the cannabis/cannabinoid(s) based medicine via the oral mucosal membranes. CanChew's full oral- oropharyngeal mucous membrane delivery method is superior to other delivery methods.

**Advantages of Oral Mucosal Drug Delivery system:**

- Bypass of the gastrointestinal tract and hepatic portal system, increasing the bioavailability of orally administered drugs that otherwise undergo hepatic first-pass metabolism.
- Drug is protected from degradation due to pH and digestive enzymes of the middle gastrointestinal tract.
- Improved patient compliance due to the elimination of associated pain with injections.
- Sustained drug delivery.
- A relatively rapid onset of action can be achieved relative to the oral route.
- Oral mucosal systems exhibit a faster initiation and decline of delivery than do transdermal patches.
- The large contact surface of the oral cavity contributes to rapid and extensive drug absorption.

The Company has secured a GMP Dietary Supplement and nutraceutical manufacturer for its over the counter product. The company is currently looking for a GMP Pharmaceutical manufacturer for its Pharmaceutical Drug, Clinical development and trials. The two require different GMP certifications. The Pharmaceutical\Drug GMP certification is much more strenuous and is required for our clinical development. The company executed a soft launch in the fourth quarter 2012 and anticipates a hard launch of the product in the first half of 2013. The company expects to expend a significant amount of capital developing the over the counter product and significantly more for the clinical development. It is unknown at this time how much capital will be needed for this expansion.

The Company anticipates starting its clinical trials in Europe in 2013 and the overall clinical development taking three to five years. The company has a significant strategic advantage to its product and the development of this business.

1. The company has developed an over the counter product which will be available for sale in the coming quarters. Most companies developing a pharmaceutical drug company do not also have a product for sale on the over the counter market. This gives the company the ability to fuel its own growth and the growth of its Pharmaceutical unit.
2. The product is patented in 111 countries.
3. It has a much greater efficacy over traditional methods of consuming cannabinoid based products.
4. The safety profile of its API's allow for a more attractive sponsoring university and doctors.

## The nature and extent of the Company's facilities

The Company has executive offices at:

### **Corporate Office**

#### **Medical Marijuana Inc.**

2665 Ariane Drive Suite 207

San Diego, CA 92117

Toll Free: 877-770-3838

Facsimile: 888 651-0349

Email: [Info@medicalmarijuanainc.com](mailto:Info@medicalmarijuanainc.com)

URL: [www.medicalmarijuanainc.com](http://www.medicalmarijuanainc.com)

### **CanChew Bio-Technologies**

Kuyperstraat 5

3404 HL IJsselstein, Netherlands

Toll Free: 877-770-3838

Facsimile: 888 651-0349

Email: [Info@canchewbiotech.com](mailto:Info@canchewbiotech.com)

URL: [www.canchewbiotech.com](http://www.canchewbiotech.com)

## **Management Structure and Financial Information**

### **Information on Executive Management Team, Board of Directors and Advisory Board.**

The Company is in process of interviewing additional candidates from a select group of highly skilled potential operating officers. The positions consist of board members, advisory committees as well as executive management team members. This process is not to be rushed, it is imperative to establish a solid team of highly skilled managers and directors since a new change in management was finalized.

- A. Post-March 23, 2011 Interim-Transition-Officers and Directors. The Company is evaluating several professional individuals to fill vacancies and will disclose at such time as appointed.**

### **Board of Directors**

The Company's Board of Directors is comprised of highly qualified and industry professionals. The Board assists the Management team in making appropriated decisions and taking effective action. Currently there are three members on the board.

|          |                |
|----------|----------------|
| Chairman | Michelle Sides |
| Director | Tripp Keber    |
| Director | Ted Caligiuri  |
| Director | Gideon Wolf    |
| Director | David Farrand  |

### **Advisors to the Board**

The Company has an informal Advisory Board that is available to provide business advice and counseling to the Management Team of the Company. The Advisory Board is appointed by the President and/or other key executive members, and does not involve itself in any matters involving corporate governance of the Company.

Dr. Philip A. Van Damme  
Dr. George Anastassov  
Lekhram Changoer  
Robert R. Ghalili, DMD

### **Advisory Committees**

#### **Risk Management Committee**

Vernon Darrimon

#### **Agricultural Committee**

Gideon Wolff  
David Farrand

### **Management**

#### **Michelle Sides**

Chairman of the Board, Chief Operating Officer  
2665 Ariane Drive, Suite 207  
San Diego, CA 92117

Prior to joining Medical Marijuana Inc., Ms. Sides was Chief Operating Officer for HDDC d/b/a CannaBank, Inc, located in San Diego, California. She earned her law degree from Nova Southeastern University and is a Member of the Florida State Bar Association. Holds a Bachelor of Science Degree from Palm Beach Atlantic College, majoring in Business and Organizational Management. Before joining the North American Team, Michelle spent six years as Board of Director, Executive Vice President and General Counsel for EH Building Group II, LLC which was nationally recognized as one of the fast growing developers in 2006-08 winning numerous awards for production, design and marketing. Prior to EH, Michelle honed her legal expertise as Legal and Operations Manager for the Commonwealth Network Corporation, as well as the Director of Legal Affairs for Power Sports, Inc. Both of these positions focused mainly on corporate and real estate transactional law.

Ms. Sides is on the Board for Hemp Deposit and Distribution Corporation.  
Ms. Sides owns shares of Medical Marijuana, Inc.

#### **Dr. Philip A. Van Damme**

Director, CanChew Bio-Technologies  
Kuyperstraat 5  
3404 HL IJsselstein, Netherlands



Dr. Philip. A. Van Damme, DMD MD PhD, was born in Yerseke, The Netherlands Dr. Van Damme is an oral & cranio-maxillofacial surgeon living and working in the Netherlands.

Dr. Van Damme first studied dentistry at the Utrecht University Dental School (Rijksuniversiteit Utrecht, The Netherlands) from 1971 through February 1977. He then fulfilled his military duty in the Dutch Royal Navy from May 1977 through October 1978, as Lieutenant-Dentist. Dr. Van Damme studied medicine at the Utrecht University Medical School, the Netherlands from 1978 through January 1983. He trained in general surgery at the Joannes de Deo Stichting Hospital from July 1983 through April 1984, while taking the International ECFMG/VQE examinations in Paris, France. Dr. Van Damme was trained in Oral & Maxillofacial Surgery in the University Hospital Nijmegen, The Netherlands from May 1984 through May 1988.

His PhD Thesis titled: Sub periosteal Palatal Soft Tissue Expansion was submitted on December 6, 1996 at the Nijmegen University (Katholieke Universiteit Nijmegen). Dr. Van Damme has been Section Editor of the Journal of Cranio-Maxillo Facial Surgery, for the sections Research, Development and New Horizons, and Reviewer for different other scientific journals. There are more than 70 PubMed listed publications and he presented more than 100 times at national and international scientific meetings. In 2004, Dr. Van Damme had dual roles of being Visiting Professor in the Mount Sinai Hospital in New York, USA, and Visiting Surgeon in the Burdenko Institute in Moscow, Russia. In subsequent years he held numerous staff positions at several well respected medical clinics in the Netherlands. Together with Prof. George E. Anastassov MD DDS FAC, he has a patent application (US20110097283 – EP2280687 – CA2719830) on chewing gum compositions comprising Cannabinoids.

In December 2007, he became Director-owner of Mareda Holding BV (Investment Company) and President-founder of Stichting Sanammad (intellectual property foundation) together with Lekhram Changoer MSc BSc).

Dr. Philip A. Van Damme owns shares of Medical Marijuana Inc.

**Dr. George E. Anastassov**

Director, CanChew Bio-Technologies  
Kuyperstraat 5  
3404 HL IJsselstein, Netherlands

Dr. Anastassov graduated with BA Degree in Fine Arts, followed by MD Degree and a DDS Degree, and currently is completing his Executive Physician MBA degree.

Dr. Anastassov is trained in Surgery, Oral and Maxillofacial Surgery, Plastic Surgery and Craniofacial and Base of the Skull Surgery both in the United States and Europe. His training was acquired at the following institutions: A Fellowship in Cranio-Maxillofacial Surgery (Prof. H.P.M. Frehofer), The Catholic University, St. Radboud Hospital, Nijmegen, the Netherlands, Residency at the Department of Oral and Maxillofacial Surgery, Montefiore Medical Centre, Albert Einstein College of Medicine, New York, Followed by a further Fellowship in Craniofacial and Base of Skull Surgery, at the department of Cranio-Maxillofacial and Plastic and Reconstructive Surgery (Prof. Dr. Dr. Dhc Ulrich Joos), Wilhelms University, Münster, Germany.

He has variety of clinical and administrative appointments including Associate Clinical Professor Maxillofacial Surgery, The Mount Sinai School of Medicine, Associate Director, Department of

Maxillofacial Surgery, Elmhurst Hospital Centre, N.Y., Attending, Department of Maxillofacial Surgery, The Mount Sinai Hospital. New York. Consultant in Maxillofacial Surgery, Bronx VA Hospital Centre, N.Y., Attending Surgeon, Department of Otolaryngology/ Head and Neck Surgery, Beth Israel Medical Centre, New York. He also is a Visiting Professor, Department of Cranio-Maxillofacial Surgery and Plastic and Reconstructive Surgery, Wilhelm's University, Munster, Germany.

He is the principal at Maxillofacial Surgery Services in New York City.

Editorially, Dr Anastassov is presently active as Editorial Consultant for 'Head and Face Medicine', 'Graefe's Archives for Clinical and Experimental Ophthalmology', 'Journal of Oral and Maxillofacial Surgery', 'The Journal of Oral Surgery, Oral Medicine, Oral Pathology and Radiology', 'Issues in Maxillofacial, Plastic and Reconstructive Surgery, Implantology and Clinical Stomatology' and 'Craniomaxillofacial Trauma and Reconstruction'. He is on the Editorial Board of 'The International Journal of Oral and Maxillofacial Surgery' and 'Folia Medica'.

Dr. Anastassov holds 9 US & European Professional Society Memberships and is double board certified. Dr. Anastassov has published books and chapters in 3 professional textbooks as well as 46 peer-reviewed journal publications and has presented in as an invited guest lecturer on 104 national and international professional meetings.

Dr. Anastassov owns shares of Medical Marijuana Inc.

**Lekhram Changoer**

Director, CanChew Bio-Technologies  
Kuyperstraat 5  
3404 HL IJsselstein, Netherlands

Lekhram Changoer was born in Surinam (South America). Lekhram holds a Bachelor Degree in Analytical/Organic Chemistry and Masters Degree in Organic Chemistry. He has over 20 years of experience in the area of Sales & Marketing, R&D, product development, and quality assurance of technical, consumer healthcare and pharmaceutical products – all servicing European and other international markets.

In 1992 Lekhram first joined IWC Chemical products BV where he was responsible for the development of functional coatings and corrosion inhibitors for the chemical industry: Yara, Kemira, and others. In his second corporate role, Lekhram joined Scott Specialty Gases BV where he was responsible for managing the R&D, QC and QA of functional calibration gases for the petrochemical and automotive Industry for companies such as Mercedes Benz, Rolls Royce, Dera, Shell, Exxon, and General Electric.

In the area of consumer healthcare products, Lekhram worked on the development of cosmetics and medical device products for various retail chains and consumer healthcare companies. At Codi International BV he was responsible for managing product development in the field of wet wipes and successfully developed products for companies such as Proctor & Gamble, Sara Lee, Henkel and Reckitt Benckiser. In 1999 Lekhram's career took him to Royal Sanders BV with the position of R&D & QC manager – here, he was responsible for the development of cosmetics, medical devices and other healthcare products for clients: Sara Lee, Colgate Palmolive, Virgin Cosmetics, Keune Cosmetics and private labels for various retail chains: Ahold, AC Watson, DM and Rossmann.

In 2002 Lekhram joined the Ardoz/NGen group of companies as a Managing Director. During his tenure his achievements included the filing new patents in the field of active oxygen therapy. This incorporated the accreditation of the products by the Dutch Skin Foundation and the British Dental Health Foundation. He developed new oral healthcare drug applications for periodontitis, peri-implantitis / bone repair and oral mucositis. The OTC products with active oxygen, amongst others also a new chewing gum application (for Perfetti van Melle in Italy), were successfully launched under his directorship in markets at: Boots, Ahold and El Corte Ingles Pharmacy retail and pharmacy chains under the cosmetic 76/768/EEC and medical device 93/42/EEC directive.

In 2010 Lekhram co-founded APeT BV ([www.apetholding.com](http://www.apetholding.com)) which focuses on a first of its kind patented therapy for psychiatric diseases like ADHD and Autism as a replacement for methylphenidate and analogs. This therapy involves an in-house developed diagnostic and treatment with the human body's own internal compound(s). The impact on national healthcare has been so important that he has been able to get the largest Dutch insurance company to fund the clinical trial, after which it will most probably become the new standard of care. A new patented pharmacotherapy was filed, which will guarantee protection of the therapy as well as patient therapy loyalty.

In association with Prof. George E. Anastassov MD, DDS, FAC and Dr. Philip A. Van Damme, DMD, MD, PhD, the Sanammad Foundation ([www.sanammad.com](http://www.sanammad.com)) was established in 2010 – the Sanammad Foundation holds internationally patented technology on chewing gum compositions comprising Cannabinoids.

Lekhram is also involved and co-founder in: CFM Pharma BV ([www.cfmpharma.com](http://www.cfmpharma.com)) which holds patented technologies and focuses on the prevention of secondary injury in indications such as deep burn wounds, myocardial infarct and general trauma. GCP Dental BV ([www.gcp-dental.com](http://www.gcp-dental.com)) has developed a 100% patented biocompatible material for restorative dental applications (where Glass Carbomer® Technology allows the tooth to heal itself) with a global market approach.

Mr. Changoer owns shares of Medical Marijuana Inc.

**Robert R. Ghalili, DMD,**  
Business Development  
Kuyperstraat 5  
3404 HL IJsselstein, Netherlands

Dr. Babak (Bob) Ghalili is a graduate of Brandeis University. His BA is that of a triple major in Biology, Chemistry and Bio Chemistry. At UMDNJ, Dr. Ghalili was awarded his degree in Periodontics and was among the top ranking graduates in his class.

Dr. Ghalili has been involved in the research of immunology and rheumatology for many years. He has collaborated with world renowned scientists Albert Nisenoff and K. Frank Austin. Also, Dr. Ghalili has published numerous articles in both mainstream publications as well as scientific journals. Lecturing both nationally and internationally, Dr. Ghalili has done extensive research which has resulted in multiple patents. His involvement in the development of innovative healthcare solutions has been recognized by both his peers and the educational community. His lectures regarding Bone Grafting, Implant and Reconstructive Surgery as well as Implant Design have been attended domestically and globally by some of the most respected Periodontists worldwide.

Dr. Ghalili has been involved in numerous ventures in the healthcare and wellness industry. His dedication to the integrity of the projects he has been a part of has earned him the respect of the medical community. Dr. Ghalili has made improving the quality of life for the patient his personal mission. It is with that goal in mind that Dr. Ghalili pursues the latest technology available to assist in this important achievement.

Dr. Ghalili owns shares of Medical Marijuana Inc.

**Tripp Keber**

President, Red Dice Holdings

Tripp Keber is President of Left Bank, Inc., a Denver-based real estate investment firm with holdings in Aspen and Denver, Colorado, and Florida. Prior to Left Bank, Mr. Keber held several senior level positions in the telecommunications industry as General Manager of ICG Communications, Senior Vice President for Sales and Marketing at eLink Communications, Sales Director for National Accounts for Pathnet, and as Sales Manager for Winstar Telecommunications. He also served as the Director of Sales and Site Acquisition for Milliwave, LP, and spent three years in sales and sales management in the cable industry. Mr. Keber has a BS in Political Science from Villanova University and currently resides in both Aspen and Denver, CO with his family.

**Chuck Smith**

Chief Operating Officer, Red Dice Holdings

**B. Legal/Disciplinary History**

None of the above named persons have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the past five years
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, 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. Disclosure of Family Relationships**

There are no family relationships among and between the Company's directors, officers, persons nominated or chosen by the Company to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the Company's equity securities.

#### **D. Disclosure of Related Party Transactions.**

The Company has participated in related party transactions within the past two years as stated herein. The Company has entered into an agreement with a Hemp Deposit and Distribution Corporation Via CannaBANK, a beneficial owner of more than five (5%) percent for the development and acquisition of several key company acquisitions. Please see attached exhibit.

#### **Financial Information for the Issuer's most recent fiscal period**

Financial information is included as an attachment as an exhibit to this statement.

#### **Similar financial information for such part of the preceding fiscal years as the issuer or its predecessor has been in business.**

Financial information is included as an attachment as an exhibit to this statement.

#### **Beneficial owners**

Beneficial Owners of 5% or more:

| <u>Name</u>  | <u>Address</u>                                 | <u>Shares or Controlled</u>          | <u>Percent</u> |
|--|--|--------------------------------------|----------------|
| Hemp Deposit and Distribution Corp.<br>And its affiliates<br>Canchew<br>Cannabank<br>Management<br>Investors | 2665 Ariane Dr Ste. 207<br>San Diego, CA 92117 | 411,900,000<br>Restricted\Affiliated | 51%            |

TOTAL SHARES HELD BY BENEFICIAL OWNERS 411,900,000

Based on total issued and outstanding shares of 808,238,318.

**The name, address, and email address of each of the following outside providers that advises the Company on matters relating to operations, business development and disclosures.**

- 1. Investment Banker**  
None at this time- Actively Searching
- 2. Promoters**  
None at this time- Actively Searching
- 3. Security and Exchange Counsel**  
Securities Attorney  
Frank J. Hariton, Esq.  
1065 Dobbs Ferry Road  
White Plains, NY, 10607  
United States

Law Offices of Michael Corrigan  
Michael Corrigan, Esq.  
Carmel Valley Centre II  
11995 El Camino Real, Suite 301  
San Diego, CA, 92130

**4. Auditor**

Anthony W. Imbimbo & Associates  
2445 5th Avenue, Suite 350  
San Diego, CA 92101

**5. Public Relations Consultants**

None at this time- Actively Searching

**6. Investor Relations Consultant**

SmallCapVoice.Com, Inc.  
Stuart T. Smith  
Phone: 512 267-2430  
Facsimile: 512 267 2530  
www.smallcapvoice.com  
ssmith@smallcapvoice.com

**7. Company Consultants**

Equiti-Trend Advisors, LLC  
Carmel Valley Center II  
11995 El Camino Real, Suite 301  
San Diego, CA 92130  
(800) 953-3350  
admin1@equititrend.com  
www.equititrend.com

**Management's Discussion and Analysis of Plan of Operations Through 1<sup>st</sup> Quarter 2013**

**A. Plan of Operation**

The Company had varying and inconsistent paths in 2011 that have been evaluated by current management. Currently, the Company has re-identified the critical paths of operating its business going forward. The first is the Hemp Extract Cannabidiol (CBD) product line. Medical Marijuana, Inc. cannot make any medical claims for the treatment, diagnosis or curing of any diseases or ailments, because the product is not FDA approved, nor is the Company intending to seek that approval in the near future. The Company plans on selling the product to Nutraceutical and Pharmaceutical companies as a raw ingredient and is also planning on selling in its own products as a dietary supplement. Cannabidiol is an extract taken from the hemp plant.

The Company is currently working with distributors in the United States, Latin America and Asia to distribute the product line. These arrangements are critical to the timeframe in which

revenue will accrue for the Company. Direct sales are also being looked at through The Hemp Network. The products will also become available through health and wellness facilities already aware of Cannabidiol and related products. Currently there are over 2,200 accounts in the Company's database to submit products to, this database to come public in the coming quarters via an online site that will list all of the health and wellness facilities.

The Company is in the process of syndicating additional production of high Cannabidiol (CBD) rich hemp for planting. The company is focused on several key markets North America Via Canada, Europe via Romania, France, Spain and or the Netherlands, these key markets are countries that allow for the cultivation of industrialized hemp containing less than .3% THC. The development, acquisition and integration of additional suppliers and farmers is key to the success of several of our key businesses.

**More discussion to future evaluations on marketability will be discussed in the near future.**

In 2011, the Company focus was the development of county operating procedure package for patients and caregivers. Each procedure package was created specifically for each individual state, as well as for each legal county and city within that county where medical marijuana is legal. Until recently the federal government did not define "caregiver". After significant evaluations of the current business plan, the Company has decided to hold off on this focus to concentrate on its current product lines and acquisitions in the best interest of the Company.

Another critical path for the Company is The Hemp Network. The Company is currently looking to expand The Hemp Network products line and increase its distributor base for expanded distribution. The use of Hemp is growing dramatically and will continue to grow as new uses for it are constantly being developed. The Hemp Network is looking to expand its product line to match the demand growth. At the time new management took over the Company, the Hemp Network had launched two products: a hemp blend with mushrooms and fish oil and a hemp omega line. Both products had minimal sales. To date The Hemp Network now has in excess of twenty products for the new Hemp Network 2.0 which is expected to launch in the fourth quarter. Several issues were found with the tracking system Apogee. These are being corrected, a new website for the division has also been created and the back end shopping carts for the affiliate and multi sales program being developed which will accompany the Hemp Network 2.0 launch. The Hemp Network currently has in excess of 6500 sales agents awaiting the launch. The Hemp Network will also sell Cannabidiol (CBD) based products to its client base. The websites for both the Company and The Hemp Network have undergone significant restructuring to vastly improve user access to industry information as well as products. In conjunction with Apogee, the Company is creating a more productive and cost efficient system to be utilized for the various divisions. More discussion regarding other potential products and marketability shall be discussed in the near future.

**Additional Notes 1<sup>st</sup> Quarter 2012**

MJNA acquired a fifty percent interest in Cannabis Marketing Group, a company consisting of highly skilled internet and video marketing executives. Cannabis Marketing Group is not expected to become profitable in the near future but is intended to cut the costs of website development, online marketing, advertisements and email response and marketing campaigns by directly supporting these efforts instead of outsourcing these tasks. This company will be

crucial in the awareness of the brand and products. The agreement calls for MJNA to issue \$200,000.00 worth of Company which to date has not been issued.

#### Additional Notes 2<sup>nd</sup> Quarter 2012

The Company in the second quarter of 2012 closed on several key transactions which consisted of the acquisition of Can Chew Bio-Technologies, Red Dice Holdings, Hemp Meds RX and Phytosphere Systems.

The Company has allocated from Cannabank's equity \$1.45 million worth of stock to complete the Red Dice Holdings transaction. The company also anticipates using cash flow from operations to fund the expansion of the brand and development of additional products, or it will seek to raise additional capital. The company sees a large opportunity to market and sale the branded products worldwide. The demand for the products and its brand has continued to grow through this quarter.

The Company has allocated from Cannabank's equity an additional \$1.2 million worth of stock to develop the Can Chew Bio-Technologies soft launch. The company anticipates using cash flow from operations to fund the expansion and development of the company, or it will seek to raise additional capital. The Company believes that the Can Chew medicated gum will be a significant revenue source in 2013 from the sales of the over the counter product. Once Clinical development is completed and all appropriate approvals given, if given, then its anticipated that the Can Chew medicated gum will expand into several key markets; Pain, Multiple Sclerosis, Nausea Management and general health. Each specific claim will need to be evaluated and clinical trials will need to be commenced in order to receive the appropriate FDA approvals to market the products under specific functional medical claims.

The Company has allocated from Cannabank's equity \$1.1 million worth of its stock to develop the Phytosphere systems hemp production facilities. Once the first crop is harvested, and oil produced and sold and if and when profits realized, the hemp oil production should then cover its own costs and the costs of the entire company's development. It is estimated that the company will receive \$7 million dollars plus in additional revenue in 2013 from the development of its hemp oil. The company will have to expend an additional \$1.2 million dollar by the end of the year. These funds will need to be raised in order for the completion of its year end crops.

#### Additional Notes 3<sup>rd</sup> Quarter 2012

Phytosphere systems successfully completed the development of its first full cycle hemp crop in Eastern Europe. Our exact production location is kept confidential for intellectual property rights. The company and its affiliates have expended a significant amount of resources to find the proper microclimates, cultivars and production staff. Therefore the company is not disclosing at this time those areas in which it cultivates its hemp production, until which time the company is confident in its competitive advantage and market dominance. The Company is expected to produce no less than 365 Million Milligrams of raw hemp based cbd.

Medical Marijuana Inc., launched with Red Dice Holdings, LLC (which is owned 60% by Medical Marijuana Inc.) the Dixie X line of Hemp CBD products. The company has launched the products for sale online for retail as well as for its compassion care club which is membership to receive 25% discounts on your 12month monthly orders. The online retail sales and compassion care



club are now making up nearly 2\3rds of Dixie X sales. Products have had a significant market awareness program launched which has included radio, print and online media advertising. The company is expanding its wholesale sales and distribution state by state through distribution partners, currently in Arizona, Washington and New Mexico. The company is expecting significant market expansion and sales through conventional sales and marketing companies for alternative and natural food sales channels.

Wellness Managed Services, as previously announced is working on negotiations for the purchase of a chain of health and wellness centers with 12 locations and growing. The company expects to have the transactions due diligence and final negotiations to be completed in the 1<sup>st</sup> quarter 2013.

Wellness Managed Services has been in negotiations with several Canadian Health Care providers to distribute the company products. The company has also discussed the opportunity to invest in the retail wellness and integrative medicine centers. The company will update shareholders on the progress. The transaction has been put on hold pending legal review for tax, sales, import and exports, and Canadian health department statutory review.

The Company has been in discussion with several companies in regards to significant investment or potential joint venture opportunity on Phytosphere Systems, CanChew Bio-Technologies and Wellness Managed Services. To date the discussion are not formalized. Management will update as deemed appropriate.

#### Additional Notes 4th Quarter 2012

##### **Red Dice Holdings**

Dixie brand of products has successfully launched the Dixie X product line, which was rebranded Dixie botanicals in the 4<sup>th</sup> Quarter 2012. The Dixie Classic brand of products which includes in excess of 60 products within its portfolio has products\accounts in the state of Colorado in excess of 550 locations. This market is expected to expand rapidly through additional licensing agreements as well as Dixie is planning on opening its own facilities in additional key markets. Dixie submitted through Canipa holdings its Dixie line of products to a Romanian Research Institute to test its biocompatibility. The results of these tests will be published in the 1<sup>st</sup> quarter of 2013.

##### **SUMMARY:**

- Acquired the rights and intellectual property to Dixie Elixirs, the most recognized product brand in the medical marijuana industry
- Increased product distribution in Colorado to over 500 retail locations
- Established first licensing relationship in Arizona for the Dixie Elixirs brand
- Developed and launched the first high concentration CBD Hemp Wellness product line, called Dixie X then subsequently re-launched as Dixie Botanicals
- Established GMP manufacturing partnership for large scale production and distribution of Dixie Botanicals
- Launched first wholesale sales team in California for Dixie Botanicals
- Received significant media attention of the brand including the following (to view click on title):

60 Minutes "Overtime" segment

60 Minutes "Rocky Mountain High Segment"

Fast Company "Innovation Agents"

Canal +

PBS / WBUR

Stateline

Denver Post

Seattle Times

WTSP Story

Newsweek October 22 Cover Story, "The New Pot Barons"

Newsweek Cover Story Photo Gallery

### **Wellness Managed Services**

The Company has been in negotiations for nearly a year for the purchase and capitalization of a chain of retail stores in the health and wellness industry. The company and its management expect to conclude on several of these purchases in the 2<sup>nd</sup> Quarter of 2013.

#### **SUMMARY:**

- Secured a management contract valued at \$1.7 million annually, realized over \$1 million in revenue
- Continued negotiations to provide management services to various wellness centers and retail outlets. Due to competing priorities, the Company delayed these discussions until the Q1 2013
- Company sees significant acquisition opportunities within this segment of the market
- Once a facility is acquired WMS can integrate MJNA's Entire portfolio of products and services, truly providing the industry with the first fully integrated and branded stores, these services can include the following
  - Dixie Elixir Brand Products
  - HempMeds Rx Products
  - Integrated seed to sale tracking solution for all products
  - Security, taxation, inventory control and management
  - Branding, marketing and product integration
  - Store capitalization, expansion or disposition

### **PhytoSPHERE Systems**

The Company has made significant progress in the development of its hemp derived Cannabidiol (CBD) oil. It has successfully completed its first full harvest of hemp which has to date produced in excess of 450 KG of CBD oil. The Company also completed the development of several additional high value oil's, these oils consist of different percentages and ratio's of cannabinoids as well as their acid counterparts.

#### **SUMMARY:**

- Acquired 80% of PhytoSphere Systems (before sale of PhytoSphere's assets to CannaVEST Corp. in December 2012)
- Harvested approximately 1,000 acres of specialty Hemp cultivars developed to yield high levels of Cannabidiols (CBD)
- Entered into agreement to license the brand name PhytoSphere and PhytoSphere Systems to CannaVEST, as well as sold its excess inventory and production agreement\facilities for \$35

million in cash and stock. This agreement allows MJNA to focus on the development of its brands and future acquisitions instead of farming or production. The companies reached an agreement to sell the oil to MJNA subsidiaries at a much reduced cost and without an additional upfront development and infrastructure costs

- The company produced its specialty Hemp cultivars in three countries, established a complete network of farmers within the microclimates necessary to produce its High Cannabidiol (CBD) Cultivars
- The Company established a production team, research lab, production and extraction team to produce and export the High Value Hemp Cannabidiol Oil
- Company successfully produced over 560 Million Milligrams of High Value Cannabidiol Hemp Oil

#### **CanChew Bio-Technologies**

The Company in the 4<sup>th</sup> Quarter successfully completed a market survey and soft launch. The company had in excess of 1500 participants applied, the company shipped products to over 400 market survey applicants. The results of this survey are to be published in the 1<sup>st</sup> quarter of 2013. The company also submitted through Canipa holdings its Canchew line of products to a Romanian Research Institute to test its biocompatibility. The results of these tests will be published in the 1<sup>st</sup> quarter of 2013. The company has received several marketing and distribution offers from national and international companies. The company is determining its best options for the sale of its products. The company also received funding in from MJNA for its clinical development through the issuance of forty seven million (47,000,000) shares of MJNA common stock. The company is expected to start clinical trials in Europe in 2013.

#### **SUMMARY:**

- Acquired a 50% interest in CanChew Biotechnologies (Click to View Patents: [US](#) and [International](#))
- Established GMP manufacturing partnership for large scale production of CBD chewing gum
- Executed soft launch and market survey in Q4 with over 400 customers and had over 1500 applicants
- Secured corporate approval and funding to begin development and clinical trials for European FDA equivalent medical drug approval
- Developing and extending patent rights to include other API's
- Developed a dual platform to sale the CanChew Gum as an Over the Counter (OTC) product without medical claim, while simultaneously securing its future clinical development
- Received Legal opinion letter from corporate FDA counsel allowing company to market and sale product using the term "CBD" or "Cannabidiol" within the label and packaging of it's Over the Counter (OTC) product

#### **Canipa Holdings**

- Formed Canipa Holdings as a holding company for European product approvals, import and export as well as distribution agreements
  - Received approval to market and sell Hemp oil and Hemp based wellness products in Romania through an established distribution partner, once market is established the company will then look to license brands to distribution partners throughout Europe
- Completed study with Romania based institution on the effect of CBD's on a variety of ailments

## **B. Management's Discussion and Analysis of Financial Conditions and the Results of Operations**

The Company's management is evaluating all aspects of the prior business plan. Each item is being carefully evaluated to determine the likelihood of success, profitability, marketability and overall productivity; this has included staff and compensation for team members.

Currently the Company does have sufficient capital available to fund operations, but will be in need of additional capital to build out several pending facilities, close on key acquisitions and the integration of those businesses, additional capital will need to be raised to complete those transactions, which may include the sale of additional securities of the issuer as well as additional debt obligations. To date, the Company has been funded by way of private placements and several key officers and directors' direct investment and payment for hemp oil cash flow rights. The Company will need to continue to raise additional funds until such time as it is generating sufficient revenues from operations\expansion and acquisitions. The key management and personal have been compensated with majority of stock based compensation to be paid over the course of the coming quarters. The Company feels stock based compensation in a startup phase is a more cost effective way to build its team and key personal at this time. The Company believes that The Hemp Network will generate revenues commencing in the fourth quarter of fiscal 2013, the Company also believes that its county sales program and its Cannabidiol product line will start to generate income through direct sales as well as licensing agreements. At this time the Company cannot accurately predict revenues to be generated or the funding required. In addition to revenues generated, the Company expects to be able to raise additional funds by way of debt or equity but there can be no assurance that such funding will be available as required or ever.

Over the course of the third quarter of 2011 the Company experienced in the first week of July, its bank accounts being closed, because of the name of the company and its divisions, from The Hemp Network to Medical Marijuana Inc., this also affected our relationship with CannaBANK, BullNBear Group, as well as strategic options, which also caused transactions the company had positioned for acquisition and development to not close which cut our projected revenue by two thirds. We anticipate being able to establish new banking relationships with new institutions, however at this time because of the negative stigma with dispensaries, the banks confuse our companies activities with the unlawful activities of certain marijuana businesses. This has caused our revenue for the 3<sup>rd</sup> and 4<sup>th</sup> quarters to be a third of what we anticipated, due to the banking regulations and closing of those accounts. We recovered from this in the last weeks of the 4th and reestablish those transactions. The Company is taking steps to ensure this situation will not negatively affect the company in the future. There is however no way to guarantee that the political and banking environment won't negatively affect the Company.

The Company has in the 1<sup>st</sup> Quarter of 2012 had a significant growth in revenue. This increase in revenue is caused specifically by two areas of the companies operation and by two divisions. Wellness Managed Services accounted for nearly forty percent of the increase in revenue and the balance was due to an unexpected licensing fee arrangement for \$1.04 million from a previous transaction that was anticipated to close in the last quarter of 2011, however at that time due to the regulatory and banking environment it caused several of our previously mentioned transactions to be either put on hold and are still being finalized or restructured or those transactions were canceled. In this case the transaction was restructured via Hemp Deposit and Distribution Corporation through CannaBANK for a total consideration of \$1.04 million for the rights to distribute and receive in total twenty (20%) percent of the net income

derived from the hemp oil and extracts division. The Company has spent in conjunction with CannaBANK a considerable amount of resources over the past quarters on developing its oil production business. Those focuses will soon switch from production to distribution in the coming quarters. The company feels a significant amount of its profit over the next forty eight (48) months will be derived from the sales and contracting of its oil and production technologies\facilities.

The Company formed Phytosphere Systems a bio technology company specializing in the cultivation, extraction, packaging and tracking of hemp based products. The company will then need to focus on fund raising for this subsidiary for the development of production facilities focused. The company has no way of knowing once formed if it will have the ability to raise the necessary funds to develop said facilities. During the course of the second quarter we have sourced and started development of our hemp production facilities. The company expects to produce in excess of 400KG of high grade hemp oil prior to the end of the year. There are many barriers to entry in the production of high grade CBD hemp oil which prevents many competitors from entering. Those barriers are\but not limited to; Cost of research for cultivars, testing of cultivars, legal status of hemp, international legal status of hemp, import and export laws, taxes, specialty production, high cost of equipment and technical training. The Company anticipates expending \$1.2 million dollars more on the overall production of hemp this fiscal year.

Red Dice Holdings, a subsidiary focused on the manufacturing, distribution and licensing of the Dixie brand of products was closed in the 2<sup>nd</sup> quarter of 2012. The company paid a total consideration of \$1.45 million for sixty (60) percent ownership of the brand, its equipment, accounts and intellectual property. The company plans on expanding its operations state by state through distribution agreements. The company plans on expanding on its current portfolio of products through development and acquisition. Currently the company has five distinct product lines and nearly fifty five products. Red Dice is expected to start purchasing high grade CBD hemp oil from Phytosphere systems in the coming months. The company anticipates the demand for its hemp oil to grow as Red Dice Holdings continues to expand and build market awareness. The company anticipates raising additional capital to expand the operations of the company.

The Company is currently working with several institutional investment firms to establish operating lines of credit. It is not known at this time if this will be linked as debt, or equity financing.

The Company is working with several international marketing and sales companies in which the company would receive a upfront fee for the opportunity of these firms in representing and distributing the company portfolio of products. These discussions have also involved guaranteed milestone payments and minimum sales volumes. The company anticipates closing on one or more of these marketing\sales agreements.

The Company is focused on growing its revenues domestically, at least for the foreseeable future. There is opportunity abroad; however the management has decided to focus the majority of its resources and capital on developing its current sales channels and establishing distribution agreements with leading industry firms.

Phytosphere Systems in the 3<sup>rd</sup> Quarter successfully completed the development of its first full cycle hemp corp in Eastern Europe. Our exact production location is kept confidential for intellectual property rights. The company and its affiliates have expended a significant amount of resources to find the proper microclimates, cultivars and production staff. Therefore the company is not disclosing at this time those areas in which it cultivates its hemp production, until which time the company is confident in its competitive advantage and market dominance. The company is expected to produce no less than 365 Million Milligrams of raw hemp based cbd. The Company is currently working with its subsidiaries and partners to develop additional products to sell to retail consumers. To date the Company is selling the cbd hemp oil to our Joint venture partner Red Dice Holdings (Dixie and Dixie X brands) as well as to CanChew Bio-Technologies. The Company owed at the time to its President Michael Llamas \$125,000, that payment has been completed to Mr. Llamas. Mr. Llamas took a leave of absence from the Company's management and board of directors to handle personal issues not related to the Company businesses.

#### Additional 4<sup>th</sup> Quarter Financial Notes

##### **Purchase and Sale of Assets of PhytoSPHERE Systems, LLC**

On December 31, 2012, PhytoSphere Systems, LLC (80% owned by the Company and 20% owned by Hemp Deposit and Distribution Corporation ("HDDC")) entered into an agreement in December to grant a license to PhytoSphere Systems, sell its inventory and supply contracts, as well as certain other assets to CannaVEST Corp., a hemp based agricultural company specializing in the development and sales of hemp based products. The terms of the Purchase Agreement require payment by CannaVEST to PhytoSphere of \$35 million in cash and/or stock. CannaVEST made its first payment to PhytoSphere on January 29, 2013 of \$4,500,000 by the issuance of 900,000 shares of CannaVEST Corp. common stock, 720,000 shares of which (80%) have been distributed by PhytoSphere to the Company. Although CannaVEST Corp. may in its discretion pay the entirety of the purchase price in stock, we expect that some portion of the purchase price will be paid in cash. This cash flow will enable the Company to focus on building its core business through the expansion of its branded products and acquisition of additional brands without our core competence. In addition, the Company will continue to benefit from the solid supply chain relationships sold to CannaVEST through partnering arrangements that are currently in discussions with the goal to ensure future purchases of high value CBD oil at a significant cost savings.

The Purchase Agreement requires payment as follows: (a) \$4,500,000 on or before January 31, 2013; (b) \$6,000,000 on or before March 30, 2013; (c) \$8,000,000 on or before June 30, 2013; (d) \$10,000,000 on or before September 30, 2013; and \$6,500,000 on or before December 31, 2013. For any installments paid by the issuance of stock, the number of shares of stock issuable by Cannavest is determined by reference the closing price of our common stock on the day prior to issuance. The price is subject to a "collar", whereby in no event will the shares issuable pursuant to the Purchase Agreement be priced at more than \$6.00 per share, and in no event will the shares be priced at less than \$4.50 per share.

PhytoSPHERE is a Delaware limited liability company owned by Medical Marijuana, Inc. (MJNA.PK), an Oregon corporation, and Hemp Deposit and Distribution Corporation, a Delaware corporation. Cannavest's Chief Executive Officer and sole member of our Board of Directors,

Michael Mona, Jr., owns and/or controls approximately 37,337,000 shares of common stock of Medical Marijuana, Inc., which represents approximately 4% of the issued and outstanding shares of the capital stock of Medical Marijuana, Inc. as of February 11, 2013. Mr. Mona does not hold any management position with Medical Marijuana, Inc. or serve on its board of directors. Mr. Mona neither owns shares in, nor serves Hemp Deposit and Distribution Corporation in any capacity, nor has he done so previously.

On January 29, 2013, the CannaVEST issued to PhytoSPHERE 900,000 shares of the Company's common stock in satisfaction of its first payment obligation due under the Purchase Agreement. The shares represented 11.4% of the issued and outstanding share of the Company's common stock as of February 11, 2013, and were calculated based on a price per share of the Company's common stock of \$5.00 pursuant to the terms of the Purchase Agreement.

The foregoing summary description of the terms of the Agreement for Purchase and Sale of Assets may not contain all information that is of interest to the reader. For further information regarding the terms of the Purchase Agreement, please refer to the posting in the disclosure section of the OTC.

Medical Marijuana Inc., launched with Red Dice Holdings, LLC (which is owned 60% by Medical Marijuana Inc.) the Dixie X line of Hemp CBD products. The Company has launched the products for sale online for retail as well as for its compassion care club which is membership to receive 25% discounts on your 12 month monthly orders. The online retail sales and compassion care club are now making up nearly 2\3rds of Dixie X sales. Products have had a significant market awareness program launched which has included radio, print and online media advertising. The company is expanding its wholesale sales and distribution state by state through distribution partners, currently in Arizona, Washington and New Mexico. The company is expecting significant market expansion and sales through conventional sales and marketing companies for alternative and natural food sales channels.

Wellness Managed Services, as previously announced is working on negotiations for the purchase of a chain of health and wellness centers with 12 locations and growing. The company expects to have the transactions due diligence and final negotiations to be completed in the 1<sup>st</sup> quarter 2013.

The Company has been in discussion with several companies in regards to significant investment or potential joint venture opportunity with CanChew Bio-Technologies and Wellness Managed Services. To date the discussion are not formalized, but we are expecting several Letters of Intent in the 1st quarter 2013. Management will update as deemed appropriate.

The Company has negotiated and is expected to sign documentation for the closing of its first institutional line of credit. The terms include a 15 million dollar line of credit to be secured against an affiliate shareholders equity (Hemp Deposit and Distribution Corporation) as well as through the issuance of shares via an S-1 registration. This will require an increase in the companies authorized shares. The company will publish those documents once completed via OTC Disclosures.

The Company is and has been making significant management changes in regards to its Interim president, members of its board of directors as well as advisory committee. The Company is expanding through acquisition as well as growing its core business lines, with this growth the

company sees opportunities for its key management to be hired by the board to additional management roles corporately. Our subsidiaries have key personnel that the Company is looking to utilize on a corporate level. The Company anticipates this to be an ongoing transition of growth in its leadership but is expected to make several key announcements by the second quarter of 2013.

The Company submitted to the DTC, the documentation and opinion letter requested in order to lift the current DTC Chill. The Company retained legal counsel with an expertise in dealing with these issues to assist and is currently awaiting final response to the chill being lifted.

The Company commenced and completed its first audit since the inception of the Company and will continue with the audited financials moving forward. The audit was completed for the 4<sup>th</sup> Quarter 2012, and the Company is in the process of auditing back two years of its financials, once the two years financials are completed, the Company will then send to a PCAOB SEC Registered auditing firm to recertify the audits, to be in compliance for SEC reporting and will continue with audits moving forward.

The Company is also evaluating several New York Stock Exchange (NYSE) Listed companies for purchase and possible integration in order to achieve a high listing and regulatory status. Acquisitions are being evaluated which may accomplish our goals of NYSE listing. There is no way of knowing if this can or will be accomplished, but at this time it is being explored.

Results from December 31, 2011 – December 31, 2012

|            | Three months ended<br>Dec. 31, 2011 | Three months ended<br>Mar. 31, 2012 | Three months ended<br>Jun. 30, 2012 | Three months ended<br>Sep. 30, 2012 | Three months ended<br>Dec. 31, 2012 |
|------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Revenue    | \$430,140                           | \$1,788,445                         | \$2,403,624                         | \$3,001,902                         | \$5,193,654                         |
| Assets     | \$1,948,165                         | \$6,356,301                         | \$7,908,677                         | \$8,131,147                         | \$16,384,698                        |
| Debt       | \$26,785                            | \$101,778                           | \$156,778                           | \$585,437                           | \$84,800                            |
| Net Income | (\$62,711)                          | \$1,208,136                         | \$1,471,596                         | \$1,193,937                         | \$3,233,623                         |

**C. Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**D. Issuance History**

Please see attached exhibits.

**E. Purchase of Equity Securities by Issuer or Affiliated Purchases**

Please see attached exhibits.

**Part F Exhibits**

See Attached Financial Reports and Press Release for the 4th Quarter 2012.

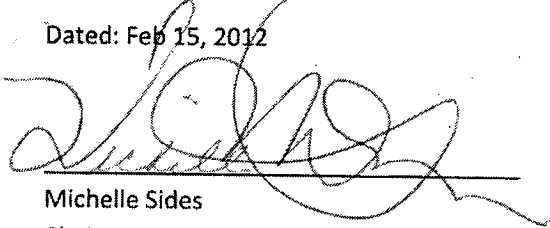


## ISSUER'S CERTIFICATION

Michelle Sides, Chairman of Medical Marijuana Inc, certify that;

1. I have reviewed this quarterly statement for the period ending December 31, 2012.
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 the disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in the 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 the disclosure statement.

Dated: Feb 15, 2012

A handwritten signature in dark ink, appearing to read 'Michelle Sides', is written over a horizontal line.

Michelle Sides  
Chairman and COO

## Independent Auditor's Report

To the Stockholders of

Medical Marijuana, Inc.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Medical Marijuana, Inc., which comprise the balance sheet as of December 31, 2012, and the related consolidated statements of income, comprehensive income, retained earnings, and cash flows for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements referred to previously present fairly, in all material respects, the consolidated financial position of Medical Marijuana, Inc. as of December 31, 2012, and the consolidated results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Anthony W. Imbimbo, CPA & Associates

San Diego, California

February 6, 2013

**Medical Marijuana, Inc.****Balance Sheet**

As of December 31, 2012

|   | <u>December 31, 2012</u>    |
|---|-----------------------------|
| <b>ASSETS</b>                                       |                             |
| <b>Current Assets</b>                               |                             |
| Cash and cash equivalents                           | \$ 1,422,143                |
| Equity securities (Note 3)                          | 1,565,500                   |
| Receivable RDH (Note 4)                             | 846,515                     |
| Inventory (Note 5)                                  | <u>8,700,000</u>            |
| <b>Total Current Assets</b>                         | 12,534,158                  |
| <b>Other Assets</b>                                 |                             |
| Red Dice Holdings (Note 6)                          | 1,450,000                   |
| CanChew Biotech (Note 7)                            | 1,250,000                   |
| Research & Development (Note 8)                     | 1,135,238                   |
| Fixed Assets (Note 9)                               | 14,928                      |
| Patent  | 375                         |
| <b>Total Other Assets</b>                           | <u>3,850,540</u>            |
| <b>TOTAL ASSETS</b>                                 | <u><u>\$ 16,384,698</u></u> |
| <b>LIABILITIES &amp; EQUITY</b>                     |                             |
| <b>Liabilities</b>                                  |                             |
| <b>Current Liabilities</b>                          |                             |
| Accounts Payable                                    | <u>\$ 84,800</u>            |
| <b>Total Current Liabilities</b>                    | <u>84,800</u>               |
| <b>Total Liabilities</b>                            | 84,800                      |
| <b>Stockholders' Equity (Note 10)</b>               |                             |
| Class a Common Stock, issued 808,238,318            | 808,238                     |
| Additional Paid in Capital                          | 7,303,466                   |
| Retained Earnings                                   | 8,188,194                   |
| <b>Total Stockholders' Equity</b>                   | <u>16,299,898</u>           |
| <b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b> | <u><u>\$ 16,384,698</u></u> |

The accompanying notes are an integral part to the financial statements

**Medical Marijuana, Inc.**  
**Statement of Income**  
October through December 2012

|                                | <u>TOTAL</u>        |
|--------------------------------|---------------------|
| Income                         | \$ 5,193,654        |
| Cost of Goods Sold             |                     |
| Direct Costs                   | <u>1,265,515</u>    |
| Total COGS                     | <u>1,265,515</u>    |
| Gross Profit                   | 3,928,139           |
| Expense                        |                     |
| Payroll Expenses               | 418,519             |
| Advertising and Promotion      | 59,365              |
| Public Filing Fees\Legal       | 49,331              |
| Rent Expense                   | 44,204              |
| Testing                        | 42,080              |
| Travel Expense                 | 23,881              |
| Interest Expense               | 19,763              |
| Office Supplies                | 16,572              |
| Computer and Internet Expenses | 8,108               |
| Utilities                      | 4,000               |
| Insurance Expense              | 2,741               |
| Professional Fees              | 2,700               |
| Telephone Expense              | 2,377               |
| Bank Service Charges           | 875                 |
| Total Expense                  | <u>694,515</u>      |
| Net Income                     | <u>\$ 3,233,623</u> |

The accompanying notes are an integral part of the financial statements

**Medical Marijuana, Inc.**  
**Statement of Cash Flows**  
October through December 2012

|  | <u>Oct - Dec 12</u>        |
|--|----------------------------|
| <b>OPERATING ACTIVITIES</b>  |                            |
| Net Income   | \$ 3,233,623               |
| Adjustments to reconcile Net Income<br>to net cash provided by operations: |                            |
| Equity securities  | 651,000                    |
| Receivable RDH   | (450,076)                  |
| Inventory  | (6,810,761)                |
| Total Joint Venture Rollover   | 296,000                    |
| Accounts Payable   | (500,637)                  |
| Other Current Liabilities  | (38,570)                   |
| Net cash provided by Operating Activities                                  | <u>(3,619,420)</u>         |
| <b>FINANCING ACTIVITIES</b>  |                            |
| Additional Paid in Capital   | <u>2,353,408</u>           |
| Net cash provided by Financing Activities                                  | <u>2,353,408</u>           |
| Net cash increase (decrease) for period                                    | (1,266,012)                |
| Cash at beginning of period  | <u>2,688,155</u>           |
| Cash at end of period  | <u><u>\$ 1,422,143</u></u> |

The accompanying notes are an integral part of the financial statements.

## **MEDICAL MARIJUANA, INC.**

### **Notes to Financial Statements**

#### **Note 1: Summary of Significant Accounting Policies**

##### **Nature of Operations.**

Medical Marijuana Inc. ("MJNA") is Oregon Corporation vested in the medical marijuana and industrial hemp markets. The company is comprised of a diversified portfolio of products, services, technology and businesses solely focused on the cannabis and hemp industries.

These products range from patented and proprietary based cannabinoid products, to whole plant or isolated high value extracts specifically manufactured and formulated for the pharmaceutical, nutraceutical and cosmeceutical industries.

The Company's services are extensive and varied, ranging from medical clinic management to the capitalization and development of existing industry business and product leaders. Services include development of cannabinoid based health and wellness products, and the development of medical grade compounds. MJNA provides over 50 proprietary and patented cannabinoid "delivery methods" that are more "socially and medically acceptable" than smoking. Finally, MJNA services include the licensing of its proprietary testing, genetics, labeling, and packaging, tracking, production and standardization methods for the medicinal herb industry.

Medical Marijuana Inc.'s patented and proprietary technologies include the only pharmaceutical grade vertical Bio-Technology Company specializing in the standardization, production and extraction of medicinal cannabinoids. MJNA's PhytoSPHERE Systems and their advanced plant growth technologies save significantly on resources necessary for production of medical grade cannabis. In addition to providing a medical grade end product, extracts and compounds, PhytoSPHERE Systems also includes pre-and-post production tracking, germplasm references, packaging and processing to ensure consistency and genetic purity. Medical Marijuana Inc.

**Basis of Financial Statement Presentation.** The accompanying financial statements have been prepared on the accrual basis. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

**Cash Equivalents.** Holdings of highly liquid investments with maturities of three months or less when purchased are considered to be cash equivalents.

**Marketable Securities.** Management classifies all investments as available-for-sale. Available-for-sale securities are carried at fair value..

**Inventories.** Inventories are valued at net realizable value. Inventory consist of Cannabidiol, extracted from industrial hemp plants.

**Property, Plant, and Equipment.** Property, plant, and equipment are recorded at cost less depreciation and amortization. Depreciation and amortization are primarily accounted for on the straightline method based on estimated useful lives. The amortization of leasehold improvements is based on the shorter of the lease term or the life of the improvement. Betterments and large renewals which extend the life of the asset are capitalized whereas maintenance and repairs and small renewals are expensed as incurred.

**Revenue Recognition.** Revenue is recognized in the financial statements (and the customer billed) either when materials are shipped from stock or when the vendor bills the Company for the order. Net sales are arrived at by deducting discounts, freight, and sales taxes from gross sales.

**Estimates.** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **Note 2: Related-Party Transactions**

The Company has an agreement with Hemp Deposit and Distribution Company (HDDC). HDDC is the majority shareholder and acts as the merger, acquisition and due diligence arm of the Company. HDDC also provides working capital for the Company as needed. HDDC holds \$1,565,500 in free trading equity securities on behalf of the Company.

The Company owns 80% of Canipa, a Romanian based holding company that maintains licenses and intellectual property for hemp based and medicinal cannabis.

#### **Note 3: Equity Securities**

Investments in equity securities at December 31, 2012

HDDC holds \$1,565,500 in free trading equity securities on behalf of the Company.

#### **Note 4: Accounts Receivable**

Red Dice Holdings (RDH) is a holding company, that owns the formulas, equipment, and extraction processes for Hemp oil based products. The RDH's revenue model is to continue to develop these products and license them to distributors throughout the world. The Company own's 60% of RDH. The Company has furnished RDH working capital for operations. As of December 31, 2012, RDH owes the Company \$846,515.

**Note 5: Inventories**

Inventories are comprised of Cannabanoid Oil, or Cannabidiol. The inventory is derived from industrial based hemp products. Inventory is at net realizable value.

**Note 6: Red Dice Holdings**

The Company purchased Red Dice Holdings during 2012. Red Dice Holdings (RDH) is a holding company, that owns the formulas, equipment, and extraction processes for Hemp oil based products. The RDH's revenue model is to continue to develop these products and license them to distributors throughout the world. The Company own's 60% of RDH.

**Note 7: CanChew Biotech**

The Company purchased CanChew Biotech during 2012. CanChew Biotech focuses on the treatment of pain and other medical disorders with the application of chewing gum based cannabis/cannabinoids medical products. The Company owns 50% of CanChew

**Note 8: Research & Development**

The Company incurred direct cost for developing their products and intellectual properties.

**Note 9: Fixed Assets**

Fixed assets are entirely comprised of office equipment. Fixed assets are shown net of depreciation.

**Note 10: Stockholders' Equity**

At December 31, 2012, the number of authorized and issued shares and the related par value:

|                                  |             |
|----------------------------------|-------------|
| Class A Common Stock Authorized: | 950,000,000 |
| Class A Common Stock Issued:     | 808,238,318 |
| Par Value:                       | \$0.001     |

**Note 11: Subsequent Events**

The Company sold all of its inventory for approximately \$35,000,000 and has received its first installment payment of \$4,500,000, and will continue to receive installment payments through 2013.



Canipa, the 80% owned European subsidiary received approval to sell hemp oil and medicinal products in Romania.

The Company received an opinion letter from counsel stating that it is legal to import, export, and sell products within the United States while using the word "cannabidiol" in its name, labeling, and marketing materials.

The Company has finalized and made it's first installment payment for the acquisition of a New York biotech company that has been assigned the National Institute of Health's (NIH) patent on the therapeutic use of cannabinoids.

The Company and its counsel have submitted all required documentation and a legal opinion letter for the removal of the Depository Trust Corporation (DTC) chill.

The Company has completed and submitted all documentation necessary for a market tier uplisting (OTC/QX)

CanChew Biotechnologies received 47,000,000 shares of the Company's common stock in order to self fund and secure the clinical development and clinical trials in 2013 for European FDA equivalent medical drug approval.