

# MOBILE BROADCASTING HOLDING, INC.

## Information and Disclosure Statement Financial information for the year ended December 31, 2015

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#### **1) Name of the issuer and its predecessors**

Our name has been Progress Watch Corporation, beginning 1999 to May 27, 2014.

Our name has been Mobile Broadcasting Holding, Inc. to December 31, 2015.

Our name is Medically Minded, Inc. beginning December 31, 2015.

#### **2) Address of the issuer's principal executive offices**

Our headquarters and contact information is:

8197 Subbase Road

St. Thomas, USVI 00802

Our phone at that address: 340-227-1400

Our email address is [medicallyminded@gmail.com](mailto:medicallyminded@gmail.com)

Our web site is [www..com](http://www..com)

#### IR Contact

None

#### **3) Security Information**

Our trading symbol is MMHC

The title of our security traded under this symbol is common stock

The CUSIP number of our common stock is 584640 106

The par value of our common stock is \$0.001 per share

We have 500,000,000 shares of common stock authorized

Total shares outstanding on December 31, 2015 was 235,782,933

As of December 31, 2015, we have issued all of the 85,000,000 shares of common stock

pursuant to Section 3(a)(10) of the Securities Act of 1933 pursuant to a judgment entered

December 18, 2014; and, we are obligated to issue 56,526,684 shares of our common stock

also pursuant to Section 3(a)(10) of the Securities Act of 1933 pursuant to a judgment entered October 18, 2015.

Our common stock has one vote per share on all matters submitted to the stockholders (including preferred stockholders voting with the common stockholders) for approval or consent.

We have Series A Preferred Stock authorized:

Our Series A Preferred Stock does not trade

Our Series A Preferred Stock does not have a CUSIP number

Its par value is: \$0.001 per share

Its liquidation preference is \$0.001429 per share

Total shares authorized: 7,000,000 shares on September 30, 2015

Total shares outstanding: 7,000,000 shares on September 30, 2015

Our Series A Preferred Stock has four votes per share on all matters submitted to the stockholders for approval or consent, voting as a single class with the common stock.

Our Series A Preferred Stock has a Dividend Preference – Ten percent (10%) per annum, non-cumulative, before cash dividends are paid on common stock, but does not participate in any dividend in kind - Participation in a distribution of shares of subsidiaries as dividends on common shares.

Our Series A Preferred Stock is not convertible into shares of common stock.

The Series A Preferred Stock is a restricted security under Rule 144.

All of our Series A Preferred Stock is owned by our previous controlling stockholders. See Item 8)C, below.

We have Series A-1 Preferred Stock authorized:

Our Series A-1 Preferred Stock does not trade

Our Series A-1 Preferred Stock does not have a CUSIP number

Its par value is: \$0.001 per share

Total shares authorized: 3,000,000 shares on December 31, 2015

Total shares outstanding: 3,000,000 shares on December, 2015

Our Series A-1 Preferred Stock has an aggregate vote of eighty percent on each matter presented to holders of capital stock for approval, in pari passu with common stock voting together as a single class.

Our Series A-1 Preferred Stock has a Liquidation Preference of US\$1.00 share, before any distribution is made on common stock and thereafter in pari passu with common stock on an “as converted into common stock” basis.

Our Series A-1 Preferred Stock has a Dividend Preference – Ten percent (10%) per annum, non-cumulative, before cash dividends are paid on common stock.

Our Series A-1 Preferred Stock has a participation in a dividend in kind – Participation on an “as converted into common stock” basis in distribution of shares of subsidiaries as dividends on common shares.

Our Series A-1 Preferred Stock is convertible at the election of the registered holder into shares of our common stock, when, as and if a sufficient number of unissued shares of common stock are authorized, such that at the time of conversion the total number of shares of common stock into which all the shares of Series A-1 Preferred Stock are converted shall represent ninety-seven percent of all or our shares of issued and outstanding common stock.

The Series A-1 Preferred Stock is a restricted security under Rule 144. The Series A-1 Preferred Stock was issued to reacquire Mobile Broadcasting Corp. as a wholly owned subsidiary from Briken, LLC subsequent acquisition of control of Mobile Broadcasting Corp. by Briken, LLC in the licensing of mobile broadcast technology. Subsequently, it was surrendered by Briken, LLC for the reissue in the acquisition of Medically Minded, a US Virgin Islands business. In the rescission of that acquisition the our Series A-1 Preferred Stock is being held in escrow pending reissue in an a acquisition of a business to be identified.

We will be required to increase our authorized shares of common stock in the event we are required to convert the Series A-1 Preferred Stock.

Our transfer agent is:

Continental Stock Transfer & Trust Company  
17 Battery Place, 8th Floor  
New York, NY 10004  
Telephone/Fax  
Phone: 212-509-4000  
Fax : 212-509-5150

Our transfer agent is registered under the Exchange Act.

Our securities are subject to the following restrictions on sale into the public securities markets:

We were incorporated in Nevada as Travel Masters Inc. in 1994. Travel Masters, acquired Progress Watch Co., a Swiss corporation, in 1999. Travel Masters, Inc. was a shell company at the date of the acquisition of Progress Watch Co. We were again a shell company in part of 2013 and 2014 and again at the present time. Therefore the exemption from registration offered pursuant to Rule 144 is not available to our holders of restricted stock. Anyone who purchases securities directly or indirectly from us or any of our affiliates in a transaction or a chain of transactions not involving a public offering cannot sell such securities in an open market transaction. This restriction does not apply to shares we have issued and will issue in reliance on Section 3(a)(10) of the Securities Act pursuant to a December 18, 2014 order of court in *Wilkinson v. Mobile Broadcasting Corp., et al.*, Case No. 14-CA-012334, Circuit Court for Hillsborough County, Florida and the October 18, 2015 order of court in *River North Equity, LLC v. Mobile Broadcasting Holding, Inc.*, Case No. 15-CA-009315, Circuit Court for Hillsborough County, Florida.

Our common stock has not been subject to any trading suspensions during the last twelve months.

We have not had any stock split, stock dividend, recapitalization, merger, spin-off, or reorganization within the past twelve months. We acquired Medically Minded, a US Virgin Islands distributor of durable and disposable medical products on December 22, 2015. This transaction was rescinded as of April 16, 2016. Effective December 22, 2015, we divested our interest in Mobile Broadcasting Corp. We are seeking a business engaged in some aspect of medical cannabis. If and when we are successful in achieving an

acquisition, we anticipate a dividend spin off of that subsidiary. You have no assurance we will be able to make and acquisition and thereafter achieve a successful spin off.

#### 4) Issuance History

During the fiscal year ended December 31, 2014 and the subsequent interim period to September 30, 2015, we offered, sold and issued the shares of common stock identified below. The table does not include the issue of Series A and Series A-1 Preferred Stock, which is described above. The sales of common stock were not qualified or registered under the Securities Act of 1933, in any state of the United States or any foreign jurisdiction. The certificates issued contained a “Rule 144 Legend”, unless issuance in reliance on Section 3(a)(10) is indicated.

<u>Date of Issue</u>	<u>Number of shares</u>	<u>Price or value</u>	<u>Stockholder</u>
Approximately January 5, 2014	1,000,000 common	\$0.001 per share	Informations Solutions Group LLC (1)
Approximately January 5, 2014	500,000 common	\$0.001 per share	Gregg E. Nicholls (1)
Approximately January 5, 2014	500,000 common	\$0.001 per share	Amy H. Peterson (1)
Approximately January 30, 2014	500,000 common	\$0.001 per share	Mirador Consulting LLC (1)
Approximately February 7, 2014	500,000 common	\$0.001 per share	Jackson L. Morris (1)
May 7, 2014	15,000,000 common	\$0.008667 per share	KG Bessem BV
May 7, 2014	7,000,000 Class A	\$0.001429 per share	KG Bessem BV
Approximately July 1, 2014,	3,000,000 common	\$0.001 per share	North River Equity, LLC (1)
Approximately August 20, 2014,	3,000,000 common	\$0.001 per share	North River Equity, LLC (1)
Approximately September 18, 2014	5,703,523 common	\$0.001 per share	North River Equity, LLC (1)
January 5, 2015	7,200,000	\$0.001 per share	Bryan Wilkinson (2)
January 6, 2015	5,316,328	\$0.001 per share	Giuseppe Fiori (2)
January 16, 2015	5,595,546	\$0.001 per share	River North Equity LLC (2)
January 16, 2015	3,000,000	\$0.001 per share	Lome Kalisky (2)
February 5, 2015	500,000	\$0.001 per share	Gregg Nicholls
February 20, 2015	2,000,000	\$0.001 per share	Robinson Holding Group
March 2, 2015	5,8904,454	\$0.001 per share	River North Equity LLC (2)

March 27, 2015	5,125,772	\$0.001 per share	Bryan Wilkinson (2)
April 8, 2015	2,000,000	\$0.001 per share	Giuseppe Fiori (2)
April 8, 2015	500,000	\$0.001 per share	Kenneth Geesey
May 5, 2015	6,883,659	0.001 per share	Bryan Wilkinson (2)
May 8, 2015	6,883,659	0.001 per share	River North Equity, LLC (2)
May 29, 2015	7,245,194	\$0.001 per share	River North Equity, LLC (2)
July 6, 2015	2,500,000	\$0.001 per share	Bull in Advantage LLC
July 14, 2015	2,683,672	\$0.001 per share	Giuseppe Fiori (2)
July 20, 2015	8,157,528	\$0.001 per share	River North Equity, LLC (2)
August 6, 2015	8,026,226	\$0.001 per share	River North Equity, LLC (2)
August 18, 2015	8,026,226	\$0.001 per share	River North Equity, LLC (2)
August 27, 2015	7,751,736	\$0.001 per share	River North Equity, LLC (2)
September 24, 2015	2,683,672	\$0.001 per share	River North Equity, LLC (2)
Various – September 30, 2015 through April 18, 2016	56,526,684	\$0.001 per share	River North Equity, LLC and assigns (3)

(1) Assignee of Briken LLC, pursuant to Section 3(a)(10) of the Securities Act of 1933, approved December 19, 2013 in Briken, LLC vs. Progress Watch Corporation, Case No. LACV025877, Dickinson County, Iowa District Court.

(2) Original judgment holder Bryan Wilkinson or assigns and the automatic assignee of the judgment, River North Equity, LLC, pursuant to Section 3(a)(10) of the Securities Act of 1933, approved December 19, 2014 in Wilkinson vs. Mobile Broadcasting Corp, et al., Case No. 14-CA-012334, Hillsborough County, Florida Circuit Court.

(3) Pursuant to Section 3(a)(10) of the Securities Act of 1933, approved December 18, 2015 in River North Equity, LLC vs. Mobile Broadcasting Corp, et al., Case No. 15-CA-009315, Hillsborough County, Florida Circuit Court.

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5) **Financial Statements**

Annual Report  
**Medically Minded, Inc.**  
**consolidated**  
for the year ended December 31, 2015

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MEDICALLY MINDED, INC.  
Consolidated  
BALANCE SHEET at DECEMBER 31, 2015 (UNAUDITED)

**31-Dec-15**

**ASSETS:**

Current assets:

Cash and cash equivalents	\$	7,000
Accounts receivable		11,000
Inventories		13,000
Cash and cash equivalents		7,000
Prepaid expenses and other current assets		<u>2,725</u>
Total current assets		<u>40,725</u>

Noncurrent assets

Property and equipment (net)		1,575
Due from related party		-
Good will		-
Total noncurrent assets		1,575

Total assets		<u><u>\$ 42,300</u></u>
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**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current liabilities:

Accounts payable	\$	-
Accrued compensation due to related parties		180,000
Convertible notes due in one year or less		367,222
Interest payable		<u>15,613</u>
Total current liabilities		562,835

Noncurrent liabilities:

Bank Loan		23,521
Convertible notes due in more than one year		-
Reserve for pending claims		-
Total noncurrent liabilities		<u>23,521</u>

Total liabilities		<u><u>586,356</u></u>
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Stockholders' equity:

Preferred Stock - Series A, par value \$0.001 - 7,000,000 shares authorized and issued		7,000
Preferred Stock - Series A-1, par value \$0.001 - 3,000,000 shares authorized and issued		3,000
Common stock, par value \$0.001 250,000,000 authorized, 235,782,933 outstanding		235,783
Additional paid in capital		
Accumulated deficit		<u>(789,839)</u>
Total Equity		<u>(544,056)</u>

Total liabilities and stockholders' equity		<u><u>\$ 42,300</u></u>
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The accompanying notes are an integral part of these financial statements.

MEDICALLY MINDED, INC.  
Consolidated  
STATEMENTS OF OPERATIONS  
YEAR ENDED DECEMBER 31, 2015 (UNAUDITED)

	<u>Year Ended</u> <u>31-Dec-15</u>
Net revenue	\$ <u>118,000</u>
Costs and expenses:	
Selling, general and administrative	106,222
Research and development	-
Amortization of fixed assets	-
Total costs and expenses	<u>106,222</u>
Result from operations	11,778
Interest income	0
Interest expenses	15,169
Other financial expenses	0
Gain (Loss) foreign exchange translations	0
Total other (expense) income	<u>(15,169)</u>
Income (Loss) before taxes	(3,391)
Income taxes	0
Net profit (loss)	<u><u>\$ (3,391)</u></u>

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

MEDICALLY MINDED, INC.  
Consolidated  
STATEMENTS OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2015 (UNAUDITED)

12/31/2015

Cashflow from operating activities:	\$ 40,725
Net result	
Adjustment to reconcile net loss to net cash provided by (used in) operating activities:	
Depreciation and amortization	
accrued interest convertible loans	
change in operating assets and liabilities	
other assets	
accounts payable	89,667
deferred income	
net cash used in operating activities	(48,942)
 Cash flows from financing activities	
granted loans	
repayment of loans	
net cash provided by financing activities	
Net decrease/Increase in cash and cash equivalents	
Cash and cash equivalents beginning of period	
cash and cash equivalents end of period	\$ (48,942)
 supplemental disclosure of cash flow information	
cash paid during period for income taxes	

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

# Notes to financial statements

MEDICALLY MINDED, INC.

consolidated

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

YEAR ENDED DECEMBER 31, 2014

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## 1. DESCRIPTION OF BUSINESS

**General Development and Narrative Description of Business** – Medically Minded, Inc. with its registered office located at 375 N Stephanie St., Suite 1411 Henderson, NV 89014-8909, was formerly Mobile Broadcasting Holding, Inc., a holding company with a subsidiary engaged in commercializing under a license from an affiliated party mobile streaming broadcast technology, and Progress Watch Corporation, a company dedicated to independently providing high-end, Swiss-made mechanical watch movements. In 2013, management and the majority shareholders determined that the mechanical watch movement business was not financially viable and satisfied convertible bonds and most of the debt owed by the Company to them in exchange for an assignment and transfer of the mechanical watch movement technology, with the intent of liquidating the Company. In May 2014, the majority shareholders entered into a conditional and contingent contract for a change in control to sell their shares in the Company, granting a proxy to the contract purchaser to vote those shares pending completion of the sale, or in the alternative to sell shares of any subsidiary distributed to stockholders as a dividend, or to sell both. The contract was exercisable until May 2015. The contract for the purchase of the shares expired in May 2015 without exercise and the proxy concurrently expired. In the fall of 2015, management determined that the Company could not be used effectively to obtain funding for the subsidiary engaged in commercializing under a license (in default) from an affiliated party mobile streaming broadcast technology and that the subsidiary should be divested and a new business acquired. On December 22, 2015, in simultaneous transactions, the company divested Mobile Broadcasting Corp. to the affiliated party in consideration for surrender of three million shares of Series A-1 Preferred Stock which were then issued to acquire Medically Minded, a distributor of durable and disposable medical products in the US Virgin Islands with an intent to enter the medical cannabis business upon approval by the territorial legislature.

**History of the Company** – In the period 2000 until 2013 the Company had focused on the development of new types of watch movements. In 2014 in connection with a change in control, new management decided to focus on mobile streaming broadcast technology. In September 2014, the Company formed the subsidiary Mobile Broadcasting Corp., a Florida corporation, which licenced mobile streaming broadcast technology of Briken, LLC, for creating the WhiRLD mobile application. Briken, LLC is owned by our director and former chief executive officer. The licence was partly paid through issue of common shares by Mobile Broadcasting Corporation, which issue caused Mobile Broadcasting Corporation to cease being a subsidiary of the Company. In October 2014, the Company acquired from Briken, LLC all of the common shares in Mobile Broadcasting Corp. in exchange for 3,000,000 shares of the Company's Series A-1 Preferred Stock, which has super voting and super conversion preferences over common stock.

On December 22, 2015, the Company purchased a sole proprietorship distributing durable and disposable medical products in the US Virgin Islands and which intends to engage in the medical cannabis business when legalized in that US territory. In the transaction, Briken, LLC, the holder of 3,000,000 shares of the Company's Series A-1 Preferred Stock surrendered the stock for reissue of the shares to the seller. The seller's owner became our sole director and chief executive officer. The new sole director and chief executive officer will contribute to the Company a US Virgin Islands limited liability company he was in the process of forming to take over the sole proprietorship and the Company intends to place the business in the limited liability company, convert it to a US Virgin Islands corporation and operate it as a wholly owned subsidiary.

As part of Briken's surrender of the Series A-1 Preferred Stock, the conversion feature was reduced to 80% from 97% of the Company's common stock, while the voting rights were unchanged.

Simultaneously with the purchase of the sole proprietorship, the Company sold its subsidiary, Mobile Broadcasting Corp., to Mobile Broadcasting Network, Inc., a Florida corporation owned by our resigning sole director, in consideration for 5% of the buyer's common stock, the number of shares to be determined at a date in the future. The Company intends to declare the buyer's stock as a dividend to the Company's stockholders, subject to an effective registration statement on Form S-1 which the buyer is obligated to file. In connection with the sale, the buyer assumed all of the Company's outstanding liabilities and obligations and the Company released amounts due from the subsidiary (related party). The Company's management has determined that it will benefit the Company to accept the liability for the convertible loans from a third party which were assumed by the buyer without the reinstatement of amounts due from the subsidiary (related party).

The Company has treated the acquisition of the sole proprietorship as a reverse merger, which will result in the 2015 financial statements of the sole proprietorship replacing the financial statements of the Company published through February 5, 2016 on OTCMarkets.

The Company and the person from whom it acquired Medically Minded have agreed to rescind the acquisition of Medically Minded. See Subsequent Events.

Effective December 31, 2015, the Company changed its name to Medically Minded, Inc. and increased to 500,000,000 shares from 250,000,000 shares the number of shares of common stock, par value \$0.001 per share, the Company is authorized to issue.

During 2016 the Company received a new OTC Market Ticker -MMHC. The previous OTC Market Ticker was MBHC.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Past reporting requirement and basis of accounting** - Due to the insolvency of the foreign subsidiaries, the Company was for a long time without any cash or products. Therefore the Board of Directors did not sustain and maintain a proper bookkeeping system as from 2002 until 2007, did not prepare financial statements, did not properly report the account of the Company, not did it hold annual meetings from 1999 forward. The Company has decided to now report retroactively back to the year 2005. As many documents are incomplete or missing and are not traceable, the new Board of Directors decided to net out the paid-in capital against the net losses as of December 31, 2004. The Company decided to prepare the annual reports of the year 2006 until 2009 and the quarterly report for the year 2009 onwards on the basis of the most recent Accounting Standards issued by FASB.

**Revenue Recognition** –Revenues are generally recognized when the products are shipped to the customers. The Company has no substantial sales at this time.

**Impairment Of Long-Lived And Intangible Assets** - As required by authoritative guidance issued by the FASB, the Company assesses the recoverability of long-lived assets for which an indication of impairment exists. The recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to the future undiscounted net cash flows expected to be generated by the asset. If an asset is considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the asset exceeds its fair value. Fair value of long-lived assets is determined using the expected cash flows discounted at a rate commensurate with the risk involved. The Company believes that the future cash flows to be received from the remaining long-lived assets will exceed the respective assets' carrying value, and accordingly has not recorded any additional impairment losses.

**Inventories** – Inventories are measured at the lower of cost and net realizable value. The cost of inventory is based on the weighted average principle for finished goods and on the standard cost principle for raw materials and work-in-progress for inventories that are manufactured. Cost includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

**Cash and Cash Equivalents** - All highly liquid investments with original maturities of nine months or less are classified as cash and cash equivalents. The fair value of cash and cash equivalents approximates the amounts shown on the financial statements.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. These estimates and assumptions are used in, but not limited to, certain receivables and accounts payable and the provision for uncertain liabilities. Actual results could differ materially from those estimates.

**Income Taxes** - The Company is subject to income taxes in the United States. Income tax expense (benefit) is provided for using the asset and liability method. Deferred income taxes are recognized at currently enacted tax rates for the expected future tax consequences attributable to temporary differences between amounts reported for income tax purposes and financial reporting purposes. Deferred taxes are provided for the undistributed earnings as if they were to be distributed. The tax rate for the period ended September 30, 2015 is affected by the estimated valuation allowance against the Company's deferred tax assets. The Company regularly reviews its deferred tax assets for recoverability taking into consideration such factors as recurring operating losses, projected future taxable income and the expected timing of the reversals of existing temporary differences. The authoritative guidance issued by the FASB requires the Company to record a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining a conclusion that a valuation allowance is not needed is difficult when there is negative evidence such as cumulative losses in recent years. Based on the level of deferred tax assets as of September 30, 2015, the level of historical losses realized and the fact that the Company not filed any income tax returns until recently, the Company has determined that the uncertainty regarding the realization of these assets is sufficient to warrant the establishment of a full valuation allowance against the Company's net deferred tax assets. The municipal tax paid formerly in Switzerland has been expensed.

**Recently Adopted Accounting Standards** - The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, include those not yet effective, is not anticipated to have a material effect on the financial position or results of operation of the Company.

### **3. ACCOUNTS RECEIVABLE – NONCURRENT**

The Company guaranteed the payment of \$101,500 in software development costs of the subsidiary. As the subsidiary did not have any means to pay the claims, the Company has settled the amount pursuant to a court judgment in exchange for 85,000,000 freely tradable shares in reliance on Section 3(a)(10) of the Securities Act of 1933. Through this settlement, the Company has a receivable against the subsidiary in the amount of US\$ 101,500. The Company has loaned the subsidiary all cash received in borrowings from a third party, net of cash used to pay current accounts. The interest rate charged the subsidiary is the same as paid by the Company to the third party. The Company has passed the entire original issue discount of its loans from the third party on to the subsidiary and booked the entire OID as interest income at the date of the loan, instead of amortizing it over a one year period. The Account Receivable from the subsidiary was eliminated in the divestiture of the subsidiary on December 22, 2016.

### **4. CONVERTIBLE LOANS**

The Company entered into sixteen convertible loans with a third party during beginning in December 2014 and during the 2015 calendar year. The loans have a one year maturity and bear interest at 9% per annum. They are convertible into common stock at a discount of 30% to the then current market price of the common stock.

### **5. SHAREHOLDERS' EQUITY**

At December 31, 2015, the total number of shares of all classes of stock, which the Company shall have authority to issue is 510,000,000, consisting of 500,000,000 common shares and 10,000,000 preferred shares.

During the fiscal year ended December 31, 2015, the Company issued common stock in payment of all accounts payable, not including amounts due it transfer agent. On December 15, 2014, the Company settled a court case for the collection of a debt of the subsidiary by agreeing to issue 85,000,000 shares to a third party. The shares

are issuable in tranches such that the third party does not own more than 4.9% of total issued and outstanding common stock at any time. The Company will issue shares during 2015 in satisfaction of the judgment.

On October 19, 2015, the Company settled a court case for the collection of a debts by agreeing to issue 56,526,684 shares to a third party. The shares are issuable in tranches such that the third party does not own more than 4.9% of total issued and outstanding common stock at any time. The Company will issue shares during 2015 in satisfaction of the judgment. Most of the shares were issued in 2015, with a small balance to be issued in 2016.

The number of issued Preferred Stock is 10,000,000 shares: 7,000,000 Series A Preferred Shares and 3,000,000 Series A-1 Preferred Shares. These A Preferred shares have a 10% preferred cash dividend distribution and have 4 votes per share. As compensation of the acquisition of the subsidiary, the Company issued 3,000,000 of Series A-1 Convertible Preferred shares, which are convertible in Common Stock equal to 80%, reduced from 97%, of the total issued and outstanding common stock at the time of conversion, with votes which equals the outstanding common stock votes and the votes and the Series A Preferred shares plus 1 vote..

The Company has no stock-based compensation plans for employees and non-employee members of the Board of Directors.

The Company has adjusted Retained Deficit as needed to balance Total Liabilities and Stockholders' Equity with Total Assets as a result of the reverse acquisition of Medically Minded.

## **6. INCOME TAXES**

The Company was not subject to income tax in the United States prior to May 2014 and has not filed tax returns since that date through taxable year 2015. As a result of the change in control and change in business on December 22, 2015, the Company believes it has no net operating loss carry forward applicable to future tax years.

## **8. COMMITMENTS AND CONTINGENCIES**

### **Litigation –**

On December 15, 2014 the Company settled a court case, related with the collection of a debt of the subsidiary, which was guaranteed by the Company. The court case was settled for 85,000,000 shares to be issued to a third party.

On October 19, 2015 the Company settled a court case, related with the collection of an aggregate of \$96,855.31 in accounts payable and an obligation for \$7,000 in plaintiff's attorneys fees pursuant to a court judgment in exchange for 56,526,684 freely tradable shares in reliance on Section 3(a)(10) of the Securities Act of 1933. The shares are issuable in tranches such that the third party does not own more than 9.9% of total issued and outstanding common stock at any time. The Company will continue to issue these shares during 2016 in satisfaction of the judgment.

**Contractual Arrangements** – During the normal course of business, the Company may enter into various agreements with third parties for the delivery of services and products. The terms of these agreements will vary based on the services and products included within the agreement.

## **9. SUBSEQUENT EVENTS**

Subsequent to December 31, 2015, the Company has borrowed an additional \$24,444.44 for the third party. The loan, as previous loans from the third party, are for one year with an interest rate of 9% and an original issue discount of 10% and is convertible into common stock at a 30% discount to market.

Subsequent to December 31, 2015, the Company and the person from whom the Company acquired Medically Minded (who became the Company's sole director and chief executive officer) determined that the distribution of durable and disposable medical products in the US Virgin Islands was not a suitable business for a publicly traded company. Further, delays in adoption of medical cannabis legislation in the US Virgin Island (since adopted)

presented challenges of obtaining financing to add medical cannabis products to the Company's US Virgin Island operations and a failed attempt to negotiate the acquisition of a medical cannabis related business in California, put financial pressure on the existing distribution business. Accordingly, the Company and the person from whom the Company acquired Medically Minded entered into a rescission of the acquisition.

The Company is presently considering the distribution of hemp oil products in the United States.

#### **10. SEGMENT AND RELATED INFORMATION**

The Company presently has one subsidiary, Medically Minded International, Inc., which is not engaged in any business at the present time. The Company, through its subsidiary, is engaged in discussions for new management and for a contract for the distribution of hemp oil products in the United States and intends to pursue arrangement for distribution of medical and recreational cannabis products where legal.

[Remainder of page left blank.]

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

A. We conduct our operations in our wholly owned subsidiary. Our subsidiary distributes durable and disposable medical products in the US Virgin Islands. See notes to financial statements – Subsequent Events.

B. We were incorporated in Nevada in 1994.

C. Our primary SIC Code is 5047 – Medical, Dental and Hospital Equipment and Supplies

D. Our fiscal year ends December 31.

E. See Item 6A.

## 7) Describe the Issuer's Facilities

We lease our executive and sales offices on an annual basis.

## 8) Officers, Directors, and Control Persons

A.

**Stephen A. Jones** is our sole director and chief executive officer. He is the founder of Medically Minded in the US Virgin Islands. Mr. Jones owns all of our Series A-1 Preferred Stock with 80% of equity and voting control.

**Jackson L. Morris, Esq.**, is our corporation secretary beginning May 7, 2014. Mr. Morris will devote only a part of his working time to our business and affairs. He has been engaged in the private practice of law since 1982, maintaining his own practice in the Tampa Bay area since 1993. Mr. Morris focuses his practice on corporate, securities and business transaction law, including securities law opinions via his web site at [www.rule144solution.com](http://www.rule144solution.com). Mr. Morris will continue his law practice. Mr. Morris earned a B.A. degree in economics from Emory University in 1966, a J.D. degree from Emory University Law School in 1969 and an L.L.M. from Georgetown Law School in 1974.

Mr. Morris owns 500,000 shares of our common stock and had a contract which expired without exercise in May 2015 to purchase 36,470,800 shares of our common stock (more than five percent) from three persons (see table under sub item C, below) and a proxy to vote all such common stock and the Series A Preferred Stock which they own pending completion of the purchase. Mr. Morris was our sole director and chief executive officer beginning May 2014 to October 2014.

C. The following table identified each person who owns legally or beneficially more than ten percent of our voting securities as of May 20, 2014:

Karel-Gijs Bessem	5,212,000 common	
Koningin Wilhalminaplein 2-4, 1062 HK Amsterdam, Netherlands		
KG Bessem Holdings BV	22,487,950 common	7,000,000 Series A Preferred
Personal holding company of Karel-Gijs Bessem		
Koningin Wilhalminaplein 2-4, 1062 HK Amsterdam, Netherlands		
Marburg Beheer BV	9,270,850 common	
Personal holding company of Hans Handl		
Reguliersgracht 59, 1017 LL Amsterdam, Netherlands		
Stephen A. Jones	3,000,000 Series A-1 Preferred	

**9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Mr. Morris serves as our legal counsel

3116 W. North A Street

Tampa, Florida 33609-1544

Telephone: 813-874-8854

Email: jackson.morris@rule144solution.com

## 10) Issuer Certification

I, Stephen A. Jones, certify that:

1. I have reviewed this annual information statement for the year ended December 31, 2015 of Medically Minded, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 18, 2016

/s/ Stephen A. Jones

Director