

**REFILL ENERGY, INC.**  
**A Nevada corporation**  
**CURRENT REPORT OF MATERIAL EVENTS**  
**Dated July 22, 2013**

**The issuer reports the following material corporate events.**

**1. Entry or Termination of a Material Definitive Agreement.**

Refill Energy, Inc. (the "Issuer") has entered into a Stock Exchange Agreement (the "Agreement") with Medical Cannabis Payment Systems, a Nevada corporation which is changing its name to Medical Cannabis Financial Group ("MCFG"), dated July 22, 2013. The Agreement will close at the close of business, PDT, on July 26, 2013 (the "Closing"). Under the Agreement, at Closing, the following shall take place:

- The Issuer will acquire all of the 1,000 outstanding shares of MCFG in exchange for the issuance of 60,000,000 new shares to Jeremy Roberts, the sole beneficial shareholder of MCFG.
- The current director and executive officer, Yuriy Semenov, will resign and also cancel his 312,500,000 shares of common stock.
- Mr. Roberts will remain as the sole director, and he and his management team will be elected as officers of the Issuer.
- The Issuer will reorganize as a holding company under Oklahoma law, and the existing gasification technology operations will remain in the Nevada company. No determination has been definitively made as to whether the Issuer will continue operating the gasification development business.

**2. Completion of Acquisition or Disposition of Assets, including but not limited to Mergers.**

See disclosure under paragraph 1 above.

**3. Sales of Equity Securities.**

Upon Closing, the Issuer will issue 60,000,000 restricted shares of common stock to Jeremy Roberts or an entity controlled by him. The offer and sale of the shares is believed to be exempt under Section 4(2) of the Securities Act as a transaction not involving any public offering.

**4. Changes in Control of Issuer**

At Closing, a change of control will ensue. The former control person was Yuriy Semenov. The person assuming control will be Jeremy Roberts, who will hold 60,000,000 of the 75, 178,431 outstanding shares or 79.8%.

## **5. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Upon Closing, Mr. Semenov, the sole executive officer and director, will resign all positions and the following persons shall be elected:

Jeremy Roberts	Chief Executive and Financial Officer and Director
Tyler Young	Chief Technology Officer
Robert Enslow	Vice President-Director of Sales
Sean Hullinger	Corporate Counsel and Secretary

Jeremy Roberts has over 10 years' experience in brand management and strategic communications. He studied Spanish and political science at the University of Utah and then founded a marketing and strategic communications boutique. He later started a political campaign consultancy, and his clients have won every campaign to which he consulted.

Tyler Young holds a BSCS and an MBA, and taught software engineering at Neumont University. He has designed genomic and proteomic databases for leaders in healthcare informatics. Mr. Young's breadth and depth of experience sets him apart as an expert in software architecture and business process modeling.

Sean Hullinger has been an attorney in private practice in Utah since 2009, specializing in criminal defense, appellate practice, corporate law, and ethics. He is also a 2010 candidate for County Attorney in Utah County. Mr. Hullinger was previously an officer in the Central Intelligence Agency and then continued his service as a senior intelligence analyst and program manager with SAIC, Inc.. He received a BA from Old Dominion University in 1994 and a JD from the J. Reuben Clark Law School in 1997.

Robert Enslow has been employed as an executive account manager for a leading national call center technology company. He has extensive experience in enterprise sales, including SAAS, cloud, connectivity and communications, two-tiered distribution, and VAR partner development.

## **6. Other Information**

Our new website is [refillenergy.co](http://refillenergy.co).

Information about our New Business.

Since 1996, medicinal cannabis, commonly referred to as medical marijuana, has been legalized by 19 States; six of which have legalized it within the last four years. The Issuer is a provider of integrated supply and distribution technology mandated by many of these states, and the best solution for providers in all states. The Issuer is expanding the legitimate market for medicinal cannabis, and serving all market participants with an integrated, one-stop solution that will document and assure compliance with all applicable regulations that producers and distributors must follow under their respective state laws.. Our S2S Seed-to-Sale integrated solution is intended to be a turn-key, management and compliance technology for growers, caregivers, and dispensaries in this rapidly expanding market. The Issuer also works with public officials and government agencies to expand the acceptance of medicinal cannabis, and the adoption of a legal framework where maximum market expansion is possible. The Issuer is also positioned to lead the entire market in payment and transaction services as a result of its fast-moving efforts to change the legal and financial landscape of the medicinal cannabis marketplace.

## **7. Issuer's Certifications.**

I, Yuriy Semenov, certify that:

1. I have reviewed this Material Event Disclosure Statement of Refill Energy, 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.

July 22, 2013

/s/ Yuriy Semenov

Yuriy Semenov, President.