

MEDICAL CANNABIS PAYMENT SOLUTIONS
A Nevada corporation
QUARTERLY DISCLOSURE STATEMENT
March 31, 2018

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

Medical Cannabis Payment Solutions, a Nevada corporation incorporated on May 17, 2013 as Medical Cannabis Payment Systems, is the product of a holding company reorganization completed in September, 2013 by Refill Energy, Inc. Refill Energy was a Nevada corporation incorporated on December 1, 2005, as the successor by merger on April 20, 2006 to WCollect.com, a Florida corporation incorporated on October 10, 1989. Until October 23, 2009, the predecessor issuer's name was Granite Energy, Inc.

Item 2. The address of the issuer's principal executive offices.

The issuer's principal office address is 109 E. 17th Street, Suite 4634, Cheyenne Wyoming 82001, and its telephone is (702) 706-7011. Our websites are medicalcannabispaymentsolutions.com and www.refg.co.

We do not have any investor relations consultant.

Item 3. Security Information.

Trading Symbol: REFG

Exact title and class of securities outstanding: Common stock and Series A Convertible Preferred Stock

CUSIP:584502 10 8 for the common stock. The Series A Convertible Preferred Stock does not have a CUSIP number assigned.

Par or Stated Value: par value is \$.0001 for both the Common and the Series A Convertible Preferred Stock

Total Shares authorized as of March 31, 2018: 490,000,000 shares of common stock and 10,000,000 shares of preferred stock, including 250,000 shares of Series A Convertible Preferred Stock

Total Shares outstanding as of March 31, 2018: 457,459,485 shares of common stock and 17,600 shares of Series A Convertible Preferred Stock.

Transfer Agent

Name: Action Stock Transfer Corporation; website is <http://www.actionstocktransfer.com>.

2469 E. Fort Union Blvd., Suite 214

Salt Lake City, Utah 84121

(801) 274-1088

Action Stock Transfer Corporation is registered under the Exchange Act.

List any restrictions on the transfer of security: None

Describe any trading suspensions issued by the SEC in the past 12 months: None.

Item 4. Issuance history.

March 2018 Quarter

In the quarter, we sold 7,200,000 Units for \$150,000 cash to one investor, specifically, 3,200,000 Units on January 12, and 2,000,000 Units on each of February 2 and February 7. Each Unit consists of one share of common stock and a warrant to purchase two shares of common stock at a price of \$.03 per share, until December 31, 2020. The Warrants are not exercisable to the extent they would cause the holder to own more than 5% of our outstanding shares. In March 2018, we issued convertible notes totaling \$70,000 to one investor. The notes are due on March 31, 2019 and are convertible at \$.02 per share.

As of January 1, 2018 we issued 10,000,000 shares to Lyons Capital, LLC for consulting services including a Lyons Capital Diamond Sponsorship and keynote speaker engagement at Lyon's 2018 Wall Street Conference, and other consulting services not related to public relations or capital raising activities. We converted 3,200 shares of Series A Convertible Preferred Stock into 8,000,000 shares of common stock during January 2018.

Item 5. Financial Statements.

The following financial statements are appended to the end of this Quarterly Report and, together with updated annual and interim information published hereafter, are incorporated herein by reference. All of our financial statements to date are unaudited:

Consolidated Balance Sheets as of March 31, 2018 and December 31, 2017

Consolidated Statements of Income for the three months ended March 31, 2018 and 2017

Consolidated Statements of Cash Flows for the three months ended March 31, 2018 and 2017

Notes to Consolidated Financial Statements.

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

Corporate History

Medical Cannabis Payment Solutions ("we", or "the Company") was incorporated in Nevada on May 17, 2013, as the result of a holding company reorganization. We operate through a wholly-owned subsidiary, State Sourced. We are in the business, through our proprietary, closed loop system of merchant processing for medical marijuana enterprises.

Our Business

Our primary focus since organization in May 2013 has been the development of ancillary services for the medical marijuana industry and recently for the entire legal cannabis industry. Since 1996,

medicinal cannabis, commonly referred to as medical marijuana, has been legalized by 29 states and the District of Columbia. Eight states and the District of Columbia have legalized recreational cannabis. Several additional states are considering legislation for legalization in the future. Our business is primarily conducted through our StateSourced subsidiary.

We believe that we can serve the legal cannabis industry with a leading end-to-end payment processing solution that is FinCEN compliant and meets the growing demands of the market. The company serves both sides of the industry, offering payment and management solutions that are integrable for medical as well as recreational-related businesses and dispensaries.

Our proprietary payment system, referred to as “Green” or “Take.Green,” offers one of the first and only comprehensive card processing solutions to serve state-sanctioned marijuana industries. After considerable time and investment in market research and product development, we specifically tailored the platform’s technology to be geared specifically to the cannabis industry. The result is an alternative-to-cash option, as well as a completely-integrated, state-of-the art payment platform that is the industry’s first-of-its-kind compliant payment processing solution. The solution provides security, convenience and sector-specific tools and empowers businesses with comprehensive client management functionality, capabilities to track sales and tax collection, and a distinct advantage in meeting regulatory requirements.

Take Green’s payment solution card allows customers and patients to link a checking account from any U.S. bank to their Green account. The card is specific for the purchase of cannabis-related products from state-sanctioned vendors, which means it must be used for payment for these products within a state where marijuana is legal.

Within the system, we can earn revenue in the form of a percentage of all financial transactions. In addition, the Company is collaborating with First Bitcoin Capital Corporation to enable cryptocurrency payments. This expansion will integrate First Bitcoin’s cryptocurrency (“\$Weed”) within the gateway and provide state-licensed dispensaries and their customers additional cash-alternative options to allow approved cryptocurrencies, such as Bitcoin and Weedcoin.

As a fully FinCEN compliant company, our payment solution does not allow use of VISA, MasterCard or other credit card transactions that are currently prohibited as financial transactions with federally controlled substances. In addition, our payment system cards provide only debit from bank account transaction functionality and are not gift and reloadable cards. Gift/reloadable cards do not meet security and compliance standards, nor do they offer the convenience of our payment cards.

Our payment solutions allow legal dispensaries and related businesses to utilize the system to pay employees, bills, and owners/managers through electronical funds similar to any other business. In addition, the system enables capabilities to track sales and tax collection, as well as manage product and client information in one comprehensive platform.

An additional value-added feature allows legal cannabis dispensaries the option of branding our cards to include their logo and image at no cost.

Both medical and recreational marijuana industries are projected to continue their upward trend as legalization continues. A Statista report estimates the U.S. medical marijuana market to reach sales of nearly \$7 billion by 2021 with combined medical and recreational sales expected to eclipse \$26 billion in the same year (<http://nnw.fm/B6s7T>). Further, significant growth is expected to follow, with the combined market size projected to reach \$37 billion by 2024.

Our StateSourced administration system is designed to be a robust, instrumental, closed loop merchant processing system. In response to the industry's overwhelming need to have a private and encrypted digital solution to serve the rapidly growing legal marijuana industry, StateSourced brings to market the first and only first-tier merchant processing operation of its kind; a comprehensive structure which tracks sales and tax collection, and empowers businesses with an outstanding state-of-the-art client management system. We expect our first sales will be achieved in the next three months. As of the date of this report.

Prior to March 2016, through our Ghost Apps subsidiary, the Company developed and marketed integrated supply and distribution technology mandated or to be mandated by many of these states, through our S2S "Seed-to-Sale" integrated solution. In March 2016, we formed State Sourced as a wholly-owned subsidiary to develop and market our proprietary payment solution system. State Sourced assists in state tracking of sales, collection of tax, and supervision of sales to consumers. Most importantly, State Sourced includes a private, closed loop merchant processing system and to the knowledge of management, is the only first-tier processing system available to the industry. In fiscal 2016, we began to focus our efforts exclusively on the State Sourced business, and the Ghost Apps business has been accounted for as discontinued operations.

The traditional banking and merchant processing system has been virtually unavailable to the medical cannabis industry. On February 14, 2014, the Financial Crimes Enforcement Network ("FinCEN") issued guidance (Guidance FIN-2014-G001) to financial institutions with respect to servicing cannabis businesses, and in particular, the application of the Bank Secrecy Act to cannabis transactions. The FinCEN guidance represents an effort to clarify the issue for financial institutions. The guidance provided the following factors for institutions to consider:

In assessing the risk of providing services to a marijuana-related business, a financial institution should conduct customer due diligence that includes: (i) verifying with the appropriate state authorities whether the business is duly licensed and registered; (ii) reviewing the license application (and related documentation) submitted by the business for obtaining a state license to operate its marijuana-related business; (iii) requesting from state licensing and enforcement authorities available information about the business and related parties; (iv) developing an understanding of the normal and expected activity for the business, including the types of products to be sold and the type of customers to be served (e.g., medical versus recreational customers); (v) ongoing monitoring of publicly available sources for adverse information about the business and related parties; (vi) ongoing monitoring for suspicious activity, including for any of the red flags described in this guidance; and (vii) refreshing information obtained as part of customer due diligence on a periodic basis and commensurate with the risk. With respect to information

regarding state licensure obtained in connection with such customer due diligence, a financial institution may reasonably rely on the accuracy of information provided by state licensing authorities, where states make such information available.

As part of its customer due diligence, a financial institution should consider whether a marijuana-related business implicates one of the potential Federal enforcement priorities or violates state law. This is a particularly important factor for a financial institution to consider when assessing the risk of providing financial services to a marijuana-related business. Considering this factor also enables the financial institution to provide information in BSA reports pertinent to law enforcement's priorities. A financial institution that decides to provide financial services to a marijuana-related business would be required to file suspicious activity reports ("SARs") as described below.

Notwithstanding the issuance of this guidance, except for isolated, intermittent periods of time, financial institutions have not provided access to the cannabis industry. In part, this is because financial institutions have not been able to establish the required due diligence regime. State Sourced has developed a unique proprietary system to address these issues, and in 2018 intends to begin entering into agreements with dispensaries and other businesses in the medical cannabis industry.

The Company 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 Company believes that it 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.

Since commencing operations in July 2013, the Company has invested significant time and resources into product development, market research and brand strategy in preparation for the growing market in state-legalized cannabis. This approach has put the Company, it is believed, in a unique position to service the industry and emerging economy.

Speedy Grow

In December 2017, we invested \$25,000 for a minority interest in Speedy Grow, a supplier of fertilizer products including to the cannabis industry.

Competition

To our knowledge, no other company offers a completely integrated closed loop first tier processing system for medical cannabis transactions. There can be no assurance, however, that other parties will seek to emulate our business methods and practices. Many of those companies can be expected to have greater financial and management expertise than the Company. If such competitors arise, it could have a serious adverse effect on the Company.

Federal Regulation and Our Business

Cannabis is currently a Schedule I controlled substance and is therefore illegal under federal law. Even in those states in which the use of cannabis has been legalized, its use, possession, or cultivation remains a violation of federal laws. A Schedule I controlled substance is defined as one that has no currently accepted medical use in the United States, a lack of safety for use under medical supervision and a high potential for abuse. The U.S. Department of Justice (the “DOJ”) defines Schedule I controlled substances as “the most dangerous drugs of all the drug schedules with potentially severe psychological or physical dependence.” If the federal government decides to enforce the Controlled Substances Act with respect to cannabis, persons that are charged with distributing, possessing with intent to distribute, or growing cannabis could be subject to fines and terms of imprisonment, the maximum being life imprisonment and a \$50 million fine.

As of the date of this report, 29 states and the District of Columbia allow their residents to use medical cannabis. The state laws are in conflict with the federal Controlled Substances Act (the “CSA”), which makes cannabis use and possession illegal on a national level. The Obama administration stated that it is not an efficient use of resources to direct law federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical cannabis. After initially indicating that it would change course, the Trump administration has expressed in the March 2018 quarter that it intends to continue the Obama Administration priorities in this regard. However, the specific implementation of this policy by the Trump Administration remains unclear as of the date of this report. In March 2015, legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical use of cannabis without risk of prosecution. A key component of the proposed Compassionate Access, Research Expansion, and Respect States Act (the “CARERS Act”) is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses. There is no guarantee that the administration will not change its stated policy regarding the low-priority enforcement of federal laws. Additionally, any new administration could change this policy and decide to enforce the federal laws strongly. Any such change in the federal government’s enforcement of current federal laws could cause significant financial damage to us. While we do not intend to harvest, distribute or sell cannabis, we may be irreparably harmed by a change in enforcement by the federal government.

The Company does not grow or distribute cannabis. However, our providing of software and payment systems to state-approved cannabis cultivators and dispensary facilities could be deemed to be aiding and abetting illegal activities, a violation of federal law. Nonetheless, under current enforcement guidelines the Company’s activities would not be prosecuted. We intend to remain within the enforcement guidelines which are currently Federal policy, but we cannot provide assurance that the Company will be able to comply with those guidelines in effect now or in the future.

Current Federal appropriations legislation for the fiscal year ended September 30, 2018 prohibits the expenditure by the Department of Justice of any funds to prevent the implementation of medical marijuana laws by any state or the District of Columbia or Puerto Rico. In *United States v McIntosh*, the 9th Circuit Court of Appeals held that the operators and growers had standing to

challenge federal indictments for violations of the Controlled Substances Act. It is unknown whether future appropriations acts will include similar provisions or whether other circuits will follow the lead of the 9th Circuit.

The Obama Administration informally provided guidance to DOJ attorneys and law enforcement to focus their enforcement resources on persons or organizations whose conduct interferes with any one or more of the following important priorities (the “Enforcement Priorities”): (a) preventing distribution of cannabis to minors; (b) preventing revenue from cannabis from going to gangs, cartels and other illegal participants; (c) preventing the diversion of cannabis from states where it is legal to states where it is illegal; (d) preventing state-authorized cannabis activity from being a cover or pretext for the trafficking of other illegal drugs; (e) preventing violence and the use of firearms in the cultivation and distribution of cannabis; (f) preventing drugged driving and the exacerbation of other adverse public health consequences associated with cannabis use; and (g) preventing the growing of cannabis on public lands and its use or possession on Federal property.

The DOJ may issue in the future supplemental guidance directing that prosecutors also consider the Enforcement Priorities with respect to federal money laundering, unlicensed money transmitter, and BSA offenses predicated on cannabis-related violations of the CSA.

To the knowledge of management, the Company has never been a “shell company” since its incorporation. Our belief that we are not a shell company is based on the fact that the Company has been continuously engaged in more than “nominal” operations since inception in 2013. We have engaged in a significant level of operational activities, including developing software and our payment system. Although only our President is full time, the other officers have devoted and continue to devote significant amounts of highly skilled legal and technological services to the Company, for compensation which is highly favorable to the Company. A number of persons have invested nearly \$1.5 million in cash into the Company.

Our primary SIC code is 6513, payment processors. We have no secondary SIC code as of March 31, 2018.

Risk Factors

This section of this Quarterly Disclosure Statement discloses material risks known to us. We do not make, nor have we authorized any other person to make, any representation about the future market value of our common stock. In addition to the other information contained in this Quarterly Disclosure Statement, the following factors should be considered carefully in evaluating an investment in our securities. If any of the risks discussed below materialize, our common stock could decline in value or become worthless. The risks and uncertainties described below are not the only ones facing the Issuer. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently believes are immaterial may also impair the Issuer’s business operations.

RISK FACTORS RELATED TO THE MEDICAL CANNABIS INDUSTRY

The medical cannabis industry is subject to Federal, state and local regulations, which at times are in conflict with each other.

Our proposed business is dependent on state laws pertaining to the cannabis industry. Continued development of the cannabis industry is dependent upon continued legislative authorization of cannabis at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt use of cannabis, which would negatively impact our proposed business.

As of the date of this report, twenty-nine states and the District of Columbia allow their residents to use medical cannabis. The state laws are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level. The Obama administration made numerous statements indicating that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical cannabis. Although the Trump Administration has signaled that it will continue the same policies, any change in the federal government's enforcement of current federal laws could cause significant financial damage to the Company and its stockholders. Under current and prior Federal budget appropriations bills, the US Department of Justice is not permitted to use Federal funds to prosecute medical marijuana activities which comply with state law.

Cannabis remains illegal under federal law. Despite the development of a legal cannabis industry under the laws of certain states, these state laws legalizing medical and adult cannabis use are in conflict with the Federal Controlled Substances Act, which classifies cannabis as a Schedule-I controlled substance and makes cannabis use and possession illegal on a national level. The United States Supreme Court has ruled that it is the federal government that has the right to regulate and criminalize cannabis, even for medical purposes, and thus federal law criminalizing the use of cannabis preempts state laws that legalize its use. In March 2015, bipartisan legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical use of cannabis without fear of prosecution. A key component of the proposed Compassionate Access, Research Expansion, and Respect States Act (the "CARERS Act") is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses.

The cannabis industry faces significant opposition. It is believed by many that large well-funded businesses may have a strong economic opposition to the cannabis industry. For example, medical cannabis will likely adversely impact the existing market for the current "cannabis pill" sold by mainstream pharmaceutical companies. Further, the medical cannabis industry could face a material threat from the pharmaceutical industry, should cannabis displace other drugs or encroach upon the pharmaceutical industry's products. The pharmaceutical industry is well funded with a strong and experienced lobby that eclipses the funding of the medical cannabis industry. Any inroads the pharmaceutical industry could make in halting or impeding the cannabis industry could have a detrimental impact on our proposed business.

Potential customers of the Company have difficulty accessing the service of banks, which may make it difficult for them to operate. Since the use of cannabis is illegal under federal law, many banks will not accept for deposit funds from businesses involved with cannabis. Consequently, businesses involved in the cannabis industry often have trouble finding a bank willing to accept their business. The inability to open bank accounts may make it difficult for potential customers, clients and tenants of the Company to operate. On the other hand, we believe that our system can permit businesses in the industry to participate in the banking system.

Laws and regulations affecting the medical cannabis industry are constantly changing, which could detrimentally affect our proposed operations. Local, state and federal medical cannabis laws and regulations are broad in scope and subject to evolving interpretations, which could require us to incur substantial costs associated with compliance or alter our business plan. In addition, violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our operations. Furthermore, it is possible that regulations may be enacted in the future that will be directly applicable to our proposed business. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

We operate in a highly competitive industry and potential competitors could duplicate our business model.

We are involved in a highly competitive industry where we compete with numerous other companies who offer products and services similar to those we offer. There is no aspect of our business, which is protected by patents; we rely on trade secret protection, copyrights, trademarks, and trade names. As a result, potential competitors will likely attempt to duplicate our business model. Some of our potential competitors may have significantly greater resources than we have, which may make it difficult for us to compete. There can be no assurance that we will be able to successfully compete against these other entities.

RISKS RELATED TO OUR CORPORATE OPERATIONS

We have a limited operating history and may never be profitable.

Since we have a limited operating history, it is difficult for potential investors to evaluate our business. We expect that we will continue to need to raise additional capital in order to fund our operations. There can be no assurance that such additional capital will be available to us on favorable terms or at all. There can be no assurance that we will be profitable.

Our financial statements have not been audited by a certified public accountant.

Management has prepared the accompanying financial statements. They have not been audited by a certified public accountant. A certified public accountant is required to undertake certain procedures when it audits financial statements. Those audit procedures are designed to ensure the reliability and accuracy of the financial statements and to detect fraud and the potential for fraud

in the issuer's financial reports. Investors will not have the benefit accruing from an independent audit of the financial statements.

No intention to pay dividends.

A return on investment may be limited to the value of our common stock. We do not currently anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the Board may consider relevant. Our current intention is to apply net earnings, if any, in the foreseeable future to increasing our capital base and development and marketing efforts. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of our common stock, and in any event, a decision to declare and pay dividends is at the sole discretion of the Board. If we do not pay dividends, our common stock may be less valuable because a return on your investment would only occur if the Company's stock price appreciates.

Our ability to continue as a going concern is not free from doubt.

There is substantial doubt about our ability to continue as a going concern. Our financial statements have been prepared on a going concern basis, which assumes we will be able to realize our assets and discharge our liabilities in the normal course of business for the foreseeable future. We have incurred a loss since May 17, 2013 (Inception) resulting in an accumulated deficit of approximately \$1.5 million as of December 31, 2017 and further losses are anticipated in the development of our business.

Our ability to continue as a going concern is dependent upon our becoming profitable in the future and, or, obtaining the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. There is no guarantee that we will be successful in achieving these objectives.

Risks of our payment processing systems

Our proprietary payment processing system is new, and there could be unanticipated problems with its operations. We as yet have no contracts for our processing system, and there is no assurance when we will commence obtaining a significant level of contracts.

Payment software is subject to security risks (cyber security) and the potential loss of confidential customer data. There have recently been a number of high – profile data breaches. Such data breaches could result in serious liability to the Company.

Risks of expansion of our business arise due to our limited operating history.

Historically we have had no employees other than our officers. As we obtain customers, we will be required to establish a corporate infrastructure, and management has limited experience in managing an enterprise. Our continued growth and profitability depend on our ability to

successfully realize our growth strategy by expanding our sales. We cannot assure that our efforts will be successful nor that we will not incur unforeseen administrative and compliance costs.

Our future success depends on our ability to obtain customers. If we are unable to effectively market our payment processing system, we will be unable to grow and expand our business or implement our business strategy, which could materially impair our ability to obtain sales and revenue.

Our failure to obtain capital may significantly restrict our proposed operations. We need capital to operate and fund our business plan. We do not know what the terms of any future capital raising may be but any future sale of our equity securities will dilute the ownership of existing stockholders and could be at prices substantially below the price of the shares of common stock sold in this offering. Our failure to obtain the capital, which we require, may result in the slower implementation or curtailment of our business plan.

Capital and credit market conditions may adversely affect our access to various sources of capital and/or the cost of capital, which could impact our business activities, dividends, earnings and common stock price, among other things.

We depend on key personnel, including Jeremy Roberts, our Chief Executive Officer, and future members of management, and the loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and existing and prospective industry participants, which could negatively affect our financial condition, results of operations, cash flow and trading price of our common stock.

Our success depends on our ability to attract and retain the services of executive officers, senior officers and community managers. There is substantial competition for qualified personnel in the medical cannabis industry and the loss of our key personnel could have an adverse effect on us. Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly Jeremy Roberts, our Chief Executive Officer. The loss of services of Mr. Roberts or other members of our senior management team which we may hire, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and industry participants, which could negatively affect our financial condition, results of operations and cash flow.

The ability of stockholders to control our policies and effect a change of control of our company is limited by certain provisions of our Articles of Incorporation and bylaws and by Nevada law.

There are provisions in our Articles of Incorporation and bylaws that may discourage a third party from making a proposal to acquire us, even if some of our stockholders might consider the proposal to be in their best interests. These provisions include the following:

Our Articles of Incorporation authorizes our board of directors to shares of preferred stock with such rights, preferences and privileges as determined by the board, and therefore to authorize us to issue such shares of stock. We believe these Articles of Incorporation provisions will provide us with increased flexibility in structuring possible future financings. The additional classes or series will be available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Although our board of directors does not currently intend to do so, it could authorize us to issue a class or series of stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of our company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests.

In addition, certain provisions of the Nevada General Corporation Law, or the NGCL, may have the effect of impeding a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could be in the best interests of our stockholders, including:

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting shares or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding voting shares) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes special appraisal rights and special stockholder voting requirements on these combinations; and
- “control share” provisions that provide that holders of “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise voting power in the election of directors within one of three increasing ranges) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of issued and outstanding “control shares,” subject to certain exceptions) have no voting rights with respect to such shares except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

The NGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our Articles of Incorporation or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a director. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common stockholders with the opportunity to realize a premium over the then current market price.

In addition, the provisions of our Articles of Incorporation on the removal of directors and the advance notice provisions of our bylaws could delay, defer or prevent a transaction or a change of

control of our company that might involve a premium price for holders of our common stock or otherwise be in their best interest.

Each item discussed above may delay, deter or prevent a change in control of our company, even if a proposed transaction is at a premium over the then-current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

Our board of directors may change our policies without stockholder approval.

Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our board of directors or those committees or officers to whom our board of directors delegates such authority. Our board of directors will also establish the amount of any dividends or other distributions that we may pay to our stockholders. Our board of directors or the committees or officers to which such decisions are delegated will have the ability to amend or revise these and our other policies at any time without stockholder vote. Accordingly, our stockholders will not be entitled to approve changes in our policies, and, while not intending to do so, may adopt policies that may have a material adverse effect on our financial condition and results of operations.

Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions that you do not believe are in your best interests.

Nevada law provides that a director has no liability in that capacity if he or she satisfies his or her duties to us and our stockholders. Upon completion of this offering, as permitted by the NGCL, our Articles of Incorporation will limit the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our Articles of Incorporation will authorize us to obligate us, and our bylaws will require us, to indemnify our directors for actions taken by them in those capacities to the maximum extent permitted by Nevada law. Our Articles of Incorporation and bylaws also authorize us to indemnify these officers for actions taken by them in those capacities to the maximum extent permitted by Nevada law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our company, your ability to recover damages from such director or officer will be limited. In addition, we will be obligated to advance the defense costs incurred by our directors and our officers, and may, in the discretion of our board of directors, advance the defense costs incurred by our employees and other agents, in connection with legal proceedings.

Our business could be adversely impacted if there are deficiencies in our disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management will continue to review the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Furthermore, our disclosure controls and procedures and internal control over financial reporting with respect to entities that we do not control or manage may be substantially more limited than those we maintain with respect to the subsidiaries that we have controlled or managed over the course of time. Deficiencies, including any material weakness, in our internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our stock price, or otherwise materially adversely affect our business, reputation, results of operations, financial condition or liquidity.

RISKS RELATED TO THE MARKET FOR OUR COMMON STOCK

There has been only a limited public market for our common stock and an active trading market for our common stock may not develop following this offering.

There has not been any broad public market for our common stock, and an active trading market may not develop or be sustained. Shares of our common stock may not be able to be resold at or above the initial public offering price. The initial public offering price of our common stock has been determined arbitrarily by management without regard to earnings, book value, or other traditional indication of value. Our common stock may trade below the initial public offering price following the completion of this offering. The market value of our common stock could be substantially affected by general market conditions, including the extent to which a secondary market develops for our common stock following the completion of this offering, the extent of institutional investor interest in us, the general reputation of companies in the medical cannabis industry and the attractiveness of their equity securities in comparison to other equity securities, our financial performance and general stock and bond market conditions.

The market price and trading volume of our common stock may be volatile following this offering.

Even if an active trading market develops for our common stock, the trading price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. If the trading price of our common stock declines significantly, you may be unable to resell your shares at or above the public offering price.

Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results or dividends;
- changes in our funds from operations or income estimates;
- publication of research reports about us or the medical cannabis estate industry;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional stockholders;
- speculation in the press or investment community;
- the realization of any of the other risk factors presented in this report;
- the extent of investor interest in our securities;
- investor confidence in the stock and bond markets, generally;
- changes in tax laws;
- future equity issuances;
- failure to meet income estimates; and
- general market and economic conditions.

In the past, securities class-action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and trading price of our common stock.

There could be volatility in our share price due to shares held by only a few people.

A small number of stockholders own a significant portion of our public float. As of the date of this report, a limited number (less than 15) persons beneficially own and control a significant portion of the public float of the Company, consisting of more than 100 million shares. The Company has no control over the decisions of any of these stockholders to retain ownership of their shares. The trading price of the Company's common stock could be adversely affected or be subject to volatility if one or more of these stockholders should determine to sell their shares.

Furthermore, the Company has outstanding 17,600 shares of Series A Convertible Preferred Stock. If all of the Series A Convertible Preferred Stock is converted at the current conversion rate, an additional 44,000,000 shares of common stock could be issued to the holders thereof. There are also promissory notes outstanding in the amount of \$222,500, plus accrued interest. \$137,500 of these promissory notes are not convertible by their terms, but we may agree to convert them into common stock if management believes it can do so at a favorable price. The conversion price could be at some unknown discount to the public market. The sale of shares by converting holders of preferred stock, or note holders, could adversely affect the trading price of our common stock. The remaining \$85,000 is a convertible note, which is convertible into 7,038,000 shares of common stock. The Company has filed an Offering Circular to register these shares as well as an additional 30 million shares to be offered at a price of \$.02 per share. Currently, with 490 million authorized shares and slightly under 460 million outstanding shares, we do not have enough authorized common stock in order to legally issue all of these shares, and we intend to amend our articles of incorporation in the near future to increase our authorized common shares.

Our shares are “Penny Stock,” which impairs trading liquidity.

Disclosure requirements pertaining to penny stocks may reduce the level of trading activity in the market for our common stock and investors may find it difficult to sell their shares. Trades of our common stock will be subject to Rule 15c-9 of the SEC which rule imposes certain requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser’s written agreement to the transaction prior to sale. The SEC also has rules that regulate broker/dealer practices in connection with transactions in “penny stocks”. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system). The penny stock rules require a broker/dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation.

Future issuances of debt securities and equity securities may negatively affect the market price of shares of our common stock and, in the case of equity securities, may be dilutive to existing stockholders.

In the future, we may issue debt or equity securities or incur other financial obligations, including stock dividends and shares that may be issued in exchange for common units and equity plan shares/units. We have proposed to offer 30 million shares to the public in a Regulation A offering

at \$.02 per share. Upon liquidation, holders of our debt securities and other loans and preferred stock will receive a distribution of our available assets before common stockholders. We are not required to offer any such additional debt or equity securities to existing stockholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities (including common units and convertible preferred units), warrants or options, will dilute the holdings of our existing common stockholders and such issuances or the perception of such issuances may reduce the market price of shares of our common stock. Any convertible preferred units would have, and any series or class of our preferred stock would likely have, a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to common stockholders.

As an “Emerging Growth Company” any decision to comply with the reduced disclosure requirements applicable to emerging growth companies could make our common stock less attractive to investors.

We are an “emerging growth company,” as defined in the JOBS Act, and, for as long as we continue to be an “emerging growth company,” we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. In the event our Regulation A offering is qualified, we will elect to opt in to the extended transition period for complying with the revised accounting standards.

Our status as an “Emerging Growth Company” under the JOBS Act of 2012 may make it more difficult to raise capital.

Because of the exemptions from various reporting requirements provided to us as an “emerging growth company” and because we will have an extended transition period for complying with new or revised financial accounting standards, we may be less attractive to investors and it may be difficult for us to raise additional capital as and when we need it. Investors may be unable to

compare our business with other companies in our industry if they believe that our financial accounting is not as transparent as other companies in our industry. If we are unable to raise additional capital as and when we need it, our financial condition and results of operations may be materially and adversely affected.

We will not have reporting obligations under Sections 14 or 16 of the Securities Exchange Act of 1934, nor will any shareholders have reporting requirements of Regulation 13D or 13G, nor Regulation 14D.

So long as our common shares are not registered under the Exchange Act, our directors and executive officers and beneficial holders of 10% or more of our outstanding common shares will not be subject to Section 16 of the Exchange Act. Section 16(a) of the Exchange Act requires executive officers and directors, and persons who beneficially own more than 10% of a registered class of equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of common shares and other equity securities, on Forms 3, 4 and 5, respectively. Such information about our directors, executive officers, and beneficial holders will only be available through any offering or registration statement, and periodic reports we file thereunder.

Our reporting obligation to file reports following the Company's pending offering will be suspended if, on the first day of any fiscal year (other than a fiscal year in which the offering statement under the Securities Act has been qualified), we have fewer than 300 shareholders of record and we file Form 1-Z with the SEC. In such an event, we may cease providing periodic reports and current or periodic information, including operational and financial information, may not be available with respect to our results of operations. Our common shares are not registered under the Securities Exchange Act of 1934, as amended, and we do not intend to register our common shares under the Exchange Act for the foreseeable future, provided that, we will register our common shares under the Exchange Act if we have, after the last day of our fiscal year, more than either (i) 2000 persons; or (ii) 500 shareholders of record who are not accredited investors, in accordance with Section 12(g) of the Exchange Act.

Further, as long as our common shares are not registered under the Exchange Act, we will not be subject to Section 14 of the Exchange Act, which, among other things, prohibits companies that have securities registered under the Exchange Act from soliciting proxies or consents from shareholders without furnishing to shareholders and filing with the Securities and Exchange Commission a proxy statement and form of proxy complying with the proxy rules.

In addition, so long as our common shares are not registered under the Exchange Act, our Company will not be subject to the reporting requirements of Regulation 13D and Regulation 13G, which requires the disclosure of any person who, after acquiring directly or indirectly the beneficial ownership of any equity securities of a class, becomes, directly or indirectly, the beneficial owner of more than five (5%) of the class.

The reporting required by Section 14(d) of the Exchange Act provides information to the public about persons other than the company who is making the tender offer. A tender offer is a broad solicitation by a company or a third party to purchase a substantial percentage of a company's

common stock for a limited period of time. This offer is for a fixed price, usually at a premium over the current market price, and is customarily contingent on shareholders tendering a fixed number of their shares.

Item 7. Describe the Issuer's Facilities.

We rent office space on a month to month basis in Cheyenne, Wyoming.

Item 8. Officer, Directors and Control Persons.

All of our officers and directors were appointed in July 2013.

Jeremy Roberts	Chief Executive and Financial Officer and Director
Tyler Young	Chief Technology Officer
Sean Hullinger	Corporate Counsel and Secretary

The following is a brief account of the education and business experience of our directors, executive officers and significant employees during at least the past five years, indicating their principal occupations and employment during the period, and the name and principal business of the organization in which such occupations or employment were carried on.

Jeremy Roberts, President, Chief Financial Officer and Director

Since May 2013, Mr. Roberts has been the director and the principal officer of the Company. He graduated with a degree in political science from the University of Utah. Prior to May 2013, he was the president of I15 Brand, a marketing and communications firm.

Sean Hullinger, Corporate Counsel and Secretary

Since May, 2013, Mr. Hullinger has been the Corporate Counsel and Secretary of the Company. He has been an attorney in private practice in Utah since 2009, specializing in criminal defense, appellate practice, corporate law and ethics. 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 J.D from the J. Reuben Clark Law School in 1997.

Tyler Young, Chief Technology Officer

Tyler Young holds a BSCS and an MBA from Neumont University, where he taught software engineering from 2008 to 2011. He was a Software Engineer at MonaVie from September 2011 to November 2012, and also a Software Engineer at Intermountain Healthcare from November 2012 to June 2013. He was a Senior Software Engineer at Software Technology Group from June 2013 to March 2014, and also a Senior Software Engineer at ITN International from March 2014 to July 2016. Mr. Young is currently a Senior Software Engineer at HealthEquity since August 2016. Mr.

Young's breadth and depth of experience sets him apart as an expert in software architecture and business process modeling.

During the past five years, none of the above named officers and directors has been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; 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 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.

Advisory Board

We have an advisory board. The Advisory Board provides guidance and strategic decision-making for the rollout of payment solution for the medical marijuana industry.

Curt Bramble, appointed in February 2014, is a CPA and is the chairman of the Advisory Board. He was elected as Vice President of the National Conference of State Legislatures in August 2013. His NCSL activities include: Co-Chair of the NCSL Standing Committees 2012-2013; State and Local Taxation Task Force, Immigration and the States Task Force, and the International Affairs Task Force. An elected state senator, he is a member of the American Institute of Certified Public Accountants and the Utah Association of Certified Public Accountants.

Gary Johnson, appointed in July 2014, was a two-term governor of New Mexico from 1995 to 2003, and was a candidate for President of the United States in the 2012 election. He has written extensively about governmental and regulatory issues. Prior to running for office, Johnson started his own mechanical contracting business, growing it from a one-person venture to a multimillion dollar enterprise with over 1,000 employees.

James P. "Jim" Gray was appointed in August, 2014. Mr. Gray served as a Judge Advocate General in the United States Navy, and was a Superior Court judge in Orange County, California until his retirement in 2009 after over 20 years on the bench of both the Superior Court and the Santa Ana, California municipal court. He has written numerous works and articles on drug policy and regulation, and has sat on the advisory board of the California Department of Alcohol and Drug Programs and the Alcohol Advisory Board to the Orange County (California) Board of Supervisors. In addition to being on the board of councilors of the University of Southern California Law School, Gray was the Libertarian candidate for Vice President of the United States in the 2012 election.

Bruce Starr was appointed to the Board of Advisors in March, 2017. Bruce Starr is a native to Oregon. Bruce, strongly committed to public service, served as a State Senator in the

Oregon Legislature, first elected in 2002 and re-elected in 2006 and 2010. Prior to his senate service, Bruce served two terms in the Oregon House of Representatives and a four year term on the Hillsboro City Council.

During his legislative service, Bruce was active in the National Conference of State Legislatures serving in a variety of leadership positions within the Conference. His NCSL service culminated in 2013-2014 when he served as President of the organization. Currently, he is on the board of the NCSL Foundation for State Legislatures

No other person beneficially owns more than 5% of the issuer's common stock.

The following table sets forth, as of the date of this disclosure statement, the outstanding common stock of the Company owned of record or beneficially by each person who owned of record, or was known by the Company to own beneficially, more than 5% of the Issuer's 421,259,485 shares of common stock issued and outstanding as of December 31, 2017, and the name and share holdings of each director and all of the executive officers and directors as a group:

<u>Name of Stockholder</u>	<u>Number of Shares Owned</u>	<u>Percentage of Outstanding Common Stock</u>
Jeremy Roberts (1)	200,000,000	43.5%
Sean Hullinger(1)(2)	7,000,000	1.5%
All executive officers and directors as a group (2 persons)	207,000,000	45.01%

(1) The address of this person is c/o the Company.

(2) Includes 2,000,000 shares issuable upon exercise of warrants.

Item 9. Third Party Providers.

1. Investment Banker

None.

2. Promoters

None

3. Counsel

None.

4. Accountant or Auditor

We have no outside accountant or auditor that has reviewed or audited our financial statements.

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

Item 10. Issuer's Certifications.

I, Jeremy Roberts, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Medical Cannabis Payment Solutions;
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.

May 15, 2018

/s/ Jeremy Roberts

Jeremy Roberts, President.

MEDICAL CANNABIS PAYMENT SOLUTIONS AND SUBSIDIARIES
Unaudited Consolidated Balance Sheets

	<u>March 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 29,044	\$ 27,702
Total current assets	<u>\$ 29,044</u>	<u>\$ 27,702</u>
 Investment in non-controlled entity	 25,000	 25,000
 TOTAL ASSETS	 <u>\$ 54,044</u>	 <u>\$ 52,702</u>
 LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Promissory notes	\$ 292,500	\$ 222,500
Related party advances	7,848	7,848
Accounts payable and accrued expenses	80,617	76,581
Total current liabilities	<u>380,965</u>	<u>306,929</u>
 TOTAL LIABILITIES	 <u>380,965</u>	 <u>306,929</u>
 STOCKHOLDERS' EQUITY		
Preferred Stock, 10,000,000 shares authorized, par \$.0001, 17,600 and 20,800 shares issued and outstanding	2	2
Common Stock, 490,000,000 shares authorized, par \$.0001, 457,459,485 and 223,592,818 shares issued and outstanding	60,426	43,226
Additional paid in capital	5,508,750	5,275,950
Accumulated deficit	(5,896,099)	(5,573,405)
Total Stockholders' Equity (Deficit)	<u>(326,921)</u>	<u>(254,227)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 54,044</u>	<u>\$ 52,702</u>

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

MEDICAL CANNABIS PAYMENT SOLUTIONS AND SUBSIDIARIES
Unaudited Consolidated Statements of Operations

	<u>Three Months Ended March 31,</u>	
	<u>2018</u>	<u>2017</u>
Continuing operations		
General and administrative expenses	\$ 318,708	\$ 4,755
Total operating expenses	<u>318,708</u>	<u>4,755</u>
Net loss from continuing operations	(318,708)	(4,755)
Other income (expense)	-	-
Interest expense	3,986	1,375
Interest income	--	--
Total other income (expense)	<u>(3,986)</u>	<u>(1,375)</u>
NET LOSS FROM CONTINUING OPERATIONS	(322,694)	(6,130)
NET LOSS	<u><u>\$ (322,694)</u></u>	<u><u>\$ (6,130)</u></u>
BASIC AND DILUTED LOSS PER SHARE	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING		
BASIC AND DILUTED	<u><u>451,459,485</u></u>	<u><u>220,537,262</u></u>

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

MEDICAL CANNABIS PAYMENT SOLUTIONS AND SUBSIDIARIES
Unaudited Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
	2018	2017
<u>Cash Flows from Operating Activities</u>		
Net income	\$ (322,694)	\$ (6,130)
Adjustments to reconcile net income to net cash used in operating activities		
Issuance of shares for services	100,000	--
Changes in operating Assets and Liabilities:		
Increase (decrease) in related party payable	--	301
Increase (decrease) in accounts payable	50	4,200
Increase (decrease) in accrued interest	3,986	1,375
Net cash provided by (used in) operating activities	(218,658)	(254)
<u>Cash Flows from Financing Activities</u>		
Proceeds from issuance of convertible note	70,000	--
Issuance of shares for cash	150,000	90
Net cash provided by financing activities	220,000	90
Net increase (decrease) in cash	1,342	(164)
Cash beginning of period	\$ 27,702	\$ 70,264
Cash end of period	\$ 29,044	\$ 70,110
Supplemental Disclosure of non-cash transactions		
Interest paid	\$ --	\$ --
Taxes paid	\$ --	\$ --

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

MEDICAL CANNABIS PAYMENT SOLUTIONS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Medical Cannabis Payment Solutions was incorporated in the State of Nevada on May 17, 2013 and is the result of a holding company reorganization with Refill Energy, Inc. Refill Energy formerly operated in the oil and gas exploration and production industry, with primary assets and operations in Nevada, Utah, Oklahoma and Texas and then until after the reorganization, developed rights to gasifier technology. The shares of Refill Energy, Inc. have been set aside in the transfer agent records as a dividend to the Company's shareholders but no distribution was ever made. As of the end of 2013 Refill Energy, Inc. was inactive and the company has been dissolved. Refill Energy, Inc. is no longer treated as a subsidiary. The Company has two subsidiaries, one of which, State Sourced, is active.

Unaudited Financial Statements. - These financial statements have been prepared by management and have not been reviewed or audited by any outside accounting firm. The financial statements include the financial information of a Wyoming limited liability company subsidiary and a Wyoming corporate subsidiary. All intercompany accounts are eliminated in the consolidation.

Fiscal Year - The Company's fiscal year-end is December 31.

Cash and Cash Equivalents - The Company considers all highly liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Basis of Presentation - 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented.

Use of Estimates - The preparation of financial statements in 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. A change in managements' estimates or assumptions could have a material impact on the Company's financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company's financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

Property, Plant and Equipment - Property and equipment are carried at cost. Expenditures for maintenance and repairs are charged against operations. Renewals and betterments that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in income for the period.

Depreciation is computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets. The estimated useful lives of depreciable assets are:

MEDICAL CANNABIS PAYMENT SOLUTIONS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

Estimated Useful Lives	
Office Equipment	5-10 years
Copier	5-7 years
Vehicles	5-10 years
Website / Software	3-5 years

For federal income tax purposes, depreciation is computed under the modified accelerated cost recovery system. For financial statements purposes, depreciation is computed under the straight-line method. Since the refinery and engineering investment has not yet been placed in service, no depreciation has commenced.

Advertising - Advertising expenses are recorded as general and administrative expenses when they are incurred. There was no advertising expense for the periods presented.

Research and Development - All research and development costs and software development costs are expensed as incurred. There was no research and development expense for the periods presented.

Income tax - We are subject to income taxes in the U.S. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. In accordance with FASB ASC Topic 740, "Income Taxes," we provide for the recognition of deferred tax assets if realization of such assets is more likely than not.

Non-Cash Equity Transactions - Shares of equity instruments issued for non-cash consideration are recorded at the fair value of the consideration received based on the market value of services to be rendered, or at the value of the stock given, considered in reference to contemporaneous cash sale of stock.

Offering costs - The Company has elected to expense offering costs as incurred, rather than capitalizing them.

Fair Value Measurements - Effective beginning second quarter 2010, the FASB ASC Topic 825, Financial Instruments, requires disclosures about fair value of financial instruments in quarterly reports as well as in annual reports. For the Company, this statement applies to certain investments and long-term debt. Also, the FASB ASC Topic 820, Fair Value Measurements and Disclosures, clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements.

Various inputs are considered when determining the value of the Company's investments and long-term debt. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. These inputs are summarized in the three broad levels listed below.

- Level 1 – observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

The Company's adoption of FASB ASC Topic 825 did not have a material impact on the Company's consolidated financial statements.

MEDICAL CANNABIS PAYMENT SOLUTIONS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

The carrying value of financial assets and liabilities recorded at fair value is measured on a recurring or nonrecurring basis. Financial assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. The Company had no financial assets or liabilities carried and measured on a nonrecurring basis during the reporting periods. Financial assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared. The Company's one financial asset and/or liability carried at fair value on a recurring basis at March 31, 2018, consisting of a minority interest purchased at \$25,000 in December 2017. The Company believes that as of March 31, 2018 the value continues to be \$25,000.

The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment. As of March 31, 2018, the Company had no assets other than cash and one minority interest investment.

Basic and diluted earnings per share - Basic earnings per share are based on the weighted-average number of shares of common stock outstanding. Diluted Earnings per share is based on the weighted-average number of shares of common stock outstanding adjusted for the effects of common stock that may be issued as a result of the following types of potentially dilutive instruments:

- Warrants,
- Employee stock options, and
- Other equity awards, which include long-term incentive awards.

The FASB ASC Topic 260, Earnings Per Share, requires the Company to include additional shares in the computation of earnings per share, assuming dilution.

Diluted earnings per share is based on the assumption that all dilutive options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options are assumed to be exercised at the time of issuance, and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Basic and diluted earnings per share are the same as there were no potentially dilutive instruments for the period presented.

Concentrations, Risks, and Uncertainties - The Company did not have a concentration of business with suppliers or customers constituting greater than 10% of the Company's gross sales during the period presented.

Stock Based Compensation - For purposes of determining the variables used in the calculation of stock compensation expense under the provisions of FASB ASC Topic 505, "Equity" and FASB ASC Topic 718, "Compensation — Stock Compensation," we perform an analysis of current market data and historical company data to calculate an estimate of implied volatility, the expected term of the option and the expected forfeiture rate. With the exception of the expected forfeiture rate, which is not an input, we use these estimates as variables in the Black-Scholes option pricing model. Depending upon the number of stock options granted, any fluctuations in these calculations could have a material effect on the results presented in our Consolidated Statement of Income. In addition, any differences between estimated forfeitures and actual forfeitures could also have a material impact on our financial statements.

NOTE 2 - RECENTLY ENACTED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive revenue recognition standard that will supersede nearly all existing revenue recognition guidance under current U.S. GAAP and replace it with a principle-based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. The ASU also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2016, however, the FASB has proposed a one-year deferral. Early adoption is not permitted, and either full retrospective adoption or modified retrospective adoption is permitted. The Company is in the process of evaluating the impact of ASU 2014-09 on the Company's financial statements and disclosures.

In August 2014, the FASB issued ASU No. 2014-15 (ASU 2014-15), *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the impact the adoption of ASU 2014-15 on the Company's financial statement presentation and disclosures.

In February, 2015, the FASB issued ASU No. 2015-02 (ASU 2015-02), *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. ASU 2015-02 provides guidance on the consolidation evaluation for reporting organizations that are required to evaluate whether they should consolidate certain legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). ASU 2015-02 is effective for periods beginning after December 15, 2015. Early adoption is permitted. The adoption of ASU 2015-02 is not expected to have a material effect on the Company's consolidated financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern.

Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading, or seeking protection from creditors pursuant to laws or regulations. Accordingly, assets and liabilities are recorded on the basis that the entity will be able to realize its assets and discharge its liabilities in the normal course of business.

MEDICAL CANNABIS PAYMENT SOLUTIONS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - GOING CONCERN [Continued]

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish its business plan and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

During the next year, the Company's foreseeable cash requirements will relate to continual development of the operations of its business, maintaining its good standing and making the requisite filings with OTC Markets, and the payment of expenses associated with software development. The Company may experience a cash shortfall and be required to raise additional capital.

Historically, the Company has relied upon internally generated funds and funds from the sale of securities to finance its operations and growth. Management may raise additional capital through future public or private offerings of the Company's stock or through loans from private investors, although there can be no assurance that it will be able to obtain such financing. The Company's failure to do so could have a material and adverse affect upon its and its shareholders.

NOTE 4 - NOTES PAYABLE

The Company received a \$35,000 loan at the end of the September 30, 2013 quarter due in one year and bearing interest at 4%, a \$40,000 loan on the same terms on October 31, 2013, and also agreed to assume a \$25,000 loan due April 12, 2014 bearing 5% interest which represented costs of the holding company reorganization. The Company received an additional \$25,000 loan in February 2014, also bearing 4% and due in one year, and a loan of \$12,500 at the end of the June 30, 2014 quarter on the same terms. The holders have agreed to extend the notes until December 31, 2018. The Company received advances from its officer and director during 2016 of \$3,100 and \$301 in March 2017. These advances do not bear interest and are due on demand. We issued a convertible promissory note for \$85,000 dated May 2, 2017 and due one year thereafter, which represents the payment of up to \$50,000 in offering expenses in connection with a proposed public offering and \$35,000 in other consulting services. The services were rendered commencing in July 2017, at which time the interest at 12% began to accrue. The note is convertible into common stock at 50% of the 20 day average trading price. We issued two 5% convertible notes for an aggregate of \$70,000 to one investor in March 2018. The notes are due on March 31, 2019 and are convertible at \$.02 per share.

NOTE 5 - CAPITAL STOCK AND SECURITIES

The Company has authorized 490 million shares of \$.0001 par value common stock and 10 million shares of \$.0001 par value preferred stock, including 250,000 shares of Series A Convertible Preferred Stock.

In March 2016, the Company issued 3 million shares for cash of \$70,000. There were 20,000,000 shares issues to the executive officer for services on September 23, 2016 and 250,000 shares issued to a consultant for services in November 2016. All service shares were valued at \$.01 per share. There were 4,000,000 shares issued on conversion of 1,600 shares of preferred stock during 2016.

On September 15, 2017, we also issued 1,666,667 shares of common stock for \$.03 per share (\$50,000 cash), and 6,000,000 Units to one purchaser in November and December 2017 for a total of \$150,000 cash, each Unit consisting of one share of common stock and two warrants exercisable until December 31, 2020 into shares of common stock at \$.03 per share, subject to a 5% limit on exercise thereof.

The Company issued 12,500,000 warrants to purchase its common stock to nine employees and service consultants at a price of \$.14 per share exercisable until December 18, 2018. This includes 1,000,000 warrants issued to the each of the two members of the Advisory Board and 2,000,000 to an officer. Warrants to purchase an additional 1,000,000 shares of common stock at \$.04 per share were issued in February 2015 to a marketing consultant. An

MEDICAL CANNABIS PAYMENT SOLUTIONS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - CAPITAL STOCK AND SECURITIES [Continued]

additional warrant to purchase 1,000,000 shares expiring December 31, 2018 and exercisable at \$.08 was issued in April 2017 to a new member of the Board of Advisors. One person converted 1,000,000 of his warrants into a like number of shares in February 2017. We also issued warrants to a consulting firms to purchase up to 3,000,000 shares exercisable at a price of \$.10 per share and 1,000,000 restricted shares to a consulting firm with registration rights. We issued 12,000,000 shares for crypto currency and for a joint venture relating to crypto currency. We issued 156,000,000 shares of common stock valued at \$.025 per share during the year, including 4 million shares to a lobbying firm as of June 30, 2017, 130,000,000 shares to officers, and the remainder to other service providers not relating to public relations or capital raising activities.

12,800 shares of Series A Convertible Preferred Stock were converted into 32,000,000 shares of common stock in the months of August, September and December 2017. 3,200 shares of Series A Convertible Preferred Stock were converted into 8,000,000 shares of common stock in the March 31, 2018 quarter. The Company issued 10 million shares for consulting services valued at \$100,000 in the qusrter, and also issued 10 million Units for cash of \$220,000, each Unit consisting of one share of common stock and warrants to purchase two additional shares for \$.03 per share. The warrants have a cashless exercise feature. As a result there are 457,459,485 shares outstanding as of March 31, 2018, and as of the same date, 17,600 shares of Series A Convertible Preferred Stock, each of which shares is convertible into 2,500 shares of common stock.

NOTE 6- INCOME TAXES

The Company has available at March 31, 2018 unused operating loss carryforwards of approximately \$5.9 million.

NOTE 7 - LOSS PER SHARE

Net loss per share is computed by dividing the loss from operations available to common shareholders by the weighted average number of shares outstanding for the period.

Dilutive loss per share was not presented, as the Company had no common stock equivalent shares for all periods presented that would affect the computation of diluted loss per share.