Interim Financial Statements as of and for the Periods Ended June 30, 2017 and 2016

WOWI, Inc.
Consolidated Interim Balance Sheets
As of June 30, 2017 and September 30, 2016

	June 30, 2017	September 30, 2016
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 265,959	$ 226,729
Due from related parties	208,238	99,733
Other current assets	5,105	-
Total Current Assets	479,302	326,462
Property and equipment, net	29,036	20,123
Construction in progress	344,988	12,600
Total Non-Current Assets	374,024	32,723
TOTAL ASSETS	$ 853,326	$ 359,185
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities:		
Current Liabilities:		
Accrued liabilities	$ 26,468	$ -
Compensation due in stock	1,555,588	1,310,400
Accrued interest payable	126,526	29,037
Related party convertible note, short-term	-	56,000
Derivative liability	694,408	129,993
Total Current Liabilities	2,402,990	1,525,430
Long-Term Liabilities:		
Convertible notes payable	1,327,000	452,000
Total Liabilities	3,729,990	1,977,430
Stockholders' Equity (Deficit):		
Redeemable Convertible Preferred Stock, Class A, $0.001 par, 10,000 shares authorized, 0 and 0 shares issued and outstanding at June 30, 2017 and September 30, 2016, all respectively	-	-
Voting Preferred Stock, Class B, no par, 1 share authorized, 1 and 0 issued and outstanding at June 30, 2017 and September 30, 2016, all respectively	24,845,981	-
Common Stock, $0.001 par, 500,000,000 shares authorized, 30,116,340 and 30,116,340 shares issued and outstanding at June 30, 2017 and September 30, 2016, all respectively	30,116	30,116
Additional paid-in capital	53,900	53,902
Accumulated deficit	(27,806,661)	(1,702,263)
Total Stockholders' Equity (Deficit)	(2,876,664)	(1,618,245)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 853,326	$ 359,185

The accompanying notes are an integral part of these financial statements

WOWI, Inc.
Consolidated Interim Statements of Operations
Periods Ended June 30, 2017 and 2016

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2017	2016	2017	2016
Net revenues	$ -	$ -	$ -	$ -
Costs of net revenues	-	-	-	-
Gross profit	-	-	-	-
Operating Expenses				
General and administrative	133,037	36,748	25,227,695	110,172
Total Operating Expenses	133,037	36,748	25,227,695	110,172
Loss from operations	(133,037)	(36,748)	(25,227,695)	(110,172)
Other Income (Expense):				
Interest expense	(59,763)	(113,864)	(360,819)	(4,663)
Loss on impairment of property	-	-	(4,800)	-
Gain (loss) on derivative liability	(114,470)	202,880	(301,084)	-
Gain (loss) on compensation due in stock	90,000	-	(210,000)	-
Gain on extinguishment of debt	-	46,885	-	46,885
Total Other Income (Expense)	(84,233)	135,901	(876,703)	42,222
Net Income (Loss)	$ (217,270)	$ 99,153	$ (26,104,398)	$ (67,950)
Basic and diluted earnings per share	$ (0.01)	$ (0.01)	$ (0.87)	$ (0.01)
Basic and diluted weighted average common shares issued and outstanding	30,116,340	30,001,340	30,116,340	30,001,340

The accompanying notes are an integral part of these financial statements

WOWI, Inc.
Consolidated Interim Statements of Cash Flows
Periods Ended June 30, 2017 and 2016

	Nine Months Ended June 30, 2017	2016
Cash Flows From Operating Activities		
Net Loss	$ (26,104,398)	$ (67,950)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,496	-
Gain on extingishment of accrued expense	-	(46,885)
Goodwill recognized upon acquisition	-	(66,675)
Stock-based compensation	24,845,981	-
(Gain)/Loss on share-based stock compensation liability	300,000	-
Initial fair value of derivative convertible note liability included as interest expense	263,329	-
(Gain)/Loss on derivative liability	301,084	-
Impairment of property	4,800	-
Changes in operating assets and liabilities:		
Change in related party receivables	(108,505)	-
Change in other current assets	(5,105)	(38,636)
Change in accrued liabilities	26,468	(3,815)
Change in accrued interest	97,489	-
Change in compensation due in stock, excluding share-based portions above	(54,812)	-
Net Cash Used In Operating Activities	(430,173)	(223,961)
Cash Flows From Investing Activities		
Purchases of property and equipment	(17,209)	-
Additions to construction in progress	(332,388)	-
Issuance of debt to related party	-	(150,000)
Net Cash Used In Investing Activities	(349,597)	(150,000)
Cash Flows From Financing Activities		
Issuances of related party payables, net of repayments	-	1,333
Proceeds from issuance of common stock	-	12,500
Proceeds from issuance of convertible debt	875,000	532,000
Repayments on related party convertible note	(56,000)	-
Net Cash Provided By Financing Activities	819,000	545,833
Net Change In Cash	39,230	171,872
Cash at Beginning of Period	226,729	2
Cash at End of Period	$ 265,959	$ 171,874
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$ -	$ -
Cash paid for income tax	$ -	$ -

The accompanying notes are an integral part of these financial statements

Organization & Nature of Operations:

Organization and operations – World of Weed, Inc. was originally incorporated in the state of Colorado on July 31, 2015. On May 9, 2016, we acquired all outstanding interests of WOWI, Inc. (formerly Jolen, Inc.) through a reverse merger, and on May 19, 2016, the parent company changed its name to WOWI, Inc.

The business combination was accounted for as a reverse acquisition and recapitalization using accounting principles applicable to reverse acquisitions whereby the financial statements subsequent to the date of the transaction are presented as a continuation of World of Weed, Inc. Under reverse acquisition accounting, World of Weed, Inc. (subsidiary) is treated as the accounting parent (acquirer) and the Company (parent) is treated as the accounting subsidiary (acquiree). All outstanding shares have been restated to reflect the effect of the business combination.

WOWI, Inc. and its wholly owned subsidiary, World of Weed, Inc. (Collectively, the "Company"), is an early-stage company that is in the business of licensing technology and intellectual property to operators and businesses in the legal cannabis industry nationally. We also provide packaging and labeling, lease equipment, and lease of real property to such companies. Furthermore, WOWI, Inc. provides a plethora of consulting services, including proper business structure and management in the ever-changing legal cannabis space. We provide these services to cultivations, growers, extractors, and dispensaries that operate legally in states that have legal medicinal and/or recreational legislation. We pride ourselves on being at the cutting edge and touting quality, safety, proper structure, and adherence to the legislation in each and every state.

Our principal offices are located at 6770 South Yosemite Street, Unit D, Centennial, Colorado, 80112.

As of June 30, 2017, the Company has not yet commenced full scale operations nor generated revenue. The Company is dependent upon additional capital resources for the commencement of its planned principal operations and is subject to significant risks and uncertainties; including failing to secure additional funding to operationalize the Company's planned operations.

NOTE 1 – Liquidity and Capital Resources:

Cash Flows — During the nine months ended June 30, 2017 and 2016, the Company primarily utilized cash and cash equivalents and proceeds from issuances of debt to fund its operations. During the nine months ended June 30, 2017 and 2016, the Company received $875,000 and $532,000 from the issuance of its debt. The Company's net losses were $26,104,398 and $67,950 for the nine months ended June 30, 2017 and 2016, respectively.

Cash flows used by operations for the nine months ended June 30, 2017 and 2016 were $430,173 and $223,961, respectively. Changes in both operating assets and liabilities were the drivers of the net increase usage of cash.

Our historical operating results indicate substantial doubt exists related to the Company's ability to continue as a going concern. We believe that the actions discussed above are probable of occurring and mitigating the substantial doubt raised by our historical operating results and satisfying our estimated liquidity needs 12 months from the issuance of the financial statements. However, we cannot predict with certainty the outcome of our actions to generate liquidity, including the availability of additional debt financing, or whether such actions would generate the expected liquidity as currently planned.

Capital Resources — As of June 30, 2017 and September 30, 2016, the Company had $265,959 and $226,729 in cash and equivalents, respectively.

The Company has primarily relied upon proceeds from convertible debt issuances to fund its operations. The Company anticipates continuing to rely on sales of our debt and equity securities in order to continue to fund its business operations. Issuances of additional shares will result in dilution to its existing stockholders. There is no assurance that the Company will be able to complete any additional sales of our equity securities or that it will be able arrange for other financing to fund our planned business activities.

NOTE 2 – Critical Accounting Policies and Estimates:

Principles of consolidation and presentation – The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances at the time. Actual results could differ from those estimates under different assumptions or conditions.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, World of Weed, Inc.

Financial instruments and concentrations of risk – The Company has the following financial instruments: cash and cash equivalents, accounts payable, accrued liabilities, and long-term convertible debt. The carrying value of these instruments approximate fair value.

Cash and cash equivalents are maintained at one financial institution. Deposits held with this financial institution may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with a financial institution of reputable credit and therefore bear minimal credit risk.

Cash and cash equivalents – Cash and cash equivalents include highly liquid, short-term investments with an original maturity of less than 90 days.

Property and equipment – The Company has a policy to capitalize expenditures with useful lives in excess of one year and costs exceeding $1,000 as property and equipment and depreciates such assets on a straight-line basis over estimated useful lives, which currently ranges from 3 to 30 years.

Expenditures for repairs and maintenance are charged to operating expense as incurred. Expenditures for additions and betterments are capitalized. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is included in operations. The Company reviews the carrying value of investments for impairment whenever events or changes in circumstances indicate the carrying amounts may not be recoverable.

As of June 30, 2017 and September 30, 2016, the Company's property and equipment consisted of the following:

	June 30, 2017	September 30, 2016
Equipment	$ 34,209	$ 21,800
Less: accumulated depreciation	(5,173)	(1,677)
Property and equipment, net	**$ 29,036**	**$ 20,123**

Depreciation expense for the nine months ended June 30, 2017 and 2016 totaled $3,496 and $0, respectively. For the three months ended June 30, 2017 and 2016, depreciation expense was $1,229 and $0, respectively.

Construction in Progress – In connection with the Company's property and equipment policies, the Company capitalizes materials and labor costs for various assets, such as building improvements, land improvements, and other equipment that has not been placed in service. When the assets are placed in service, the Company classifies them as property and equipment and begins to depreciate them in accordance with accounting policies. As of June 30, 2017 and September 30, 2016, the Company recognized $344,988 and $12,600 as construction in progress, respectively.

Income taxes – The Company is subject to taxation in various jurisdictions and may be subject to examination by various authorities. For the fiscal years 2016 and 2015, the operating Company's tax return has not yet been filed but is expected to show a substantial net loss so consequently no tax liability should result from either year. Moreover, the parent company filed a final federal tax return in 2016 in error, but management intends to correct this error and refile the return. The Company estimates that the error has no impact on the financial statements but may affect the Company's ability to realize net operating loss carryforwards if not rectified in a timely manner. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carryforwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes

the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes the amount of taxes payable or refundable for the current year and recognizes deferred tax liabilities and assets for the expected future tax consequences of events and transactions that have been recognized in the Company's financial statements or tax returns.

Revenue recognition – The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. As of June 30, 2017, the Company had not produced revenues.

Selling, general, and administrative expenses – Selling, general, and administrative expenses consist primarily of administrative and overhead costs, advertising, and other marketing promotions. Advertising costs are expensed as incurred or the first time the advertising takes place. For the three and nine months ended June 30, 2017 and 2016, advertising costs incurred were $10,748 and $0 and $16,248 and $0, all respectively.

Consulting fees – Consulting fees consisted of fees paid to outside consultants hired by the company to provide various services. For the three and nine months ended June 30, 2017 and 2016, consulting fees incurred were $15,694 and $0 and $62,328 and $0, all respectively.

Salaries and payroll expense – Salaries and payroll expense consisted of salaries paid to company employees and related taxes. For the three and nine months ended June 30, 2017 and 2016, salaries and payroll expense were $64,977 and $0 and $146,125 and $0, all respectively.

The CEO receives an annual salary of $120,000 per year, or $10,000 monthly, with any unpaid amounts due in cash or stock on demand. During the three and nine months ended June 30, 2017 and 2016, the CEO collected $25,875 and $0 and $54,813 and $0 of cash compensation, resulting in accrued compensation payable of $145,588 and $110,400, all respectively, as of June 30, 2017 and September 30, 2016.

The Company also reimburses the CEO lease and all other costs for use of a personal vehicle. Currently, lease reimbursements range from $700 to $800 per month. The total expense related to these reimbursements was $2,208 and 0 and $7,435 and $0 for the three and nine months ended June 30, 2017 and 2016, all respectively.

The Company currently has seven directors, one of whom is also the CEO, who has compensation arrangements discussed above. Currently, there are no compensation agreements in place for the other directors, and they have not received compensation. Consequently, contingent compensation-related liabilities are not determinable and have not been recorded as of June 30,

2017 and September 30, 2016. However, future liabilities and expenses may arise from director compensation once determined.

Basic and diluted earnings per share – Basic earnings per share is computed based on the weighted-average number of common shares outstanding each year. Diluted earnings per share are computed using the weighted average number of shares of common stock and potentially dilutive securities assumed to be outstanding during the year. Potentially dilutive shares from stock options and other common stock equivalents are excluded from the computation when their effect is anti-dilutive.

For purposes of earnings per share presentation, the Company has not factored in accounting for Class B preferred stock, as discussed in Note 5, since such dilution pertains only to voting rights and does not represent true dilution of outstanding common interests.

Contingencies – Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company, or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they arise from guarantees, in which case the guarantees would be disclosed.

Recently issued accounting standards – In May 2017, the FASB issued ASU No. 2017-09, Scope of Modification Accounting (Topic 718) (ASU 2017-09). ASU 2017-09 clarifies the accounting for when the terms of a share-based award are modified. ASU 2017-09 is effective for annual reporting periods beginning after December 15, 2017, and for interim periods within those years, with early adoption permitted. We do not expect this ASU to have a significant impact on our consolidated financial statements and related disclosures.

The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2017. Management has carefully considered the new pronouncements that altered generally accepted accounting principles and does

not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

NOTE 3 – CONVERTIBLE DEBT AND DERIVATIVE LIABILITY

In conjunction with the acquisition of World of Weed, Inc., on May 9, 2016, the Company entered into a convertible note payable with a director in the amount of $84,000, payable in 12 consecutive monthly payments of $7,000 each beginning in May 2016. As of June 30, 2017 and September 30, 2016, $0 and $56,000, respectively, remained payable under this obligation. This note is convertible into 5,000,000 shares of common stock if and upon default on the repayment terms. Since the conversion feature only triggers in the event of default, and no default occurred in 2016 or subsequently through repayment of the note, the conversion feature required no beneficial conversion feature or derivative liability accounting.

During the fiscal year 2016, the Company raised $452,000 through a private placement of promissory convertible notes with certain accredited investors, bearing interest at 12%, with interest and principal due February 1, 2019. During the nine months ended June 30, 2017, the Company raised an additional $875,000 with more accredited investors, bearing interest at 12%, with interest and principal due February 1, 2019, for total notes payable of $1,327,000 and $452,000 as of June 30, 2017 and September 30, 2016, respectively.

Upon issuance, each of the notes is immediately convertible at the noteholders election into the company's common stock at the volume weighted average price ("VWAP") of the thirty days preceding the notice of conversion. Since the conversion rate can be tied to an underlying item, the feature is considered to be a derivative that is recorded as a liability at fair value and adjusted to fair value at the conclusion of each reporting period. The underlying assumptions used in the Black Scholes model to determine the fair value of the derivative liability were based on the individual date the notes were closed and were the following:

	Upon Issuance	**June 30, 2017**
Current stock price	$0.80-$4.99	$ 2.35
Risk-free interest rate	0.71%-1.36%	1.38%
Expected dividend yield	0%	0%
Expected term (years)	1.8 to 3.3	2.0
Expected volatility	24% to 139%	100%

The initial fair value of the derivative liability was recorded as interest expense of $19,827 and $263,330, respectively, for the three and nine months ended June 30, 2017. A summary of changes in the derivative liability are as follows:

October 1, 2016	$	129,993
Initial value of embedded derivative		243,504
Increase in fair value		320,911
June 30, 2017	**$**	**694,408**

For the three and nine months ended June 30, 2017 and 2016, the Company recognized interest expense of $59,763 and $113,864 and $360,819 and $4,663 under the terms of these notes, all respectively. As of June 30, 2017 and September 30, 2016, accrued interest on these notes totaled $126,526 and $29,037, respectively.

NOTE 4 – STOCK PAYABLE

In May 2016, the Company elected to issue 600,000 shares to a board member as compensation. As of September 30, 2016, the shares have not been issued and therefore remain on the balance sheet as a liability, which is adjusted to the market price at the end of each reporting period. The Company recorded $480,000 of compensation expense when the share amount was determined. As of June 30, 2017 and September 30, 2016, the market values of the shares were $1,410,000 and $1,200,000, respectively. The Company recognized a resulting gain of $90,000 and a resulting loss of $210,000 for the three and nine months ended June 30, 2017.

The CEO receives an annual salary of $120,000 per year, or $10,000 monthly, with any unpaid amounts due in cash or stock on demand. Since the compensation will most likely be paid in stock at a future date, the Company has accrued it as compensation due in stock. During the three and nine months ended June 30, 2017 and 2016, the CEO collected $25,875 and $0 and $54,813 and $0 of cash compensation, resulting in accrued compensation payable of $145,588 and $110,400, all respectively, as of June 30, 2017 and September 30, 2016.

NOTE 5 – BUSINESS COMBINATION

On May 9, 2016, the Company entered into and completed a share exchange agreement with Anthony Russo and Chuck Sallah, individuals residing in Colorado and Ohio, respectively, (collectively, "Owners"), who held 100% of the capital stock of World of Weed, Inc. Under the agreement, the Owners delivered all ownership interests in World of Weed, Inc. in exchange for 25,750,000 shares of the Company's common stock and entry into an $84,000 convertible note due to Michael Heilman, the former CEO and a current director, payable in twelve monthly installments of $7,000 as discussed in Note 3.

Concurrent with the share exchange agreement, Mr. Russo was appointed to the board of directors as the Chairman and became the Chief Executive Officer of the Company. Mr. Russo also became the controlling shareholder of the Company as a result of the transaction.

As a result of the transaction, World of Weed, Inc. became a wholly owned subsidiary of the Company.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed relative to the Parent company operations, at the business combination transaction date.

Cash	$ 18
Total identifiable assets	$ 18
Note payable and accrued interest due to officer	$ 290,108
Note payable executed in connection with share exchange agreement	84,000
Total identifiable liabilities	$ 374,108
Net identifiable liabilities	$ (374,090)

The net identifiable liabilities described above are presented as part of the 4,101,340 share recapitalization, which is further discussed in Note 6.

Immediately after the business combination, the Company issued 150,000 shares of common stock to Michael Heilman in satisfaction of the $290,108 note.

Of the 25,750,000 shares issued, the former ownership of World of Weed, Inc. allocated 198,842 shares to a former business associate in exchange for a $30,000 investment. The Company collected the $30,000 proceeds related to these shares on May 16, 2016.

NOTE 6 – STOCKHOLDERS' EQUITY

Preferred Stock – Class A

The Company has authorized 10,000 shares of Class A Convertible Redeemable Preferred Stock, par value of $0.001 per share, none of which has been issued. Each share of Preferred Stock carries voting rights equivalent to 50,000 shares of common stock and is entitled to a $40 per share preference over the Common Stock with respect to the distribution of assets of our Company in the event of liquidation, dissolution, or winding-up of our Company. The shares pay an annual dividend of $8 per share before any income available to common shareholders. Holders of such preferred stock may, at any time, convert their interest to 1,000 shares of common stock per preferred share or redeem the preferred shares for $40 cash per share. As of June 30, 2017 and September 30, 2016, no shares of preferred stock were issued and outstanding.

Preferred Stock – Class B

The Company has authorized the issuance of one share of Class B Preferred Stock. The stock has no par value and is not redeemable or convertible. However, the holder of such stock may vote in any common stockholder voting matter and exercise votes equivalent to all outstanding common shares, effectively diluting such votes by 50%.

The Company has determined that such voting power constitutes a ratchet provision and requires accounting treatment as an embedded derivative under the guidance provided by ASC 815. Fair value accounting, as mandated by ASC 815, requires bifurcation of embedded derivative instruments, such as ratchet provisions or conversion features in convertible debt or equity instruments, and measurement of their fair value. Since the instrument has no cash settlement option, the Company treats it as a component of equity and marks it to market at each reporting period.

In the event we have stock-based compensation, we account for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Our ARTICLES OF INCORPORATION, as Amended, further authorize one share of Class B Preferred Stock, with no par value and special voting powers allowing votes equivalent to all outstanding common shares in any matter that common stockholders vote on. The authorized but unissued shares of Preferred Stock may be divided into and issued in designated series from time to time by one or more resolutions adopted by the Board of Directors. The Directors, in their sole discretion, have the power to determine the relative powers, preferences, and rights of each series of Preferred Stock. In December 2016, the Company granted this share to the CEO, resulting in $24,845,981 of compensation expense and recording of an initial derivative component of equity of $24,845,981.

As of June 30, 2017 and September 30, 2016, 1 and 0 shares were issued and outstanding, respectively.

Common Stock

As discussed in Note 5, the Company issued 25,750,000 shares of common stock in connection with the share exchange agreement on May 9, 2016. These shares have been presented retroactively as the beginning balance on July 31, 2015 (Inception).

Immediately prior to the acquisition, 4,101,340 shares of common stock were outstanding and therefore presented as part of the recapitalization on May 9, 2016.

On May 9, 2016, the Company issued 150,000 common shares in satisfaction of $290,108 formerly due to Michael Heilman, a current director.

In September 2016, the Company issued 115,000 fully vested shares of common stock to consultants for services rendered, resulting in stock-based compensation expense of $138,000.

As of each June 30, 2017 and September 30, 2016, 30,116,340 shares were issued and outstanding.

NOTE 7 – RELATED PARTY TRANSACTIONS

In conjunction with the acquisition of World of Weed, Inc., on May 3, 2016, the Company and a director agreed to satisfy $290,108 of related party notes payable through retaining 150,000 shares of common stock and issuance of a note payable in the amount of $84,000, payable in 12 consecutive monthly payments of $7,000 each beginning in May 2016. As of June 30, 2017 and September 30, 2016, $0 and $56,000 remained payable under this obligation. This note is convertible into 5,000,000 shares of common stock if and upon default on the repayment terms.

During 2016, the Company issued a $50,000 convertible note under the terms described in Note 3 to a director. The Company repaid $40,000 during 2016, for an outstanding balance of $10,000 as of each, June 30, 2017 and September 30, 2016. During the normal course of business, and for business purposes, the Company regularly advances funds to entities related through direct majority ownership interests by the CEO and various directors. Advances, net of repayments, to these entities totaled $99,733 during the fiscal year 2016. As of June 30, 2017 and September 30, 2016, these entities owed the Company $208,238 and $99,733, respectively.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Litigation – From time to time, in the normal course of business, the Company may be a party to legal proceedings. Management is not currently aware of any litigation pertaining to the Company. However, as discussed in Note 2, contingent liabilities related to director compensation may arise at some future point.

Operating leases – The Company entered into a lease agreement for office space on August 12, 2015. Under the agreement the Company leases office space in Centennial, Colorado for $1,000 per month. As amended, the agreement calls for a lease term through September 30, 2017.

As of March 31, 2017, future minimum payments under this lease were $6,000, all payable during the remainder of fiscal year 2017.

NOTE 9 – SUBSEQUENT EVENTS

Subsequent to June 30, 2017, and through the date of this filing, the Company has raised an additional $40,000 in additional capital through the sale of debt carrying similar terms to those discussed in Note 3.

In July 2017, the Company issued 880,000 shares of common stock to officers, directors and employees for services rendered. 600,000 of these shares were issued in satisfaction of the liability due to the director, as discussed in Note 4.

Effective July 14, 2017, convertible noteholders converted $1,327,000 of principal and $132,717 of accrued interest into 1,459,715 shares of common stock.

In July 2017, the Company entered into another $40,000 convertible note agreement and immediately converted it into 40,000 shares of the Company's common stock.

Management has evaluated all subsequent events through September 1, 2017, the date these financial statements were available to be issued, noting no other significant events requiring disclosure.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with our interim financial statements and notes thereto contained elsewhere in this report. This section contains forward-looking statements, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Prospectus on Form S-1 for the quarter ended March 31, 2017 as filed with the SEC.

WOWI, Inc. believes it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements.

OVERVIEW

We were originally incorporated in the British Virgin Islands on September 15, 2010 as Revelation MIS, Inc. On February 26, 2015, we merged with Jolen, Inc., a Florida corporation and changed our name to Jolen, Inc. The Company's original business plan was to acquire existing oil producing properties in the United States. Our operations were limited to capital formation, organization, and development of our business plan and target customer market, and we generated no revenue. On May 3, 2016, we acquired all assets of World of Weed, Inc., and on May 19, 2016, we changed our name to WOWI, Inc. and began to pursue a different business plan.

WOWI, Inc. and its wholly owned subsidiary, World of Weed, Inc. (Collectively, the "Company"), is an early-stage company that is in the business of licensing technology and intellectual property to operators and businesses in the legal cannabis industry nationally. We also provide packaging and labeling, lease equipment, and lease of real property to such companies. Furthermore, WOWI, Inc. provides a plethora of consulting services including proper business structure and management in the ever-changing legal cannabis space. We provide these services to cultivations, growers, extractors, and dispensaries that operate legally in states that have legal medicinal and/or recreational legislation. We pride ourselves on being at the cutting edge and touting quality, safety, proper structure, and adherence to the legislation in each and every state.

We have not yet generated revenue but expect to generate revenues derived from licensing agreements, lessor relations, management, packaging and labeling, and branding with cannabis related entities.

Results of Operations for the Nine Months ended June 30, 2017 and 2016

During the nine months ended June 30, 2017, we incurred a net loss of $26,104,398 and did not generate any revenues during the nine months ended June 30, 2017.

Operating expenses during the nine months ended June 30, 2017, were $25,227,695, which is entirely composed of general and administrative expense. These expenses included equity-related compensation expense of $24,845,981 related to our issuance of Class B preferred stock, consulting fees of $67,447, $16,248 in advertising expense, and other miscellaneous administrative expenses.

As a result, we generated a net loss of $26,104,398 during the nine months ended June 30, 2017 (approximately $0.87 per share).

Results of Operations for the Three Months ended June 30, 2017 and 2016

During the three months ended June 30, 2017, we incurred a net loss of $217,270 and did not generate any revenues.

Operating expenses during the three months ended June 30, 2017 were $133,037, which is entirely composed of general and administrative expense. These expenses included travel ($8,988), legal and accounting ($15,694), payroll ($64,977), and other miscellaneous expenses, as well as $10,748 in advertising expense. We did not issue any shares for compensation during this period, resulting in no stock-based compensation expense.

As a result, we generated a net loss of $217,270 during the three months ended June 30, 2017 (approximately $0.01 per share).

Results of Operations for the Year ended September 30, 2016

During the year ended September 30, 2016, we generated no revenues.

Operating expenses during the year ended September 30, 2016, were $803,136, which is entirely composed of general and administrative expense. We also incurred a charge of $618,000 for stock based compensation. Additional expenses included salaries of $122,086 and consulting fees of $20,768.

As a result, we generated a net loss of $1,682,166 during the year ended September 30, 2016 ($0.06 per share).

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2017, we had $265,959 in cash.

Net cash used in operating activities was $430,173 during the nine months ended June 30, 2017. We anticipate that overhead costs in current operations will increase in the future as a result of our anticipated increased marketing activities.

Cash flows used in investing activities were $349,597 during the nine months ended June 30, 2017. Cash provided by financing activities were $819,000 during the nine months ended June 30, 2017.

From October 2015 through the date of this offering, we have raised $1,367,000 in convertible debt, all of which was converted to common shares in July 2017.

As of the date of this Prospectus, in addition to the cash position referenced above we also had approximately $175,916 in business-related receivables from related parties. Collectability of these receivables is dependent on monies produced by the related parties' operations. If we are unable to generate profits from our operations or are unable to raise additional financing, we have no agreement with any third party to provide us the same and there can be no assurances that we will be able to raise any capital, either debt or equity on commercially reasonable terms, or at all. If we require additional capital and are unable to raise the same, it could have a material negative impact on our results of operations and the ability of the Company to continue as a going concern.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Off-Balance Sheet Arrangements – We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we consider material.

Critical accounting estimates – The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (GAAP). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following represents a summary of our critical accounting policies, defined as those policies that we believe are the most important to the portrayal of our financial condition and results of operations, and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

Stock-based Compensation – In the event we have stock-based compensation, we account for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services

received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Leases

We follow the guidance in ASC 840 "Leases," which requires us to evaluate the lease agreements we enter into to determine whether they represent operating or capital leases at the inception of the lease.

Inflation

Although our operations are influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the nine months ended June 30, 2017.

Recently Issued Accounting Pronouncements

Under the Jumpstart Our Business Startups Act, or the JOBS Act, we meet the definition of an "emerging growth company." We have irrevocably elected to opt out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the JOBS Act. As a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non- emerging growth companies.

In May 2017, the FASB issued ASU No. 2017-09, Scope of Modification Accounting (Topic 718) (ASU 2017-09). ASU 2017-09 clarifies the accounting for when the terms of a share-based award are modified. ASU 2017-09 is effective for annual reporting periods beginning after December 15, 2017, and for interim periods within those years, with early adoption permitted. We do not expect this ASU to have a significant impact on our consolidated financial statements and related disclosures.

The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2017. Management has carefully considered the new pronouncements that altered generally accepted accounting principles and does not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

SUBSEQUENT EVENTS

Subsequent to June 30, 2017, and through the date of this filing, the Company has raised an additional $40,000 in additional capital through the sale of debt carrying similar terms to those discussed in Note 3.

In July 2017, the Company issued 880,000 shares of common stock to officers, directors and employees for services rendered. 600,000 of these shares were issued in satisfaction of the liability due to the director, as discussed in Note 4.

Effective July 14, 2017, convertible noteholders converted $1,327,000 of principal and $132,717 of accrued interest into 1,459,715 shares of common stock.

In July 2017, the Company entered into another $40,000 convertible note agreement and immediately converted it into 40,000 shares of the Company's common stock.

Management has evaluated all subsequent events through September 1, 2017, the date these financial statements were available to be issued, noting no other significant events requiring disclosure.

DESCRIPTION OF BUSINESS

OVERVIEW

WOWI, Inc. (WOWI) is a publicly traded company on the OTC Markets OTCPink marketplace with the symbol of WOWU, that is in the business of licensing technology and intellectual property to operators and businesses in the legal cannabis industry nationally. We also provide packaging and labeling, lease equipment, and lease of real property to such companies. Furthermore, WOWI provides a plethora of consulting services including proper business structure and management in the ever-changing legal cannabis space. We provide these services to cultivators, growers, extractors, and dispensaries that operate legally in states that have legal medicinal and/or recreational legislation. We pride ourselves on being at the cutting edge and touting quality, safety, proper structure, and adherence to the legislation in each and every state.

In support of its business model, WOWI, Inc. signed its first major agreement with a cannabis farm in Southern Colorado, which is substantially owned by the CEO. WOWI, Inc. currently provides construction support, consulting, and coordination services to the 38-acre Pueblo cannabis farm that is nearing the completion of its first production stage that will result in cannabis production that will eventually produce products and revenues in late 2017. WOWI, Inc. plans to receive licensing royalties, packaging and labeling royalties, and a sub-lease rate to the end licensed grower. WOWI, Inc. also anticipates that it will offer management expertise and act as a consultant on a per service basis s needed by the operation. The licensing agreement rate will be determined in the future based on actual levels of product and sales that are generated from the facility.

WOWI prides itself on being at the cutting edge, and touting quality, safety, proper structure, and adherence to the legislation in each and every state. WOWI, Inc.'s anticipated revenue lines are licensing technology, licensing intellectual property, packaging and labeling, leasing equipment, leasing real property, provision of consulting services, which include but are not limited to business structure, management, training and product sales. Through strategic acquisitions, branding, business acumen, and dealer education, WOWI, Inc. seeks to aggressively expand and become a nationwide household name in the cannabis space. WOWI, Inc. has supported the

development of a 38-acre farm in Pueblo, CO. The farm is now completing a 10,000-square foot greenhouse, with initial cannabis production expected in mid to late 2017.

• With more than 20 states having approved medical cannabis for medicinal purposes, and nearly 30 states and the District of Columbia considering cannabis law reform legislation, WOWI, Inc. plans to expand its market footprint through a three-phase implementation, to create education and awareness of cannabis.

• With the execution of operations in each state we will be competitively positioned to capitalize on the current and future needs of the cannabis industry by producing and delivering a consistent, quality, and safe product.

• Our vision is to best serve the community with the safest and highest quality products while maintaining a high degree of transparency, control, and compliance to preserve its assets, foster growth, and add long-term value to shareholders.

• Through our forward thinking and unique business model, we feel we will lead the next generation of THC and CBD efficacy to patients and consumers, as well as continue to revolutionize the vehicles for those patients and consumers to obtain the purest and most reliable medicines. For a comprehensive and current perspective on this process as well as current states and territories who have adopted laws authorizing the sale and use of either medical and/or recreational marijuana please refer to the following link: http://www.mpp.org/states/key-marijuana-policy-reform.html.

• With its headquarters and flagship operations in Colorado, the marijuana capital of the United States, World of Weed Inc., (WOWI, Inc.), seeks to build upon the established foundation of the Colorado market to expand its ventures throughout the United States.

• WOWI, Inc. will service the medical and recreational cannabis markets through vertical integration as it recognizes that its product is believed to improve the quality of life of individuals suffering from certain debilitating medical conditions. Working through collaborations with well-respected institutions such as Colorado State University, WOWI, Inc. intends to develop protocols and advanced distribution system to transform the industry to best service the medical needs of the populous.

OUR CURRENT BUSINESS

With its anticipated core business of product development and market expansion in the growing cannabis and hemp industry, WOWI, Inc. will engage other cannabis and hemp companies in co-development, licensing, distribution, and marketing agreements that increase their market footprint and corporate valuation. As the market continues to expand rapidly, WOWI, Inc. will subsequently continue to independently pursue operations in states where cannabis is legal. We provide our experience, technology, and guidance to our clients in these areas as well as those in ancillary direct businesses (such as extractions, edibles, suppliers, etc.) so that they may have better control over their overall business destiny; but we offer a separate cultivation or dispensary license,

as needed. As of the date of this Prospectus, we have generated no revenues arising out of licensing arrangements since commencement of our operations.

WOWI, Inc. looks to derive its revenue through providing services and licensing technology and intellectual property to operators and businesses in the legal cannabis industry nationally. We also plan to provide packaging and labeling, lease equipment, and lease real property to such companies. WOWI, Inc. further plans to provide consulting services including proper business structure and management in the ever-changing legal cannabis industry. As of the date of this Prospectus, we have not yet generated revenues. There can be no assurance, even with the agreements in place, that we will be successful in generating revenues or attaining any level of profitability.

Our anticipated fees will typically be based upon production capacity of grow-related operations, fixed fees for dispensary operations, space-based lease rates for real property and attachments, and types of leased equipment. Where applicable, we will bill various progress payments as we provide services and complete various project stages. Should clients not be selected to receive such a license from the State, their licensure agreement will be terminated prior to our providing full disclosure of our proprietary knowledge, manuals, and training. These fees will not include expenses that are reimbursed as a part of the license agreement.

Our primary value proposition model rests on four distinct premises, including:

1. Our Licensees may adopt and then utilize our technology and training offered thereby providing the various state and local jurisdictions with the reliable underpinnings of a well-known, experienced, and respected cultivation and dispensary operation. These services include access to:

- Support for any state or local government required application process
- A proven, risk averse cultivation technology
- Proven, simple dispensary operations experience repository
- Pre-opening training within an operating environment
- Onsite training support as needed for both pre and post start-up
- An extensive list of qualified service providers and vendor resources
- Our years of expertise.

2. Our Clients should be able to avoid the multitude of costly mistakes generally made by start-up business ventures in this industry as well as base their business operations on a truly industrial cultivation process that has no singular dependence on a “guru” or “master grower,” instead relying on the experience of a team based culture that has a substantial depth of successful operating experience. This aspect of our service provides access to:

- The substantial experience of those having made such mistakes
- An industrial cultivation technology centered on cost and yield matrix
- A simplicity based retail dispensary operation model
- Continued licensure support and protections.

3. Clients or pre-licensees will be able to have access to a knowledgeable second opinion source as they consider how best to enter the cannabis industry that can assist them in the general development of their various business assumptions relative to real estate, cannabis retail and grow operations, forecasting, business plan development, acquisitions and regulatory compliance. We provide access to:

- An experienced service provider in the development stages of the business
- An extensive list of qualified service providers and vendor resources
- An experienced pre-public company planning resource.

WOWI, Inc., believes that by entering into agreements with us our clients will have access to a substantial experience and knowledge base as they consider their ongoing options in either the private or public market space, as we are capable of offering a unique second opinion and due diligence support structure to such strategies as they evolve. We attempt to limit our fee structure to a flat fee rather than what we consider excessive ongoing fees and expenses in the form of top-line revenue sharing as well as other ancillary income generation streams that many of our competitors utilize. By doing so, we believe that over time the value of the continued aggregate learning of our licensure group will establish us as a pre-eminent leader in this nascent industry, noting our fees and related expense of deployment are significantly lower than general industry practices. Through our industry relationships and licensing capabilities we will continue to invest in our technology and intellectual property through active participation with our growing licensure group with the goal to develop the best practices in the cannabis industry to remain a low-cost producer while maintaining the highest levels of safety, quality, and consistency.

4. We have also developed a strong 'stable' of production (ingestible) partners that we introduce to our licensee clients for fulfillment of that aspect of the business. Our management has business experience in that industry segment but neither we do not directly operate a medically infused products business. Rather, we attempt to refer experienced, quality medically infused product businesses to our licensees to accomplish this objective.

Once a licensee is operational our ongoing support services are related to quality and control practices applicable to cultivation operations similar to those offered by other support service providers. These services include testing, service provider contractors, and seed-to-sale software providers. We do not have any current arrangements wherein we are compensated related to the sale of cannabis by either the cultivation/production or dispensary licensees.

DESCRIPTION OF SERVICES / PRICING

WOWI, Inc. is an early-stage company that is in the business of licensing technology and intellectual property to operators and businesses in the legal cannabis industry nationally. We also provide packaging and labeling, lease equipment, and lease real property to such companies. WOWI provides a plethora of consulting services including proper business structure and management in the ever-changing legal cannabis space. We provide these services to cultivators, growers, extractors, and dispensaries that operate legally in states that have legal medicinal and/or

recreational legislation. We pride ourselves on being at the cutting edge and touting quality, safety, proper structure, and adherence to the legislation in each and every state.

WOWI's anticipated revenue sources are:

Licensing Technology; Licensing Intellectual Property; Packaging and Labeling; Leasing Equipment; Leasing Real Property; Provision of Consulting Services (Business Structure, Management, Training); Product Sales

To execute on its commitment, World of Weed, Inc. (WOWI), draws on the collective experience of its management team with expertise in market research, development, market opportunities, sales, distribution, future growth, and economic trends.

In the initial stages of our relationship with clients we attempt to identify and address the needs of each of our clients by identifying the following issues:

- Ensure the land and infrastructure are sufficient to accommodate the final scope of the project
- Ensure the production strategy is in line with the clients' cultivation needs, as well as capital/operating budget objectives
- Generate pro forma capital/operating budgets for the project based upon feedback and various construction related comparisons, if available
- Generate a final building design (sketch plan) that the client's design build team can easily digest in the creation of architectural, as well as MEP (Mechanical, Electrical, & Plumbing) construction plans, and a general scope of work. We provide working drawing samples and general guidance for each client's team to utilize as they move ahead in the creation of such plans
- Provide access to the Denver facilities and our Denver based design build contractor for your local team as needed.

To date we have provided different services and activities for our clients depending upon the nature of the request from each. For example, some clients have sought assistance with dispensary activities and development, while others have desired cultivation assistance. Other clients have required both. Generally, our services have included the following:

- On-site, hand on support and training from our cannabis cultivation experts. This on-site, hands on support and training provided by our cultivation experts includes services both on-site at our Denver based partners facility, including real time training in all aspects of cultivation, harvest, trimming, drying, and curing of plant related materials. Our client's cultivation team participate in various related activities in gaining direct hands on experience. We also provide similar support as requested by the client at their facilities once these facilities are completed, for an additional hourly fee plus expenses as related to labor as provided.
- Access to our experienced team or a wide variety of advisory and consultation needs as they relate to the creation of the final layout and structure for a client's cultivation facility, including on-site visits

• Access to our design build general contractor in consultation with the client's local architectural and engineering team(s) to maximize usage of space and design as well as final bid review and comment

• Access to our training protocols that include on-site training time at our Colorado location for the client's primary team members over a defined period of time, generally consuming two to three weeks, plus additional training at the client's location on an as needed basis

• Participation in the client's state application hearing, including providing expert testimony

• Tours of the WOWI, Inc. locations for investors, state regulators and others to provide a model for the client's proposed operations

• Providing the client with our master cultivation/grow manual, including updates.

We also offer other custom services upon request, including providing a senior Director of Cultivation already on WOWI, Inc.'s staff for the client's initial crop, providing clones to harvest, and access to our senior management, contractors, and others to address specific issues that may arise from time to time and which may be unique to the client's proposed operations. These custom services are provided at an additional cost, which is negotiated with the client at the inception of the relationship.

Initially, we conduct meetings at the client's location that will include their team, as well as facilities related service providers to generate a final sketch plan design for their facility, including access, parking, and other practical applications, as well as formulation of the business plan underpinnings and assumptions. We generally estimate two to three meetings over a period of several months prior to the application of respective specific language and other requirements being adopted by the respective state of the client, depending upon a number of variables including but not limited to the size and scope of the proposed operation, as well as real estate investment strategies.

We do not provide legal services, lobbying, or other local related services including on-site construction management. These are the responsibilities of our client. We will, however (once the rules and application process are defined), become familiar with these elements and assist our client in their respective state application as part of our assistance in development of the client's business plan. We do not provide assistance in securing funding for our clients.
We generally undertake several visits to our clients' sites during the pre-construction and construction phases.

In the pre-construction phase, we generally meet several times over a period of weeks or months with the client's architect, engineers, and general contractor to ensure that the designs are consistent with our cultivation parameters. We generally leave all specific state required design (mechanical, electrical, plumbing, civil, etc.) elements to the local state based team and focus on the deployment in accordance with our operating standards. During this stage, we are also providing our most current standards and guidelines for deployment of a facility that will best emulate our state of the art deployment in Denver. We too provide feedback regarding building

type as well as budgets for construction based upon our general knowledge of the industry and best practices.

In the construction phase, we stay in constant contact with the client's general construction team, responding to questions or needs for clarification of any related design element we have provided. We are also meeting by phone and on-site as needed, noting a good bit of our communications are handled through e-mail and an exchange of information that often involves pictures or other drawing based inquiries.

Since commencement of our operations our fees have and will continue to follow a schedule that includes payments of a total fee for services over time and based upon the specifics of certain performance of capacity in terms of pounds of dried, cured flower elements annually, as well as certain other criteria, including geographic location and size of the proposed operation. Initially, we determine an overall fee for our general services rendered based upon the capacity of the proposed cultivation or other specific related scope of work. For example, our cultivation licensing fee that provides for a specific initial capacity of a certain number of pounds of dried cured flower product is set at a certain price, which is paid to us in installments. We collect an initial payment equal to 10% of the fee when the agreement is executed. We collect a second payment equal to 10% of the fee when the actual application is completed as determined by the applicable state in which we are supporting the license application. By the time an application has been submitted to a specific state, we will have performed the majority of the work as it relates to the total fee but in this industry, we are working with our client to the best of our abilities to provide a robust as well as complete application which will contain all of the elements necessary to demonstrate to a particular state that our client is capable of deploying as well as operating a facility that emulates our current state of the art facilities located in our partner's Denver location.

Once a client's license application has been approved by a state they applied in, another payment (equal to 20% of the fee) becomes due. Once construction of the new facility or improvements to an existing facility are initiated, we receive an additional 30% of the fee. During this time, we provide additional services that would typically include:

- An on-site presence as needed during construction for consulting
- Ongoing project cost analysis
- Consulting, advisory and other design engineering services during the permitting/inspections process
- Sourcing various construction elements such as lighting and operating components
- Provide working (shop) drawings for the various proprietary elements of the cultivation center's deployment
- Providing access to our training manuals, as well as refresher materials related to our general scope of work
- Training on Biotrackthc and Quick Books Accounting Practices
- Access to our cultivation protocols management systems
- Training of the clients' key cultivation team at our Denver location prior to client's location becoming operational (generally described as several one-week trainings for two to three persons)
- General business planning advisory support as needed throughout the project.

Once the facility becomes operational (begins the initial growing process), the client will have completed all support as required for the successful completion and operational status of our client's facility. After the facility is operational, we collect an annual licensing fee for the life of the contract paid quarterly in arrears, plus travel costs per year that generally includes additional training and operational support as may be needed to operate the facility. As of the date of this Prospectus, only 1 of our clients have become operational, but we expect more will reach this threshold in the near future.

Generally, our services include review of the property and infrastructure to insure they are sufficient to accommodate the final scope of the project, a review of production strategy to confirm it is consistent with the cultivation method, as well as capital/operating budget objectives relating to anticipated initial output, generate pro forma capital/operating budgets, advisory services related to dispensary and production elements, investor support and communication, and review of building designs in the creation of architectural as well as MEP construction plans. We also provide access to our Licensor's Colorado facilities and design build contractor on an as needed basis.

Our cultivation protocols management system consists of various materials that are updated as necessary. Additionally, we provide videos that cover the entire cultivation cycle, clone to inventory, and an extensive set of drawings and pictures related to the various practices, as well as equipment deployed for the cultivation process. Our cultivation protocols management system manuals are proprietary and are submitted as a part of any application with a FOIA exemption request or confirmation, depending upon the state where we are working.

While at this time we do not provide direct services for the generation of 'ingestible' or as often referred to as edibles, we do maintain professional relationships with various service providers in the field we can refer clients to noting that at this time we have no mutually or singularly based fiduciary benefit in making these introductions and can only advise and assist the client in determining what process they will follow for securing this service provider aspect of their business plan, should they elect to pursue the same.

As of the date of this Prospectus, we have executed lease and consulting agreements with a related party, which management has extended financing and support to bring to an operational state. Should this entity be successful, WOWI, Inc. plans to generate revenues from leases and general consulting services, as aforementioned. While no assurances can be provided that we will collect anticipated revenues or enter into additional contracts with clients, we are optimistic that this will occur.

MARKETING

We conduct our marketing efforts by providing a presence at specifically targeted industry based events. We have been able to garner a substantial presence via these marketing opportunities. Because the cannabis industry is relatively new there are very few groups and companies who can

identify themselves as having real experience in this industry. We believe we are the exception as a result of our management's experience with all aspects of the industry.

There are many factors contributing to the overall cannabis growth and opportunity. These factors are listed below. WOWI will focus on these factors to help fuel its growth. The overall U.S. cannabis market is growing from its own performance dynamics. The strong growth in demand for legal cannabis over the past years is expected to continue in the years ahead.

Revenue Growth: The legal cannabis industry is among the fastest growing industries in the U.S. projecting $22 billion in revenue by 2020 from $6.7 billion in 2016.

We are members of various industry groups and attend industry based conferences which we believe will be helpful to advancing our brand and skill sets. We will continue to seek out venues where we can enhance our presence in the industry while at the same time garner prospective client licensees. We will continue to market our licensing and related services to the Cannabis industry through participation in various trade show events, continual use of free public content through interviews with our principals such as currently provided on CNN and MSNBC, direct referrals from satisfied licensees or past clients, various web presence advertising options utilizing specific industry related web sites, and google ad words, as well as other measures we may choose to deploy from time to time.

We also continue to coalesce interest and a presence within the industry through participation in various events and targeted promotion to prospective clients.

Over time we plan to continue expansion of our service offerings that we believe will be better identified as we grow and the cannabis industry matures. To this end we are already working in harmony with other consultants within the industry lacking certain experience or skill sets through licensure of specific cultivation technologies, with specific protections and non-disclosure agreement in place, noting we do not provide our operations manual of training to potential licensees until they have a state granted license in place.

Our website (worldofweedinc.com) is operational but will be upgraded over the time to become more effective in the delivery of information related to our developing business.

GROWTH BY ACQUISITIONS

Ultimately, our intent is to become a national or internationally branded cannabis company. However, there are numerous things that will need to occur in order to allow us to implement the final aspect of our business plan and there are no assurances that any of these developments will occur, or if they do occur, that we will be successful in fully implementing our plan. Among other things, the most important developments that need to occur include the legalization and commercialization of marijuana in the United States, and a change in the regulatory standards being imposed by the State of Colorado limiting ownership in all cannabis related businesses solely to residents of the State of Colorado, including a minimum residence requirement of two years.

Until these issues are resolved, we will be unable to fully integrate all aspects of the marijuana industry under our corporate umbrella.

That would be followed up by acquisition of other cannabis companies both in Colorado and elsewhere. We believe there are many synergistic cannabis operations both already in business and which will enter the industry as more states continue to adopt legalization proposals who will be interested in being acquired by our Company if and when we become a trading, reporting company. We believe this makes economic sense because we can eliminate duplication of general and administrative expense, provide a more centralized information marketing, and eliminate overlapping of services offered. As of the date of this Prospectus, we have not conducted any discussions with potential acquisition companies, there are no definitive agreements in place relating to our acquiring any such business, and there can be no assurances that such agreements will be executed on favorable terms or at all in the future any such future consideration would be in line with all legally acceptable methods for such an acquisition in consideration of our public company status.

If we are successful, the acquisition of related, complementary businesses is expected to increase revenues and profits by providing a broader range of services in vertical markets which are consolidated under one parent, thus, reducing overhead costs by streamlining operations and eliminating duplicitous efforts and costs. There are no assurances that we will increase profitability if we are successful in acquiring other synergistic companies.

Management will seek out and evaluate related, complimentary businesses for acquisition. The integrity and reputation of any potential acquisition candidate will first be thoroughly reviewed to ensure it meets with management's standards. Once targeted as a potential acquisition candidate, we will enter into negotiations with the potential candidate and commence due diligence evaluation of each business, including its financial statements, cash flow, debt, location, and other material aspects of the candidate's business. One of the principal reasons for our filing of our registration statement of which this Prospectus is a part and the filing of an application to list our securities for trading, is our intention to utilize the issuance of our securities as part of the consideration that we will pay for these proposed acquisitions. If we are successful in our attempts to acquire synergistic companies utilizing our securities as part or all of the consideration to be paid, our current shareholders will incur dilution.

In implementing a structure for a particular acquisition, we may become a party to a merger, consolidation, reorganization, joint venture, or licensing agreement with another corporation or entity. We may also acquire stock or assets of an existing business. On the consummation of a transaction, we do not intend that our present management and shareholders will no longer be in control of our Company.

As part of our investigation, our officers and directors will meet personally with management and key personnel, may visit and inspect material facilities, obtain independent analysis of verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures, to the extent of our limited financial resources and management expertise. The manner in which we participate in an acquisition will depend on the

nature of the opportunity, the respective needs and desires of us and other parties, the management of the acquisition candidate, and our relative negotiation strength.

We will participate in an acquisition only after the negotiation and execution of appropriate written agreements. Although the terms of such agreements cannot be predicted, generally such agreements will require some specific representations and warranties by all of the parties thereto, will specify certain events of default, will detail the terms of closing and the conditions which must be satisfied by each of the parties prior to and after such closing, will outline the manner of bearing costs, including costs associated with our attorneys and accountants, will set forth remedies on default and will include miscellaneous other terms.

Depending upon the nature of the acquisition, including the financial condition of the acquisition company, as a reporting company under the Securities Exchange Act of 1934 (the "34 Act"), it may be necessary for such acquisition candidate to provide independent audited financial statements. If so required, we will not acquire any entity which cannot provide independent audited financial statements within a reasonable period of time after closing of the proposed transaction. If such audited financial statements are not available at closing, or within time parameters necessary to insure our compliance with the requirements of the 34 Act, or if the audited financial statements provided do not conform to the representations made by the candidate to be acquired in the closing documents, the closing documents will provide that the proposed transaction will be voidable, at the discretion of our present management. If such transaction is voided, the agreement will also contain a provision providing for the acquisition entity to reimburse us for all costs associated with the proposed transaction.

COMPETITION

We face extreme competition from both larger, better-financed national brands, as well as an ever-increasing number of boutique service providers in the cannabis industry. We currently track a few such providers in this space and are continually monitoring their progress and presence in the industry while working to continue to demonstrate our unique licensing offering. We also track several public companies that are either directly in or loosely involved in the cannabis industry.

GOVERNMENT REGULATION

While we do not generate revenues from the direct sale of cannabis products, we are engaged in assisting companies who are so engaged in various start up aspects of the cannabis industry. Marijuana is a Schedule-I controlled substance and is illegal under federal law. Even in those states in which the use of marijuana has been legalized, its use remains a violation of federal laws.

A Schedule-I controlled substance is defined as a substance 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 Department of Justice 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 in

Colorado with respect to marijuana, persons that are charged with distributing, possessing with intent to distribute, or growing marijuana could be subject to fines and terms of imprisonment, the maximum being life imprisonment and a $50 million fine. 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 or state governments.

As of the date of this Prospectus, 23 states and the District of Columbia allow its citizens to use Medical Marijuana. Additionally, voters in the states of Colorado, Washington, Alaska, and Oregon have all approved legalization of recreational cannabis for adult use. The state laws are in conflict with the Federal Controlled Substances Act, which makes marijuana use and possession illegal on a national level. The Obama Administration had stated 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 marijuana. However, there is no guarantee that the current or subsequent Administrations will not change stated policy regarding the low-priority enforcement of federal laws. Additionally, any new administration that follows 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 or state governments.

Although cultivation and distribution of marijuana for medical use is permitted in many states, provided compliance with applicable state and local laws, rules, and regulations, marijuana is illegal under federal law. Strict enforcement of federal law regarding marijuana would likely result in the inability to proceed with our business plan and could expose us and our management to potential criminal liability and subject their properties to civil forfeiture. Though the cultivation and distribution of marijuana remains illegal under federal law, H.R. 83, enacted by Congress on December 16, 2014, provides that none of the funds made available to the DOJ pursuant to the 2015 Consolidated and Further Continuing Appropriations Act may be used to prevent states from implementing their own laws that authorize the use, distribution, possession, or cultivation of medical marijuana. However, state laws do not supersede the prohibitions set forth in the federal drug laws.

For a comprehensive and up to date perspective on this process as well as current states and territories please refer to the following link: http://www.mpp.org/states/key-marijuana-policy-reform.html.

In order to participate in either the medical or recreational sides of the marijuana industry in Colorado and elsewhere, all businesses and employees must obtain licenses from the state and, for businesses, local jurisdictions. Colorado issues four types of business licenses including cultivation, manufacturing, dispensing, and testing. In addition, all owners and employees must obtain an occupational license to be permitted to own or work in a facility. All applicants for licenses undergo a background investigation, including a criminal records check for all owners and employees.

Colorado has also enacted stringent regulations governing the facilities and operations of marijuana businesses. All facilities are required to be licensed by the state and local authorities and are subject to comprehensive security and surveillance requirements. In addition, each facility is subject to extensive regulations that govern its businesses practices, which includes mandatory seed-to-sale tracking and reporting, health and sanitary standards, packaging and labeling requirements, and product testing for potency and contaminants.

While the current Administration has not implemented new policies with respect to enforcement, it should be anticipated that the Department of Justice will continue to enforce the Controlled Substance Act with respect to marijuana to prevent:

- The distribution of marijuana to minors
- Criminal enterprises, gangs and cartels receiving revenue from the sale of marijuana
- The diversion of marijuana from states where it is legal under state law to other states
- State-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity
- Violence and the use of firearms in the cultivation and distribution of marijuana
- Driving while impaired and the exacerbation of other adverse public health consequences associated with marijuana use
- The growing of marijuana on public lands
- Marijuana possession or use on federal property.

Laws and regulations affecting the medical marijuana industry are constantly changing, which could detrimentally affect our proposed operations. Local, state, and federal medical marijuana 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 its 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 its operations. It is also possible that regulations may be enacted in the future that will be directly applicable to our business. These ever-changing regulations could even affect federal tax policies that may make it difficult to claim tax deductions on our returns. 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 its business.

Since the use of marijuana is illegal under federal law, there is a compelling argument that banks cannot accept for deposit funds from businesses involved with marijuana. Consequently, businesses involved in the marijuana industry often have trouble finding a bank willing to accept their business. The inability to open bank accounts may make it difficult for our clients to operate.

EMPLOYEES

As of the date of this Prospectus we have three (3) employees. We have consulted with and expect to continue to use the services of independent consultants and contractors with whom our management has a pre-existing relationship to perform various professional services, particularly

in the area of construction of cultivation. We expect that we will continue to use contractors to assist us with our clients.

None of our employees are members of a union. We consider our employee labor relations to be good.

TRADEMARKS / TRADE NAMES / INTELLECTUAL PROPERTY

We rely upon our various trademarks, trade names, and intellectual property of WOWI, Inc.

We also acknowledge that certain protections normally available to us related to design or other utility patents in the cannabis industry would not currently be enforceable under federal law.

We attempt to protect our intellectual property via the deployment of non-disclosure agreements with both prospects as well as licensees. There are no assurances that these non-disclosure agreements will prevent a third party from infringing upon our rights.

PROPERTY

On August 12, 2015, we moved our principal place of business to 6770 South Yosemite Street, Unit D, Centennial, Colorado 80112. Our telephone number is (720) 482-6257. This location is subleased from Ashkar Children's LLC pursuant to a written agreement. This space consists of 900 square feet of basic office space and amenities. We pay monthly rent of $1,000 for this location and have renewed the lease through September 2017. Management believes that this space will not meet our future needs and that incurrence of additional costs may necessary to occupy a more suitable space.

LEGAL PROCEEDINGS

We are unaware of any pending or threatened litigation by or against us.

INDUSTRY ANALYSIS

According to the Colorado Department of Revenue, Colorado's marijuana industry reported $1.3 billion in recreational and medical marijuana in sales in 2016. The national regulated marijuana market is estimated to be over $22 billion by 2020.

In Colorado, the market was expanded in January 2014 to include adult use, including visitors from other states. Voters in Washington recently approved a ballot measure to legalize cannabis for adult use. Many experts predict that other states will follow Colorado and Washington in enacting legislation or approving ballot measures that expand the permitted use of cannabis.

Nationally, the industry has continued to gain ground through the addition of many states and their passing of medical and or recreational provisions for the use of cannabis. While there certainly appears to be a trend towards acceptance of cannabis, there are no assurances offered that this business will be able to sustain itself over time if the Federal Government changes its current position related to state legalized operations.

While no assurances can be provided, we believe that over the next three to five years there will be as many as thirty-five to forty states adopting various types of cannabis legislation (medical and recreational) and that there will occur a certain tipping point by which the Federal Government will have to take some sort of stand on the legal status of cannabis. We also believe that due to the strong growth in the industry as a whole at the state level, the Federal Government will eventually de-schedule cannabis, similar to the alcoholic beverage prohibition repeal in the mid 1930's, and as motivated by its citizenry decriminalize cannabis as well as regulate it under the auspices of some existing or newly formed agency.

Issuer's Certifications

I, Anthony Russo, certify that:

1. I have reviewed this Quarterly Report of WOWI, 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.

Date: September 1, 2017

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Anthony Russo, CEO