

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Medical Cannabis Payment Solutions**

A Nevada Corporation

5940 S. Rainbow Blvd., Las Vegas NV 89118

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[hello@paywithgo.com](mailto:hello@paywithgo.com)

SIC Code: 7389

### **Quarterly Report For the Period Ending: June 30, 2022 (the "Reporting Period")**

As of June 30, 2022 and December 31, 2021, the number of shares outstanding of our

Common Stock was: 608,377,156 shares of common stock

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

544,087,444 shares of common stock

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

473,446,899 shares of common stock

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☒

No: ☐

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

On January 14, 2021, we changed our name to Pay With Go. We were incorporated in Nevada on May 13, 2013 as Medical Cannabis Payment Systems, and almost immediately changed our name to Medical Cannabis Payment Solutions. We are 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. On May 12, 2023, we changed our name back to Medical Cannabis Payment Solutions.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): Medical Cannabis Payment Solutions was incorporated in Nevada as of May 17, 2013, it 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. The issuer is currently in good standing in the state of Nevada.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office: 15940 S. Rainbow Blvd., Las Vegas NV 89118

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:* ☒

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in

the past five years? Yes ☐ No. ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

**2) Security Information**

Trading symbol:

REFG

Exact title and class of securities outstanding:

Common stock and Series A Convertible Preferred Stock

CUSIP:

584502 10 8

Par or stated value:

\$.001

Total shares authorized:

1,990,000,000 as of date: June 30, 2022

Total shares outstanding: 608,377,156 as of date: June 30, 2022  
Number of shares in the Public Float: 282,024,357 as of date: June 30, 2022  
Total number of shareholders of record: 488

*Additional class of securities (if any):*

Exact title and class of securities outstanding: Series A Convertible Preferred stock  
CUSIP: N/A  
Par or stated value: \$.0001  
Total shares authorized: 250,000 as of date: June 30, 2022  
Total shares outstanding: 17,000 as of date: June 30, 2022

### Transfer Agent

Name: Securities Transfer Corporation  
Phone: (469) 633-0101  
Email: shelbert@stctransfer.com  
Address: 211 N. Dallas Parkway, Suite 380, Plano TX 75093

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of <u>12/31/2018</u>	<u>Opening Balance:</u> Common: <u>458,459,451</u> Convertible Preferred: <u>17,000</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance?	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

					(Yes/No)				
<u>1/22/19</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.025</u>	<u>Y</u>	<u>Iron Grid c/ William King</u>	<u>Cash</u>	<u>R</u>	<u>Non exempt</u>
<u>1/18/19</u>	<u>Cancelled</u>	<u>(2,000,000)</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Curt Bramble</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>2/27/19</u>	<u>New</u>	<u>9,500,000</u>	<u>com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Iron Grid c/ William King</u>	<u>3800 preferred conversion</u>	<u>U</u>	<u>Section 4(a)(1)</u>
<u>3/19/19</u>	<u>New</u>	<u>4,007,448</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Greentree c/ Chris Cottone</u>	<u>Debt conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>3/29/19</u>	<u>New</u>	<u>1,500,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Spin City c/ Brian Wasserman</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>12/31/20</u>	<u>New</u>	<u>70,620,545</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Spin City c/ Brian Wasserman</u> <u>Charton Capital c/Craig Kirsch</u> <u>David Reiter</u>	<u>Debt conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>5/3/2021</u>	<u>New</u>	<u>5,695,205</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>David Reiter</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
<u>5/3/2021</u>	<u>New</u>	<u>5,695,205</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Daniel Goldstein</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
<u>5/11/2021</u>	<u>New</u>	<u>11,530,247</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Charton Capital Group</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
<u>5/18/2021</u>	<u>New</u>	<u>22,920,658</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>John Phelan</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
<u>6/16/2021</u>	<u>New</u>	<u>5,765,124</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>David Reiter</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>

<u>6/21/2021</u>	<u>New</u>	<u>5,765,124</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Stan Wertlieb</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
<u>7/7/2021</u>	<u>New</u>	<u>6,918,149</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Weiser Family Trust</u>	<u>Cash</u>	<u>U</u>	<u>Non exempt</u>
Shares Outstanding on  <u>June 30 2022:</u>	<u>Ending Balance:</u> Common: <u>608,377,156</u> Preferred: <u>17,000</u>								

## B. Debt Securities, Including Promissory and Convertible Notes

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/20/19</u>	<u>\$29,881</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Charton Capital Group</u>  <u>Craig Kirsch</u>	<u>Loan</u>
<u>2/20/19</u>	<u>\$47,810</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Alexco Consulting LLC</u>  <u>Larry Glick</u>	<u>Loan</u>
<u>2/20/19</u>	<u>\$59,762</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Spin City USA LLC</u>  <u>Brian Wasserman</u>	<u>Loan</u>
<u>2/20/19</u>	<u>\$14,941</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Stan Wertlieb</u>	<u>Loan</u>
<u>2/20/19</u>	<u>\$17,929</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Weiser Family Trust</u>  <u>John Weiser</u>	<u>Loan</u>
<u>2/20/19</u>	<u>\$14,941</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>David Reiter</u>	<u>Loan</u>

<u>2/20/19</u>	<u>\$144,000</u>	<u>\$120,000</u>	<u>\$0</u>	<u>2/28/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Box 160 Leesburg LP c/ Cliff Bream</u>	<u>Loan</u>
<u>3/31/19</u>	<u>\$55,000</u>	<u>\$50,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>John Phelan</u>	<u>Loan</u>
<u>3/31/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Daniel Goldstein</u>	<u>Loan</u>
<u>4/15/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>4/15/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Adam Ascher</u>	<u>Loan</u>
<u>4/15/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>4/15/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Joseph Magurne</u>	<u>Loan</u>
<u>4/15/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>4/15/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Todd Deutsch</u>	<u>Loan</u>
<u>4/15/19</u>	<u>\$22,000</u>	<u>\$20,000</u>	<u>\$0</u>	<u>4/15/20</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Al Eskanazy</u>	<u>Loan</u>
<u>7/21/20</u>	<u>\$55,000</u>	<u>\$50,000</u>	<u>\$0</u>	<u>7/21/21</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Cuse Capital  Michael &amp; Ross Levine</u>	<u>Loan</u>
<u>7/21/20</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>7/21/21</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Alexander Shapses</u>	<u>Loan</u>
<u>7/21/20</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>7/21/21</u>	<u>OID Convertible note at \$0.0028.</u>	<u>Myles Jerdan</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Gary Guzzo  
Title: President  
Relationship to Issuer: Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

**The Annual financial statements for the three months ended June 30, 2022 and 2021 are appended hereto and incorporated by reference.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The daily operations seek to improve the development, use and delivery of our products to consumers. We focus our operations in regulatory compliance, integration and creating new markets for our services and products.

- B. Describe any subsidiaries, parents, or affiliated companies.

N/A

- C. Describe the issuers' principal products or services.

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 “Go” or “PayWithGo.com,” 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.

Go’s payment solution card allows customers and patients to link a checking account from any U.S. bank to their Go 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.

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 electronic 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.

## 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, 33 states, the District of Columbia, Guam and Puerto Rico have comprehensive medical marijuana programs and at least another 13 states allow the use of products with low-THC (the active ingredient in marijuana) for medical purposes. 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. It is anticipated that the Biden administration will continue this policy. 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, 2022 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 9<sup>th</sup> 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 9<sup>th</sup> 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.

## **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, thirty-three 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 \$9.9 million as of June 30, 2022 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 Gary R. J. Guzzo, 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 Gary R. J. Guzzo, our Chief Executive Officer. The loss of services of Mr. Guzzo 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. The market value of our common stock could be substantially affected by general market conditions, including 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.

Furthermore, the Company has outstanding 17,000 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 \$720,264, 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.

***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. 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 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

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

We rent office space on a month-to-month basis in Las Vegas, Wyoming.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Gary R. J. Guzzo</u>	<u>CEO</u>	<u>Delray Beach, Florida</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	<u>      </u>

<u>Jeremy Roberts</u>	<u>CLO</u>	<u>Salt Lake City, Utah</u>	<u>200,000,000</u>	<u>Common</u>	<u>44%</u>	<u>      </u>
						<u>      </u>
<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

none

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

none

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

none

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

none

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

The Company is a defendant in case number A-19-804059-C, Alice Viau and Mark Viau, et al v. Medical Cannabis Payment Solutions, Inc, in the Eighth Judicial District of Nevada. A judgment in the amount of \$1,236,374.88 was entered against the Company on November 10, 2021. The judgment relates to a prior judgment awarded to the plaintiffs in case number A-13-693359-F, which was domesticated against a predecessor of the Company, Refill Energy, Inc. in the amount of \$784,521 on December 18, 2013. The Company lacks the assets to satisfy this judgment.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Accountant or Auditor

Name: NA  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations Consultant

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: NA  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Gary R. J. Guzzo, certify that:

1. I have reviewed this Quarterly Statement as of June 30, 2022 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 12, 2023

/s/ Gary R. J. Guzzo

*Principal Financial Officer:*

I, Gary R. J. Guzzo, certify that:

1. I have reviewed this Quarterly Statement as of June 30, 2022 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 12, 2023

/s/ Gary R. J. Guzzo



**MEDICAL CANNABIS PAYMENT**

**SOLUTIONS AND SUBSIDIARIES**

**Financial Statements**

**June 30, 2022**

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# MEDICAL CANNABIS PAYMENT SOLUTIONS AND SUBSIDIARIES

## Balance Sheets (unaudited)

	June 30, 2022	December 31, 2021
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	--	1,883
Advances to related parties	\$ --	\$ --
<b>Total Current Assets</b>	<b>--</b>	<b>1,883</b>
<b>Fixed Assets</b>		
Vehicle	17,016	17,016
Equipment	55,550	55,550
Less accumulated depreciation	(48,369)	(37,411)
<b>Total fixed assets, net</b>	<b>24,197</b>	<b>35,155</b>
<b>Other assets-investment in non-controlled entity</b>		
	25,000	25,000
<b>Total other assets</b>	<b>25,000</b>	<b>25,000</b>
<b>Total Assets</b>	<b>\$ 49,197</b>	<b>\$ 62,038</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	1,363,365	1,356,565
Related party advances	141,162	141,162
Convertible notes payable	720,264	720,264
Promissory Notes	\$ 137,500	\$ 137,500
<b>Total Current Liabilities</b>	<b>2,362,291</b>	<b>2,355,491</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Preferred stock, \$.0001 par value, 10,000,000 shares authorized, 17,000 and 17,000 shares issued or outstanding	2	2
Common stock, \$.0001 par value, 1,990,000,000 shares authorized; 608,377,156 and 608,377,156 shares outstanding	60,838	60,838
Additional paid in capital	7,567,909	7,567,909
Retained deficit	(9,941,843)	(9,922,202)
<b>Total stockholders' equity (deficit)</b>	<b>(2,313,094)</b>	<b>(2,293,453)</b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>\$ 49,197</b>	<b>\$ 62,038</b>

These financials were not subject to an audit, review or compilation.

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

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Statements of Operations  
(unaudited)

	For the 6 months Ended June 30, 2022	For the 6 months Ended June 30, 2021
	<hr/>	<hr/>
<b>INCOME</b>	\$ --	\$ 144,084
<b>OPERATING EXPENSES</b>		
Depreciation expense	10,958	10,959
Other general and administrative exp	8,683	467,210
Total operating expenses	<hr/> 19,641	<hr/> 478,169
<b>OTHER INCOME (EXPENSES)</b>		
Interest expense	--	--
Interest income	--	--
<b>TOTAL OTHER INCOME (EXPENSES)</b>	<hr/> --	<hr/> --
<b>NET INCOME (LOSS)</b>	<hr/> <u>\$ (19,641)</u>	<hr/> <u>\$ (334,085)</u>

These financials were not subject to an audit, review or compilation.

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

**MEDICAL CANNABIS PAYMENT SOLUTIONS AND  
SUBSIDIARIES** Statement of Changes in Stockholders'  
Equity For the Two Years Ended December 31, 2021 And  
the Six Months Ended June 30, 2022  
(unaudited)

	Preferred Stock		Common Stock		Additional	Retained	
	Shares	Amount	Shares	Amount	Paid in Capital	Earnings	Total
Balances, December 31, 2019	17,000	\$ 2	473,466,899	\$ 47,347	\$ 7,114,902	\$ (7,980,470)	\$ (818,219)
Shares issued on conversion of convertible note			70,620,545	7,062	309,436		316,498
Net loss for year ended December 31, 2020	--	--	--	--	--	(333,793)	(333,793)
Balances, December 31, 2020	<u>17,000</u>	<u>\$ 2</u>	<u>544,087,444</u>	<u>\$ 54,409</u>	<u>\$ 7,424,338</u>	<u>\$ (8,314,263)</u>	<u>\$ (835,514)</u>
Shares issued for cash			64,289,712	6,429	143,571		150,000
Net loss for year ended December 31, 2021	--	--	--	--	--	(1,607,939)	(1,607,939)
Balances, December 31, 2021	<u>17,000</u>	<u>\$ 2</u>	<u>608,377,156</u>	<u>\$ 60,838</u>	<u>\$ 7,567,909</u>	<u>\$ (9,922,202)</u>	<u>\$ (2,293,453)</u>
Net loss for 6 months ended June 30, 2022	--	--	--	--	--	(19,641)	(19,641)
Balances, June 30, 2022	<u>17,000</u>	<u>\$ 2</u>	<u>608,377,156</u>	<u>\$ 60,838</u>	<u>\$ 7,567,909</u>	<u>\$ (9,941,843)</u>	<u>\$ (2,313,094)</u>

These financials were not subject to an audit, review or compilation.

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

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Statements of Cash Flows

(unaudited)

	For the 6 months Ended June 30, 2022	For the 6 months Ended June 30, 2021
	<u>                    </u>	<u>                    </u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss from operations	\$ (19,641)	(334,085)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	10,958	10,959
Increase in accounts payable and accrued expenses	<u>6,800</u>	<u>--</u>
Net cash (used) by operating activities	<u>(1,883)</u>	<u>(323,126)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	--	
Cash used to purchase fixed assets	<u>--</u>	<u>--</u>
Net cash used in investing activities	<u>--</u>	<u>--</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common shares sold	--	150,000
Increase in related party advances	---	99,999
Cash proceeds from issuance of convertible notes	<u>--</u>	<u>75,000</u>
Net cash provided (used) by financing activities	<u>0</u>	<u>324,999</u>
Net increase (decrease) in cash	(1,883)	1,873
Cash, at beginning of period	<u>1,883</u>	<u>10</u>
Cash, at end of period	<u>\$ --</u>	<u>\$ 1,883</u>
 <b>Supplemental Non-Cash Disclosure</b>		
Cash paid for interest	<u>\$ --</u>	<u>\$ --</u>
Cash paid for taxes	<u>\$ --</u>	<u>\$ --</u>

These financials were not subject to an audit, review or compilation.

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

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**  
Notes to the Financial Statements Six  
Months Ended June 30, 2022 and 2021

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

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 five subsidiaries, one of which, State Sourced, is active. From January 14, 2021 through May 11, 2023, our corporate name was Pay With Go..

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.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements which conform to U.S. generally accepted accounting principles. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements. The following policies are considered to be significant:

Accounting Method

The financial statements are prepared using the accrual method of accounting in accordance with generally accepted accounting principles. The Company has elected a calendar year-end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of Six months or less when purchased to be cash equivalents, unless held for reinvestment as part of the investment portfolio, pledged to secure loan agreements or otherwise encumbered. The carrying amount approximates the fair value because of the short maturities of those instruments.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Notes to the Financial Statements Six Months Ended  
June 30, 2022 and 2021

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses, including functional allocations during the reporting period. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances in making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. While actual results could differ from those estimates, management believes that the estimates are reasonable.

Key estimates made in the accompanying financial statements include, among others, valuation of long-lived assets, accruals, and contingencies.

Concentrations of Risk

The Company's bank deposits are held in a financial institution which is insured by the Federal Deposit Insurance Corporation ("FDIC") to certain levels. The Company has not experienced any losses in such accounts or lack of access to its cash, and believes it is not exposed to significant risk of loss with respect to cash. However, no assurance can be provided that access to the Company's cash will not be impacted by adverse economic conditions in the financial markets.

At June 30, 2022 and December 31, 2021, the Company did not have any funds in bank accounts in excess of the \$250,000 per depository institution that is federally insured.

Contingencies

Certain conditions may exist as of the date that these 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 assessments inherently involves exercise of judgement. 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.



**MEDICAL CANNABIS PAYMENT SOLUTIONS AND  
SUBSIDIARIES**

Notes to the Financial Statements Six  
Months Ended June 30, 2022 and 2021

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Contingencies (Continued)

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, then the estimated liability is 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, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

The Company is a defendant in case number A-19-804059-C, *Alice Viau and Mark Viau, et al v. Medical Cannabis Payment Solutions, Inc.*, in the Eight Judicial District of Nevada. A judgment in the amount of \$1,236,374.88 was entered against the Company on November 10, 2021. The judgment relates to a prior judgment awarded to the plaintiffs in case number A-13-693359-F, which was domesticated against a predecessor of the Company, Refill Energy, Inc. in the amount of \$784,521 on December 18, 2013. The Company lacks the assets to satisfy this judgment.

Fair Value of Financial Instruments

The Organization has adopted the provisions of the ASC 820, Fair Value Measurements and Disclosure (ASC 820). ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements. ASC 820 establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques.

The Organization determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Organization's financial instruments include cash and cash equivalents, investments, and accounts payable. The carrying amounts of these assets and liabilities approximate fair values because of the short-term nature of these instruments.

Income Taxes

The Company has available on June 30, 2022 unused operating loss carryforwards of approximately \$9.9 million.

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.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**  
Notes to the Financial Statements Six Months  
Ended June 30, 2022 and 2021

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Loss per Share (Continued)

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.

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Expenditures for minor replacements, maintenance and repairs which do not increase the useful lives of the property and equipment are charged to operations as incurred. Major additions and improvements are capitalized. Depreciation and amortization are computed using the straight-line method over an estimated useful life of 3 to 7 years.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to future non-discounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. No impairments were recognized for the Six months ended June 30, 2022 and 2021.

Revenue Recognition

The Company recognizes revenue when it is realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned by evaluating our revenue contracts with customers based on the five-step model under ASC 606:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to separate performance obligations; and
5. Recognize revenue when (or as) each performance obligation is satisfied.

The Company has not generated any revenue during the Six months ended June 30, 2022.

Recent Accounting Pronouncements

Recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) did not or are not believed to have a material impact on the Company's present or future financial statements.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**  
Notes to the Financial Statements Six Months  
Ended June 30, 2022 and 2021

**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.

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 effect upon its and its shareholders.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Notes to the Financial Statements Six  
Months Ended June 30, 2022 and 2021

**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 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. The Company 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.

During 2018 \$85,000 of the convertible notes above were converted for 6,356,693 shares of common stock. See note 5 below for additional information.

**NOTE 5 - CAPITAL STOCK AND SECURITIES**

The Company has authorized 1,990,000 shares of \$0.001 par value common stock and 10 million shares of \$0.001 par value preferred stock, including 250,000 shares of Series A Convertible Preferred Stock. All but 17,000 of the Series A Convertible Preferred Stock has converted into Common Stock.

In March 2016, the Company issued 3 million shares for cash of \$70,000. There were 20,000,000 shares issued 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.

As noted in Note 6, during the year ended December 31, 2020 6 convertible notes were exercised and 70,620,545 shares of common stock were issued.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Notes to the Financial Statements Six  
Months Ended June 30, 2022 and 2021

**NOTE 5 - CAPITAL STOCK AND SECURITIES (Continued)**

The Company issued 12,500,000 warrants to purchase its common stock to nine employees and service consultants at a price of \$0.14 per share exercisable until December 18, 2018. This includes 1,000,000 warrants issued to 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 \$0.04 per share were issued in February 2015 to a marketing consultant. An additional warrant to purchase 1,000,000 shares expiring December 31, 2018 and exercisable at \$0.08 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 firm to purchase up to 3,000,000 shares exercisable at a price of \$0.10 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 \$0.025 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. As a result, there are 438,259,485 and 224,592,818 common shares outstanding as of December 31, 2017 and December 31, 2016 respectively, and as of December 31, 2017 and December 31, 2016, there were 20,800 outstanding shares of Series A Convertible Preferred Stock, each of which shares is convertible into 2,500 shares of common stock.

6,356,693 shares of common stock were issued in the exercise of the conversion feature of \$85,000 portion of their convertible note balance.

During the Six months ended June 30, 2021 the Company issued 64,289,712 shares of common stock in exchange for \$150,000. There were no issuances after June 30, 2021.

**NOTE 6 - CONVERTIBLE NOTES PAYABLE**

On January 21, 2019, the Company entered a note payable with an individual. This note matured on February 28, 2019 and is now considered due on demand. Interest only payments are due quarterly, beginning June 30, 2019. The conversion price of the notes is the lower of \$0.02 or 70% of the closing price on the closing date. The note bears interest at 10% per annum. In connection with the issuance of this note a warrant for 21,600,000 shares was issued with an exercise price of \$0.02.

On March 28, 2019, the Company entered 5 separate notes payable with individuals. These notes all mature on April 1, 2020. Interest only payments are due quarterly, beginning June 30, 2019. The conversion price of the notes is 90% of the 30-calendar day average closing price per share. The notes bear interest at 8% per annum. In connection with the issuance of these notes warrants for 19,250,000 shares were issued with an exercise price of \$0.016.

**MEDICAL CANNABIS PAYMENT  
SOLUTIONS AND SUBSIDIARIES**

Notes to the Financial Statements Six  
Months Ended June 30, 2022 and 2021

**NOTE 6 - CONVERTIBLE NOTES PAYABLE (Continued)**

On April 15, 2019, the Company entered 6 separate notes payable with individuals. These notes all mature on April 1, 2020. Interest only payments are due quarterly, beginning June 30, 2019. The conversion price of the notes is 90% of the 30-calendar day average closing price per share. The notes bear interest at 8% per annum. In connection with the issuance of these notes warrants for 12,187,500 shares were issued with an exercise price of \$0.016.

During the year ended December 31, 2020 the conversion price of these notes were renegotiated to \$0.0028 and 6 of the above convertible notes worth \$310,000 plus their accrued interest were converted into 70,620,545 shares of common stock. As of December 31, 2020, the balance of convertible notes was \$460,000.

**NOTE 7 - FIXED ASSETS**

As of June 30, 2022 and December 31, 2021 the Company owned a vehicle with a basis of \$17,016 and \$17,016, respectively and equipment that had a basis of \$55,550 and \$-0-, respectively.. \$5,479 and \$5,480 of depreciation expense was recorded for the Six months ended June 30, 2022 and 2022,

**NOTE 8 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through August 22, 2022, the date which the financial statements were available to be issued, and noted no material subsequent events that would require adjustment in or disclosure to these financial statements as of June 30, 2022..