

**POTNETWORK HOLDING, INC.**  
**Quarterly Supplemental Information Disclosure**  
**September 30, 2017**

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

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

Potnetwork Holdings, Inc., a Colorado corporation

f/k/a Potnetwork Holdings, Inc., a Wyoming corporation

f/k/a United Treatment Centers, Inc., a Wyoming corporation

f/k/a My MedicalCD Ltd., a Wyoming corporation

f/k/a My MedicalCD Ltd., a Colorado corporation

f/k/a Interactive Solutions Corporation., a Nevada corporation

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

Company Headquarters

Address 1: 3531 Griffin Road, Fort Lauderdale, FL 33312

Address 2:

Address 3:

Phone: 213-381-7450

Website(s): [www.potnetworkholding.com](http://www.potnetworkholding.com) , <http://www.DiamondCBD.com>

IR Contact

Address 1:

Phone:

Email:

Website(s):

**3) Security Information**

Trading Symbol: POTN (formerly UTRM changed July 24, 2015)

Exact title and class of securities outstanding: Common Stock

CUSIP: 737636100

Par or Stated Value: .00001

Total shares authorized: 1,000,000,000 as of: September 30, 2017

Total shares outstanding: 484,920,485 as of: September 30, 2017

Additional class of securities (if necessary):

Trading Symbol: POTN (formerly UTRM changed July 24, 2015)

Exact title and class of securities outstanding: Preferred Stock- "Class D Preferred Stock"

CUSIP: 737636100

Par or Stated Value: .00001

Total shares authorized: 6,000 as of: September 30, 2017

Total shares outstanding: 460 as of: September 30, 2017

### 3) Security Information (continued)

Trading Symbol: POTN (formerly UTRM changed July 24, 2015)  
Exact title and class of securities outstanding: Preferred Stock- "Class A Preferred Stock"  
CUSIP: 737636100  
Par or Stated Value: .00001  
Total shares authorized: 50,000 as of: September 30, 2017  
Total shares outstanding: 32,681.97 as of: September 30, 2017

#### Transfer Agent

Name: Worldwide Stock Transfer LLC

Address: One University Plaza, Suite 505, Hackensack, NJ 07601

Phone: 201-820-2008

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

List any restrictions on the transfer of security: NONE

Describe any trading suspension orders issued by the SEC in the past 12 months: 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:

The issuer has now reincorporated in Colorado, as of March 3, 2017, following its acquisition of First Capital Venture Holdings Co. Coinciding with that event, the issuer entered triangular merger pursuant Colorado law, similar to what is prescribed by Section 251(g) of the Delaware General Corporation Law. Immediately prior thereto, also a subsequent event, the Company changed its name to its current name – PotNetwork Holding, Inc., having changed its name to SND Auto Group, Inc., on May 20, 2016. Prior thereto, effective July 24, 2015 the Company its name to PotNetwork Holdings Incorporated and new ticker symbol "POTN." PotNetwork Holding, Inc. fiscal year ends December 31. During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceeding. The Company was at least arguably in default on a convertible promissory note issued to Sign N Drive Auto Mall Inc. However, it has since retired that note in exchange for the promise of future issuances of 577,523,089 common stock. Otherwise the Company is not in default in the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Bulletin Board.

### 4) Issuance History (2 years)

On January 18, 2017 the company issued 2,314,814 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On January 24, 2017 the company issued 4,000,000 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally

issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On February 2, 2017 the company issued 2,800,000 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On February 14, 2017 the company issued 1,707,800 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On March 13, 2017 the company issued 300,000,000 shares as per the triangular merger pursuant Colorado law, which is the financial and substantive equivalent to that set forth in section 251(g) of the Delaware General Corporation Law.

On March 23, 2017 the company issued 39,000,000 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On February 7, 2017 the company cancelled 4,500,000 common shares originally issued for debt conversion.

On July 1, 2017 the company issued 42,000,000 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

On September 27, 2017 the company issued 40,000,000 common shares to upon the conversion of indebtedness owed. The certificates evidencing the above mentioned common shares were issued without legend in that Rule 144 permits the lenders to tack back to the date of the debt which was more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend as permitted by SEC Rule 144, permitting the holders to tack back to the date of the debt was originally issued and paid for, more than one year prior to issuance, thereby qualifying it for share issuance without restrictive legend.

## 5) Financial Statements

The Company's financial statements for the period ended September 30, 2017 are hereby incorporated by reference and can be found on [www.OTCmarkets.com](http://www.OTCmarkets.com).

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

### A. A description of the issuer's business operations;

The issuer acquired First Capital Ventures Holding Co. as of March 3, 2017, operating business under the name Diamond CBD Oils Inc. selling numerous CBD Oil products both wholesale and retail.

On February 11, 2015 the company acquired Sunrise Auto Mall Inc.'s business which is a company in the Sub Prime Auto Sales industry.

### C. the issuer's primary and secondary SIC Codes;

7310 Services- Advertising

7380 Services- Miscellaneous Business Services

8200 Services- Educational Services

5521 Motor Vehicle Dealers (Used Only)

### D. the issuer's fiscal year end date;

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### E. principal products or services, and their markets;

The issuer acquired First Capital Ventures Holding Co. as of March 3, 2017, operating business under the name Diamond CBD Oils Inc. selling numerous CBD Oil products both wholesale and retail.

Sunrise Auto Mall Inc.'s business operations is a company in the Sub Prime Auto Industry.

## 7) Describe the Issuer's Facilities

The address of its principal executive officers: 3531 Griffin Road, Fort Lauderdale, FL 33312

## 8) 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 shareholders.

### A. Names of Officers, Directors, and Control Persons: Gary L. Blum – Chairman

Richard Goulding – CEO

(a) Kevin Hagen and (b) Elinor Taieb, held 10% of the voting control or more on 30<sup>th</sup> September 2017.

## **B. Legal/Disciplinary History**

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: 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

## **C. Disclosure of Beneficial Owners.**

The following table outlines the ownership and management and anyone known to the issuer to own beneficially more than five (5%) of the outstanding shares as of the date hereof: Shareholder

Position with Issuer.

Persons holding 10% or more of the outstanding shares:

- (a) Kevin Hagen and (b) Elinor Taieb, held 10% of the voting control or more on 30<sup>th</sup> September 2017.

As of September 30, 2017:

Elinor Taieb held 14% of the outstanding shares of common stock and with the preferred stock that she held, had voting control of 19.80% of the total vote of all shares combined.

Kevin Hagen held 19% of the outstanding shares of common stock and with the preferred stock that she held, had voting control of 28.35% of the total vote of all shares combined.

Subsequent event – after September 30, 2017, each of the two persons holding more than 10% of the outstanding shares, Kevin Hagen and Elinor Taieb, entered into an agreement to return their shares of common stock, along with the other preferred shareholders, such that, collectively, the preferred shareholders returned 300,000,000 shares of common stock in order to receive the 17,318 shares of preferred stock previously relinquished in exchange for such 300,000,000 shares of common stock, returning them collectively to the 50,000 shares of preferred stock as originally held.

## **D. Disclosure of Conflicts of Interest. None**

## 9) Third Party Providers

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

### Legal Counsel

Name: Securities Counselors, Inc.  
Address: 1333 Sprucewood Deerfield Illinois  
Phone: 847-948-5431.

### Accountant or Auditor

Name: East West Accounting Services LLC  
Address: 11583 SW 253<sup>rd</sup> Street, Princeton, Florida 33032  
Phone: (954) 770-8297  
Email: [eastwestaccounting@yahoo.com](mailto:eastwestaccounting@yahoo.com)

### Investor Relations Consultant

Name: Marisol Elwell  
Phone: (855) 895-4623  
Email: [investors@PotNetworkHolding.com](mailto:investors@PotNetworkHolding.com)

## 10) Issuer Certification

I, Richard Goulding certify that:

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

December 12, 2017

/s/Richard Goulding  
**Richard Goulding**  
**Chief Executive Officer**