

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CANNAGROW HOLDINGS, INC.

A Delaware Corporation

1836 O'Neal Ave.

Pueblo, Colorado 81003

Telephone: (702-334-3018)

[Https://www.cannagrowholdings.com](https://www.cannagrowholdings.com)

info@cannagrowholdings.com

SIC Code: 7389

Quarterly Report

For Period Ending: September 30, 2022

(the "Reporting Period")

As of September 30, 2022, the number of shares outstanding of our Common and Preferred stock was:

Common: 102,073,434

Preferred: 52,185,000

As of December 31, 2021, the number of shares outstanding of our Common and Preferred Stock was:

Common: 102,073,434

Preferred: 52,185,000

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

Common: 102,073,434

Preferred: 52,185,000

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 Control¹ of the company has occurred over this reporting period:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities.

Yes: ☐

No: ☒

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Name of issuer:

CannaGrow Holdings, Inc.

Predecessors:

Topper's Brick Oven Pizza, Inc., --- Name effective on May 5, 1995

Famous Food Group, Inc., ---Name change effective on February 21, 2003

Kootenai Corp.---Name change effective on June 22, 2006

BizAuctions, Inc.---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.---Name change effective on November 1, 2014

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):

Date of Incorporation is May 5, 1995

State of Incorporation is Delaware

Current Standing: Active

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

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

The address(es) of the issuer's principal executive office:

1836 O'Neal Ave.
Pueblo, CO 81003

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: ☒

The Company is currently utilizing this space on an interim basis until a suitable office space is located.

Has the issuer or any of its predecessors 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:

N/A

2) Security Information

Trading symbol: CGRW
Exact title and class of securities outstanding: Authorized Common Shares: 300,000,000 shares.
Authorized Preferred Shares: 150,000,000 shares
CUSIP: 13765E 107
Par or stated value: Par Value of Common Shares: \$0.001
Par Value of Preferred Shares: \$0.001

Total shares authorized: Common shares: 300,000,000 as of date: 9/30/22
Preferred shares: 150,000,000 as of date: 9/30/22

Total shares outstanding: Common shares: 102,073,434 as of date: 9/30/22
Preferred shares: 52,185,000 as of date: 9/30/22

Number of shares in the Public Float²: 25,000,000 as of date: 9/30/2022
Total number of shareholders of record: 490 as of date: 9/30/2022

All additional class(es) of publicly traded securities (if any): N/A

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

Transfer Agent

Name: Issuer Direct Corporation, formerly Interwest Transfer Company

Phone: :801-272-9294

Email: julia@issuerdirectcorporation.com

Address: 1981 Murray-Holiday Rd.

Suite 100

Salt Lake City, Utah 84117

Is the Transfer Agent registered under the Exchange Act?³ 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: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/20</u> Common: <u>102,073,434</u> Preferred: <u>52,585,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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? (Yes/No)	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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____ _____ _____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____ _____ _____	_____	_____	_____	_____	_____	_____

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

_____	_____	_____	_____ _____ _____	_____	_____	_____	_____	_____	_____							
Shares Outstanding on Date of This Report:																
Ending Balance																
Date <u>9/30/22</u>	Common: <u>102,073,434</u>															
P referred: <u>52, 585,000</u>																

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

The accredited investors cancelled all outstanding convertible promissory notes and accrued interests during the 4th Qtr. of 2021. For additional information, please see the annual report for December 31, 2021 and December 31, 2020 under Note G-Notes Payable and Note L-Other Matters filed with OTC Markets at <http://www.otcmkmarkets.com>.

Date of Note Issuance	Outstanding Balance as of	Principal Amount at Issuance	Interest Accrued	Maturity Date	Conversion Terms	Name of Note Holder	Reason for Issuance

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)⁴:

Name: Brent Crouch
Title: Advisory CFO
Relationship to Issuer: Advisory CFO

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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; Financial Statements are incorporated by reference here within.
- D. Statement of income; Financial Statements are incorporated by reference here within.
- E. Statement of cash flows; Financial Statements are incorporated by reference here within.
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) Financial Statements are incorporated by reference here within.
- G. Financial notes; and Financial Statements are incorporated by reference here within.
- H. Audit letter, if audited: N/A

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. Financial Statements must be compiled in one document.

CannaGrow Holdings, Inc.- Financial Statements for the Reporting Periods of September 30, 2022 and December 31, 2021.

The referenced Financial Statements were posted to the OTCIQ on November 21, 2022.

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 Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

- B. Please list any subsidiaries, parents, or affiliated companies.

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

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Liaison, and Consultant to Real Estate Developers and licensed Growers providing them with turnkey Growing Facilities in the State of Colorado. The Company intends to expand this business model within this industry as business opportunities evolve whereby providing for the highest return to its shareholders.

The Company does not and will not, until such time as the Federal law allows, to grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

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 and the extent in which the facilities are utilized.

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.

The Issuer's office is located at 1836 O'Neal Ave, Pueblo, CO, 81004. The premises consist of approximately 200 square feet and is on a month-to-month term.

During the calendar 2022 and year ended December 31, 2021 / 2020 the Company worked as a property manager on a 20-acre lease in which the Company functioned as a Liaison with the various County and State Agencies, and the Utility Companies. The property consists of approximately 21,000 sq. ft. of light depth Greenhouses, 3,200 sq. ft. of administration facility and 1,600 sq. ft. of a curing and drying facility that is a state-of-the-art facility. The facilities are in very good condition and well maintained.

The Company leases equipment from various Rental companies as is required for its projects that are undertaking from time to time.

7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) 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>Delmar Janovec</u>	<u>CEO, Secretary, Treasurer, & Director</u>	<u>1836 O'Neal Ave., Pueblo, CO 81003</u>	12,849,289 42,000,000 10,000,000	<u>Common</u> Preferred Series A Preferred Series D	12.58% 100% 100%	
<u>Brent Crouch</u>	Advisory Accountant	<u>1836 O'Neal Ave., Pueblo, CO 81003</u>	<u>33,333,300</u> 42,000,000 10,000,000	Common Preferred Series A	<u>33%</u> 100% 100%	
Kelly and Blair LeCluyse	Beneficial Shareholders	<u>1836 O'Neal Ave., Pueblo, CO 81004</u>	<u>8,000,000</u>	Common	<u>7.9%</u>	
<u>Cristal & Steve Wiens</u>	Beneficial Shareholders	<u>1836 O'Neal Ave., Pueblo, CO 81004</u>	<u>8,000,000</u>	<u>Common</u>	<u>7.9%</u>	

8)

Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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.

None

9) Third Party Providers

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

Securities Counsel

Name: Richard Surber
Firm: Richard Surber, Attorney-at-Law
Address 1: 3415 So. Eastwood Dr.
Salt Lake City, Utah 84109
Phone: (801) 580-7172
Email: hudconsult@aol.com

Accountant or Auditor

Name: Brent Crouch
Firm: Crouch & Associates
Address 1: 5148 So. 5500 W.
Hooper, Utah 84315
Phone: 801-231-0128
Email: bcrouchcpa@gmail.com

Investor Relations: None

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____

Email: _____

Other Service Providers: None

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

Name: _____

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Delmar Janovec certify that:

1. I have reviewed this Quarterly Disclosure Statement of CannaGrow Holdings, 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.

November 21, 2022

/s/ Delmar Janovec- President

Principal Financial Officer:

I, Delmar Janovec certify that:

1. I have reviewed this Quarterly Disclosure Statement of CannaGrow Holdings, 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.

November 21, 2022

/s/ Delmar Janovec- Principal Financial Officer