

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

### **CannaGrow Holdings, Inc.**

1836 O’Neal Ave.

Pueblo, CO 81003

(702-334-3018)

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

[info@cannagrowholdings.com](mailto:info@cannagrowholdings.com)

SIC Code: 7389

### **(Annual Report)**

**For the period ending December 31, 2022  
(the “Reporting Period”)**

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

As of December 31, 2022, the number of shares outstanding of our Common and Preferred stock was:

Common: 102,073,434

Preferred: 52,185,000

Series A: 42,000,000

Series B: Zero

Series C: 185,000

Series D: 10,000,000

As of September 30, 2021, the number of shares outstanding of our Common and Preferred Stock was:

Common: 102,073,434

Preferred: 52,185,000

Series A: 42,000,000

Series B: Zero

Series C: 185,000

Series D: 10,000,000

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

Series A: 42,000,000

Series B: Zero

Series C: 185,000

Series D: 10,000,000

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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:

---

<sup>1</sup> "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;

(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.

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

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:

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

Same

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

## **2) Security Information**

### **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

**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

|   |  |
|---|--|
| Trading symbol:                                     | <u>CGRW</u>  |
| Exact title and class of securities outstanding:    | <u>Authorized Common Shares: 300,000,000 shares,</u><br><u>Authorized Preferred Shares: 150,000,000 shares.</u>                    |
| CUSIP:  | <u>13765E 107</u>  |
| Par or stated value:                                | <u>Par Value of Common Shares: \$0.001</u><br><u>Par Value of Preferred Shares: \$0.001</u>  |
| Total shares authorized:                            | Common shares: <u>300,000,000</u> as of date: <u>12/31/22.</u><br>Preferred shares: <u>150,000,000</u> as of date: <u>12/31/22</u> |
| Total shares outstanding:                           | Common shares: <u>102,073,434</u> as of date: <u>12/31/22</u><br>Preferred shares: <u>52,185,000</u> as of date: <u>12/31/22</u>   |
| Number of shares in the Public Float <sup>2</sup> : | <u>25,000,000</u> as of date: <u>12/31/2022</u>  |
| Total number of shareholders of record:             | <u>490</u> as of date: <u>12/31/2022</u>   |

*All additional class(es) of publicly quoted or traded securities (if any):* **NONE**

|  |       |                   |
|--|-------|-------------------|
| 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: _____ |
| Total number of shareholders of record:          | _____ | as of date: _____ |

|  |       |                   |
|--|-------|-------------------|
| Trading symbol:                                  | _____ | <b>NONE</b>       |
| Exact title and class of securities outstanding: | _____ |                   |
| CUSIP:   | _____ |                   |
| Par or stated value:                             | _____ |                   |
| Total shares authorized:                         | _____ | as of date: _____ |
| Total shares outstanding:                        | _____ | as of date: _____ |
| Total number of shareholders of record:          | _____ | as of date: _____ |

**Other classes of authorized or outstanding equity securities:**

<sup>2</sup> "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.

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

|   |                           |                              |
|---|---------------------------|------------------------------|
| Exact title and class of the security:                  | <u>Series A Preferred</u> |                              |
| CUSIP (if applicable):                                  | <u>N/A</u>                |                              |
| Par or stated value:                                    | <u>\$.001</u>             |                              |
| Total shares authorized:                                | <u>100,000,000</u>        | <u>as of date: 12/31/22.</u> |
| Total shares outstanding (if applicable):               | <u>42,000,000</u>         | <u>as of date: 12/31/22</u>  |
| Total number of shareholders of record (if applicable): | <u>2</u>                  | <u>as of date: 12/31/22</u>  |

|   |                           |                              |
|---|---------------------------|------------------------------|
| Exact title and class of the security:                  | <u>Series B Preferred</u> |                              |
| CUSIP (if applicable):                                  | <u>N/A</u>                |                              |
| Par or stated value:                                    | <u>\$.001.</u>            |                              |
| Total shares authorized:                                | <u>5,000,000</u>          | <u>as of date: 12/31/22.</u> |
| Total shares outstanding (if applicable):               | <u>Zero</u>               | <u>as of date: 12/31/22</u>  |
| Total number of shareholders of record (if applicable): | <u>None</u>               | <u>as of date: 12/31/22</u>  |

|   |                           |                              |
|---|---------------------------|------------------------------|
| Exact title and class of the security:                  | <u>Series C Preferred</u> |                              |
| CUSIP (if applicable):                                  | <u>N/A</u>                |                              |
| Par or stated value:                                    | <u>\$.001.</u>            |                              |
| Total shares authorized:                                | <u>20,000,000</u>         | <u>as of date: 12/31/22.</u> |
| Total shares outstanding (if applicable):               | <u>185,000</u>            | <u>as of date: 12/31/22</u>  |
| Total number of shareholders of record (if applicable): | <u>2</u>                  | <u>as of date: 12/31/22</u>  |

|   |                           |                              |
|---|---------------------------|------------------------------|
| Exact title and class of the security:                  | <u>Series D Preferred</u> |                              |
| CUSIP (if applicable):                                  | <u>N/A</u>                |                              |
| Par or stated value:                                    | <u>\$.001.</u>            |                              |
| Total shares authorized:                                | <u>25,000,000</u>         | <u>as of date: 12/31/22.</u> |
| Total shares outstanding (if applicable):               | <u>10,000,000</u>         | <u>as of date: 12/31/22</u>  |
| Total number of shareholders of record (if applicable): | <u>2</u>                  | <u>as of date: 12/31/22</u>  |

### **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

- 1. For common equity, describe any dividend, voting and preemption rights.**  
Please see Item 2 below.
- 2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

**Series A Preferred Stock** shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders are entitled to receive a dividend equal to ten (10) shares of common stock for each one (1) share of preferred series upon the conversion.

Voting Rights; The Holders are entitled to vote equal to ten (10) shares of common stock for each one (1) share of preferred series upon the conversion.

Conversion Rights: The Holders are entitled to conversion rights equal to ten (10) shares of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to ten (10) shares of common stock for each one (1) share of Preferred series.

**Series B Preferred Stock** shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders are entitled to receive a dividend equal to one (1) share of common stock for each one (1) share of Preferred series.

Voting Rights; The Holders are entitled to vote equal to one (1) share of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to one (1) share of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to one (1) share of common stock for each one (1) share of Preferred series.

**Series C Preferred Stock** shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are **NOT** entitled to receive any dividends.

Voting Rights; The Holders are entitled to vote equal to Five (5) shares of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to five (5) shares of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to Five (5) shares of common stock for each one (1) share of Preferred series.

**Series D Preferred as "Series D Preferred Stock** and have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time as authorized herein and by the General Corporation Laws of Delaware.

**Dividend Rights:** The Holders of this Preferred series are **NOT** entitled to receive any dividends.

**Voting Rights:** The Holders are entitled to vote equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

**Conversion Rights:** The Holders are entitled to conversion rights equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

**Liquidation Rights:** The Holders are entitled to liquidation rights equal to the number of shares of Common stock into which the Preferred shares are then convertible into.

**Redemption Rights:** The Holders are entitled to receive a price of the stated value of \$2.00, per share, plus interests of 8%, per annum, and before the holders of Common stock or any junior securities that are receiving any amount as a result of liquidation.

(Please note the Company does not have adequate number of authorized shares of common stock for the conversion of the Preferred series A, C and D classes of stock.)

**3. Describe any other material rights of common or preferred stockholders.**

None other than the rights delineated above in Item 2.

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any 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**. None

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**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br><u>Opening</u><br><u>Balance</u><br>Date: 12/31/20    Common: 102,073,434<br>Preferred: <u>52,185,000</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.<br><br>*You must disclose the control person(s) for any entities listed. | 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. |
| _____   | _____  | _____                                  | _____  | _____   | _____  | _____   | _____   | _____   | _____                           |
| _____   | _____  | _____                                  | _____  | _____   | _____  | _____   | _____   | _____   | _____                           |
| _____   | _____  | _____                                  | _____  | _____   | _____  | _____   | _____   | _____   | _____                           |
| Shares Outstanding on Date of This Report:<br><u>Ending</u> <u>Balance</u><br><u>Ending Balance:</u><br>Date <u>12/31/22</u> Common: <u>102,073,434</u><br>Preferred: <u>52,185,000</u> |  |  |  |   |  |   |   |   |                                 |

### B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒    Yes: ☐ (If yes, you must complete the table below)

The accredited investors cancelled all outstanding convertible promissory notes and accrued interests during the 4<sup>th</sup> Qtr. of 2021. For additional information in regard to the convertible notes, 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 (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder.<br><small>*You must disclose the control person(s) for any entities listed.</small> | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|---|---|---|
| _____                 | _____                    | _____                             | _____                 | _____         | _____   | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____   | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____   | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____   | _____   | _____   |

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

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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, Property Manager, 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 is currently working as a Property Manager for an owner on a Licensed Grow Facilities.

B. List any subsidiaries, parent company, or affiliated companies.

None

C. Describe the issuers' principal products or services.

The Company has entered the Medical/Recreational Cannabis Industry as a Lessor, Property Manager, 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 is currently providing Property Management services within the industry.

**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.**

## 5) Issuer's Facilities

The Issuer's office is located at 1836 O'Neal Ave, Pueblo, CO, 81003. The premises consist of approximately 200 square feet and is on a month-to-month term and serving as an interim space until the adequate office space can be located,

The Issuer had formerly leased twenty (20) acres of property in the County of Huerfano that is approved for the Cultivation of Cannabis. 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 terms of the lease and services to be provided were renegotiated whereas the Company serves as the Property Manager, Consultant and Liaison.

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

(For additional information, please see the Quarterly and Annual Reports for calendar years 2022 and 2021 under Note J-Commitments and Contingencies filed with OTC Markets at <http://www.otckmarkets.com>.)

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

| 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, &amp; Director</u>                        | <u>1836 O'Neal Ave., Pueblo, CO 81003</u> | 12,849,289<br>42,000,000<br>10,000,000 | <u>Common</u><br>Series A<br>Preferred Series D | 12.58%<br>100%<br>100%                    | <u>Series A and D shares are held jointly with Brent Crouch</u> |

|                                  |                         |   |   |  |                            |  |
|----------------------------------|-------------------------|---|---|--|----------------------------|--|
|                                  |                         |   |   |  |                            |  |
| <u>Brent Crouch</u>              | Advisory Accountant     | <u>1836 O'Neal Ave, Pueblo, CO 81003</u>  | <u>33,333,300</u><br>42,000,000<br>10,000,000 | Common<br><br>Preferred Series A<br><br>Series D | <u>33%</u><br>100%<br>100% | <u>Series A and D Preferred are held jointly with Delmar Janovec</u> |
| 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 &amp; 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>                |  |

## 7) Legal/Disciplinary History

A. 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.

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

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Donald Keer-Attorney-at-Law.  
Address 1: 3663 Greenwood Circle  
Address 2: Chalfont, PA 18914  
Phone: (215) 962-9378  
Email: [keeresq@gmail.com](mailto:keeresq@gmail.com)

Accountant or Auditor

Name: Brent Crouch  
Firm: Crouch & Associates  
Address 1: 5148 So. 5500 W.  
Hooper, Utah 84315  
Phone: (801) 231-0128  
Email: [bcrouhcpa@gmail.com](mailto:bcrouhcpa@gmail.com)

Investor Relations N/A

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

*All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period. NONE

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

**9) Financial Statements**

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

☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>3</sup>:

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

Describe the qualifications of the person or persons who prepared the financial statements: **The Advisory CFO is an accountant with over twenty-five (25) years of providing accounting and financial services to private and public companies with an BS in accounting and Masters in tax auditing.**

---

<sup>3</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following financial statements 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.

- a. Audit letter, if audited; N/A
- b. Balance Sheet: Financial Statements are incorporated by reference here within.
- c. Statement of Income; Financial Statements are incorporated by reference here within.
- d. Statement of Cash Flows; Financial Statements are incorporated by reference here within.
- e. Statement of Retained Earnings: Financial Statements are incorporated by reference here within.
- f. Financial Notes: Financial Statements are incorporated by reference here within.

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

**The referenced Financial Statements were posted to the OTCIQ on March 29, 2023.**

**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 Annual Disclosure Statement for 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.

March 29, 2023

Delmar Janovec

*Principal Financial Officer:*

I, Delmar Janovec certify that:

1. I have reviewed this Annual Disclosure Statement for 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.

March 29, 2023

Delmar Janovec

**CANNAGROW HOLDINGS, INC.**  
**FINANCIAL STATEMENTS**  
**FOR THE PERIODS ENDED**

**December 31, 2022**  
**&**  
**December 31, 2021**

- Financial Principle's Letter Regarding Financial Statements

-December 31, 2022, and December 31, 2021 Year-end Financial Statements and  
Accompany Notes



## **CERTIFICATION**

The financial information contained in this report is unaudited and is based upon present knowledge and belief. This information is believed to be correct and does not contain untrue statement of material fact and is in accordance with generally accepted accounting principles, consistently applied.

These financial statements and the notes hereto, fairly present in all material respects the financial condition, results of operations and cash flows for the year-ended December 31, 2022, and December 31, 2021, in conformity with generally accepted accounting principles in the United States, consistently applied.

The Issuer has duly caused this report to be signed and certified on its behalf by the undersigned, duly authorized, on this 29<sup>th</sup> day of March 2023.

/s/ Delmar Janovec

Delmar Janovec  
President and Principal  
Financial Officer

**CROUCH & ASSOCIATES  
5148 S 5500 W  
HOOPER, UTAH 84315**

Mr. Delmar Janovec, President  
CannaGrow Holdings, Inc.  
1836 O'Neal Ave.  
Pueblo, CO 81003

Dear Mr. Janovec,

I have compiled the accompanying consolidated balance sheets of CannaGrow Holdings, Inc. (formerly BizAuctions, Inc.) and its wholly owned subsidiary (the "Company") as of December 31, 2022 and December 31, 2021, and the related consolidated statements of loss, changes in stockholders' deficit and cash flows for the periods then ended in accordance with Statements of Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

These financial statements have been prepared in accordance with United States generally accepted accounting principles.

I have participated in the decision-making process regarding certain financial transactions and am therefore not independent.

/s/ Brent Crouch

Brent Crouch  
March 17, 2023

CannaGrow Holdings, Inc.  
(Formerly BIZAUTIONS, INC)  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)

|  | December 31,<br>2022<br><u>(unaudited)</u> | December 31,<br>2021<br><u>(unaudited)</u> |
|--|--|--|
| <b>ASSETS:</b>   |  |  |
| Current Assets:  |  |  |
| Cash   | \$ -                                       | \$ -                                       |
| Inventory  | -  | -  |
| Accounts receivable  | 90,000                                     | 30,000                                     |
| Prepaid expenses   | -  | -  |
| Note receivable  | -  | -  |
| Total Current Assets   | <u>90,000</u>                              | <u>30,000</u>                              |
| Plant, Property and Equipment (net)  |  |  |
| Deposits   | -  | -  |
| Intangible assets - Candwich License   | -  | -  |
| Total Assets   | <u>\$ 90,000</u>                           | <u>\$ 30,000</u>                           |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |  |  |
| Current Liabilities:   |  |  |
| Accounts payable and accrued expenses  | \$ 94,313                                  | \$ 33,150                                  |
| Note Payable - related party   | 837,468                                    | 817,468                                    |
| Note Payable, short-term   | -  | -  |
| Total Current Liabilities  | <u>931,781</u>                             | <u>850,618</u>                             |
| Notes Payable, long-term   | -  | -  |
| Total Liabilities  | <u>931,781</u>                             | <u>850,618</u>                             |
| <b>STOCKHOLDERS' DEFICIT</b>   |  |  |
| Preferred stock, Series D, \$.001 par value; 25,000,000 shares authorized<br>10,000,000 shares issued and outstanding,   | 10,000                                     | 10,000                                     |
| Preferred stock, Series C convertible stock, 20,000,000 shares authorized<br>185,000 shares issued and outstanding<br>converts to \$5 of common shares per each share of preferred | 185  | 185  |
| Preferred stock - Series A convertible stock, 100,000,000 shares<br>authorized; voting rights - 10 votes to one share of common;<br>42,000,000 issued and outstanding              | 42,000                                     | 42,000                                     |
| Common stock, \$.001 par value; 300,000,000 shares authorized;<br>102,073,434 issued and outstanding at<br>December 31, 2022 and December 31, 2021                                 | 102,073                                    | 102,073                                    |
| Additional paid-in Capital   | 7,565,005                                  | 7,565,005                                  |
| Subscription receivable  |  |  |
| Retained deficit   | (8,561,044)                                | (8,539,881)                                |
| Total Stockholders' Deficit  | <u>(841,781)</u>                           | <u>(820,618)</u>                           |
| Total Liabilities and Stockholders' Deficit  | <u>\$ 90,000</u>                           | <u>\$ 30,000</u>                           |

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

CannaGrow Holdings, Inc  
(Formerly BIZACTIONS, INC.)  
CONSOLIDATED STATEMENT OF LOSS  
(unaudited)

|  | Year Ended         |                     |
|--|--------------------|---------------------|
|  | December 31,       | December 31,        |
|  |                    | 2021                |
| Revenues                                     | \$ 60,000          | \$ 637,635          |
| Cost of goods sold                           | 42,000             | \$ 557,282          |
| Gross profit                                 | <u>\$ 18,000</u>   | <u>80,353</u>       |
| Operating expenses:                          |                    |                     |
| Selling, general and administrative expenses | 39,163             | \$ 149,195          |
| Depreciation and amortization                | <u>-</u>           | <u>\$ -</u>         |
| Total operating expenses                     | 39,163             | 149,195             |
| Other income and expenses:                   |                    |                     |
| Interest expense                             | <u></u>            | <u>\$ 170,475</u>   |
| Loss before tax and extraordinary items      | <u>(21,163)</u>    | <u>(239,317)</u>    |
| Relief of debt income                        | -                  | 2,722,553           |
| Income tax expenses                          | <u></u>            | <u></u>             |
| Net income (loss)                            | <u>\$ (21,163)</u> | <u>\$ 2,483,236</u> |
| Net loss per common share                    | \$ (0.00)          | \$ 0.02             |
| Weighted average common shares outstanding   | 102,073,434        | 102,073,434         |

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

CannaGrow Holdings, Inc.  
(Formerly BIZAUTIONS, INC.)  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT  
FROM DECEMBER 31, 2018 To DECEMBER 31, 2022  
(Restated for a 1 for 17,000 reverse split effective 2-21-2012)  
(unaudited)

|  | Preferred stock |           | Common Stock |            | Additional         | Retained        |
|--|-----------------|-----------|--------------|------------|--------------------|-----------------|
|  | Shares          | Amount    | Shares       | Amount     | Paid-in<br>Capital | Deficit         |
| Balance at December 31 , 2018                        | 52,184,500      | \$ 52,185 | 102,073,434  | \$ 102,073 | \$ 7,565,005       | \$ (10,556,351) |
| Net income for the period<br>ended December 31, 2019 |                 |           |              |            |                    | (136,847)       |
| Balance at December 31 , 2019                        | 52,184,500      | \$ 52,185 | 102,073,434  | \$ 102,073 | \$ 7,565,005       | \$ (10,693,198) |
| Net income for the year<br>ended December 31, 2020   |                 |           |              |            |                    | (329,919)       |
| Balance at December 31 , 2020                        | 52,184,500      | \$ 52,185 | 102,073,434  | \$ 102,073 | \$ 7,565,005       | \$ (11,023,117) |
| Net income for the year<br>ended December 31, 2021   |                 |           |              |            |                    | 2,483,236       |
| Balance at December 31 , 2021                        | 52,184,500      | \$ 52,185 | 102,073,434  | \$ 102,073 | \$ 7,565,005       | \$ (8,539,881)  |
| Net income for the year<br>ended December 31, 2022   |                 |           |              |            |                    | (21,163)        |
| Balance at December 31 , 2022                        | 52,184,500      | \$ 52,185 | 102,073,434  | \$ 102,073 | \$ 7,565,005       | \$ (8,561,044)  |

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

CannaGrow Holdings, Inc.  
(Formerly BIZACTIONS, INC.)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

|  | Year Ended           |                      |
|--|----------------------|----------------------|
|  | December 31,<br>2022 | December 31,<br>2021 |
| Cash flows from operating activities:                        |                      |                      |
| Net income (Loss)  | \$ (21,163)          | \$ 2,483,236         |
| Adjustment to reconcile net loss to cash used in operations: |                      |                      |
| Relief of debt income  | -                    | (2,722,553)          |
| Change in operation accounts:                                |                      |                      |
| Accounts payable and accrued expenses                        | 61,163               | (3,606,286)          |
| Inventory  | -                    | 1,647                |
| Accounts receivable  | (60,000)             | 4,078,050            |
| Deposits   | -                    | 3,100                |
| Notes receivable   | -                    | 46,183               |
| Intangible assets  | -                    | 250,000              |
| Note Payable   | -                    | (292,447)            |
| Note payable related party                                   | 20,000               | (243,052)            |
|  | <u>-</u>             | <u>(2,122)</u>       |
| Cash flows from investing activities:                        |                      |                      |
| Purchase assets  | -                    | -                    |
| Sale assets  | -                    | -                    |
|  | <u>-</u>             | <u>-</u>             |
| Cash flows from financing activities:                        |                      |                      |
| Proceeds from loans (net)                                    | -                    | -                    |
|  | <u>-</u>             | <u>-</u>             |
| Increase (decrease) in cash                                  | -                    | (2,122)              |
| Cash - Beginning of the year                                 | -                    | 2,122                |
| Cash - End of the Period                                     | <u>\$ -</u>          | <u>\$ -</u>          |

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

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this year-end report.

The consolidated financial statements include a company which is effectively controlled directly by the Parent Company, where control is defined as the power to govern the financial operation policies. This control is generally evidenced when the company directly or indirectly owns more than 50% of the voting rights of the company's share capital. Significant intercompany transactions have been eliminated in consolidation.

In May of 2006, the Company's former parent, Green Endeavors LTD., formerly Net2Auction, Inc., purchased 50,000 shares (50,000,000 shares prior to the pre-reverse stock split on June 27, 2006) to gain a 50.02% ownership of BizAuctions, Inc. On June 27, 2006, the Company had a reverse stock split whereby each shareholder received one (1) share for each 1,000 shares owned. On June 28, 2006, the former parent company, Green Endeavors LTD., acquired 50,000,000 post reverse split shares to gain a 99.9% ownership of the Company's outstanding common stock. In this transaction, the Company acquired 100% of BizAuctions, Corp. from its parent. This transaction was valued at \$154,400 or \$0.003, per share.

As of December 31, 2022, and December 31, 2021, Delmar Janovec, and Brent Crouch, ("Parent" or its "Affiliates"), controlled approximately 65% and 69%, respectively, of the outstanding common stock of the Company. Upon the conversion of the Series A and Series D Preferred stock owned by Delmar Janovec and Brent Crouch would provide approximately 92% and 92% voting control of the Company as of December 31, 2022, and December 31, 2021.

Effective August 17, 2006, a forward stock split was effective whereby each shareholder of record received two (2) shares of common stock for each share owned.

**Business and Basis of Presentation**

BizAuctions, Inc. was formed as a Delaware Corporation on May 5, 1995, as Topper's Brick Oven Pizza, Inc. Since the inception of the Company there have been four (4) subsequent name changes to its current name, CannaGrow Holdings, Inc.

CannaGrow Holdings changed its business model during the spring of 2014 and has entered into the Medical and Recreational Marijuana industry in the State of Colorado as a Lessor, Liaison, and Consultant to real estate developers, licensed growers, and operators.

During the year ended December 31, 2022 and 2021 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,. The Company is exploring potential business development opportunities and ancillary services within the real estate industry.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**Business and Basis of Presentation-(Continued)**

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

The Company operates out of Pueblo, Co., and has two (2) full time employees at the end of this reporting period, 2022.

CannaGrow Holdings revenue from operations for the year-ended December 31, 2022, decreased to \$60,000 from \$637,635 for the corresponding year-ended December 31, 2021. The change in revenues is due to business fluctuations, renegotiation of the facilities lease, and serving as a property manager.

**Cash and Cash Equivalents**

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

**Income Taxes**

The Company has adopted Financial Accounting Standard No. 109 (SFAS 109) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

**Net Loss Per Common Share**

The Company computes earnings per share under Financial Accounting Standard No. 128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible preferred shares. During the periods ended December 31, 2022, and December 31, 2021, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.



**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**Revenue Recognition**

Revenue is recognized at the time the consulting services is provided to a client.

**Advertising**

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ended December 31, 2022, and December 31, 2021, advertising costs were not material to the statement of loss.

**Liquidity**

As shown in the accompanying financial statements, the Company has incurred a loss from operations before extraordinary items of (\$21,163) during the period-ended December 31, 2022. As of December 31, 2022, the Company had working capital deficit of (\$841,781). In order for the Company to sustain operations, additional working capital must be raised by increases in revenue realizing profitable margins, by the sale of equity securities, advances or loans from financial institutions or its affiliates.

**Concentrations of Credit Risk**

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

**Stock Based Compensation**

In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value-based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Accordingly, compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the reporting periods of December 31, 2022, and December 31, 2021.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**Comprehensive Income**

Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" (SFAS 130), establishes standards for reporting and display of comprehensive income, its components, and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, SFAS 130 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The Company adopted SFAS 130 during the periods ended December 31, 2022, and December 31, 2021, and has no items of comprehensive income to report.

**Segment Information**

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise, and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed herein, materially represents all of the financial information related to the Company's principal operating segment.

**New Accounting Pronouncements**

SFAS No. 168. In June of 2009, the Financial Accounting Standards Board, ("FASB"), issued SFAS No. 168, The FASB Accounting Standards Codification, and the Hierarchy of Generally Accepted Accounting Principles-replacement of SFAS No. 162. No 168 established the FASB Accounting Standards Codification as the source of authoritative accounting principles recognized by the FASB to be applied in the preparation of financial statements in conformity with accepted accounting principles. No.168 explicitly recognizes rule and interpretive releases of the Securities and Exchange Commission (SEC) under federal securities laws issued for fiscal years and interim periods ending after September 15, 2009. The Company has adopted SFAS No. 168 and there was no impact on the Company's consolidated financial statements or results of operations.

SFAS No. 165. In May of 2009, the Financial Accounting Standards Board, ("FASB"), issued SFAS No. 165, Subsequent Events No. 165 establishes general standards of accounting for, and requires disclosures of events that occur after the balance sheet date but before the financial statements are issued or available to be issued. SFAS No. 165 is effective for interim or annual financial periods ending after June 15, 2009 and should be applied prospectively. The Company has adopted SFAS 165 and there was no impact on the Company's consolidated financial statements or results of operations.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**  
(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE A - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**NOTE B – ACQUISITION**

On June 28, 2006, the Company entered into a purchase agreement ("Agreement") with Green Endeavors LTD., formerly Net2Auction, Inc., to acquire a 100% interest in BizAuctions, Corp. for the issuance of Fifty (50,000,000) million shares of common restricted stock.

**NOTE C – DUE FROM AFFILIATES**

The Company had no receivables due from Affiliates as of this reporting period, December 31, 2022.

**NOTE D – INVENTORY**

Inventory is valued at the lower of cost or market value.

**NOTE E – RELATED PARTY TRANSACTIONS**

During the calendar year 2012, the Company issued 33,333,300 shares of common restricted stock at \$0.015, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable, in the amount of \$49,999.

During the calendar year 2012, the Company issued 1,090,910 shares of common restricted stock at \$0.037, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable in the amount of \$40,367.

During the calendar year 2012, the Company issued 508,075 shares of common restricted stock at \$0.02, per share, to an officer and director of the Company in exchange for a partial reduction of a note payable, in the amount of \$10,162.

During the calendar years 2009 and 2008, the Company issued its parent 60,000,000 shares of common restricted stock and 42,000,000 of Series A Preferred for services rendered and financial guarantees.

During the calendar year 2009, the Company issued 50,000,000 shares of common restricted stock to the officers of the Company for services rendered and financial guarantees.

During the calendar year 2009, the Company issued its parent 10,000,000 shares of Series D Preferred in exchange for the partial reduction of debt in the amount of \$179,046 owed to its parent.

During the calendar year 2008, the Company issued 8,000,000 shares of restricted common stock to an officer of the Company for the conversion of debt in the amount of \$80,000 that was owed to the officer of the Company.

On June 28, 2006, the Company purchased 100% of Green Endeavors LTD., formerly Net2Auction, Inc.'s subsidiary, BizAuctions, Corp. for the issuance of Fifty (50,000,000) million shares of its common restricted stock. The total value of the transaction was \$154,400.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE F – NOTES PAYABLE-RELATED PARTY**

As of December 31, 2022, the Company had notes payable to an officer of the Company in the amount of \$418,734. The note is payable on demand and is non-interest bearing and is convertible into common stock, at the option of the note holder.

As of December 31, 2022, the Company had notes payable to Brent Crouch, a former officer, in the amount of \$418,734. The note is payable on demand and interest of 9% and is convertible into common stock, at the option of the note holder.

**NOTE G – NOTES PAYABLE**

The Company received notice during the 4<sup>th</sup> quarter 2021 from the accredited investors holding debt instruments in the Company that all of the convertible promissory notes and accrued interests were forgiven, effectively immediately. The cancellation was due in part to the reinterpretation of the SEC Regulations governing Convertible Promissory Notes.

(For additional information please see Note L- Other Matters of this report and year-end reports for December 31, 2021 and December 31, 2020 filed with the OTC Markets, at <http://www.otcmkts.com> )

**NOTE H – NOTE RECEIVABLES**

During the 4<sup>th</sup> quarter of 2021, the Company determined the Note Receivables to be uncollectible.

**NOTE I– STOCHOLDERS’ DEFICIT**

Preferred Stock:

The Company is authorized to issue 150,000,000 shares with 100,000,000 of Series A Preferred stock, 5,000,000 shares of Series B Preferred stock, 20,000,000 shares of Series C Preferred stock, and 25,000,000 shares of Series D Preferred stock.

The Series A Preferred stock is convertible at the option of the holder into common stock at the rate of 10 shares of common for every one share of Series A Preferred after one year from the date of issue. Each share of Series A Preferred stock has voting rights equal to 10 shares of common stock.

The Series B Preferred stock is convertible at the option of the holder into common stock at the rate of 1 share of common for each share of Series B after one year from the date of issue. Each share of Series B Preferred stock has voting rights equal to 1 share of common stock.

The Series C Preferred stock has a stated conversion value of \$5.00, per share, upon conversion to common stock. Each share of Series C Preferred stock has voting rights equal to five shares of common stock.

The Series D Preferred stock has a stated conversion value of \$2.00 divided by 50% of the average closing price of the Common Stock on five business days preceding the date of conversion. Each share of the Series D Preferred stock has voting rights equal to the conversion factor at the time of conversion.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE I- STOCKHOLDERS' DEFICIT-(CONTINUED)**

As of December 31, 2022, and December 31, 2021 respectively, the Company had 42,000,000 and 42,000,000 shares of Series A preferred stock outstanding, 0 and 0 shares of Series B preferred stock outstanding, 185,000 and 185,000 shares of Series C preferred stock outstanding, 10,000,000 and 10,000,000 shares of Series D preferred stock outstanding.

Issuances of Preferred stock during the calendar year 2022:

There were no issuances of Preferred Shares during this reporting period.

Issuances of Preferred stock during the calendar year 2021:

There were no issuances of Preferred Shares during this reporting period.

(Please note the Company does not have adequate number of authorized shares of common stock for the conversion of the Preferred Series A, C, and D classes of stock.)

**Common Stock:**

The Company is authorized 300,000,000 shares of common stock with a par value of \$.001 per share. As of December 31, 2022, and December 31, 2021 respectively, the Company has issued and has outstanding, 102,073,434 and 102,073,434 shares of common stock.

Issuances of common stock during the calendar year 2022:

There were no issuances of common stock during this reporting period.

Issuances of common stock during the calendar year 2021:

There were no issuances of common stock during this reporting period.

**NOTE J – COMMITMENTS AND CONTINGENCIES**

The Company no longer sub-leases office space from SGD Holdings, Ltd.

**NOTE K-LEGAL**

Since the filing of the Company's Annual Year-end report for the period-ended December 31, 2021, no material changes have occurred to the legal proceedings reported therein.

(For additional information, please see the Company's Year-End report for December 31, 2021 & December 31, 2020, filed with the OTC Markets, at <http://www.otcmkt.com> )

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**

(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE L—OTHER MATTERS**

The Company received notice in the 4<sup>th</sup> quarter 2021 from the accredited investors holding debt instruments in the Company, that all Convertible Promissory Notes and accrued interests are forgiven. The cancellation of the notes and interests were due in part by the recent reinterpretations of the SEC Regulation-Statutes governing Convertible Promissory Notes.

(For additional information, please see the Company's Year-End report for December 31, 2021 & December 31, 2020, filed with the OTC Markets, at <http://www.otcmkmarkets.com> )

The Company filed to amend its articles of incorporation with the State of Delaware on August 11, 2015, whereby amending its articles of incorporation after receiving written consent by more than 70% of the shareholders of the Company, to reduce the authorized common stock from Five Hundred Million, (500,000,000), to Three Hundred Million, (300,000,000) shares with an effective date of September 22, 2015. Shareholders of record as of August 7, 2015, were given notice of this corporate action by regular mail. The Company was not required to file a Notice of Corporate Action with FINRA.

The Company filed with FINRA for a Notice of Corporate Action on or about October 17, 2014, whereby the Company amended its articles of incorporation with the State of Delaware on October 2, 2014, after receiving consent by more than 70% of the shareholders of the Company, to change the corporate name of the Company to CannaGrow Holdings, Inc., with an effective date for the name change of November 1, 2014. Shareholders of record as of October 2, 2014, were given notice of this corporate action by regular mail. The Company received final approval from FINRA on November 5, 2014 for the name change and a new CUSIP number from CUSIP.

The Company filed to amend its articles of incorporation with the State of Delaware on November 5, 2014, whereby amending its articles of incorporation after receiving consent by more than 70% of the shareholders of the Company, to reduce the authorized common stock from Two Billion, (2,000,000,000), to Five Hundred Million, (500,000,000) shares and the Preferred Shares remaining at One Hundred Fifty Million, (150,000,000), shares with an effective date of December 1, 2014. Shareholders of record as of November 2, 2014, were given notice of this corporate action by regular mail. The Company was not required to file a Notice of Corporate Action with FINRA for this corporate action.

On December 16, 2011, the Board of Directors, as approved by written consent of the majority shareholders in excess of 60% of the voting rights of the Company, received the approval and authorization for a reclassification or reverse split of the common stock for a 1:17,000, and filed with the State of Delaware for an amendment to the Articles of Incorporation on December 19, 2011, with an effective date of December 28, 2011. The shareholders of record on December 16, 2011 received notice of the action taken by the Board of Directors. The Company filed with FINRA and CUSIP for the reclassification of the common stock on December 23, 2011, with final approval on February 17, 2012.

**NOTE M - SUBSEQUENT EVENTS**

There were no Subsequent Events as of the filing of this report.

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**  
(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE N - INCOME TAXES**

The Company has adopted Financial Accounting Standard No. 109 which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

On December 31, 2022, the Company has available for federal income tax purposes a net operating loss carry forward of, (\$8,500,000), beginning to expire in the year 2025, that may be used to offset future taxable income. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the start-up status of the Company, the tax benefits will not be recognized until income is realized. Due to significant changes in the Company's ownership, the future use of its existing net operating losses may be limited.

Components of deferred tax assets as of December 31, 2022, are as follows:

|                                  |              |
|----------------------------------|--------------|
| Non-Current:                     |              |
| Net operating loss carry forward | \$ 2,000,000 |
| Valuation allowance              | (2,000,000)  |
|                                  | -----        |
| Net deferred tax asset           | \$ --        |
|                                  | =====        |

**CannaGrow Holdings, Inc.**  
**(formerly BizAuctions, Inc.)**  
(Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE O - GOING CONCERN**

The accompanying consolidated statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements during the period-ended December 31, 2022, the Company incurred a loss from operations of (\$21,163) and has not obtained positive cash flow from operation under its current operating plan. This may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon advances from its Parent company and its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued developing, marketing, and selling of its products and additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. In order to improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. If operations and cash flows continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.