

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator, although OTC Markets Group as a matter of policy welcomes comments from these and other regulators. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information, Limited Information or No Information.² The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

Qualifications for the Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com (note financial statements may be included within a disclosure statement or included by reference):
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the company’s latest fiscal year end and each subsequent quarter for which reports are due. Disclosure statements should include all information in accordance with these Pink Basic Disclosure Guidelines (see the fillable form starting on Page 4).
 - **Financial Statements:** Annual and quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements) for the previous two completed fiscal years and each subsequent quarter. If the annual financial statements are audited, please attach the audit letter from the audit firm. Financial statements may be included within the disclosure statement for corresponding periods or posted separately and incorporated in the disclosure statement by reference.
3. If financial statements are not audited by a PCAOB registered firm:

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)) to OTC Markets Group via email to issuers@otcmarkets.com or fax (212-652-5920).
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ.
4. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.

Ongoing Qualification for the Pink Current Information Tier:

1. **For each Fiscal Quarter End**, file a Quarterly Report through OTCIQ within **45 days** of the quarter end. (A separate Quarterly Report is not required for the 4th quarter.) The Quarterly Report should include:
 - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
 - **Financial Statements:** Quarterly financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
2. **For each Fiscal Year End**, file an Annual Report through OTCIQ within **90 days** of the fiscal year end. The Annual Report should include:
 - **Disclosure Statement:** Disclosure information pursuant to these Guidelines. Use the fillable form beginning on page 4.
 - **Financial Statements:** Annual financial statements (including a balance sheet, income statement, statement of cash flows, and notes to financial statements).
 - **Attorney Letter:** If the annual financial statements are not audited by a PCAOB registered firm, submit an Attorney Letter in accordance with the [Attorney Letter Guidelines](#) through OTCIQ within **120 days** of the fiscal year end.

Qualifications for the Pink Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months may qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](#) by submitting an OTCIQ Order Form.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and file through OTCIQ. The Quarterly Report or Annual Report must include:
 - **Financial Statements:** A balance sheet and income statement for a period within the previous 6 months. The financial statements must be prepared in accordance with US GAAP or IFRS but are not required to be audited.³
 - **Outstanding Shares:** The current number of outstanding shares from a period no later than the financial statements above.

³ Please note that Cash Flow Statements are not required to qualify for the Pink Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's financials tab on www.otcmarkets.com.

- A company in the Pink Limited Information tier may, but is not required to, include information in accordance with these Pink Basic Disclosure Guidelines using the fillable form beginning on page 4.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on www.otcm Markets.com.

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Medical Cannabis Payment Solutions

A Nevada Corporation

109 E. 17th Street, Suite 4634, Cheyenne Wyoming 82001

(702) 706-7011

www.paywithgo.com

hello@paywithgo.com

6513

Quarterly Report

For the Period Ending: March 31, 2019

(the "Reporting Period")

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

471,966,899 shares of common stock and 17,000 shares of Series A Convertible Preferred Stock

As of March 31, 2018, the number of shares outstanding of our Common Stock was:

445,459,485 shares of common stock and 20,800 shares of Series A Convertible Preferred Stock

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

Yes: No: (Double-click and select "Default Value" to check)

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 Control⁵ of the company has occurred over this reporting period:

Yes: No:

⁵ "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.

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

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

Medical Cannabis Payment Solutions, a Nevada corporation incorporated on May 17, 2013 as Medical Cannabis Payment Systems, is the product of a holding company reorganization completed in September, 2013 by Refill Energy, Inc. Refill Energy was a Nevada corporation incorporated on December 1, 2005, as the successor by merger on April 20, 2006 to WCollect.com, a Florida corporation incorporated on October 10, 1989. Until October 23, 2009, the predecessor issuer's name was Granite Energy, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Medical Cannabis Payment Solutions was incorporated in Nevada as of May 17, 2013, it is the product of a holding company reorganization completed in September, 2013 by Refill Energy, Inc. Refill Energy was a Nevada corporation incorporated on December 1, 2005 as the successor by merger on April 20, 2006 to WCollect.com, a Florida corporation incorporated on October 10, 1989, Until October 23, 2009 the predecessor issuer's name was Granite Energy, Inc. The issuer is currently in good standing in the state of Nevada.

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

Yes: No:

2) Security Information

Trading symbol:	<u>REFG</u>
Exact title and class of securities outstanding:	<u>Common stock and Series A Convertible Preferred Stock</u>
CUSIP:	<u>584502 10 8</u>
Par or stated value:	<u>\$.0001 for both the common and Series A convertible preferred stock</u>

Total shares authorized:	<u>490,000,000</u>	as of date: <u>March 31, 2019</u>
Total shares outstanding:	<u>471,966,899</u>	as of date: <u>March 31, 2019</u>
Number of shares in the Public Float ⁶ :	<u>186,403,812</u>	as of date: <u>March 31, 2019</u>
Total number of shareholders of record:	<u>485</u>	as of date: <u>March 31, 2019</u>

Additional class of securities (if any):

Trading symbol:	<u>REFG</u>
Exact title and class of securities outstanding:	<u>Preferred stock</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$.0001</u>
Total shares authorized:	<u>10,000,000 including 250,000 Series A convertible preferred</u>
	as of date: <u>December 31, 2018</u>
Total shares outstanding:	<u>17,000</u> Series A convertible preferred as of date: <u>December 31, 2018</u>

⁶ "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: Action Stock Transfer Corporation
Phone: (801) 274-1088
Email: <http://www.actionstocktransfer.com>

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

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

N/A

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>12/31/2016</u>		Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.					
		Common: <u>219,592,818</u> Convertible Preferred: <u>33,600</u>							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>5/5/2017</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>y</u>	<u>Caro Partners</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>8/28/17</u>	<u>new</u>	<u>10,000,000</u>	<u>Comm on</u>	<u>\$0.01</u>	<u>y</u>	<u>Geostar</u>	<u>4000 preferred shares converted</u>	<u>U</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Curt Bramble</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Paul Rogers</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Jeff Rogers</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>First Bitcoin Capital</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Asia Partners</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Sean Hullinger</u>	<u>Officer services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Tyler Young</u>	<u>Officer services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Kaitain LLC</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>1,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Bruce Starr</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>1,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>M. Haridopoulos</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Cannabis Sativa</u>	<u>Barter crypto currency</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>1,666,667</u>	<u>Com</u>	<u>\$0.03</u>	<u>y</u>	<u>Yaretzi Metzi</u>	<u>cash</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>New</u>	<u>4,000,000</u>	<u>Com</u>	<u>\$0.025</u>	<u>y</u>	<u>Iron Grid</u>	<u>cash</u>	<u>R</u>	<u>Non exempt</u>
<u>8/28/17</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Chi Group</u>	<u>4000 preferred shares converted</u>	<u>U</u>	<u>Non exempt</u>
<u>3/31/17</u>	<u>New</u>	<u>1,000,000</u>	<u>com</u>	<u>\$0.01</u>	<u>y</u>	<u>J. Whetten</u>	<u>Cashless exercise of warrant</u>	<u>U</u>	<u>Non exempt</u>

<u>10/1/17</u>	<u>new</u>	<u>12,000,000</u>	<u>com</u>	<u>\$0.01</u>	<u>y</u>	<u>Iron Grid</u>	<u>4800 preferred converted</u>	<u>U</u>	<u>Non exempt</u>
<u>3/31/17</u>	<u>New</u>	<u>7,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>D.Schenk</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>10/1/17</u>	<u>new</u>	<u>120,000,000</u>	<u>com</u>	<u>\$0.01</u>	<u>y</u>	<u>Jeremy Roberts</u>	<u>Executive services</u>	<u>R</u>	<u>Non exempt</u>
<u>2/16/18</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Lyons Capital</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>2/16/18</u>	<u>New</u>	<u>3,200,000</u>	<u>Com</u>	<u>\$0.025</u>	<u>Y</u>	<u>Iron Grid</u>	<u>cash</u>	<u>R</u>	<u>Non exempt</u>
<u>2/16/18</u>	<u>New</u>	<u>6,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>y</u>	<u>Iron Grid</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>5/1/18</u>	<u>New</u>	<u>3,000,000</u>	<u>com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Caro Partners</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
<u>8/20/18</u>	<u>new</u>	<u>3,643,273</u>	<u>com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Greentree</u>	<u>Debt conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>12/14/18</u>	<u>new</u>	<u>6,356,693</u>	<u>com</u>	<u>\$0.01</u>	<u>y</u>	<u>Greentree</u>	<u>Debt conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>1/22/19</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.025</u>	<u>Y</u>	<u>Iron Grid</u>	<u>Cash</u>	<u>R</u>	<u>Non exempt</u>
<u>2/27/19</u>	<u>new</u>	<u>9,500,000</u>	<u>com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Iron Grid</u>	<u>3800 preferred conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>3/19/19</u>	<u>New</u>	<u>4,007,448</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Greentree</u>	<u>Debt conversion</u>	<u>U</u>	<u>Non exempt</u>
<u>1/18/19</u>	<u>Cancelled</u>	<u>2,000,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Bramble</u>	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
<u>3/29/19</u>	<u>New</u>	<u>1,500,000</u>	<u>Com</u>	<u>\$0.01</u>	<u>Y</u>	<u>Spin City</u>	<u>Consulting services</u>	<u>R</u>	<u>Non exempt</u>
Shares Outstanding on <u>3/31/19</u> :	Ending Balance: Common: <u>471,966,899</u> Preferred: <u>17000</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 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 any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/20/19</u>	<u>\$144,000</u>	<u>\$120,000</u> <u>0</u>	<u>\$0</u>	<u>2/28/19</u>	<u>OID Convertible note at \$0.02 or 70% of market price on closing date.</u>	<u>Box 160 Leesburg LP</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$55,000</u>	<u>\$50,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>Charton Capital</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$55,000</u>	<u>\$50,000</u>	<u>\$0</u> -	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>J. Phelan</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$33,000</u>	<u>\$30,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>Weiser Trust</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>D.Goldstein</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$27,500</u>	<u>\$25,000</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>D.Reiter</u>	<u>loan</u>
<u>3/31/19</u>	<u>\$110,000</u>	<u>\$100,000</u> <u>0</u>	<u>\$0</u>	<u>3/31/20</u>	<u>OID convertible note at \$0.016 per share plus 100% warrant coverage</u>	<u>Spin City</u>	<u>loan</u>

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

Name: Benjamin Young
Title: CPA
Relationship to Issuer: accountant

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

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

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

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

The quarterly financial statement ended March 31, 2019 is posted to the OTCIQ site separately as of June 1, 2019

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")

Our business operations consist of our full time CEO, Jeremy Roberts, whom runs the day to day operations. See below for more information on what we do.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

N/A

- C. Describe the issuers' principal products or services, and their markets

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Our primary focus since organization in May 2013 has been the development of ancillary services for the medical marijuana industry and recently for the entire legal cannabis industry. Since 1996, medicinal cannabis, commonly referred to as medical marijuana, has been legalized by 29 states and the District of Columbia. Eight states and the District of Columbia have legalized recreational cannabis. Several additional states are considering legislation for legalization in the future. Our business is primarily conducted through our StateSourced subsidiary.

We believe that we can serve the legal cannabis industry with a leading end-to-end payment processing solution that is FinCEN compliant and meets the growing demands of the market. The company serves both sides of the industry, offering payment and management solutions that are integrable for medical as well as recreational-related businesses and dispensaries.

Our proprietary payment system, referred to as “Go” or “PayWithGo.com,” offers one of the first and only comprehensive card processing solutions to serve state-sanctioned marijuana industries. After considerable time and investment in market research and product development, we specifically tailored the platform’s technology to be geared specifically to the cannabis industry. The result is an alternative-to-cash option, as well as a completely-integrated, state-of-the art payment platform that is the industry’s first-of-its-kind compliant payment processing solution. The solution provides security, convenience and sector-specific tools and empowers businesses with comprehensive client management functionality, capabilities to track sales and tax collection, and a distinct advantage in meeting regulatory requirements.

Go’s payment solution card allows customers and patients to link a checking account from any U.S. bank to their Go account. The card is specific for the purchase of cannabis- related products from state-sanctioned vendors, which means it must be used for payment for these products within a state where marijuana is legal.

Within the system, we can earn revenue in the form of a percentage of all financial transactions.

As a fully FinCEN compliant company, our payment solution does not allow use of VISA, MasterCard or other credit card transactions that are currently prohibited as financial transactions with federally controlled substances. In addition, our payment system cards provide only debit from bank account transaction functionality and are not gift and reloadable cards. Gift/reloadable cards do not meet security and compliance standards, nor do they offer the convenience of our payment cards.

Our payment solutions allow legal dispensaries and related businesses to utilize the system to pay employees, bills, and owners/managers through electronic funds similar to any other business. In addition, the system enables capabilities to track sales and tax collection, as well as manage product and client information in one comprehensive platform. An additional value-added feature allows legal cannabis dispensaries the option of branding our cards to include their logo and image at no cost.

Both medical and recreational marijuana industries are projected to continue their upward trend as legalization continues. A Statista report estimates the U.S. medical marijuana market to reach sales of nearly \$7 billion by 2021 with combined medical and recreational sales expected to eclipse \$26 billion in the same year (<http://nnw.fm/B6s7T>). Further, significant growth is expected to follow, with the combined market size projected to reach \$37 billion by 2024.

Our StateSourced administration system is designed to be a robust, instrumental, closed loop merchant processing system. In response to the industry's overwhelming need to have a private and encrypted digital solution to serve the rapidly growing legal marijuana industry, StateSourced brings to market the first and only first-tier merchant processing operation of its kind; a comprehensive structure which tracks sales and tax collection, and empowers businesses with an outstanding state-of-the-art client management system. We expect our first sales will be achieved in the next three months. As of the date of this report.

Prior to March 2016, through our Ghost Apps subsidiary, the Company developed and marketed integrated supply and distribution technology mandated or to be mandated by many of these states, through our S2S "Seed-to-Sale" integrated solution. In March 2016, we formed State Sourced as a wholly-owned subsidiary to develop and market our proprietary payment solution system. State Sourced assists in state tracking of sales, collection of tax, and supervision of sales to consumers. Most importantly, State Sourced includes a private, closed loop merchant processing system and to the knowledge of management, is the only first-tier processing system available to the industry. In fiscal 2016, we began to focus our efforts exclusively on the State Sourced business, and the Ghost Apps business has been accounted for as discontinued operations.

The traditional banking and merchant processing system has been virtually unavailable to the medical cannabis industry. On February 14, 2014, the Financial Crimes Enforcement Network

(“FinCEN”) issued guidance (Guidance FIN-2014-G001) to financial institutions with respect to servicing cannabis businesses, and in particular, the application of the Bank Secrecy Act to cannabis transactions. The FinCEN guidance represents an effort to clarify the issue for financial institutions. The guidance provided the following factors for institutions to consider:

In assessing the risk of providing services to a marijuana-related business, a financial institution should conduct customer due diligence that includes: (i) verifying with the appropriate state authorities whether the business is duly licensed and registered; (ii) reviewing the license application (and related documentation) submitted by the business for obtaining a state license to operate its marijuana-related business; (iii) requesting from state licensing and enforcement authorities available information about the business and related parties; (iv) developing an understanding of the normal and expected activity for the business, including the types of products to be sold and the type of customers to be served (e.g., medical versus recreational customers); (v) ongoing monitoring of publicly available sources for adverse information about the business and related parties; (vi) ongoing monitoring for suspicious activity, including for any of the red flags described in this guidance; and (vii) refreshing information obtained as part of customer due diligence on a periodic basis and commensurate with the risk. With respect to information regarding state licensure obtained in connection with such customer due diligence, a financial institution may reasonably rely on the accuracy of information provided by state licensing authorities, where states make such information available.

As part of its customer due diligence, a financial institution should consider whether a marijuana-related business implicates one of the potential Federal enforcement priorities or violates state law. This is a particularly important factor for a financial institution to consider when assessing the risk of providing financial services to a marijuana-related business. Considering this factor also enables the financial institution to provide information in BSA reports pertinent to law enforcement’s priorities. A financial institution that decides to provide financial services to a marijuana-related business would be required to file suspicious activity reports (“SARs”) as described below.

Notwithstanding the issuance of this guidance, except for isolated, intermittent periods of time, financial institutions have not provided access to the cannabis industry. In part, this is because financial institutions have not been able to establish the required due diligence regime. State Sourced has developed a unique proprietary system to address these issues, and in 2018 intends to begin entering into agreements with dispensaries and other businesses in the medical cannabis industry.

The Company also works with public officials and government agencies to expand the acceptance of medicinal cannabis, and the adoption of a legal framework where maximum market expansion is possible. The Company believes that it is also positioned to lead the entire market in payment and transaction services as a result of its fast-moving efforts to change the legal and financial landscape of the medicinal cannabis marketplace.

Since commencing operations in July 2013, the Company has invested significant time and resources into product development, market research and brand strategy in preparation for the growing market in state-legalized cannabis. This approach has put the Company, it is believed, in a unique position to service the industry and emerging economy.

Competition

To our knowledge, no other company offers a completely integrated closed loop first tier processing system for medical cannabis transactions. There can be no assurance, however, that other parties will seek to emulate our business methods and practices. Many of those companies can be expected to have greater financial and management expertise than the Company. If such competitors arise, it could have a serious adverse effect on the Company.

Federal Regulation and Our Business

Cannabis is currently a Schedule I controlled substance and is therefore illegal under federal law. Even in those states in which the use of cannabis has been legalized, its use, possession, or cultivation remains a violation of federal laws. A Schedule I controlled substance is defined as one that has no currently accepted medical use in the United States, a lack of safety for use under medical supervision and a high potential for abuse. The U.S. Department of Justice (the “DOJ”) defines Schedule I controlled substances as “the most dangerous drugs of all the drug schedules with potentially severe psychological or physical dependence.” If the federal government decides to enforce the Controlled Substances Act with respect to cannabis, persons that are charged with distributing, possessing with intent to distribute, or growing cannabis could be subject to fines and terms of imprisonment, the maximum being life imprisonment and a \$50 million fine.

As of the date of this report, 33 states, the District of Columbia, Guam and Puerto Rico have comprehensive medical marijuana programs and at least another 13 states allow the use of products with low-THC (the active ingredient in marijuana) for medical purposes. The state laws are in conflict with the federal Controlled Substances Act (the “CSA”), which makes cannabis use and possession illegal on a national level. The Obama administration stated that it is not an efficient use of resources to direct law federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical cannabis. After initially indicating that it would change course, the Trump administration has expressed in the March 2018 quarter that it intends to continue the Obama Administration priorities in this regard. However, the specific implementation of this policy by the Trump Administration remains unclear as of the date of this report. In March 2015, legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical use of cannabis without risk of prosecution. A key component of the proposed Compassionate Access, Research Expansion, and Respect States Act (the “CARERS Act”) is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses. There is no guarantee that the administration will not change its stated policy regarding the low-priority enforcement of federal laws. Additionally, any new administration could change this policy and decide to enforce the federal laws strongly. Any such change in the federal government’s enforcement of current federal laws could cause significant financial damage to us. While we do not intend to harvest, distribute or sell cannabis, we may be irreparably harmed by a change in enforcement by the federal government.

The Company does not grow or distribute cannabis. However, our providing of software and payment systems to state-approved cannabis cultivators and dispensary facilities could be deemed to be aiding and abetting illegal activities, a violation of federal law. Nonetheless, under current enforcement guidelines the Company’s activities would not be prosecuted. We intend to remain within the enforcement guidelines which are currently Federal policy, but we cannot provide assurance that the Company will be able to comply with those guidelines in effect now or in the future.

Current Federal appropriations legislation for the fiscal year ended September 30, 2018 prohibits the expenditure by the Department of Justice of any funds to prevent the implementation of medical marijuana laws by any state or the District of Columbia or Puerto Rico. In *United States v McIntosh*, the 9th Circuit Court of Appeals held that the operators and growers had standing to challenge federal indictments for violations of the Controlled Substances Act. It is unknown whether future

appropriations acts will include similar provisions or whether other circuits will follow the lead of the 9th Circuit.

The Obama Administration informally provided guidance to DOJ attorneys and law enforcement to focus their enforcement resources on persons or organizations whose conduct interferes with any one or more of the following important priorities (the “Enforcement Priorities”): (a) preventing distribution of cannabis to minors; (b) preventing revenue from cannabis from going to gangs, cartels and other illegal participants; (c) preventing the diversion of cannabis from states where it is legal to states where it is illegal; (d) preventing state-authorized cannabis activity from being a cover or pretext for the trafficking of other illegal drugs; (e) preventing violence and the use of firearms in the cultivation and distribution of cannabis; (f) preventing drugged driving and the exacerbation of other adverse public health consequences associated with cannabis use; and (g) preventing the growing of cannabis on public lands and its use or possession on Federal property.

The DOJ may issue in the future supplemental guidance directing that prosecutors also consider the Enforcement Priorities with respect to federal money laundering, unlicensed money transmitter, and BSA offenses predicated on cannabis-related violations of the CSA.

To the knowledge of management, the Company has never been a “shell company” since its incorporation. Our belief that we are not a shell company is based on the fact that the Company has been continuously engaged in more than “nominal” operations since inception in 2013. We have engaged in a significant level of operational activities, including developing software and our payment system. Although only our President is full time, the other officers have devoted and continue to devote significant amounts of highly skilled legal and technological services to the Company, for compensation which is highly favorable to the Company. A number of persons have invested nearly \$1.5 million in cash into the Company.

Risk Factors

This section of this Quarterly Disclosure Statement discloses material risks known to us. We do not make, nor have we authorized any other person to make, any representation about the future market value of our common stock. In addition to the other information contained in this Quarterly Disclosure Statement, the following factors should be considered carefully in evaluating an

investment in our securities. If any of the risks discussed below materialize, our common stock could decline in value or become worthless. The risks and uncertainties described below are not the only ones facing the Issuer. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently believes are immaterial may also impair the Issuer's business operations.

RISK FACTORS RELATED TO THE MEDICAL CANNABIS INDUSTRY

The medical cannabis industry is subject to Federal, state and local regulations, which at times are in conflict with each other.

Our proposed business is dependent on state laws pertaining to the cannabis industry. Continued development of the cannabis industry is dependent upon continued legislative authorization of cannabis at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt use of cannabis, which would negatively impact our proposed business.

As of the date of this report, twenty-nine states and the District of Columbia allow their residents to use medical cannabis. The state laws are in conflict with the federal Controlled Substances Act, which makes cannabis use and possession illegal on a national level. The Obama administration made numerous statements indicating that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical cannabis. Although the Trump Administration has signaled that it will continue the same policies, any change in the federal government's enforcement of current federal laws could cause significant financial damage to the Company and its stockholders. Under current and prior Federal budget appropriations bills, the US Department of Justice is not permitted to use Federal funds to prosecute medical marijuana activities which comply with state law.

Cannabis remains illegal under federal law. Despite the development of a legal cannabis industry under the laws of certain states, these state laws legalizing medical and adult cannabis use are in conflict with the Federal Controlled Substances Act, which classifies cannabis as a Schedule-I controlled substance and makes cannabis use and possession illegal on a national level. The United States Supreme Court has ruled that it is the federal government that has the right to regulate and

criminalize cannabis, even for medical purposes, and thus federal law criminalizing the use of cannabis preempts state laws that legalize its use. In March 2015, bipartisan legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical use of cannabis without fear of prosecution. A key component of the proposed Compassionate Access, Research Expansion, and Respect States Act (the “CARERS Act”) is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses.

The cannabis industry faces significant opposition. It is believed by many that large well-funded businesses may have a strong economic opposition to the cannabis industry. For example, medical cannabis will likely adversely impact the existing market for the current “cannabis pill” sold by mainstream pharmaceutical companies. Further, the medical cannabis industry could face a material threat from the pharmaceutical industry, should cannabis displace other drugs or encroach upon the pharmaceutical industry’s products. The pharmaceutical industry is well funded with a strong and experienced lobby that eclipses the funding of the medical cannabis industry. Any inroads the pharmaceutical industry could make in halting or impeding the cannabis industry could have a detrimental impact on our proposed business.

Potential customers of the Company have difficulty accessing the service of banks, which may make it difficult for them to operate. Since the use of cannabis is illegal under federal law, many banks will not accept for deposit funds from businesses involved with cannabis. Consequently, businesses involved in the cannabis industry often have trouble finding a bank willing to accept their business. The inability to open bank accounts may make it difficult for potential customers, clients and tenants of the Company to operate. On the other hand, we believe that our system can permit businesses in the industry to participate in the banking system.

Laws and regulations affecting the medical cannabis industry are constantly changing, which could detrimentally affect our proposed operations. Local, state and federal medical cannabis laws and regulations are broad in scope and subject to evolving interpretations, which could require us to incur substantial costs associated with compliance or alter our business plan. In addition, violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our operations. Furthermore, it is possible that regulations may be enacted in the future that will be directly applicable to our proposed business. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

We operate in a highly competitive industry and potential competitors could duplicate our business model.

We are involved in a highly competitive industry where we compete with numerous other companies who offer products and services similar to those we offer. There is no aspect of our business, which is protected by patents; we rely on trade secret protection, copyrights, trademarks, and trade names. As a result, potential competitors will likely attempt to duplicate our business model. Some of our potential competitors may have significantly greater resources than we have, which may make it difficult for us to compete. There can be no assurance that we will be able to successfully compete against these other entities.

RISKS RELATED TO OUR CORPORATE OPERATIONS

We have a limited operating history and may never be profitable.

Since we have a limited operating history, it is difficult for potential investors to evaluate our business. We expect that we will continue to need to raise additional capital in order to fund our operations. There can be no assurance that such additional capital will be available to us on favorable terms or at all. There can be no assurance that we will be profitable.

Our financial statements have not been audited by a certified public accountant.

Management has prepared the accompanying financial statements. They have not been audited by a certified public accountant. A certified public accountant is required to undertake certain procedures when it audits financial statements. Those audit procedures are designed to ensure the reliability and accuracy of the financial statements and to detect fraud and the potential for fraud

in the issuer's financial reports. Investors will not have the benefit accruing from an independent audit of the financial statements.

No intention to pay dividends.

A return on investment may be limited to the value of our common stock. We do not currently anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the Board may consider relevant. Our current intention is to apply net earnings, if any, in the foreseeable future to increasing our capital base and development and marketing efforts. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of our common stock, and in any event, a decision to declare and pay dividends is at the sole discretion of the Board. If we do not pay dividends, our common stock may be less valuable because a return on your investment would only occur if the Company's stock price appreciates.

Our ability to continue as a going concern is not free from doubt.

There is substantial doubt about our ability to continue as a going concern. Our financial statements have been prepared on a going concern basis, which assumes we will be able to realize our assets and discharge our liabilities in the normal course of business for the foreseeable future. We have incurred a loss since May 17, 2013 (Inception) resulting in an accumulated deficit of approximately \$1.5 million as of December 31, 2017 and further losses are anticipated in the development of our business.

Our ability to continue as a going concern is dependent upon our becoming profitable in the future and, or, obtaining the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. There is no guarantee that we will be successful in achieving these objectives.

Risks of our payment processing systems

Our proprietary payment processing system is new, and there could be unanticipated problems with its operations. We as yet have no contracts for our processing system, and there is no assurance when we will commence obtaining a significant level of contracts.

Payment software is subject to security risks (cyber security) and the potential loss of confidential customer data. There have recently been a number of high – profile data breaches. Such data breaches could result in serious liability to the Company.

Risks of expansion of our business arise due to our limited operating history.

Historically we have had no employees other than our officers. As we obtain customers, we will be required to establish a corporate infrastructure, and management has limited experience in managing an enterprise. Our continued growth and profitability depend on our ability to

successfully realize our growth strategy by expanding our sales. We cannot assure that our efforts will be successful nor that we will not incur unforeseen administrative and compliance costs.

Our future success depends on our ability to obtain customers. If we are unable to effectively market our payment processing system, we will be unable to grow and expand our business or implement our business strategy, which could materially impair our ability to obtain sales and revenue.

Our failure to obtain capital may significantly restrict our proposed operations. We need capital to operate and fund our business plan. We do not know what the terms of any future capital raising may be but any future sale of our equity securities will dilute the ownership of existing stockholders and could be at prices substantially below the price of the shares of common stock sold in this offering. Our failure to obtain the capital, which we require, may result in the slower implementation or curtailment of our business plan.

Capital and credit market conditions may adversely affect our access to various sources of capital and/or the cost of capital, which could impact our business activities, dividends, earnings and common stock price, among other things.

We depend on key personnel, including Jeremy Roberts, our Chief Executive Officer, and future members of management, and the loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and existing and prospective industry participants, which could negatively affect our financial condition, results of operations, cash flow and trading price of our common stock.

Our success depends on our ability to attract and retain the services of executive officers, senior officers and community managers. There is substantial competition for qualified personnel in the medical cannabis industry and the loss of our key personnel could have an adverse effect on us. Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly Jeremy Roberts, our Chief Executive Officer. The loss of services of Mr. Roberts or other members of our senior management team which we may hire, or our inability to attract and retain highly qualified personnel, could adversely affect our business,

diminish our investment opportunities and weaken our relationships with lenders, business partners and industry participants, which could negatively affect our financial condition, results of operations and cash flow.

The ability of stockholders to control our policies and effect a change of control of our company is limited by certain provisions of our Articles of Incorporation and bylaws and by Nevada law.

There are provisions in our Articles of Incorporation and bylaws that may discourage a third party from making a proposal to acquire us, even if some of our stockholders might consider the proposal to be in their best interests. These provisions include the following:

Our Articles of Incorporation authorizes our board of directors to shares of preferred stock with such rights, preferences and privileges as determined by the board, and therefore to authorize us to issue such shares of stock. We believe these Articles of Incorporation provisions will provide us with increased flexibility in structuring possible future financings. The additional classes or series will be available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Although our board of directors does not currently intend to do so, it could authorize us to issue a class or series of stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of our company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests.

In addition, certain provisions of the Nevada General Corporation Law, or the NGCL, may have the effect of impeding a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could be in the best interests of our stockholders, including:

- “business combination” provisions that, subject to limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting shares or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding voting shares) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes special appraisal rights and special stockholder voting requirements on these combinations; and
- “control share” provisions that provide that holders of “control shares” of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise voting power in the election of directors within one of three increasing ranges) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of issued and outstanding “control shares,” subject to certain exceptions) have no voting rights with respect to such shares except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all

the votes entitled to be cast on the matter, excluding all interested shares.

The NGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our Articles of Incorporation or bylaws, to implement certain takeover defenses, including adopting a classified board or increasing the vote required to remove a director. Such takeover defenses may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide our common stockholders with the opportunity to realize a premium over the then current market price.

In addition, the provisions of our Articles of Incorporation on the removal of directors and the advance notice provisions of our bylaws could delay, defer or prevent a transaction or a change of

control of our company that might involve a premium price for holders of our common stock or otherwise be in their best interest.

Each item discussed above may delay, deter or prevent a change in control of our company, even if a proposed transaction is at a premium over the then-current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

Our board of directors may change our policies without stockholder approval.

Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our board of directors or those committees or officers to whom our board of directors delegates such authority. Our board of directors will also establish the amount of any dividends or other distributions that we may pay to our stockholders. Our board of directors or the committees or officers to which such decisions are delegated will have the ability to amend or revise these and our other policies at any time without stockholder vote. Accordingly, our stockholders will not be entitled to approve changes in our policies, and, while not intending to do so, may adopt policies that may have a material adverse effect on our financial condition and results of operations.

Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions that you do not believe are in your best interests.

Nevada law provides that a director has no liability in that capacity if he or she satisfies his or her duties to us and our stockholders. Upon completion of this offering, as permitted by the NGCL, our Articles of Incorporation will limit the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or

- a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our Articles of Incorporation will authorize us to obligate us, and our bylaws will require us, to indemnify our directors for actions taken by them in those capacities to the maximum extent permitted by Nevada law. Our Articles of Incorporation and bylaws also authorize us to indemnify these officers for actions taken by them in those capacities to the maximum extent permitted by Nevada law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our company, your ability to recover damages from such director or officer will be limited. In addition, we will be obligated to advance the defense costs incurred by our directors and our officers, and may, in the discretion of our board of directors, advance the defense costs incurred by our employees and other agents, in connection with legal proceedings.

Our business could be adversely impacted if there are deficiencies in our disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management will continue to review the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Furthermore, our disclosure controls and procedures and internal control over financial reporting with respect to entities that we do not control or manage may be substantially more limited than those we maintain with respect to the subsidiaries that we have controlled or managed over the course of time. Deficiencies, including any material weakness, in our internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our stock price, or otherwise materially adversely affect our business, reputation, results of operations, financial condition or liquidity.

RISKS RELATED TO THE MARKET FOR OUR COMMON STOCK

There has been only a limited public market for our common stock and an active trading market for our common stock may not develop following this offering.

There has not been any broad public market for our common stock, and an active trading market may not develop or be sustained. Shares of our common stock may not be able to be resold at or above the initial public offering price. The initial public offering price of our common stock has been determined arbitrarily by management without regard to earnings, book value, or other traditional indication of value. Our common stock may trade below the initial public offering price following the completion of this offering. The market value of our common stock could be substantially affected by general market conditions, including the extent to which a secondary market develops for our common stock following the completion of this offering, the extent of institutional investor interest in us, the general reputation of companies in the medical cannabis industry and the attractiveness of their equity securities in comparison to other equity securities, our financial performance and general stock and bond market conditions.

The market price and trading volume of our common stock may be volatile following this offering.

Even if an active trading market develops for our common stock, the trading price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. If the trading price of our common stock declines significantly, you may be unable to resell your shares at or above the public offering price.

Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results or dividends;
- changes in our funds from operations or income estimates;
- publication of research reports about us or the medical cannabis estate industry;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional stockholders;
- speculation in the press or investment community;
- the realization of any of the other risk factors presented in this report;
- the extent of investor interest in our securities;
- investor confidence in the stock and bond markets, generally;
- changes in tax laws;
- future equity issuances;

- failure to meet income estimates; and
- general market and economic conditions.

In the past, securities class-action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and trading price of our common stock.

There could be volatility in our share price due to shares held by only a few people.

A small number of stockholders own a significant portion of our public float. As of the date of this report, a limited number (less than 15) persons beneficially own and control a significant portion of the public float of the Company, consisting of more than 100 million shares. The Company has no control over the decisions of any of these stockholders to retain ownership of their shares. The trading price of the Company's common stock could be adversely affected or be subject to volatility if one or more of these stockholders should determine to sell their shares.

Furthermore, the Company has outstanding 17,600 shares of Series A Convertible Preferred Stock. If all of the Series A Convertible Preferred Stock is converted at the current conversion rate, an additional 44,000,000 shares of common stock could be issued to the holders thereof. There are also promissory notes outstanding in the amount of \$222,500, plus accrued interest. \$137,500 of these promissory notes are not convertible by their terms, but we may agree to convert them into common stock if management believes it can do so at a favorable price. The conversion price could be at some unknown discount to the public market. The sale of shares by converting holders of preferred stock, or note holders, could adversely affect the trading price of our common stock. The remaining \$85,000 is a convertible note, which is convertible into 7,038,000 shares of common stock. The Company has filed an Offering Circular to register these shares as well as an additional 30 million shares to be offered at a price of \$.02 per share. Currently, with 490 million authorized shares and slightly under 460 million outstanding shares, we do not have enough authorized common stock in order to legally issue all of these shares, and we intend to amend our articles of incorporation in the near future to increase our authorized common shares.

Our shares are “Penny Stock,” which impairs trading liquidity.

Disclosure requirements pertaining to penny stocks may reduce the level of trading activity in the market for our common stock and investors may find it difficult to sell their shares. Trades of our common stock will be subject to Rule 15c-9 of the SEC which rule imposes certain requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser’s written agreement to the transaction prior to sale. The SEC also has rules that regulate broker/dealer practices in connection with transactions in “penny stocks”. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system). The penny stock rules require a broker/dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation.

Future issuances of debt securities and equity securities may negatively affect the market price of shares of our common stock and, in the case of equity securities, may be dilutive to existing stockholders.

In the future, we may issue debt or equity securities or incur other financial obligations, including stock dividends and shares that may be issued in exchange for common units and equity plan shares/units. We have proposed to offer 30 million shares to the public in a Regulation A offering

at \$.02 per share. Upon liquidation, holders of our debt securities and other loans and preferred stock will receive a distribution of our available assets before common stockholders. We are not required to offer any such additional debt or equity securities to existing stockholders on a preemptive basis. Therefore, additional common stock issuances, directly or through convertible or exchangeable securities (including common units and convertible preferred units), warrants or options, will dilute the holdings of our existing common stockholders and such issuances or the perception of such issuances may reduce the market price of shares of our common stock. Any convertible preferred units would have, and any series or class of our preferred stock would likely have, a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to common stockholders.

As an “Emerging Growth Company” any decision to comply with the reduced disclosure requirements applicable to emerging growth companies could make our common stock less attractive to investors.

We are an “emerging growth company,” as defined in the JOBS Act, and, for as long as we continue to be an “emerging growth company,” we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an “emerging growth company” for up to five years, or until the earliest of

- (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or
- (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply

to private companies. In the event our Regulation A offering is qualified, we will elect to opt in to the extended transition period for complying with the revised accounting standards.

Our status as an “Emerging Growth Company” under the JOBS Act of 2012 may make it more difficult to raise capital.

Because of the exemptions from various reporting requirements provided to us as an “emerging growth company” and because we will have an extended transition period for complying with new or revised financial accounting standards, we may be less attractive to investors and it may be difficult for us to raise additional capital as and when we need it. Investors may be unable to

compare our business with other companies in our industry if they believe that our financial accounting is not as transparent as other companies in our industry. If we are unable to raise additional capital as and when we need it, our financial condition and results of operations may be materially and adversely affected.

We will not have reporting obligations under Sections 14 or 16 of the Securities Exchange Act of 1934, nor will any shareholders have reporting requirements of Regulation 13D or 13G, nor Regulation 14D.

So long as our common shares are not registered under the Exchange Act, our directors and executive officers and beneficial holders of 10% or more of our outstanding common shares will not be subject to Section 16 of the Exchange Act. Section 16(a) of the Exchange Act requires executive officers and directors, and persons who beneficially own more than 10% of a registered class of equity securities to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of common shares and other equity securities, on Forms 3, 4 and 5, respectively. Such information about our directors, executive officers, and beneficial holders will only be available through any offering or registration statement, and periodic reports we file thereunder.

Our reporting obligation to file reports following the Company's pending offering will be suspended if, on the first day of any fiscal year (other than a fiscal year in which the offering statement under the Securities Act has been qualified), we have fewer than 300 shareholders of record and we file Form 1-Z with the SEC. In such an event, we may cease providing periodic reports and current or periodic information, including operational and financial information, may not be available with respect to our results of operations. Our common shares are not registered under the Securities Exchange Act of 1934, as amended, and we do not intend to register our common shares under the Exchange Act for the foreseeable future, provided that, we will register our common shares under the Exchange Act if we have, after the last day of our fiscal year, more than either (i) 2000 persons; or (ii) 500 shareholders of record who are not accredited investors, in accordance with Section 12(g) of the Exchange Act.

Further, as long as our common shares are not registered under the Exchange Act, we will not be subject to Section 14 of the Exchange Act, which, among other things, prohibits companies that have securities registered under the Exchange Act from soliciting proxies or consents from shareholders

without furnishing to shareholders and filing with the Securities and Exchange Commission a proxy statement and form of proxy complying with the proxy rules.

In addition, so long as our common shares are not registered under the Exchange Act, our Company will not be subject to the reporting requirements of Regulation 13D and Regulation 13G, which requires the disclosure of any person who, after acquiring directly or indirectly the beneficial ownership of any equity securities of a class, becomes, directly or indirectly, the beneficial owner of more than five (5%) of the class.

The reporting required by Section 14(d) of the Exchange Act provides information to the public about persons other than the company who is making the tender offer. A tender offer is a broad solicitation by a company or a third party to purchase a substantial percentage of a company's

common stock for a limited period of time. This offer is for a fixed price, usually at a premium over the current market price, and is customarily contingent on shareholders tendering a fixed

6) Issuer's Facilities

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

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

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

We rent office space on a month to month basis in Cheyenne, Wyoming

7) Officers, Directors, and Control Persons

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Jeremy Roberts</u>	<u>CEO</u>	<u>Salt Lake City, Utah</u>	<u>200,000,00</u>	<u>Common</u>	<u>44%</u>	_____
<u>Sean Hullinger</u>	<u>CLO</u>	<u>Salt Lake City, Utah</u>	<u>5,000,000</u>	<u>Common</u>	<u>1%</u>	_____
<u>Tyler Young</u>	<u>CTO</u>	<u>Salt Lake City, Utah</u>	<u>5,000,000</u>	<u>Common</u>	<u>1%</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

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

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

none

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

none

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

none

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

none

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

N/A

9) Third Party Providers

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

Securities Counsel

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Accountant or Auditor

Name: Benjamin Young
Firm: Stayner Bates
Address 1: 510 S 200 W Ste 200 Salt Lake City, Utah 84101
Address 2: _____
Phone: 801-531-9100
Email: byoung@stayner.com

Investor Relations Consultant

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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).

The certifications shall follow the format below:

I, Jeremy Roberts certify that:

1. I have reviewed this Quarterly statement as of March 31, 2019 of Medical Cannabis Payment Solutions;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/31/19
____ [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Jeremy Roberts certify that:

1. I have reviewed this Quarterly statement as of March 31, 2019 of Medical Cannabis Payment Solutions;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/31/19
____ [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")