

GROW CONDOS, INC.  
Form 10-K  
October 12, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: June 30, 2018

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from:

Commission File Number: 000-53548

**GROW CONDOS, INC.**

*(Exact name of registrant as specified in its charter)*

Nevada

86-0970023

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*(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)*

722 W. Dutton Road

Eagle Point, OR 97524

*(Address of principal executive offices)*

541-879-0504

*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input checked="" type="radio"/>
		Emerging growth company	<input checked="" type="radio"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second quarter.

The market value of the voting and non-voting common stock held by non-affiliates totaled \$8,389,277 based upon a valuation of \$0.175 per share, that being the closing price on December 29, 2017 the last business day of the Registrant's most recently completed second fiscal quarter.

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Not applicable.

**(APPLICABLE ONLY TO CORPORATE REGISTRANTS)**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of October 8, 2018, the registrant had 96,621,408 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

See Part IV, Item 15.

## **PART I**

### **FORWARD LOOKING STATEMENTS**

In this Annual Report, references to "Grow Condos," the "Company," "we," "us," "our" and words of similar import) refer to Grow Condos, Inc., a Nevada corporation, the registrant and, when appropriate, its subsidiary.

Statements made in this Form 10-K which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and business of Grow Condos. Such forward-looking statements include those that are preceded by, followed by or that include the words "may", "would", "could", "should", "expects", "projects", "anticipates", "believes", "estimates", "plans", "intends", "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, in addition to those contained in this Annual Report: general economic or industry conditions nationally and/or in the communities in which we conduct business; legislation or regulatory requirements, including environmental requirements; conditions of the securities markets; competition; our ability to raise capital; changes in accounting principles, policies or guidelines; financial or political instability; acts of war or terrorism; and other economic, competitive, governmental, regulatory and technical factors affecting our operations, products, services and prices.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. Grow Condos does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

## **ITEM 1. BUSINESS**

### **Item 1. Description of Business**

#### **History**

Grow Condos, Inc. (the "Company") was incorporated on October 22, 1999 as Calibus, in the State of Nevada. From its inception, the Company was a call center that contracted out as a customer contact center for a variety of business clients throughout the United States. Over time our main business became a third-party verification service. After making a sale on the telephone, a company would send the call to a Company operator to confirm the order. This process protected both the customer and the company selling services from telephone sales fraud.

While continuing to operate as a call center, in 2008 we expanded our business plan to include the development of a social networking site called JabberMonkey (Jabbermonkey.com) and the development of a location based social networking application for smart phones called Fanatic Fans.

On June 22, 2018, the Board of Directors of the Company approved an amendment to our articles of incorporation to increase our authorized capital to 180,000,000 shares, consisting of 175,000,000 shares of common stock and 5,000,000 shares of preferred stock (the "Recapitalization") and to change the name of the Company to Grow Capital Inc. The Company filed articles of amendment with the State of Nevada to effect the aforementioned changes on July 10, 2018 and August 28, 2018 respectively. The Company has submitted application to the Financial Industry Regulatory Authority ("FINRA") for approval of the above noted corporate actions.

#### **WCS Enterprises**

Our wholly-owned subsidiary, WCS Enterprises, LLC ("WCS Enterprises") is an Oregon limited liability company which was formed on September 9, 2013 and was acquired by us in June 2014 in exchange for shares of our

common stock. The acquisition of WCS Enterprises resulted in a change of control of the Company and at or shortly after the closing of such acquisition, the persons designated by WCS Enterprises became the officers and directors of the Company. As a result of our acquisition of WCS Enterprises in June 2014, we became engaged in the business of being a real estate purchaser, developer and manager of specific use industrial properties business.

#### *WCS Enterprises Business Operations*

Through WCS Enterprises, we are a real estate purchaser, developer and manager of specific use industrial properties providing "Condo" style turn-key grow facilities to support cannabis growers in the United States cannabis industry. We intend to own, lease, sell and manage multi-tenant properties so as to reduce the risk of ownership and reduce costs to the tenants and owners. We offer tenants the option to lease, lease to purchase or buy their condo warehouse space that is divided into comparable 1,500- 2,500 square foot condominium units. Each Condo unit will be uniquely designed and have all necessary resources as an optimum stand-alone grow facility. We believe that Cannabis farmers will pay an above market rate to lease or buy our condo grow facility. We will purchase and develop buildings that are divisible into separate units to attract multiple farmers and reduce the risk of single tenant leases. In addition to our "Condo" turn-key growing facilities we intend to provide marijuana grow consulting services and equipment and supplies as part of our turn-key offerings. We are aggressively out looking for our next property in the western area of the United States where medical cannabis has been legalized and where recreational cannabis has been or is in the process of legalization. On April 1, 2016 we closed escrow on our second project located in the Pioneer Business Park in Eugene, Oregon. The Company is not directly involved in the growing, distribution or sale of cannabis.

#### **Smoke on the Water, Inc.**

Smoke on the Water, Inc., was incorporated on October 21, 2016, in the State of Nevada and is a wholly owned subsidiary.

#### *Smoke on the Water Business Operations*

Smoke on the Water is designed to capitalize on the country's growing level of recreational marijuana acceptance. The company plans to engage in a roll up strategy for this highly-fragmented industry and provide turn-key solutions for Marijuana-friendly campgrounds and resorts. The company has strategized to initially develop the property through acquisition, subsequently rebranding the existing RV business to represent the Smoke on The Water brand. Upon project launch, the Company plans to provide fully functional vacationing solutions to campground operators and owners seeking to fill the growing demand for stress free and acceptable vacationing for the pro-personal choice and marijuana smoking community.

On March 7, 2017, Smoke on the Water, Inc. executed a Real Estate Purchase Agreement to acquire the Lake Selmac Resort located at 2700 Lakeshore Drive, Selma, Oregon.

*Owned Properties*

We have secured real estate in Eagle Point in Jackson County, Oregon representing our sole condominium operating location. The building is 15,000 square feet and zoned to meet the requirements for specific purpose industrial use and is divided into four 1,500 square feet condo style grow rooms which, is being leased to four tenants and one 7,500 square feet grow facility leased to one tenant, a related party.

Further we have acquired real estate located just 20 miles from Grants Pass, Oregon and 2.5 miles east of the Redwood Highway in Selma, Oregon known as the Lake Selmac Resort. The total property occupies approximately 5.85 acres, has 29 RV spaces (13 pull through spots), 2 cabins and a convenience store, boat dock, bath house and coin operated laundry facilities. The Resort facilities also include fishing, swimming, boating, and tent camping. This is our first cannabis friendly tourist destination. We also operate a full-service country store.

In September 2018, the Company completed the sale of its land held in the Pioneer Business Park near Eugene, OR. The Company received proceeds of approximately \$74,000 after payment of expenses of the sale and full retirement of the attached mortgage of approximately \$250,000.



*Sales & Leasing*

We develop, lease, own and provide investment sales opportunities for commercial industrial properties focused in the cannabis production arena. The company has relationships with tenants, brokers and investors across the cannabis industry to leverage successful transactions for both lease-to-own option as well as investors looking to purchase facilities with qualified tenants providing positive cash-flow backed by commercial property.

*Tourist Recreation and site rentals*

During fiscal 2017 we acquired our first cannabis friendly tourist destination with the purchase of Lake Selmac Resort where we offer facilities including fishing, swimming, boating, RV parking, tent camping & cabin accommodation. This property has had increased operations in our most recently completed fiscal year.

*Supplies and Equipment*

We intend in the future, to provide operators state-of-the art equipment and methodology to provide efficient implementation to assist clients to realize stabilized operations faster.

*Financing*

We intend in the future, to assist tenants with financing for space build-out as well as acquisition of commercial property.

*Marketing*

Our initial marketing will be aimed at attracting customers through networking with real estate agencies, agents, commercial brokers and consulting groups that are involved in the cannabis industry. We will target specific trade shows, conferences and seminars associated with cannabis growers. As our capital for marketing is very limited we are reviewing the cost of advertising on the radio or in print or running ads on certain cannabis industry online websites. Further during 2017 we commenced marketing of our Smoke on the Water brand. With our Lake Selmac resort property we provide fully functional vacationing solutions to campground operators and owners seeking to fill

the growing demand for stress free and acceptable vacationing for the pro-personal choice and marijuana smoking community.

*Employees*

We currently have four employees two of whom are officers of the Company and one of whom is employed part time. Our employees are not represented by unions and we consider our relationship with our employees to be good.

*Facilities*

Our office is located at 722 W. Dutton Rd, Eagle Point, Oregon 97524 and is in the building that we own. We currently pay no rent. We believe this facility will be adequate for our needs for the next twelve months.

*Competition*

Commercial real estate:

The commercial real estate market is highly competitive. We believe finding properties that are zoned for the specific use of allowing cannabis growers may be limited as more competitors enter the market. Initially we will aggressively target states in the western US that legally allow for medical and recreational cannabis to be grown. We have identified several competitors that appear to have offerings similar to ours. They are Zoned Properties, Inc. (ZDPY), MJ Holdings, Inc. (MJNE), and Home Treasure Finders, Inc. (HMTF)

Zoned Properties, Inc. - Zoned Properties, Inc., a real estate investment firm, focuses on acquiring free standing buildings, land parcels, and greenhouses in order to have them re-zoned to be able to carry out aeroponics agricultural grow operations. It plans to operate primarily in Arizona, Illinois, Nevada, and Colorado.

MJ Holdings, Inc. – MJ Holdings, Inc. acquires and leases real estate to licensed marijuana operators, including but not limited to providing complete turnkey growing space and related facilities to licensed marijuana growers and dispensary owners. Additionally, MJ Holdings plans to explore ancillary opportunities in the regulated marijuana industry.

Home Treasure Finders, Inc. – Home Treasure Finders, Inc. is engaged in a real estate lead referral business in Colorado. It focuses on buying and selling properties; and leasing its real estate properties to cannabis growers for cannabis cultivation. The company also manages 55 rental units. Home Treasure Finders, Inc. was founded in 2008 and is based in Denver, Colorado. Advanced Cannabis Solutions, Inc. – Advanced Cannabis Solutions, Inc. a development stage company, focuses on providing real estate leasing services to the regulated cannabis industry in the United States. It plans to purchase real estate assets; and lease growing space and related facilities to licensed marijuana growers and dispensary owners for their operations. The company was founded in 2013 and is headquartered in Colorado Springs, Colorado.

#### **Cannabis friendly resort properties:**

There are currently 29 states in the U.S. that have legalized medical marijuana and 8 states in the U.S. that permit adult cannabis usage and have adopted laws which govern and permit recreational usage of cannabis on private property and by adults over the age of 21. Oregon, Washington and Colorado are three such states.

The market for cannabis friendly resort properties in those states with recreational cannabis usage laws is small but growing. Presently we have identified only a handful of locations which we believe are competitive to our business model. Management believes there is substantial room for expansion in this particular field of operation with roll up of privately held resort and campground locations in this burgeoning leisure property space:

#### **(1) Wilderness Bud and Breakfast San Juan National Forest, Pagosa Springs, CO**

This property offers a wide variety of wilderness 420 friendly camping experiences featuring *420 Happy Hour*, served daily and featuring a selection of the finest organic flowers, cannabis-infused edibles and extracts from the sunny southwest of Colorado. Tipis and tent sites are located on the banks of the Rio Blanco. Camp kitchen, stoves, BBQ, outhouse, solar shower and campfire area are located on the campgrounds.

(2)CanyonSide Campground, Fort Collins, CO

Family owned and operated campground located in the Poudre Canyon, along the Cache La Poudre River. Property has five furnished cabins, ten RV sites with hook-ups and large tenting area. Property is located between Fort Collins and Walden, Colorado.

Further there are various locations in Washington and Colorado which have been identified by The Travel Joint <http://thetraveljoint.com/cannabis-camping/> as being friendly to edibles as opposed to smoking cannabis, which have not been included in our competitive analysis.

*Government Regulation*

Currently, there are approximately twenty states plus the District of Columbia that have laws and/or regulations that recognize in one form or another legitimate medical uses for cannabis and consumer use of cannabis in connection with medical treatment. Fifteen other states are considering legislation to similar effect. As of the date of this writing, the policy and regulations of the Federal government and its agencies is that cannabis has no medical benefit and a range of activities including cultivation and use of cannabis for personal use is prohibited on the basis of federal law and may or may not be permitted on the basis of state law.

The Department of Justice governs the use of cannabis under the Controlled Substances Act (CSA). Schedule 21 of the U.S. Code includes five established schedules of controlled substances known as schedules I, II, III, IV, and V. The Department of Justice has mandated that schedules established by this section shall be updated and republished on a semi-annual basis during the two-year period beginning one year after October 27, 1970 and shall be updated and republished on an annual basis thereafter. Schedule I includes cannabis in its listing. Substances included in Schedule I have the following characteristics:

- (A) The drug or other substance has a high potential for abuse;
- (B) The drug or other substance has no currently accepted medical use in treatment in the United States;
- (C) There is a lack of accepted safety for use of the drug or other substance under medical supervision.

On January 4, 2018 the office of the Attorney General published a memo regarding Marijuana Enforcement that rescinds Obama-era directives easing federal enforcement. While marijuana has always been illegal under federal law, as noted above, certain states have legalized adult usage under various local laws which govern substance usage and limits. In the January 8, 2018 memo, Jefferson B. Sessions, Attorney General has indicated enforcement decisions will be left up to the U.S. Attorney's in the respective States clearly indicating that the burden is with *"federal prosecutors deciding which cases to prosecute by weighing all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of federal prosecution, and the cumulative impact of particular crimes on the community."*

The Company does not believe this directive will have a substantive impact on its planned operations.

On April 13, 2018 it was announced that President Donald Trump had promised Senate Republican Cory Gardner that he will support congressional efforts to protect states that have legalized marijuana, defusing a months-long standoff between Sen. Cory Gardner and the administration over Justice Department nominees. Trump told Gardner that despite the DOJ memo of January 4, 2018, the marijuana industry in Colorado will not be targeted. A bill has not been finalized, but discussion has commenced to find legislation that would, in effect, make clear the federal government cannot interfere with states that have voted to legalize marijuana.<sup>(1)</sup>

<sup>(1)</sup><https://www.washingtonpost.com/politics/trump-gardner-strike-deal-on-legalized-marijuana-ending-standoff-over-justice-no>

We do not produce, market, or sell cannabis. We are limiting ourselves to states where the state law allows for the production of cannabis. Beyond the state law allowing for cannabis production our construction must comply with all state and local building requirements as well as zoning requirements. We work closely with the local authorities regarding zoning and work closely with the local building inspectors to comply in every way with building regulations.

## ITEM 1A. RISK FACTORS

Not required for smaller reporting companies.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

**ITEM 2: PROPERTIES**

(1) We own a building at 722 W. Dutton Road, Eagle Point, OR 97524 representing our first operating location for WCS Enterprises. The building is 15,000 square feet and zoned to meet the requirements for specific purpose industrial use and is divided into four 1,500 square feet condo style grow rooms which, is being leased to four tenants and one 7,500 square feet grow facility leased, for which the rent has yet begun, to one tenant that is a related party.

We maintain our corporate offices in the building. The Company occupies one 1,500 sq. ft. unit to use as an office space.

(2) In April 2016, the Company purchased a parcel of land near Eugene, Oregon within the Pioneer Business Park from a private seller in the amount of \$326,629 plus closing costs. The property is on 2.65 acres located in the Pioneer Business Park. The original plans were for building 33-1500 square foot units or approximately 50,000 square feet of warehouse condominiums on the site.

In late 2017, the Company engaged a broker and listed the parcel of land for sale. In September 2018, the Company completed the sale of its land held in the Pioneer Business Park. The Company received proceeds of approximately \$74,000 after payment of expenses of the sale and full retirement of the attached mortgage of approximately \$250,000.

(3) In March 2017, the Company acquired a RV and campground park in Selma, Oregon. The property is located just 20 miles of Grants Pass, Oregon and 2.5 miles east of the Redwood Highway in Selma, Oregon and is known as the Lake Selmac Resort. The Resort facilities include fishing, swimming, boating, and in addition to RV parking, has tent camping & cabin locations established for accommodation.

### **ITEM 3: LEGAL PROCEEDINGS**

The Company is not the subject of any pending legal proceedings and, to the knowledge of management, no proceedings are presently contemplated.

### **ITEM 4: MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market Information**

Our shares of common stock are quoted by the OTC Markets Group Inc. of the Financial Industry Regulatory Authority, Inc. ("FINRA") under the symbol "GRWC". Set forth below are the high and low closing bid prices for our common stock for each quarter of the last two fiscal years ended June 30, 2018 and 2017. These bid prices were obtained from OTC Markets Group Inc. All prices listed herein reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not represent actual transactions.

<b>Period</b>	<b>High</b>	<b>Low</b>
July 1, 2016 through September 30, 2016	\$ 1.55	\$ 0.70
October 1, 2016 through December 31, 2016	\$ 1.92	\$ 0.61
January 1, 2017 through March 31, 2017	\$ 1.35	\$ 0.89
April 1, 2017 through June 30, 2017	\$ 1.12	\$ 0.55
July 1, 2017 through September 30, 2017	\$ 0.6487	\$ 0.0112
October 1, 2017 through December 31, 2017	\$ 0.255	\$ 0.0132
January 1, 2018 through March 31, 2018	\$ 0.23	\$ 0.06
April 1, 2018 through June 30, 2018	\$ 0.208	\$ 0.034

 **Holders**



The number of record holders of the Company's common stock as of September 18, 2018 is approximately 187 not including an indeterminate number who may hold shares in "street name."

### **Common Stock Dividends**

The Company has not declared any cash dividends with respect to its common stock and does not intend to declare dividends in the foreseeable future. There are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our common stock.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

#### **Options**

##### *Equity Incentive Plan*

In December 2015, the Company adopted the 2015 Equity Incentive Plan ("Incentive Plan") with a term of 10 years. The Incentive Plan allows for the issuance up to a maximum of 2 million shares of common stock, options exercisable into common stock of the Company or stock purchase rights exercisable into shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is

made by the board of directors. Options granted under the plan carry a maximum term of 10 years, except to a grantee who is also a 10% beneficial owner at the time of grant, in which case the maximum term is 5 years. In addition, exercise prices of options granted must be within a certain percentage of the closing price on date of grant depending on the level of beneficial ownership of common stock of the Company by the grantee. All vesting conditions are set by the board or administrator. In December 2015, the Company filed a registration statement on Form S-8 covering all shares issued or issuable under the Incentive Plan.

### *Stock Plan*

In December 2015, the Company adopted the 2015 Stock Plan (“Stock Plan”). As a condition of adoption of the Stock Plan, the Company entered into a registration statement on Form S-8 and covered the shares issued under the plan, which registration statement was filed in December 2015. The Stock Plan allows for the issuance up to a maximum of 2 million shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is made by the board of directors. The Stock Plan shall continue in effect until such time as is terminated by the Board or all shares are issued pursuant to the Stock Plan.

The 2015 Equity Incentive Plan is designed to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees, directors and consultants and to promote the success of the Company's business. Options granted under the Plan may be Incentive Stock Options or Non-Qualified Stock Options, as determined by the Administrator at the time of grant. Stock purchase rights may also be granted under the Plan. The maximum aggregate number of shares which may be issued upon exercise of such Options or Stock Purchase Rights is two million (2,000,000) shares of Common Stock. The term of the option is five (5) years from the grant date of such shorter term as may be provided in the Option Agreement. The Plan become effective upon initial Board adoption and continues until terminated but in no case longer than ten (10) years. The Company had granted an option for the purchase of two million shares to date of which 1,500,000 have been exercised.

### **Common and Preferred Stock**

The Company's authorized common stock consists of 100,000,000 common shares with par value of \$0.001 and 5,000,000 shares of preferred stock with par value of \$0.001 per share.

### **Recent Sales of Unregistered Securities**

#### *Common Stock*

*Share issuances subsequent to the year ended June 30, 2018.*

In July and August 2018, the Company commenced a private offering of its common stock and through the date of this report raised gross proceeds of \$1,165,000. Approximately \$900,000 of these proceeds were used to retire two mortgages on the WCS condo rental property.

On August 2, 2018 the Company issued a total of 4,000,000 shares of common stock to certain officers and directors as part of their respective employment and/or board compensation package.

*Share issuances during the fiscal year ended June 30, 2018:*

The Company issued 44,010,791 shares of common stock in full satisfaction of principal and accrued interest of convertible notes issued in the fiscal year ended June 30, 2017.

During the fiscal year ended June 30, 2018, the Company issued 7,199,376 shares to employees, board members and consultants for services rendered and in settlement of certain liabilities. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarket on the date of grant and recorded \$ stock-based compensation of \$281,981, of this amount 4,565,259 shares valued at \$175,326 were issued to officers and directors as part of their board compensation package.

During the fiscal year ended June 30, 2018, the Company issued a total of 6,400,000 shares in respect to private placements at \$0.03 and \$0.04 per share and received cash proceeds of \$232,000.

During the fiscal year ended June 30, 2018, the Company issued 4,466,667 shares to certain officers to settle accrued payroll in the amount of \$134,000. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarket on the date of issue. The difference in price resulted in the Company recording stock-based compensation in the amount of \$852,334.

During the fiscal year ended June 30, 2018, the Company agreed to issue 1,333,333 shares to a board member to settle advances made to the Company during the fiscal year ended June 30, 2018, in the amount of \$40,000. As of June 30, 2018, those shares remain issuable. The Company treated the addition of the conversion provision to the advances made by the board member as an extinguishment and new issuance in the form of a convertible note. The Company recorded additional interest expense from the amortization in full of the discount recorded as the Company determined that a beneficial conversion feature was present in the conversion feature. Upon conversion in December 2017, the Company recorded additional interest expense from the amortization of the beneficial conversion feature in the amount of \$253,333. These shares remain issuable as at June 30, 2018.

*Share issuances during the fiscal year ended June 30, 2017:*

During the year ended June 30, 2017, the Company issued 21,924 shares to employees, board members and consultants for services rendered. The Company valued those issuances on the closing price of the Company's stock as traded in the other-the-counter market on the date of grant.

The Company issued 902,163 shares of common stock in full satisfaction of principal and accrued interest of convertible notes issued in the fiscal year ended June 30, 2017.

The Company issued 50,000 shares of common stock as partial payment of the purchase price for the RV and Campground in Selma, Oregon.

In the year ended June 30, 2017, a holder exercised options and acquired 1,000,000 shares of common stock of the Company (250,000 shares remain issuable as of June 30, 2018) and remitted cash in the amount of \$400,000 to the Company.

*Preferred Stock*

The Company has designated a Series A Convertible Preferred Stock (the "Series A Preferred"). The number of authorized shares totals 5,000,000 and the par value is \$.001 per share. The Series A Preferred shareholders vote together with the common stock as a single class. The holders of Series A Preferred are entitled to receive all notices relating to voting as are required to be given to the holders of the Common Stock. The holders of shares of Series A Preferred shall be entitled to 5 votes per share and have a conversion right granted to the holder to allow to convert into 5 common shares of the Company for each Series A Preferred Share held.

All stock issuances discussed in this section under the heading Recent Sales of Unregistered Securities, were exempt from the registration requirements of Section 5 of the Securities Act of 1933 pursuant to Section 4(2) of the same Act since the issuances of the shares were to persons well known to the Company and did not involve any public offerings.

**ITEM 6: SELECTED FINANCIAL DATA**

Not required for smaller reporting companies.

**ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

## **Forward-looking Statements**

Statements made in this Form 10-K which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and business of Grow Condos. Such forward-looking statements include those that are preceded by, followed by or that include the words "may", "would", "could", "should", "expects", "projects", "anticipates", "believes", "estimates", "plans", "intends", "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following: general economic or industry conditions nationally and/or in the communities in which we conduct business; legislation or regulatory requirements, including environmental requirements; conditions of the securities markets; competition; our ability to raise capital; changes in accounting principles, policies or guidelines; financial or political instability; acts of war or terrorism; and other economic, competitive, governmental, regulatory and technical factors affecting our operations, products, services and prices.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. Grow Condos does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

## **Financial Statements**

The consolidated financial statements which are a part of this Report are as of June 30, 2018 and 2017. The consolidated financial statements include the accounts of Grow Condos, Inc., and its wholly-owned subsidiaries, WCS Enterprises, LLC and Smoke on the Water, Inc. as of June 30, 2018. All significant intercompany accounting transactions have been eliminated as a result of consolidation.

Following is management's discussion and analysis of those financial statements. This discussion and analysis should be read in conjunction with our financial statements and notes thereto included elsewhere in Report on Form 10-K for the fiscal years ended June 30, 2018 and 2017.

## **Plan of Operations**

The Company believes that its existing capital resources may not be adequate to satisfy its cash requirements for the next twelve months and further funding will be required to fully execute our business plans. Through the date of this report we have been able to rely on bank and non-bank financing in the form of mortgages, convertible notes with third parties, sales of common stock, and advances from related parties to continue to fund shortfalls in our operations. The Company estimates that it will require additional cash resources during fiscal 2019 and beyond based on its current operating plan and condition. The Company expects cash flows from operating activities to improve, primarily as a result of increased revenues from our current and proposed operating activities, however we do not presently have enough revenue to meet our overhead. We will continue to rely on funding from our officers, directors and third parties to meet our operational shortfalls. While we expect to continue to have these resources available to us, there is no guarantee we will be able to continue to meet our obligations in the normal course. If we fail to generate positive cash flow or obtain additional financing, when required, we may have to modify, delay, or abandon some or all of our business and expansion plans.

## Results of Operations

### Revenues

During the fiscal years ended June 30, 2017 and 2016, respectively we have recorded net revenues of \$330,850 and \$143,441 respectively. Our revenues increased substantially as a result of the increase in operations at our Lake Selmac location.

### Operating Expenses

Our consolidated operating expenses for the fiscal years ended June 30, 2018 and 2017 were as follows:

<b>Operating expenses</b>		
Cost of revenues	80,034	12,755
General and administrative	469,777	500,092
Sales and marketing	717	226,087
Professional fees	86,506	137,214
Stock based compensation	1,134,315	(5,936)
Depreciation, amortization and impairment	61,535	125,991
<b>Total operating expenses</b>	<b>1,832,884</b>	<b>996,203</b>

Our general and administrative expenses include rent, telephone, internet services, banking charges, salaries, consulting fees and miscellaneous office costs.

During the comparative fiscal years ended June 30, 2018 and 2017, The Company experienced a substantial increase in stock-based compensation expense recorded in fiscal 2017 of \$(5,936) as compared to \$1,134,315 during the current fiscal year. During fiscal 2017, stock-based compensation includes shares issued for non-employee services and certain shares issued to directors valued at \$26,081 offset by the revaluation at time of vesting of an option issued to a consultant recorded in the prior fiscal year totaling \$32,017, resulting in a gain of \$5,936. During fiscal 2018, stock-based compensation includes shares issued for non-employee services totaling \$103,599, shares issued to officers, directors and employees valued at \$178,381 and shares issued from the conversion of accrued payroll into stock to related parties of \$852,334. Professional fees decreased from \$137,214 during fiscal 2017 to \$86,506 in fiscal 2018 as the Company was required to re-audit prior fiscal results increasing its 2017 professional costs, with no similar expense during the current fiscal year. During fiscal 2018 depreciation, amortization and impairment declined from \$125,991 in fiscal 2017 to only \$61,535 in fiscal 2018 predominantly as a result of the one-time impairment recorded for Grow Condos for construction deposits and other costs related to the land purchased in March 2017 in the amount of approximately \$97,800.

Total operating expenses during fiscal 2018 totaled \$1,832,884 as compared to \$996,203 in fiscal 2017.

We expect operating expenses to increase in future periods as we continue to expand our holdings and our revenue base, and if we continue to issue shares to settle certain accrued fees and expenses.

Other Expenses



Other expenses recorded in fiscal 2018 and 2017 totaled \$980,605 and \$762,093 respectively. The substantial increase to other expenses in fiscal 2018 is directly related to amortization of debt discount of \$930,715 in the current fiscal year as compared to only \$639,107 in the prior comparative fiscal year. Fiscal 2018 expenses were reduced by a gain of \$25,900 with respect to the cancelation of a property purchase option, with no comparative amount recorded in fiscal 2017.

Net losses in the fiscal years ended June 30, 2018 and 2017 totaled \$2,482,639 and \$1,614,855 respectively.

Liquidity and Capital Resources

	<b>At</b>	<b>At</b>
	<b>June 30, 2018</b>	<b>June 30, 2017</b>
Current Assets	\$ 388,909	\$ 46,946
Current Liabilities	1,883,555	2,090,990
Working Capital Deficit	\$ (1,494,646 )	\$ (2,044,044 )

As of June 30, 2018, the Company had total current assets of \$388,909 and a working capital deficit of \$1,494,646 compared to total current assets of \$46,946 and a working capital deficit of \$2,044,044 as of June 30, 2017. The decrease in our working capital deficit was due to the elimination of certain amounts payable with respect to convertible loan agreements during fiscal 2017, by way of issuance of common shares. This reduction in liabilities in fiscal 2018 was offset by \$250,868 in liabilities held for sale.

During the fiscal year ended June 30, 2018, cash used by operating activities totaled \$210,449, primarily as a result of a net loss from operations of \$2,482,639, offset by certain non-cash adjustments including non-cash interest of \$930,715, and depreciation, amortization and impairment expenses of \$61,535 as well as stock-based compensation expenses of \$1,134,315. In fiscal 2017 cash used by operating activities totaled \$533,550, primarily as a result of a net loss from operations of \$1,614,855, offset by certain non-cash adjustments including non-cash interest of \$655,898, and depreciation, amortization and impairment expenses of \$125,991.

Net cash used in investing activities was \$25,761 in fiscal 2018 as compared to \$268,107 in fiscal 2017, primarily as a result of the purchase of certain property in fiscal 2017 totaling \$300,107 as compared to only \$37,993 in fiscal 2018.

Net cash provided by financing activities was \$236,295 in fiscal 2018 as compared to \$787,576 in fiscal 2017. During fiscal 2018 the Company received proceeds from private placements of \$232,000, proceeds from related party advances of \$45,000 which amounts were offset by mortgage repayments. During fiscal 2017 the Company received proceeds from convertible notes of \$440,000 and proceeds from the exercise of options totaling \$400,000, offset by certain mortgage repayments and repayments to related parties.

### **Going Concern**

At June 30, 2018 and June 30, 2017, the Company reported a net loss of \$2,482,639 and \$1,614,855, respectively. As of June 30, 2018, we had a net working capital deficit of approximately \$1,494,646 and cash available of only approximately \$14,000. The Company believes that its existing capital resources are not adequate to enable it to execute its business plan. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The Company estimates that it will require additional cash resources during fiscal year 2019 and beyond based on its current operating plan and condition. In July and August 2018, the Company began a private placement of its common shares and raised gross proceeds of approximately \$1,165,000. The Company used approximately \$900,000 of these proceeds from the private placements to retire the two mortgages held on the WCS condo property (see Note 7 to the audited financial statements contained herein). In addition, in September 2018, the Company completed the sale of its land held in the Pioneer Business Park (see Note 4 to the audited financial statements contained herein). The Company received proceeds of approximately \$74,000 after payment of expenses of the sale and full retirement of the attached mortgage of approximately \$250,000. These actions have reduced the working capital deficit below \$500,000. The Company expects cash flows from operating activities to improve marginally in the short term, primarily as a result of an increase in cash received from tenants and a decrease in certain operating expenses, although there can be no assurance thereof. In addition, there can be no assurance that new tenants will become available after 2019 when the remaining leases expire for the Eagle Point condominium. If we fail to generate positive cash flow or obtain additional financing, when required, we may have to modify, delay, or abandon some or

all of our business and expansion plans, and potentially cease operations altogether. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

### **Off-Balance Sheet Arrangements**

We had no off-balance sheet arrangements of any kind for the period ended June 30, 2017 and 2016.

### **ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for smaller reporting companies.

### **ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**TABLE OF CONTENTS FOR FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors  
of Grow Condos, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Grow Condos, Inc. and subsidiaries (the "Company") as of June 30, 2018 and 2017, the related consolidated statements of operations, stockholders' deficit and cash flows for the years ended June 30, 2018 and 2017, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of the Company as of June 30, 2018 and 2017, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

**Explanatory Paragraph – Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 2, the Company has incurred significant losses and has an accumulated deficit of \$45,336,236 as of June 30, 2018 and needs to raise substantial amounts of additional funds to meet its obligations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ LJ Solding Associates LLC

Deer Park, IL

October 12, 2018

We have served as the Company's auditor since 2017.

**GROW CONDOS, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

ASSETS	June 30, 2018	June 30, 2017
<b>CURRENT ASSETS:</b>		
Cash	\$ 13,891	\$ 30,067
Lease receivable, net of allowance for doubtful accounts	2,440	89
Prepaid expenses	5,681	16,790
Assets held for sale	326,629	-
Due from related party	40,268	-
<b>Total current assets</b>	<b>388,909</b>	<b>46,946</b>
Property, plant and equipment, net	1,742,149	1,765,691
Assets held for sale	-	326,629
Other assets	6,150	26,006
Deposits	2,823	2,823
<b>TOTAL ASSETS</b>	<b>\$ 2,140,031</b>	<b>\$ 2,168,095</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 5,031	\$ 19,236
Accrued liabilities	612,020	588,903
Advances from related parties	105,000	100,000
Convertible notes payable, net of discount	-	514,264
Short term mortgages	902,710	827,322
Liability held for sale	250,868	15,000
Current portion of mortgage loans payable	7,926	26,265
<b>Total current liabilities</b>	<b>1,883,555</b>	<b>2,090,990</b>
Liability held for sale	-	252,129
Mortgage loans payable, net of current portion	605,922	703,676
Other liabilities	79,100	52,500
<b>Total Non-Current Liabilities</b>	<b>685,022</b>	<b>1,008,305</b>
<b>TOTAL LIABILITIES</b>	<b>2,568,577</b>	<b>3,099,295</b>
Commitments and contingencies		-

**STOCKHOLDERS' DEFICIT**

Preferred stock, \$0.001 par value, 5,000,000 shares authorized, none issued and outstanding	\$	-	\$	-
Common stock, \$0.001 par value, 100,000,000 shares authorized, 94,204,741 and 30,795,375 issued, issuable and outstanding at June 30, 2018 and 2017 respectively.		94,205		30,795
Additional paid-in capital		44,813,485		41,891,602
Accumulated deficit		(45,336,236)		(42,853,597)
Total stockholders' deficit		(428,546)		(931,200)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$</b>	<b>2,140,031</b>	<b>\$</b>	<b>2,168,095</b>

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



**GROW CONDOS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Fiscal Year Ended</b>	
	<b>June 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Net revenues</b>	\$ 330,850	\$ 143,441
<b>Operating expenses</b>		
Cost of revenues	80,034	12,755
General and administrative	469,777	500,092
Sales and marketing	717	226,087
Professional fees	86,506	137,214
Stock based compensation	1,134,315	(5,936)
Depreciation, amortization and impairment	61,535	125,991
Total operating expenses	1,832,884	996,203
Income (Loss) from operations	(1,502,034)	(852,762)
<b>Other income (expense):</b>		
Gain on cancellation of purchase option	25,900	-
Interest expense	(1,006,505)	(762,093)
Total other income (expense), net	(980,605)	(762,093)
<b>Net income (loss)</b>	<b>\$ (2,482,639)</b>	<b>\$ (1,614,855)</b>
<b>Basic and diluted net loss per common share</b>	<b>\$ (0.03)</b>	<b>\$ (0.05)</b>
<b>Weighted average shares outstanding used in completing basic and diluted net loss per common share</b>	<b>75,233,420</b>	<b>29,903,599</b>

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

**GROW CONDOS, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
For the Years Ended June 30, 2018 and 2017

	Preferred Shares		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Shareholders Deficit
<b>Balance, June 30, 2016</b>	-	\$ -	28,821,288	\$ 28,821	\$ 40,781,971	\$ (41,238,742)	\$ (427,950)
Exercise of options			1,000,000	1,000	399,000		400,000
Revaluation of consultant options upon vesting					(32,017)		(32,017)
Shares issued due to conversion of convertible notes and unpaid interest			902,163	902	224,639		225,541
Shares issued to non-employees for services			7,500	8	7,192		7,200
Shares issued to Officers and Directors			14,424	14	18,867		18,881
Beneficiary conversion feature associated with convertible notes					440,000		440,000
Shares issued as part of purchase price for property acquisition			50,000	50	51,950		52,000
Loss for the period						(1,614,855)	(1,614,855)
<b>Balance, June 30, 2017</b>	-	\$ -	30,795,375	\$ 30,795	\$ 41,891,602	\$ (42,853,597)	\$ (931,200)
Stock settled debt upon default					110,000		110,000
Shares issued due to conversion of convertible notes and unpaid interest			44,010,791	44,011	1,037,635		1,081,646

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Private placements	6,400,000	6,400	225,600	232,000		
Conversion of advances from related party into stock	1,333,333	1,333	292,000	293,333		
Conversion of accrued payroll into stock – related parties	4,466,667	4,467	981,867	986,334		
Shares issued to Officers, Directors and employees	4,579,148	4,579	173,802	178,381		
Shares issued to non-employees for services	2,620,228	2,620	100,979	103,599		
Loss for the period			(2,482,639)	(2,482,639)		
<b>Balance, June 30, 2018</b>	<b>- \$</b>	<b>- 94,205,542 \$</b>	<b>94,205 \$</b>	<b>44,813,485 \$</b>	<b>(45,336,236) \$</b>	<b>(428,546)</b>

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

**GROW CONDOS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

**For the Fiscal Year Ended  
June 30,**

**2018                      2017**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net loss	\$ (2,482,639)	\$ (1,614,855)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, amortization and impairment expense	61,535	125,991
Non-cash interest	930,715	655,898
Stock based compensation	1,134,315	(5,936)
Gain on cancellation of property purchase option	(25,900)	-
Changes in operating assets and liabilities:		
Lease receivable	(69,565)	(10)
Prepaid expenses and other assets	30,965	(2,375)
Accounts payable, trade	(14,205)	16,236
Accrued expenses	224,330	291,301
Other liabilities	-	200
Net cash used (provided) in operating activities	(210,449)	(533,550)

**CASH FLOWS FROM INVESTING ACTIVITIES:**

Proceeds from purchase option on property	52,500	32,000
Purchase of property, plant, and equipment	(37,993)	(300,107)
Due from related party	(40,268)	-
Net cash used in investing activities	(25,761)	(268,107)

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Repayment of mortgages	(40,705)	(36,849)
Proceeds from convertible notes	-	440,000
Proceeds from (repayments to) related party advances	45,000	(15,575)
Proceeds from exercise of options	-	400,000
Proceeds from private placement	232,000	-
Net cash (used) provided by financing activities	236,295	787,576

**CASH FLOWS FROM DISCOUNTED OPERATIONS:**

Operating activities	-	-
Investing activities	-	-

Financing activities	(16,261)	-
Net cash (used) provided by discontinued activities	(16,261)	-
Net increase (decrease) in cash	(16,176)	(14,081)
Cash at beginning of period	30,067	44,148
<b>Cash at the end of the period</b>	<b>\$ 13,891</b>	<b>\$ 30,067</b>

**Supplemental Disclosure of Cash Flows Information:**

Cash paid for interest	\$ 98,890	\$ 56,735
Cash paid for income taxes	\$ -	\$ -

**Non-cash Investing and Financing Activities:**

Conversion of debt and accrued interest into common stock	\$ 1,191,470	\$ 225,541
Shares issued for acquisition of property	\$ -	\$ 52,000
Beneficial conversion feature discount recorded	\$ 253,333	\$ 440,000
Stock settled debt liability	\$ -	\$ 350,000
Stock settled payroll liability	\$ 134,000	\$ -
Stock settled advances from related party	\$ 40,000	\$ -
Seller financing of real estate	\$ -	\$ 625,000
Cancellation of related party rents as payment of accrual payroll	\$ 67,214	\$ -

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

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 1 – Organization and Summary of Significant Accounting Policies**

*Nature of the Corporation:*

Grow Condos, Inc. ("GCI" or the "Company") (f/k/a Fanatic Fans Inc. and Calibrus, Inc.) was incorporated on October 22, 1999, in the State of Nevada.

Our wholly owned subsidiary, WCS Enterprises, Inc. ("WCS") is an Oregon limited liability company which was formed on September 9, 2013 with operations beginning in October 2013. WCS is a real estate purchaser, developer and manager of specific use industrial properties providing "Condo" style turn-key aeroponics grow facilities to support cannabis farmers. WCS intends to own, lease, sell and manage multi-tenant properties so as to reduce the risk of ownership and reduce costs to tenants and owners.

Our wholly owned subsidiary, Smoke on the Water, Inc. was incorporated on October 21, 2016, in the State of Nevada. Smoke on the Water is focused on acquiring properties in the RV and campground rental industry.

On March 7, 2017, Smoke on the Water, Inc. executed a Real Estate Purchase Agreement to acquire the Lake Selmac Resort located at 2700 Lakeshore Drive, Selma, Oregon (see Note 3 below).

On June 22, 2018, the Board of Directors of the Company approved an amendment to our articles of incorporation to increase our authorized capital to 180,000,000 shares, consisting of 175,000,000 shares of common stock and 5,000,000 shares of preferred stock (the "Recapitalization") and to change the name of the Company to Grow Capital Inc. The Company filed articles of amendment with the State of Nevada to effect the aforementioned changes on July 10, 2018 and August 28, 2018 respectively. The Company has submitted application to the Financial Industry Regulatory Authority ("FINRA") for approval of the above noted corporate actions.

*Basis of Presentation:*

The accompanying consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States ("GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

### *Consolidation*

These consolidated financial statements include the accounts of Grow Condos, Inc., and its wholly-owned subsidiaries, WCS, Enterprises, LLC and Smoke on the Water, Inc. as of June 30, 2018. All significant intercompany accounting transactions have been eliminated as a result of consolidation.

### *Use of Estimates:*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We believe that it is at least reasonably possible that the effect on the financial statements of a condition, situation, or set of circumstances that existed at the date of the financial statements will change in the near term due to one or more future confirming events and the effect of the change would be material to the financial statements.

Significant estimates include, but are not limited to, assumptions used in the valuation of equity compensation, allocation of purchase price for acquired assets and assumptions used in our impairment testing of long-lived assets.

### *Cash and Cash Equivalents*

For financial accounting purposes, cash and cash equivalents are considered to be all highly liquid investments with a maturity of three (3) months or less at the time of purchase.

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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*Lease Receivables and deferred rent*

Lease receivables are recognized when rents are due, and for the straight-line adjustment to rents over the term of the lease less an allowance for expected uncollectible amounts. Inherent in the assessment of the allowance for doubtful accounts are certain judgments and estimates including, among others, the customer's willingness or ability to pay, the Company's compliance with lease terms, the effect of general economic conditions and the ongoing relationship with the customer. Accounts with outstanding balances longer than the payment terms are considered past due. We do not charge interest on past due balances. The Company writes off lease receivables when it determines that they have become uncollectible after all reasonable collection efforts have been made. If we record bad debt expense, the amount is reflected as a component of operating expenses in the statements of operations. As of June 30, 2018, and 2017, an allowance for doubtful accounts was recorded in the amount of \$2,861. As of June 30, 2018, and 2017, the Company had recorded deferred rent for the straight-line value of rental income of \$6,150 and \$26,006 respectively as part of other assets.

*Investment In and Valuation of Real Estate Assets*

Real estate assets are stated at cost, less accumulated depreciation and amortization. Amounts capitalized to real estate assets consist of the cost of acquisition (excluding acquisition related expenses), construction costs, and mortgage interest during the period the facilities are under construction and prior to readiness for occupancy, and any tenant improvements, major improvements and betterments that extend the useful life of the real estate assets and leasing costs. All repairs and maintenance are expensed as incurred.

The Company is required to make subjective assessments as to the useful lives of its depreciable assets. The Company considers the period of future benefit of each respective asset to determine the appropriate useful life of the assets. Real estate assets, other than land, are depreciated on a straight-line basis over the estimated useful life of the asset. The estimated useful lives of the Company's real estate assets by class are generally as follows:

Land	Indefinite
Buildings	40 years
Tenant improvements	Lesser of useful life or lease term
Intangible lease assets	Lease term

*Revenue Recognition*



We recognize revenue only when all of the following criteria have been met:

- o persuasive evidence of an arrangement exists;
- o use of the real property has taken place or services have been rendered;
- o the fee for the arrangement is fixed or determinable; and
- o collectability is reasonably assured.

*Persuasive Evidence of an Arrangement* – We document all terms of an arrangement in a real property lease signed by the tenant, for leases with a term greater than 30 days, prior to recognizing revenue.

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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Our real property lease agreements, which are governed by the laws of the state of Oregon, usually are non-cancellable and range from six to thirty-six months with a cash security deposit and personal guarantee required. We account for our leases in accordance with Accounting Standard Codification ("ASC") Topic 840, *Leases*, as operating leases. Leases may include escalating rental rates, an option to extend the term of the lease at a fixed rental rate, and an option to purchase the portion of the building being leased at the end of the lease term. Leases may be assigned with our approval. Common area maintenance and water are paid by the Company with the tenant responsible for maintenance, repairs and liability insurance associated with their specific unit within the building. Cash received for purchase options is recorded as deferred option revenue in the accompanying consolidated financial statements. These amounts are recorded to revenue upon the exercise of the option by the tenant or the expiration of the unused option.

*Advertising Costs*

Advertising costs are expensed as incurred. Advertising expense was \$717 and \$226,087 for the fiscal years ended June 30, 2018 and 2017, respectively.

*Fair Value of Financial Instruments:*

The Company follows the fair value measurement rules, which provides guidance on the use of fair value in accounting and disclosure for assets and liabilities when such accounting and disclosure is called for by other accounting literature. These rules establish a fair value hierarchy for inputs to be used to measure fair value of financial assets and liabilities. This hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels: Level 1 (highest priority), Level 2, and Level 3 (lowest priority).

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the balance sheet date.

Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3—Inputs are unobservable and reflect the Company’s assumptions as to what market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

Investments are reflected in the accompanying financial statements at fair value. The carrying amount of receivables and accounts payable and accrued expenses approximates fair value due to the short-term nature of those instruments.

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of lease receivables, accounts payable, accrued liabilities, and mortgages payable approximate fair value given their short-term nature or effective interest rates, which constitutes level three inputs.

*Share-based compensation*

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. Restricted stock awards are measured based on the fair market values of the underlying stock on the dates of grant. For service type awards, share-based compensation expense is recognized on a straight-line basis over the period during which the employee is required to provide service in exchange for the entire award. For awards that vest or begin vesting upon achievement of a performance condition, the Company estimates the likelihood of satisfaction of the performance condition and recognizes compensation expense when achievement of the performance condition is deemed probable using an accelerated attribution model.

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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The fair value of options is calculated using the Black-Scholes option pricing model to determine the fair value of stock options on the date of grant based on key assumptions such as expected volatility and expected term, so long as the option does not contain provisions that require a more complex model to be used.

*Convertible debt and beneficial conversion features*

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

*Stock settled debt*

In certain instances, the Company will issue convertible notes which contain a provision in which the price of the conversion feature is priced at a fixed discount to the trading price of the Company's common shares as traded in the over-the-counter market. In these instances, the Company records a liability, in addition to the principal amount of the convertible note, as stock-settled debt for the fixed value transferred to the convertible note holder from the fixed discount conversion feature. As of June 30, 2018, and 2017, the Company had recorded within Convertible Notes, net of discount, the amount of \$0 and \$350,000 for the value of the stock settled debt for certain convertible notes (see Note 8).

*Impairment of long-lived assets*

The Company monitors its long-lived assets and finite-lived intangibles for indicators of impairment. If such indicators are present, the Company assesses the recoverability of affected assets by determining whether the carrying value of such assets is less than the sum of the undiscounted future cash flows of the assets. If such assets are found not to be recoverable, the Company measures the amount of such impairment by comparing the carrying value of the assets to the fair value of the assets, with the fair value generally determined based on the present value of the expected future cash flows associated with the assets.

*Income taxes*

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

*Net (loss) income per share*

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period and contains no dilutive securities. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. For the fiscal years ended June 30, 2018 and 2017, all potentially dilutive securities are anti-dilutive due to the Company's losses from operations.

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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All dilutive common stock equivalents are reflected in our earnings (loss) per share calculations. Anti-dilutive common stock equivalents are not included in our earnings (loss) per share calculations.

The following table sets forth the number of dilutive shares as of June 30, 2018:

Options	500,000
Warrants	150,000
Total diluted shares	650,000

*Recent accounting pronouncements*

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments". This standard clarifies the presentation of certain specific cash flow issues in the Statement of cash flows. The standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash". This standard requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows and no longer present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents in the statement of cash flows. This standard is effective for public companies who are SEC filers for fiscal years beginning after December 15, 2017, including interim periods within those years, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business". This standard changed the definition of a business to help entities determine whether a set of transferred assets and activities is a business. This standard is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. The Company elected to early adopt ASU No. 2017-01 and applied the guidance to the Transaction, which was accounted for as an asset acquisition under the revised guidance.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). This standard eliminates Step 2 from the goodwill impairment test. Instead, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit. ASU 2017-04 is effective for the Company beginning July 1, 2020. The adoption is not expected to have a material impact on the consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, "Stock Compensation (Topic 718): Scope of Modification Accounting". This standard clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as a modification, with entities applying the modification accounting guidance if the value, vesting conditions or classification of the award changes. In addition to all disclosures about modifications that are required under the current guidance, entities will be also required to disclose that compensation expense has not changed if applicable. This standard is effective for public companies who are SEC filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted, including any interim period for which financial statements have not yet been issued or made available for issuance. The guidance will be applied prospectively to awards modified on or after the adoption date. The Company expects to adopt this guidance when effective.

ASC Topic 606, *Revenue from Contracts with Customers* ("Topic 606"), is mandatorily effective for the Company in the first quarter of its next fiscal year, which begins on July 1, 2018. This ASC topic outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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supersedes most existing revenue recognition guidance under U.S. GAAP. The core principle of the guidance is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Topic 606 also requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenues and cash flows arising from contracts with customers. The Company has the option of adopting Topic 606 using either 1) a full retrospective approach, in which comparative periods presented would be adjusted to reflect the provisions of Topic 606, or 2) a modified retrospective approach, in which the cumulative effect of applying the new standards to open contracts as of July 1, 2018 would be recognized as a cumulative effect adjustment. The Company is currently reviewing the impact of Topic 606 and this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

**Note 2 – Going Concern**

At June 30, 2018 and June 30, 2017, the Company reported a net loss of \$2,482,639 and \$1,614,855, respectively. As of June 30, 2018, we had a net working capital deficit of approximately \$1,494,646 and cash available of only approximately \$14,000 (see Note 10). The Company believes that its existing capital resources are not adequate to enable it to execute its business plan. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The Company estimates that it will require additional cash resources during fiscal year 2019 and beyond based on its current operating plan and condition. In July and August 2018, the Company began a private placement of its common shares and raised gross proceeds of approximately \$1,165,000. The Company used approximately \$900,000 of these proceeds from the private placements to retire the two mortgages held on the WCS condo property (see Note 7). In addition, in September 2018, the Company completed the sale of its land held in the Pioneer Business Park (see Note 4). The Company received proceeds of approximately \$74,000 after payment of expenses of the sale and full retirement of the attached mortgage of approximately \$250,000. These actions have reduced the working capital deficit below \$500,000. The Company expects cash flows from operating activities to improve marginally in the short term, primarily as a result of an increase in cash received from tenants and a decrease in certain operating expenses, although there can be no assurance thereof. In addition, there can be no assurance that new tenants will become available after 2019 when the remaining leases expire for the Eagle Point condominium. If we fail to generate positive cash flow or obtain additional financing, when required, we may have to modify, delay, or abandon some or all of our business and expansion plans, and potentially cease operations altogether. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

**Note 3 – Acquisition of Lake Selmac Resort**

On March 7, 2017, the Company, through its wholly-owned subsidiary Smoke on the Water, Inc. executed a Real Estate Purchase Agreement to acquire the Lake Selmac Resort located at 2700 Lakeshore Drive, Selma, Oregon. The Company agreed to acquire the property for a purchase price of \$875,000 plus closing costs consisting of a seller financing note in the amount of \$625,000 with the seller carrying the note at 5% per annum for the first twelve months



and then 6% per annum for the next four years, \$200,000 in cash plus closing costs, and 50,000 shares of the Company's common stock valued at \$52,000 based on the closing price of the common stock at the close. Because all RV and campground rentals have contracts lengths for a maximum term of 30 days, no amounts were allocated to the small number of rentals acquired at acquisition.

**Note 4 – Assets Held for Sale**

In April 2016, the Company purchased a parcel of land near Eugene, Oregon within the Pioneer Business Park from a private seller in the amount of \$326,629 plus closing costs. As part of the purchase, the Seller financed through a note payable \$267,129 of the purchase price (see Note 7). The intent of the Company was to build an industrial condominium building on the parcel, akin to the WCS property. The Company was unable to secure additional funding via debt or equity and due to the hostility of the local county government towards the intended operations of the tenants, the Company in late calendar 2017 abandoned those plans.

In December 2017, the Company made the decision to put the property up for sale. The Company has retained a sales agent and has listed the property for sale at a purchase price of \$399,000. The financial statements show the value of the land and the related mortgage under Assets Held for Sale and Liabilities Held for Sale on the balance

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

sheet, respectively. In September 2018, the Company completed the sale of the property for a gross sales price of \$349,000 (See Note 7).

**Note 5 – Property and Equipment, Net**

Property and improvements consisted of the following as of June 30, 2018 and 2017:

	June 30, 2018	June 30, 2017
<b>Cost</b>		
Buildings and improvements	\$ 1,360,240	\$ 1,360,240
Land	777,162	777,162
Furniture and Fixture	21,421	15,271
	2,158,823	2,152,673
Less: accumulated depreciation and impairment	(416,674 )	(386,982 )
	\$ 1,742,149	\$ 1,765,691

Depreciation expense (excluding impairment) amounted to \$29,692 and \$28,228 for the year ended June 30, 2018 and 2017, respectively.

Impairment of condo construction deposits and other assets in regard to the land purchased in Eugene for the year ended June 30, 2018 was \$31,843. Impairment of condo construction deposits and other assets in regard to the land purchased in Eugene for the fiscal year ended June 30, 2017 was nil. Impairment expense for the Pioneer business park in in the fiscal year ended June 30, 2017 was \$97,763.

**Note 6 – Accrued Liabilities**

Accrued Liabilities at June 30, 2018 and 2017 consist of the following:

	June 30, 2018	June 30, 2017
Accrued salaries and wages	\$ 556,588	\$ 514,372
Accrued expenses	55,432	74,531
	\$ 612,020	\$ 588,903

**Note 7 – Mortgages Payable**

In 2013, upon the acquisition of the condominium property in Eagle Point, Oregon, WCS assumed the mortgage payable of the Seller to Peoples Bank of Commerce, NA. The original principal amount of the mortgage was \$930,220, bears interest at the rate of the bank's prime rate plus 1.75%, and required 58 monthly payments of \$5,946 and matures on June 28, 2018 with a balloon payment due at that time of \$802,294. The mortgage is secured by liens against certain properties owned by the Seller. As of June 30, 2018, and 2017, the balance on the mortgage was \$797,476 and \$827,322, respectively.

In 2013, after acquisition, WCS entered into a second mortgage with Peoples Bank of Commerce, NA in the amount of \$120,000. The mortgage bears interest at the rate of the bank's prime rate plus 3%, requires 56 monthly payments of \$883 and matures on October 15, 2018 with a balloon payment due at maturity of \$104,329. The mortgage is collateralized by a deed of trust and assignment of rents with the Seller and WCS in the amount of \$120,000. As of June 30, 2018, and 2017, the balance on the mortgage was \$105,235 and \$107,139, respectively.

In August 2018, the Company paid the above two mortgages in full.

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

In April 2016, as more fully described in Note 4, the Company acquired a parcel of land and entered into a mortgage with the seller in the amount of \$267,129. The mortgage bears an interest rate of 6% per annum and has a maturity date of the sooner of (a) October 1, 2017 or the date construction begins on the condominium building proposed to be built. As of June 30, 2017, the balance on the mortgage was \$267,129. In October 2017, the Company entered into an amended mortgage by making a principal payment of \$15,000 and financing the remaining balance of \$252,129. The amended mortgage bears interest at the rate of 6% per annum and requires interest only monthly payments of \$1,261 from November 2017 through June 2018 with the remaining amount due on the note in the form of a final balloon payment will be due in July 2018. The note is unsecured. As of June 30, 2018, the balance on the mortgage was \$250,868.

As noted above in Footnote 4, in September 2018, the Company closed on the sale of the parcel of land acquired with financing provided by the mortgage. As a condition of the sale, the mortgage was fully repaid at closing.

In March 2017, as more fully described in Note 3, the Company acquired a RV and campground park in Selma, Oregon. Upon closing, the Company entered into mortgage payable with the Seller in the amount of \$625,000 with a maturity date of March 6, 2022. The mortgage bears interest at the rate of 5% per annum covering the monthly payments of \$3,355 for the following 12 months, then increases to 6% per annum for the monthly payments of \$3,747 for the following 48 months. Upon maturity, the remaining balance due on the note is required to be paid through a balloon payment. As of June 30, 2018, and 2017, the balance on the mortgage was \$613,848 and \$622,802, respectively. The note is unsecured.

The following table provides a five-year runoff of all of the Company's obligations with terms to maturity greater than one year as of June 30, 2018:

2019	\$	7,926
2020		8,415
2021		8,934
2022		588,573
Thereafter		-
<b>Total</b>		<b>613,848</b>

**Note 8 – Convertible Notes Payable**

At June 30, 2018 and June 30, 2017, convertible notes payable consisted of the following:

	<b>June 30,</b>	<b>June 30,</b>
	<b>2018</b>	<b>2017</b>
Principal amount	\$ -	\$ 515,000
Liability on stock settled debt	-	350,000
Less: unamortized debt discount	-	(350,736 )
Convertible notes payable, net	\$ -	\$ 514,264

*Auctus Fund, LLC Agreement:*

On March 21, 2016 the Company entered into a transaction with Auctus Fund, LLC (“Auctus”). In exchange for \$75,000 cash net of fees, the Company issued a convertible promissory note in the amount of \$83,750. The Note had a maturity date of nine (9) months from date of issue and interest at 10% per annum. The note is convertible at any time at the option of the holder into the common stock of the Company at the rate of the lower of (a) \$0.25 or (b) 50% of the lowest trading price of the Company’s common stock during the 10 preceding trading days prior to the notice of conversion per \$1 of principal. Total beneficial conversion feature discount recognized was \$56,780 which is being amortized over the terms of the convertible notes payable. During the fiscal year ended June 30, 2017 and 2016, the Company recognized interest expense of \$36,752 and \$20,028, respectively, related to the amortization of the debt discount. The unamortized balance was \$nil and \$36,752, respectively, as of June 30, 2017 and 2016. In October 2016, Auctus gave notice of conversion and the Company issued 352,163 shares of its

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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common stock in full satisfaction of the entire principal and accrued interest balance of \$88,041 of the convertible note.

On January 23, 2017 the Company entered into a convertible promissory note with Auctus Fund, LLC, and received net proceeds of \$150,000 in the gross amount of \$175,000. The Company paid original issuance cost of \$25,000 in connection with this note which will be amortized over the term of the note. The Note had a maturity date of October 23, 2017 and interest at 10% per annum with fixed conversion price of 50% of the lowest closing price for the 10 trading days prior to the conversion date. The Company recorded \$175,000 as liability on stock settled debt associated with this convertible note. In connection with the issuance of the Note the Company also issued a one-year warrant to purchase 150,000 of common stock of the Company at \$0.85 subject to adjustment for standard anti-dilution events. The warrant has a term of 21 months. The Company has granted the holder piggy back rights for the common stock underlying the convertible debenture and warrants. Total beneficial conversion feature discount recognized was \$325,000 which is being amortized over the terms of the convertible notes payable. During the fiscal year ended June 30, 2017 the Company recognized interest expense of \$188,095 related to the amortization of the beneficial conversion feature discount and \$14,469 related to the amortization of original issuance cost. During the three months ended September 30, 2017, the Company recognized interest expense of \$136,905 related to the amortization of the beneficial conversion feature discount and \$10,531 related to the amortization of original issuance cost. As of September 30, 2017, the unamortized balance of beneficial conversion feature was \$nil (June 30, 2017 - \$136,905) and the unamortized balance of original issuance cost was \$nil (June 30, 2017 - \$10,531). During the three months ended September 30, 2017, Auctus gave notice of conversion and the Company issued 13,403,839 shares of its common stock in full satisfaction of the entire principal and accrued interest balance under the note of \$175,000.

*Tangiers Financing Agreement:*

On March 28, 2016 the Company entered into convertible note with Tangiers Global, LLC (“Tangiers”), and received net proceeds of \$75,000 from a convertible note in the gross amount of \$100,000. The Note had a maturity date of six (6) months from the date of issue and interest at 10% per annum with fixed conversion price of \$0.25. The Company paid original issuance cost of \$10,000 and included legal fees incurred by Tangiers of \$15,000 in connection with this note which will be amortized over the term of the convertible note. Total beneficial conversion feature discount recognized was \$68,000 which being amortized over the terms of the convertible notes payable. During the fiscal year ended June 30, 2017, the Company recognized interest expense of \$50,488 related to the amortization of the beneficial conversion feature discount and \$18,562 related to the amortization of original issuance cost. During the fiscal year ended June 30, 2016, the Company recognized interest expense of \$17,512 related to the amortization of the beneficial conversion feature discount and \$6,438 related to the amortization of original issuance cost. As of June 30, 2017, and 2016, the unamortized balance of beneficial conversion feature was \$nil and \$50,488, respectively, and the unamortized balance of original issuance cost was \$nil and \$18,562, respectively. In October and November 2016, Tangiers gave notice to the Company and converted the entire principal and accrued interest under the note of \$110,000 into 440,000 shares of common stock of the Company.

On April 4, 2016 the Company entered into convertible promissory note in the amount of \$25,000 and received zero proceeds. The Note had a maturity date of April 4, 2017 and an interest at 10% per annum. The note is convertible at any time at the option of the holder into the common stock of the Company at the rate of the lower of (a) \$0.25 or (b) 60% of the lowest trading price of the Company's common stock during the 20 preceding trading days prior to the notice of conversion per \$1 of principal. Total beneficial conversion feature discount recognized was zero. During the fiscal year ended June 30, 2017 and 2016, the Company recognized interest expense of \$19,041 and \$5,959 related to the amortization of issuance cost, respectively. As of June 30, 2017, and 2016, the unamortized balance of issuance cost was \$nil and \$19,041, respectively. In February 2017, Tangiers gave notice to the Company and converted the entire principal and accrued interest under the note of \$27,500 into 110,000 shares of common stock of the Company.

On January 20, 2017 the Company entered into a convertible promissory note in the amount of \$165,000. The Note was due July 20, 2017 and bears an interest rate of 10% and is convertible into shares of the Company's common stock at \$.85 per share, unless the event of a default, at which time the conversion rate changes to a fixed 50% discount to the lowest prior 10-day trading price. The Note was issued with a \$15,000 original issue discount. In connection with the issuance of the Note the Company also issued a one-year warrant to purchase 150,000 of

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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common stock of the Company at \$0.85 subject to adjustment for standard anti-dilution events. The warrant has a term of 1 year. The Company has granted the holder piggy back rights for the common stock underlying the convertible debenture and warrants. Total beneficial conversion feature discount recognized was \$140,000 which being amortized over the terms of the convertible notes payable. During the fiscal year ended June 30, 2017, the Company recognized interest expense of \$124,530 related to the amortization of the beneficial conversion feature discount and \$22,238 related to the amortization of original issuance cost and legal fees. As of June 30, 2017, the unamortized balance of beneficial conversion feature was \$15,470 and the unamortized balance of original issuance cost and legal fee was \$2,762, respectively. On July 20, 2017, the Company recognized additional beneficiary conversion feature in the amount of \$110,000 upon default for non-payment. During the year ended June 30, 2018, the Company recognized interest expense of \$115,470 related to the amortization of the beneficial conversion feature discount and \$2,762 related to the amortization of original issuance cost and legal fees. As of June 30, 2018, the unamortized balance of beneficial conversion feature was \$nil (June 30, 2017 - \$15,470) and the unamortized balance of original issuance cost was \$nil (June 30, 2017 - \$2,762). During the three months ended September 30, 2017, Tangiers gave notice to the Company and converted the entire principal and accrued interest under the note of \$165,000 into 15,023,320 shares of common stock of the Company

*EMA Financing Agreement:*

On January 9, 2017 the Company entered into a convertible promissory note with EMA Financial LLC., received net proceeds of \$150,000 in the gross amount of \$175,000. The Company paid original issuance cost of \$25,000 in connection with this note which will be amortized over the term of the note. The Note had a maturity date of January 9, 2018 and interest at 10% per annum with fixed conversion price of 50% of the lowest closing price for the 10 trading days prior to the conversion date. The Company recorded \$175,000 as liability on stock settled debt associated with this convertible note. Total beneficial conversion feature discount recognized was \$325,000 which being amortized over the terms of the convertible notes payable. During the fiscal year ended June 30, 2017 the Company recognized interest expense of \$153,151 related to the amortization of the beneficial conversion feature discount and \$11,781 related to the amortization of original issuance cost. The Company recognized interest expense of \$171,849 related to the amortization of the beneficial conversion feature discount and \$13,219 related to the amortization of original issuance cost and legal fees. As of June 30, 2018, the unamortized balance of beneficial conversion feature was \$nil (June 30, 2017 - \$171,849) and the unamortized balance of original issuance cost was \$nil (June 30, 2017 - \$13,219). During the three months ended September 30, 2017, EMA gave notice to the Company and converted the entire principal and accrued interest under the note of \$175,000 into 15,583,632 shares of common stock of the Company.

**Note 9 – Capital Stock**

As of June 30, 2018, and 2017, the Company's authorized common stock consists of 100,000,000 common shares with par value of \$0.001 and 5,000,000 shares of preferred stock with par value of \$0.001 per share (see Note 13).



*Equity Incentive Plan*

In December 2015, the Company adopted the 2015 Equity Incentive Plan (“Incentive Plan”) with a term of 10 years. The Incentive Plan allows for the issuance up to a maximum of 2 million shares of common stock, options exercisable into common stock of the Company or stock purchase rights exercisable into shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is made by the board of directors. Options granted under the plan carry a maximum term of 10 years, except to a grantee who is also a 10% beneficial owner at the time of grant, in which case the maximum term is 5 years. In addition, exercise prices of options granted must be within a certain percentage of the closing price on date of grant depending on the level of beneficial ownership of common stock of the Company by the grantee. All vesting conditions are set by the board or administrator. In December 2015, the Company filed a registration statement on Form S-8 covering all shares issued or issuable under the Incentive Plan.

*Stock Plan*

In December 2015, the Company adopted the 2015 Stock Plan (“Stock Plan”). As a condition of adoption of the Stock Plan, the Company entered into a registration statement on Form S-8 and covered the shares issued under the

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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plan, which registration statement was filed in December 2015. The Stock Plan allows for the issuance up to a maximum of 2 million shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is made by the board of directors. The Stock Plan shall continue in effect until such time as is terminated by the Board or all shares are issued pursuant to the Stock Plan.

*Common Stock*

*Share issuances during the fiscal year ended June 30, 2018:*

As described more fully above in Note 8, the Company issued 44,010,791 shares of common stock in full satisfaction of principal and accrued interest of convertible notes issued in the fiscal year ended June 30, 2017.

During the fiscal year ended June 30, 2018, the Company issued 7,199,376 shares to employees, board members and consultants for services rendered and in settlement of certain liabilities. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarket on the date of grant and recorded stock-based compensation of \$281,981, of this amount 4,565,259 shares valued at \$175,326 were issued to officers and directors as part of their board compensation package.

During the fiscal year ended June 30, 2018, the Company issued a total of 6,400,000 shares in respect to private placements at \$0.03 and \$0.04 per share and received cash proceeds of \$232,000.

During the fiscal year ended June 30, 2018, the Company issued 4,466,667 shares to certain officers to settle accrued payroll in the amount of \$134,000. The Company valued those issuances at the closing price of the Company's stock as traded on the OTCMarket on the date of issue. The difference in price resulted in the Company recording stock-based compensation in the amount of \$852,334.

During the fiscal year ended June 30, 2018, the Company agreed to issue 1,333,333 shares to a board member to settle advances made to the Company during the fiscal year ended June 30, 2018, in the amount of \$40,000. As of June 30, 2018, those shares remain issuable. The Company treated the addition of the conversion provision to the advances made by the board member as an extinguishment and new issuance in the form of a convertible note. The Company recorded additional interest expense from the amortization in full of the discount recorded as the Company determined that a beneficial conversion feature was present in the conversion feature. Upon conversion in December 2017, the Company recorded additional interest expense from the amortization of the beneficial conversion feature in the

amount of \$253,333.

*Share issuances during the fiscal year ended June 30, 2017:*

During the year ended June 30, 2017, the Company issued 21,924 shares to employees, board members and consultants for services rendered. The Company valued those issuances on the closing price of the Company's stock as traded in the other-the-counter market on the date of grant.

As described more fully above in Note 8, the Company issued 902,163 shares of common stock in full satisfaction of principal and accrued interest of convertible notes issued in the fiscal year ended June 30, 2017.

As more fully described in Note 3, the Company issued 50,000 shares of common stock as partial payment of the purchase price for the RV and Campground in Selma, Oregon.

In the year ended June 30, 2017, a holder exercised options (see below) and acquired 1,000,000 shares of common stock of the Company (250,000 shares remain issuable as of June 30, 2018) and remitted cash in the amount of \$400,000 to the Company.

*Preferred Stock*

The Company has designated a Series A Convertible Preferred Stock (the "Series A Preferred"). The number of authorized shares totals 5,000,000 and the par value is \$.001 per share. The Series A Preferred shareholders vote together with the common stock as a single class. The holders of Series A Preferred are entitled to receive all

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

notices relating to voting as are required to be given to the holders of the Common Stock. The holders of shares of Series A Preferred shall be entitled to 5 votes per share and have a conversion right granted to the holder to allow to convert into 5 common shares of the Company for each Series A Preferred Share held.

*Warrants*

On January 20, 2017, as more fully described in Note 8, the Company issued two warrants for 300,000 shares, exercisable at \$0.85 in connection with the issuance of a convertible notes.

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at June 30, 2016	-	-		
Granted	300,000	0.85		
Exercised	-	-		
Forfeited	-	-		
Outstanding at June 30, 2017	300,000	\$ 0.85	0.58	\$ -
Granted				
Exercised				
Forfeited	(150,000)	0.85		
Outstanding at June 30, 2018	150,000	\$ 0.85	0.14	\$ -
Exercisable at June 30, 2018	150,000	\$ 0.85	0.14	\$ -

The table below includes the significant ranges of the assumptions used to value the warrants under the Black Scholes Merton valuation model:

Fair value of underlying common	\$	1.06 to 1.12
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Exercise price	\$	0.85
Term		12 to 21 months
Historical volatility		161.4% to 163.7%
Risk free interest rate		0.82% to 1.16%
Dividend rate		0 %

## GROW CONDOS, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

*Options*

A summary of the change in stock purchase options outstanding for the period ended June 30, 2018 and 2017 is as follows:

	Options Outstanding	Exercise Price	Weighted Average Grant Date Fair Value	Remaining Contractual Life (Years)
Balance – June 30, 2016	1,500,000	\$0.40	\$0.52	See note above
Options issued	-	-	-	-
Options expired	-	-	-	-
Options exercised	(1,000,000)			
Balance – June 30, 2017	500,000	\$0.40	\$0.52	See note above
Balance – June 30, 2018	500,000	\$0.40	\$0.52	See note above

The following table shows information on our vested and unvested options outstanding during the year ended June 30, 2018 and 2017:

	Options Outstanding	Exercise Price	Average Grant Date Fair Value	Contractual Life (Years)
Balance – June 30, 2016, unvested	1,000,000	\$0.40	\$0.52	See note above
Options issued	-	-	-	-
Options vested	1,000,000	\$0.40	\$0.52	-
Options expired	-	-	-	-
Options exercised	(1,000,000)	\$0.40	\$0.52	-
Balance – June 30, 2017, unvested	-	-	-	-
Balance – June 30, 2018, unvested	-	-	-	-

Options outstanding had intrinsic value as of June 30, 2018 of \$nil.

**Note 10 – Related Party Transactions**

The Company is currently leasing units located in Eagle Point Oregon. The building is an approximately 15,000 square foot building which has 10 units of approximately 1,500 square feet each available for use. Four units are currently under lease to three different unrelated companies. One unit is being used as the Grow Condos, Inc. offices, and five units are under lease to a company that the CEO of Grow Condos, Inc. controls. The agreement to the lease the 4 condo units with the company controlled by the CEO was entered into the owner prior to its purchase by WCS in 2013. The lease term begins once the tenant improvements are completed and the premises are occupied and continues for a period of 36 months. Four-unit lease terms began in the fiscal year ended June 30, 2016, with cash payments commencing on all four units leases in the fiscal year ended June 30, 2017.

As of June 30, 2018, and 2017, a related party had advanced the Company, on an unsecured basis, \$100,000. In addition, during the fiscal year ended June 30, 2018, a director of the Company advanced the Company \$45,000 on an unsecured and undocumented basis. During the year ended June 30, 2018, the Company and the director agreed to convert \$40,000 of the advances into 1,333,333 shares of common stock of the Company. As of June 30, 2018, that director, who resigned as a director in July 2018, had remaining outstanding advances of \$5,000 as of June 30, 2018.

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During the fiscal year ended June 30, 2018 the Board of Directors ratified that our CEO, President and Director satisfied approximately \$62,000 of receivables by netting the amount against his payroll payable.

In fiscal 2018, the Company was notified by its primary banks that these banks would no longer accept the Company as a client for its banking services. As of June 30, 2018, the Company's wholly owned subsidiary, WCS, was notified that its bank, which also holds both of its mortgages, would no longer continue to accept WCS as a customer shortly after its fiscal year end. Because the Company rents its properties to those who engage in a federal crime under the Controlled Substances Act, most banks subject to any federal oversight (the Office of the Comptroller of the Currency or any of the Federal Reserve Bank's of the United States) have declined to do business with any entity that is related in any way to cannabis operations. The Company's management and directors have as of June 30, 2018 transferred the Company's cash and its banking operations to an entity owned and controlled by them. The Company has treated the cash transferred as amounts due from this related entity and the cash expended from these accounts on behalf of the Company as reductions of the amounts due from these entities. As of June 30, 2018, the amount held in cash by the related entity and reported as a current asset as due from related part was \$40,268.

**Note 11 – Income Taxes**

On December 22, 2017, the 2017 Tax Cuts and Jobs Act (the Tax Act) was enacted into law including a one-time mandatory transition tax on accumulated foreign earnings and a reduction of the corporate income tax rate to 21% effective January 1, 2018, among others. We are required to recognize the effect of the tax law changes in the period of enactment, such as determining the transition tax, remeasuring our U.S. deferred tax assets and liabilities as well as reassessing the net realizability of our deferred tax assets and liabilities. While the Company has revenue we have no foreign earnings and therefore, we do not anticipate the impact of a transition tax. We have remeasured our U.S. deferred tax assets at a statutory income tax rate of 21% during fiscal 2018. Since the Tax Act was passed late in the second quarter of fiscal 2018, and ongoing guidance and accounting interpretation are expected over the next 12 months, we consider the accounting of any transition tax, deferred tax re-measurements, and other items to be incomplete due to the forthcoming guidance and our ongoing analysis of final year-end data and tax positions. We expect to complete our analysis within the measurement period in accordance with SAB 118, and no later than fiscal year end June 30, 2019.

The income tax expense (benefit) consisted of the following for the fiscal year ended June 30, 2018 and 2017:

	June 30, 2018	June 30, 2017
Total current	\$ -	\$ -
Total deferred	-	-
	\$ -	\$ -



Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The following is a reconciliation of the expected statutory federal income tax and state income tax provisions to the actual income tax benefit for the fiscal year ended June 30, 2018 and 2017:

	June 30, 2018	June 30, 2017
Expected benefit at federal statutory rate	\$ 670,000	549,000
Non-deductible expenses	(554,000)	(156,000 )
Change in valuation allowance	(116,000)	(393,000 )
	\$ -	\$ -

**GROW CONDOS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Significant components of the Company's deferred tax assets and liabilities were as follows for the fiscal year ended June 30, 2017 and 2016:

	June 30, 2018	June 30, 2017
<b>Deferred tax assets:</b>		
Net operating loss carryforwards	\$ 2,993,000	\$ 2,930,000
Deferred payroll	150,000	139,000
Impairments	109,000	103,000
Other	29,000	-
Total deferred tax assets	3,281,000	3,172,000
<b>Deferred tax liabilities</b>		
Deferred revenue	-	(7,000 )
Total deferred tax liabilities	-	(7,000 )
Change in effective tax rates	-	715,000
Net deferred tax assets	3,281,000	3,165,000
Less valuation allowance	(3,281,000)	(3,165,000 )
Net deferred tax assets (liabilities)	\$ -	\$ -

During the fiscal year ended June 30, 2018 and 2017 the, the Company recognized no amounts related to tax interest or penalties related to uncertain tax positions. The Company is subject to taxation in the United States and various state jurisdictions. The Company currently has no years under examination by any jurisdiction.

In 2013, WCS entered into multi-year option contracts with certain tenants of the Eagle Point condominium units.

The option contracts gave the tenants the right to enter into a contract for the sale of the unit being rented by the tenant. As part of the option, the tenant is required to make a monthly or quarterly payment to the Company over the term of the agreement and in exchange, the tenant has the right to purchase the unit for a price as determined in the contract. Contract unit pricing ranges from a fixed \$100,000 per unit to \$150,000 multiplied by the usable space divided by the surveyed total condominium land area. The amounts paid on a monthly or quarterly basis are applied as down payments for the purchase of the unit if elected by the contract holder. In the event of non-payment or expiration of the contract without the option being exercised, any and all payments held by the Company are forfeit by the optionee. As of June 30, 2018, and June 30, 2017, the Company held payments of \$74,000 and \$51,500 respectively. During the year ended June 30, 2018 and 2017, the Company received payments under option contracts of \$48,000 and \$26,000, respectively, from related parties. In the fiscal year ended June 30, 2018, one optionee defaulted on the option contract without exercise and forfeited \$25,900.

**Note 12- Subsequent Events**

On June 22, 2018, the Board of Directors of the Company approved an amendment to our articles of incorporation to increase our authorized capital to 180,000,000 shares, consisting of 175,000,000 shares of common stock and 5,000,000 shares of preferred stock (the "Recapitalization") and to change the name of the Company to Grow Capital Inc. The Company filed articles of amendment with the State of Nevada to effect the aforementioned changes on July 10, 2018 and August 28, 2018 respectively. The Company has submitted application to the Financial Industry Regulatory Authority ("FINRA") for approval of the above noted corporate actions.

On July 1, 2018, Wayne Zallen resigned as the President and CEO of the Company and David Tobias resigned his position as a member of the Board of Directors. On the same day, Jonathan Bonnette was elected to the Board of Directors filling the vacancy created by the resignation of David Tobias. Mr. Bonnette was also appointed the President and CEO of the Company. Wayne Zallen will remain the Chairman of the Board of Directors and will

**GROW CONDOS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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continue to serve as the CFO until such time as a replacement can be found. Mr. Zallen's employment contract was terminated, and the Company and Mr. Zallen have agreed on compensation of \$2,500 per month.

In July and August 2018, the Company commenced a private offering of its common stock and through the date of this report raised gross proceeds of \$1,165,000. Approximately \$900,000 of these proceeds were used to retire two mortgages on the WCS condo rental property (see Note 7).

In July 2018, the Company entered into an employment agreement with its CEO and President having an initial term of one year including compensation for the first year at \$240,000 payable in restricted stock at the valuation rate of \$0.08 per share or 3,000,000 shares which have been issued.

On August 2, 2018 the Company issued a total of 1,000,000 shares of common stock to certain officers and directors as part of their board compensation package.

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**ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A: CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

We intend to maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our Chief Executive Officer ("Principal Executive Officer") and our Chief Financial Officer ("Principal Financial Officer"), as appropriate, to allow timely decisions regarding required disclosure. Our management, with the participation of our Principal Executive and Financial Officers, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Exchange Act). Based on this evaluation, our Principal Executive and Financial Officer concluded that, as of June 30, 2018, our disclosure controls and procedures were not effective, for the reasons discussed below, to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Principal Executive and Financial Officers, as appropriate to allow timely decisions regarding required disclosure.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Principal Executive and Financial Officers, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control—Integrated Framework* (2013). In connection with our evaluation, we identified a material weakness in our internal control over financial reporting as of June 30, 2018.

A material weakness is a deficiency, or combination of deficiencies, that creates a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected in a timely manner. The material weakness related to our company was due to not having the adequate personnel to address the reporting requirements of a public company and to fully analyze and account for our transactions. We do not believe that this material weakness has resulted in deficient financial reporting because we have worked through the year end close process performing additional review and analysis to assure compliance with accounting principles generally accepted in the United States ("GAAP") and SEC reporting requirements.

Accordingly, while we identified a material weakness in our system of internal control over financial reporting as of June 30, 2018, we believe that we have taken reasonable steps to ascertain that the financial information contained in this report is in accordance with GAAP. We are committed to remediating the control deficiencies that constitute the material weaknesses by implementing changes to our internal control over financial reporting. Management is

responsible for implementing changes and improvements in the internal control over financial reporting and for remediating the control deficiencies that gave rise to the material weaknesses.

We plan to implement measures to remediate the underlying causes of the control deficiencies that gave rise to the material weaknesses through additional training efforts as well as ensuring appropriate review of the related significant accounting policies by the members of management with the requisite level of knowledge, experience and training to appropriately apply GAAP. We plan to undertake additional review processes to ensure the related significant accounting policies are implemented and applied properly on a consistent basis throughout the Company. We believe these measures will remediate the control deficiencies. However, we have not completed all of the corrective processes, procedures and related evaluation or remediation that we believe are necessary. As we continue to evaluate and work to remediate the control deficiencies that gave rise to the material weaknesses, we may determine to take additional measures to address the control deficiencies.

This Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Our management's report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this Report on Form 10-K.

#### **Changes in Internal Control Over Financial Reporting**

None.

#### **ITEM 9B: OTHER INFORMATION**

None

### **PART III**

#### **ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

##### **Identification of Directors and Executive Officers**

The following table sets forth the names of all current directors and executive officers of the Company as at our fiscal year ended June 30, 2018. These persons will serve until the next annual meeting of the stockholders or until their successors are elected or appointed and qualified, or their prior resignation or termination.

<b>Name</b>	<b>Positions Held</b>	<b>Date of Election or Designation</b>	<b>Date of Termination or Resignation</b>
Wayne A. Zallen	Chairman, President, CEO, CFO and Director	July 22, 2014 as to CEO & President, and August 31, 2017 as to CFO	(1)
Joann Z. Cleckner	Secretary, Treasurer	July 22, 2014	(2)
Carl S. Sanko	Director	July 22, 2014	(2)
David Tobias	Director	September 25, 2015	(1)

(1) On July 1, 2018, Wayne Zallen resigned as the President and CEO and David Tobias resigned his position as a member of the Board of Directors. On the same day, Mr. Jonathan Bonnette was elected to the Board of Directors filling the vacancy created by the resignation of David Tobias. Mr. Bonnette was also appointed the President and CEO of the Company. Wayne Zallen will remain the Chairman of the Board of Directors and will continue to serve as the CFO until such time as a replacement can be found.

(2) These persons presently serve in the capacities indicated.

### **Background and Business Experience**

Wayne A. Zallen – Age 64. From 10/2013 - present Mr. Zallen bought an unfinished industrial warehouse Condominium project from the bank and developed it into a safe haven for medical marijuana growers. Mr. Zallen developed a workable lease option model that benefits the grower as well as the investor. From 4/2009 to present



Mr. Zallen developed an aeroponic growing method that produces superior quality medical marijuana in a minimum amount of time. From 2006 to present Mr. Zallen was the President of Sigclo Enterprises, Inc a business incubator specializing in importing and distributing goods through a multitude of web-based consumer channels. Prior to that Mr. Zallen specialized in buying, building or assisting startup companies in achieving their untapped potential then selling them to sound operators. To date these businesses, continue to operate profitably. From 1986 to 2000 Mr. Zallen was a successful member of the financial services industry, owning one of Allstate's first insurance franchises, and achieving a top 1% national ranking. Later he established a San Francisco Bay Area regional office of American National Financial, Inc., where he hired, trained and motivated sales agents to originate over \$8 million per/month in wholesale and retail loans across Northern California. During the early 1980's Mr. Zallen was a Business Manager/ Account Executive for John Rhein Advertising and was responsible for business management, budgeting, media evaluation and procurement. At John Rhein Advertising he developed exclusive advertising campaigns syndicated nationwide. In 1977 Mr. Zallen obtained an Industrial Design Bachelor of Science degree from The Ohio State University.

Joann Z Cleckner – Age 69. From 1990 thru present – Joann has been the owner of Joann Z Cleckner, CPA, an accounting firm specializing in small business consulting, tax planning, tax preparation as well as providing bookkeeping services to small business clients. In addition to her accounting practice, from 2011 through 2012, Joann was an intern with the Sonoma County District Attorney, providing legal research in criminal matters, writing briefs and making court appearances. Joann is licensed to practice accountancy in the states of California and Oregon.

Carl S. Sanko – Age 63. Carl has been self-employed as Carl S. Sanko CPA for last 5 years, providing tax, accounting, and consulting services, including the past 1 1/2 years as contract CFO, Secretary, and Director of Kush (a Nevada corporation). Also, during the past 5 years Carl has been a real estate Broker, working under his name, Carl Sanko.

David Tobias–Age 66. Mr. Tobias has served as President of Wild Earth Naturals since May, 2013. Prior to that, from October 2009 until May 2011, Mr. Tobias held the position of Vice President at Medical Marijuana Inc. where he was instrumental in bringing forward and culminating the merger between CannaBank and Medical Marijuana, Inc. He was earlier Sales Manager for Tulsa custom builder Xcite Homes, from October 2008 to August 2009. Among other qualifications, Mr. Tobias brings to the Board executive leadership experience, including his service as a president of a public company, along with extensive entrepreneurial experience. Mr. Tobias also has a keen sense of the social, political, and economic environment in which the company operates. Mr. Tobias is also currently serving on the board of directors of Cannabis Sativa, Inc., a company subject to the reporting requirements of Section 13 of the Securities Act of 1933.

Jonathan Bonnette – Age 40. From 2006 through 2014 Mr. Bonnette worked for United First Financial, a company which he cofounded and with regard to which he was also an owner. United First Financial was a direct sales company with a financial software product that would instruct people on how to pay off debt as quickly as possible. He served as president and was over I.T. and operations. From 2014 through 2018 he worked for Legacy Solutions Group, a company which he also owns. Legacy Solutions Group is a company that helps people protect and build a retirement through different investment strategies, including real estate investments. He was in charge of technology and client on boarding. Mr. Bonnette has also owned a software and technology company giving him experience that will broaden our solutions to the cannabis industry.

The Company considers each of our board members to be uniquely qualified for the position, based on years of prior experience in management, finance and corporate operations, which has allowed each of them to develop appropriate skill sets to the Board of Grow Condos. Mr. Zallen not only brings key financial expertise, having owned and operated various entities in the financial services industry, but also, substantive operational and administrative experience having previously worked with startup companies to bring them to profitable operations. Mr. Sanko, has extensive experience in finance and corporate governance being a CPA and having worked with various companies as CFO, Secretary and Director. Mr. Tobias has held various positions in the natural and medical marijuana space including President and Vice President. His prior experience with public companies adds to his other specific qualifications which include management, administration, operations and corporate governance. Mr. Bonnette is qualified to be a director of the Company because he has owned many private companies. One of the

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companies he owned had over 240 employees, over 70,000 independent agents and revenues of more than \$120,000,000 per year.

### **Significant Employees**

Grow Condos has one employee that is not an executive officer, but who is expected to make a significant contribution to its business. Our property manager, hired to maintain and operate our Smoke on the Water resort facility in Selmac Oregon is considered a key employee. Duties of the manager include but are not limited to:

- 1.The day-to-day operations of the campground;
- 2.Booking guests;
- 3.Greeting, checking in and checking out guests;
- 4.Running the convenience store;
- 5.Ordering inventory for the convenience store;
- 6.Ordering misc. supplies as needed;
- 7.Rentals of equipment;
- 8.Participating in marketing events;
- 9.Keeping the grounds orderly and clean.

The Company believes loss of this key employee could impact our operations in the short term as presently we do have another employee in place to fill this role.

### **Family Relationships**

As at June 30, 2018, our Chief Executive Officer and our Secretary/Treasurer are siblings.

### **Involvement in Other Public Companies Registered Under the Exchange Act**

See resume of David Tobias.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Our shares of common stock are registered under the Exchange Act, and therefore our officers, directors and holders of more than 10% of our outstanding shares are subject to the provisions of Section 16(a) which requires them to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and our other equity securities. Officers, directors and greater than 10% beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based solely upon review of the copies of such forms furnished to us during the fiscal year ended June 30, 2018 and 2017, there were no late filings, no failures to make filings and no unreported transactions during the period.

### **Code of Ethics**

We have adopted a Code of Conduct for our Principal Executive and Financial Officers.

### ***Corporate Governance***

#### **Nominating Committee**

We have not established a Nominating Committee because we believe that our Board of Directors is able to effectively manage the issues normally considered by a Nominating Committee. During the fiscal year period ended June 30, 2018, there were no changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors.

#### **Audit Committee**

The Company is a smaller reporting company and presently our audit committee consists of the three members of our board of directors.

## ITEM 11: EXECUTIVE COMPENSATION

The following table sets forth the aggregate compensation paid by the Company for services rendered during the periods indicated:

### SUMMARY COMPENSATION TABLE

The following table provides certain information regarding compensation awarded to, earned by or paid to persons serving as our Named Executive Officer and persons who earned more than \$100,000 in fiscal 2018 and 2017. Other than as set out below, no other officer had compensation exceeding \$100,000.

<b>Name and Principal Position</b>	<b>Fiscal Year Ended</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)</b>	<b>Option Awards (\$)</b>	<b>All Other (\$)</b>	<b>Total (\$)</b>
Wayne A. Zallen (4) Chief Executive Officer, Chief Financial Officer, President and Director	June 30, 2018	250,000(1)	-	-	-	700,334(1)	950,334
	2017	250,000(1)	-	-	-	-	250,000
Joann Z. Cleckner, Chief Financial Officer, Secretary/Treasurer (3)	2018	-	-	-	-	152,000(2)	152,000
	2017	100,000(2)	-	-	-	-	100,000

(1)During fiscal 2018 and 2017 subject to the terms of an employment agreement, the Company accrued wages totaling \$250,000 and \$250,000 respectively for Mr. Zallen, our CEO, President and Director, of which \$96,000 was paid in fiscal 2017 and \$93,300 was paid in fiscal 2018. A further \$110,000 from prior accrued salary was converted into 3,666,667 shares of common stock at \$0.03 per share during the year and the Company valued the issuance at the closing price of the Company's stock as traded on the OTCMarket on the date of issuance and recorded stock-based compensation of \$700,334. The balance payable to Mr. Zallen at June 30, 2018 in respect of salary accruals totaled \$367,367.

(2)During fiscal 2018 and 2017 subject to the terms of an employment agreement, the Company accrued wages totaling \$Nil and \$100,000 respectively for Ms. Cleckner of which \$57,600 was paid in fiscal 2017 and \$Nil was paid in fiscal 2018. A further \$24,000 from prior accrued salary was converted into 800,000 shares of common stock at



## Compensation of Directors

During the most recently completed fiscal years ended 2018 and 2017 members of our board of directors received the following stock-based compensation for their services as directors as follows:

(a) Wayne Zallen was issued a total of 1,521,753 shares in fiscal 2018 valued at \$58,442 and 4,808 shares in fiscal 2017 valued at \$6,250. Shares were valued at the market price on the date compensation was approved for issuance.

(b) David Tobias was issued a total of 1,521,753 shares in fiscal 2018 valued at \$58,442 and 4,808 shares in fiscal 2017 valued at \$6,250. Shares were valued at the market price on the date compensation was approved for issuance.

(c) Carl Sanko was issued a total of 1,521,753 shares in fiscal 2018 valued at \$58,442 and 4,808 shares in fiscal 2017 valued at \$6,250. Shares were valued at the market price on the date compensation was approved for issuance.

## ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Security Ownership of Certain Beneficial Owners

The following tables set forth the shareholdings of those persons who were the beneficial owners of more than five percent (5%) shareholders of the Company's common stock as of September 18, 2018:

#### Ownership of Principal Shareholders

Title Of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class (1)
Common Stock	Wayne A. Zallen 2944 Delta Waters Road Medford, OR 97504	19,662,064 Indirect Shares are held by The Wayne A Zallen Trust, of which Wayne Zallen is trustee and beneficiary.	20.35%
Common	Carl S. Sanko, CPA 4824 Denaro Drive	9,704,048 Direct	10.04%

Stock	Las Vegas, NV 89135		
Common Stock	Terry Kennedy	12,188,162 (2)	12.61%
	722 W. Dutton Road		
	Eagle Point, OR 97524		

(1) Based on a total of 96,621,408 shares outstanding.

(2) Of the share total, 4,000,000 are held in the name of Racing 123, LLC and 2,500,000 are held in the name of Off The Wall LLC, companies of which Mr. Kennedy is the beneficial owner. The remaining 5,688,162 shares are held in Mr. Kennedy's name.

**Security Ownership of Management**

The following table sets forth the shareholdings of the Company's directors and executive officers as of September 18, 2018:



### Ownership of Officers and Directors

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class(1)
Common Stock	Wayne A. Zallen 2944 Delta Waters Road Medford, OR 97504	19,662,064 Indirect  Shares are held by The Wayne A Zallen Trust, of which Wayne Zallen is trustee and beneficiary.	20.35%
Common Stock	Joann Z. Cleckner 722 W. Dutton Road Eagle Point, OR 97524	800,000 Direct	0.83%
Common Stock	Carl S. Sanko, CPA 4824 Denaro Drive Las Vegas, NV 89135	9,704,048 Direct	10.04%
Common Stock	Jonathan Bonnette	3,000,000 Direct	3.10%
Common Stock	Total Officers and Directors as a group (4 persons)	33,166,112 Direct	34.33%

(1) Based on a total of 96,621,408 shares outstanding.

### Securities Authorized for Issuance under Equity Compensation Plans

There are currently no securities authorized for issuance under Equity Compensation Plans other than as set out below:

#### Options

##### *Equity Incentive Plan*

In December 2015, the Company adopted the 2015 Equity Incentive Plan (“Incentive Plan”) with a term of 10 years. The Incentive Plan allows for the issuance up to a maximum of 2 million shares of common stock, options

exercisable into common stock of the Company or stock purchase rights exercisable into shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is made by the board of directors. Options granted under the plan carry a maximum term of 10 years, except to a grantee who is also a 10% beneficial owner at the time of grant, in which case the maximum term is 5 years. In addition, exercise prices of options granted must be within a certain percentage of the closing price on date of grant depending on the level of beneficial ownership of common stock of the Company by the grantee. All vesting conditions are set by the board or administrator. In December 2015, the Company filed a registration statement on Form S-8 covering all shares issued or issuable under the Incentive Plan.

### *Stock Plan*

In December 2015, the Company adopted the 2015 Stock Plan (“Stock Plan”). As a condition of adoption of the Stock Plan, the Company entered into a registration statement on Form S-8 and covered the shares issued under the plan, which registration statement was filed in December 2015. The Stock Plan allows for the issuance up to a maximum of 2 million shares of common stock of the Company. The plan is administered by the board of directors unless a separate delegation to an administrator is made by the board of directors. The Stock Plan shall continue in effect until such time as is terminated by the Board or all shares are issued pursuant to the Stock Plan.

The 2015 Equity Incentive Plan is designed to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to employees, directors and consultants and to promote the success of the Company's business. Options granted under the Plan may be Incentive Stock Options or Non-Qualified Stock Options, as determined by the Administrator at the time of grant. Stock purchase rights may also be granted under the Plan. The maximum aggregate number of shares which may be issued upon exercise of such

Options or Stock Purchase Rights is two million (2,000,000) shares of Common Stock. The term of the option is five (5) years from the grant date of such shorter term as may be provided in the Option Agreement. The Plan become effective upon initial Board adoption and continues until terminated but in no case longer than ten (10) years. The Company had granted an option for the purchase of two million shares to date of which 1,500,000 have been exercised.

## **ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTORS INDEPENDENCE**

### **Transactions with Related Persons**

The Company is currently leasing units located in Eagle Point Oregon. The building is an approximately 15,000 square foot building which has 10 units of approximately 1,500 square feet each available for use. Four units are currently under lease to three different unrelated companies. One unit is being used as the Grow Condos, Inc. offices, and five units are under lease to a company that the CEO of Grow Condos, Inc. controls. The agreement to the lease the 4 condo units with the company controlled by the CEO was entered into the owner prior to its purchase by WCS in 2013. The lease term begins once the tenant improvements are completed and the premises are occupied and continues for a period of 36 months. Four-unit lease terms began in the fiscal year ended June 30, 2016, with cash payments commencing on all four units leases in the fiscal year ended June 30, 2017.

As of June 30, 2018, and 2017, a related party had advanced the Company, on an unsecured basis, \$100,000. In addition, during the fiscal year ended June 30, 2018, a director of the Company advanced the Company \$45,000 on an unsecured and undocumented basis. During the year ended June 30, 2018, the Company and the director agreed to convert \$40,000 of the advances into 1,333,333 shares of common stock of the Company. As of June 30, 2018, that director, who resigned as a director in July 2018, had remaining outstanding advances of \$5,000 as of June 30, 2018.

During the fiscal year ended June 30, 2018 the Board of Directors ratified that our CEO, President and Director satisfied approximately \$62,000 of receivables by netting the amount against his payroll payable.

In fiscal 2018, the Company was notified by its primary banks that these banks would no longer accept the Company as a client for its banking services. As of June 30, 2018, the Company's wholly owned subsidiary, WCS, was notified that its bank, which also holds both of its mortgages, would no longer continue to accept WCS as a customer shortly after its fiscal year end. Because the Company rents its properties to those who engage in a federal crime under the Controlled Substances Act, most banks subject to any federal oversight (the Office of the Comptroller of the Currency or any of the Federal Reserve Bank's of the United States) have declined to do business with any entity that is related in any way to cannabis operations. The Company's management and directors have as of June 30, 2018 transferred the Company's cash and its banking operations to an entity owned and controlled by them. The Company has treated the cash transferred as amounts due from this related entity and the cash expended from these accounts on behalf of the

Company as reductions of the amounts due from these entities. As of June 30, 2018, the amount held in cash by the related entity and reported as a current asset as due from related part was \$40,268.

In July 2018, the Company entered into an employment agreement with its CEO and President having an initial term of one year including compensation for the first year at \$240,000 payable in restricted stock at the valuation rate of \$0.08 per share or 3,000,000 shares which have been issued as of the date of this report.

In November 2015, the Company entered into employment agreements with its CEO and CFO. Those employment agreements granted the employees gross annual wages in the amount of \$250,000 and \$150,000, respectively. During fiscal 2018 the CFO resigned and her employment contract was terminated. Subsequent to fiscal 2018, the CEO also resigned and his employment contract was terminated. Subsequent to the fiscal year ended June 30, 2018, Mr Wayne Zallen, CFO is being compensated at a rate of \$2,500 per month.

**Director Independence**

We do not have any independent directors serving on our Board of Directors. The definition the Company uses to determine whether a director is independent is NASDAQ Rule 4200(a)(15).

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**ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES**

The following is a summary of the fees billed to us by our principal accountants during the fiscal years ended June 30, 2018 and 2017:

Fee Category	2018 <sup>(1)</sup>	2017 <sup>(1)</sup>
Audit Fees	\$ 25,000	\$ 34,863
Audit-related Fees	-	-
Tax Fees	-	\$ -
All Other Fees	-	-
Total Fees	\$ 25,000	\$ 34,863

(1)Fees included during this period were charged by L J Soldinger Associates LLC.

**Audit Fees** - Consists of fees for professional services rendered by our principal accountants for the audit of our annual financial statements and review of the financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

**Audit-related Fees** - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit fees."

**Tax Fees** - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

**All Other Fees** - Consists of fees for products and services provided by our principal accountants, other than the services reported under "Audit fees," "Audit-related fees," and "Tax fees" above.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors**

We have not adopted an Audit Committee; therefore, there is no Audit Committee policy in this regard. However, we do require approval in advance of the performance of professional services to be provided to us by our principal accountant. Additionally, all services rendered by our principal accountant are performed pursuant to a written engagement letter between us and the principal accountant.

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**PART IV**

**ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements. See the audited financial statements for the Fiscal Year ended June 30, 2018 and 2017 contained in Item 8 above which are incorporated herein by this reference.

(b) Exhibits. The following exhibits are filed as part of this Report on Form 10-K:

**Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Incorporation
3.2	By-laws
14	Code of Conduct
31	Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer*
32	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer*
32	906 Certification
99	NASDAQ Rule 4200(a)(15)
101 INS	XBRL Instance Document*
101 PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101 LAB	XBRL Taxonomy Extension Label Linkbase Document*
101 DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101 CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101 SCH	XBRL Taxonomy Extension Schema Document*

\*Filed herewith



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Grow Condos Inc.

Date: October 12, 2018 By: */s/ Jonathan Bonnette*

Jonathan Bonnette

Chief Executive Officer, and President (Principal Executive Officer)

Date: October 12, 2018 By: */s/ Wayne A. Zallen*

Wayne A. Zallen

Chief Financial Officer (Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Jonathan Bonnette</i> Jonathan Bonnette	Chief Executive Officer, President and a Director (Principal Executive Officer)	October 12, 2018
<i>/s/ Carl S. Sanko</i> Carl S. Sanko	Director	October 12, 2018
<i>/s/ Wayne A. Zallen</i> Wayne A. Zallen	Director, Chairman and Chief Financial Officer (Principal Financial and Accounting Officer)	October 12, 2018

*/s/ Joann Z.  
Cleckner*  
Jonan Z. Cleckner

Secretary and Treasurer

October  
12, 2018