

GROW CONDOS, INC.
Form 10-Q
June 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended **March 31, 2018**

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

For the transition period from _____ to _____

000-53548

Commission File Number

GROW CONDOS, INC.

(Exact name of registrant as specified in its charter)

Nevada

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

86-0970023

722 W. Dutton Road, Eagle Pointe, Oregon

(Address of principal executive offices)

97524

(Zip Code)

541-879-0504

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 (Sec.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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

Edgar Filing: GROW CONDOS, INC. - Form 10-Q

Large accelerated filer[]

Accelerated filer []

Non-accelerated filer[] (Do not check if a smaller reporting company)

Smaller reporting company [X]

Emerging growth company [X]

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 7(a)(2)(B) of the Securities Act. [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

91,426,057 shares of common stock outstanding as of May 16, 2018

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

GROW CONDOS, INC.

TABLE OF CONTENTS

| | Page |
|--|------|
| PART I – FINANCIAL INFORMATION | |
| Item 1. <u>Financial Statements</u> | 4 |
| Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | 21 |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 26 |
| Item 4. <u>Controls and Procedures</u> | 26 |
| PART II – OTHER INFORMATION | |
| Item 1. <u>Legal Proceedings</u> | 27 |
| Item 1A. <u>Risk Factors</u> | 27 |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 27 |
| Item 3. <u>Defaults Upon Senior Securities</u> | 27 |
| Item 4. <u>Mine Safety Disclosures</u> | 28 |
| Item 5. <u>Other Information</u> | 28 |
| Item 6. <u>Exhibits</u> | 28 |
| <u>SIGNATURES</u> | 28 |

PART I -- FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

GROW CONDOS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

| ASSETS | March 31, 2018 | June 30, 2017 |
|---|---------------------------|--------------------------|
| | (Unaudited) | * |
| CURRENT ASSETS: | | |
| Cash | \$ 28,949 | \$ 30,067 |
| Lease receivable, net of allowance for bad debt | 2,681 | 89 |
| Prepaid expenses | 12,531 | 16,790 |
| Total current assets | 44,161 | 46,946 |
| Property, plant and equipment, net | 1,743,400 | 1,765,691 |
| Assets held for sale | 326,629 | 326,629 |
| Other assets | 9,600 | 26,006 |
| Deposits | 2,823 | 2,823 |
| TOTAL ASSETS | \$ 2,126,613 | \$ 2,168,095 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 25,860 | \$ 19,236 |
| Accrued liabilities | 577,583 | 588,903 |
| Advances from related parties | 105,000 | 100,000 |
| Convertible note payable, net of discount | - | 514,264 |
| Short term mortgages | 909,240 | 827,322 |
| Liabilities held for sale | 250,868 | 15,000 |
| Current portion of mortgage loans payable | 8,531 | 11,265 |
| Total current liabilities | 1,877,082 | 2,075,990 |
| Liabilities hold for sale | - | 252,129 |
| Mortgage loans payable, net of current portion | 607,255 | 718,676 |
| Other liabilities | 93,000 | 52,500 |
| Total Non-Current Liabilities | 700,255 | 1,023,305 |

| | | |
|--|--------------|--------------|
| TOTAL LIABILITIES | 2,577,337 | 3,099,295 |
| 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, 89,507,210 and 30,795,375 issued, issuable and outstanding at March 31, 2018 and June 30, 2017 respectively. | 89,507 | 30,795 |
| Additional paid-in capital | 44,564,863 | 41,891,602 |
| Accumulated deficit | (45,105,094) | (42,853,597) |
| Total stockholders' deficit | (450,724) | (931,200) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 2,126,613 | \$ 2,168,095 |

* Derived from audited information

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

GROW CONDOS, INC. AND SUBSIDIARIES**Condensed Consolidated Statements of Operations**

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|------------------|--------------------------|------------------|
| | March 31, | | March 31, | |
| | 2018 | 2017 | 2018 | 2017 |
| | | (as adjusted) | | (as adjusted) |
| Net revenues | \$ 57,665 | \$ 26,801 | \$ 211,059 | \$ 85,968 |
| Operating expenses | | | | |
| Cost of revenues | 9,544 | 2,363 | 30,203 | 2,363 |
| General and administrative | 163,402 | 130,037 | 1,341,944 | 346,739 |
| Sales and marketing | 358 | 100,556 | 717 | 174,506 |
| Professional fees | 35,090 | 44,155 | 29,810 | 67,552 |
| Depreciation, amortization and impairment | 26,169 | 7,057 | 61,858 | 21,171 |
| Total operating expenses | 234,563 | 284,168 | 1,464,532 | 612,331 |
| Income (Loss) from operations | (176,898) | (257,367) | (1,253,473) | (526,363) |
| Other income (expense): | | | | |
| Interest expense | (22,382) | (251,478) | (998,024) | (419,961) |
| Total other income (expense), net | (22,382) | (251,478) | (998,024) | (419,961) |
| Net income (loss) | \$ (199,280) | \$ (508,845) | \$ (2,251,497) | \$ (946,324) |
| Basic and diluted net loss per common share | \$ (0.00) | \$ (0.02) | \$ (0.03) | \$ (0.03) |
| Weighted average shares used in completing basic and diluted net loss per common share | 88,569,526 | 30,446,305 | 69,538,413 | 29,664,260 |

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

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

(Unaudited)

| | For the Nine Months Ended March 31, | |
|---|--|------------------|
| | 2018 | 2017 |
| | | (as adjusted) |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (2,251,497) | \$ (946,324) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation, amortization and impairment expense | 61,858 | 21,171 |
| Non-cash interest | 930,540 | 364,725 |
| Stock based compensation | 994,370 | (5,922) |
| Changes in operating assets and liabilities: | | |
| Lease receivable | (2,592) | (775) |
| Prepaid expenses and other assets | 20,665 | 3,144 |
| Accounts payable, trade | 13,424 | 1,703 |
| Accrued expenses | 122,679 | 160,142 |
| Net cash used (provided) in operating activities | \$ (110,553) | \$ (402,136) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from purchase option on property | 40,500 | 22,500 |
| Purchase of property, plant, and equipment | (39,567) | (283,100) |
| Net cash provided by (used in) investing activities | \$ 933 | \$ (260,600) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Repayment of mortgages | (48,498) | (26,795) |
| Proceeds (repayment) from related party advances | 45,000 | (15,575) |
| Proceeds from convertible notes | - | 440,000 |
| Proceeds from exercise of options | - | 300,000 |
| Proceeds from private placement | 112,000 | - |
| Net cash (used) provided by financing activities | \$ 108,502 | \$ 697,630 |
| | | |
| Net increase (decrease) in cash | (1,118) | 34,894 |
| | | |
| Cash at beginning of period | 30,067 | 44,148 |
| Cash at the end of the period | \$ 28,949 | \$ 79,042 |

Supplemental Disclosure of Cash Flows Information:

| | | |
|----------------------------|-----------|-----------|
| Cash paid for interest | \$ 67,484 | \$ 30,415 |
| 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 |
| Stock settled debt liability | \$ 110,000 | \$ 350,000 |
| Beneficial conversion feature discount recorded | 253,333 | 440,000 |
| Seller financing of real estate | \$ - | \$ 625,000 |
| Liability settled in stock | \$ 6,800- | \$ |
| Stock settled advances from related party | \$ 40,000 | \$ - |
| Stock settled payroll liability | \$ 134,000 | \$ - |

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

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 – Organization and Description of Business

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 aeroponic 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).

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation:

The interim unaudited financial information referred to above has been prepared and presented in conformity with accounting principles generally accepted in the United States applicable to interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. The interim financial information has been prepared on a condensed basis, such that certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission. These interim financial statements include all adjustments that, in the opinion of management, are necessary in order to make the financial statements not misleading.

This report on Form 10-Q should be read in conjunction with the Company's financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended June 30, 2017 filed on April 24, 2018. Results of the three and nine months ended March 31, 2018 are not necessarily indicative of the results that may be expected for the year ended June 30, 2018 and any other future periods.

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 March 31, 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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2 – Summary of Significant Accounting Policies (cont'd)

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.

Going Concern

During the three and nine months period ended March 31, 2018, the Company reported a net loss of \$199,280 and \$2,251,497, respectively. During the three and nine months period ended March 31, 2017, the Company reported a net loss of \$508,845 and \$946,324, respectively. 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 2018 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 an increase in revenue and a decrease in certain operating expenses, although there can be no assurance thereof. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. 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.

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.

Lease Receivables

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, 2017, and 2016, an allowance for doubtful accounts was recorded in the amount of \$2,861. As of March 31, 2018, and June 30, 2017, the Company had recorded deferred rent for the straight-line value of rental income of \$9,600 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:

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2 – Summary of Significant Accounting Policies (cont'd)

| | |
|-------------------------|-------------------------------------|
| 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:

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

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 \$174,506 for the nine months ended March 31, 2018 and 2017 respectively and, \$358 and \$100,556 for the three months ended March 31, 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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2 – Summary of Significant Accounting Policies (cont'd)

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.

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 September 30, 2017, the Company had recorded an additional \$110,000 for the value of the stock settled debt relative to certain convertible notes (see Note 9).

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2 – Summary of Significant Accounting Policies (cont'd)

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 nine months ended March 31, 2018 and 2017, all potentially dilutive securities are anti-dilutive due to the Company's losses from operations.

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 March 31, 2018.

| | |
|----------------------|---------|
| Options | 500,000 |
| Warrants | 300,000 |
| Total diluted shares | 800,000 |

Recent accounting pronouncements

Management has considered all recent accounting pronouncements issued and their potential effect on our financial statements. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

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

(Unaudited)

Note 3 – Prior – Period Adjustments**Prior-Period Adjustments for the Three and Nine Months Ended March 31, 2017**

During the fiscal year ended June 30, 2017 and 2016, the Company corrected its accounting policy on the 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. The result of this correction was to remove the previously recorded expense for the change in the value derivatives and the amount of interest expense recorded. In addition, based on the results of its just completed audits, the Company also corrected errors in regard to the amount of compensation expense from equity-based compensation. The comparative results for the three and nine months ended March 31, 2017 have been appropriately adjusted. And the Company has reclassified the presentation of certain prior-year information to conform to the current presentation. The effect of these changes are as follows:

| For the three months ended March 31, 2017 | Original | Adjustments | Adjusted |
|--|---------------|---------------|------------|
| Rental revenues | \$ 26,801 | \$ - | \$ 26,801 |
| Operating expenses | 9,194 | 274,974 | 284,168 |
| Income (Loss) from operations | 17,607 | (274,974) | (257,367) |
| Interest expense | (137,018) | (114,460) | (251,478) |
| Net income/(loss) | \$ (119,411) | \$ (389,434) | (508,845) |
| Basic and diluted net loss per common share | \$ (0.00) | \$ | \$ (0.02) |
| Weighted average shares used in completing basic and diluted net loss per common share | 30,440,523 | | 30,446,305 |
| For the nine months ended March 31, 2017 | Original | Adjustments | Adjusted |
| Rental revenues | \$ 85,968 | \$ - | \$ 85,968 |
| Operating expenses | 746,615 | (134,284) | 612,331 |

| | | | |
|--|---------------|--------------|---------------|
| Income/(Loss) from operations | (660,647) | 134,284 | (526,363) |
| Interest expense | (275,198) | (144,763) | (419,961) |
| Net income/(loss) | \$ (935,845) | \$ (10,479) | \$ (946,324) |
| Basic and diluted net loss per common share | \$ (0.03) | | \$ (0.03) |
| Weighted average shares used in completing basic and diluted net loss per common share | 29,629,819 | | 29,664,260 |

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3 – Prior – Period Adjustments (continued)

| For the nine months ended March 31, 2017 | Original | Adjustments | Adjusted |
|---|---------------|--------------|---------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net loss | \$ (935,845) | \$ (10,479) | \$ (946,324) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Depreciation, amortization and impairment expense | 21,171 | | 21,171 |
| Non cash interest | 198,232 | 166,493 | 364,725 |
| Stock based compensation | 64,402 | (70,324) | (5,922) |
| Gain (loss) on change in fair value of derivative liability | (55,862) | 55,862 | - |
| Changes in operating assets and liabilities: | | | |
| Lease receivable | (775) | | (775) |
| Prepaid expenses and other assets | (11,283) | 14,427 | 3,144 |
| Accounts payable, trade | 1,703 | | 1,703 |
| Accrued expenses | 73,477 | 86,665 | 160,142 |
| Net cash used (provided) in operating activities | (644,780) | 242,644 | (402,136) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Proceeds from purchase option on property | 22,500 | - | 22,500 |
| Purchase of property, plant, and equipment | (283,100) | - | (283,100) |
| Net cash used in investing activities | (260,600) | - | (260,600) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Repayment of mortgages | (29,151) | 2,356 | (26,795) |
| Repayment from related party advances | (15,575) | - | (15,575) |
| Proceeds from convertible notes | 485,000 | (45,000) | 440,000 |
| Proceeds from exercise of options | 500,000 | (200,000) | 300,000 |
| Net cash (used) provided by financing activities | 940,274 | (242,644) | 697,630 |
| Net increase (decrease) in cash | 34,894 | - | 34,894 |

| | | | |
|--------------------------------------|---------------|----------|---------------|
| Cash at beginning of period | 44,148 | - | 44,148 |
| Cash at the end of the period | 79,042 | - | 79,042 |

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 4 – 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 5 – 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 sheet, respectively. As of March 31, 2018, the Company had not yet incurred any costs related to the sale.

Note 6 – Property and Equipment, Net

Property and improvements consisted of the following as of March 31, 2018 and June 30, 2017:

Edgar Filing: GROW CONDOS, INC. - Form 10-Q

| | March 31, | June 30, |
|--------------------------------|--------------|--------------|
| | 2018 | 2017 |
| Cost | | |
| Buildings and improvements | \$ 1,360,240 | \$ 1,360,240 |
| Land | 777,162 | 777,162 |
| Furniture and Fixture | 15,271 | 15,271 |
| | 2,152,673 | 2,152,673 |
| Less: accumulated depreciation | (409,273) | (386,982) |
| | \$ 1,743,400 | \$ 1,765,691 |

Depreciation expense (excluding impairment) amounted \$7,466 and \$7,057 for the three months ended March 31, 2018 and 2017, respectively.

Depreciation expense (excluding impairment) amounted \$28,649 and \$21,171 for the nine months ended March 31, 2018 and 2017, respectively.

Impairment of condo construction deposits and other assets in regard to the land purchased in Eugene during the three and nine months ended March 31, 2018 was \$18,723 and \$33,209, respectively. Impairment of condo construction deposits and other assets in regard to the land purchased in Eugene during the three and nine months ended March 31, 2017 was nil.

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

(Unaudited)

Note 7 – Accrued Liabilities

Accrued Liabilities at March 31, 2018 and June 30, 2017 consist of the following:

| | March 31, | June 30, |
|----------------------------|------------|------------|
| | 2018 | 2017 |
| Accrued salaries and wages | \$ 533,050 | \$ 514,372 |
| Accrued expenses | 44,533 | 74,531 |
| | \$ 577,583 | \$ 588,903 |

Note 8 – 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 March 31, 2018, and June 30, 2017, the balance on the mortgage was \$803,477 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 March 31, 2018, and June 30, 2017, the balance on the mortgage was \$105,763 and \$107,139, respectively.

In April 2016, as more fully described in Note 5, 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, and 2016, the balance on the mortgage was \$267,129, respectively. In October 2017, the Company entered into an amended mortgage after making a principal payment of \$15,000, in September 2017, 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 March 31, 2018, the balance on the mortgage was \$250,868.

In March 2017, as more fully described in Note 4, 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 March 31, 2018, and June 30, 2017, the balance on the mortgage was \$615,786 and \$622,802, respectively. The note is unsecured.

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

(Unaudited)

Note 9 – Convertible Notes Payable

At March 31, 2018 and June 30, 2017, convertible notes payable consisted of the following:

| | March 31, 2018 | June 30, 2017 |
|---------------------------------|-------------------------------|--------------------------|
| 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 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 has 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 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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 9 – Convertible Notes Payable (continued)

On January 20, 2017 the Company entered into a convertible promissory note in the amount of \$165,000. The Note is 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 convertible issue discount. 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 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 three months ended September 30, 2017, 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 September 30, 2017, 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 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 has 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 September 30, 2017, 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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 10 – Capital Stock

Our board of directors and the holders of a majority of the shares of Common Stock entitled to vote thereon have adopted a resolution authorizing, but not requiring, a reverse split of our common stock at a ratio of 1-for-20. As a result of such reverse stock split, which was affected on November 16, 2015, the stock split has been recognized retroactively in the stockholders' equity accounts as of October 22, 1999, the date of our inception, and in all shares and per share data in the financial statements

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.

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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 10 – Capital Stock (cont'd)

Common Stock

Share issuances during the nine months ended March 31, 2018:

As described more fully above in Note 9, 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 nine months ended March 31, 2018, the Company issued 5,501,845 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 \$6,800 liability settlement and stock based compensation of \$142,037 which is included in the general and administrative expense line on the statement of operations.

During the nine months ended March 31, 2018, the Company issued or has issuable a total of 3,400,000 shares in respect to private placements at \$0.03 and \$0.04 per share and received cash proceeds of \$112,000.

During the nine months ended March 31, 2018, the Company issued 4,466,667 shares to employees 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 \$852,333, which is included in the general and administrative expense line on the statement of operations.

During the nine months ended March 31, 2018, the Company issued 1,333,333 shares to a board member to settle advances made to the Company during the nine months ended March 31, 2018, in the amount of \$40,000. 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.

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.

GROW CONDOS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 11 – 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 unit leases in the fiscal year ended June 30, 2017.

As of March 31, 2018, and June 30, 2017, the CEO and a Director of the Company was owed \$105,000 and \$100,000 respectively for advances made in prior periods.

During the nine months ended March 31, 2018 the Board of Directors ratified that our CEO, President and Director satisfied \$38,000 of receivables by netting the amount against his payroll payable.

Note 12 – Commitments and Contingencies

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 March 31, 2018, and June 30, 2017, the Company held payments of \$87,900 and \$47,400 respectively. During the nine months ended March 31, 2018 and 2017, the Company received payments under option contracts of \$40,500 and \$22,500 from related parties.

Note 13- Subsequent Events

On April 1, 2018, a third party subscribed for 2,500,000 shares of the Company's common stock at \$0.04 per share for total proceeds of \$100,000.

On April 1, 2018 the Company issued 1,002,180 shares to employees, board members and consultants for services rendered.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

This current report contains forward-looking statements relating to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "intends", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential", or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity or performance. You should not place undue reliance on these statements, which speak only as of the date that they were made. These cautionary statements should be considered with any written or oral forward-looking statements that we may issue in the future. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results, later events or circumstances or to reflect the occurrence of unanticipated events.

The management's discussion and analysis of our financial condition and results of operations are based upon our condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The following discussion of our financial condition and results of operations should be read in conjunction with our unaudited condensed financial statements for the nine months ended March 31, 2018 and the notes thereto appearing elsewhere in this Report and the Company's audited financial statements for the fiscal year ended June 30, 2017, as filed with the Securities and Exchange Commission included in our Form 10-K as filed on April 24, 2018, along with the accompanying notes. As used in this quarterly report, the terms "we", "us", "our", and the "Company" means Grow Condos, Inc.

Overview

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.

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 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.

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 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 2018 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.

Historically the Company has raised funds for its ongoing operations and settled its obligations as they come due in part by the sale of shares, and by settling fees and other compensation payable to consultants, employees, officers and directors by issuance of restricted common shares. Presently the Company has 100,000,000 common shares authorized for issuance and has issued and outstanding a total of 91,426,057 common shares as at the date of this report. In addition, the Company has reserved a total of an additional 2,883,333 shares of its common stock that are currently issuable or potentially issuable in the event the holders of options and warrants currently outstanding choose to exercise those instruments and receive common stock of the Company. The Company as of the date of this filing has only 5.74 million shares remaining under its current authorized limit after taking into effect the reserved shares. The Company will be required to increase its authorized capital in the near future in order to be able to continue to use its share capital for financing and operating purposes. The Company will be required to obtain a

51% vote from its shareholders in order to effect a proposed motion to increase our authorized capital in the State of Nevada. Presently, management and the board of directors do not hold sufficient votes to pass this corporate action and there is no assurance we will be able to secure the votes required to pass such motion.

There is substantial doubt that we can continue as an on-going business after the next twelve months unless we obtain additional capital to pay our expenditures.

RESULTS OF OPERATIONS

Three Months Ended March 31 2018 compared to Three Months ended March 31, 2017

Revenue

During the three months ended March 31, 2018 and 2017 respectively we generated net revenues of \$57,665 and \$26,801. We do not yet have sufficient revenues to meet our ongoing operational overhead. The increase in revenue in 2018 was due to the commencement of our leasing operation by leasing to a related party units from our condominium property, and from revenues from our Lake Selmac RV campground property.

Operating expenses

Our operating expenses for the three month periods ended March 31, 2018 and 2017 are as follows:

| | Three months ended March 31, | |
|---|---------------------------------|---------|
| | 2018 | 2017 |
| Operating expenses | | |
| Cost of revenues | 9,544 | 2,363 |
| General and administrative | 163,402 | 130,037 |
| Sales and marketing | 358 | 100,556 |
| Professional fees | 35,090 | 44,155 |
| Depreciation, amortization and impairment | 26,169 | 7,057 |
| Total operating expenses | 234,563 | 284,168 |

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

The Company experienced a decline in operating expenses over the comparative three month periods ended March 31, 2018 and 2017. General and administrative expenses increased from \$130,037 to \$163,402 period over period as a result of share based compensation issued in the period relative to the shares granted to employees, board members and consultants for services rendered. Professional fees reflect a decrease during the three months ended March 31, 2018 as the Company incurred few legal expenses. Costs of revenues in the current period totaled \$9,544 as compared to \$2,363 in the prior comparative three months ended March 31, 2017. The increase in costs of revenue were attributable to our acquisition of the RV campground near Lake Selmac, Oregon and were comprised of increased costs associated with concession items sold at the campground. Depreciation, amortization and impairment increased from \$7,057 in the three months ended March 31, 2017 to \$26,169 in the current three month period as a result of the impairment of certain condo construction deposits with no similar expense in fiscal 2017. Marketing costs decreased substantially period over period from \$100,556 to only \$358 in the current three months ended March 31, 2018. In the fiscal year end June 30, 2017, we attempted to raise awareness of our stock and brand through targeted advertising and promotion. We ended that program as of June 30, 2017.

Total operating expenses the three months ended March 31, 2018 totaled \$234,563 as compared to \$284,168 in the three months ended March 31, 2017.

We expect operating expenses to increase in future periods as we continue to expand our holdings and our revenue base.

Other Expenses

Other expenses recorded in the three months ended March 31, 2018 and 2017 included interest expenses of \$22,382 and \$251,478 respectively. Interest expenses recorded in the three months ended March 31, 2017 include the amortization of the debt discount on certain convertible notes in the period, with no similar expense in the three months ended March 31, 2018.

Net losses in the three months ended March 31, 2018 and 2017 totaled \$199,280 and \$508,845, respectively.

Nine Months Ended March 31, 2018 compared to Nine Months ended March 31, 2017

Revenue

During the nine months ended March 31, 2018 and 2017 respectively we generated net revenues of \$211,059 and \$85,968. We do not yet have sufficient revenues to meet our ongoing operational overhead. The increase in revenue in 2018 was due to the commencement of our leasing operation by leasing to a related party units from our condominium property, and from revenues from our Lake Selmac RV campground property.

Operating expenses

Our operating expenses for the three month periods ended March 31, 2018 are as follows:

| | For the Nine months ended March 31, | |
|---|--|---------|
| | 2018 | 2017 |
| Operating expenses | | |
| Cost of revenues | 30,203 | 2,363 |
| General and administrative | 1,341,944 | 346,739 |
| Sales and marketing | 717 | 174,506 |
| Professional fees | 29,810 | 67,552 |
| Depreciation, amortization and impairment | 61,858 | 21,171 |

| | | |
|--------------------------|-----------|---------|
| Total operating expenses | 1,464,532 | 612,331 |
|--------------------------|-----------|---------|

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

The Company experienced a substantive increase in general and administrative expenses over the comparative periods from \$346,739 in the nine months ended March 31, 2017 to \$1,341,944 during the nine months ended March 31, 2018. This increase is predominantly related to share based compensation relative to the issuance of shares to employees, board members and consultants for services rendered, and to conversion of accrued payroll at rates below market, valued at \$994,370 in the current period. Professional fees reflect a decrease over the comparative nine months from \$67,552 in 2017 to \$29,810 in 2018. During the current nine months, the Company recovered legal deposits previously advanced for services expensed in a prior period. In addition overall charges for legal services decreased period over period. Costs of revenues in the current period totaled \$30,203 as compared to \$2,363 in the prior comparative nine months ended March 31, 2017. The increase in costs of revenue were attributable to our acquisition of the RV campground near Lake Selmac, Oregon and were comprised of costs associated with concession items sold at the campground. Depreciation, amortization and impairment increased substantially from \$21,171 in the nine months ended March 31, 2017 to \$61,858 in the current nine month period ended March 31, 2018 primarily due to our impairment of construction deposits and other costs associated with the land purchased in April 2017 near Eugene Oregon in the amount of \$33,209, as we determined subsequent to quarter end to put the land up for sale due to hostility encountered from local government officials based on our intended use of the property. During the nine months ended March 31, 2017 we recorded sales and marketing costs of \$174,506 with only \$717 expended during the current nine month period ended March 31, 2018. In the fiscal year end June 30, 2017, we attempted to raise awareness of our stock and brand through targeted advertising and promotion. We ended that program as of June 30, 2017.

Total operating expenses for the nine months ended March 31, 2018 totaled \$1,464,532 as compared to \$612,331 in 2017.

We expect operating expenses to increase in future periods as we continue to expand our holdings and our revenue base.

Other Expenses

Other expenses recorded in the nine months ended March 31, 2018 and 2017 included interest expenses of \$998,024 and \$419,961 respectively. The substantial increase was a result of the costs of the convertible notes issued and their conversion through issuance of our common stock in the current nine month period. Further, during the nine months ended March 31, 2018, the Company also incurred costs recorded upon agreeing to modify advances made by a board member that allowed for their conversion to common shares at a rate below the market price for the Company's common stock. This resulted in the Company recording additional interest expense in the amount of \$253,333 in the current nine month period.

Total non-cash interest recorded in the nine month periods ended March 31, 2018 and 2017 totaled \$930,540 and \$364,725, respectively.

Net losses in the nine months ended March 31, 2018 and 2017 totaled \$2,251,497 and \$946,324, respectively.

Liquidity and Financial Condition

Liquidity and Capital Resources

| | At | At |
|-------------------------|------------------|----------------------|
| | March 31, | June 30, 2017 |
| | 2018 | 2017 |
| Current Assets | \$ 44,161 | \$ 46,946 |
| Current Liabilities | 1,877,082 | 2,075,990 |
| Working Capital Deficit | \$ (1,832,921) | \$ (2,029,044) |

As of March 31, 2018, the Company had total current assets of \$44,161 and a working capital deficit of \$1,832,921 compared to total current assets of \$46,946 and a working capital deficit of \$2,029,044 as of June 30, 2017. The decrease in our working capital deficit was due to the retirement of all outstanding convertible notes payable during the nine month period ended March 31, 2018, as well as a reduction to certain accrued liabilities in the period by way of issuance of shares. These decreases to our current liabilities were offset by an increase to short term mortgages and liabilities held for sale, as we determined to sell certain property in the current period.

During the nine months ended March 31, 2018, cash used by operating activities totaled \$110,553, primarily as a result of a net loss from operations of \$2,251,497, offset by non-cash interest of \$930,540, stock based compensation of \$1,001,170, and depreciation, amortization and impairment expenses of \$61,858. In the nine months ended March 31, 2017 cash used by operating activities totaled \$402,136 with a net loss from operations of \$946,324 offset by non-cash interest of \$364,725, depreciation, amortization and impairment expenses of \$21,171 and a gain of \$5,922 from adjustments to stock based compensation in the period. Both periods reflect a substantial increase to accrued expenses totaling \$122,679 in the period ended March 31, 2018 and \$160,142 in the period ended March 31, 2017.

Net cash provided by investing activities was \$933 in the nine months ended March 31, 2018, as compared to net cash used of \$260,600 in 2017 predominantly as a result of the purchase of certain property in the respective periods totaling \$39,567 in 2018 and \$283,100 in 2017. In the nine months ended March 31, 2018 we received \$40,500 under option agreements for certain units at our Eagle Creek condominium compared to \$22,500 received in the nine months ended March 31, 2017.

Net cash provided by financing activities was \$108,502 in the nine months ended March 31, 2018 as compared to \$697,630 in 2017. During the current nine month period ended March 31, 2018, the Company received proceeds from related party advances of \$45,000, and proceeds from private placements of \$112,000, offset by certain mortgage repayments of \$48,498. During the comparative period in 2017, the Company received proceeds from the exercise of options of \$300,000 and proceeds from convertible notes of \$440,000, offset by mortgage repayments of \$26,795 and repayments of related party advances of \$15,575.

Going Concern

During the three and nine months period ended March 31, 2018, the Company reported a net loss of \$199,280 and \$2,251,497, respectively. During the three and nine months period ended March 31, 2017, the Company reported a net loss of \$508,845 and \$946,324, respectively. 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 2018 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 an increase in revenue and a decrease in certain operating expenses, although there can be no assurance thereof. The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. 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.

Off-Balance Sheet Arrangements

We have no off balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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. On an on-going basis, management evaluates its estimates and judgments which are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of their evaluation form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions and circumstances. Our significant accounting policies are more fully discussed in the Notes to our Financial Statements. Refer to Note 2 of the Unaudited Financial Statements included herein.

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements issued and their potential effect on our financial statements. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company and are not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, 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 Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 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 Chief Executive Officer, as appropriate to allow timely decisions regarding required disclosure.

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.

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.

Accordingly, while we identified a material weakness in our system of internal control over financial reporting as of March 31, 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.

Going forward, we intend to evaluate our processes and procedures and, where practicable and resources permit, implement changes in order to have more effective controls over financial reporting.

Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 1. LEGAL PROCEEDINGS

There are no pending legal proceedings to which the Company is a party or in which any director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, or security holder is a party adverse to the Company or has a material interest adverse to the Company. The Company's property is not the subject of any pending legal proceedings.

ITEM 1A. RISK FACTORS

The Company is a smaller reporting company and is not required to provide this information.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On April 1, 2018 the Company issued 1,002,180 shares to employees, board members and consultants for services rendered.

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 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| Exhibit Number | Exhibit |
|-----------------------|--|
| 31.1 | <u>Certification of the Principal Executive Officer and Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32.1 | <u>Certification of the Chief Executive Officer and Chief Financial Officer (Principal Executive Officer and Principal Financial Officer) pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)</u> |
| 101.INS | XBRL INSTANCE DOCUMENT |
| 101.SCH | XBRL TAXONOMY EXTENSION SCHEMA |
| 101.CAL | XBRL TAXONOMY EXTENSION CALCULATION LINKBASE |
| 101.DEF | XBRL TAXONOMY EXTENSION DEFINITION LINKBASE |
| 101.LAB | XBRL TAXONOMY EXTENSION LABEL LINKBASE |
| 101.PRE | XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE |

SIGNATURES

Pursuant to the requirements 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: June 1, 2018 By: /s/ Wayne A. Zallen

Name: Wayne A. Zallen

Title: Chief Executive Officer, Chief Financial Officer, President and Director (Principal Executive Officer and Principal Financial and Accounting Officer)
