

Sugarmade, Inc.  
Form 10-K  
November 01, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-K**

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**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED JUNE 30, 2016**

**Commission file number 000-23446**

**SUGARMADE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**94-3008888**

(I.R.S. Employer Identification No.)

**167 N. Sunset Avenue**

**City of Industry, CA 91744**

(Address of principal executive offices)

**91744**

(Zip Code)

**(888) 747-6233**

(Registrant's telephone number, including area code)

**Securities registered under Section 12(b) of the Exchange Act: None**

**Securities registered under Section 12(g) of the Exchange Act: None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by 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 15(d) of the Exchange 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 past 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 the 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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer  
Non-accelerated filer Smaller reporting company

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

The aggregate market value of the voting and non-voting common equity on September 30, 2016, (the last business day of the registrant's most recently completed quarter) based on the most recent closing trade, which occurred on November 1, 2016 was \$0.08 with implied market cap of approximately \$15,168,365.

At November 1, 2016 there were 202,244,871 shares outstanding of the issuer's common, the only class of common equity.

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## **PART I**

### **SPECIAL NOTE OF CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

CERTAIN STATEMENTS IN THIS REPORT, INCLUDING STATEMENTS IN THE FOLLOWING DISCUSSION, ARE WHAT ARE KNOWN AS “FORWARD LOOKING STATEMENTS”, WHICH ARE BASICALLY STATEMENTS ABOUT THE FUTURE. FOR THAT REASON, THESE STATEMENTS INVOLVE RISK AND UNCERTAINTY SINCE NO ONE CAN ACCURATELY PREDICT THE FUTURE. WORDS SUCH AS “PLANS,” “INTENDS,” “WILL,” “HOPES,” “SEEKS,” “ANTICIPATES,” “EXPECTS” AND THE LIKE OFTEN IDENTIFY SUCH FORWARD LOOKING STATEMENTS, BUT ARE NOT THE ONLY INDICATION THAT A STATEMENT IS A FORWARD LOOKING STATEMENT. SUCH FORWARD LOOKING STATEMENTS INCLUDE STATEMENTS CONCERNING OUR PLANS AND OBJECTIVES WITH RESPECT TO THE PRESENT AND FUTURE OPERATIONS OF THE COMPANY, AND STATEMENTS WHICH EXPRESS OR IMPLY THAT SUCH PRESENT AND FUTURE OPERATIONS WILL OR MAY PRODUCE REVENUES, INCOME OR PROFITS. NUMEROUS FACTORS AND FUTURE EVENTS COULD CAUSE THE COMPANY TO CHANGE SUCH PLANS AND OBJECTIVES OR FAIL TO SUCCESSFULLY IMPLEMENT SUCH PLANS OR ACHIEVE SUCH OBJECTIVES, OR CAUSE SUCH PRESENT AND FUTURE OPERATIONS TO FAIL TO PRODUCE REVENUES, INCOME OR PROFITS. THEREFORE, THE READER IS ADVISED THAT THE FOLLOWING DISCUSSION SHOULD BE CONSIDERED IN LIGHT OF THE DISCUSSION OF RISKS AND OTHER FACTORS CONTAINED IN THIS REPORT ON FORM 10-K AND IN THE COMPANY’S OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. NO STATEMENTS CONTAINED IN THE FOLLOWING DISCUSSION SHOULD BE CONSTRUED AS A GUARANTEE OR ASSURANCE OF FUTURE PERFORMANCE OR FUTURE RESULTS.

### **Item 1. Business**

*As used in this annual report, the terms “we”, “us”, “our”, and the “Company” means Sugarmade Inc., a Delaware corporation or their management.*

#### **General**

Sugarmade, Inc. (hereinafter referred to as “we”, “us” or “the/our Company”) is a publicly traded company incorporated in the state of Delaware. We are headquartered in City of Industry, California, a suburb of Los Angeles, with two additional warehouse locations in Southern California. As of date of this filing, we employ 21 full and part-time workers and contractors. Our previous legal name was Diversified Opportunities, Inc. Our Company, Sugarmade, Inc. operates through our subsidiary, Sugarmade, Inc., a California corporation (“SWC Group, Inc., - CA”).

As of June 30, 2016, Sugarmade, Inc. is a product and brand marketing company investing in products and brands with disruptive potential. We are involved in several businesses including the supply of products to several market

sectors, including to the quick service restaurant sub-sector of the restaurant industry and as a distributor of paper products derived from non-wood sources. In addition, the Company is planning a market entry during the fourth calendar quarter of 2016 into the marketplace for seasonings and spices by way of separate licensing and distribution agreements with its business partners.

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Our main business operation, CarryOutSupplies.com, is a producer and wholesaler of custom printed and generic supplies and has served more than 3,000 quick service restaurants. Our products include double poly paper cups for cold beverage; disposable, clear, plastic cold cups, paper coffee cups, yogurt cups, ice cream cups, cup lids, cup sleeves, food containers, soup containers, plastic spoons and many other similar products for this market sector. CarryOutSupplies.com was founded in 2009 when the founders gained first-hand experience within the restaurant industry of the difficulty for restaurant owners to acquire custom printed supplies at a reasonable cost. Many quick service restaurants wish to acquire custom printed products, such as those embossed with logos, but the minimum order size for such customization had been cost prohibitive. With that in mind, carry out supplies was founded to provide products to this underserved section of the market. Since that time, the company has become a key supplier to many popular U.S. franchises, particularly in the frozen dessert segments. The company estimates it holds approximately 40% market share of generic and printed products within the take out frozen yogurt and ice cream industries. We also hold a product supply and licensing agreement FreeHand® ThumbTray™ for the western part of the United States.

We are also a distributor of paper made from 100% reclaimed sugarcane fiber, enhanced with bamboo. Sugarcane fiber, called bagasse, is a discarded byproduct of sugarcane production. Sugarmade, Inc. was founded in 2010. As is explained below, in 2014, CarryOutSupplies.com was acquired by Sugarmade, Inc., creating the Company as it is today. Relative to Sugarmade Paper, our third-party contract manufacturer uses bagasse and bamboo, as opposed to wood products significantly reducing its manufacturing carbon footprint, energy consumption, and attendant water pollution during the manufacture of its products. This allows us to offer our unique, exclusive, tree-free paper products at price-parity equal to or less than current recycled fiber products already on the market. Our products are unique and we believe offer an ideal solution for those consumers (both corporate and individual) seeking to meet their sustainability mandates or personal environmentally conscious goals, at a price that is equal to or less than current recycled products. We are currently restructuring this business unit to focus on the organization and administration of fundraisers and paper drives for schools, non-profits and other institutions.

During September of 2016, the Company completed negotiations for and signed a license agreement with HUY FONG FOODS, INC. (“HFFI”), the maker of Sriracha Hot Chili Sauce. Under the terms of the agreement, the Company is granted license to use the licensed marks of HFFI on and for products the Company is currently in process of designing and testing. Based on this agreement and a separate license agreement signed during 2015 with Seasoning Stixs International, LLC, the Company plans to introduce a new culinary seasoning product named Sriracha Seasoning Stixs. Sriracha Seasoning Stixs are encapsulated Huy Fong Sriracha Sauce and other seasonings in the form of a stick, which are inserted into meat, fish and poultry prior to cooking. Sriracha Seasoning Stixs are a hard solid at room temperature, but as heat is applied the sticks begin to liquefy allowing the meat fibers to act like a sponge absorbing the seasonings and flavors that had previously been encapsulated in the stick. The Company plans to introduce this product via a nationwide advertising and social media campaign during the December quarter of 2016.

## **Employees and Consultants**

As of June 30, 2016, the Company had approximately 21 full time or part-time employees and consultants.

**Available Information**

We file annual, quarterly and current reports, information statements and other information with the Securities and Exchange Commission (the "SEC"). The public may obtain information by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov). For quarterly and annual reports, only those reports that were required to be filed through June 30, 2016 are available as of the date of this report.

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## **Item 1A. Risk Factors**

Investment in our common stock involves a high degree of risk. You should carefully consider the risks described below together with all of the other information included in this herein before making an investment decision. If any of the following risks actually occur, our business, financial condition or results of operations could suffer. In that case, the market price of our common stock could decline, and you may lose all or part of your investment.

The Company, as of the end of the 2016 fiscal year (June) was at a stage where it required external capital to continue with its business. It must obtain additional significant capital in the future to continue its operations. There can be no certainty that the Company can obtain these funds.

## **Item 1B. Unresolved Staff Comments**

Not Applicable.

## **Item 2. Properties**

As of the date of this Form 10-K, the Company has no properties and instead leases several office and warehouse locations in the Southern California area.

## **Item 3. Legal Proceedings**

From time to time and in the course of business, we may become involved in various legal proceedings seeking monetary damages and other relief. The amount of the ultimate liability, if any, from such claims cannot be determined. As of date of this filing, there were no legal claims currently pending or threatened against us that in the opinion of our management would be likely to have a material adverse effect on our financial position, results of operations or cash flows. However, as of the date of this filing, we were involved in the following legal proceedings.

As of the date of this filing, the Company is a plaintiff, in Contra Costa County, California, in a suit alleging breach of fiduciary duty, conspiracy to commit breach of fiduciary duty, fraud, conspiracy to commit fraud, conversion, breach of contract, and interference with contractual relations against, Diversified Products Group Inc. (DPG), Stephen Pinto, Lewis Cohen and Heidi Estiva, who were former sales agents for the Company. Pinto is the Company's former



Chairman of the board of directors. The Company plans to actively pursue this case. During November of 2014, the Company received notice that a cross complaint had been filed against the Company. The complaint alleges the parties were induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims. No changes have occurred as of the filing date of this report.

On May 24, 2014, the Labor Commissioner, State of California issued an Order, Decision or Award of the Labor Commissioner against the Company in the amount of \$56,365. On October 28, 2014, the Company entered into a settlement agreement, which was effective October 28, 2014, to resolve a judgment against the Company via the issuance of 502,533 restricted shares and a \$30,000 cash payment.

On December 11, 2013, the Company was served with a complaint from two Convertible Note Holders (with a total of \$75,000 in convertible notes) and investors in the Company, Lovitt & Hannan, Inc. Salary Deferral Plan FBO J. Thomas Hannan, Attorney at Law 401K Plan and Trust, and Kevin M. Kearney. The Company's former CEO, Scott Lantz, was also named in the suit. The complaint alleges Hannan was induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims.

[\(table of contents\)](#)**PART II****Item 4. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our Company is a reporting public company (a public company that is fully subject to the Securities and Exchange Commission's reporting requirements). On June 24, 2011, we changed the legal name of our Company to Sugarmade, Inc. and as of the date hereof our common stock trades under the symbol "SGMD" on the OTC Markets Quotation System. The OTC Markets Quotation System is quotation service that display real-time quotes, last-sale prices and volume information in over-the-counter equity securities. The market is limited for our stock and any prices quoted may not be a reliable indication of the value of our common stock. The following **Table 1** sets forth the high and low bid prices per share of our common stock by both the OTC Bulletin Board and OTC Markets for the periods indicated.

| <b>For the year ended June 30, 2015</b> | <b>High</b> | <b>Low</b> |
|---|-------------|------------|
| Fourth Quarter                          | \$0.10      | \$0.05     |
| Third Quarter                           | \$0.10      | \$0.04     |
| Second Quarter                          | \$0.11      | \$0.04     |
| First Quarter                           | \$0.71      | \$0.01     |

| <b>For the year ended June 30, 2016</b> | <b>High</b> | <b>Low</b> |
|---|-------------|------------|
| Fourth Quarter                          | \$0.10      | \$0.03     |
| Third Quarter                           | \$0.10      | \$0.04     |
| Second Quarter                          | \$0.13      | \$0.04     |
| First Quarter                           | \$0.15      | \$0.02     |

As of the close of trading on the date of this filing, October 14, 2016, the shares traded at \$0.08 with a total of 0 shares traded.

**Holder of Record**

As of June 30, 2016, we had 178,685,388 shares of our common stock issued and outstanding held by approximately 253 shareholders of record. As of October 28, 2016, we have approximately 202,244,871 shares of our common stock issued and outstanding held by approximately 253 shareholders of record.

**Transfer Agent**

Our transfer agent is West Coast Stock Transfer, Inc. of Encinitas, California; Telephone (619) 664-4780.

### **Dividends**

We have never declared or paid any cash dividends on our common stock. For the foreseeable future, we do not anticipate paying any cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our Board of Directors.

### **Item 5. Selected Financial Data**

**Disclosure not required as a result of our Company's status as a smaller reporting company.**

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## **Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis is intended as a review of significant factors affecting our financial condition and results of operations for the periods indicated. The discussion should be read in conjunction with our consolidated financial statements and the notes presented herein. In addition to historical information, the following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those anticipated in these forward-looking statements as a result of certain factors discussed in this annual report.*

### **Overview and Financial Condition**

Discussions with respect to our Company's operations refer to our operating subsidiary, Sugarmade-CA. Our Company purchased Sugarmade-CA on May 9, 2011. As of the end of the 2015 (June) fiscal year we had no operations other than those of Sugarmade-CA. Information with respect to our Company's nominal operations prior to the Sugarmade Acquisition is not included herein.

### **Results of Operations**

Our company decreased its net loss to \$2,458,170 for the year end June 30, 2016 from a loss \$10,230,524 for year ending June 30, 2015. The decrease in net loss compared to the prior year was due to more efficient business operations as a result of our restructurings and due to the absence of charges related to extinguishment of debt, which are considerable during the previous year.

### **Revenue**

Our revenue, net for the year ended June 30, 2016 was \$4,348,256 compared to \$2,908,407 for the year ended June 30, 2015. The increase was primarily attributable to acquisition of SWC, which contributed the majority of revenue during the year ending June 30, 2016.

### **Cost of Goods Sold**

Total cost of goods for the year ending June 30, 2016 increased to \$2,889,754 for the year ended June 30, 2016 compared to \$2,045,592 for the year ended June 30, 2015. The increase in cost of goods sold was primarily a result of the Company's acquisition of SWC and the increase in revenue that resulted during the reporting period.

**Gross Profit**

Gross margin for the year ending June 30, 2016 was \$1,458,502 compared to gross loss of \$862,815 for the year ending June 30, 2015. The increase was primarily due to the increase in revenue and cost of goods sold relating to the acquisition of SWC.

**Selling, General, and Administrative Expenses**

Selling, general, and administrative expenses (SG&A) totaled \$3,451,862 and \$5,192,203 for the years ended June 30, 2016 and 2015, respectively. The increase in SG&A was primarily due to the higher costs associated with operation of the SWC business, which was acquired during the period and due to costs of restructuring the combined business operation.

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**Interest Expense and Interest Income**

Interest expense totaled \$18,789 for the year ended June 30, 2016 as compared to \$64,136 for the year ended June 30, 2015. Interest expense in fiscal 2016 resulted primarily from expenses incurred in connection with promissory notes payable and convertible notes payable from related and third parties. The reduction in interest expenses during the year ended June 30, 2016 was mainly a result of reduced interest expenses associated with merchant loans, which were paid off during the period.

**Change in Fair Value of Derivative Liability**

For the year ended June 30, 2016, derivative liabilities were \$397,000 compared to \$82,737 for the year ended June 30, 2015. Derivative liabilities for both fiscal years are primarily related to convertible promissory notes from related and third parties. The increase in the derivative liability amount between June 30, 2016 and June 30, 2016 was mainly a function of the change in the fair value of our common stock during the year ended June 30, 2016 and to a lesser extent the reduction in the balance owed on the convertible notes.

**Net Loss**

Net loss totaled \$2,458,170 for the year end June 30, 2016 compared to a loss \$10,230,524 for year ending June 30, 2015. The decrease in net loss compared to the prior year was primarily due to decreased operating expenses as well as decreased loss on extinguishment of debts.

**Outstanding Litigations**

As of the date of this filing, the Company is a plaintiff, in Contra Costa County, California, in a suit alleging breach of fiduciary duty, conspiracy to commit breach of fiduciary duty, fraud, conspiracy to commit fraud, conversion, breach of contract, and interference with contractual relations against, Diversified Products Group Inc. (DPG), Stephen Pinto, Lewis Cohen and Heidi Estiva, who were former sales agents for the Company. Pinto is the Company's former Chairman of the board of directors. The Company plans to actively pursue this case. During November of 2014, the Company received notice that a cross complaint had been filed against the Company. The complaint alleges the parties were induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims. No changes have occurred as of the filing date of this report.

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On May 24, 2014, the Labor Commissioner, State of California issued an Order, Decision or Award of the Labor Commissioner against the Company in the amount of \$56,365. On October 28, 2014, the Company entered into a settlement agreement, which was effective October 28, 2014, to resolve a judgment against the Company via the issuance of 502,533 restricted shares and a \$30,000 cash payment.

On December 11, 2013, the Company was served with a complaint from two Convertible Note Holders (with a total of \$75,000 in convertible notes) and investors in the Company, Lovitt & Hannan, Inc. Salary Deferral Plan FBO J. Thomas Hannan, Attorney at Law 401K Plan and Trust, and Kevin M. Kearney. The Company's former CEO, Scott Lantz, was also named in the suit. The complaint alleges Hannan was induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims.

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**Related Party Transactions**

On December 23, 2014, the Board approved the issuance of 10,492,460 shares as part of a management and employees retention stock award program. The stock price was \$0.04 on the approval day.

On October 28, 2014, the Company converted \$275,000 of short-term debt into 15,277,778 common shares at fair value of \$1,665,078 with a loss of \$1,390,078. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

On October 28, 2014, the Company converted \$75,000 of short-term debt into 4,166,666 common shares at fair value of \$452,239 with a loss of \$377,239. The holder of the debt was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is currently employed as an independent consultant.

In addition, at June 30, 2015, the Company had outstanding balance of \$114,179 from two of its directors, and \$12,583 from one major shareholder’s family member for its working capital needs. These borrowings bore no interest, and were payable upon demand.

On April 23, 2015, The Board received notification that the majority stockholders approved the appointing of Jimmy Chan, Waylon Huang and Er Wang Directors by written consent in lieu of the meeting of shareholders.

On December 31, 2014, The Company’s Board elected Mr. Er Wang as Audit Committee Chair, to serve until his successor is duly elected and qualified. Mr. Wang will serve as the sole member of the Audit Committee until additional qualified Directors can be nominated and ratified for service on the Board and/or Audit Committee.

On November 11, 2014, the Company accepted the resignation of CEO and Director Clifton Leung from the position of CEO, a director, and from all other titles at the Company. Jimmy Chan who, is also a director and serves as chairman and secretary, has assumed the position of CEO.

On November 11, 2014, the Board approved the appointment of Er Wang to the Board of Directors. He comes to the Company with a diverse background across management consulting at a Big 4 accounting and audit firm, corporate finance at a major movie studio, and as a co-founder at a loyalty rewards startup. Mr. Wang graduated from the University of California Irvine with a Bachelor of Arts in Business Economics.



On October 6, 2014, the Company accepted the resignation of Dennis Mandell, a director of the Company. Mr. Mandell also served as Chairman of the Board and as the sole member of the Company's Audit Committee.

On June 30, 2016, the Company granted a CEO, Jimmy Chan, 5,000,000 restricted shares in lieu of salary.

On June 30, 2016, the Company granted Director, Waylon Huang, 3,000,000 restricted shares in lieu of salary.

On June 30, 2016, the Company granted Director, Richard Ko, 3,000,000 restricted shares in lieu of salary.

At June 30, 2016, the Company had outstanding balance of \$435,563 borrowed from LMK Capital., LLC a company affiliated with CEO Chan. In addition, Mr. Richard Ko, a Director is owed \$30,000. These borrowings have no interest, and were payable upon demand.

#### **Change in Directors**

On December 31, 2014, the Company elected Mr. Er Wang as Audit Committee Chair, to serve until his successor is duly elected and qualified. Mr. Wang will serve as the sole member of the Audit Committee until additional qualified Directors can be nominated and ratified for service on the Board and/or Audit Committee. As of the end of the 2015 fiscal year (June), Jimmy Chan, Waylon Huang and Er Wang were the directors of the Company. Mr. Wang was replaced as a director on January 1, 2016 with Mr. Ko assuming a director role.

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### **Leverage Ratio**

Due to net losses from the previous years, the Company's insolvency is a result of their stockholder's deficiency. Total liabilities amounted to \$4,066,923 where the company experienced a stockholder's deficiency total of a negative \$3,273,647 resulting in a Debt to Equity ratio of -1.24:1.

### **Going Concern**

The Company sustained continued operating losses during the years ended June 30, 2016 and 2015. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, in which it has not been successful, and/or obtaining additional financing from its shareholders or other sources, as may be required.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company's ability to do so. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Management is endeavoring to increase revenue-generating operations. While priority is on generating cash from operations through the sale of the Company's products, management is also seeking to raise additional working capital through various financing sources, including the sale of the Company's equity and/or debt securities, which may not be available on commercially reasonable terms, if at all. If such financing is not available on satisfactory terms, we may be unable to continue our business as desired and our operating results will be adversely affected. In addition, any financing arrangement may have potentially adverse effects on us and/or our stockholders. Debt financing (if available and undertaken) will increase expenses, must be repaid regardless of operating results and may involve restrictions limiting our operating flexibility. If we issue equity securities to raise additional funds, the percentage ownership of our existing stockholders will be reduced and the new equity securities may have rights, preferences or privileges senior to those of the current holders of our common stock.

### **Liquidity and Capital Resources**

We have primarily financed our operations through the sale of unregistered equity, warrants and convertible notes payable. As of June 30, 2016, our Company had cash totaling \$911, current assets totaling \$691,543 and total assets of \$793,277. We had total liabilities of \$4,066,923 (all current) and Stockholders' equity reflected a deficit of \$3,273,647.

Net cash used by operating activities was \$579,531 for the year ended June 30, 2016, and \$1,815,022 for the year ended June 30, 2015. The decreased in net cash used was due to improved operations and decreased in employee counts.

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We had \$72,973 in net cash flows from investing activities for the year ended June 30, 2016 and \$217,628 net cash flows from investing activities during the year ended June 30, 2015. The primarily decrease was due to decreased in investment activities.

Net cash provided by financing activities totaled \$449,209 for the year ended June 30, 2016 as compared to \$1,655,654 for the year ended June 30, 2015. The net cash provided by financing activities for the year ended June 30, 2016 was primarily attributed to the proceeds from EB-5 investments and issuances of common stock.

Our capital requirements going forward will consist of financing our operations until we are able to reach a level of revenues and gross margins adequate to equal or exceed our ongoing operating expenses.

Based on our need to raise additional funds to implement our business plans for the next twelve months, we will be required in the near future to issue debt or sell our Company's equity securities in order to raise additional cash. We cannot provide any assurances as to whether we will be able to secure the necessary financing, or the terms of any such financing transaction if one were to occur. The failure to secure such financing could severely curtail our plans for future growth or in more severe scenarios, the continued operations of our Company.

**Critical Accounting Policies Involving Management Estimates and Assumptions**

*Use of Fair Value*

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - unobservable inputs which are supported by little or no market activity.

Use of Estimates

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires our 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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Revenue Recognition

We recognize revenue in accordance with Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) No. 605, *Revenue Recognition*. Revenue is recognized when we have evidence of an arrangement, a determinable fee, and when collection is considered to be probable and products are delivered. This generally occurs upon shipment of the merchandise, which is when legal transfer of title occurs. In the event that final acceptance of our product by the customer is uncertain, revenue is deferred until all acceptance criteria have been met. We currently have a consignment arrangement with one of our customers. We record revenue on consignment goods when the consigned goods are sold by the consignee and all other above mentioned revenue recognition criteria have been satisfied. Cash received in connection with the sales of our products prior to their being recognized as revenue is recorded as deferred revenue.

As a value added service to our customers, we offer on-site storage for products that have been paid for and for which title passed to the customer. These products remain the property of the customer even though such products are still housed at our facility. While the Company acts in good faith to protect the products from loss or damage, the customer is responsibility for any loss or damage that could occur while such products are stored. All stored products are custom printed units that bear the product or brand markings of the customer and as such are not returnable for exchange or refund at any time under any circumstances.

Inventory

Inventory consists of finished goods paper and paper-based products ready for sale and is stated at the lower of cost or market. We value inventories using the weighted average costing method (approximate FIFO costing method). We regularly review inventory and consider forecasts of future demand, market conditions and product obsolescence. If the estimated realizable value of our inventory is less than cost, we make provisions in order to reduce its carrying value to its estimated market value.

Valuation of Long-lived Assets

We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate their net book value may not be recoverable. When such factors and circumstances exist, we compare the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. For the year ended June 30, 2016, our Company had no impairment expense related to our long-lived assets.

Derivative Instruments

The fair value of derivative instruments is recorded and shown separately under current liabilities. Changes in the fair value of derivatives liability are recorded in the consolidated statement of operations under non-operating income (expense).

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Our Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Refer to note 6 for details.

Stock Based Compensation

Stock based compensation cost is measured at the date of grant, based on the calculated fair value of the stock-based award, and will be recognized as expense over the employee's requisite service period (generally the vesting period of the award). We estimate the fair value of employee stock options granted using the Black-Scholes-Merton Option Pricing Model. Key assumptions used to estimate the fair value of stock options will include the exercise price of the award, the fair value of our common stock on the date of grant, the expected option term, the risk free interest rate at the date of grant, the expected volatility and the expected annual dividend yield on our common stock.

Net Loss Per Share

We calculate basic earnings per share ("EPS") by dividing our net loss by the weighted average number of common shares outstanding for the period, without considering common stock equivalents. Diluted EPS is computed by dividing net income or net loss by the weighted average number of common shares outstanding for the period and the weighted average number of dilutive common stock equivalents, such as options and warrants. Options and warrants are only included in the calculation of diluted EPS when their effect is dilutive.

Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board ("FASB") issued Presentation of Financial Statements — Going Concern. This standard requires management to evaluate for each annual and interim reporting period whether it is probable that the reporting entity will not be able to meet its obligations as they become due within one year after the date that the financial statements are issued. If the entity is in such a position, the standard provides for certain disclosures depending on whether or not the entity will be able to successfully mitigate its going concern status. This guidance is effective for annual periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. Early application is permitted. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.



The FASB has issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers. This ASU supersedes the revenue recognition requirements in Accounting Standards Codification 605 - Revenue Recognition and most industry-specific guidance throughout the Codification. The standard requires that an entity recognizes revenue to depict the transfer of 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. This ASU is effective on January 1, 2017 and should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the ASU recognized at the date of initial application. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods within that reporting period. The Company is in the process of evaluating the impact of adoption of this guidance on the consolidated financial statements.

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In July 2015, the FASB issued ASU 2015-11, Inventory, which requires an entity to measure inventory within the scope at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The effective date for the standard is for fiscal years beginning after December 15, 2016. Early adoption is permitted. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. To simplify the accounting for adjustments made to provisional amounts recognized in a business combination, the amendments eliminate the requirement to retrospectively account for those adjustments. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date with earlier application permitted for financial statements that have not been issued. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The new standard establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is in the process of evaluating the impact of adoption of this ASU on the consolidated financial statements.

On March 17, 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers - Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which provides guidance on assessing whether an entity is a principal or an agent in a revenue transaction and whether an entity reports revenue on a gross or net basis. On April 14, 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers - Identifying Performance Obligations and Licensing, which provides guidance on identifying performance obligations and accounting for licenses of intellectual property. The effective date and transition requirements for ASU No. 2016-08 and ASU No. 2016-10 are the same as the effective date and transition requirements of ASU No. 2014-09. The Company is evaluating the effect that ASU No. 2016-08 and ASU No. 2016-10 will have on the Company’s consolidated financial statements and related disclosures.

On March 30, 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting, which includes amendments to accounting for income taxes at settlement, forfeitures, and net settlements to cover withholding taxes. The amendments in ASU 2016-09 are effective for public companies for fiscal years beginning after December 31, 2016, and interim periods within those annual periods. Early adoption is permitted but requires all elements of the amendments to be adopted at once rather than individually. The Company is evaluating the effect that ASU No. 2016-09 will have on the Company’s consolidated financial statements and related disclosures.

Acquisition of SWC Group

On July 16, 2014 the Company entered into an agreement to acquire City of Industry, California based SWC Group (“SWC”), Inc., a California Corporation, which does business as CarryOutSupplies.com.

Effective October 26, 2014, the Board of Directors of the Company executed the final Acquisition and Share Exchange Agreement (the “Share Exchange Agreement”) ratifying the Pending Acquisition. Under the terms of the Share Exchange Agreement the Company will issue Thirty Five Million (35,000,000) common shares of the Company to the holders of CarryOutSupplies.com in exchange for all of the outstanding shares in CarryOutSupplies.com. The number of Company shares exchanged shall be modified to Forty Million (40,000,000) shares Thirty (30) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending June 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending June 30, 2013. The number of shares exchanged shall be modified to Seventy One Million (71,000,000) Seventy Five (75) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending September 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending September 30, 2013. All of the 71,000,000 shares had been issued to the owners of CarryOutSupplies.com.

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CarryOutSupplies.com is a producer and wholesaler of custom printed and generic takeout supplies. CarryOutSupplies.com, which services more than 3,000 takeout establishments, restaurants and other food service operators, is headquartered at 167 N Sunset Ave, City of Industry, CA 91744, with two additional warehouse locations in Southern California.

The combined Company is now undergoing the process of rolling out three new verticals under the corporate umbrella; 1) state side manufacturing and printing, 2) ad support products, and 3) online restaurant supplies catalogue. All of which is leveraging the strength of Sugarmade's core business. Additionally, the Company is contemplating additional revenue growth via acquisitions.

Business Strategy

Sugarmade, Inc. was founded in 2010 as a manufacturer and distributor of tree free copy and printer paper products, made from sugarcane waste (bagasse) and bamboo. In 2014, CarryOutSupplies.com and Sugarmade were merged under the Sugarmade, Inc. corporate entity, creating the Company as it is today. We continue to market our tree free paper product focusing on school donation and fundraisers for both public and private schools. We are in progress of expanding these operations.

Carryoutsupplies.com markets custom and generic printed supplies for the quick service segment of the restaurant industry. The overall market for the sector in which the Company is engaged, often referred to as the food service disposable industry, which includes packaging containers, cups, bowls, plates, bags, utensils, napkins, etc., is valued at approximately \$16.5 billion per year. Cups and lids make up the largest component of this subsector, currently valued at approximately \$8.1 billion per year with the projected growth rate over the next several years of just over 4% annually. Sugarmade plans to expand this business operation through the introduction of new products, expansion of the customer base and possibility through acquisition at a later date.

During September of 2016, the Company completed negotiations for and signed a license agreement with HUY FONG FOODS, INC. ("HFFI"), the maker of Sriracha Hot Chili Sauce. Under the terms of the agreement, the Company is granted license to use the licensed marks of HFFI on and for products the Company is currently in process of designing and testing. Based on this agreement and a separate license agreement signed during 2015 with Seasoning Stixs International, LLC, the Company plans to introduce a new culinary seasoning product named Sriracha Seasoning Stixs. Sriracha Seasoning Stixs are encapsulated Huy Fong Sriracha Sauce and other seasonings in the form of a stick, which are inserted into meat, fish and poultry prior to cooking. Sriracha Seasoning Stixs are a hard solid at room temperature, but as heat is applied the sticks begin to liquefy allowing the meat fibers to act like a sponge absorbing the seasonings and flavors that had previously been encapsulated in the stick. The Company plans to introduce this product via a nationwide advertising and social media campaign during the December quarter of 2016.

**Item 6A. Quantitative and Qualitative Disclosures about Market Risk**

**Disclosure not required as a result of our Company's status as a smaller reporting company.**

**Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements at June 30, 2016 or 2015 nor at any time during the years then ended or through the date of this report.

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**Item 7. Financial Statements and Supplementary Data**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders' of

Sugarmade, Inc.

We have audited the accompanying consolidated balance sheets of Sugarmade, Inc. (the "Company") as of June 30, 2016 and 2015, and the related consolidated statements of operations, changes in stockholders' deficiency and cash flows for the years ended June 30, 2016 and 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2016 and 2015, and the results of its operations, changes in stockholders' deficiency and its cash flows for the years ended June 30, 2016 and 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, these conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ Anton & Chia, LLP

Newport Beach, California

November 3, 2014

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(table of contents)**Sugarmade, Inc. and Subsidiary  
Consolidated Balance Sheets**

|  | <b>June 30,<br/>2016</b> | <b>2015</b>        |
|--|--------------------------|--------------------|
| <b>Assets</b>  |                          |                    |
| <b>Current assets:</b>   |                          |                    |
| Cash   | \$911                    | \$58,260           |
| Accounts receivable, net   | 117,866                  | 85,958             |
| Inventory, net   | 468,262                  | 617,557            |
| Loan receivables   | 20,000                   | 144,050            |
| Other current assets   | 84,505                   | 52,832             |
| <b>Total current assets</b>  | <b>691,543</b>           | <b>958,657</b>     |
| Equipment, net   | 78,453                   | 119,150            |
| Intangible assets  | —                        | 1,814              |
| Other assets   | 23,281                   | 33,781             |
| <b>Total assets</b>  | <b>\$793,277</b>         | <b>\$1,113,402</b> |
| <b>Liabilities and Stockholders' Deficiency</b>  |                          |                    |
| <b>Current liabilities:</b>  |                          |                    |
| Bank overdraft   | \$28,377                 | \$65,243           |
| Note payable due to bank   | 25,982                   | 25,982             |
| Accounts payable and accrued liabilities   | 1,481,961                | 1,891,152          |
| Customer deposits  | 248,299                  | 243,087            |
| Unearned revenue   | 93,522                   | —                  |
| Other payable  | 296,259                  | —                  |
| Accrued interest   | 272,708                  | 241,513            |
| Accrued compensation and personnel related payables  | 11,403                   | 11,403             |
| Notes payable due to others  | 85,666                   | 273,000            |
| Loans payable  | 427,581                  | 521,037            |
| Convertible notes payable, net   | 394,167                  | 419,167            |
| Derivative liabilities   | 701,000                  | 304,000            |
| <b>Total liabilities</b>   | <b>4,066,923</b>         | <b>3,995,584</b>   |
| <b>Stockholders' deficiency:</b>   |                          |                    |
| Preferred stock (\$0.001 par value, 10,000,000 shares authorized, none issued and outstanding)   | —                        | —                  |
| Common stock (\$0.001 par value, 300,000,000 shares authorized, 178,685,388 and 157,745,198 shares issued and outstanding at June 30, 2016 and 2015, respectively) | 178,686                  | 157,746            |
| Additional paid-in capital   | 17,151,379               | 16,389,946         |
| Shares to be issued, preferred shares  | 2,000,000                | 1,500,000          |
| Shares to be issued, common shares   | 1,246,000                | 461,668            |

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|  |              |              |
|--|--------------|--------------|
| Accumulated deficit                            | (23,849,712) | (21,391,542) |
| Total stockholders' deficiency                 | (3,273,647 ) | (2,882,182 ) |
| Total liabilities and stockholders' deficiency | \$793,277    | \$1,113,402  |

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

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(table of contents)**Sugarmade, Inc. and Subsidiary  
Consolidated Statements of Operations**

|  | <b>Years ended June 30,</b> |                |
|--|-----------------------------|----------------|
|  | <b>2016</b>                 | <b>2015</b>    |
| Revenues, net  | \$4,348,256                 | \$2,908,407    |
| Cost of goods sold:                                  |                             |                |
| Materials and freight costs                          | 2,889,754                   | 2,045,592      |
| Total cost of goods sold                             | 2,889,754                   | 2,045,592      |
| Gross profit   | 1,458,502                   | 862,815        |
| Operating expenses:                                  |                             |                |
| Selling, general and administrative expenses         | 3,451,862                   | 5,192,203      |
| Total operating expenses                             | 3,451,862                   | 5,192,203      |
| Loss from operations                                 | (1,993,360 )                | (4,329,388 )   |
| Non-operating income (expense):                      |                             |                |
| Interest expense                                     | (18,789 )                   | (64,136 )      |
| Change in fair value of derivative liabilities       | (397,000 )                  | (82,737 )      |
| Commission   | 3,395                       | 10,263         |
| Loss on extinguishment of debt                       | (55,498 )                   | (5,765,486 )   |
| Other income   | 3,082                       | 960            |
| Total non-operating expense                          | (464,810 )                  | (5,901,136 )   |
| Net loss   | \$(2,458,170 )              | \$(10,230,524) |
| Basic net loss per share                             | \$(0.01 )                   | \$(0.11 )      |
| Diluted net loss per share                           | \$(0.01 )                   | \$(0.11 )      |
| Basic weighted average common shares outstanding     | 172,845,853                 | 95,878,436     |
| Diluted weighted average common shares outstanding * | 172,845,853                 | 95,878,436     |

\* Shares issuable upon conversion of convertible debts and exercising of warrants were excluded in calculating diluted loss per share

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

[\(table of contents\)](#)**Sugarmade, Inc. and Subsidiary****Consolidated Statements of Changes in Stockholder's Equity****Years Ended June 30, 2016 and 2015**

|   | Common stock |         | Additional<br>paid-in<br>capital | Shares to<br>be issued | Accumulated<br>deficit | Total        |
|---|--------------|---------|----------------------------------|------------------------|------------------------|--------------|
|   | Shares       | Amount  |                                  |                        |                        |              |
| Balance at June 30, 2014                        | 10,538,526   | 10,539  | 8,329,959                        | —                      | (11,161,018)           | (2,820,520 ) |
| Shares issued for debts settlement              | 53,515,941   | 53,516  | 8,589,334                        | —                      | —                      | 8,642,850    |
| Shares issued for services                      | 6,500,000    | 6,500   | 1,883,500                        | —                      | —                      | 1,890,000    |
| Shares issued for equity financing              | 15,150,000   | 15,150  | 274,850                          | —                      | —                      | 290,000      |
| Shares issued for employee<br>compensation      | 1,040,731    | 1,041   | 40,589                           | —                      | —                      | 41,630       |
| Change in fair value of derivative<br>liability | —            | —       | 6,974                            | —                      | —                      | 6,974        |
| Shares to be issued, preferred<br>shares        | —            | —       | —                                | 1,500,000              | —                      | 1,500,000    |
| Shares to be issued, common<br>shares           | —            | —       | —                                | 461,668                | —                      | 461,668      |
| Shares issued for acquisition of<br>SWC         | 71,000,000   | 71,000  | (2,735,260 )                     | —                      | —                      | (2,664,260 ) |
| Net loss  | —            | —       | —                                | —                      | (10,230,524)           | (10,230,524) |
| Balance at June 30, 2015                        | 157,745,198  | 157,746 | 16,389,946                       | 1,961,668              | (21,391,542)           | (2,882,182 ) |
| Shares issued for debts settlement              | 697,730      | 698     | 90,007                           | —                      | —                      | 90,705       |
| Proceeds from shares issued                     | 9,750,000    | 9,750   | 220,250                          | —                      | —                      | 230,000      |
| Shares issued for employee<br>compensation      | 10,492,460   | 10,492  | 451,176                          | —                      | —                      | 461,668      |
| Shares to be issued, preferred<br>shares        | —            | —       | —                                | 500,000                | —                      | 500,000      |
| Shares to be issued, common<br>shares           | —            | —       | —                                | 784,332                | —                      | 784,332      |

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|                          |             |         |            |           |              |              |
|--------------------------|-------------|---------|------------|-----------|--------------|--------------|
| Net loss                 | —           | —       | —          | —         | (2,458,170 ) | (2,458,170 ) |
| Balance at June 30, 2015 | 178,685,388 | 178,686 | 17,151,379 | 3,246,000 | (23,849,712) | (3,273,647 ) |

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

(table of contents)**SUGARMADE, INC. AND SUBSIDIARY**  
**Consolidated Statements of Cash Flows**

|  | <b>For the years ended June</b> |                |
|--|---------------------------------|----------------|
|  | <b>30,</b>                      |                |
|  | <b>2016</b>                     | <b>2015</b>    |
| Cash flows from operating activities:                                      |                                 |                |
| Net loss   | \$(2,458,170)                   | \$(10,230,524) |
| Adjustments to reconcile net loss to cash flows from operating activities: |                                 |                |
| Bad debt expense   | 44,488                          | 104,548        |
| Loss on extinguishment of liability  | 55,498                          | 5,765,486      |
| Change in fair value of derivative liability                               | 397,000                         | 82,737         |
| Stock compensation expense   | 1,246,000                       | 681,668        |
| Issuance of common stock for services                                      | —                               | 2,155,000      |
| Depreciation and amortization  | 48,587                          | 57,549         |
| Changes in operating assets and liabilities                                |                                 |                |
| Accounts receivable  | (76,394 )                       | 166,615        |
| Inventory  | 149,296                         | 17,050         |
| Undeposited funds  | —                               | (7,925 )       |
| Employee advance   | —                               | (2,216 )       |
| Prepaid expense  | —                               | 18,842         |
| Other assets   | 23,827                          | (135,000 )     |
| Bank overdraft   | (36,866 )                       | 65,243         |
| Accounts payable and accrued liabilities                                   | (595,605 )                      | (576,883 )     |
| Company credit card  | —                               | (79,906 )      |
| Customer deposits  | 5,212                           | 8,890          |
| Unearned revenue   | 93,522                          | —              |
| Payroll liabilities  | —                               | 30,134         |
| Sales tax payable  | —                               | (1,358 )       |
| Accrued interest and other payables  | 524,074                         | 65,028         |
| Net cash used in operating activities                                      | (579,531 )                      | (1,815,022 )   |
| Cash flows from investing activities:                                      |                                 |                |
| Loan receivables   | 79,050                          | 39,972         |
| Payment for acquisition of property and equipment                          | (6,077 )                        | (31,558 )      |
| Cash acquired from acquisition of SWC                                      | —                               | 209,214        |
| Net cash provided by investing activities                                  | 72,973                          | 217,628        |
| Cash flows from financing activities:                                      |                                 |                |
| Proceeds from issuance of common stock                                     | 230,000                         | 290,000        |
| Proceeds from (repayment to) loan  | (93,457 )                       | 12,654         |
| Payments for note payable  | (187,334 )                      | (147,000 )     |
| Proceeds from EB-5 investment  | 500,000                         | 1,500,000      |
| Net cash provided by financing activities                                  | 449,209                         | 1,655,654      |
| Net increase (decrease) in cash  | (57,349 )                       | 58,260         |

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|  |          |             |
|--|----------|-------------|
| Cash, beginning of year                                  | 58,260   | —           |
| Cash, end of year  | \$911    | \$58,260    |
| Supplemental disclosure of cash flow information:        |          |             |
| Cash paid during the period for:                         |          |             |
| Interest   | \$—      | \$—         |
| Income taxes   | \$—      | \$—         |
| Supplemental disclosure of non-cash financing activities |          |             |
| Debts settled through shares issuance                    | \$35,206 | \$1,845,736 |

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

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## **Notes To Consolidated Financial Statements**

### **1. Summary of significant accounting policies**

#### **1. Nature of Business**

Sugarmade, Inc. (hereinafter referred to as “we”, “us” or “the/our Company”) is a publicly traded company incorporated in state of Delaware. Our previous legal name was Diversified Opportunities, Inc. Our Company, Sugarmade, Inc. operates through our subsidiary, Sugarmade, Inc., a California corporation (“SWC Group, Inc., - CA”). As of the end of the reporting period, June 30, 2016, we were involved in several businesses including the supply of products to the quick service restaurant sub-sector of the restaurant industry and as a distributor of paper products derived from non-wood sources. We are headquartered in City of Industry, California, a suburb of Los Angeles, with two additional warehouse locations in Southern California. As of date of this filing, we employ 21 full and part-time workers and contractors.

Our main business operation, CarryOutSupplies.com, is a producer and wholesaler of custom printed and generic supplies servicing more than 3,000 quick service restaurants. Our products include double poly paper cups for cold beverage; disposable, clear, plastic cold cups, paper coffee cups, yogurt cups, ice cream cups, cup lids, cup sleeves, food containers, soup containers, plastic spoons and many other similar products for this market sector. CarryOutSupplies.com was founded in 2009 when the founders gained first-hand experience within the restaurant industry of the difficulty for restaurant owners to acquire custom printed supplies at a reasonable cost. Many quick service restaurants wish to acquire custom printed products, such as those embossed with logos, but the minimum order size for such customization had been cost prohibitive. With that in mind, carry out supplies was founded to provide products to this underserved section of the market. Since that time, the company has become a key supplier to many popular U.S. franchises, particularly in the frozen dessert segments. The company estimates it holds approximately 40% market share of generic and printed products within the take out frozen yogurt and ice cream industries. We also hold a product supply and licensing agreement FreeHand® ThumbTray™ for the western part of the United States.

We are also a distributor of paper made from 100% reclaimed sugarcane fiber, enhanced with bamboo. Sugarcane fiber, called bagasse, is a discarded byproduct of sugarcane production. Sugarmade, Inc. was founded in 2010. As is explained below, in 2014, CarryOutSupplies.com was acquired by Sugarmade, Inc., creating the Company as it is today. Relative to Sugarmade Paper, our third-party contract manufacturer uses bagasse and bamboo, as opposed to wood products significantly reducing its manufacturing carbon footprint, energy consumption, and attendant water pollution during the manufacture of its products. This allows us to offer our unique, exclusive, tree-free paper products at price-parity equal to or less than current recycled fiber products already on the market. Our products are unique and we believe offer an ideal solution for those consumers (both corporate and individual) seeking to meet their sustainability mandates or personal environmentally conscious goals, at a price that is equal to or less than current recycled products. Our primary focus for this business unit as of filing of this report is the organization and administration of fundraisers and paper drives for schools, non-profits and other institutions.



During September of 2016, the Company completed negotiations for and signed a license agreement with HUY FONG FOODS, INC. (“HFFI”), the maker of Sriracha Hot Chili Sauce. Under the terms of the agreement, the Company is granted license to use the licensed marks of HFFI on and for products the Company is currently in process of designing and testing. Based on this agreement and a separate license agreement signed during 2015 with Seasoning Stixs International, LLC, the Company plans to introduce a new culinary seasoning product named Sriracha Seasoning Stixs. Sriracha Seasoning Stixs are encapsulated Huy Fong Sriracha Sauce and other seasonings in the form of a stick, which are inserted into meat, fish and poultry prior to cooking. Sriracha Seasoning Stixs are a hard solid at room temperature, but as heat is applied the sticks begin to liquefy allowing the meat fibers to act like a sponge absorbing the seasonings and flavors that had previously been encapsulated in the stick. The Company plans to introduce this product via a nationwide advertising and social media campaign during the December quarter of 2016.

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**2. Summary of Significant Accounting Policies**

***Basis of presentation***

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) as promulgated in the United States of America.

***Principles of consolidation***

These consolidated financial statements include the accounts of our Company and its wholly-owned subsidiary, Sugarmade-CA. All significant intercompany transactions and balances have been eliminated in consolidation.

***Going concern***

The Company sustained continued operating losses during the years ended June 30, 2016 and 2015. The Company’s continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, in which it has not been successful, and/or obtaining additional financing from its shareholders or other sources, as may be required.

Our condensed consolidated financial statements have been prepared assuming that we will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Management is endeavoring to increase revenue generating operations. While priority is on generating cash from operations through the sale of the Company’s products, management is also seeking to raise additional working capital through various financing sources, including the sale of the Company’s equity and/or debt securities, which may not be available on commercially reasonable terms to our Company, or which may not be available at all. If such financing is not available on satisfactory terms, we may be unable to continue our business as desired and our operating results will be adversely affected. In addition, any financing arrangement may have potentially adverse effects on us and/or our stockholders. Debt financing (if available and undertaken) will increase expenses, must be repaid regardless of operating results and may involve restrictions limiting our operating flexibility. If we issue equity securities to raise additional funds, the percentage ownership of our existing stockholders will be reduced and the new

equity securities may have rights, preferences or privileges senior to those of the current holders of our common stock.

*Use of estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires our 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. Actual results could differ significantly from those estimates.

*Revenue recognition*

We recognize revenue in accordance with Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) No. 605, *Revenue Recognition*. Revenue is recognized when an arrangement and a determinable fee occur, and when collection is considered to be probable and products are delivered or title has been transferred. This generally occurs upon shipment of the merchandise, which is when legal transfer of title occurs. In the event that final acceptance of our product by the customer is uncertain, revenue is deferred until all acceptance criteria have been met. We currently have a consignment arrangement with two of our customers. We record revenue on consignment goods when the consigned goods are sold by the consignee and all other above mentioned revenue recognition criteria have been satisfied. Cash deposits received in connection with the sales of our products prior to their being delivered or acceptance if applicable is recorded as deferred revenue.

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As a value added service to our customers, we offer on-site storage for products that have been paid for and for which title passed to the customer. These products remain the property of the customer even though such products are still housed at our facility. While the Company acts in good faith to protect the products from loss or damage, the customer is responsible for any loss or damage that could occur while such products are stored. All stored products are custom printed units that bear the product or brand markings of the customer and as such are not returnable for exchange or refund at any time under any circumstances.

***Cash***

Cash and cash equivalents consist of amounts held as bank deposits and highly liquid debt instruments purchased with an original maturity of three months or less.

From time to time, we may maintain bank balances in interest bearing accounts in excess of the \$250,000 currently insured by the Federal Deposit Insurance Corporation for interest bearing accounts (there is currently no insurance limit for deposits in noninterest bearing accounts). We have not experienced any losses with respect to cash. Management believes our Company is not exposed to any significant credit risk with respect to its cash.

***Accounts receivable***

Accounts receivable are carried at their estimated collectible amounts, net of any estimated allowances for doubtful accounts. We grant unsecured credit to our customer's deemed credit worthy. Ongoing credit evaluations are performed and potential credit losses estimated by management are charged to operations on a regular basis. At the time any particular account receivable is deemed uncollectible, the balance is charged to the allowance for doubtful accounts. The Company had allowances of accounts receivable of \$115,260 and \$70,772 as of June 30, 2016 and 2015, respectively.

***Equipment***

Equipment is stated at cost, less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred. Items of equipment with costs greater than \$1,500 are capitalized and depreciated on a straight-line basis over their estimated useful lives ranging from 3-7 years.

***Inventory***

Inventory consists of finished goods paper and paper-based products such as paper cups and food containers ready for sale and is stated at the lower of cost or market. We value our inventory using the weighted average costing method. Our Company's policy is to include as a part of inventory any freight incurred to ship the product from our contract manufacturers to our warehouses. Outbound freights costs related to shipping costs to our customers are considered period costs and reflected in selling, general and administrative expenses. We regularly review inventory and consider forecasts of future demand, market conditions and product obsolescence.

If the estimated realizable value of our inventory is less than cost, we make provisions in order to reduce its carrying value to its estimated market value. On a consolidated basis, as of June 30, 2016 and 2015, the balance for the inventory totaled \$468,262 and \$617,557, respectively. No amounts were recognized as an obsolescence reserve at June 30, 2016 and 2015.

### ***Income taxes***

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their perspective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are recorded, when necessary, to reduce deferred tax assets to the amount expected to be realized.

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As a result of the implementation of certain provisions of ASC 740, Income Taxes (“ASC 740”), which clarifies the accounting and disclosure for uncertainty in tax position, as defined, ASC 740 seeks to reduce the diversity in practice associated with certain aspect of the recognition and measurement related to accounting for income taxes. We adopted the provisions of ASC 740 as of October 2, 2008, and have analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as open tax years in these jurisdictions. We have identified the U.S. federal and California as our “major” tax jurisdictions and generally, we remain subject to Internal Revenue Service examination of our 2013 U.S. federal income tax returns. However, we have certain tax attribute carryforwards, which will remain subject to review and adjustment by the relevant tax authorities until the statute of limitations closes with respect to the year in which such attributes are utilized.

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, we did not record a cumulative effect adjustment related to the adoption of ASC 740. Our policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes. We have no interest or penalties as of June 30, 2015.

***Stock based compensation***

Stock based compensation cost to employees is measured at the date of grant, based on the calculated fair value of the stock-based award, and will be recognized as expense over the employee’s requisite service period (generally the vesting period of the award). We estimate the fair value of employee stock options granted using the Black-Scholes-Merton Option Pricing Model. Key assumptions used to estimate the fair value of stock options will include the exercise price of the award, the fair value of our common stock on the date of grant, the expected option term, the risk free interest rate at the date of grant, the expected volatility and the expected annual dividend yield on our common stock. We use our company’s own data among other information to estimate the expected price volatility and the expected forfeiture rate. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable.

***Loss per share***

Basic Earnings (loss) per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similar to basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares, warrants and stock options had been issued and if the additional common shares were dilutive. Diluted EPS is based on the assumption that all dilutive convertible shares and stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options and warrants, and the if-converted method for the outstanding convertible instruments. Under the treasury stock method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later) and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Under the if-converted method, outstanding convertible instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later). 296,857 potential shares issuable upon conversion of convertible debts and 69,122 potential shares issuable upon exercising of warrants were excluded in calculating diluted loss per share for the year ended June 30, 2016 due to the fact that issuance of the shares is anti-dilutive as a result of the Company's net loss.

(table of contents)***Fair value of financial instruments***

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - unobservable inputs which are supported by little or no market activity.

The Company used Level 2 inputs for its valuation methodology for the derivative liabilities in determining the fair value using the Black-Scholes option-pricing model with the following assumption inputs:

|                         | <b>June<br/>30,<br/>2016</b> |
|-------------------------|------------------------------|
| Annual dividend yield   | —                            |
| Expected life (years)   | 0.01                         |
| Risk-free interest rate | 0.21 %                       |
| Expected volatility     | 449 %                        |

|                        | <b>Carrying Value<br/>As of<br/>June 30,<br/>2016</b> | <b>Fair Value Measurements at<br/>June 30, 2016<br/>Using Fair Value Hierarchy</b> |                |                |
|------------------------|---|--|----------------|----------------|
|                        |   | <b>Level 1</b>   | <b>Level 2</b> | <b>Level 3</b> |
| Liabilities            |   |  |                |                |
| Derivative liabilities | \$ 701,000  | \$ —   | \$ 701,000     | \$ —           |
| Total                  | \$ 701,000  | \$ —   | \$ 701,000     | \$ —           |

|                         | <b>June<br/>30,<br/>2015</b> |
|-------------------------|------------------------------|
| Annual dividend yield   | —                            |
| Expected life (years)   | 0.99                         |
| Risk-free interest rate | 0.27 %                       |
| Expected volatility     | 377 %                        |



|                        | <b>Carrying Value<br/>As of<br/>June 30,<br/>2015</b> | <b>Fair Value Measurements at<br/>June 30, 2015<br/>Using Fair Value Hierarchy</b> |                |                |
|------------------------|---|--|----------------|----------------|
|                        |   | <b>Level 1</b>   | <b>Level 2</b> | <b>Level 3</b> |
| Liabilities            |   |  |                |                |
| Derivative liabilities | \$ 304,000  | \$ —   | \$ 304,000     | \$ —           |
| Total                  | \$ 304,000  | \$ —   | \$ 304,000     | \$ —           |

*Derivative instruments*

The fair value of derivative instruments is recorded and shown separately under current liabilities. Changes in the fair value of derivatives liability are recorded in the consolidated statement of operations under non-operating income (expense).

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Our Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Refer to Note 6 for details.

### **Segment Reporting**

FASB ASC Topic 280, "Segment Reporting", requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the Company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company.

FASB ASC Topic 280 has no effect on the Company's financial statements as substantially all of its operations are conducted in one industry segment – paper and paper-based products such as paper cups, cup lids, food containers, etc.

### ***New accounting pronouncements not yet adopted***

In August 2014, the Financial Accounting Standards Board ("FASB") issued Presentation of Financial Statements — Going Concern. This standard requires management to evaluate for each annual and interim reporting period whether it is probable that the reporting entity will not be able to meet its obligations as they become due within one year after the date that the financial statements are issued. If the entity is in such a position, the standard provides for certain disclosures depending on whether or not the entity will be able to successfully mitigate its going concern status. This guidance is effective for annual periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. Early application is permitted. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.

The FASB has issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers. This ASU supersedes the revenue recognition requirements in Accounting Standards Codification 605 - Revenue Recognition and most industry-specific guidance throughout the Codification. The standard requires that an entity recognizes revenue to depict the transfer of 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. This ASU is

effective on January 1, 2017 and should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the ASU recognized at the date of initial application. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods within that reporting period. The Company is in the process of evaluating the impact of adoption of this guidance on the consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, Inventory, which requires an entity to measure inventory within the scope at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The effective date for the standard is for fiscal years beginning after December 15, 2016. Early adoption is permitted. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. To simplify the accounting for adjustments made to provisional amounts recognized in a business combination, the amendments eliminate the requirement to retrospectively account for those adjustments. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date with earlier application permitted for financial statements that have not been issued. The Company does not anticipate that this adoption will have a significant impact on its consolidated financial position, results of operations, or cash flows.

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In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The new standard establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is in the process of evaluating the impact of adoption of this ASU on the consolidated financial statements.

On March 17, 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers - Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which provides guidance on assessing whether an entity is a principal or an agent in a revenue transaction and whether an entity reports revenue on a gross or net basis. On April 14, 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers - Identifying Performance Obligations and Licensing, which provides guidance on identifying performance obligations and accounting for licenses of intellectual property. The effective date and transition requirements for ASU No. 2016-08 and ASU No. 2016-10 are the same as the effective date and transition requirements of ASU No. 2014-09. The Company is evaluating the effect that ASU No. 2016-08 and ASU No. 2016-10 will have on the Company’s consolidated financial statements and related disclosures.

On March 30, 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting, which includes amendments to accounting for income taxes at settlement, forfeitures, and net settlements to cover withholding taxes. The amendments in ASU 2016-09 are effective for public companies for fiscal years beginning after December 31, 2016, and interim periods within those annual periods. Early adoption is permitted but requires all elements of the amendments to be adopted at once rather than individually. The Company is evaluating the effect that ASU No. 2016-09 will have on the Company’s consolidated financial statements and related disclosures.

**3. Concentration**

***Customers***

For the year ended June 30, 2016, our Company earned net revenues of \$4,348,257 million. The vast majority of these revenues were derived from a large number of customers. No customers accounted for over 10% of the Company’s total revenues for the year ended June 30, 2016.

For the year ended June 30, 2015, our Company earned net revenues of \$2.91 million. The vast majority of these revenues were derived from a large number of customers. No customers accounted for over 10% of the Company’s total revenues for the year ended June 30, 2015.

### *Suppliers*

For the year ended June 30, 2016, we purchased products for sale by CarryOutSupplies from several contract manufacturers located in Asia. A substantial portion of the Company's inventory was purchased from one supplier that functioned as an independent foreign procurement agent. Two suppliers accounted for 60.7% and 14.9% of the Company's total inventory purchase in the year ended June 30, 2016, respectively.

### 4. Litigation

From time to time and in the course of business, we may become involved in various legal proceedings seeking monetary damages and other relief. The amount of the ultimate liability, if any, from such claims cannot be determined. As of June 30, 2015, there were no legal claims currently pending or threatened against us that in the opinion of our management would be likely to have a material adverse effect on our financial position, results of operations or cash flows. However, as of the date of this filing, we were involved in the following legal proceedings.

As of the date of this filing, the Company is a plaintiff, in Contra Costa County, California, in a suit alleging breach of fiduciary duty, conspiracy to commit breach of fiduciary duty, fraud, conspiracy to commit fraud, conversion, breach of contract, and interference with contractual relations against, Diversified Products Group Inc. (DPG), Stephen Pinto, Lewis Cohen and Heidi Estiva, who were former sales agents for the Company. Pinto is the Company's former Chairman of the board of directors. The Company plans to actively pursue this case. During November of 2014, the Company received notice that a cross complaint had been filed against the Company. The complaint alleges the parties were induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. The Company believes the allegations are without merit. The Company plans to vigorously defend against such claims. No changes have occurred as of the filing date of this report.

On May 24, 2014, the Labor Commissioner, State of California issued an Order, Decision or Award of the Labor Commissioner against the Company in the amount of \$56,365. On October 28, 2014, the Company entered into a settlement agreement, which was effective October 28, 2014, to resolve a judgment against the Company via the issuance of 502,533 restricted shares and a \$30,000 cash payment.

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On December 11, 2013, the Company was served with a complaint from two Convertible Note Holders and investors in the Company, Lovitt & Hannan, Inc. Salary Deferral Plan FBO J. Thomas Hannan, Attorney at Law 401K Plan and Trust, and Kevin M. Kearney. The Company's former CEO, Scott Lantz, was also named in the suit. The complaint alleges Hannan was induced to make a series of investments in the Company by the material misrepresentations and omissions made by the Company. We believe the Hannan case is now in the middle of depositions and it appears a trial is scheduled, tentatively, in the second quarter of 2017. We believe the claims in that case are still primarily of two categories, the first being repayment of the promissory notes and a series of allegations about improper investment solicitations and other misrepresentations. We believe the Company's exposure to the claim concerning the Notes may be approximately \$125,000. We also believe there could be some associated legal fees, but we do not believe this amount will be material.

There can be no assurances the ultimate liability relative to these law suits will not exceed what is outlined above.

**5. Convertible Notes**

As of June 30, 2016 and 2015 the balance owing on convertible notes was \$394,167 and \$419,167 respectively.

On various dates during June 2014 and July 2014, the Company and holders of certain convertible notes agreed to 1) cancel \$0.50 warrants and retained the \$0.01 warrant, as defined in the original Convertible Note Purchase Agreements warrants to purchase common shares in the Company, 2) extend the due dates on the Notes to July 1, 2016, and 3) reduce the interest on the notes to 10% from 14%. As of June 30, 2014, the Company extended, seven of the convertible notes totaling \$275,000 for two years until July 1, 2016. The remaining \$250,000 convertible notes have reached maturity and the Company was in the process of negotiating a settlement.

The convertible promissory notes must be repaid by our Company within six months from the date of issuance; accrue interest at the rate of 14%; and are subject to conversion at the election of the investors at such time as our Company has raised a minimum of \$500,000 in a subsequent equity financing. The conversion price will be the lower of 80% of the per share purchase price paid for by the new investors in the subsequent financing, or \$0.50 per share. Unless these promissory notes are converted or repaid earlier, our Company must pay the note-holders the amount of the then accrued interest on the three, six, and nine month anniversaries of the issue date. As of June 30, 2015, one convertible promissory note, in the amount of \$100,000, was converted to restricted common shares.

As of June 30, 2016, the Company's convertible notes consisted of following:

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As of June 30,  
2016

Note Type and Investor

|                                    | Due Date   | Balance   | Discount | Carrying Value |
|------------------------------------|------------|-----------|----------|----------------|
| Convertible Note                   | 7 /1/2016  | \$25,000  | \$—      | \$25,000       |
| Convertible Note                   | 7 /1/2016  | 40,000    | —        | 40,000         |
| Convertible Note                   | 7 /1/2016  | 50,000    | —        | 50,000         |
| Convertible Note                   | 7 /1/2016  | 25,000    | —        | 25,000         |
| Convertible Note                   | 6 /18/2014 | 25,000    | —        | 25,000         |
| Convertible Note                   | 6 /18/2014 | 25,000    | —        | 25,000         |
| Convertible Note                   | 12/28/2014 | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016  | 8,333     | —        | 8,333          |
| Convertible Note                   | 7 /1/2016  | 20,834    | —        | 20,834         |
| Convertible Note                   | 7 /31/2014 | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016  | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016  | 100,000   | —        | 100,000        |
| Total Convertible Promissory Notes |            | \$394,167 |          | \$394,167      |

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As of June 30, 2015, the Company's convertible notes consisted of following:

| Note Type and Investor             | As of June 30, 2015 |           |          |                |
|------------------------------------|---------------------|-----------|----------|----------------|
|                                    | Due Date            | Balance   | Discount | Carrying Value |
| 14% Notes Convertible at \$0.50    |                     |           |          |                |
| Convertible Note                   | 7 /1/2016           | \$25,000  | \$ —     | \$25,000       |
| Convertible Note                   | 7 /1/2016           | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016           | 40,000    | —        | 40,000         |
| Convertible Note                   | 7 /1/2016           | 50,000    | —        | 50,000         |
| Convertible Note                   | 7 /1/2016           | 25,000    | —        | 25,000         |
| Convertible Note                   | 6 /18/2014          | 25,000    | —        | 25,000         |
| Convertible Note                   | 6 /18/2014          | 25,000    | —        | 25,000         |
| Convertible Note                   | 12/28/2014          | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016           | 8,333     | —        | 8,333          |
| Convertible Note                   | 7 /1/2016           | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /31/2014          | 25,000    | —        | 25,000         |
| Convertible Note                   | 7 /1/2016           | 20,833    | —        | 20,833         |
| Convertible Note                   | 7 /1/2016           | 100,000   | —        | 100,000        |
| Total Convertible Promissory Notes |                     | \$419,167 |          | \$419,167      |

**6. Derivative liabilities**

The derivative liability is derived from the conversion features in note 5 and stock warrant in note 7. All were valued using the weighted-average Black-Scholes-Merton option pricing model using the assumptions detailed below. As of June 30, 2016 and 2015, the derivative liability was \$701,000 and \$304,000, respectively. The Company recorded \$397,000 loss and \$82,737 loss from changes in derivative liability during the years ended June 30, 2016 and 2015, respectively. The Black-Scholes model with the following assumption inputs:

|                         | <b>June<br/>30,<br/>2016</b> | <b>June<br/>30,<br/>2015</b> |
|-------------------------|------------------------------|------------------------------|
| Annual dividend yield   | —                            | —                            |
| Expected life (years)   | 0.01                         | 0.99                         |
| Risk-free interest rate | 0.21 %                       | 0.27 %                       |
| Expected volatility     | 449 %                        | 377 %                        |

**7. Stock warrants**

In connection with the issuance of the promissory notes, the investors in the aggregate received two-year warrants to purchase up to a total of 50,000 shares of common stock at \$0.50 per share, and two-year warrants purchasing up to a



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total of 81,250 shares of common stock at \$0.01 per share. For purposes of accounting for the detachable warrants issued in connection with the convertible notes, the fair value of the warrants was estimated using the Black-Scholes-Merton option pricing formula. The value of all warrants granted at the date of issuance totaled \$508,413 and was recorded as a discount to the notes payable. The amount will be amortized over the nine month term of the respective convertible note as additional interest expense.

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|                              | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> |
|------------------------------|-----------------------------|--|
| Outstanding at June 30, 2014 | 180,000                     | 0.20   |
| Granted                      | —                           | —  |
| Exercised                    | —                           | —  |
| Forfeited September 30, 2014 | 38,750                      | 0.09   |
| Forfeited December 31, 2014  | 10,000                      | 0.04   |
| Outstanding at June 30, 2015 | \$ 131,250                  | \$ 0.20  |
| Granted                      | —                           | —  |
| Exercised                    | —                           | —  |
| Forfeited                    | —                           | —  |
| Outstanding at June 30, 2016 | \$ 131,250                  | \$ 0.20  |

Following is a summary of the status of warrants outstanding at June 30, 2016:

| Date Issued | Exercise<br>Price | Number<br>of<br>Shares | Expiration<br>Date |
|-------------|-------------------|------------------------|--------------------|
| 8           | /17/12 \$0.01     | 6,250                  | 7/1/2016           |
| 8           | /20/12 \$0.01     | 6,250                  | 7/1/2016           |
| 9           | /10/12 \$0.01     | 10,000                 | 7/1/2016           |
| 9           | /13/12 \$0.01     | 12,500                 | 7/1/2016           |
| 9           | /18/12 \$0.01     | 6,250                  | 7/1/2016           |
| 10          | /5/12 \$0.01      | 2,500                  | 7/1/2016           |
| 10          | /25/12 \$0.01     | 6,250                  | 7/1/2016           |
| 1           | /31/13 \$0.01     | 6,250                  | 7/1/2016           |
| 10          | /22/12 \$0.01     | 25,000                 | 7/1/2016           |
| 8           | /24/12 \$0.50     | 50,000                 | 8/24/2016          |
|             |                   | 131,250                |                    |

Total warrants as of June 30, 2016

Following is a summary of the status of warrants outstanding at June 30, 2015:

| Date Issued | Exercise<br>Price | Number<br>of Shares | Expiration<br>Date |
|-------------|-------------------|---------------------|--------------------|
| 8           | /17/12 \$ 0.01    | 6,250               | 7/1/2016           |
| 8           | /20/12 \$ 0.01    | 6,250               | 7/1/2016           |
| 9           | /10/12 \$ 0.01    | 10,000              | 7/1/2016           |

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|    |        |         |        |           |
|----|--------|---------|--------|-----------|
| 9  | /13/12 | \$ 0.01 | 12,500 | 7/1/2016  |
| 9  | /18/12 | \$ 0.01 | 6,250  | 7/1/2016  |
| 10 | /5/12  | \$ 0.01 | 2,500  | 7/1/2016  |
| 10 | /25/12 | \$ 0.01 | 6,250  | 7/1/2016  |
| 1  | /31/13 | \$ 0.01 | 6,250  | 7/1/2016  |
| 10 | /22/12 | \$ 0.01 | 25,000 | 7/1/2016  |
| 8  | /24/12 | \$ 0.50 | 50,000 | 8/24/2016 |

131,250

Total warrants as of June 30, 2015

**8. Note payable**

Note payable due to bank

During October 2011, we entered into a revolving demand note (line of credit) arrangement with HSBC Bank USA, with a revolving borrowing limit of \$150,000. The line of credit bears a variable interest rate of one quarter percent (0.25%) above the prime rate (3.25% as of September 30, 2013). In the event the deposit account is not established or minimum balance maintained, HSBC can charge a higher rate of interest of up to 4.0% above prime rate. As of June 30, 2016 and 2015, the loan principal balance was \$25,982.

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Note payable to others

On January 23, 2013, the Company entered into a promissory note with Mira Ablaza (a former employee of the Company owns less than 5% of the Company's stock). The original principal amount was \$40,000 and the note bore no interest. The note was payable upon demand. As of June 30, 2016, this note had a balance of \$23,000.

On December 31, 2013, the Company entered into a promissory note with Calvin Kwong (an employee of the Company, whom owns less than 5% of the Company's stock). The principal amount was \$20,000 and the interest rate on the note was 10%. The note had a term of six months. However, this note was now payable upon demand per the oral agreement with the lender. As of June 30, 2016, this note had a balance of \$20,000.

On January 13, 2014, the Company entered into a promissory note with Tsz Ming Wong (an employee of the Company, whom owns less than 5% of the Company's stock). The principal amount was \$25,000 and the note bore no interest. The note had a term of 24 months and was due on January 13, 2016, and became payable upon demand after January 13, 2016. As of June 30, 2016, this note had a balance of \$12,666.

On January 14, 2015, the Company entered into a promissory note with Richard Ko (an employee of the Company, whom owns less than 5% of the Company's stock). The principle amount was \$30,000 and the note bore no interest. The note had a term of one year and was due on January 14, 2016, and became payable upon demand after January 14, 2016. As of June 30, 2016, this note had a balance of \$30,000.

9. Shares issued for services

On June 30, 2016, the Company granted a consultant, Yang Zuo, 1,527,778 restricted shares with fair value of \$50,000 for compensation for services provided to the Company.

On June 30, 2016, the Company granted a consultant, Tony Thai, 1,527,778 restricted shares with fair value of \$50,000 for compensation for services provided to the Company.

On June 30, 2016, the Company granted a CEO, Jimmy Chan, 5,000,000 restricted shares with fair value of \$450,000 in lieu of salary.

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On June 30, 2016, the Company granted Director, Waylon Huang, 3,000,000 restricted shares with fair value of \$270,000 in lieu of salary.

On June 30, 2016, the Company granted Director, Richard Ko, 3,000,000 restricted shares with fair value of \$270,000 in lieu of salary.

On April 1, 2016, the Company granted a consulting agreement with Katherine Zuniga and/or K Marie Marketing, LLC, 8,000,000 restricted shares with fair value of \$320,000 for marketing and sales related services. These shares were fully vested as of April 1, 2016.

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On September 25, 2015, the Company entered into a consulting agreement with Tony Thai & George Zuo, respectively. The term is from the date of the agreement through June 30, 2016. Stock compensation to each shall be 10% of all revenue generated by a Restaurant Supplies website as of June 30, 2016, which will equal the restricted stock award (“Stock Award”). The consultant shall receive restricted common shares of the Company in the amount of the Stock Award, unless the amount of the Stock Award is less than \$50,000, in which case the amount of the Restricted Stock Award shall be assumed to be \$50,000. The share price at which the stock will be awarded shall be the average closing trading price of the common shares on the 22 trading days preceding June 30, 2016. As of June 30, 2016, the consultant shall receive a bonus amount equaling 7.5% of the net profitability of the website if the profitability margins of the business exceed 5% on a full year.

**10. Common shares issued for equity financing**

On October 15, 2015, the Company sold 833,333 shares of restricted common stock to two accredited investors for \$25,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On October 7, 2015, the Company sold 1,250,000 shares of restricted common stock to an accredited investor for \$25,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On October 2, 2015, the Company sold 1,000,000 shares of restricted common stock to an accredited investor for \$30,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On August 27, 2015, the Company sold 2,500,000 shares of restricted common stock to each of two accredited investors for \$50,000 each pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On July 14, 2015, the Company sold 1,666,667 shares of restricted common stock to an accredited investor for \$50,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

**11. Common shares reserved for future issuances**

**The following table summarizes shares of our common stock reserved for future issuance at June 30, 2016:**

|   |            |
|---|------------|
| Common shares to be issued under conversion feature | 11,702,118 |
| Common shares to be issued under \$0.01 warrants    | 81,250     |
| Common shares to be issued under \$0.50 warrants    | 50,000     |
| Total common shares reserved for future issuance    | 11,833,368 |

**12. Related party transactions**

On June 30, 2016, the Company granted a CEO, Jimmy Chan, 5,000,000 restricted shares in lieu of salary.

On June 30, 2016, the Company granted Director, Waylon Huang, 3,000,000 restricted shares in lieu of salary.

On June 30, 2016, the Company granted Director, Richard Ko, 3,000,000 restricted shares in lieu of salary.

At June 30, 2016, the Company had outstanding balance of \$264,449 borrowed from LMK Capital., LLC a company affiliated with CEO Chan. In addition, Mr. Richard Ko, a Director is owed \$30,000. These borrowings have no interest, and were payable upon demand.

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**13. Loans payable**

On August 14, 2009, SWC entered a loan agreement with a bank for \$50,000 with maturity on August 14, 2016. The loan had an annual interest rate of 7% with monthly payment of \$755. At June 30, 2016, the outstanding balance under this loan was \$1,709.

On March 1, 2012, SWC entered an equipment loan agreement with a bank with maturity on January 1, 2017. The monthly payment is \$435. At June 30, 2016, the outstanding balance under this loan was \$3,053.

On July 1, 2012, SWC entered an equipment loan agreement with a bank with maturity on June 1, 2017. The monthly payment is \$255. At June 30, 2016, the outstanding balance under this loan was \$3,087.

At June 30, 2016, the Company had outstanding balance of \$264,449 borrowed from LMK Capital., LLC a company affiliated with CEO Chan.

On January 5, 2016, the Company received a loan for \$100,000 from an investor. The note bears 0% annual interest and is due on December 31, 2017. As of June 30, 2016 the balance under this loan is \$90,000

On March 5, 2013, the company entered an equipment loan agreement with Toyota financial services with maturity date of April 4, 2018. As of June 30, 2016 the balance under this loan is \$10,771

On June 30, 2016, the company had outstanding balance of \$54,511 borrowed from shareholders.

**14. Shares to be issued**

At June 30, 2016, the Company was obligated to issue 2,000,000 shares of Series B Convertible Preferred Stock for three EB-5 investments with the total amount of \$1,500,000. The Company received \$2,000,000 proceeds during the year ended June 30, 2016 with fair value of \$2,000,000. On April 1, 2015, the Company completed a series of transactions and amended its Articles of Incorporation creating a series of preferred stock of 10,000,000 shares, which shall be designated Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock"). Series B will not be eligible for dividends. Five years from the date of issue (the "Conversion Date"), assuming the Series B investor is approved for I-526 under the U.S Government's EB-5 Investment Program, each Preferred Share



will automatically convert into that number of Common Shares having a “fair market value” of the Initial Investment plus a five (5) percent annualized return on Initial Investment. Fair market value will be determined by averaging the closing sale price of a Common Share for the 40 trading days immediately preceding the date of conversion on the U.S. stock exchange on which Common Shares are publicly traded. The offering was made pursuant to SEC Rule 506 Section 4(2), which provides exemption from registration for transactions, which are not public offerings. The funds received were used for general working capital purposes and to accelerate order deliveries to customers.

In addition, at June 30, 2016, the Company was obligated to issue 1,527,778 restricted shares with fair value of \$50,000 for compensation for services to each of two consultants; 5,000,000 restricted shares with fair value of \$450,000 to the Company’s CEO in lieu of salary; 3,000,000 restricted shares with fair value of \$270,000 to the one of the Company’s director in lieu of compensation; 3,000,000 restricted shares with fair value of \$270,000 to the Company’s another director in lieu of compensation; and 8,000,000 restricted shares with fair value of \$320,000 to a consulting company for marketing and sales related services.

(table of contents)**15. Income Taxes**

The NOL carryforwards will expire after 20 years beginning from the year it occurred if not utilized, for federal and state purposes and could be limited for use under IRC Section 382. We have recorded a valuation allowance against the entire net deferred tax asset balance due because we believe there exists a substantial doubt that we will be able to realize the benefits due to our lack of a history of earnings and due to possible limitations under IRC Section 382.

We file income tax returns in the U.S. and in the state of California with varying statutes of limitations. Our policy is to recognize interest expense and penalties related to income tax matters as a component of our provision for income taxes. There were no accrued interest and penalties associated with uncertain tax positions as of June 30, 2016. All operations are in California and the Company believes it has no tax positions which could more-likely-than not be challenged by tax authorities. We have no unrecognized tax benefits and thus no interest or penalties included in the financial statements.

Net deferred tax assets consist of the following components as of June 30, 2016 and 2015:

|                        | 2016        | 2015        |
|------------------------|-------------|-------------|
| Deferred tax assets:   |             |             |
| NOL carryover          | \$9,999,512 | \$9,140,022 |
| Valuation allowance    | (9,999,512) | (9,140,022) |
| Net deferred tax asset | \$—         | \$—         |

The income tax provision is summarized as follows:

|  | 2016        | 2015          |
|--|-------------|---------------|
| Federal income tax benefit, net of state | \$(621,834) | \$(3,145,246) |
| State income tax benefit                 | (177,355)   | (897,064)     |
| Valuation allowance                      | 799,189     | 4,042,310     |
|  | \$—         | \$—           |

At June 30, 2016, the Company had net operating loss carry forwards of approximately \$21 million that may be offset against future taxable income through 2036. No tax benefit has been reported in the June 30, 2016 and 2015 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax position have been recorded pursuant to ASC 740.

**16. Commitments and contingencies**

On April 1, 2015, the Company entered into a lease for general office and warehouse in City of Industry, California with a lease term of one years. The Company renewed the lease to March 31, 2017. Monthly rent was \$11,884 up to March 31, 2016, and increased to \$13,238 from April 1, 2016 to March 31, 2017. Monthly rent increased to \$13,238 from April 1, 2016 to March 31, 2017.

Future minimum annual rental payments required under operating leases as of June 30, 2016 were as below (by year):

|       |           |
|-------|-----------|
| 2016  | \$79,427  |
| 2017  | \$39,714  |
| Total | \$119,141 |

**17. Other events**

On July 20, 2015, the Company entered in a Memorandum of Understanding (MOU) to acquire Bao Coc International Paper and Plastic Company Limited, a manufacture of high-grade post consumer paper products, including napkins, for the U.S. food industry. Under the terms of the non-binding MOU, the Company will acquire 100% of Bao Coc International Paper and Plastic Company Limited in exchange for a combination of cash, restricted common shares of the Company and a long-term profit sharing incentive to the management team of Bao Coc International Paper and Plastic Company Limited. Company did not proceed with acquisition as of the date of this filing.

Mr. Er Wang was replaced as a director on January 1, 2016 with Mr. Ko assuming a director role.

(table of contents)**18. Acquisition of SWC Group, Inc.**

On July 16, 2014 the Company entered into an agreement to acquire City of Industry, California based SWC Group, Inc., a California Corporation, which does business as CarryOutSupplies.com. CarryOutSupplies.com is a producer and wholesaler of custom printed and generic takeout supplies. CarryOutSupplies.com, which services more than 32,500 takeout establishments, restaurants and other food service operators, is headquartered at 167 N Sunset Ave, City of Industry, CA 91744, with two additional warehouse locations in Southern California. The acquisition closed on October 28, 2014. On this date, the Board of Directors of the Company executed the final Acquisition and Share Exchange Agreement (the “Share Exchange Agreement”) ratifying the Pending Acquisition. Under the terms of the Share Exchange Agreement, the Company will issue Thirty Five Million (35,000,000) common shares of the Company to the holders of CarryOutSupplies.com in exchange for all of the outstanding shares in CarryOutSupplies.com. The number of Company shares exchanged shall be modified to Forty Million (40,000,000) shares Thirty (30) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending June 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending June 30, 2013. The number of shares exchanged shall be modified to Seventy One Million (71,000,000) Seventy Five (75) days after the effective date of this Share Exchange Agreement should CarryOutSupplies.com demonstrate revenues for the three (3) month period ending September 30, 2014 did not fall below a level equal to 70% of the revenues for the three (3) month period ending September 30, 2013. As of the date of this filing, all of the 71,000,000 shares had been issued to the owners of CarryOutSupplies.com.

With the merger behind the Company now, we are in the process of rolling out three new verticals under the corporate umbrella; state side manufacturing and printing, ad support products, and online restaurant supplies catalogue. All of which is leveraging the strength of Sugarmade’s core business.

The acquisition was accounted as transactions between entities under common control in accordance with ASC Topic 805-50-25 since both Sugarmade and CarryOutSupplies.com had one common major shareholder and officer. When accounting for a transfer of assets or exchange of shares between entities under common control, the entity that receives the net assets or the equity interests, shall initially measure the recognized assets and liabilities transferred at their carrying amounts in the accounts of the transferring entity at the date of transfer. The following table summarizes the carrying values of the assets acquired and liabilities assumed at the date of acquisition (or transfer):

|                      |             |
|----------------------|-------------|
| Cash                 | \$209,214   |
| Accounts receivable  | 388,399     |
| Inventory            | 565,287     |
| Other current assets | 44,033      |
| Security deposit     | 23,281      |
| Loan receivables     | 312,521     |
| Fixed assets         | 143,916     |
| Intangible assets    | 3,039       |
| Accounts payable     | (1,727,870) |
| Credit card payable  | (420,773 )  |

|                               |               |
|-------------------------------|---------------|
| Due to Sugarmade              | (685,000 )    |
| Customer deposits             | (234,197 )    |
| Loans payable                 | (529,064 )    |
| Other payables                | (297,047 )    |
| Long term notes payables      | (460,000 )    |
| Net assets at carrying value: | \$(2,664,261) |

**19. Subsequent events**

On October 3, 2016, the Company issued 1,503,928 restricted common shares for conversion of convertible notes.

On September 28, 2016, the Company sold 250,000 shares of restricted common stock to an investor for \$12,500 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On September 26, 2016, the Company received a loan from Greater Asia Technology for \$100,000. The loan bears 40% annual interest and is due on November 25, 2017.

On September 26, 2016, the Company received a loan from Greater Asia Technology for \$12,500. The loan bears 100% annual interest and is due on November 23, 2017.

On September 22, 2016, the Company sold 250,000 shares of restricted common stock to an accredited investors for \$12,500 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended.

On August 30, 2016, a note holder converted existing principle and accrued interest in exchange for 1,503,928 shares.

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On July 11, 2016, the Company received a loan from Greater Asia Technology for \$150,000. There were loan fees of \$8,000 associated with origination of the loan, which bears 40% annual interest and is due on January 15, 2017.

**Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

On November 2, 2015, the Company dismissed its independent registered public accounting firm, MJF & Associates, APC. The Registrant's Board of Directors made the decision to dismiss MJF & Associates, APC and engage Anton & Chia, LLC. as Registrant's independent registered public accounting firm, as described below. During Registrant's two most recent fiscal years and any subsequent interim period before such dismissal, there were no substantial disagreements with MJF & Associates, APC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which remain unresolved. On November 2, 2015 the Registrant engaged Anton & Chia, LLC. as Registrant's independent registered public accounting firm.

On November 11, 2014, the Company dismissed its independent registered public accounting firm, Anton & Chia, LLC. The Registrant's Board of Directors made the decision to dismiss Anton & Chia, LLC and engage MJF & Associates, APC as Registrant's independent registered public accounting firm, as described below. During Registrant's two most recent fiscal years and any subsequent interim period before such dismissal, there were no substantial disagreements with Anton & Chia, LLC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which remain unresolved. On November 11, 2014 the Registrant engaged MJF & Associates, APC as Registrant's independent registered public accounting firm.

On July 20, 2011, our Company engaged Anton & Chia, LLP ("A&C") as its independent registered public accounting firm effective July 20, 2011. The decision to engage A&C was approved by our Company's audit committee. A&C previously audited the financial statements of our wholly owned subsidiary Sugarmade, Inc. (incorporated in California – "Sugarmade-CA") as of December 31, 2010 and 2009 and for the year ended December 31, 2010 and the period March 2, 2009 (inception) to December 31, 2009.

Michael Cronin, Certified Public Accountant was the independent registered public accountant of Diversified Opportunities, Inc. and resigned as the independent registered public accountant effective July 20, 2011. The reports of Mr. Cronin on our Company's consolidated financial statements for the past two fiscal years did not contain an adverse opinion or disclaimer of opinion, nor were they modified as to uncertainty, audit scope, or accounting principles, other than to state that there is substantial doubt as to the ability of our Company to continue as a going concern.

During our Company's two most recent fiscal years and the subsequent interim period up to the resignation of Mr. Cronin, there have not been any disagreements between our Company and Mr. Cronin, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements if not resolved to the satisfaction of Mr. Cronin would have caused Mr. Cronin to make reference thereto in its reports on our Company's audited financial statements.

## **Item 8A. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act.

A of the date of this filing, our management team and our consultants have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, we have concluded that as of June 30, 2013, our disclosure controls and procedures were not effective.

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## **Management's Annual Report on Internal Control over Financial Reporting**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives.

As required by the Securities and Exchange Commission Rule 13a-15(e) and Rule 15d-15(e), we carried out an evaluation, under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2014, our disclosure controls and procedures were ineffective due to the Company is relatively inexperienced with certain complexities within USGAAP and SEC reporting.

We have taken, and are continuing to take, certain actions to remediate the material weakness related to our lack of U.S. GAAP experience. We plan to hire additional credentialed professional staff and consulting professionals with greater knowledge and experience of U.S. GAAP and related regulatory requirements to oversee our financial reporting process in order to ensure our compliance with U.S. GAAP and other relevant securities laws. In addition, we plan to provide additional training to our accounting personnel on U.S. GAAP, and other regulatory requirements regarding the preparation of financial statements.

Notwithstanding the above identified material weakness, the Company's management believes that its condensed consolidated financial statements included in this report fairly present in all material respects the Company's financial condition, results of operations and cash flows for the periods presented and that this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

## **Item 8B. Other Information**

None.





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**PART III**

**Item 9. Directors, Executive Officers and Corporate Governance**

As of the date of this filing, the following individuals are current officers and directors. Mr. Chan and Mr. Huang were appointed to the Board of Directors on October 8, 2014 and Mr. Ko on January 1, 2016. Certain information about them, is set forth below:

| <u>Name</u>  | <u>Age</u> | <u>Position</u> |
|--------------|------------|-----------------|
| Jimmy Chan   | 37         | Chairman, CEO   |
| Waylon Huang | 35         | Director        |
| Richard Ko   | 32         | Director        |

Jimmy Chan, 37, director (Chairman), has been, since 2008, the Chief Executive officer of CarryOutSupplies.com, located in the City of Industry. From 2005 to 2007, he served as the Vice-President, for Emergence Capital, operating out of Garden Grove, California, and providing mortgage services to the general public. From 2003 to 2005, he was the Vice-President in charge of operations for Azusa Mobile, a T-Mobile authorized dealer, and prior to that he was the president of Cyber Gift, importing toys for distribution as a wholesaler. He is not an officer nor director of any other public companies.

Waylon Huang, 35, director, has been serving as the chief operations officer of CarryOutSupplies.com, for the past 3 years, starting in the accounting department in Jan, 2008, and assuming the duties of COO in August, 1st, 2011. Prior to joining CarryOutSupplies.com, he was the ApoApo Store Manager for their Nogales and then Rowland Heights facilities, from 2004 to 2007. He has extensive experience in inventory control, materiel management, and operational planning, and has, during the preceding 6 years, added human resources to his range of knowledge and control. He does not serve as an officer or director of any other public companies.

Richard Ko, 32, director, has served in the internal audit department to CarryOutSupplies.com as well as providing assistance to quarterly and annual audits with external auditors and the company's accounting department. Mr. Ko previously held positions in Hyundai Motor America's Incentives department in addition to leadership roles in Firestone Complete Autocare, and many other service oriented industries. He currently holds a Bachelor's degree from UCLA. With his leadership positions, Mr. Ko provides Sugarmade, Inc. leadership experience in operations, talent management, and governance.

As of the end of the 2014 fiscal year (June), the below listed individuals were directors and senior management of the Company. Mr. Mandel, who served as Chairman and as the sole member of the Audit Committee resigned from the Board of Directors on October 6, 2014. Mr. Leong resigned on October 8, 2014. Clifton Kuok Wai Leung. Leung was

appointed to our Board of Directors on June 14, 2011. Leung has served as a member of the Board of Directors of our subsidiary since October 2009, and is also the Chief Executive Officer and 100% owner of SCPC since early 2006.

As of the end of the 2015 fiscal year (June), Jimmy Chan, Waylon Huang and Er Wang were the directors of the Company. Richard Ko replaced Er Wang as a director on January 1, 2016.

There are no family relationships among any of our officers or directors.

### **Corporate Governance**

The Company did not have sufficient and skilled accounting personnel with an appropriate level of technical accounting knowledge and experience in the application of generally accepted accounting principles accepted in the United States of America commensurate with the Company's disclosure controls and procedures requirements, which resulted in a number of deficiencies in disclosure controls and procedures that were identified as being significant. The Company's Board believes that the number and nature of these significant deficiencies, when aggregated, was determined to be a material weakness.

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The Independent Board member valuation and investigation of the current corporate governance practices were that they were inappropriate and resulted in the need for the significant restructuring of our company.

The Company's board of directors will be working during Fiscal 2016 to rectify these situations.

## **Leadership Structure**

Jimmy Chan who, is also a director and serves as chairman, CEO, CFO and corporate Secretary. Waylon Huang to became a director as of December 31, 2014. Richard Ko became a director of January 1, 2016.

## **Board Committees**

As of the date of this filing, there are no formal committees of the board of directors.

## **Director Independence**

We currently have no independent directors. We apply the definition of "independent director" provided under the Listing Rules of The NASDAQ Stock Market LLC ("NASDAQ"). Under NASDAQ rules, the Board has considered all relevant facts and circumstances regarding our directors and has affirmatively determined that none of the directors serving on the Board are independent of us under NASDAQ rules.

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

Section 16(a) of the Securities Exchange Act of 1934 requires our Company's directors and officers, and persons who own more than ten-percent (10%) of our Company's common stock, to file with the Securities and Exchange Commission reports of ownership on Form 3 and reports of changes in ownership on Forms 4 and 5. Such officers, directors and ten-percent stockholders are also required to furnish our Company with copies of all Section 16(a) reports they file. As of June 30, 2015, we do not believe such reports were timely filed.

## **Item 10. Executive Compensation**

Mr. Huang receive a salary of \$40,000 per year and Mr. Chan as of the date of this filing has no salary.

### **Employment Agreements**

Mr. Chan served as CEO of company will be compensated 3,000,000 shares at the end of each fiscal year.

Mr. Huang served as GM of company will be compensated 1,500,000 shares at the end of each fiscal year.

Mr. Ko served as VP of business development will be compensated 1,000,000 shares at the end of each fiscal year.

### **Grants of Stock and Other Equity Awards**

No other equity awards.

### **Option Exercises**

During the fiscal years ending June 30, 2016 and June 30, 2015, there were no option exercises by our named executive officers.

### **Compensation of Directors**

Our current Directors do not receive compensation for their service on the board of directors. Unassociated with board service, Director Chan, during fiscal year June 30, 2016, received 5,000,000 common shares and Director Huang and Ko received 3,000,000 common shares.

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## Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

As of the date of this filing, information with respect to the securities holdings of (i) our officers and directors, and (ii) all persons (currently none) which, pursuant to filings with the SEC and our stock transfer records, we have reason to believe may be deemed the beneficial owner of more than five percent (5%) of the Common Stock.

The securities “beneficially owned” by an individual are determined in accordance with the definition of “beneficial ownership” set forth in the regulations promulgated under the Exchange Act and, accordingly, may include securities owned by or for, among others, the spouse and/or minor children of an individual and any other relative who resides in the same home as such individual, as well as other securities as to which the individual has or shares voting or investment power or which each person has the right to acquire within 60 days through the exercise of options or otherwise. Beneficial ownership may be disclaimed as to certain of the securities. **Table 8** has been prepared based on the number of shares outstanding totaling 202,244,871.

| Officers and Directors                          | Amount<br>and Nature<br>of<br>Beneficial<br>Ownership | Percentage<br>of Class<br>Beneficially<br>Owned |   |
|---|---|---|---|
| Jimmy Chan                                      | 14,600,000  | 7.22  | % |
| Waylon Huang                                    | 7,162,500   | 3.54  | % |
| Richard Ko                                      | 4,530,572   | 2.24  | % |
| <br>  |   |   |   |
| All Directors and Executive Officers as a Group | 17,445,246  | 13.00   | % |
| <br>  |   |   |   |
| Greater than 5% Shareholders                    |   |   |   |
| LMK Capital LLC                                 | 11,266,667  | 5.57  | % |

As of the date of this filing Mr. Jimmy Chan’s holdings represent 7.22% of the company. He is currently employed by LMK Capital LLC as management consultant and is therefore a beneficial owner of shares owned by LMK Capital LLC.

LMK Capital LLC.’s holdings as of the date of this filing represents 5.57% of the company.

## Item 12. Certain Relationships and Related Party Transactions and Director Independence

### Transactions with Related Persons

Our Company reviews transactions between our Company and persons or entities considered to be related parties (collectively “related parties”). Our Company considers entities to be related parties where an executive officer, director or a 5% or more beneficial owner of our common stock (or an immediate family member of these persons) has a direct or indirect material interest. Transactions of this nature require the approval of our Board.

#### **Other Transactions with Related Persons, Promoters and Certain Control Persons**

The following includes a summary of any transaction occurring since July 1, 2012, or any proposed transaction, in which we were or are to be a participant and the amount involved exceeded or exceeds the lesser of \$120,000 or one percent of our average total assets at year end for the two most recently completed fiscal years, and in which any related person had or will have a direct or indirect material interest (other than compensation described under “Executive Compensation” above). We believe the terms obtained or consideration that we paid or received, as applicable, in connection with the transactions described below were comparable to terms available or the amounts that would be paid or received, as applicable, in arm’s-length transactions.

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On July 17, 2014, the Company sold 4,500,000 shares of restricted common stock to an accredited investor for \$50,000 pursuant to an exemption from registration relying on Section 4(a)(2) and Rule 506b of Regulation D, under the Securities Act of 1933, as amended. The purchasing entity was LMK CAPITAL LLC, DBA PREMIER PAPER & PLASTIC INTERNATIONAL (“LMK”), a Company in which our CEO, Jimmy Chan, is a consultant.

On August 7, 2014, the Company lent funds in the amount of \$135,000 to SWC Group, a company under common control that would later be acquired by Sugarmade Inc., to aid in debt restructuring.

Per board resolution September 18, 2013, our Board approved the appointment of Clifton Leung as of July 19, 2013, as CEO. Leung is also a Director of our Company. The services contract, which has a term of six months and is renewable at the discretion of our Board, calls for no monthly or annual salary and compensation in the form of 2,500,000 restricted common shares for the contract period. Leung is also CEO of Sugarcane Paper Company, which is the sole supplier of paper to the Company. He also holds a controlling interest in Sugarcane Paper Company. Sugarcane Paper Company, for which Leung is a major shareholder, agreed on September 18, 2013 to convert \$284,000 of outstanding debt and then outstanding interest to 2,840,000 common shares. On this same date, Sugarcane Paper Company also agreed to cancel the Company’s production credit line resulting in a zero balance on this credit line in exchange for the issuance of 2,840,000 common shares to Sugarcane Paper Company. On this date, Sugarcane Paper Company also agreed to accept 1,057,534 common shares for the conversion of a promissory note with an outstanding balance of \$105,753.

On November 27, 2012, our Company issued a convertible promissory note in the amount of \$100,000 to Leong, a current Director, as part of a financing involving seven accredited investors. The convertible promissory note were to be repaid by our Company within 9 months from the date of issuance; accrues interest at the rate of 14%; and is convertible at the election of the note holder at such time as our Company has raised a minimum of \$500,000 in equity in a subsequent equity financing, at the conversion price which is the lower of 80% of the per share purchase price paid for the securities by the investors in the subsequent financing, or \$0.50 per share. Unless this promissory note is converted or repaid earlier, our Company must pay the note holder the amount of the then accrued interest on the three-month anniversary, six-month anniversary, and nine month anniversary of the issue date. In connection with the issuance of the promissory notes, Mr. Jensen received two-year warrants to purchase 3,750 shares of common stock at \$0.50 per share, and two-year warrants to purchase 6,250 shares of common stock at \$.01 per share. On September 18, 2013, our Board approved the issuance of 1,057,534 common shares to a Director, Jonathan Leong, pursuant to a settlement agreement dated September 20, 2013, allowing for the conversion of the \$100,000 promissory note balance and \$5,753.43 interest due at a rate of \$0.10 per share.

On August 17, 2012, our Company issued a convertible promissory note in the amount of \$25,000 to C. James Jensen, one of our directors, as part of a financing involving seven accredited investors. The convertible promissory note must be repaid by our Company within 9 months from the date of issuance; accrues interest at the rate of 14%; and is convertible at the election of the note holder at such time as our Company has raised a minimum of \$500,000 in equity in a subsequent equity financing, at the conversion price which is the lower of 80% of the per share purchase price paid for the securities by the investors in the subsequent financing, or \$.50 per share. Unless this promissory note is converted or repaid earlier, our Company must pay the note holder the amount of the then accrued interest on the three month anniversary, six month anniversary, and nine month anniversary of the issue date. In connection with the



issuance of the promissory notes, Jensen received two-year warrants to purchase 3,750 shares of common stock at \$.50 per share, and two-year warrants to purchase 6,250 shares of common stock at \$.01 per share.

### **Item 13. Principal Accountant Fees and Services**

#### **Principal Accountant Fees and Services**

##### ***(1) Audit Fees***

The aggregate fees billed for professional services rendered by the principal accountants for the audit of the registrant's annual financial statements and review of financial statements included in the registrant's Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal year ended June 30, 2016 were \$25,000.

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**(2) Audit-Related Fees**

There were no fees billed during the two years ended June 30, 2016 for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under item (1).

**(3) Tax Fees**

No aggregate fees were billed for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning for the fiscal years ended June 30, 2016 and June 30, 2015.

**(4) Work Performance by others**

The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was more than 50 percent.

**PART IV**

**Item 14. Exhibits, Financial Statement Schedules**

| Exhibit No. | Description  |
|-------------|--|
| 31.1        | (1) <u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2        | (1) <u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32.1        | (1) <u>Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>                    |
| 32.2        | (1) <u>Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>                    |
| 101.INS*    | (1) XBRL Instance Document   |

101.SCH\* (1)XBRL Taxonomy Extension Schema

101.CAL\* (1)XBRL Taxonomy Extension Calculation Linkbase

101.DEF\* (1)XBRL Taxonomy Extension Definition Linkbase

101.LAB\* (1)XBRL Taxonomy Extension Label Linkbase

101.PRE\* (1)XBRL Taxonomy Extension Presentation Linkbase

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(1) Filed as an exhibit to this Report.

1. Financial Statement. See Consolidated Financial Statement in part II, Item 7 of this Annual report on from 10-K.

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**SIGNATURES**

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

Sugarmade, Inc., a Delaware corporation

By /s/ Jimmy Chan Date: November 1, 2016

Jimmy Chan

CEO and Director

**POWER OF ATTORNEY**

We, the undersigned directors and/or officers of Sugarmade, Inc. hereby severally constitute and appoint Scott Lantz, acting individually, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the followings persons in the capacities and on the dates stated.

| <u>Signature</u>        | <u>Title</u>          | <u>Date</u>      |
|-------------------------|-----------------------|------------------|
| <u>/s/ Jimmy Chan</u>   | Director and Chairman | November 1, 2016 |
| Jimmy Chan              |                       |                  |
| <u>/s/ Waylon Huang</u> | Director              | November 1, 2016 |

Waylon Huang

/s/ Richard Ko

Richard Ko

Director

November 1, 2016

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