

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Social Life Network, Inc.

Form: 10-Q

Date Filed: 2019-05-03

Corporate Issuer CIK: 1281984

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended March 31, 2019

or

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

For the transition period from \_\_\_\_ to \_\_\_\_.

333-222709

**Commission File Number**

**Social Life Network, Inc.**

(Exact name of small business issuer as specified in its charter)

NEVADA

(State or other jurisdiction of  
incorporation or organization)

46-0495298

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

3465 S Gaylord Ct. Suite A509  
Englewood, Colorado 80113  
(855) 933-3277  
(Address of principal executive offices)

(855) 933-3277  
(Company's telephone number, including area code)

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Company has 127,190,672 common stock shares outstanding as of May 2, 2019.

## TABLE OF CONTENTS

	<u>Page</u>
<b><u>PART I — FINANCIAL INFORMATION</u></b>	F-1
ITEM 1. <a href="#">Consolidated Financial Statements</a>	F-1
ITEM 1A. <a href="#">Risk Factors</a>	1
ITEM 2. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	12
ITEM 3. <a href="#">Quantitative and Qualitative Disclosures about Market Risk</a>	15
ITEM 4. <a href="#">Controls and Procedures</a>	15
<b><u>PART II — OTHER INFORMATION</u></b>	16
ITEM 1. <a href="#">Legal Proceedings</a>	16
ITEM 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	16
ITEM 3. <a href="#">Defaults Upon Senior Securities</a>	16
ITEM 4. <a href="#">Mine Safety Disclosures</a>	16
ITEM 5. <a href="#">Other Information</a>	16
ITEM 6. <a href="#">Exhibits</a>	17
<a href="#">Signatures</a>	18

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PART I – FINANCIAL INFORMATION

ITEM 1. Consolidated Financial Statements (Unaudited)

SOCIAL LIFE NETWORK, INC.  
INDEX TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

<a href="#">Condensed Consolidated Balance Sheets</a>	F-2
<a href="#">Condensed Consolidated Statements of Operations</a>	F-3
<a href="#">Condensed Consolidated Statements of Stockholders' Deficit</a>	F-4
<a href="#">Condensed Consolidated Statements of Cash Flows</a>	F-5
<a href="#">Notes to the Condensed Consolidated Financial Statements</a>	F-6

**SOCIAL LIFE NETWORK, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	March 31, 2019	December 31, 2018
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 100,241	\$ 195,051
Accounts receivable	4,596	2,096
Prepaid Expenses	37,652	3,144
Total Assets	<u>\$ 142,489</u>	<u>\$ 200,291</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities:		
Accounts Payable	\$ 15,817	\$ -
Accrued Expenses	5,025	-
Total Current Liabilities	20,842	-
Long Term Debt	-	-
Total Liabilities	20,842	-
Stockholders' Equity (Deficit):		
Common Stock par value \$0.001, 500,000,000 shares authorized, 125,358,319 and 117,817,319 shares issued and outstanding, respectively	125,358	117,817
Additional paid in capital	29,189,324	27,763,020
Common Stock to be issued	80,000	25,000
Common Stock Receivable	(80,000)	-
Preferred Stock par value \$0.00, 5,000,000 Class B shares authorized, 0 and 0 shares issued and outstanding, respectively	-	-
Accumulated deficit	(29,193,035)	(27,705,546)
Total Stockholders' Equity (Deficit)	121,647	200,291
Total Liabilities and Stockholders' Equity	<u>\$ 142,489</u>	<u>\$ 200,291</u>

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

**SOCIAL LIFE NETWORK, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	For the Three Months Ended March 31,	
	2019	2018
<b>Revenues:</b>		
Licensing revenue	\$ 25,000	\$ 65,000
Advertising revenue	2,500	7,688
Sales returns	-	-
<b>Total revenue</b>	<b>27,500</b>	<b>72,688</b>
Costs of goods sold	1,531	1,391
<b>Gross margin</b>	<b>25,969</b>	<b>71,297</b>
<b>Operating Expenses:</b>		
Compensation expense	300,678	53,267
Non-cash stock compensation - services	1,026,345	1,679,500
Stock based compensation - warrants	-	-
Sales and marketing	71,539	16,203
General and administrative	113,886	29,188
<b>Total operating expenses</b>	<b>1,512,448</b>	<b>1,778,158</b>
<b>Income (Loss) from operations</b>	<b>(1,486,479)</b>	<b>(1,706,861)</b>
<b>Other Expenses:</b>		
Interest expense	1,010	665
<b>Total other expenses</b>	<b>1,010</b>	<b>665</b>
<b>Net Income (Loss)</b>	<b>\$ (1,487,489)</b>	<b>\$ (1,707,526)</b>
<b>Income (loss) per share, basic and diluted</b>	<b>\$ (.01)</b>	<b>\$ (.01)</b>
<b>Weighted average shares outstanding, basic and diluted</b>	<b>(.01)</b>	<b>(.01)</b>

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

**SOCIAL LIFE NETWORK, INC.**  
**STATEMENTS OF STOCKHOLDERS EQUITY (DEFICIT)**

	Preferred Stock		Common Stock		Additional Paid in Capital	Common Stock to be Issued	Common Stock Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount					
Balance, December 31, 2015	12,000,000	\$ 12,000	420,642	\$ 421	\$ 7,351,257	\$ -	\$ -	\$ (7,387,803)	\$ (24,125)
Balance, December 31, 2016	-	-	137,643,976	137,644	20,137,436	585,000	-	(20,980,799)	(120,719)
Balance, December 31, 2017	-	-	95,393,976	95,394	22,186,186	\$ 842,500	-	(23,137,279)	(13,199)
Balance, December 31, 2018	-	\$ -	117,817,319	117,817	\$ 27,763,020	\$ 25,000	-	(27,705,545)	200,291
Common stock issued for service	-	-	1,050,000	1,050	895,295	-	-	-	896,345
Common stock issued to officers	-	-	500,000	500	49,500	-	-	-	50,000
Common stock issued to investors	-	-	5,991,000	5,991	481,509	55,000	(80,000)	-	462,500
Common stock cancelled	-	-	-	-	-	-	-	-	-
Fair value of warrants issued	-	-	-	-	-	-	-	-	-
Net Loss for quarter ended March 31, 2019	-	-	-	-	-	-	-	(1,487,489)	(1,487,489)
Balance, March 31, 2019	-	-	125,358,319	125,358	\$ 29,189,324	\$ 80,000	\$ (80,000)	\$ (29,193,035)	\$ 121,647

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

**SOCIAL LIFE NETWORK, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	For the Three Months Ended March 31,	
	2019	2018
Cash flow from operating activities:		
Net Income (Loss)	\$ (1,487,489)	\$ (1,707,526)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	1,026,345	1,679,500
Changes in operating assets and liabilities:		
Accounts receivable	(2,500)	66,904
Prepays	(34,507)	(623)
Accounts payable and accrued expenses	20,841	-
Net cash used in operating activities	<u>(477,310)</u>	<u>(38,255)</u>
Cash flows used in investing activities:		
	-	-
Cash flows from financing activities:		
Proceeds from the sale of common stock	382,500	2,000
Net cash provided by financing activities	<u>382,500</u>	<u>2,000</u>
Net increase / decrease in cash	(94,810)	40,255
Cash at beginning of period	195,051	53,721
Cash at end of period	<u>\$ 100,241</u>	<u>\$ 93,977</u>
Supplemental Disclosures:		
Cash paid during the year for:		
Interest	\$ -	-
Income taxes	\$ -	\$ -
Supplemental disclosure of non-cash activities:		
Warrants issued for services	<u>\$ -</u>	<u>\$ 1,679,500</u>

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



**SOCIAL LIFE NETWORK, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**March 31, 2019**  
**(unaudited)**

**NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

Social Life Network, Inc. (the “Company”) is a technology company that licenses its Social Life Network SaaS (Software as a Service) Internet Platform (hereafter referred to as the “Platform”) to niche industries for an annual license fee and/or a percentage of profits. The Platform is a cloud-based social network and eCommerce system that can be accessed by a web browser or mobile application allowing end-users to socially connect with one another and their customers to market and advertise their products and services. The Platform can be customized to suit virtually any international niche industry or sub-culture, such as hunting and fishing, tennis, real estate professionals, health and fitness, and charity causes. The Company also owns cannabis/hemp related websites, which generate advertising revenue through MjLink.com, Inc (hereafter referred to as “MjLink”), a wholly-owned subsidiary of the Company. MjLink was incorporated in Delaware on September 20, 2018 and its offices are located at 3464 S. Gaylord Court, Suite A509, Englewood, Colorado 80013.

The Company’s history began as C J Industries, Inc., incorporated in the State of California on August 30, 1985. On February 24, 2004, the Company merged with Calvert Corporation, a Nevada Corporation, changing its name to Sew Cal Logo, Inc., and moving its domicile to Nevada.

In June 2014, the Company was placed into receivership in Nevada’s 8th Judicial District (White Tiger Partners, LLC et al v. Sew Cal Logo, Inc. et al, Case No A-14-697251-C) (Dept. No.: XIII) (the “Receivership”).

On January 29, 2016, the Company, as the seller (the “Seller”), completed a business combination/merger agreement (the “Agreement”) with the buyer, Life Marketing, Inc., a Colorado corporation (the “Buyer”), its subsidiaries and holdings and all of the Buyer’s securities holders. The Company acted through Robert Stevens, the court-appointed receiver and White Tiger Partners, LLC, the Company’s judgment creditor. The Agreement provided that the then current owners of the private company, Life Marketing, Inc., become the majority shareholders pursuant to which an aggregate of 119,473,334 common stock shares were issued to the Company’s officers, composed of 59,736,667 shares each to the Company’s Chief Executive Officer, Kenneth Tapp, and Andrew Rodosevich, the Company’s then-Chief Financial Officer. Pursuant to the terms of the Agreement and related corporate actions in the Company’s domicile, Nevada:

- The Company cancelled all previously created preferred class of stock;
- The Company delivered newly issued, common stock shares equivalent to approximately 89.5% of its outstanding shares as a control block in exchange for 100% of the Buyer’s outstanding shares;
- The court appointed receiver sold its judgment to the Buyer and the Seller agreed to pay the receiver \$30,000 and the equivalent of 9.99% of the outstanding stock (post-merger) of the newly issued unregistered exempt shares.
- The Company’s then officers and directors were terminated, and Kenneth Tapp and Andrew Rodosevich became its Chief Executive Officer/Director and Chief Financial Officer/Director, respectively;
- The Company effected a 5,000 to 1 reverse stock split effective April 11, 2016, with each shareholder retaining a minimum of 100 shares;
- The Company changed its name from Sew Cal Logo, Inc. to WeedLife, Inc. and then to Social Life Network, Inc. effective in Nevada on April 11, 2016;
- The Company changed its stock symbol from SEWC to WDLF;
- The Company decreased its authorized common stock shares from 2,000,000,000 shares to 500,000,000 shares, effective on March 17, 2016.

On June 6, 2016, the Court issued an order in the Receivership pursuant to Section 3(a) (10) of the Securities Act of 1933, as amended (the “Securities Act”), ratifying the above actions. The receiver was discharged on June 7, 2016.

On September 20, 2018, the Company incorporated MjLink.com, Inc., a Delaware Corporation, as its wholly owned subsidiary.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of presentation

The Company's unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The accompanying unaudited condensed financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2019. These unaudited condensed financial statements should be read in conjunction with the financial statements and related notes for the year ended December 31, 2018.

### Principles of Consolidation

The consolidated financial statements include the accounts of Social Life Network, Inc. and MjLink.com, Inc., the Company's wholly owned subsidiary. All intercompany transactions and balances have been eliminated in consolidation.

### Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

### Reclassifications

Certain reclassifications have been made to the prior period financial information to conform to the presentation used in the financial statements for the three months ended March 31, 2019.

### Property and Equipment

Property and equipment are recorded at historical cost and depreciated on a straight-line basis over their estimated useful lives of approximately five years once the individual assets are placed in service.

### Long-Lived Assets

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares 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. No impairment of long-lived assets was required for the first quarter 2019 and the year ended December 31, 2018.

### Revenue Recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

The Company generates revenues through three primary sources: 1) licensing agreements from which the Company receives an annual license fee or a percentage of net profits; 2) online advertising with priced based on the CPC (cost per click) and CPM (cost per 1000 ad impressions); and 3) premium monthly digital marketing subscriptions, which provide business director and online review management for monthly subscriptions.

#### Income Taxes

The Company accounts for income taxes under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740 "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate primarily to operating loss carry-forwards for federal income tax purposes. A full valuation allowance for deferred tax assets has been provided because the Company believes it is more likely than not that the deferred tax asset will be unrealized. Realization of deferred tax assets is dependent on the Company generating sufficient taxable income in future periods.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. The Company accrues interest and penalties, if incurred, on unrecognized tax benefits as components of the income tax provision in the accompanying consolidated statements of operations. As of March 31, 2019, the Company has not established a liability for uncertain tax positions.

#### Research and Development Costs

The Company spent zero dollars on research and development as of March 31, 2019 and during year ended December 31, 2018.

#### Net Loss Per Share

Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential common shares that were outstanding during the period. Dilutive potential common shares consist of incremental common shares issuable upon exercise of stock options. No dilutive potential common shares were included in the computation of diluted net loss per share because their impact was anti-dilutive. As of March 31, 2019 and December 31, 2018, the Company had no outstanding options and had outstanding warrants of 16,300,020 for both years; which were excluded from the computation of net loss per share because they are anti-dilutive.

#### Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2018.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis as of March 31, 2019 and December 31, 2018.

#### Concentrations

During the quarter ended March 31, 2019, the Company had a single vendor that accounted for 4.0% of all expenses, and 15.3% of all expenses during the same period in the prior year.

#### Recently issued accounting pronouncements

In January 2018, the FASB issued ASU 2018-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business*. The amendments in this update clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for interim and annual periods beginning after December 15, 2018 and should be applied prospectively on or after the effective date. The Company is in the process of evaluating the impact of this accounting standard update.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which requires restricted cash to be presented with cash and cash equivalents on the statement of cash flows and disclosure of how the statement of cash flows reconciles to the balance sheet if restricted cash is shown separately from cash and cash equivalents on the balance sheet. ASU 2016-18 is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfer of Assets Other than Inventory*, which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. ASU 2016-16 is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance for targeted changes with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. ASU 2016-15 is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its statements of cash flows.

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09, which amends several aspects of accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, and classification in the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016, with early adoption permitted. The Company has evaluated the impact of this accounting standard update and noted that it has had no material impact.



#### NOTE 4 – RELATED PARTY TRANSACTIONS

Other than as disclosed below, there has been no transaction, since January 1, 2019, or currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$5,000, being the lesser of \$120,000 or one percent of our total assets at March 31, 2019, and in which any of the following persons had or will have a direct or indirect material interest:

- (a) any director or executive officer of our company;
- (b) any person who beneficially owns, directly or indirectly, more than 5% of any class of our voting securities;
- (c) any person who acquired control of our company when it was a shell company or any person that is part of a group, consisting of two or more persons that agreed to act together for the purpose of acquiring, holding, voting or disposing of our common stock, that acquired control of our company when it was a shell company; and
- (d) any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

On January 3, 2019, we completed an employment agreement with George Jage, President of MjLink, providing that effective on the 91st day after the start date of the agreement (the "Grant Date") and subject to the approval of our Board of Directors, George Jage will be granted the equivalent in shares to equal 2.5% of the outstanding shares of MjLink that will vest on a monthly basis after 90 days of employment in equal parts in months 4 through 12. Additionally, the employment agreement provides George Jage with the opportunity to earn an additional 2.5% of MjLink's equity during the first year of this employment contract based on performance goals met. All stock issuances to Mr. Jage are subject to applicable holdings periods and volume limitations under Securities Act Rule 144. If Mr. Jage resigns as MjLink's President during the first 24 months of the employment agreement, all stock previously issued to him are required to be returned to MjLink's treasury.

On February 6, 2019, we authorized an additional 500,000 restricted common stock shares to Mark DiSiena, our Chief Financial Officer valued at \$50,000. The shares were issued during the three months ended March 31, 2019.

We have software license agreements with Real Estate Social Network, Inc. and Sports Social Network, which provides that our licensees pay us a license fee of \$125,000 per year or a period of two years and thereafter receive a 20% percentage of profits. Our Chief Executive Officer, Kenneth Tapp, owns 47.3% of our outstanding shares and is also the Chief Technology Officer of Real Estate Social Network and Sports Social Network and owns approximately 40% each of those entities through LVC Consulting, LLC, of which he is the sole member. Our prior Chief Financial Officer, Andrew Rodosevich, owns 11.7% of our outstanding shares and is a Managing Member of Real Estate Social Network and Sports Social Network and owns approximately 10% of those entities through Rodosevich Investments, LLC, of which Andrew Rodosevich is the sole member. As of March 31, 2019, our largest source of our revenues was \$25,000 in social network platform licensing revenues, which constituted 90.9% of our total revenues and were derived solely from the only 2 licensees we have agreements with, the Real Estate Social Network and Sports Social Network, which revenues are related party revenues.

Pricing for the license agreements were negotiated with the Chief Executive Officers of Real Estate Social Network and Sports Social Network using a "Royalty Flex-Rate" method per network end-user. Our Chief Executive Officer and prior-Chief Financial Officer represented us in the negotiations with Real Estate Social Network and Sports Social Network in our negotiations involving the license agreements.

This type of licensing is the standard when licensing intellectual property per users. The rates were determined by existing users in the Sports Social Network, and future predicted users in the Real Estate Social Network. We researched competing Social Network licensing platforms for pricing and features, and determined that the most similar to our Network Platform was SocialShared.com (<https://www.socialshared.com/plans.html>), which currently provides the United States Tennis Association with their own social network (Setteo.com) for \$2.25 per month per end-user, and a competitor to the Sports Social Network, Inc. website, RacketStar.com

Our related party revenue for Fiscal Year 2019 was \$25,000 or 90.9% of gross revenue.

On October 19, 2018, we sold 3,000,000 shares of common stock to Electrum Partners, LLC for total cash proceeds of \$360,000. Our Director, Leslie Bocksoor, is the President/Founder of Electrum Partners.

Our Directors, Leslie Bocksoor and Vincent (Tripp) Keber, directly or indirectly, have earned cash compensations of \$15,000 and \$20,000, respectively, during the quarter ending March 31, 2019; and \$25,000 and \$80,000, respectively during fiscal year 2018, from us for their consulting services.

On June 6, 2016, we issued 59,736,667 common stock shares to LVC Consulting, LLC. The shares are valued at \$0.15, the closing stock price on the date of grant, for total non-cash expense of \$8,960,500. The Managing Member of LVC Consulting is our Chief Executive Officer, Kenneth Tapp.

On June 6, 2016, we issued 59,736,667 common stock shares to Rodosevich Investments, LLC. The shares are valued at \$0.15, the closing stock price on the date of grant, for total non-cash expense of \$8,960,500. 50,000 of these shares were returned to the Company on December 7, 2017. On December 14, 2017, we issued 5,000,000 restricted common stock shares to Rodosevich Investments, LLC. The shares are valued at \$0.13, the closing stock price on the date of grant, for total non-cash expense of \$650,000. The Managing Member of Rodosevich Investments is our prior-Chief Financial Officer, Andrew Rodosevich.

On July 18, 2016, we executed a Note Payable with Andrew Rodosevich, the Company's CFO, for \$26,400 to pay for public company expenses. The note is unsecured, non-interest bearing and due December 31, 2019. As of December 31, 2018, the balance is zero dollars due.

On September 1, 2016, we executed a Note Payable with Like RE, Inc. for \$53,000. Kenneth Tapp, our Chief Executive Officer, is also an officer with Like RE, Inc. The note is unsecured, non-interest bearing and due December 31, 2018. As of December 31, 2018, the balance is zero dollars due.

#### **NOTE 5 – SALES RETURNS**

For the period ended March 31, 2019, the Company did not issue any credit memos.

#### **NOTE 6 – STOCK WARRANTS**

During the quarter ended March 31, 2019 and the years ended December 31, 2018, 2017, and 2016, the Company granted zero, zero, 9,900,020, and 6,400,000 warrants, respectively, to various third parties for services. Each warrant entitles the holder to one common stock share at an exercise price of five cents. The term of the warrants is 5 years from the initial exercise date. The warrants will be expensed as they become exercisable beginning January 1, 2018 through September 1, 2019. During the three months ended March 31, 2019, no additional warrants vested since the respective warrants are currently 100% vested as of December 31, 2018. The aggregate fair value of the warrants totaled \$3,629,801 based on the Black-Scholes-Merton pricing model using the following estimates: exercise price of \$0.05, stock prices ranging from \$0.08 to \$0.65, risk free rates ranging from 1.77% - 2.72%, volatility ranging from 419% to 467%, and expected life of the warrants of 5 years.

A summary of the status of the outstanding stock warrants and changes during the periods is presented below:

	Shares available to purchase with warrants	Weighted Average Price	Weighted Average Fair Value
Outstanding, December 31, 2016	6,400,000	\$ 0.05	\$ -
Issued	9,900,020	\$ 0.05	\$ -
Exercised	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, December 31, 2017	<u>16,300,020</u>	\$ 0.05	\$ -
Exercisable, December 31, 2017	8,100,000	\$ 0.05	\$ -
Issued	-	\$ -	\$ -
Exercised	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, December 31, 2018	<u>16,300,020</u>	\$ .05	\$ -
Exercisable, December 31, 2018	16,300,020	\$ .05	\$ -
Issued	-	\$ -	\$ -
Exercised	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, March 31, 2019	<u>16,300,020</u>	\$ .05	\$ -
Exercisable, March 31, 2019	<u>15,200,020</u>	\$ .05	\$ .27

Range of Exercise Prices	Number Outstanding 3/31/2019	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$ 0.05	16,300,020	3.74 years	\$ 0.05

#### NOTE 7 – COMMON STOCK

On June 10, 2016, the Company issued 1,000,000 common stock shares to Michael Fuller in connection for his Search Optimization and Content Monitoring Services to us as an independent contractor. The shares are valued at \$0.16, the closing stock price on the date of grant, for total non-cash expense of \$160,000. The shares were issued during the twelve months ended December 31, 2018.

On June 10, 2016, the Company issued 500,000 common stock shares to Bruce Kennedy for his News Monitoring and Article Publishing Services to the Company as an independent contractor. The shares are valued at \$0.16, the closing stock price on the date of grant, for total non-cash expense of \$80,000. The shares were issued during the twelve months ended December 31, 2018.

On June 10, 2016, the Company issued 1,000,000 common stock shares to Trang Pham for her Accounting Services to us as an independent contractor. The shares are valued at \$0.16, the closing stock price on the date of grant, for total non-cash expense of \$160,000. The shares were issued during the twelve months ended December 31, 2018.

On June 10, 2016, the Company issued 1,000,000 common stock shares to Lonnie Klaess for her Secretarial and Office Management Services to the Company as an independent contractor. The shares are valued at \$0.16, the closing stock price on the date of grant, for total non-cash expense of \$160,000. The shares were issued during the twelve months ended December 31, 2018.

On June 30, 2016, the Company sold 200,000 shares of common stock to Justin Dinkel for total cash proceeds of \$10,000 and the Company sold 300,000 shares of common stock to Ryan Falbo for total cash proceeds of \$15,000. The shares were issued during the three months ended March 31, 2019.

From October 11, 2017 to December 13, 2018, the Company entered into subscription agreements with 30 accredited investors. The Company sold 1,730,001 common stock shares to the accredited investors at \$0.15 per share for total gross proceeds of \$259,500. The Company received \$257,500 throughout the fourth quarter 2017 and the remaining \$2,000 in March 2018. The shares were issued during the twelve months ended December 31, 2017.



During the three months ended March 31, 2019, the Company issued 3,000,000 shares of common stock shares for services. 1,000,000 shares were issued at \$0.10 on April 30, 2018 and 3,000,000 shares were issued at \$0.15 on August 29, 2018, based on the closing stock price on the date of grants, which created a total non-cash expense of \$550,000.

On July 3, 2018, the Company's Board of Directors adopted the Certificate of Designation of Preferences, Rights and Limitations of the Class B Common Stock ("Certificate"), including that each Class B Common Stock Share shall have ten (10) votes on all matters presented to be voted by the holders of Common Stock. Further, the Company's Board of Directors authorized the issuance of 5,000,000 Class B Common Stock Shares to Kenneth Tapp, the Company's Chief Executive Officer, in return for his services as the Company's Chief Executive Officer from February 1, 2016 to July 2, 2018. The Class B Common Stock Shares only have voting power and have no equity, cash value or any other value. The 5,000,000 Class B Common Stock Shares were never issued, and effective August 16, 2018 the Company's Board of Directors cancelled the authorization of issuing the 5,000,000 shares of Class B Common Stock to its Chief Executive Officer, Kenneth Tapp.

From July 31, 2018 to September 30, 2018, the Company entered into subscription agreements with 23 accredited investors. The Company sold 4,200,009 common stock shares to the accredited investors at \$0.15 per share for total gross proceeds of \$630,001. The shares were issued during the 12-months ended December 31, 2018.

On October 1, 2018, the Company authorized the issuance of 60,000 of the total of 250,000 common stock shares to Mali Sanati, Director of Business Development, for her business development services to the Company. The 60,000 shares were issued during the three months ended March 31, 2019. The shares were valued at \$0.10, the closing stock price on the date of grant, for total non-cash expense of \$6,000. The Company will issue the remaining 190,000 common stock shares as 95,000 shares each on October 1, 2019 and October 1, 2020.

From October 1, 2018 to December 31, 2018, the Company entered into subscription agreements with 8 accredited investors. The Company sold 200,000 common stock shares to 3 accredited investors at \$0.15 per share and 3,900,000 common stock shares to 5 accredited investors at \$0.10 per share for total gross proceeds of \$420,000. The shares were issued during the twelve-months ended December 31, 2018.

On October 19, 2018, the Company granted 3,000,000 shares of common stock to Electrum Partners for their professional services. The shares were issued during the twelve months ended December 31, 2018. Leslie Bocskor, the Company's Director, is the President and Founder of Electrum Partners.

On October 19, 2018, the Company issued 500,000 and 833,333 common stock shares to D. Scott Karnedy for his services as Chief Operating Officer and to IRT Communications for their Investor Relations Services, respectively. The shares are valued at \$0.12, the closing stock price on the date of grant, for total non-cash expense of \$160,000. The shares were issued during the twelve months ended December 31, 2018.

On November 1, 2018, the Company authorized the issuance of 500,000 restricted common stock shares to Mark DiSiena, Chief Financial Officer, for his CFO services. The shares are valued at \$0.10 the closing stock price on the date of grant, for total non-cash expense of \$50,000. The shares were issued during the three months ended March 31, 2019.

On January 3, 2019, the Company completed an employment agreement with George Jage, President of MjLink, providing that effective on the 91st day after the start date of the agreement (the "Grant Date") and subject to the approval of the Company's Board of Directors, George Jage will be granted the equivalent in shares to equal 2.5% of the outstanding shares of MjLink that will vest on a monthly basis after 90 days of employment in equal parts in months 4 through 12. Additionally, the employment agreement provides George Jage with the opportunity to earn an additional 2.5% of MjLink's equity during the first year of this employment contract based on performance goals met. All stock issuances to Mr. Jage are subject to applicable holdings periods and volume limitations under Securities Act Rule 144. If Mr. Jage resigns as MjLink's President during the first 24 months of the employment agreement, all stock previously issued to him are required to be returned to MjLink's treasury.

On February 6, 2019, the Company authorized the issuance of 500,000 common stock shares to Mark DiSiena, Chief Financial Officer, for his CFO services; 1,000,000 common stock shares to Frederick M. Lehrer for his legal services as an independent contractor; and 50,000 common stock shares to the Company's employee Kelsey Higgins, for her marketing services. The shares are valued at \$0.10, the closing stock price on the date of grant, for total non-cash expense of \$155,000. The shares were issued during the three months ended March 31, 2019.

From January 1, 2019 thru March 31, 2019, the Company entered into subscription agreements with 9 accredited investors. The Company sold 5,725,000 common stock shares to the accredited investors, of which 1,200,000 common stock shares were sold at \$0.05 per share for total gross proceeds of \$60,000, and 4,025,000 common stock shares were sold at \$0.10 per share for total gross proceeds of \$402,500. As of March 31, 2019, the Company received \$382,500 out of the \$462,500, awaiting on the remaining \$80,000. Subsequently, by April 17, 2019, the outstanding \$80,000 was delivered to our accounts. Accordingly, 3,700,000 of the 5,725,000 shares were issued by March 31, 2019; the rest of the 2,025,000 were issued by May 1, 2019.

## **NOTE 8 – SUBSEQUENT EVENTS**

### **Common Stock and Convertible Debt**

On April 1, 2019, the Company issued 500,000 common stock shares to an employee. The shares are valued at \$0.19, the closing stock price on the date of grant, for total non-cash expense of \$95,000. The shares will be issued during the six months ended June 30, 2019.

On April 11, 2019, we completed a Common Stock Purchase Agreement and other related documents with a funding group to generate \$750,000 in additional available resources and we have issued 300,000 shares to a non-profit affiliate of the funding group; earmarking the proceeds of \$750,000 for our wholly-owned subsidiary, MjLink.

On April 11, 2019, we completed a 7-month term original issue discount convertible note and other related documents with a funding group to generate \$100,000 in additional available cash resources with a payback provision due on November 11, 2019 of \$110,000. In addition, we have issued 150,000 common stock shares, 412,500 common stock warrants, and reserved at least 1,000,000 restricted shares as reserve for conversion.

On April 11, 2019, we completed a Standby Equity Commitment Agreement (SECA) and other related documents with an investor group to generate \$3 million in additional available cash resources with the Investor committed to purchase up to 3 million of our common stock from time-to-time over the course of 36 months with reselling limitations. In addition, we have issued 940,439 common stock warrants, and reserved at least 16,900,000 restricted shares as reserve for conversion.

On April 15, 2019, we completed a convertible debenture at zero interest and other related documents with a funding group to generate \$375,000 in additional available cash resources, funds to be released over the 90 days following execution of the agreement. In addition, we have issued 300,000 common stock warrants, and reserved at least 13,125,000 restricted shares as reserve for conversion.

### **Board of Director, Chief Financial Officer, and Board Appointments**

No changes for the quarter ended March 31, 2019.

## ITEM 1A. Risk Factors

Social Life Network, Inc. is referred to hereafter as “we”, “our” or “us”.

An investment in our common stock is highly speculative and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks occur, our business, financial condition or operating results could be materially adversely affected. In such case, you may lose all or part of our investment. You should carefully consider the risks described below and the other information in this annual report before investing in our common stock.

### Risks Related to Our Business

***Our independent registered public accounting firm has issued a going concern opinion; there is substantial uncertainty that we will continue operations in which case you could lose your investment.***

In their report dated May 3, 2019, our independent registered public accounting firm, B F Borgers CPA PC, stated that our financial statements have been prepared on a going concern basis which assumes that we will be able to realize our assets and discharge our liabilities and commitments in the normal course of business for the foreseeable future. We had an accumulated deficit of \$29,193,035 at March 31, 2019, had a net loss of \$1,487,489 and used net cash of \$447,310 in operating activities for the three months ended March 31, 2019. (the net loss and accumulated deficit consist of \$1,026,345 of non-cash stock-based compensation expense.) These factors raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our generating profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Our management intends to finance operating costs over the next nine months with existing cash on hand and public issuance of common stock. Although we may be successful in obtaining financing and/or generating revenue to fund our operations, meet regulatory requirements and achieve commercial goals, there are no assurances that such funding will be achieved at a sufficient level or that we will succeed in our future operations.

***If our Social Networking Platform technology becomes obsolete, our ability to license our Platform and generate revenue from it will be negatively impacted.***

If our Platform technology becomes obsolete, our results of operations will be adversely affected. The market in which we compete is characterized by rapid technological change, evolving industry standards, introductions of new products/services, and changes in customer demands that can render existing products/services obsolete and unmarketable. Our Platform will require continuous upgrading, or our technology will become obsolete, and our business operations will be curtailed or terminate.

***New social network, online marketplace or application platform features or changes to existing features could fail to attract new users, retain existing users or generate revenue.***

Our business strategy is dependent on our ability on behalf of our licensees to develop and maintain networks, online marketplaces, and application platforms and features to attract new users and retain existing ones. Any of the following events may cause decreased use of our properties:

- Emergence of competing websites and applications;
- Inability to convince potential users to join our network or that of our licensees;
- Technical issues related to mobile and desk top compatibility; and
- Rise in safety or privacy concerns.

Should any of the above factors or a combination of such factors have a material effect on our business, our revenues and results of operations will be negatively affected.

***If we lose key management, our business may materially suffer.***

We are highly dependent on our management team: Kenneth Tapp, our Chief Executive Officer/Chief Technology Officer; Mark DiSiena, our Chief Financial Officer; D. Scott Karnedy, our Chief Operating Officer; as well as George Jage, MjLink's President. We do not carry "key-man" life insurance on our officers. If we lose the services of one or more of our officers and are unable to replace them with equally competent officers, our business may be negatively impacted.

***We expect to incur substantial expenses to meet our reporting obligations as a public company.***

We estimate that it will cost approximately \$50,000 annually to maintain the proper management and financial controls for our filings required as a public reporting company, funds that would otherwise be spent for our business operations. Our public reporting costs may increase over time, which will increase our expenses and may decrease our potential profitability.

***Should we lose our advertising or digital subscription or licensing revenues during any given period where any such revenue areas historically had represented the majority of our revenues, our financial condition will be negatively affected.***

We have generated a majority of our revenue in 2016, 2017, and 2018 from advertising revenue, digital subscription services, and licensing revenues, respectively; the loss of the majority of our revenues in future periods will negatively affect our results of operations.

***During our 2019 fiscal year and for the 3-months ended March 31, 2019, \$25,000 or 90.9%, and December 31, 2018, \$215,000 or 97.5%, respectively, of our total revenues were generated from related party revenue; there are conflicts of interest between our officers' interests, who are also officers of our licensees, and our shareholders' interests.***

During our 2019 fiscal year ending March 31, 2019, \$25,000 or 90.9%, and December 31, 2018, \$215,000 or 97.5%, respectively, of our total revenues were derived from license fees we received from Real Estate Social Network and Sports Social Network, which revenues are related party revenues. We have a "software as a service" (SaaS) license agreement with Sports Social Network, which provides that Sports Social Network, Inc. pays a license fee of \$125,000 per year for a period of two years and thereafter we receive twenty percent of their net profits from the sale of online advertising and collected E-Commerce fees on their niche sports social networks from every country around the world that they provide access to their websites and mobile apps that we provide through the licensing agreement. They currently have social networks that are used by the Hunting and Fishing industry, the Racket Sports industry, the Golf industry and the Soccer industry. They plan to launch over the coming twelve to twenty-four months, a niche Auto Racing social network, a niche Skiing and Snowboarding social network, and a private little league sports social network for children, parents and coaches.

We have a software as a service (SaaS) license agreement with Real Estate Social Network, which provides that Real Estate Social Network, Inc. pays a license fee, of which we receive twenty percentage of their net profits from the sale of online advertising and monthly digital subscription fees from residential real estate professionals using their LikeRE.com social network from every country around the world that they provide access to their website and mobile app that we provide through the licensing agreement. Both licensees have automatically renewing annual license agreements with us and they aim to have millions of users on each of their social networks.

Our Chief Executive Office, Kenneth Tapp, owns 47.3% of our outstanding shares and is also the Chief Technology Officer of Real Estate Social Network. and the Chief Technology Officer of the Sports Social Network and owns approximately 40% each of those entities through LVC Consulting, LLC, of which he is the sole member. Our prior-Chief Financial Officer, Andrew Rodosevich, owns 11.7% of our outstanding shares and is a Managing Member of Real Estate Social Network and Sports Social Network and owns approximately 10% of those entities through Rodosevich Investments, LLC, of which Andrew Rodosevich is the sole member. Our related party revenues present conflicts of interests between our officers' interests and our shareholders' interests, which may favor the interests of our officers over that of our shareholders.

***The license fees we received from our related parties who are also our licensees, Sports Social Network and Real Estate Social Network, may be undervalued because the license agreements were negotiated between related parties.***

Our Chief Executive Officer and Chief Financial Officer negotiated the license fee agreements with our related parties/licensees, Sports Social Network and Real Estate Social Network. Our Chief Executive Officer, Kenneth Tapp, owns 47.3% of our outstanding shares and is also the Chief Technology Officer of Real Estate Social Network and Sports Social Network and owns approximately 40% each of those entities through LVC Consulting, LLC, of which he is the only member. Our prior-Chief Financial Officer, Andrew Rodosevich, owns 11.7% of our outstanding shares and is a Managing Member of Real Estate Social Network and Sports Social Network and owns approximately 10% of those entities through Rodosevich Investments, LLC, of which Andrew Rodosevich is the sole member. As a result, there are conflicts of interest between our past/present officers and our shareholders' interests. Additionally, because the license agreements were negotiated between related parties, the license granted to these related parties may have been undervalued, which may have otherwise resulted in a higher amount of license fees being paid by other licensees to us.

***Our Chief Executive Officer has potential conflicts of interest because of his interests in entities with which we have license agreements.***

Our Chief Executive Officer is also the Chief Technology Officer of our licensees, Real Estate Social Network and Sports Social Network, and owns approximately 40% of each such entity through a limited liability company, of which he is the sole member. We have a license agreement with Real Estate Social Network providing that they will pay us 20% of the net profits from all monthly member subscriptions and online advertising sales, paid annually, on the 31st day of January for the preceding year. We also have a license agreement with Sports Social Network providing that they will pay us \$125,000 annually for the first two years of this agreement (a total of \$250,000 for the first two years), and thereafter will receive 20% of the net profits from all online advertising sales and collected E-Commerce fees, paid monthly with the option to pay any outstanding licensing fees annually, and to be received by us no later than the 31st day of January for the preceding year. Our Chief Executive Officer owns 47.3% and of our outstanding shares. Accordingly, our Chief Executive Officer has potential conflicts of interest between his interests in Real Estate Social Network and Sports Social Network and our interests, which may result in them favoring the interests of those networks over our interests and that of our shareholders.

***Our business is highly competitive; competition presents an ongoing threat to the success of our business.***

We face significant competition with respect to both our Cannabis/Hemp Social Networks and licensing of our E-Commerce Social Network Platforms, including MassRoots.com, Leafly.com, Zillow.com, HOUZZ.com, TennisChannel.com and Cabelas.com, which offer a variety of online advertising and E-Commerce offerings. These competitors and other competitors have greater financial, operational, and personnel resources than we do. Should we fail to develop strategies to overcome our competition, our revenues will be negatively impacted.

***Because our directors and executive officers are among our largest stockholders, they can exert significant control over our business and affairs and have actual or potential interests that may depart from those of investors.***

Certain of our executive officers and directors own a significant percentage of our outstanding capital stock. As of the date of this annual report, our executive officers and directors and their respective affiliates beneficially own over 75% of our outstanding voting stock, including our Chief Executive Officer who owns 47.3% of our voting securities. The holdings of our directors and executive officers may increase further in the future upon vesting or other maturation of exercise rights under any of the options or warrants they may hold or in the future be granted, or if they otherwise acquire additional shares of our common stock. The interests of such persons may differ from the interests of our other stockholders. As a result, in addition to their board seats and offices, such persons will have significant influence and control over all corporate actions requiring stockholder approval, irrespective of how our other stockholders may vote, including the following actions:

- to elect or defeat the election of our directors;

- to amend or prevent amendment of our certificate of incorporation or by-laws;
- to effect or prevent a merger, sale of assets or other corporate transaction; and
- to control the outcome of any other matter submitted to our stockholders for a vote.

This concentration of ownership by itself may have the effect of impeding a merger, consolidation, takeover or other business consolidation, or discouraging a potential acquirer from making a tender offer for our common stock, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price.

***We will need substantial additional funding to continue our operations, which could result in dilution to our stockholders; we may be unable to raise capital when needed, if at all, which could cause us to have insufficient funds to pursue our operations, or to delay, reduce or eliminate our development of new programs or commercialization efforts.***

We expect to incur additional costs associated with operating as a public company and to require substantial additional funding to continue to pursue our business and continue with our expansion plans. We may also encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may increase our capital needs and/or cause us to spend our cash resources faster than we expect. Accordingly, we expect that we will need to obtain substantial additional funding in order to continue our operations. To date, we have financed our operations entirely through equity investments by founders and other investors and the incurrence of debt, and we expect to continue to do so in the foreseeable future. Additional funding from those or other sources may be unavailable when or in the amounts needed, on acceptable terms, or at all. If we raise capital through the sale of equity, or securities convertible into equity, it would result in dilution to our existing stockholders, which could be significant depending on the price at which we may be able to sell our securities. If we raise additional capital through the incurrence of additional indebtedness, we would likely become subject to further covenants restricting our business activities, and holders of debt instruments may have rights and privileges senior to those of our equity investors. In addition, servicing the interest and principal repayment obligations under debt facilities could divert funds that would otherwise be available to support development of new programs and marketing to current and potential new clients. If we are unable to raise capital when needed or on attractive terms, we could be forced to delay, reduce or eliminate development of new programs or future marketing efforts. Any of these events could significantly harm our business, financial condition and prospects.

***We must successfully maintain and/or upgrade our information technology systems.***

We rely on various information technology systems, including our newly licensed NetSuite enterprise resource planning (ERP) system, that will be implemented by the end of first quarter of Fiscal 2019 to manage our operations, which subjects us to inherent costs and risks associated with maintaining, upgrading, replacing and changing these systems, including impairment of our information technology, potential disruption of our internal control systems, substantial capital expenditures, demands on management time and other risks of delays or difficulties in upgrading, transitioning to new systems or of integrating new systems into our current systems.

***Our financial statements may not be comparable to those of other companies.***

Pursuant to Section 107(b) of the JOBS Act, we have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(2) of The JOBS Act. This election allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result, our financial statements may not be comparable to companies that comply with public company effective dates, and our stockholders and potential investors may have difficulty in analyzing our operating results if comparing us to such companies.

***We do not have an independent board of directors which could create a conflict of interests and pose a risk from a corporate governance perspective.***

Our Board of Directors consists mostly of current executive officers and consultants, which means that we do not have any outside or independent directors. The lack of independent directors:

- May prevent the Board from being independent from management in its judgments and decisions and its ability to pursue the Board responsibilities without undue influence.
- May prevent us from providing a check on management, which can limit management taking unnecessary risks.
- May create potential for conflicts between management and the Board's diligent independent decision-making process.
- Present the risk that our executive officers on the Board may have influence over their personal compensation and benefits levels that may not be commensurate with our financial performance.
- Deprive us of the benefits of various viewpoints and experience when confronting challenges that we face.

Because officers serve on our Board of Directors, it will be difficult for the Board to fulfill its traditional role of overseeing management.

***Because we do not have a nominating, audit or compensation committee, shareholders will have to rely on the entire board of directors, no members of which are independent to perform these functions.***

We do not have a nominating, audit or compensation committee or any such committee comprised of independent directors. The board of directors performs these functions. No members of the board of directors are independent directors. Thus, there is a potential conflict in that board members who are also part of management will participate in discussions concerning management compensation and audit issues that may affect management decisions.

***Our election not to opt out of the JOBS Act extended accounting transition period may not make our financial statements easily comparable to other companies.***

Pursuant to the JOBS Act of 2012, as an emerging growth company we can elect to opt out of the extended transition period for any new or revised accounting standards that may be issued by the PCAOB or the SEC. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised, and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the application date for private companies. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards. As of present, there are no new or revised accounting standards that have been issued by the PCAOB or the SEC applicable to us for which we have adopted the application date for private companies.

The JOBS Act will also allow us to postpone the date by which we must comply with certain laws and regulations intended to protect investors and to reduce the amount of information provided in reports filed with the SEC. The recently enacted JOBS Act is intended to reduce the regulatory burden on emerging growth companies. The Registrant meets the definition of an emerging growth company and so long as it qualifies as an "emerging growth company," it will, among other things:

- be exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that its independent registered public accounting firm provide an attestation report on the effectiveness of its internal control over financial reporting;
- be exempt from the "say on pay" provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the "say on golden parachute" provisions (requiring a non-binding shareholder vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Act and certain disclosure requirements of the Dodd-Frank Act relating to compensation of its chief executive officer;
- be permitted to omit the detailed compensation discussion and analysis from proxy statements and reports filed under the Securities Exchange Act of 1934 and instead provide a reduced level of disclosure concerning executive compensation; and
- be exempt from any rules that may be adopted by the Public Registrant Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor's report on the financial statements.

We intend to take advantage of some or all the reduced regulatory and reporting requirements that will be available to it so long as it qualifies as an “emerging growth company”. We have elected not to opt out of the extension of time to comply with new or revised financial accounting standards available under Section 102(b) of the JOBS Act. Among other things, this means that the Registrant’s independent registered public accounting firm will not be required to provide an attestation report on the effectiveness of our internal control over financial reporting so long as it qualifies as an emerging growth company, which may increase the risk that weaknesses or deficiencies in the internal control over financial reporting go undetected. Likewise, so long as it qualifies as an emerging growth company, we may elect not to provide certain information, including certain financial information and certain information regarding compensation of executive officers that would otherwise have been required to provide in filings with the SEC, which may make it more difficult for investors and securities analysts to evaluate the Registrant. As a result, investor confidence and the market price of our common stock may be adversely affected.

***We may have difficulty obtaining officer and director coverage or obtaining such coverage on favorable terms or financially be unable to obtain any such coverage, which may make it difficult for our attracting and retaining qualified members of our board of directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.***

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage or financially be unable to obtain such coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.

## **RISKS RELATED TO CANNABIS/HEMP RELATED GOVERNMENT REGULATION**

***Our cannabis/hemp websites with respect to cannabis are dependent on state laws pertaining to the cannabis industry.***

Our wholly-owned subsidiary, MJLink, has several websites in the cannabis/hemp area. As of the date of this quarterly report, there are 29 states and the District of Columbia that allow their citizens to use medical cannabis. Additionally, Colorado, Washington, Alaska, Oregon and Washington DC have legalized cannabis for adult use at the state (or district) level. Continued development of the cannabis industry is dependent upon continued legislative authorization of cannabis at the state level. Any number of factors pertaining to lack of public or legislative support could slow or halt progress in this area. Further, progress in the cannabis industry is not assured.

***Our cannabis/hemp websites are open to all Internet users, which may result in legal consequences; in such event, our results of operations will be negatively affected.***

Our Terms and Conditions contained in our MJLink sites clearly state that our network and services pertaining to our cannabis/hemp related sites are only to be used by users who are over 21 years old and located where the use of cannabis/hemp is permissible under state law and only in a manner which would be permissible under the applicable state law. However, it is impractical to independently verify that all activity occurring on our network fits into this description. If we become subject to federal and state law enforcement, our brand name and results of operations will be negatively impacted.



***Cannabis remains illegal under Federal law.***

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

As the possession and use of cannabis is illegal under the Federal Controlled Substances Act, we may be deemed to be aiding and abetting illegal activities through the services that we provide to users and advertisers. As a result, we may be subject to enforcement actions by law enforcement authorities, which would materially and adversely affect our business.

Under Federal law, and more specifically the Federal Controlled Substances Act, the possession, use, cultivation, and transfer of cannabis is illegal. Our business provides services to customers that are engaged in the business of possession, use, cultivation, and/or transfer of cannabis. As a result, law enforcement authorities, in their attempt to regulate the illegal use of cannabis, may seek to bring an action or actions against us, including, but not limited, to a claim of aiding and abetting another's criminal activities. The Federal aiding and abetting statute provides that anyone who "commits an offense against the United States or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal." 18 U.S.C. §2(a). Because of such an action, we may be forced to cease operations and our investors could lose their entire investment. Such an action would have a material negative effect on sale of our services.

Federal enforcement practices could change with respect to services providers to participants in the cannabis industry, which could adversely impact us. If the Federal government were to change its practices or were to expend its resources attacking providers in the cannabis industry, such action could have a materially adverse effect on our operations, our customers, or the sales of our services.

It is possible that additional Federal or state legislation could be enacted in the future that would prohibit our advertisers from selling cannabis, and, if such legislation were enacted, such advertisers may discontinue the use of our services, our potential source of customers would be reduced, causing revenues could decline. Further, additional government disruption in the cannabis industry could cause potential customers and users to be reluctant to use and advertise on our platforms. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated,

***As the possession and use of cannabis is illegal under the Federal Controlled Substances Act, we may be deemed to be aiding and abetting illegal activities through the services that we provide to users and advertisers; as a result, we may be subject to enforcement actions by law enforcement authorities, which would materially and adversely affect our business.***

Under Federal law, and more specifically the Federal Controlled Substances Act, the possession, use, cultivation, and transfer of cannabis is illegal. Our business provides services to customers that may be directly or indirectly engaged in the business of possession, use, cultivation, and/or transfer of cannabis. As a result, law enforcement authorities, in their attempt to regulate the illegal use of cannabis, may seek to bring an action or actions against us, including, but not limited, to a claim of aiding and abetting another's criminal activities. The Federal aiding and abetting statute provides that anyone who "commits an offense against the United States or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal." 18 U.S.C. §2(a). As a result of such an action, we may be forced to cease operations and our investors could lose their entire investment. Such an action would have a material negative effect on our business and operations.

***Federal enforcement practices could change with respect to service providers or participants in the cannabis industry, which could adversely impact us; if the Federal government were to change its practices or were to expend its resources attacking providers in the cannabis industry, such action could have a materially adverse effect on our operations, our customers, or the sales of our products.***

It is possible that additional Federal or state legislation could be enacted in the future that would prohibit our advertisers from selling cannabis, and if such legislation were enacted, such advertisers may discontinue the use of our services, our potential source of customers would be reduced, causing revenues could decline. Further, additional government disruption in the cannabis industry could cause potential customers and users to be reluctant to advertise on our sites, which would negatively affect our revenues. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

***Participants in the cannabis industry may have difficulty accessing the service of banks, which may make it difficult for us to operate.***

Despite recent rules issued by the United States Department of the Treasury mitigating the risk to banks who do business with cannabis companies permitted under state law, as well as recent guidance from the United States Department of Justice, banks remain weary to accept funds from businesses in the cannabis industry. Since the use of cannabis remains illegal under Federal law, there remains a compelling argument that banks may be in violation of Federal law when accepting for deposit funds derived from the sale or distribution of cannabis. Consequently, businesses involved in the cannabis industry continue to have trouble establishing banking relationships. An inability to open bank accounts may make it difficult for us, or some of our advertisers, to do business.

***Federal enforcement practices could change with respect to services provided to participants in the cannabis industry, which could adversely impact us; if the Federal government were to expend its resources on enforcement actions against service providers in the cannabis industry under guidance provided by the Sessions Memo, including asset forfeiture actions, such actions could have a material adverse effect on our operations, our customers, or our services.***

On January 4, 2018, the then U.S. Attorney General Jeff Sessions issued the Sessions Memo stating that the Cole Memo was rescinded effectively immediately. Mr. Sessions stated that “prosecutors should follow the well-established principles that govern all federal prosecutions,” which require “federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.” Mr. Sessions went on to state in the memorandum that “previous nationwide guidance specific to marijuana is unnecessary and is rescinded, effective immediately.” It is unclear at this time whether the Sessions Memo indicates that the Trump administration will strongly enforce the federal laws applicable to cannabis or what types of activities will be targeted for enforcement. While we do not harvest, distribute or sell cannabis, we may be irreparably harmed by a change in enforcement policies of the federal government depending on the nature of such change.

Attorney General Order No. 3946-2018 released by Jeff Sessions on July 19, 2018 shows that he is in favor of law enforcement using civil asset forfeiture as “an effective tool to reduce crime” and that “its use should be encouraged where appropriate.” It is possible that due to the recent Sessions Memo our clients may discontinue the use of our services, our potential source of customers may be reduced, and our revenues may decline. Further, additional government disruption in the cannabis industry could cause potential customers and users to be reluctant to use our services or buy advertising from us. It is possible that due to the Sessions Memo our clients may discontinue the use of our services, we or our customers may be subject to asset forfeiture actions, our potential source of customers may be reduced, and our revenues may decline. Further, additional government disruption in the cannabis industry could cause potential customers and users to be reluctant to use advertising services, which would negatively impact our results of operations.

The 2018 Farm Bill officially reclassifies hemp for commercial uses after decades of statutes and legal enforcement conflating hemp and marijuana, the Farm Bill distinguishes between the two by removing hemp from the Controlled Substances Act. While the two are closely related, hemp lacks the high concentration of THC that is responsible for the “high” from the use of marijuana. This would effectively move regulation and enforcement of the crop from the purview of the Drug Enforcement Agency to the U.S. Department of Agriculture.

Recent hearing in February 2019, conducted before the House Subcommittee on Consumer Protection and Financial Institutions, focused on access to banking services for legal cannabis-based businesses. Two of the speakers at the hearing — Colorado Rep. Ed Perlmutter and Washington Rep. Denny Heck, both Democratic members of Congress from states with legal marijuana, back the Secure and Fair Enforcement of Banking Act of 2019, or the SAFE Banking Act, as it is more commonly known. The proposed bill, according to lawmakers and reports, would prevent federal regulators from targeting banks that accept deposits from legal cannabis operators. Such prohibition could involve limiting FDIC protections for those deposits or trying to prevent loans to those businesses.

## RISKS RELATED TO OUR SECURITIES

### ***An investment in our shares is highly speculative.***

The shares of our common stock are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the risk factors contained herein relating to our business and prospects. If any of the risks presented herein actually occur, our business, financial condition or operating results could be materially adversely affected. In such case, the trading price of our common stock could decline, and you may lose all or part of your investment.

### ***The market price of our Common Stock may fluctuate significantly in the future.***

We expect that the market price of our Common Stock may fluctuate in response to one or more of the following factors, many of which are beyond our control:

- competitive pricing pressures;
- our ability to market our services on a cost-effective and timely basis;
- changing conditions in the market;
- changes in market valuations of similar companies;
- stock market price and volume fluctuations generally;
- regulatory developments;
- fluctuations in our quarterly or annual operating results;
- additions or departures of key personnel; and
- future sales of our Common Stock or other securities.

The price at which you purchase shares of our Common Stock may not be indicative of the price that will prevail in the trading market. Shareholders may experience wide fluctuations in the market price of our securities. These fluctuations may have a negative effect on the market price of our securities and may prevent a shareholder from obtaining a market price equal to the purchase price such shareholder paid when the shareholder attempts to sell our securities in the open market. In these situations, the shareholder may be required either to sell our securities at a market price, which is lower than the purchase price the shareholder paid, or to hold our securities for a longer period than planned. An inactive or low trading market may also impair our ability to raise capital by selling shares of capital stock. You may be unable to sell your shares of Common Stock at or above your purchase price, which may result in substantial losses to you and which may include the complete loss of your investment. Any of the risks described above could adversely affect our sales and profitability and the price of our Common Stock.

### ***There is no active public trading market for our common stock and an active market may never develop.***

The public trading market for our common stock on the OTCMarkets OTCQB tier, has reflected an uneven and inactive market. Market liquidity will depend on the perception of our operating business and any steps that our management might take to bring us to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may be unable to liquidate their investment or liquidate it at a price that reflects the value of the business. As a result, holders of our securities may not find purchasers for our securities should they to sell securities held by them. Consequently, only investors having no need for liquidity in their investment should purchase our securities and who can hold our securities for an indefinite period.

***We have authorized 100,000,000 Preferred Shares and 100,000,000 Class B Common Shares that may result in our officers having the ability to influence stockholder decisions.***

The board of directors has the power to establish the dividend rates, liquidation preferences, and voting rights of any series of preferred stock, and these rights may be superior to the rights of holders of the Shares. The board of directors may also establish redemption and conversion terms and privileges with respect to any shares of preferred stock; as such, if we establish such terms and privileges to our preferred shares and we sell or issue preferred shares in future transactions to new investors such investors in subsequent transactions could gain rights, preferences and privileges senior to those of holders of our common stock. Any such preferences may operate to the detriment of the rights of the holders of the Shares, and further, could be used by the board of directors as a device to prevent a change in control of the Registrant. Our Board of Directors has established the rights to Class B Common Shares, including that each Class B Common Stock Share shall have ten (10) votes on all matters presented to be voted by the holders of Common Stock. As such, such rights include additional voting power if Class B Common Stock shares are issued to our officers giving them control over a majority of our outstanding voting power, they would then have the power to control future stock-based acquisition transactions, to fund employee equity incentive programs, and give them the ability to elect certain directors and to determine the outcome of all matters submitted to a vote of our stockholders. This concentrated control eliminates other stockholders' ability to influence corporate matters

We expect to seek additional financing in order to provide working capital to our business. Our board of directors has the power to issue any or all of such authorized but unissued shares at any price they consider sufficient, without stockholder approval. The issuance of additional shares of common stock in the future will reduce the proportionate ownership and voting power of current stockholders

***Future sales and issuances of our capital stock, exercise of warrants outstanding or rights to purchase capital stock could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to decline.***

We may issue additional securities following the completion of this offering. Future sales and issuances of our capital stock or rights to purchase our capital stock could result in substantial dilution to our existing stockholders. We may sell common stock, convertible securities and other equity securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, investors may be materially diluted. Additionally, because we have 16,300,020 Warrants outstanding, which are exercisable for five cents per share with a warrant exercise period of 5 years, any material exercise of the Warrants will because substantial dilution to your shares.

***Any market that develops in shares of our common stock will be subject to the penny stock regulations and restrictions pertaining to low priced stocks that will create a lack of liquidity and make trading difficult or impossible.***

The trading of our securities will be in the over-the-counter market, which is commonly referred to as the OTCQB as maintained by FINRA. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of our securities.

Rule 3a51-1 of the Exchange Act establishes the definition of a "penny stock," for purposes relevant to us, as any equity security that has a minimum bid price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to a limited number of exceptions that are not available to us. It is likely that our shares will be penny stocks for the immediately foreseeable future. This classification severely and adversely affects any market liquidity for our common stock.

For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination, and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also must be made about the risks of investing in penny stock in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Additionally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Because of these regulations, broker-dealers may not wish to engage in the above-referenced necessary paperwork and disclosures and/or may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in any secondary market and have the effect of reducing the level of trading activity in any secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities when our securities become publicly traded. In addition, the liquidity for our securities may decrease, with a corresponding decrease in the price of our securities. Our shares, probably, will be subject to such penny stock rules for the foreseeable future and our shareholders will, likely, find it difficult to sell their securities.

***Registered Broker-Dealers and Clearing firms are refusing to trade or clear stocks that are directly or indirectly related to the cannabis and hemp industries, which may negatively impact the trading of our common stock shares.***

Because registered Broker-Dealers and Clearing firms are refusing to trade or clear stocks that represent companies directly or indirectly related to the cannabis and hemp industries, certain brokerage firms can no longer trade such stocks on behalf of their clients. Should this trend increase, trading in our stock may be negatively impacted, including lower trading volume and stock prices.

***If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our common stock.***

Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

***The forward-looking statements contained herein report may prove incorrect .***

This filing contains certain forward-looking statements, including among others: (i) anticipated trends in our financial condition and results of operations; (ii) our business strategy for expanding our business; and (iii) our ability to distinguish ourselves from our current and future competitors. These forward-looking statements are based largely on our current expectations and are subject risks and uncertainties. Actual results could differ materially from these forward-looking statements. In addition to the other risks described elsewhere in this "Risk Factors" discussion, important factors to consider in evaluating such forward-looking statements include: (i) changes to external competitive market factors, which might impact trends in our results of operations; (ii) anticipated working capital or other cash requirements; (iii) changes in our business strategy or an inability to execute our strategy due to unanticipated changes; and (iv) various competitive factors that may prevent us from competing successfully in the marketplace. Considering these risks and uncertainties, many of which are described in greater detail elsewhere in this "Risk Factors" discussion, there can be no assurance that the events predicted in forward-looking statements contained in this Prospectus will, in fact, transpire.

**Cautionary Note**

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****FORWARD-LOOKING STATEMENTS**

This document contains "forward-looking statements". All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements or belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Except for our ongoing securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

Although we believe that the expectations reflected in any of our forward- looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties.

**Overview**

We are a Nevada corporation formed on August 30, 1985. Our headquarters are in Denver, Colorado. We have been engaged in our current business model since June of 2016, as a result of our having been discharged from a receivership and acquiring Life Marketing, Inc., which was in a different industry as our previous business.

We have experienced recurring losses and negative cash flows from operations since inception, including in our current business model. We anticipate that our expenses will increase as we ramp up our expansion, which likely will lead to additional losses, until such time that we approach profitability, or which there are no assurances. We have relied on equity financing to fund operations. There can be no guarantee that we will ever become profitable, or that adequate additional financing will be realized in the future or otherwise may be available to us on acceptable terms, or at all. If we are unable to raise capital when needed, we would be forced to delay, reduce or eliminate our expansion efforts. We will need to generate significant revenues to achieve profitability, of which there are no assurances.

We plan to conduct an IPO of MjLink.com on a Canadian, German, or US exchange in 2019.

### ***Trends and Uncertainties***

Our business is subject to the following trends and uncertainties:

- Expansion of live streaming on Facebook could sway our users to spend more time away from our Networks.
- Social video is generally reaching saturation across social networks in general.
- Social platforms embrace strong governance policies, i.e. when content is inappropriate or violates end user agreement, how much content is posted on our Networks may be affected.
- Brands fatigue from new tools and tactics on social networks could result in fewer users embracing some of our new business and E-Commerce tools on our Networks.

### ***Going Concern***

The accompanying consolidated financial statements have been prepared on a going concern basis, which assumes that we will be able to realize our assets and discharge our liabilities and commitments in the normal course of business for the foreseeable future. We had an accumulated deficit of \$29,193,035 at March 31, 2019, had a net loss of \$1,487,890 and used net cash of \$477,310 in operating activities for the three months ended March 31, 2019. These factors raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our generating profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Our management intends to finance operating costs over the next nine months with existing cash on hand and the sale of our common stock. While we believe that we will be successful in obtaining the necessary financing and generating revenue to fund our operations, meet regulatory requirements and achieve commercial goals, there are no assurances that such additional funding will be achieved and that we will succeed in its our future operations.

We will attempt to overcome the going concern opinion by increasing our revenues, as follows:

- By licensing additional Social Network and E-Commerce Platforms;
- By increasing our marketing staff to enhance our "WeedLife" brand to cannabis/hemp related consumers and businesses located throughout the world;
- By increasing our social media staff to increase our monthly network traffic from our current 30 million-page views, to support the sales staff growth in online advertising sales on our cannabis/hemp related websites and mobile apps;
- By increasing our sales staff for online advertising and monthly digital subscription sales on our cannabis/hemp related websites and mobile apps;
- By increasing our licensee tech and R&D support to Sports Social Network for the increase of membership acquisition, page view traffic, online advertising sales and E-Commerce transactions on all of our sports social network websites and mobile apps; and
- By increasing our licensee tech and R&D support to Real Estate Social Network. for the sales of online advertising and monthly digital subscription services to real estate professionals on our social network in the international real estate community.

The foregoing goals will increase expenses and lead to possible net losses. There is no assurance that we will ever be profitable or that debt or equity financing will be available to us. 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 we be unable to continue as a going concern. There is no assurance we will be successful in any of these goals.

## COMPARATIVE RESULTS FOR FISCAL YEARS

### Results of Operations for the 3-month periods ended March 31, 2019 and 2018

#### Revenues

For the 3-month period ending March 31, 2019, we recognized revenue from licensing of \$25,000 compared to \$65,000 of revenue for the 3-month period ending March 31, 2018. The decrease is due to the ramp up in transactional usage of our platform in first quarter 2019 rather than relying on the minimum guarantee provided in first quarter 2018.

During the current period we had advertising revenue of \$2,500 compared to \$7,688 for the 3-month period ending March 31, 2018. The decrease in revenue is primarily attributable to eliminating our sales and marketing staff during the latter part of fiscal year 2018 and a refocus on rehiring starting in fiscal year 2019 to generate new revenue.

#### Cost of Revenue

Cost of revenue was \$1,532 for the 3-month period ending March 31, 2019 compared to \$1,391 for the 3-month period ending March 31, 2018, representing an increase of \$141 or 10.1%. The \$141 increase is primarily attributable to an increase in Amazon Cloud AWS expenses.

#### Operating Expenses

Cash-paid compensation expense increased by \$247,411 or 464.5% to \$300,678 for the 3-month period ending March 31, 2019 from \$53,267 for the 3-month period ending March 31, 2018. The \$247,411 increase is primarily attributable to increased employee headcount and adding additional consultants and professionals to meet company immediate growth strategies.

During the 3-month period ending March 31, 2019, we recognized \$1,026,345 of non-cash stock-based compensation expense for employees, consultants, and professionals compared to zero for the 3-month period ending March 31, 2018. The increase is primarily due to attract and retain highly compensated personnel.

During the 3-month period ending March 31, 2019, we recognized \$0 of non-cash stock-based compensation expense for warrants compared to \$1,679,500 that became exercisable for the 3-month period ending March 31, 2018. The decrease is due primarily due to that all the warrants being issued in fiscal years 2016 through 2017, had vested and were 100% expensed during fiscal years 2017 and 2018.

Sales and marketing expense increased \$55,336 or 341.5% to \$71,539 for the 3-month period ending March 31, 2019 from \$16,203 for the 3-month period ending March 31, 2018. The \$55,336 increase is primarily attributable to increased cost to invigorate our brand and increase revenue.

General and administrative expense increased by \$84,698, or 290.2% to \$113,886 for the 3-month period ending March 31, 2019 from \$29,188 for the 3-month period ending March 31, 2018. The increase is primarily attributable to tradeshow fees, travel costs, technology fees, and related investor relations expenses.

#### Other expense

During the three months ended March 31, 2019, we incurred \$1,010 of other expenses related to bank charges

#### Net Loss

Our net loss for the for the 3-month period ending March 31, 2019 was \$1,487,489 compared to a net loss of \$1,707,526 for the 3-month period ending March 31, 2018. The decrease in net loss is a direct result of non-cash stock-based compensation expenses which all was offset with an increase in operating expenses and less revenue.



## **Liquidity and Capital Resources**

### **Cash Flows from Operating Activities**

We have not generated positive cash flows from operating activities. For the 3-month period ending March 31, 2019, net cash outflows used in operating activities was \$477,310 compared to net outflows of \$26,745 for the 3-month period ending March 31, 2018.

### **Cash Flows from Financing Activities**

For the 3-month period ending March 31, 2019, net cash flows used in financing activities was \$382,500 compared to \$2,000 for the 3-month period ended March 31, 2018.

## **Off-Balance Sheet Arrangements**

None.

## **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable

## **ITEM 4. Controls and Procedures.**

### **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 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, including our Chief Executive Officer and Chief Financial Officer/Chief Accounting Officer, as appropriate, to allow for 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 assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 15d-15(b), we carried out an evaluation, under the supervision 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 our disclosure controls and procedures were not effective in providing reasonable assurance in the reliability of our report as of the end of the period covered by this report. This is because we have not sufficiently developed our segregation of duties nor have we established an audit committee.

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

We had material changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter, or are reasonably likely to materially affect, our internal control over financial reporting. We rely on various information technology systems, including our newly licensed NetSuite enterprise resource planning (ERP) system, that was implemented this of first quarter of Fiscal 2019 to manage our operations. We will continue to evaluate the effectiveness of internal controls, procedures, and technology on an on-going basis to maximize efficiency and productivity.

## PART II – OTHER INFORMATION

### ITEM 1. Legal Proceedings.

We know of no material pending legal proceedings to which we or our subsidiary is a party or of which any of our properties, or the properties of our subsidiary, is the subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

We know of no material proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder is a party adverse to us or our subsidiary or has a material interest adverse to our company or our subsidiary.

### ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On January 3, 2019, we completed an employment agreement with George Jage, the President of MjLink, providing that effective on the 91st day after the start date of the agreement (the "Grant Date") and subject to the approval of the our Board of Directors, George Jage will be granted the equivalent in shares to equal 2.5% of the outstanding shares of MjLink that will vest on a monthly basis after 90 days of employment in equal parts in months 4 through 12. Additionally, the employment agreement provides George Jage with the opportunity to earn an additional 2.5% of MjLink's equity during the first year of this employment contract based on performance goals met. All stock issuances to Mr. Jage are subject to applicable holdings periods and volume limitations under Securities Act Rule 144. If Mr. Jage resigns as MjLink's President during the first 24 months of the employment agreement, all shares of stock previously issued to him are required to be returned to MjLink's treasury.

On February 6, 2019, we authorized the issuance of 500,000 common stock shares to Mark DiSiena, the Company's Chief Financial Officer, for his CFO services; 1,000,000 common stock shares to Frederick M. Lehrer for his legal services as an independent contractor; and 50,000 common stock shares to the Company's employee, Kelsey Higgins, for her marketing services. The shares are valued at \$0.10, the closing stock price on the date of grant, for total non-cash expense of \$50,000. The shares were issued during the three months ended March 31, 2019.

From January 1, 2019 thru March 31, 2019, the Company entered into subscription agreements with 9 accredited investors. The Company sold 5,725,000 common stock shares to the accredited investors, of which 1,200,000 common stock shares were sold at \$0.05 per share for total gross proceeds of \$60,000, and 4,025,000 common stock shares were sold at \$0.10 per share for total gross proceeds of \$402,500. As of March 31, 2019, the Company received \$382,500 out of the \$462,500, awaiting on the remaining \$80,000. Subsequently, by April 17, 2019, all \$80,000 was delivered to our accounts. Accordingly, 3,700,000 of the 5,725,000 shares were issued by March 31, 2019; the rest of the 2,025,000 were issued by May 1, 2019.

### ITEM 3. Defaults Upon Senior Securities

None

### ITEM 4. Mine Safety Disclosures.

None

### ITEM 5. Other information

None.

ITEM 6. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description
31.1	<a href="#">Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 3, 2019

**SOCIAL LIFE NETWORK, INC.**

By: /s/ Ken Tapp  
Ken Tapp  
Chief Executive Officer  
(Principal Executive Officer & Chief Executive Officer)

By: /s/ Mark DiSiena  
Mark DiSiena  
Chief Financial Officer  
(Chief Financial Officer/Chief Accounting Officer)



CERTIFICATION  
CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Ken Tapp, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Social Life Network, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrants' other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2019

*/s/ Ken Tapp*

Ken Tapp

(Principal Executive Officer & Chief Executive Officer)

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CERTIFICATION  
CHIEF FINANCIAL OFFICER/CHIEF ACCOUNTING OFFICER  
PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Mark DiSiena, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Social Life Network, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrants' other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2019

*/s/ Mark DiSiena*

Mark DiSiena

Chief Financial Officer/Chief Accounting Officer

(Principal Financial Officer and Principal Accounting Officer)

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Social Life Network, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31 2019 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

Date: May 3, 2019

*/s/ Ken Tapp*

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Ken Tapp

Principal Executive Officer/Chief Executive Officer

(Principal Executive Officer and Chief Executive Officer)

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Social Life Network, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

Date: May 3, 2019

*/s/ Mark DiSiena*

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Mark DiSiena, Chief Financial Officer/Chief Accounting Officer  
(Principal Financial Officer/Chief Financial Officer/Principal Accounting Officer)

The foregoing certifications are being furnished as an exhibit to the Form 10-Q pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-Q for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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