

# MCIG, INC.

## FORM 10-Q (Quarterly Report)

Filed 03/23/16 for the Period Ending 01/31/16

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CIK	0001525852
Symbol	MCIG
SIC Code	2111 - Cigarettes
Industry	Tobacco
Sector	Consumer Non-Cyclicals
Fiscal Year	04/30

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **January 31, 2016**

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

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

**Commission file number: 333-175941**

**MCIG, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**27-4439285**  
(I.R.S. Employer  
Identification No.)

**2831 St. Rose Parkway, Suite 200, Henderson, NV**  
(Address of principal executive offices)

**89052**  
(Zip Code)

**(570) 778-6459**

Registrant's telephone number, including area code

**433 North Camden Drive, 6<sup>th</sup> Floor, Beverly Hills, CA 90210**  
(Former name and address, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company   
(Do not check if smaller reporting company)

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

As of March 14, 2016, the Company had 300,631,768 shares of common stock, \$0.0001 par value outstanding.

Transitional Small Business Disclosure Format Yes  No

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# mCig, Inc.

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## **PART I – FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

#### **Interim Condensed Financial Statements and Notes to Interim Financial Statements**

##### General

The accompanying unaudited condensed interim financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the financial statements included in the Company's annual report on Form 10-K for the year ended April 30, 2015. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the nine months ended January 31, 2016 are not necessarily indicative of the results that can be expected for the year ending April 30, 2016.

**MCIG, INC.**  
**Condensed Balance Sheets**

	January 31, 2016	April 30, 2015
	(unaudited)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 29,353	\$ 102,691
Accounts receivable	-	22,141
Other receivable	16,000	15,000
Inventory, net of allowance of \$5,000 and \$5,000, respectively	59,863	40,547
Prepaid expenses	-	411,566
Total current assets	105,216	591,945
Property, plant, and equipment, net of accumulated depreciation of \$368 and \$22, respectively	1,424	1,770
Due from related party	186,556	100,264
Investment in Vapolution	67,500	
Intangible assets, net of accumulated amortization of \$20,199 and \$14,487, respectively	2,392	8,104
Total assets	\$ 363,008	\$ 702,083
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 14,899	\$ 14,653
Deferred revenue	9,947	-
Due to related party	28,803	-
Current liabilities	53,649	14,653
Total liabilities	53,649	14,653
COMMITMENTS AND CONTINGENCIES	-	-
 <b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.0001 par value; 50,000,000 shares authorized; 23,000,000 shares outstanding.	2,300	2,300
Common stock, \$0.0001 par value; 560,000,000 shares authorized; 300,631,768 and 278,261,617 issued and outstanding at January 31, 2016 and April 30, 2015, respectively.	30,063	27,826
Additional paid in capital	6,676,176	5,924,447
Accumulated deficit	(6,399,100)	(5,267,143)
Total Stockholders' Equity	309,439	687,430
Total Liabilities and Stockholders' Equity	\$ 363,088	\$ 702,083

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

**mCig, Inc.**  
**Condensed Statements of Operations**  
**(unaudited)**

	For the Three Months Ended January 31,		For the Nine Months Ended January 31,	
	2016	2015	2016	2015
REVENUES	\$ 249,641	\$ 88,119	\$ 1,504,290	\$ 444,136
COST OF GOODS SOLD	164,565	27,518	1,190,594	194,151
GROSS PROFIT	85,076	60,601	313,696	249,985
EXPENSES				
Selling, general and administrative	124,197	118,260	1,412,869	343,795
Professional fees	7,045	684,251	26,726	2,479,974
Amortization and depreciation	1,994	1,690	6,058	5,542
Total operating expenses	133,236	804,201	1,445,653	2,829,311
NET LOSS FROM OPERATIONS	(48,160)	(743,600)	(1,131,957)	(2,579,326)
OTHER INCOME (EXPENSE)				
Other income (loss)	-	-	-	-
NET LOSS	(48,160)	(743,600)	(1,131,957)	(2,579,326)
Income (loss) per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted average shares outstanding - basic and diluted	300,631,768	271,760,634	290,124,608	178,674,378

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

**MCIG, INC.**  
**Condensed Statements of Cash Flows**  
**(unaudited)**

For the Nine Months Ended  
January 31,

	2016	2015
<b>Operating activities:</b>		
Net loss	\$ ( 1,131,957 )	\$ ( 2,579,326 )
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	6,058	4,942
Common stock issued for services	686,466	2,479,974
Amortization of prepaid stock based compensation	411,566	-
Changes in operating assets and liabilities:		
Accounts receivable	22,141	2,176
Receivable - other	( 1,000 )	-
Inventory	(16,856 )	47,645
Prepaid expenses	-	(5,325)
Accounts payable	26,750	(128,973 )
Deferred revenue	9,947	(4,141)
Net cash provided by (used in) operating activities	<u>(13,115)</u>	<u>( 183,028 )</u>
<b>Investing activities:</b>		
Advances to VitaCig, Inc.	-	(100,264)
Purchase of furniture and fixtures	-	(1,791)
Spin-off of VitaCig, Inc.	-	26,238
Net cash used in investing activities	<u>-</u>	<u>(75,817)</u>
<b>Financing activities:</b>		
Advances to related party	(120,252)	-
Advances from related parties	28,803	7,000
Proceeds from related party	4,996	100,000
Net cash provided by (used in) financing activities	<u>(86,453)</u>	<u>107,000</u>
<b>Net increase (decrease) in cash</b>	<b>(73,338)</b>	<b>(151,845)</b>
<b>Cash, beginning of period</b>	<b>102,691</b>	<b>358,839</b>
<b>Cash, end of period</b>	<b>\$ 29,353</b>	<b>\$ 206,994</b>
<b>Supplemental Disclosure of Cash Flows Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
<b>Non-cash Investing and Financing Activities:</b>		
Inventory received for forgiveness of debt	\$ 2,460	\$ -
Shares issued for acquisition of Vapolution	\$ 67,500	\$ -
Write-off of related party debt to additional paid-in capital	\$ -	\$ 3,156,218
Prepaid stock-based compensation expensed in current period	\$ -	\$ (422,652)
Investment in VitaCig, Inc.	\$ -	\$ 9,006
Reclass debt forgiven to note payable	\$ -	\$ 476,872

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

**Note 1 – Organization and Basis of Presentation**

The accompanying unaudited financial statements of mCig, Inc., (the “Company”, “we”, “our”), have been prepared in

accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC").

The Company prepares its condensed financial statements in accordance with accounting principles generally accepted in the United States of America. The accompanying interim unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X. In management's opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

Operating results for the nine months ended January 31, 2016 are not necessarily indicative of the results that may be expected for the year ending April 30, 2016. Notes to the unaudited interim condensed financial statements that would substantially duplicate the disclosures contained in the audited condensed financial statements for the year ended April 30, 2015 have been omitted; this report should be read in conjunction with the audited condensed financial statements and the footnotes thereto for the fiscal year ended April 30, 2015 included within the Company's Form 10-K as filed with the Securities and Exchange Commission

### *Description of Business*

The Company was incorporated in the State of Nevada on December 30, 2010 originally under the name Lifetech Industries, Inc. Effective August 2, 2013, the name was changed from "Lifetech Industries, Inc." to "mCig, Inc." reflecting the new business model. Since October 2013, mCig, Inc. has positioned itself as a technology company focused on two long-term secular trends:

(1) the decriminalization and legalization of marijuana for medicinal or recreational purposes - legalizing medicinal and recreational marijuana usage is steadily on the rise not only domestically but also internationally. Marijuana has been decriminalized in over twenty countries, in over five continents. Twenty three states and the District of Columbia currently have laws legalizing marijuana in some form.

Management believes that by 2016 it is very likely that many more states, will legalize the use and sale of recreational marijuana the way Washington and Colorado have.

(2) The adoption of electronic vaporizing cigarettes (commonly known as "eCigs"), as smokers move away from traditional cigarettes onto e-cigarettes. Smoking tobacco causes numerous health problems, including disease and death. Smoking becomes very addicting quickly, and the most difficult part is cessation. The Company contends that e-cigarettes offer a safer and healthier alternative to traditional tobacco cigarettes. E-cigarettes operate by heating a mixture of liquid nicotine and flavoring, which is then inhaled and exhaled in the same manner as a cigarette. However, e-cigarettes do not contain any tobacco or other dangerous additives. Scientific research has shown that the leading cause of cancer in smokers comes from the carcinogens in tobacco. As the movement towards personal health grows, smokers are trying to quit their harmful habits. Management believes that e-cigarettes provide a safe transition from harmful traditional cigarettes.

All agreements related to the Lifetech business were terminated and closed as of April 30, 2014. It will not have any impact on the current and future operations because all of these agreements are related to the previous business directions of the Company.

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The Company manufactures and retails the mCig – a loose-leaf eCig . Designed in the USA – the mCig provides a smoking experience by heating plant material, waxes, and oils delivering a smoother inhalation experience. The Company also maintains an investment in Vapolution, Inc. which manufactures and retails home-use vaporizers such as the Vapolution 2.0. Through its related party, VitaCig, Inc., the Company is engaged in the manufacturing and retailing of a nicotine-free eCig that delivers a water-vapor mixed with vitamins and natural flavors.

On January 23, 2014, the Company signed a Stock Purchase Agreement with Vapolution, Inc. which manufactures and retails home-use vaporizers. In accordance with this agreement mCig, Inc. acquired 100% of Vapolution, Inc.; as part of this transaction mCig, Inc. has agreed to issue 5,000,000 shares to shareholders of Vapolution, Inc. The shareholders of Vapolution, Inc. retain the right to rescind the transaction, which expired on January 23, 2015 but was extended to May 23, 2015 based on an Amended Stock Purchase Agreement executed on May 23, 2014. Subsequently, on August 25, 2015, the final payment to the shareholders of Vapolution was extended to September 30, 2015 and the right to rescind the transaction was extended to March 31, 2016.

On January 23, 2014, Paul Rosenberg, CEO of mCig, Inc. cancelled an equal amount (2,500,000 shares) of common shares owned by him resulting in a net non-dilutive transaction to existing mCig, Inc. shareholders. The remaining 2,500,000 of common shares owned by Paul Rosenberg will be cancelled to offset the 2,500,000 new shares issued from the treasury to complete the purchase of Vapolution, Inc.



On February 24, 2014 the Company entered into a Contribution Agreement with VitaCig, Inc. In accordance with this agreement VitaCig, Inc. accepted the contribution by mCig, Inc. of specific assets consisting solely of pending trademarks for the term “VitaCig” filed with the USPTO and \$500 in cash as contribution in exchange for 500,135,000 shares of common capital stock representing 100% of the shares outstanding of VitaCig, Inc.

On November 28, 2014, the Company distributed to its shareholders 270,135,000 shares of Common Stock of VitaCig, Inc. owned by the Company, a shareholder of VitaCig. The shareholders of the Company received one share of VitaCig common stock for every one share of mCig common stock that they held as of the record date.

## **Note 2 – Summary of Significant Accounting Policies**

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its former wholly-owned subsidiary for the year ended April 30, 2015. Significant intercompany balances and transactions have been eliminated. The Company had consolidated VitaCig, Inc. through November 28, 2014 at which time VitaCig was spun-off and is no longer consolidated into the Company’s financial statements.

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The most significant estimates include: revenue recognition; sales returns and other allowances; allowance for doubtful accounts; valuation of inventory; valuation and recoverability of long-lived assets; property and equipment; contingencies; and income taxes.

On a regular basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

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### **Revenue Recognition**

Our revenue recognition policy is in accordance with generally accepted accounting principles, which requires the recognition of sales when there is evidence of a sales agreement, the delivery of goods has occurred, the sales price is fixed or determined and the collectability of revenue is reasonably assured.

The Company recognizes revenue for sales online either direct to consumer or through our Wholesaler, Distributor, Reseller (WDR) program. For online sales, revenue is recognized by the Company at the time of order fulfillment. Since mCig collects payment for each online order at the time of sale, the point of shipping revenue recognition method ensures that the Company recognizes the revenue collected within 24-48 hours after the order is received and the funds are collected.

### **Stock-Based Compensation**

The Company accounts for share-based awards issued to employees in accordance with FASB ASC 718. Accordingly, employee share-based payment compensation is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period. Additionally, share-based awards to non-employees are expensed over the period in which the related services are rendered at their fair value. The Company applies ASC 505-50, “Equity Based Payments to Non-Employees”, with respect to options and warrants issued to non-employees. During the three and nine months ended January 31, 2016, the Company amortized \$48,991 and \$411,966, respectively.

### **Deferred Revenue**

Payments received by the Company in advance are recorded as deferred revenue until the merchandise has shipped to the customer.

### **Cost of Goods Sold**

The Company recognizes the direct cost of purchasing product for sale, including freight-in and packaging, as cost of goods sold in the accompanying statement of operations.

## Cash and Cash Equivalents

The Company includes in cash and cash equivalents all short-term, highly liquid investments that mature within three months of their acquisition date. Cash equivalents consist principally of investments in interest-bearing demand deposit accounts and liquidity funds with financial institutions and are stated at cost, which approximates fair value. For cash management purposes the company concentrates its cash holdings in an account at Bank of America. The Company had no cash equivalents at January 31, 2016 or April 30, 2015.

## Inventory

Inventory consists of finished product, mCig products valued at the lower of cost or market valuation under the first-in, first-out method of costing.

	January 31, 2016	April 30, 2015
Finished goods	\$ 64,863	\$ 45,547
Allowance for obsolescence	(5,000)	(5,000)
Total inventory	\$ 59,863	\$ 40,547

As of January 31, 2016 and April 30, 2015, the Company has recorded an allowance for finished goods obsolescence of \$5,000, respectively.

## Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, improvements and major replacements that extend the life of the asset are capitalized.

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Depreciation and amortization is recorded using the straight-line method over the estimated useful lives of depreciable assets, which are generally three to five years.

## Accounts Receivable

The Company's accounts receivable is primarily from its vendor tasked with accepting all credit card payments for purchases from its customers, are reported at the amount due from the vendor. Due to the nature of these funds, the Company expects these receivables to be fully collectible and therefore has not estimated an allowance for doubtful accounts for the period. The Company did not report any accounts receivable from any of its retail customers. The Company doesn't anticipate an accounts receivable balance going forward, since they switched to a new vendor during the next fiscal quarter that no longer requires a withholding on any of the credit card purchases.

## Advertising Expenses

Advertising costs are expensed as incurred. During the three months ended January 31, 2016 and 2015, the advertising expenses were \$1,950 and \$805, respectively. During the nine months ended January 31, 2016 and 2015, the advertising expenses were \$51,663 and \$6,870, respectively.

## Foreign Currency Translation

The Company's functional currency and its reporting currency is the United States Dollar.

## Intangible Assets

The Company's intangible assets consist primarily of certain website development costs and are amortized over its useful life.

## Research and Development

The costs of research and development are expensed as incurred. During the three and six months ended January 31, 2016 and 2015, the research and development costs were \$0, respectively.

## Financial Instruments

The carrying amounts reflected in the balance sheets for cash, accounts receivable, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1)

observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

**Level 1** —Valuations based on quoted prices for identical assets and liabilities in active markets.

**Level 2** —Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

**Level 3** —Valuations based on unobservable inputs reflecting our own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

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### **Income Taxes**

Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

### **Basic and Diluted Net Loss Per Share**

The Company follows ASC Topic 260 to account for earnings per share. Basic earnings per share (“EPS”) calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the three and six months. Diluted earnings per share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

There is no potential dilutive security as of January 31, 2016 or 2015.

### **Concentration of Credit Risk**

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash and trade receivables. Concentrations of credit risk with respect to trade receivables are limited due to the clients that comprise our customer base and their dispersion across different business and geographic areas. We estimate and maintain an allowance for potentially uncollectible accounts and such estimates have historically been within management's expectations.

We rely almost exclusively on one Chinese factory as our principle supplier, for the manufacturing of mCig's. Therefore, our ability to maintain operations is dependent on this third-party manufacturer.

Our cash balances are maintained in accounts held by major banks and financial institutions located in the United States. The Company may occasionally maintain amounts on deposit with a financial institution that are in excess of the federally insured limit of \$250,000. The risk is managed by maintaining all deposits in high quality financial institutions. The Company had no deposits in excess of federally insured limits at January 31, 2016 and April 30, 2015.

### **Impairment of Long-lived Assets**

The Company accounts for long-lived assets in accordance with the provisions of FASB Topic 360, “*Accounting for the Impairment of Long-Lived Assets*”. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset.

### **Cost-Basis Investments**

The Company's non-marketable equity investment in Vapolution is recorded using the cost-basis method of accounting, and is classified within other long-term assets on the accompanying balance sheet as permitted by FASB ASC 325, “Cost Method Investments”. During the year ended April 30, 2015 the Company recorded an impairment

loss of \$625,000 related to the investment in Vapolution. During the nine months ended January 31, 2016 there were no impairment losses.

On September 30, 2015, the Company issued 2,500,000 shares of common stock valued at \$67,500 for the second half of the Vapolution investment.

### **Equity-Basis Investments**

The Company accounts for its approximately 46% ownership of VitaCig on the equity method of accounting. As of January 31, 2016, the market value of this investment is approximately \$4,140,000.

### **Warranties**

Warranty reserves include management's best estimate of the projected costs to repair or to replace any items under warranty, based on actual warranty experience as it becomes available and other known factors that may impact the Company's evaluation of historical data. Management reviews mCig's reserves at least quarterly to ensure that its accruals are adequate in meeting expected future warranty obligations, and the Company will adjust its estimates as needed. Initial warranty data can be limited early in the launch of a product and accordingly, the adjustments that are recorded may be material. Because of the nature of its products, customers are made aware that as soon as a mCig is packed with marijuana, they automatically void their warranty, primarily because it is against federal laws to mail a product that has been in proximity of marijuana. As a result, the products that can be returned as a warranty replacement are extremely limited. As a result, due to the Company's warranty policy, the Company did not have any significant warranty expenses to report for the three and nine months ended January 31, 2016. Based on these actual expenses, the warranty reserve, as estimated by management as of January 31, 2016 was at \$0. Any adjustments to warranty reserves are to be recorded in cost of sales.

It is likely that as we start selling higher priced products, that are not affected by federal shipping laws and/or are not single use items (such as eLiquid Juice Vaporizer), we will acquire additional information on the projected costs to service work under warranty and may need to make additional adjustments. Further, a small change in the Company's warranty estimates may result in a material charge to the Company's reported financial results.

### **Recent Accounting Pronouncements**

The Company evaluated all recent accounting pronouncements issued and determined that the adoption of these pronouncements would not have a material effect on the financial position, results of operations, or cash flows of the Company.

In April 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Components of an Entity*, which updates the definition of discontinued operations. Going forward, only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results will be reported as discontinued operations in the financial statements. Previously, a component of an entity that is a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group was eligible for discontinued operations presentation. Additionally, the condition that the entity not have any significant continuing involvement in the operations of the component after the disposal transaction has been removed. The effective date for the revised standard is for applicable transactions that occur within annual periods beginning on or after December 15, 2014. We do not expect the guidance to have a material impact on the Company.

### **Reclassifications**

Certain comparative amounts from prior periods have been reclassified to conform to the current period's presentation. These changes did not affect previously reported net loss.

### **Note 3. Going Concern**

The Company's financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has a limited history and relatively few sales, no certainty of continuation can be stated. The accompanying financial statements for the three and nine months ended January 31, 2016 and 2015 have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

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The Company has suffered losses from operations and has an accumulated deficit, which raise substantial doubt about its ability to continue as a going concern.

Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in the raising of capital from additional debt and equity financing. However, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. The financial statements contain no adjustments for the outcome of this uncertainty.

### **Note 4. Related Parties and Related Party Transactions**

During the year ended April 30, 2015, the Company advanced to VitaCig \$105,264 for professional fees and inventory purchases and VitaCig repaid \$5,000 of that advance during the year ended April 30, 2015.

During the nine months ended January 31, 2016 VitaCig repaid \$4,996 to the Company, transferred \$2,460 in inventory and advanced \$93,748.

As of January 31, 2016 and April 30, 2015, the balance of the advances to VitaCig was \$186,556 and \$100,264, respectively, and is recorded as due from related parties.

During the nine months ended January 31, 2016, the Company borrowed \$28,803 from a related party for the purchase of inventory. The \$28,803 is recorded as due to related party.

#### **Note 5. Commitments and Contingencies**

None

#### **Note 6. Stockholders' Equity**

##### **Common Stock**

In the nine months ended January 31, 2016, the Company issued an aggregate total of 19,870,151 shares of common stock valued at \$686,466 for services and 2,500,000 shares of common stock valued at \$67,500 for the investment in Vapolution.

##### **Preferred Stock**

The Company has authorized 50,000,000 shares of preferred stock, at \$0.0001 par value and 23,000,000 are issued and outstanding as of January 31, 2016. Each share of the Preferred Stock has 10 votes on all matters presented to be voted by the holders of the Company's common stock. All 23,000,000 shares of preferred stock were granted to the Company's Chief Executive Officer on September 23, 2013, which was valued at \$2,300, the price of the common stock of \$0.0001 exchanged in the transaction.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and related notes thereto in our Annual Report on Form 10-K for the year ended April 30, 2015.*

*Certain statements in this section contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this report and not clearly historical in nature are forward-looking, and the words "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "intends," "potential," and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) generally are intended to identify forward-looking statements. Any statements in this report that are not historical facts are forward-looking statements. Actual results may differ materially from those discussed from time to time in the Company's Securities and Exchange Commission filings. The Company undertakes no obligation to update or revise any forward-looking statement for events or circumstances after the date on which such statement is made except as required by law.*

### Overview

mCig, Inc. (mCig) was incorporated in the State of Nevada on December 30, 2010 originally under the name Lifetech Industries, Inc. Effective August 2, 2013, the name was changed from "Lifetech Industries, Inc." to "mCig, Inc." reflecting the new business model. Since October 2013, we have positioned ourselves as a technology company focused on two long-term secular trends:

(1) The decriminalization and legalization of marijuana for medicinal or recreational purposes - legalizing medicinal and recreational marijuana usage is steadily on the rise not only domestically but also internationally.

Marijuana has been decriminalized in over twenty countries, in over five continents. Twenty three states and the District of Columbia currently have laws legalizing marijuana in some form (<http://www.governing.com/govdata/safetyjustice/statemarijuanalawsmappedmedicalrecreational.html>). Management believes that by 2016 it is very likely that many more states, including Alaska, California, Arizona, Maine, and Oregon, will legalize the use and sale of recreational marijuana the way Washington and Colorado have; and

(2) The adoption of electronic vaporizing cigarettes (commonly known as "eCigs"), as smokers move away from traditional cigarettes onto e-cigarettes. Smoking tobacco causes numerous health problems, including disease and death. Smoking becomes very addicting quickly, and the most difficult part is cessation. We contend that e-cigarettes offer a safer and healthier alternative to traditional tobacco cigarettes. E-cigarettes operate by heating a mixture of liquid nicotine and flavoring, which is then inhaled and exhaled in the same manner as a cigarette. However, e-cigarettes do not contain any tobacco or other dangerous additives. Scientific research has shown that the leading cause of cancer in smokers comes from the carcinogens in tobacco. As the movement towards personal health grows, smokers are trying to quit their harmful habits. Management believes that e-cigarettes provide a safe transition from harmful traditional cigarettes.

On January 23, 2014, we signed a Stock Purchase Agreement with Vapolution, Inc. which manufactures and retails home-use vaporizers. In accordance with this agreement mCig, Inc. acquired 100% of Vapolution, Inc.; as part of this transaction mCig, Inc. agreed to issue 5,000,000 shares to shareholders of Vapolution, Inc. The shareholders of Vapolution, Inc. retain the right to rescind the transaction, which expired on January 23, 2015 but was extended to May 23, 2015 based on an Amended Stock Purchase Agreement executed on May 23, 2014. Subsequently, on August 25, 2015, the final payment to the shareholders of Vapolution as extended to September 30, 2015 and the right to rescind the transaction was extended to March 26, 2016.

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On January 23, 2014, Paul Rosenberg, CEO of mCig, Inc. cancelled an equal amount (2,500,000 shares) of common shares owned by him resulting in a net non-dilutive transaction to existing mCig, Inc. shareholders. The remaining 2,500,000 of common shares owned by Paul Rosenberg will be cancelled to offset the 2,500,000 new shares issued from the treasury to complete the purchase of Vapolution, Inc.

### Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to uncollectible receivables, inventory valuation, deferred compensation and contingencies.

We base our estimates on historical performance and on various other assumptions that we believe to be reasonable under the circumstances. These estimates allow us to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

We believe the following accounting policies are our critical accounting policies because they are important to the portrayal of our financial condition and results of operations and they require critical management judgments and estimates about matters that may be uncertain. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition and results of operations for future periods could be materially affected.

#### *Revenue Recognition*

Revenues are presented net of discounts. In general, we recognize revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered to the customer, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. Where arrangements have multiple elements, revenue is allocated to the elements based on the relative selling price method and revenue is recognized based on our policy for each respective element. We generate revenue primarily from sales of the electronic cigarettes, components for electronic cigarettes and related accessories. We recognize revenue when the product is shipped.

Amounts billed or collected in excess of revenue recognized are recorded as deferred revenue.

Our operating results for the three months ended January 31, 2016 and 2015 are summarized as follows:

	For the Three Months Ended January 31,	
	2016	2015
Revenue	\$ 249,641	\$ 73,814
Cost of Goods Sold	164,565	35,609
Gross Profit	85,076	38,205
Expenses	133,236	818,833
Net Loss from operations	(48,160)	(780,628)

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Our operating results for the nine months ended January 31, 2016 and 2015 are summarized as follows:

	For the Nine Months Ended January 31,	
	2016	2015
Revenue	\$ 1,504,290	\$ 181,261
Cost of Goods Sold	1,190,594	85,484
Gross Profit	313,696	95,777
Expenses	1,445,653	1,940,743
Net Loss	(1,131,957)	(1,844,966)

#### **Results of Operations**

##### **Three Months Ended January 31, 2016 Compared to Three Months Ended January 31, 2015**

#### **Revenue**

Our revenue from operations for the three months ended January 31, 2016 was \$249,641 compared to \$88,119, an increase of \$161,522 or approximately 183%, for the three months ended January 31, 2015. This increase is primarily a result of increased sales efforts for our products. Revenues consist primarily of results from the sales of the electronic vaporisers, the components for vaporisers and related accessories.

#### **Cost of Goods Sold**

Our cost of goods sold for the three months ended January 31, 2016 was \$164,565 compared to \$27,518 for the three months ended January 31, 2015. The increase is primarily due to an increase in sales and the purchase of better quality products with higher costs.

#### **Gross Profit**



Our gross profit for the three months ended January 31, 2016 was \$85,076 compared to \$60,601 for the three months ended January 31, 2015. The gross profit of \$85,076 for the three months ended January 31, 2016 represents approximately 34% as a percentage of total revenue. The gross profit of \$60,601 for the three months ended January 31, 2015 represents approximately 69% as a percentage of total revenue. This decrease in the gross profit is primarily attributed to the higher costs of the better quality products.

#### **Operating Expenses**

Our operating expenses decreased by \$670,965 to \$133,236 for the three months ended January 31, 2016, from \$804,201 for the three months ended January 31, 2015.

The decrease was primarily due to the decrease in professional fees of \$677,206, offset by an increase in selling, general and administrative expenses of \$5,937 and an increase in amortization and depreciation of \$304.

Our total operating expenses for the three months ended January 31, 2016 of \$133,236 consisted of \$124,197 of selling, general and administrative expenses, \$7,045 of professional fees, and \$1,994 of amortization and depreciation expenses. Our general and administrative expenses consist of bank charges, telephone expenses, meals and entertainments, computer and internet expenses, postage and delivery, office supplies and other expenses.

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#### **Net Loss**

Our net loss decreased by \$695,440 to \$48,160 for the three months ended January 31, 2016 from \$743,600 for the three months ending January 31, 2015. The decrease in net loss compared to the prior period is primarily a result of the decrease in operating expenses of \$670,965 and the increase in gross profit of \$24,475.

#### **Nine Months Ended January 31, 2016 Compared to Nine Months Ended January 31, 2015**

Our revenue from operations for the nine months ended January 31, 2016 was \$1,504,290 compared to \$444,136, an increase of \$1,060,154 or approximately 239%, for the nine months ended January 31, 2015. This increase is primarily a result of increased sales efforts for our products. Revenues consist primarily of results from the sales of the electronic vaporisers, the components for vaporisers and related accessories.

#### **Cost of Goods Sold**

Our cost of goods sold for the nine months ended January 31, 2016 was \$1,190,594 compared to \$194,151 for the nine months ended January 31, 2015. The increase is primarily due to an increase in sales and the purchase of better quality products with higher costs.

#### **Gross Profit**

Our gross profit for the nine months ended January 31, 2016 was \$313,696 compared to \$249,985 for the nine months ended January 31, 2015. The gross profit of \$313,696 for the nine months ended January 31, 2016 represents approximately 21% as a percentage of total revenue. The gross profit of \$249,985 for the nine months ended January 31, 2015 represents approximately 56% as a percentage of total revenue. This decrease in the gross profit is primarily attributed to the higher costs of the better quality products.

#### **Operating Expenses**

Our operating expenses decreased by \$1,383,658 to \$1,445,653 for the nine months ended January 31, 2016, from \$2,829,311 for the nine months ended January 31, 2015.

The decrease was primarily due to the decrease in professional fees of \$2,453,248, offset by an increase in selling, general and administrative expenses of \$1,069,074 and an increase in amortization and depreciation of \$516.

Our total operating expenses for the nine months ended January 31, 2016 of \$1,445,653 consisted of \$1,412,869 of selling, general and administrative expenses, \$26,726 of professional fees, and \$6,058 of amortization and depreciation expenses. Our general and administrative expenses consist of professional fees, bank charges, telephone expenses, meals and entertainments, computer and internet expenses, postage and delivery, office supplies and other expenses.

#### **Net Loss**

Our net loss decreased by \$1,447,369 to \$1,131,957 for the nine months ended January 31, 2016 from \$2,579,326 for the nine months ending January 31, 2015. The decrease in net loss compared to the prior period is primarily a result of the decrease in operating expenses of \$1,383,658 and the increase in gross profit of \$63,711.

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## **Liquidity and Capital Resources**

### **Introduction**

During the nine months ended January 31, 2016 we provided \$13,115 in operating cash flows. Our cash on hand as of January 31, 2016 was \$29,353. At January 31, 2016, the Company had a working capital surplus of \$51,567.

### *Cash Requirements*

We had cash available of \$29,353 as of January 31, 2016. Based on our revenues, cash on hand and current monthly burn rate, around break-even, we believe that our operations are sufficient to fund operations through April 2017.

### **Sources and Uses of Cash**

#### *Operations*

We had net cash provided by operating activities of \$13,115 for the nine months ended January 31, 2016, as compared to cash used of \$183,028 for the nine months ended January 31, 2015.

Net cash provided by operations consisted primarily of the net loss of \$1,131,957 offset by non-cash expenses of \$1,104,090 consisting of depreciation and amortization of intangible assets of \$6,058, \$686,466 in common stock issued for services, and \$411,566 in amortization of prepaid compensation. Additionally, changes in assets and liabilities consisted of decreases in accounts receivable of \$22,141, these decreases were partially offset by increases in other receivables of \$1,000, inventory of \$16,856, accounts payable of \$26,750, and deferred revenue of \$9,947.

#### *Investments*

We had net cash used in investing activities of \$0 and \$75,817 for the nine months ended January 31, 2016 and January 31, 2015, respectively.

#### *Financing*

We had net cash used in financing activities of \$86,453 for the nine months ended January 31, 2016, as compared to net cash provided of \$107,000 for the nine months ended January 31, 2015. Our financing activities consisted primarily of \$28,803 in advances from related parties, \$120,252 of advances to related party, and \$4,996 in repayments from related parties.

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

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we consider material.

### **Going Concern**

Our financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is relatively new and has a short history and relatively few sales, no certainty of continuation can be stated. The accompanying financial statements for the three and nine months ended January 31, 2016 and 2015 have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are a smaller reporting company and therefore, we are not required to provide information required by this Item of Form 10-Q.

### **Item 4. Controls and Procedures**

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

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures.

We carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of January 31, 2016. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. Based on the evaluation described above, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report because we did not document our Sarbanes-Oxley Act Section 404 internal controls and procedures.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures such as implementing and documenting our internal controls procedures.

#### **Changes in internal controls over financial reporting**

There have been no changes in our internal control over financial reporting during the quarter ended January 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## *Limitations on the Effectiveness of Controls*

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The Company's management, including its Principal Executive Officer and its Principal Financial Officer, do not expect that the Company's disclosure controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **PART II – OTHER INFORMATION**

### **Item 1. Legal Proceedings**

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below we are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

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

As a smaller reporting company, we are not required to provide the information required by this Item.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

In the three months ended January 31, 2016, the Company did not issue any shares of common stock.

### **Item 3. Defaults Upon Senior Securities**

There have been no events that are required to be reported under this Item.

### **Item 4. Mine Safety Disclosures**

There have been no events that are required to be reported under this Item.

### **Item 5. Other Information**

There have been no events that are required to be reported under this Item.

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### **Item 6. Exhibits**

31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 *	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 *	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document  
101.LAB XBRL Taxonomy Extension Label Linkbase Document  
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\* Furnished herewith.

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### 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.

**mCig, Inc.**

Dated: March 21, 2016

\_\_\_\_\_  
/s/ Paul Rosenberg  
By: Paul Rosenberg  
Its: Chief Executive Officer  
(Principal Executive Officer)

Dated: March 21, 2016

\_\_\_\_\_  
/s/ Charles Mathews  
By: Charles Mathews  
Its: Chief Financial Officer  
(Principal Financial Officer)

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**Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer**

I, Paul Rosenberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of mCig, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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 registrant's 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 control 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.**

Dated: March 21, 2016

By: /s/ Paul Rosenberg  
 Paul Rosenberg  
 Its: Chief Executive Officer  
 (Principal Executive Officer)

**Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer****I, Charles Mathews, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q of mCig, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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 registrant's 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 control 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 .

Dated: March 21, 2016

/s/ Charles Mathews  
\_\_\_\_\_  
By: Charles Mathews  
Its: Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended January 31, 2016 of mCig, Inc. (the "Company"), as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Paul Rosenberg, President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 21, 2016

By: /s/ Paul Rosenberg  
Paul Rosenberg  
Its: Chief Executive Officer  
(Principal Executive Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.



**CERTIFICATION PURSUANT TO 18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended January 31, 2016 of mCig, Inc. (the "Company"), as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Charles Mathews, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 21, 2016

/s/ Charles Mathews  
\_\_\_\_\_  
By: Charles Mathews  
Its: Chief Financial Officer  
(Principal Financial Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.