

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GRN Holding Corporation

23150 Fashion Drive, Suite 231

Annual Report

For the period ending April 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

35,094,567 as of April 30, 2024

34,894,567 as of January 31, 2024

38,644,567 as of October 31, 2023

38,094,567 as of July 31, 2023

21,949,567 as of April 30, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

1) Name and address(es) of the issuer and its predecessors (if any)

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

GRN Holding Corporation (November 2019 – Present)
Discovery Cold Corp (July 2012 – November 2019)
Norman Cay Development, Inc. (April 28, 2010 – July 2012)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada – active

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On March 17, 2023, the Company acquired vertical license in Northern Cal. Revenue is ongoing in the distribution license. We have cultivation, nursery and distribution.

In addition, the Company has merged with Marijuana Inc, a private company in Florida that is active in Colombia. Marijuana Inc also has Viva Buds which is in Florida. The Cannabis delivery services has not been started yet.

The company ceased being a shell March 17, 2023, as the 2-million-dollar acquisition was completed as of March 17, 2023, and the Company will now show substantial assets.

On March 29, 2023, the Company issued 4,000,000 shares of common stock for 100% acquisition of Mendocino Green LLC per the stock purchase agreement dated March 16, 2023. These shares were valued at \$0.50 per share per section 1.02 of the previously referenced stock purchase agreement.

On May 22, 2023, the Company entered into a Share Exchange Agreement with Marijuana Inc. of Florida, wherein the Company is to receive all of the issued and outstanding shares of Marijuana Inc. in exchange for 15,555,000 shares of the Company's common stock. The Share Exchange Agreement was later amended that only 13,645,000 shares of the Company's common shares were to be issued to complete the acquisition of Marijuana Inc.

On August 4, 2023, the Company entered into a Business Acquisition Agreement with Viva Marketing Inc., wherein the Company purchased the financial consulting and management of all of Viva Marketing Inc.'s assets and liabilities, in exchange for \$100.

On August 13, 2023, the Company held a special meeting of the board of directors wherein it was recommended that the Company should enter into a Joint Venture Agreement with One World Legends Inc., and it was further resolved that in anticipation of the Joint Venture Agreement, the Company would authorized the issuance of 3,000,000 (three million) shares of GRN Holding Corp stock to One World Legends effective as of July 6, 2023. That the aforementioned 3,000,000 (three million) shares of GRN Holding Corp stock issued to One World Legends on July 6, 2023, shall constitute the complete and final fulfillment of the share transaction obligations under the Joint Venture Agreement between GRN Holdings Corp. and One World Legends, effective as of August 13, 2023.

On January 8, 2024, GRN Holdings Corporation and Mendocino Green, LLC (both parties) have mutually decided to rescind agreement for acquiring Mendocino Green LLC, For mutually termination GRN Holdings Corporation has agreed to issue 200,000 shares as part of recission.

Address of the issuer's principal executive office:

23150 Fashion Drive, Suite 231
Estero, FL 33928

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

N/A

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: sevans@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas, 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>GRNE</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>36257K109</u>	
Par or stated value:	<u>\$0.001</u> Par	
Total shares authorized:	<u>750,000,000</u>	as of date: <u>April 30, 2024</u>
Total shares outstanding:	<u>34,894,567</u>	as of date: <u>April 30, 2024</u>
Total number of shareholders of record:	<u>68</u>	as of date: <u>April 30, 2024</u>

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred</u>	
Par or stated value:	<u>\$0.001 Stated</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>April 30, 2024</u>
Total shares outstanding:	<u>100</u>	as of date: <u>April 30, 2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>April 30, 2024</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Each share of Common Stock shall have, for all purposes one (1) vote per share. _____

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The preferred stock with respect to payment of assets upon liquidation, dissolution, winding up of the Corporation, whether voluntary or involuntary, ranks senior to all Junior Securities. The preferred stock is not eligible to participate, receive, or accrue dividends. The preferred stock is entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal to a majority of the shares eligible to vote on any matter. The preferred stock are not redeemable.

Series A Preferred Stock. Whenever holders of Series "A" Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding shares of Series "A" Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. For the avoidance of doubt, in any matter presented to the stockholders for their consideration and action, in a noticed meeting, special meeting or by written consent, the holder of the Series "A" Preferred Stock shall be entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal to a majority of the shares eligible to vote on any matter, consistent with Section 2.8 of the Corporation's By Laws

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>4/30/2021</u> Common: <u>13,999,567*</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
04/26/2022	New Issuance	100	Preferred	\$0.001	No	Donald Steinberg	Officer Compensation	Restricted	Rule 144
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Rule 144
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	500,000	Common	\$0.092	No	Richard Hawkins	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	200,000	Common	\$0.05	Yes	Gregory Bush	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	4,000,000	Common	\$0.50	No	Mendocino Green LLC	Stock Purchase	Restricted	Rule 144

						(Donald Steinberg)	Agreement		
03/29/2023	New Issuance	500,000	Common	\$0.10	No	Edward Petruzzo	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	250,000	Common	\$0.16	No	Apogee Design Inc. (Joseph D. Frazier)	Services – Advertising & Marketing	Restricted	Rule 144
06/28/2023	New Issuance	2,500,000	Common	\$0.03	Yes	Zawi Now, LLC (Kimberly Carlson)	Services - Consulting	Restricted	Rule 144
07/06/2023	New Issuance	1,560,000	Common	\$0.10	No	Zawi Now, LLC (Kimberly Carlson)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	100,000	Common	\$0.10	No	Frank Van Vranken	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	1,000,000	Common	\$0.10	No	James Hancock	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	375,000	Common	\$0.16	No	Alexander Reid Inc. (Alexander Reid)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	100,000	Common	\$0.05	Yes	Attila Panzcel	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	25,000	Common	\$1.00	No	Svetlana Ogorodnik ova	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Nicholas Evan Bennett	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	15,000	Common	\$1.00	No	Sandra Parisi	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	7,000	Common	\$1.00	No	ECOWELLN ESS LLC (Elana Orgue)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	1,290,000	Common	\$0.218	No	Nicole Fey	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	111,500	Common	\$0.2287	No	Craig Perlowin	Share Exchange Agreement	Restricted	Rule 144

07/06/2023	New Issuance	100,000	Common	\$0.10	No	Stacey Theis	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	16,000	Common	\$0.25	No	Gary Perlowin	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	440,000	Common	\$0.01	Yes	O, Inc (Orley Borsa)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Don Frank	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	3,000,000	Common	\$0.01	No	One World Legends Inc	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	2,422,500	Common	\$0.10	No	Bruce Perlowin	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	3,063,000	Common	\$0.10	No	Blue Ridge Enterprises LLC (Donald Steinberg)	Share Exchange Agreement	Restricted	Rule 144
08/29/2023	New Issuance	50,000	Common	\$0.10	No	Blair Wickliffe	Consulting Agreement	Restricted	Rule 144
09/07/2023	New Issuance	250,000	Common	\$0.10	No	Kannaline Consulting LLC (Brandon Bernal)	Consulting Agreement	Restricted	Rule 144
09/26/2023	New Issuance	250,000	Common	\$0.10	No	Viva Marketing Inc (Donald Steinberg)	Share Exchange Agreement	Restricted	Rule 144
12/12/2023	New Issuance	50,000	Common	\$0.12	No	Charles Reeves	Consulting Agreement	Restricted	Rule 144
12/14/2023	New Issuance	100,000	Common	\$0.10	No	Andres Perez	Consulting Agreement	Restricted	Rule 144
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Marius Koller	Consulting Agreement	Restricted	Rule 144
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Claudia Trimde	Consulting Agreement	Restricted	Rule 144
01/08/2024	Forfeiture of shares	(4,000,000)	Common	\$0.50	No	Mendocino Green LLC (Frank Van Vranken)	Rescind Agreement	Restricted	Rule 144

02/12/2024	New Issuance	200,000	Common	\$0.10	No	Frank Vanvrankin	Consulting	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>04/30/2024</u>	Common: <u>35,094,567</u>								
Preferred: <u>100</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

*The beginning balance of outstanding common shares in table 3a has been retrospectively converted from a pre-reverse share basis to a post-reverse share basis and has been adjusted slightly due to rounding as well as fractional share round-ups.. As of April 30, 2021, the original outstanding common shares on a pre-reverse share basis was 279,990,976. Furthermore, the two common share issuances on August 30, 2022, on a pre-reverse share basis, were \$25,000,000 each.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

On March 17, 2023, the Company acquired Mendocino Green, LLC of California. With this acquisition, the Company has secured all State of California and County of Mendocino required local permits, licenses and approvals of all applicable jurisdictions and regulatory bodies, to operate the Business, which is a commercial cannabis nursery, cultivation and distribution facility. The Company's licensing information for the cannabis nursery, cultivation and distribution are as follows:

(a) Nursery License (County License # AG 2017 0014 and State License # CCL20-0000886);

(b) Cultivation License (County License # AG 2017 0013 and State License # CCL18-0002341); and,

(c) Distribution License (State License # C11-0000553-LIC).

On January 8, 2024 The Agreement is hereby unconditionally rescinded ab initio and each party to the Agreement will be restored to the position it was in immediately before the Agreement was executed.

In addition, the Company has acquired Marijuana Inc, a private company in Florida that is active in Colombia. Marijuana Inc also has Viva Buds which is a Florida corporation.

The company ceased being a shell March 17, 2023, as the 2-million-dollar acquisition was completed as of March 17 2023, and the Company now has substantial assets.

On August 4, 2023, the Company entered into a Business Acquisition Agreement with Viva Marketing Inc., wherein the Company purchased the financial consulting and management of all of Viva Marketing Inc.'s assets and liabilities, in exchange for \$100.

On August 13, 2023, the Company held a special meeting of the board of directors wherein it was recommended that the Company should enter into a Joint Venture Agreement with One World Legends Inc., and it was further resolved that in anticipation of the Joint Venture Agreement, the Company would authorized the issuance of 3,000,000 (three OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023) Page 10 of 14 million) shares of GRN Holding Corp stock to One World Legends effective as of July 6, 2023. That the aforementioned 3,000,000 (three million) shares of GRN Holding Corp stock issued to One World Legends on July 6, 2023, shall constitute the complete and final fulfillment of the share transaction obligations under the Joint Venture Agreement between GRN Holdings Corp. and One World Legends, effective as of August 13, 2023.

B. List any subsidiaries, parent company, or affiliated companies.

Marijuana Inc. and Viva Marketing Inc

C. Describe the issuers' principal products or services.

See Item A above

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

As of June 2022, the Company is lessee of its executive offices located at 23150 Fashion Drive, Suite 231, Estero, FL 33928. The Company paid \$257 during June 2022 to begin the lease, and thereafter leases the offices at a rate of \$158 per month. The lease rate has increased to \$173 in December 2022, and then increased again to \$178 in February 2023, and remains at a rate of \$178 per month until further notice.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Blue Ridge Enterprises LLC (Donald Steinberg)	CEO, Director, Chairman, Secretary, Owner of more than 5%	Estero, FL	3,663,000	Common	10.49%	Donald Steinberg
Earth Onyx LLC (Donald Steinberg)	CEO, Director, Chairman, Secretary, Owner of more than 5%	Estero, FL	4,974,511	Common	14.26%	Donald Steinberg
Pinnacle Consulting Inc (Robert L Hymers III)	Owner of more than 5%	Los Angeles, CA	2,500,000	Common	7.16%	Robert L. Hymers III
Bruce Perlowin	Owner of more than 5%	Ft. Pierce, FL	2,447,500	Common	7.01%	

One World Legends Inc	Owner of more than 5%	Mesa, AZ	3,000,000	Common	8.59%	Edward Petruzzo
Zawi Now LLC (Kimberly Carlson)	Owner of more than 5%	Estero, FL	4,060,000	Common	11.63%	Kimberly Carlson
Earth Onyx LLC (Donald Steinberg)	CEO, Director, Chairman, Secretary, Owner of more than 5%	Estero, FL	100	Preferred Series A (Ranked senior to all Junior Securities, Supermajority Interest Voting Rights)	100%	Donald Steinberg

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jack Brannelly
Address 1: Po Box 1832
Address 2: Draper, UT 84020
Phone: 405-203-3962
Email: jack@brannellylaw.com

Accountant or Auditor

Name: Laura Adams
Firm: Node CFO Inc.
Address 1: 1309 Coffeen Ave, Ste 1200
Address 2: Sheridan, WY 82801
Phone: (865)363-0004
Email: laura@nodecfo.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Donald Steinberg**
Title: **CEO/CFO**
Relationship to Issuer: **Officer**

B. The following financial statements were prepared in accordance with:

- IFRS
- U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Donald Steinberg**
Title: **CEO/CFO**
Relationship to Issuer: **OFFICER**

Describe the qualifications of the person or persons who prepared the financial statements:s :: **Donald Steinberg has been CEO, CFO and a Board Director of public companies for over 15 years.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;

- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Donald Steinberg certify that:

1. I have reviewed this Disclosure Statement for GRN Holding Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 30, 2024 [Date]

Donald Steinberg [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Donald Steinberg certify that:

1. I have reviewed this Disclosure Statement for GRN Holding Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 30, 2024 [Date]

/s/[Donald Steinberg] [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

GRN Holding Corporation

Balance Sheet

As of April 30, 2024
(Unaudited)

	Total	
	As of April 30, 2024	As of April 30, 2023
ASSETS		
Current Assets		
Bank Accounts	5.00	0.00
Total Bank Accounts	\$ 5.00	\$ 0.00
Fixed Assets		
Property, Plant, and Equipment	417.00	524.00
Intangible Assets	1,608.00	4,021.00
Goodwill	1,364,500.00	
Accumulated Depreciation & Amortization	(3,216.00)	
Investment in Subsidiary	0.00	2,000,000.00
Total Fixed Assets	\$ 1,363,309.00	\$ 2,004,545.00
TOTAL ASSETS	\$ 1,363,314.00	\$ 2,004,545.00
 LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable & Accrued Liabilities	53,319.00	49,306.00
Total Current Liabilities	\$ 53,319.00	\$ 4,306.00
 Shareholder's Equity (Deficit):		

Preferred Stock, \$0.001 par value, 10,000,000 shares authorized, 100 issued and outstanding as of April 30, 2024 and April 30, 2023	0.00	0.00
Common Stock, \$0.001 par value, 750,000,000 shares authorized, 35,094,567 and 21,749,567 issued and outstanding as of January 31, 2024 and April 30, 2023, respectively	34,895.00	21,950.00
Common Stock to be Issued	0.00	2,500.00
Additional Paid-In Capital	26,620,111.00	27,239,084.00
Accumulated Deficit	-25,345,011.00	-25,308,295.00
Total Shareholders' Equity (Deficit)	\$ 1,313,211.00	\$ 1,955,239.00
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY/DEFICIT	\$ 1,363,314.00	\$ 2,004,545.00

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

GRN Holding Corporation

Statements of Operation

April 30, 2024
(Unaudited)

	Total	
	Apr-24	Apr-23
Revenue	0.00	0.00
Cost of Goods Sold	0.00	0.00
Gross Profit	\$ 0.00	\$ 0.00
Expenses		
General & Administrative Expenses	5,913.00	7,984.00
Consulting Expense	36,900.00	0.00
Legal & Professional	10,775.00	1,112.00
Rent Expense	0.00	504.00
Depreciation & Amortization	3,216.00	840.00
Total Expenses	56,804.00	10,440.00
Operating Loss		
Net Loss	(56,804.00)	(5,140.00)
Net Loss per Common Share: Basic and Diluted	0.00	0.00
Weighted Average Common Shares Outstanding: Basic	24,878,014.00	282,490,976.00

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

GRN Holding Corporation
Statements of Stockholders' Equity
For the Twelve Months Ended April 30, 2024
(Unaudited)

	Preferred Stock		Common Stock		Common Stock to be Issued		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Amount		
Balance April 30, 2023	100	0	21,949,567	\$21,950	2,500,000	\$2,500	\$27,239,084	(\$25,308,295)	\$1,955,239
Common Stock Committed to be Issued for Consulting					250,000	\$250	\$7,250		\$7,500
Common Stock Issued for Consulting			2,500,000	\$2,500	(2,500,000)	(\$2,500)	(\$22,500)	\$22,500	
Common Stock Issued for Acquisition of Subsidiary			13,645,000	\$13,645			\$1,350,855		\$1,364,500
Net Income (Loss)								(\$8,923)	(\$8,923)
Balance, July 31, 2023	100		38,094,567	\$38,095	250,000	\$250	\$28,574,689	(\$25,294,718)	\$3,318,316
Balance, July 31, 2023	100		38,094,567	\$38,095	250,000	\$250	\$28,574,689	(\$25,294,718)	\$3,318,316
Common Stock Issued for Consulting					100,000	\$100	\$7,250		\$1,500
Common Stock Issued for Consulting			300,000	\$300	(250,000)	(\$250)	\$4,950		\$5,000
Common Stock Issued for Cash			250,000	\$250			\$12,250		\$12,500
Common Stock Issued for Acquisition of Subsidiary							\$72		\$72
Net Income (Loss)								(\$36,632)	(\$36,632)
Balance, October 31, 2023	100		38,644,567	\$38,645	100,000	\$100	\$28,607,261	(\$25,331,350)	\$3,314,656
Balance, October 31, 2023	100		38,644,567	\$38,645	100,000	\$100	\$28,607,261	(\$25,331,350)	\$3,314,656
Common Stock Issued for Cash			250,000	\$250			\$8,850		\$9,100
Common Stock Issued for Consulting					(100,000)	(\$100)			(\$100)
Common Stock Issued reversed - Deconsolidation			(4,000,000)	(\$4,000)			(\$1,996,000)		(\$2,000,000)
Net Income (Loss)								(\$10,445)	(\$10,445)
Balance, January 31, 2024	100		34,894,567	\$34,895	0	\$0	\$26,620,111	(\$25,341,795)	\$1,313,211
Balance, January 31, 2024	100		34,894,567	\$34,895	0	\$0	\$26,620,111	(\$25,341,795)	\$1,323,656
Common Stock Issued for Consulting			200,000	\$200					(\$200)
Net Income (Loss)								(\$13,661)	(\$13,661)
Balance, April 30, 2024	100		35,094,567	\$35,095	0	\$0	\$26,620,111	(\$25,345,011)	\$1,309,795

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market

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

GRN Holding Corporation
Statement of Cash Flows
Annual Period Ending April 30, 2024
(Unaudited)

	2024	2023
OPERATING ACTIVITIES		
Net Income	\$ (56,804.00)	\$ (1,274,907.00)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Depreciation Expense	107.00	107
Amortization Expense	2,412.00	1175
Non cash expense -Common stock to be Issued for Consulting	(2,500.00)	1250000
Non cash expense -Common stock Issued for Consulting	30,300.00	
Increase in Accounts Payable and Accrued Liabilities	4,013.00	27875
Net cash provided by operating activities	\$ 34,332.00	\$ 1,279,157.00
INVESTING ACTIVITIES		
Capitalized Expenditures for Intangible Assets	0.00	(4,250.00)
Non Cash expense-Investment in Subsidiary	2,000,000.00	0.00
Goodwill	(1,364,500.00)	0.00
Net Cash Used in Investing Activities	635,500.00	(4,250.00)
FINANCING ACTIVITIES		
Common Stock Issued for Cash	21,600.00	0
Common Stock Issued for Acquisition of Subsidiary	-2,000,000.00	0
Common Stock Issued for Acquisition of Subsidiary	1,364,500.00	0
Capital Contribution from Acquisition of Subsidiary	72.00	0
Net cash provided by financing activities	-\$ 613,828.00	\$ 0.00
Net Change in Cash	5.00	
Cash at End of Period	\$ 5.00	\$ 0.00
Supplemental Disclosure of Non-Cash Investment & Financing Activities		
Common Stock Issued for Acquisition of Subsidiary	\$ 1,364,500.00	
Goodwill Acquired from Subsidiary	\$ 1,364,500.00	

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

GRN Holding Corporation

Notes to the Financial Statements

For the 12 months ended April 30, 2024, and 2023

NOTE 1 - ORGANIZATION AND OPERATIONS

Current Operations

GRN Holding Corporation (“GRNF” or the “Company”), a Florida corporation, is a publicly quoted company.

Business Plan

GRN Holding Corporation is a publicly quoted company seeking to merge with other entities with experienced management and opportunities for growth in return for shares of our common stock to create value for our shareholders.

Corporate Management

The Company was formally operated by Justin Costello, who served as GRNF’s CEO, Director, Chairman, and Secretary. On April 21, 2022, the Company accepted the resignation of Justin Costello from the positions of CEO, Director, Chairman, and Secretary, and appointed Donald Steinberg as the new CEO, Director, Chairman, and Secretary.

Corporate History

The Company was incorporated in the state of Nevada on April 28, 2010, as Norman Cay Development, Inc. The Company became Discovery Gold Corp in July of 2012, with the trading symbol of DCGD. In November of 2019, the Company became GRN Holding Corporation, and its trading symbol changed from DCGD to GRNF.

On May 25, 2022, the Company held a Special Meeting of the Board of Directors wherefore it was resolved to amend the Company’s Articles of Incorporation to change the Company’s name from GRN Holding Corporation to Marijuana Inc.; and, File a FINRA corporate action notification form to change the Company’s name and to obtain the new trading symbol; MAJI; and, wherefore it was also resolved that the Board of Directors approved a resolution to effect a 1 for 20 reverse stock split with the belief that, among other reasons that the reverse stock split may improve the price level of the Company's Common Stock and that the higher share price could help generate interest in the Company among investors and other business opportunities. On June 27, 2022, the Company held another Special Meeting of the Board of Directors, in which the Company resolved to complete and record the reverse stock split as of June 17, 2022, but also acknowledged that it should be noted that the record and effective dates for the reverse stock split are subject to change, as both corporate actions are subject to review by the Financial Industry Regulatory Authority (FINRA). Subsequently, the reverse stock split was completed and became effected as of 9 a.m. PST on November 14, 2022. As of April 30, 2023, the actions pertaining to changing the Company’s name and obtaining a new trading symbol are still pending, however, the Company does anticipate that these actions will be completed during the fiscal quarter ending October 31, 2023.

On May 13, 2023, James Hancock formally resigned as COO of the Company.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for unaudited financial information. The unaudited financial statements include all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary in order to make the condensed financial statements not misleading.

Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, the Company has incurred recurring net losses since its inception and has raised limited capital. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The financial statements do not include any adjustment relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company is taking certain steps to provide the necessary capital to continue its operations. These steps include but are not limited to: 1) focus on our new business model and 2) raising equity or debt financing.

NOTE 4 – INTANGIBLE ASSETS

As of April 30, 2024, and April 30, 2023, the Company had intangible assets net of amortization of \$1,608 and \$4,021, respectively. The intangible assets consist of website development costs for the Company website, which went live on August 2, 2022.

NOTE 5 – PREFERRED STOCK

The Corporation is authorized to issue a class of shares designated as "Preferred Stock", in the amount of Ten Million (10,000,000) Shares, with a par value of \$0.001. The Company had 100 shares of preferred stock issued and outstanding as of April 30, 2024, and April 30, 2023.

On April 26, 2022, the Company issued Donald Steinberg, as the newly appointed CEO of the Company, 100 Shares of Series "A" Preferred Stock per a Board Resolution dated April 21, 2022.

On June 30, 2022, Donald Steinberg transferred his 100 Shares of Series "A" Preferred Stock to Earth Onyx LLC, of which he is the control person.

NOTE 6 – COMMON STOCK

The Corporation is authorized to issue 750,000,000 shares of common stock, with a par value of \$0.001. The Company had 34,894,567 and 21,949,567 shares of common stock issued and outstanding as of April 30, 2024, and April 30, 2023, respectively.

On June 30, 2022, Donald Steinberg transferred his 144,000,000 shares of common stock to Earth Onyx LLC, of which he is the control person.

On July 1, 2022, the Company committed to issuing 50,000,000 shares of common stock in exchange for consulting services. These shares were valued at their market value of \$0.025 per share (i.e., the pre-split adjusted close) as of July 1, 2022, the date of the corporate advisory services agreements. These shares were later issued on August 30, 2022.

On November 14, 2022, the Company completed a 1 for 20 reverse stock split, which became effective that day at 9 a.m. PST. The authorized shares and par value remained 750,000,000 and \$0.001, respectively, both pre-split and post-split.

On February 5, 2023, the Company committed to issuing 2,500,000 shares of common stock in exchange for consulting services. These shares were valued at their market value of \$0.039 per share (i.e., the adjusted close) as of February 6, 2023, the first open market date following the date the corresponding consulting agreement, February 5, 2023.

On March 29, 2023, the Company issued 500,000 shares of common stock in exchange for consulting services. These shares were valued at their market value of \$0.092 per share (i.e., the adjusted close) as of March 29, 2023, the date of the issuance.

On March 29, 2023, the Company issued 200,000 shares of common stock in exchange for consulting services. These shares had an aggregate value of \$10,000, the cost to satisfy the service provider's outstanding invoice.

On March 29, 2023, the Company issued 4,000,000 shares of common stock for 100% acquisition of Mendocino Green LLC per the stock purchase agreement dated March 16, 2023. These shares were valued at \$0.50 per share per section 1.02 of the previously referenced stock purchase agreement.

On March 29, 2023, the Company issued 500,000 shares of common stock in exchange for consulting services. These shares were valued at \$0.10 per share per section 2 of the corresponding consulting agreement dated March 17, 2023.

On March 29, 2023, the Company issued 250,000 shares of common stock for advertising and marketing services. These shares had an aggregate value of \$40,000, the cost to satisfy \$40,000 of the \$50,000 outstanding per the agreement signed as of September 2022.

On June 28, 2023, the Company issued 2,500,000 shares of common stock it had previously committed to issue on February 5, 2023, in exchange for consulting services. These shares were valued at their market value of \$0.039 per share (i.e., the adjusted close) as of February 6, 2023, the first open market date following the date the corresponding consulting agreement, February 5, 2023. However, the shares were later revalued at \$0.03 per share per signed board resolution dated May 14, 2023, which specified that they are to be valued at \$0.03 per share.

On August 29, 2023, the Company issued 50,000 common shares to Blair Wickliffe for consulting services per Consulting Agreement dated August 28, 2023. Measured at \$0.10 per share per the transfer agent reports and issuance resolution.

On September 7, 2023, the Company issued 250,000 common shares previously committed to Kannaline Consulting LLC/Brandon Bernal for consulting services per Consulting Agreement and Board Resolution, both dated May 14, 2023.

On September 17, 2023, the Company committed, but have yet to issue 100,000 common shares to Andres Perez for consulting services per Consulting Agreement dated September 17, 2023. Measured at \$0.1540 per share, the fair market value (i.e., adjusted close) as of 9/18/23, the first market date following the contract date.

On September 26, 2023, the Company issued 250,000 common shares to Nicole Fey per Stock Purchase Agreement signed as of August 28, 2023, between her and Viva Marketing Inc. Per the agreement, as well as the transfer agent reports, these shares were initially issued to Viva Marketing Inc on September 26, 2023, and then the same day transferred to Nicole Fey. Measured at \$0.05 per share per both the transfer agent reports, as well as per the stock purchase agreement.

On December 12, 2023 the company issued 50,000 common shares to Charles Reeves for consulting services related to Cannabis Production and enhancement as per agreement dated September 17, 2023.

On December 14, 2023 the company issued 100,000 common shares previously committed to Andres Perez for consulting services as per agreement date September 17, 2023.

On December 29, 2023 the company issued 50,000 shares each to Marius Koller and Claudia Trimde respectively for expansion of business to Europe as per agreement dated December 15, 2023.

On January 8, 2024, the Company rescinded 4,000,000 shares of common stock as a part of agreement between the Company and Mendocino Green LLC. These shares were rescinded at a value of \$0.50 per share as per rescind agreement dated January 8, 2024.

On February 12, 2024, the Company issued 200,000 shares of common stock to Frank Vanvrankin for consideration of cancellation of a consulting agreement.

NOTE 7 – BUSINESS ACQUISITIONS

On March 29, 2023, the Company issued 4,000,000 shares of common stock for 100% acquisition of Mendocino Green LLC per the stock purchase agreement dated March 16, 2023. These shares were valued at \$0.50 per share per section 1.02 of the previously referenced stock purchase agreement.

Mendocino Green LLC's standalone financials have been consolidated into the Company's financial statements, with the initial measurement of the goodwill being based off the purchase price of \$2,000,000 per the corresponding stock purchase agreement and being consolidated as of the date of the acquisition, March 16, 2023, the subsidiary's assets and liabilities being measured at their book value as of the period end date, April 30, 2023, and the subsidiary's profit and loss activity being consolidated for the reporting period since the acquisition, March 16, 2023 through April 30, 2023.

Whereas on January 8, 2024 the Company and Mendocino Green LLC has mutually decided to rescind the above agreement and company will pay 200,000 shares as part of compensation for said termination of agreement.

On May 22, 2023, the Company entered into a Share Exchange Agreement with Marijuana Inc. of Florida, wherein the Company is to receive all of the issued and outstanding shares of Marijuana Inc. in exchange for 15,555,000 shares of the Company's common stock. On July 6, 2023, the Company issued 13,645,000 of the 15,555,000 shares for the share exchange, and another 1,910,000 had yet to be issued to complete the full stock exchange. The Share Exchange Agreement was later amended that only 13,645,000 shares of the Company's common shares were to be issued to complete the acquisition of Marijuana Inc. For stock based compensation purpose the 13,645,000 common shares issued on July 6, 2023, were measured at the adjusted close of \$0.10 per share as of the date of the issuance, 7/6/23.

Per management of GRNF, Marijuana Inc. of Florida's financials were already intertwined within the Company's financial statements due to their prior close affiliation with one another prior to the formal Share Exchange Agreement referenced in the prior paragraph. The initial measurement of the goodwill as a result of the formal Share Exchange Agreement mentioned in the prior paragraph was recorded based on the 13,645,000 common shares issued in aggregate to various parties as part of stock exchange with Marijuana Inc., which were measured at the adjusted close of \$0.10 per share as of the date of the issuance, 7/6/23.

On August 4, 2023, the Company entered into a Business Acquisition Agreement with Viva Marketing Inc., wherein the Company purchased the financial consulting and management of all of Viva Marketing Inc.'s assets and liabilities, in exchange for \$100.

NOTE 8 – JOINT VENTURE AGREEMENT

On August 13, 2023, the Company held a special meeting of the board of directors wherein it was recommended that the Company should enter into a Joint Venture Agreement with One World Legends Inc., and it was further resolved that in anticipation of the Joint Venture Agreement, the Company would authorized the issuance of 3,000,000 (three million) shares of GRN Holding Corp stock to

One World Legends effective as of July 6, 2023. That the aforementioned 3,000,000 (three million) shares of GRN Holding Corp stock issued to One World Legends on July 6, 2023, shall constitute the complete and final fulfillment of the share transaction obligations under the Joint Venture Agreement between GRN Holdings Corp. and One World Legends, effective as of August 13, 2023.

On January 12, 2024, the Company has entered agreement with KRTL International Corporation “KRTL” dated January 12, 2024, where KRTL will provide necessary infrastructure, including a Cannabis distribution center and delivery service, to facilitate the distribution and delivery of Viva Bud’s Product. In compensation for distribution company will pay to KRTL 20% of net income, 20% of stock generated from sales of Viva Bud’s through distribution channel of KRTL.

NOTE 9 – RELATED PARTY TRANSACTIONS

Management has evaluated related party transactions pursuant to the requirements of ASC Topic 850 and has determined that no material related party transactions exist through the date of this filing apart from the following:

None noted.

NOTE 10 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist through the date of this filing apart from the following: