

Mushrooms, Inc.
23150 Fashion Drive
Suite 231
Estero, FL 33928

(877)379-5400
info@mushroomsinc.com
2833

Annual Report

For the period ending December 31, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

39,435,760 as of December 31, 2023

36,397,686 as of December 31, 2022

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: ☒

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.

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

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.

On March 8, 2018, the Company amended its Articles of Incorporation to change its name from Majestic Oil & Gas, Inc. to Majestic Group Holdings, Inc.

On January 18, 2019, the Company amended its Articles of Incorporation to change its name from Majestic Group Holdings, Inc. to SecurCapital Holdings Corp.

On January 29, 2021, the Company amended its Articles of Incorporation to change its name from SecurCapital Holdings Corp. to Marijuana Strategic Ventures, Inc.

On June 28, 2022, the Company amended its Articles of Incorporation to change its name from Marijuana Strategic Ventures, Inc. to Mushrooms, Inc.

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):

The Company was formed on April 16, 2002 as a Nevada corporation and has not changed corporate jurisdiction since inception. The Company's current standing as of the date of this filing with the Nevada Secretary of State is 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:

None

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:*

23150 Fashion Drive, Suite 231, Estero, FL 33928

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:

2) Security Information

Transfer Agent

Name: Transfer Online
Phone: (503) 227-2950
Email: info@transferonline.com
Address: 512 SE Salmon Street, Portland, OR 97214

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>MSRM</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>81737X 106</u>
Par or stated value:	<u>Par \$0.001</u>
Total shares authorized:	<u>400,000,000</u> as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>39,435,760</u> as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>127</u> as of date: <u>12/31/2023</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

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>Series A Preferred Stock</u>
Par or stated value:	<u>\$0.001 per share.</u>
Total shares authorized:	<u>10,000,000</u> as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>1,500,000</u> as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>2</u> as of date: <u>12/31/2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series B Convertible Preferred Stock</u>
Par or stated value:	<u>\$0.001 per share.</u>
Total shares authorized:	<u>2,000,000</u> as of date: <u>12/31/2023</u>
Total shares outstanding:	_____ as of date: _____

Total number of shareholders of record _____ as of date: _____

Exact title and class of the security: Series C Preferred Stock

Par or stated value: \$0.001 per share.

Total shares authorized: 2,000,000 as of date: 12/31/2023

Total shares outstanding: _____ as of date: _____

Total number of shareholders of record _____ as of date: _____

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.

COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the board of directors of the Corporation (the "Board of Directors") upon any issuance of the Preferred Stock of any series.

2. Voting.

- a. The holders of the Common Stock shall have voting rights at all meetings of stockholders, each such holder being entitled to one vote for each share thereof held by such holder; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to these Articles of Incorporation (which, as used herein, shall mean the Articles of Incorporation of the Corporation, as amended from time to time, including the terms of any certificate of designations of any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation or the NRS. There shall be no cumulative voting in the election of directors or on any other matter.
- ii. Except as may otherwise be provided by applicable law, in these Articles of Incorporation or in a Preferred Stock Designation (as defined below), the holders of shares of Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of shares of Preferred Stock and any series thereof shall not be entitled to receive notice of any meeting of stockholders at which they are not otherwise entitled to vote.
- iii. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the capital stock of the Corporation entitled to vote thereon, voting as a single class, irrespective of the provisions of Section 78.390 of the NRS.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend or other rights of any then outstanding Preferred Stock and to the requirements of applicable law.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then-outstanding Preferred Stock.

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

Series A Preferred Stock

Dividend: Upon approval by the board of directors, a dividend may be established, which may be paid in common stock or as a cash dividend. No dividend established as of this reporting period or date

Voting: Each share of Series A Preferred Stock has the right to vote 1,000 votes per share on matters brought to a vote of the common shareholders.

Conversion: Each share of Series A Preferred Stock is convertible at the holder's option into 1 share of common stock

Liquidation: Holders of Series A Preferred Stock are entitled to receive cash from the issuer's assets, before any amounts paid to holders of common stock, at the rate of \$0.001 per share

Redemption: The company may redeem Series A Preferred Shares at the rate of \$0.001 per share, forcing the conversion of the shares of Series A Preferred Shares to common stock

Sinking Fund: None established.

Series B Preferred Stock

Dividend: No dividend rights.

Voting: Series B Convertible Preferred Stock has no right to vote on matters brought to a vote of the common shareholders, but so long as any shares of Series B Convertible Preferred Stock are outstanding, no vote may be taken to adversely affect the rights of the Series B Convertible Preferred Stock holders.

Conversion: Each share of Series A Preferred Stock is convertible at the holder's option into 150 shares of common stock.

Liquidation: No liquidation rights

Redemption: No redemption rights

Sinking Fund: None established.

Series C Convertible Preferred Stock

Dividend: No dividend rights.

Voting: Series C Preferred Stock has no right to vote on matters brought to a vote of the common shareholders, but so long as any shares of Series B Convertible Preferred Stock are outstanding, no vote may be taken to adversely affect the rights of the Series B Convertible Preferred Stock holders.

Conversion: Each share of Series A Preferred Stock is convertible at the holder's option into 250 shares of common stock

Liquidation: No liquidation rights.

Redemption: No redemption rights

Sinking Fund: None established

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

None

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.**

None

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>12/31/2021</u> Common: <u>18,801,977</u> Preferred: <u>1,000,000</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	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount	Individual/ Entity Shares were issued to. ***You must disclose the	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 Regist

	returned to treasury)			share) at Issuance	to market price at the time of issuance? (Yes/No)	control person(s) for any entities listed.			ration Type.
<u>February 7, 2022</u>	<u>New Issuance</u>	<u>75,000</u>	<u>Common</u>	<u>\$1.07</u>	<u>No</u>	<u>John Grosso</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>February 7, 2022</u>	<u>New Issuance</u>	<u>75,000</u>	<u>Common</u>	<u>\$1.07</u>	<u>No</u>	<u>Cory Bataan</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>March 2, 2022</u>	<u>New Issuance</u>	<u>125,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Robert Richardson</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>March 2, 2022</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Preferre</u> <u>d</u>	<u>\$0.10</u>	<u>N/A</u>	<u>Donald Steinberg</u>	<u>Officer Compensation</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>May 12, 2022</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>James Hancock</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>May 12, 2022</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Pinnacle Consulting Services Inc (Robert Hymers III)</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>May 16, 2022</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Blue Ridge Enterprises, LLC (Donald Steinberg)</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>June 14, 2022</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Zawi Now, LLC (Kimberly Carlson)</u>	<u>Officer Compensation</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>July 12, 2022</u>	<u>New Issuance</u>	<u>1,093,125</u>	<u>Common</u>	<u>\$0.0007</u>	<u>Yes</u>	<u>Dianna Kaplan</u>	<u>Debt Conversion</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>July 16, 2022</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Bruce Perlowin</u>	<u>For Agreement to sell "mushroominc.com" domain to MSVI</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>
<u>August 16, 2022</u>	<u>New Issuance</u>	<u>727,584</u>	<u>Common</u>	<u>\$0.0007</u>	<u>Yes</u>	<u>Blue Ridge Enterprises, LLC (Donald Steinberg)</u>	<u>Debt Conversion</u>	<u>Restrict</u> <u>d</u>	<u>Rule</u> <u>144</u>

<u>November 30, 2022</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.0300</u>	<u>No</u>	<u>Gregory P. Bush</u>	<u>For technical, marketing, and business consulting services.</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>January 10, 2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0250</u>	<u>Yes</u>	<u>Nicole Fey</u>	<u>Cash</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>March 22, 2023</u>	<u>New Issuance</u>	<u>69,037</u>	<u>Common</u>	<u>\$0.0235</u>	<u>No</u>	<u>Cory Bataan</u>	<u>Investor Relations Services</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>March 22, 2023</u>	<u>New Issuance</u>	<u>69,037</u>	<u>Common</u>	<u>\$0.0235</u>	<u>No</u>	<u>John Grosso</u>	<u>Investor Relations Services</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>March 22, 2023</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.0235</u>	<u>No</u>	<u>Richard Hawkins</u>	<u>Consulting Services</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>July 7, 2023</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Hyder Ali Khoja</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>July 7, 2023</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>David A. Flores</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>September 8, 2023</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>SRFL.LTD (David A. DiMarco)</u>	<u>Cash</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>September 8, 2023</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Nicole Fey</u>	<u>Cash</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>September 8, 2023</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Maqsad Suriev</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
<u>September 11, 2023</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Alicia Fantozzi</u>	<u>Consulting Agreement</u>	<u>Restrict</u> <u>d</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>December 31, 2023</u>									
Common: <u>39,435,760</u>									
Preferred: <u>1,500,000</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.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

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.)
12/4/17	\$1,575	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Don Steinberg	Debt Purchase
12/4/17	\$1,575	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Robert L. Hymers III	Debt Purchase
12/4/17	\$14	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Jayne Littman	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	James Grimard	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Caren Glasser	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Steven Magida	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Michael Peskin	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Dale Johnson	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Arielle Tolchin	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Robert L. Hymers III	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Nadeen Elfarra	Debt Purchase
12/4/17	\$7	\$22,950	\$0	Past Due as of 12/10/18	Converts at \$.001 per share	Joel Tolchin	Debt Purchase

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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")

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

The Company has one fully-owned subsidiary, MJOG and SecureCapital Inc., a California corporation formed on January 30, 2019. The subsidiary was acquired by the Company in a related party transaction from its shareholder, James Hancock, the Company's Chief Executive Officer, on January 25, 2021 for \$100

- C. Describe the issuers' principal products or services.

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.

The Company does not lease or own an office, any real estate or assets as of the quarter ended September 30, 2022, and as of the date of this filing. The Company's offices are located in spaces provided to the Company free of charge by an affiliate, located at 23150 Fashion Drive Suite 231, Estero FL, 33928.

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
James Hancock	COO, Owner of more than 5%	San Diego, CA	<u>7,714,081</u>	<u>Common</u>	<u>19.56%</u>	
Dianna Kaplan	Owner of more than 5%	St. Martin, France	<u>500,000</u>	<u>Series A Preferred Stock</u>	<u>33.33%</u>	<u>Representing 32.78% of Issuer's outstanding voting power, issued on January 4, 2021</u>
Earth Onyx LLC (Donald Steinberg)	Sole Director, Owner of more than 5%	Bonsall, CA	<u>1,000,000</u>	<u>Series A Preferred Stock</u>	<u>66.66%</u>	<u>Representing 65.56% of Issuer's outstanding voting power, issued on March 2, 2022</u>
Earth Onyx LLC (Donald Steinberg)	Sole Director, Owner of more than 5%	Bonsall, CA	<u>4,176,500</u>	<u>Common Stock</u>	<u>10.59%</u>	
Donald Steinberg	Sole Director, Owner of more than 5%	Bonsall, CA	<u>300,000</u>	<u>Common Stock</u>	<u>0.76%</u>	
Blue Ridge Enterprises, LLC (Donald Steinberg)	Sole Director, Owner of more than 5%	Bonsall, CA	<u>2,447,584</u>	<u>Common Stock</u>	<u>6.21%</u>	
Dianna Kaplan	Owner of more than 5%	St. Martin, France	<u>3,103,125</u>	<u>Common Stock</u>	<u>7.87%</u>	
Robert Hymers	Owner of more than 5%	Glendale, CA	<u>3,185,842</u>	<u>Common Stock</u>	<u>8.08%</u>	
Pinnacle Consulting Services Inc (Robert Hymers)	Owner of more than 5%	Glendale, CA	<u>2,500,000</u>	<u>Common Stock</u>	<u>6.34%</u>	
Zawi Now LLC (Kimberly Carlson)	CEO, CFO, Owner of more than 5%	Estero, FL	<u>4,560,000</u>	<u>Common Stock</u>	<u>11.56%</u>	

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: Alan T. Hawkins
Firm: INDEPENDENT LAW PLLC
Address 1: 2106 NW 4th P
Address 2: Gainesville, FL 32603
Phone: (352) 353-4048
Email: ahawkins@independent.law

Accountant or Auditor

Name: Robert Hymers
Firm: Pinnacle Tax Services Inc
Address 1: 520 S. Grand Ave, Suite 320
Address 2: Los Angeles, CA 90071
Phone: (877) 224-0217
Email: robert.hymers@pinnacletaxandaccounting.com

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): <https://twitter.com/MushroomsInc>
Discord: None
LinkedIn: None
Facebook: <https://www.facebook.com/shroomsinc/>
[Other] <https://www.instagram.com/mushroomsforhealth/>

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: None
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: Board Director
Relationship to Issuer: Director

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: Board Director
Relationship to Issuer: Director

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Donald Steinberg has been CEO and 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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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, Kimberly Carlson certify that:

1. I have reviewed this Disclosure Statement for Mushrooms, Inc;
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.

March 22, 2024 [Date]

/s/Kimberly Carlson [CEO's Signature]

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

Principal Financial Officer:

I, Kimberly Carlson certify that:

1. I have reviewed this Disclosure Statement for Mushrooms, Inc;
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.

March 22, 2024 [Date]

/s/Kimberly Carlson [CFO's Signature]

(Digital Signatures should appear as "/s/ Kimberly Carlson")

Mushrooms, Inc. (F/K/A: Marijuana Strategic Ventures Inc.)
Consolidated Balance Sheets
(Unaudited)

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
ASSETS		
Current Assets:		
Cash	\$ 11,141	\$ 559
Inventory	8,254	4,757
Prepaid Expenses	11,716	11,716
Prepaid Taxes	4,304	4,304
Deposit	500	500
Total Current Assets	<u>35,915</u>	<u>21,836</u>
Intangible Assets		
Intellectual Property	2,258	4,156
TOTAL ASSETS	<u><u>\$ 38,173</u></u>	<u><u>\$ 25,992</u></u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	\$ 71,530	\$ 69,394
Convertible Promissory Notes, net	3,227	3,227
Due To/From Kimberly Carlson	3,397	1,748
Due To/From JBG Partners LLC	1,310	1,310
Due To/From James Hancock	14,118	14,118
Due To/From Blue Ridge	14,732	12,972
Due To/From Donald Steinberg	19,187	33,720
Due To/From Robert Hymers	9,000	9,000
Deferred Revenue	35	35
Other Liabilities	36,593	36,593
Total Current Liabilities	<u>173,128</u>	<u>182,117</u>
Long Term Liabilities :		
Equity Loan-Oscura Insights LLC	25,000	-
Total Liabilities	<u>198,128</u>	<u>182,117</u>
Stockholders' Equity:		
Preferred Stock; \$0.001 par value; 1,500,000 and 1,000,000 shares issued and outstanding as of December 31, 2022, December 31, 2021, respectively	1,500	1,500
Common Stock; \$0.001 par value; 400,000,000 shares authorized; 36,647,686 and 18,801,977 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	39,436	36,648
Additional paid-in capital	2,315,933	2,033,277
Accumulated deficit	<u>(2,516,825)</u>	<u>(2,227,549)</u>
Total stockholder's equity	<u>(159,956)</u>	<u>(156,125)</u>
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT	<u><u>\$ 38,173</u></u>	<u><u>\$ 25,992</u></u>

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

Page 16 of 29

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

Mushrooms, Inc. (F/K/A: Marijuana Strategic Ventures Inc.)
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended December 31,		For the Years Ended December 31,	
	2023	2022	2023	2022
Consulting Revenue	\$ -	\$ -	\$ -	\$ -
Cost of Goods Sold	-	-	-	-
Gross Profit	-	-	-	-
<u>Expenses:</u>				
General and Administrative	221	4,363	7,165	13,783
Advertising and Marketing	112	6,045	9,858	15,175
Research and Development	750	-	7,511	511
Amortization	724	699	2,896	1,385
Professional and Legal Fees	1,555	5,903	6,380	17,135
Salaries and Wages	-	-	-	12,500
Consulting Expenses	4,500	7,500	255,465	644,000
Total Operating Expenses	7,862	24,510	289,276	704,489
Operating Income (Loss)	(7,862)	(24,510)	(289,276)	(704,489)
Other Income (Expense)				
Misc Other Income	-	-	-	-
Total Other Income (Expense)	-	-	-	-
Net Income (Loss)	<u>\$ (7,862)</u>	<u>\$ (24,510)</u>	<u>\$ (289,276)</u>	<u>\$ (704,489)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>
Weighted average common shares outstanding	<u>39,435,760</u>	<u>36,397,686</u>	<u>38,420,461</u>	<u>29,127,310</u>

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

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

Mushrooms Inc. (F/K/A: Marijuana Strategic Ventures Inc.) (F/K/A: SecurCapital Holdings, Inc.)
Consolidated Statements of Stockholders' Equity
For the Years Ended December 31, 2023 and 2022
(Unaudited)

	Class A Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>		<u>Amount</u>
Balance, December 31, 2021	1,000,000	\$ 1,000	18,801,977	\$ 18,802	\$ 1,392,312	\$ (1,523,060)	\$ (110,945)
Issuance of Stock for Services	-	-	15,525,000	15,525	627,475	-	643,000
Issuance of Stock for Domain Purchase	-	-	500,000	500	2,000	-	2,500
Issuance of Stock for Debt Conversions	-	-	1,820,709	1,821	(511)	-	1,310
Issuance of Preferred Stock for Officer Compensation	500,000	500	-	-	12,000	-	12,500
Net Loss	-	-	-	-	-	(704,489)	(704,489)
Balance, December 31, 2022	<u>1,500,000</u>	<u>\$ 1,500</u>	<u>36,647,686</u>	<u>\$ 36,648</u>	<u>\$ 2,033,277</u>	<u>\$ (2,227,549)</u>	<u>\$ (156,125)</u>
Balance, December 31, 2022	1,500,000	\$ 1,500	36,647,686	\$ 36,648	\$ 2,033,277	\$ (2,227,549)	\$ (156,125)
Issuance of Stock for cash	-	-	1500000.00	1500.00	38500.00	-	40,000
Issuance of Stock for Services	-	-	1,288,074	1,288	244,157	-	245,445
Net Loss	-	-	-	-	-	(289,276)	(289,276)
Balance, December 31, 2023	<u>1,500,000</u>	<u>\$ 1,500</u>	<u>39,435,760</u>	<u>\$ 39,436</u>	<u>\$ 2,315,933</u>	<u>\$ (2,516,825)</u>	<u>\$ (159,956)</u>

Mushrooms, Inc. (F/K/A: Marijuana Strategic Ventures Inc.)
Consolidated Statements of Cash Flows
(Unaudited)

	For the Years Ended December 31,	
	2023	2022
Cash Flow From Operating Activities		
Net Income (Loss)	\$ (289,276)	\$ (704,489)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock Based Compensation for Director	-	12,500
Issuance of Common Stock for Services	245,445	643,000
Issuance of Common Stock for Domain Purchase	-	2,500
Amortization Expense	2,896	1,385
Changes in working capital		
Increase in Inventory	(3,497)	(4,757)
Increase in Accounts Payable	2,136	3,896
Increase in Due To/From Kimberly Carlson	1,649	1,748
Increase (Decrease) in Due To/From James Hancock	-	(417)
Increase in Due To/From Blue Ridge	1,760	5,035
Increase in Due To/From Donald Steinberg	(14,533)	33,720
Increase in Due To/From Robert Hymers	-	3,500
Net Cash Used in Operating Activities	<u>(53,420)</u>	<u>(2,379)</u>
Cash Flow From Investing Activities		
Development of Intellectual Property	(998)	(5,541)
Net Cash From Investing Activities	<u>(998)</u>	<u>(5,541)</u>
Cash Flow From Financing Activities		
Proceeds from Issuance of Common Stock	40,000	-
Long term Loan	25,000	-
Net Cash From Financing Activities	<u>65,000</u>	<u>-</u>
Net Change in Cash	10,582	(7,920)
Cash at Beginning of Period	<u>559</u>	<u>8,480</u>
Cash at End of Period	<u><u>\$ 11,141</u></u>	<u><u>\$ 559</u></u>
Net cash paid for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income Taxes	<u>\$ -</u>	<u>\$ -</u>

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

Mushrooms, Inc. (f/k/a: Marijuana Strategic Venture Inc.)

Notes to the Financial Statements

For the year ended December 31, 2023

NOTE 1 - ORGANIZATION AND OPERATIONS

Current Operations

MSRM formally was a marijuana and cannabis business holding company developing a portfolio of subsidiaries operating in the legalized cannabis industry. We only operated in those states where cannabis was legalized and regulated under applicable state laws, and/or had been decriminalized for medical use and/or legalized for recreational use. Our strategy was to operate and expand our holdings in the legal cannabis industry through acquisition, joint venture, partnership, or investment. The Company was operated by an executive team that had significant experience in the cannabis industry and a robust operational and acquisition track-record as to all facets of the Company's operations, which had executed its business plan to rapidly scale its business.

On May 26, 2022, the Company began a process to change its corporate name to Mushrooms, Inc., and its stock symbol to MSRM.

The vision for Mushrooms, Inc. is to support the growth of the mushroom industry through collaboration, innovation, and development. Creating and supporting environmentally beneficial product innovation is at the heart of Mushrooms, Inc. Our current focus is on the industrial application of Mycelium for the creation of carbon neutral products for the building and health care industries as well as creating supplements based on the proven health benefits of mushrooms. Research and Development is the path to achieving great innovation and the pioneers are the ones we look to for their fortitude and enduring dedication to the world of mycology. The working relationships we are fostering will result in scientifically proven products that advance health of body, mind, and environment.

Business Plan

Formally MSRM invested in geographically diverse licensed dispensaries, cultivation and processing facilities and other cannabis related companies that operated domestically and internationally. The Company's mission was to champion and provide private cannabis companies access to becoming a public company and give the owners and management increased value in their ownership. We had fostered strong partnerships with small, mid-size, and development-stage private businesses with the aim of setting a new standard for the marijuana industry. As legislation and regulations evolved, we believed we were poised to build on our leadership position by expanding our footprint and capabilities in bringing safe, affordable cannabis to the market. We deeply believed in the transformational power that marijuana had to heal and change the world.

Now since changing its name to Mushrooms, Inc., the vision for MSRM is to support the growth of the mushroom industry through collaboration, innovation, and development. Creating and supporting environmentally beneficial product innovation is at the heart of Mushrooms, Inc. Our current focus is on the industrial application of Mycelium for the creation of carbon neutral products for the building and health care industries as well as creating supplements based on the proven health benefits of mushrooms. Research and

Development is the path to achieving great innovation and the pioneers are the ones we look to for their fortitude and enduring dedication to the world of mycology. The working relationships we are fostering will result in scientifically proven products that advance health of body, mind, and environment.

Corporate Management

Kimberly Carlson – CEO and CFO

Kimberly Carlson has repeatedly created meaningful and lasting connections between business, community and the environment. She is able to find the mutually beneficial meeting point between the business and the consumer while always considering the environmental impact of actions taken. Her experiential marketing skills include creating proprietary live art performance events which have proven success in building the business and the brand. A belief that collaborations are essential has fueled her team building skills and employing creative minds has garnered much success for the businesses she has been integral in developing. Kimberly's education includes life experience from being employed since the age of 15 to launching her first successful business at age 20 and being awarded for her second business launch at age 22. Her formal education includes Colombia College Chicago for Public Relations and Marketing as well as Florida Gulf Coast university (FGCU) with a focus on the lean start-up, product innovation and business management through their, Princeton Review and Entrepreneur magazine top ranking, School of Entrepreneurship.

James Hancock – COO, former CEO, former CFO, and former Chairman of the Board

Mr. Hancock has garnered recognition serving in numerous senior positions as a turnaround and merger and acquisition specialist throughout his 40-year career.

His career has taken him from Texas, to New York to California where he ran or owned several different types of companies. He has been President, CEO, COO, and VP of Sales & Marketing within public and private companies in financial services, investment banking, mergers and acquisitions, telecommunications and payment processing industries.

Most recently, as CEO and Chairman of the Board of Global Payout, Inc., a publicly traded company on the OTC markets from 2010 to 2018, Hancock worked within the financial services industries as a program manager and payment processor for prepaid card programs, where he is most proud of launching nearly 40 nationally and internationally, custom-designed, prepaid debit card programs.

Hancock has a vast amount of knowledge of the public company industry and due to his experience and reputation, he has access to a network of top SEC attorneys, accounting firms, investment bankers, and qualified management teams. Besides being a creative, forward-thinker, Hancock also shares his lessons learned from the past which has proven to be most helpful to his clients.

Hancock earned a Juris Doctorate from California Western School of Law, San Diego, and a Bachelors of Business Administration from Southern Methodist University. He served in the U.S. Army holding the rank of E-5.

On May 27, 2022, Mr. Hancock resigned as CEO, CFO, Board Member, and Chairman of the Board, at which time he was appointed COO.

Don Steinberg – Chairman and sole member of the Board

Don Steinberg has been at the forefront of new business concepts many times, and now brings a lifetime of experience to Marijuana Strategic Ventures, Inc., that will serve to benefit the company in a myriad of ways. In the 1980's Don developed stock option analysis and trading programs. This led to his management of floor traders on multiple options exchanges and gave him the knowledge and insight he needed to successfully take other companies public.

In the early 90's, he co-founded Globalcom 2000 and entered into the prepaid phone card business, which at that time was an almost unknown market. Globalcom 2000 became one of the largest phone card companies in the United States, as well as its fastest growing. In 1994, Don developed an interest in the telecom "Callback" business, and co-founded One World Communications. He subsequently traveled the world, opening up 187 training centers in only 9 months, and created the world's largest International MLM global sales force selling telecom services.

In 2006, Mr. Steinberg formed Club Vivanet as an International MLM, selling a variety of services. In 2008, he merged Club Vivanet with a publicly traded company. In 2008, Don recognized the emerging opportunities in the Medical Marijuana industry and changed the name of Club Vivanet to Medical Marijuana Inc., which became America's first publicly traded company in the Marijuana industry. In 2011, he successfully managed the acquisition of Medical Marijuana Inc. and the transition to new management.

In 2015, Don founded Marijuana Company of America (OTC: MCOA) and placed it onto the OTC markets. He resigned from that company in 2019 to pursue other interests.

Don has vast experience in building and managing start-up companies, managing public company compliance, and spent years managing floor operations on various stock exchanges. Mr. Steinberg has had a life-long career in international sales and marketing, with over 40 years of experience developing and running successful businesses. Using this breadth of experience, Don will provide guidance for the Company, and is actively involved in its future and growth.

On May 27, 2022, Mr. Hancock resigned as CEO, CFO, Board Member, and Chairman of the Board, at which time Mr. Steinberg was appointed the Chairman and sole member of the Board of Directors.

Corporate History

Majestic Oil & Gas, Inc. ("Company", "we", "our", or "MSVI") was formed on April 16, 2002 as a Nevada corporation and operated in the oil production business until the first quarter of 2017, when the Company acquired Bakken Acquisition & Holdings, Inc. to acquire its license to a patented product for the remediation of subterranean organic contamination.

On March 8, 2018, the Company amended its Articles of Incorporation to change its name from Majestic Oil & Gas, Inc. to Majestic Group Holdings, Inc.

On January 18, 2019, the Company amended its Articles of Incorporation to change its name from Majestic Group Holdings, Inc. to SecurCapital Holdings Corp.

On January 29, 2021, the Company amended its Articles of Incorporation to change its name from SecurCapital Holdings Corp. to Marijuana Strategic Ventures, Inc.

On January 17, 2019, the Company filed amended Articles of Incorporation with the Secretary of State of the State of Nevada to change its corporate name from Majestic Oil & Gas, Inc., to SecurCapital Holdings Corp., and to implement a reverse split of the Company's common stock at a ratio of 1:500. FINRA processed these actions with an effective date of April 29, 2019.

On March 10, 2019, our controlling shareholder, MJ Holdings, Inc., transferred 1,000,000 shares of the Company's Series A Preferred Stock to Arielle Tolchin. As each share of the Company's Series A Preferred Stock gives the holder the right to vote equivalent to 1,000 shares of the Company's common stock per share of Series A Preferred Stock held, Ms. Tolchin acquired 1,000,000,000 votes, representing approximately 98.4% of the Company's outstanding voting stock.

On January 17, 2019, the Company filed amended Articles of Incorporation with the Secretary of State of the State of Nevada to change its corporate name from Majestic Oil & Gas, Inc., to SecurCapital Holdings Corp., and to implement a reverse split of the Company's common stock at a ratio of 1:500. FINRA processed these actions with an effective date of April 29, 2019. On May 29, 2019, the Company's stock symbol was changed from MJOG to CQER.

On December 11, 2020, our sole director and controlling shareholder, Ms. Arielle Tolchin, resigned from her positions as Chief Executive Officer and as the Company's sole director. On the same date, Ms. Tolchin appointed James Hancock as Chief Executive Officer, president, secretary and treasurer, and sole director of the Company.

On January 4, 2021, 1,000,000 shares of Series A Preferred Stock held by Arielle Tolchin were transferred to two persons:

500,000 shares of the Company's Series A Preferred Stock were issued to Dianna Kaplan and another 500,000 shares of the Company's Series A Preferred Stock were issued to Blue Ridge Enterprises LLC, an entity controlled by Donald Steinberg. As each share of the Company's Series A Preferred Stock gives the holder the right to vote equivalent to 1,000 shares of the Company's common stock per share of Series A Preferred Stock held, Kaplan and Blue Ridge Enterprises each acquired 500,000,000 votes, representing approximately 49.17% of the Company's outstanding voting stock each.

On January 6, 2021, Daniel Witzel received 30,000 shares as compensation for \$16,000 in services pertaining to updating the corporate website.

On January 11, 2021, a financial consultant was issued 5,000,000 restricted common shares at a value of \$.03 as compensation for a consulting contract. The shares were deemed earned in full upon issuance.

On January 15, 2021, Arman Tabatabaei was appointed to the board of directors and was issued 1,200,000 shares valued at \$60,000 as compensation.

On January 25, 2021, the Company acquired all outstanding interests in MJOG and SecureCapital, Inc., a California corporation, in a related transaction from our CEO and CFO, James Hancock, for \$100.

On January 27, 2021, Blue Ridge Enterprises LLC received 5,000,000 common shares at \$.03 per share as compensation for a consulting agreement. On January 27, 2021, Donald Steinberg was appointed as a director of the Company.

On January 29, 2021, the Company filed amended Articles of Incorporation with the Secretary of State of the State of Nevada to change its corporate name from SecurCapital Holdings Corp. to Marijuana Strategic Ventures, Inc. On June 14, 2021, FINRA processed this name change and a change in the Company's stock symbol from CQER to MVSI with publication in the daily list on June 11, 2021 and an effective date of June 14, 2021.

On April 19, 2021, Kimberly Borsa was issued 19,239 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On June 16, 2021, Kimberly Borsa was issued 192,390 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On August 30, 2021, 600,000 common shares previously issued to Arman Tabatabaei for services rendered to the Company as director, were cancelled per settlement agreement. On September 29, 2021, Donna Richardson was issued 100,000 common shares pursuant to a subscription agreement.

On September 29, 2021, Robert and Donna Richardson were issued 100,000 common shares pursuant to a subscription agreement.

On October 5, 2021, Robert Richardson received 125,000 common shares at \$.20 per share as compensation per consulting agreement.

On October 19, 2021, Jeramy and Marilyn Virgin were issued 100,000 common shares pursuant to a subscription agreement.

On December 8, 2021, James Hancock received 2,186,250 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On May 27, 2022, James Hancock resigned as CEO, CFO, Board Member, and Chairman of the Board, at which time he was appointed COO, Kimberly Carlson was appointed CEO and CFO, and Donald Steinberg was appointed Chairman and sole member of the Board of Directors.

On May 9, 2023, the Company filed a second certificate of amended to the designations, preferences, and rights of the Company's series A preferred stock, the amendment being the series A preferred stock is now convertible into common stock at a one-for-one basis.

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 interim unaudited financial information. Accordingly, they do not

include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. 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. Notes to the financial statements which would substantially duplicate the disclosures contained in the annual financial statements for the most recent fiscal period, as reported in the Annual Report, have been omitted.

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 September 30, 2023, the Company held intangible assets, net of amortization, in the amount of \$2,982. The Company held intangible assets, net of amortization, in the amount of \$4,156 as of December 31, 2022. The intangible assets consist of a logo, two websites developed by the Company during 2022, to be used for advertising and marketing purposes, as well as a couple of trademarks developed during the opening quarter of 2023.

NOTE 5 – PREFERRED STOCK

Effective October 5, 2016, the Company filed an amendment to its articles of incorporation with the Nevada Secretary of State to authorize the designation and issuance of 10,000,000 shares of preferred stock. The Board of Directors is authorized to divide the 10,000,000 shares of preferred stock from time to time into one or more series, and to determine or change by resolution for each such series its designation, the number of shares of such series, the powers, preferences and rights and the qualifications, limitations or restrictions for the shares of such series. The resolution or resolutions of the Board of Directors providing for the division of such preferred stock into series may include the provisions relating to the number of shares in each class or series, voting rights, dividend rights, redemption rights, dissolution rights, conversion rights and any other provisions regarding the powers, preferences and rights, and the qualifications, limitations or restrictions, for each such series which are not inconsistent with applicable law.

Effective October 26, 2016, the Company filed a certificate of designation with the Nevada Secretary of State to create a class of preferred shares named Series A Preferred Stock, with 1,000,000 shares authorized at \$0.001 par value per share and setting forth its

respective rights, preferences and limitations. The holders of Series A Preferred Stock may at their option convert the shares of Series A Preferred Stock into shares of common stock on a one for one basis. Each holder of shares of Series A Preferred Stock shall be entitled to cast the equivalent of 1,000 common stock votes for each Series A Preferred Stock held of record. The Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one. The Corporation may redeem the Series A Preferred Stock by providing a five day notice to the holder of the Series A Preferred Shares and then redeem such Series A Preferred Shares at a redemption price of \$0.001.

The Series A Preferred Stock was amended on June 5, 2018 via an amended certificate of designation filed with the Nevada Secretary of State. This amended designation established that the Series A Preferred Stock was convertible into 1,000 shares of common stock per share of Series A Preferred Stock converted, and that each holder of shares of Series A Preferred Stock shall be entitled to cast the equivalent of 1,000 common stock votes for each Series A Preferred Stock held of record.

On May 9, 2023, the Company filed a second certificate of amended to the designations, preferences, and rights of the Company's series A preferred stock, the amendment being the series A preferred stock is now convertible into common stock at a one-for-one basis.

Effective June 6, 2018 the Company filed a certificate of designation with the Nevada Secretary of State establishing a class of preferred stock named the Series B Preferred Stock, with 2,000,000 shares authorized at \$0.001 par value per share and setting forth its respective rights, preferences and limitations.

The holder of the Series B Preferred Stock shall at their option convert the shares of Series B Preferred Stock into shares of common stock on a one for one hundred fifty basis. The Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one.

Holder of outstanding shares of Series B Preferred Stock have no voting rights with common shareholders for each Series B Preferred Stock held of record.

Effective June 6, 2018, the Company filed a certificate of designation with the Nevada Secretary of State establishing a class of preferred stock named the Series C Preferred Stock, with 2,000,000 shares authorized at \$0.001 par value per share and setting forth its respective rights, preferences and limitations.

The holder of the Series C Preferred Stock shall at their option convert the shares of Series C Preferred Stock into shares of common stock on a one for two hundred fifty basis. The Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the conversion rate of one to one.

Holder of outstanding shares of Series C Preferred Stock have no voting rights with common shareholders for each Series C Preferred Stock held of record.

NOTE 6 – EQUITY TRANSACTIONS

On January 4, 2021, 1,000,000 shares of Series A Preferred Stock held by Arielle Tolchin were transferred to two persons:

500,000 shares of the Company's Series A Preferred Stock were issued to Dianna Kaplan and another 500,000 shares of the Company's Series A Preferred Stock were issued to Blue Ridge Enterprises LLC, an entity controlled by Donald Steinberg. As each share of the Company's Series A Preferred Stock gives the holder the right to vote equivalent to 1,000 shares of the Company's common stock per share of Series A Preferred Stock held, Kaplan and Blue Ridge Enterprises each acquired 500,000,000 votes, representing approximately 49.17% of the Company's outstanding voting stock each.

On January 6, 2021, Daniel Witzel received 30,000 shares as compensation for \$16,000 in services pertaining to updating the corporate website.

On January 11, 2021, a financial consultant was issued 5,000,000 restricted common shares at a value of \$.03 as compensation for a consulting contract. The shares were deemed earned in full upon issuance.

On January 15, 2021, Arman Tabatabaei was appointed to the board of directors and was issued 1,200,000 shares valued at \$60,000 as compensation.

On January 25, 2021, the Company acquired all outstanding interests in MJOG and SecureCapital, Inc., a California corporation, in a related transaction from our CEO and CFO, James Hancock, for \$100.

On January 27, 2021, Blue Ridge Enterprises LLC received 5,000,000 common shares at \$.03 per share as compensation for a consulting agreement. On January 27, 2021, Donald Steinberg was appointed as a director of the Company.

On January 29, 2021, the Company filed amended Articles of Incorporation with the Secretary of State of the State of Nevada to change its corporate name from SecurCapital Holdings Corp. to Marijuana Strategic Ventures, Inc. On June 14, 2021, FINRA processed this name change and a change in the Company's stock symbol from CQER to MVSI with publication in the daily list on June 11, 2021 and an effective date of June 14, 2021.

On April 19, 2021, Kimberly Borsa was issued 19,239 common shares for consulting services rendered to the Company pursuant to a service agreement.

On June 16, 2021, Kimberly Borsa was issued 192,390 common shares for stock purchase agreement.

On August 30, 2021, 600,000 common shares previously issued to Arman Tabatabaei for services rendered to the Company as director, were cancelled per settlement agreement.

On September 29, 2021, Donna Richardson was issued 100,000 common shares pursuant to a subscription agreement.

On September 29, 2021, Robert and Donna Richardson were issued 100,000 common shares pursuant to a subscription agreement.

On October 5, 2021, Robert Richardson received 125,000 common shares at \$.20 per share as compensation per consulting agreement.

On October 19, 2021, Jeramy and Marilyn Virgin were issued 100,000 common shares pursuant to a subscription agreement.

On December 8, 2021, James Hancock received 2,186,250 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On February 7, 2022, the Company entered into a Consulting Agreement with Iconic Investors Relations granting 75,000 common shares to John Grosso, and 75,000 common shares to Cory Bataan in exchange for their services.

On March 2, 2022, the Company entered into a Consulting Agreement with Robert Richardson granting 125,000 common shares to Mr. Richardson in exchange for his services.

On March 2, 2022, the Company entered into a Board Resolution, granting Donald Steinberg 500,000 preferred shares, as compensation for his services to the Company.

On May 9, 2022, Dianna Kaplan was committed 1,093,125 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On July 12, 2022, the Company issued 1,093,125 common shares previously committed to Dianna Kaplan in exchange for a debt conversion of previously held convertible debt on May 9, 2022.

On July 16, 2022, the Company entered into an agreement with Bruce Perlowin, to issue Mr. Perlowin 500,000 shares of common stock in exchange for his agreement to sell the domain "mushroominc.com" to MSVI.

The Preferred Shares previously held by Donald Steinberg and Blue Ridge Enterprises were transferred to Earth Onyx LLC in the amounts of 500,000 and 500,000 on July 25, 2022 and July 26, 2022, respectively.

On August 16, 2022, the Company issued 727,584 common shares at \$.0007 per share as compensation for conversion of convertible debt.

On November 30, 2022, the Company issued Gregory P. Bush 250,000 common shares, as compensation for his technical, marketing, and business consulting services to the Company. The shares were measured at \$0.03 per share, the fair market value of the shares as of the date of issuance.

On January 10, 2023, the Company issued 1 million common shares to Nicole Fey at \$0.025 per share Stock Purchase Agreement dated January 10, 2023. The Company received \$25,000 in total for this sale of its common stock.

On March 22, 2023, the Company issued 69,037 common shares to John Grosso, and 69,037 common shares to Cory Bataan in exchange for their investor relations services. The shares were measured at \$0.0235 per share, the fair market value of the shares as of the date of issuance.

On March 23, 2023, the Company issued 200,000 common shares to Richard Hawkins in exchange for consulting services. The shares were measured at \$0.0235 per share, the fair market value of the shares as of the date of issuance.

On June 3, 2023, the Company committed 250,000 common shares valued at \$0.25 per share to Dr. Hyder Ali Khoja per Consulting Agreement dated June 3, 2023.

On June 3, 2023, the Company committed 250,000 common shares valued at \$0.25 per share to David Flores per Consulting Agreement dated June 3, 2023.

On July 7, 2023, the Company issued the 250,000 shares of common stock previously committed to Dr. Hyder Ali Khoja.

On July 7, 2023, the Company issued the 250,000 shares of common stock previously committed to David Flores.

On September 8, 2023, the Company issued SRFL.LTD 250,000 shares of common stock in exchange for \$7,500 per Share Purchase Agreement signed and dated August 9, 2023. The funds were received by the Company on August 15, 2023.

On September 8, 2023, the Company issued Nicole Fey 250,000 shares of common stock in exchange for \$7,500 per Share Purchase Agreement signed and dated September 8, 2023. The funds were received by the Company on August 24, 2023.

On September 8, 2023, the Company issued Maqsd Suriev 200,000 shares of common stock valued at \$0.25 per share per Consulting Agreement signed and dated August 25, 2023.

On September 11, 2023, the Company issued Alicia Fantozzi 250,000 shares of common stock valued at \$0.25 per share per Consulting Agreement signed and dated August 25, 2023.

NOTE 7 – 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 8 – 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:

None noted.