Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Herborium Group, Inc.

Nevada Corporation
One Bridge Plaza, Fort Lee NJ 07024

www.herborium.com
www.acnease.com
SIC: 541714
Dragnes@Hrborium.com
InvestorsRelations@Heborium.com

Annual Report
For the Period Ending: 11/30/2019
(the "Reporting Period")

As of Current Reporting Period Date of November 30, 2019 the number of shares outstanding of our Common Stock was: 6,476,013,322

As of August 31, 2019 the number of shares outstanding of our Common Stock was:
6,476,013,322

As of [Most Recent Completed Fiscal Year ofNovember 30, 2019 the number of shares outstanding of our Common Stock was: 6,476,013,322

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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[1] "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 of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Pacific Megatron International Corporation changed into Herborium Group, inc. on November 30, 2006

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): Incorporated and active Nevada Corporation since September 2006

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol:	HBRM
Exact title and class of securities outstanding:	Common Stock
CUSIP:	42703A 208
Par or stated value:	$0.001
Total shares authorized:	10,000,000,000 as of date: 11/30/2019
Total shares outstanding:	6,476,013,322 as of date: 11/30/2019
Number of shares in the Public Float[2]:	6,473,256,046 as of date: 11/30/2019
Total number of shareholders of record:	600 as of date: 11/30/2019

All additional class(es) of publicly traded securities (if any):

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

Transfer Agent

Name: Colonial Stock Transfer
Phone: 801-355=5740
Email: Dan@Colonialstock.com

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Is the Transfer Agent registered under the Exchange Act?[3] Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:
NONE

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

NONE

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Date 11/30.20018 Common: 6,476,013,322 Preferred: 4000			*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 (entities must have individual with voting / investment control disclosed).**	**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.**
February 18,2018	New Issuance	828,020, 600	Common Stock	10,000.	yes	Green Tree Capital, Florida	Debt Conversion	Unrestricted	Exempt
March 13, 2018	New Issuance	400,000.0 00	Common Stock	10,000	yes	L&H LLC California	Debt Conversion	Unrestricted	Exempt
Shares Outstanding on Date of This Report:11/30/2019									

[3] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Ending Balance Ending Balance: 6, 6,476,013,322 Date 11/30/2019______ Common: ______ 6, 6,476,013,322 Preferred: 4000	

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

N/A

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities..

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
02/21/2008	15,000.00	25,000.00	0.00	03/10/2009	Any Tie After 6 month; $0.025	NY Neurological Associates	Loan
02/28/2008	15,000.00	25,000.00	0.00	02/28/2010	Any Time After 6 month; $0.025	Joseph E. Rowan	Loan
02/25/2008	8,000.00	12,500.00	0.00	03/20/2009	Any Tie After 6 month; $0.025	Wyatt R Schaffner	Loan
02/25/2008	8.000.00	12,500.00	0.00	03/04/2009	Any Tie After 6 month; $0.025	John V. Schaffner	Loan
02/19/2008	120.000.00	120,000.00	0.00	03/04/2009/	Any Tie After 6 month; $0.025	Schaffner Family Foundation	Loan
02/15/2015	96,500.00	96,500.00	0.00	02/15/2016	Any Tie After 6 month; $0.010	Tad Kondatowicz	Loan
03/20/2015	7,500.00	7,500.00	0.00	03/20/2017	Any Tie After 6 month; $0.025	Richard Parsuad	Loan
06/200804/2008	20,000.00	20,000.00	0.00	03/05/2009	Any Tie After 6 month; $0.025	Michael G. George PP	Loan

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

N/A

4) Financial Statements

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

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[4]:

Name:	**Dr. Agnes P. Olszewski**
Title:	CEO
Relationship to Issuer:	Management

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Changes in Shareholders' Equity
G. Financial notes
H. Legal Opinion

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

Financial Statements For Annual Report for a Period ending November 30, 2019 are published on ORCIQ on March 6th , 2020 under the title: Consolidated Financial Statements for Year Ending 11/30/ 2019

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

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

Herborium Group, Inc. is a developer, licensor and marketer of herbal ingredient-based medicines and wellness products poised to take advantage of the sustained shift in the healthcare industry. The Company's business model is designed to capitalize on a global $500 Billion natural medicines and wellness market opportunities spearheaded by regulatory, market, and technological trends. A unique blend of management expertise, a proprietary portfolio of Botanical Therapeutics®, and proven market development strategies, position Herborium ideally to take advantage of this rapidly growing market sector located between high-cost, high-risk, ethical pharmaceuticals and commoditized classic nutraceuticals. This exponentially growing global market is supported by recent changes in FDA's regulatory approach (FDA 2004 and 2016 Guidance For Industry Botanic Drugs Products), and driven by the erosion of consumer trust related to safety problems associated with ethical pharmaceuticals such as Fosamax, Avandia, Vioxx, HRT and Fen-Fen and non-standardized and often poorly tested classic supplements . Growing healthcare and wellness economic challenges serve as an additional driver for this new rising market sector as botanical therapeutics and botanical drugs and wellness products can be developed faster and less expensively than traditional pharmaceuticals, yet still provide proven efficacy and safety often lacking by non-regulated supplements . Over the past years Herborium has been fine-tuning its business model based on the development and strengthening of the following core competencies:

- Development of a strong pipeline based upon identifying botanical-based treatment and wellness candidates, validated by standard Western medical efficacy and safety data and supported unsatisfied market needs
- Navigation and exploitation of the changing worldwide regulatory environment
- Implementation of world-class and innovative marketing programs including brand building efforts with initial revenues generated with minimal resources.

These core competencies represent the source of the Company's sustainable competitive advantage. They are underpinned by access to a team of Western-trained clinical researchers with a proven track record of medicinal and wellness products development and testing, more than 30 years of experience in qualifying regulatory expertise in the USA and Europe, experts in strategic marketing and global business development i and solid strategy to access the top, novel botanical formulations and R&D know-how.
Unlike other high risk healthcare and wellness start-ups based on new technology or product concepts, Herborium brings the advantage of a new approach to risk mitigation based on prescreening and qualification of product candidates, providing initial clinical validation with an active marketing strategy that has been optimized through years of development.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

N/A

C. Describe the issuers' principal products or services, and their markets

Herborium Group, Inc., a Botanical Therapeutics® company, develops, licenses, and markets proprietary, botanical based medicinal products to consumers and healthcare professionals. The Company's business model focuses on emerging market opportunities led by the growth of a new market sector located between high-cost, high-risk, ethical pharmaceuticals and commoditized classic nutraceuticals (supplements). The Company uses clinical validation and a proactive regulatory strategy based on the FDA Guidance for Industry: Botanical Drug Products (FDA Guidance 2004 and 2016) to establish and maintain a differential advantage. The Company's flagship product is AcnEase®, a proprietary, all-natural product that improves conditions associated with acne and Rosacea which affects over 140 million people in the USA, Canada and EU alone. The Company also developed a pipeline of products in the following areas: Male and Female Sexual Health and select sexual disorders resulting from cardiovascular disease, use of anti-depressants, surgical procedures, and other problems. This sector represents over $1.5 billion market potential as estimated by USA Today, Sexual Health Issue: "Healthy Relationships". Natural sexual enhancement market is expected to grow to over $3 billion by 2020 as consumers opt for healthy life style improvement options.. The Company also developed a unique product for

healthy management of once energy levels with a special focus on depletion of energy due to competitive sports, high-level stress as well as other conditions that are physically and psychologically demanding on a long-term or temporary basis.
To take advantage of this Global Opportunity Herborium, while building brand recognition in the US, concurrently established a foothold in Europe where it partnered with The HUT Group (THG) . THG is a global leader in health, beauty, fitness and lifestyle, and is home to some of the world's best brands and 2018 revenues of £916m. THG operates over 100 international websites selling consumer goods direct to consumer through its proprietary e-commerce platform. Joint development plan calls to double Herborium AcnEase sales by THG during next 12 months.
Presently approximately 35%-40% of sales of AcnEase sales is coming from the UK and EU. Further investment in infrastructure and marketing can provide for exponential growth in these markets especially since to date AcnEase has been featured in UK medical journals including: The New Generalist and Dermatology, In French Cosmopolitan Magazine (3 times) and by number of top European Influencers on You-Tube, Facebook and other Social Media. .

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Herborium uses contract manufacturing to produce its products in the USA. All facilities and labs are FDA compliant Herborium owns the formulations and tests as well as all trademarks and tradenames and intellectual content for its products but does not own the manufacturing facilities a nor any office facilities.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Agnes P. Olszewski	Officer/Director	Passaic/New Jersey	1,570,295 2, 400	Common/restricted Preferred A	0.25% 66.7%	Under 5%
James P. Gilligan	Officer/Director	Melville/New Jersey	1,042,559	Common/restricted	0.20%	Under 5%

			1,600	Preferred A	33.3%	

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

2. 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, or banking activities;

NONE

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

NONE

4. The entry 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

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 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

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Eric P. Littman
Firm: Eric P. Littman , PA
Address 1: 7695 SW 104th Street, Suite 210
Address 2: Miami, Fl. 33156
Phone: 305.663.3333
Email: littmanlaw@gmail,com

Accountant or Auditor

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

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

10) Issuer Certification for Reporting Period Ending as of November 30, 2019

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).

The certifications shall follow the format below:

I, Dr. Agnes P. Olszewski certify that:

1. I have reviewed this Annual Disclosure Statement of Herborium Group, 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.

03/06/2020

Dr. Agnes P. Olszewski [CEO *Digital Signature)*

s. Dr. Agnes P. Olszewski

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

Principal Financial Officer:

I, Agnes P. Olszewski (CFO)
certify that:

1. I have reviewed this Annual Disclosure Statement of Herborium Group, 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.

03/06/2020

Dr. Agnes P. Olszewski [CFO's *Digital Signature*]

s. Dr. Agnes P. Olszewski