

ISSUER INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO RULE 15c2-11

SECURITIES EXCHANGE ACT OF 1934

M LINE HOLDINGS, INC.

DATED: February 6, 2019,

CUSIP NUMBER: 55313 Q 108

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF M LINE HOLDINGS, INC. ("COMPANY") IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT. INFORMATION AND DISCLOSURE STATEMENT

All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.

## OTC Pink Basic Disclosure Guidelines

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

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

M Line Holdings, Inc.

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address 1: PO Box 1678

Address 2: Costa Mesa, CA 92628

Address 3: \_\_\_\_\_

Phone: 7143361228

Email: tony@mlineholdings

Website(s): \_\_\_\_\_

#### IR Contact

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Website(s): \_\_\_\_\_

### 3) Security Information

Trading Symbol: MLHC

Exact title and class of securities outstanding: Common Shares

CUSIP: 55313 Q 108

Par or Stated Value: 0.001

Total shares authorized: 9,000,000,000 as of: December 31, 2018

Total shares outstanding: 4,417,952,562 as of: December 31, 2018

Total Shares Outstanding 5,292,659,606 as of: February 6, 2019

Additional class of securities (if necessary):

Trading Symbol: MLHC

Exact title and class of securities outstanding: Preferred A and B

CUSIP: 55313 Q 108

Par or Stated Value: 0.001

Total shares authorized and Outstanding:

<u>200,000 Preferred "A"</u>	as of: <u>February 6, 2019</u>
<u>10,000,000 Preferred "B"</u>	as of: <u>February 6, 2019</u>
<u>1,000 Preferred "C"</u>	as of: <u>February 6, 2019</u>
<u>1,000 Preferred "E"</u>	as of: <u>February 6, 2019</u>
<u>1,000 Preferred "G"</u>	as of: <u>February 6, 2019</u>
<u>1,000 Preferred "I"</u>	as of: <u>February 6, 2019</u>
<u>100 Preferred "J"</u>	as of: <u>February 6, 2019</u>
<u>1,000 Preferred K</u>	as of: <u>February 6, 2019</u>

Transfer Agent

Name: Transfer Online, Inc.

Address 1: 512 SE Salmon Street

Address 2: Portland OR 97214

Address 3:

Phone: 503-227-2950

Is the Transfer Agent registered under the Exchange Act?\*      Yes X   No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

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

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

December 19, 2017, 240,218,182 shares of common stock issued to Iconic Holdings, Inc. (Debt conversion)

January 5, 2018, 264,230,056 shares of common stock issued to Iconic Holdings, Inc. (Debt conversion)

August 10, 2018, 95,000,000 shares of common stock issued to Anthony Anish in lieu of salaries

August 30, 2018, 290,618,182 shares of common stock issued to Iconic Holdings, Inc. (Debt conversion)

October 16, 2018, 289,520,600 shares of common stock issued to Tarpon Bay Partners, LLC (Debt conversion)

November 7, 2018, 358,472,727 shares of common stock issued to Iconic Holdings, Inc. (Debt conversion)

December 12, 2018 42,057,232 shares of common stock issued to Tarpon Bay Partners, LLC (Debt conversion)

December 18, 2018, 2,500,000 shares of common stock for the acquisition of Dimension Beverage Branding, LLC

December 20, 2018 140,000,000 shares of common stock issued to Stonebridge Capital Partners, Ltd. (Debt Conversion)

B. Any jurisdictions where the offering was registered or qualified;

Nevada

C. The number of shares offered;

none

D. The number of shares sold;

None

E. The price at which the shares were offered, and the amount actually paid to the issuer;

0.001

F. The trading status of the shares; and

Common Shares can be traded

Preferential Shares Restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes,

Preferential C, E, G, I, J and K

## 5) Financial Statements

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

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service 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 reports separately as described in part (ii) 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 otcq.com in the field below.

## **Annual Report for the Quarter Ended 12.31.2018**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

### **6) Describe the Issuer's Business, Products and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The company is a Holding Company with subsidiaries in the Beverage branding and distribution business and in the food and beverage distribution business. It also has a subsidiary in the cannabis industry and a financial services business.

B. Date and State (or Jurisdiction) of Incorporation:

09/24/1997, Nevada

C. the issuer's primary and secondary SIC Codes;

2080

D. the issuer's fiscal year end date;

June 30

E. principal products or services, and their markets;

Beverage Branding and Distribution, Food and Beverage Distribution and Financial Services to Business

### **7) Describe the 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.

Currently the company operates out of a virtual office. As acquisitions are completed new facilities will be leased.

### **8) 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 shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial

owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Anthony L. Anish, CEO and Director

George Colin, Director

Jitu Banker, CFO and Director

Owners of more than 5% as of February 6, 2019

None

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations Consultant

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**10) Issuer Certification**

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, Anthony L. Anish and Jitu Banker certify that:

1. They have reviewed this quarterly disclosure statement of M Line Holdings, Inc.;
2. Based on our 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 our 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.

February 6, 2019

"/s/ Anthony L. Anish" CEO

"/s/ Jitu Banker" CFO