

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

REAL BRANDS, INC.



A Nevada Corporation

11 Royal Rd
Brookline, MA 02445

617-803-0004

www.realbrandsusa.com

info@realbrandsusa.com

SIC Code: 2090

**Quarterly Report
For the Period Ending: June 30, 2021
(the "Reporting Period")**

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 2,619,427,364

As of March 31, 2021, the number of shares outstanding of our Common Stock was: 2,488,222,718

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 2,358,780,396

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: (Double-click and select "Default Value" to check)

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

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.

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.

Real Brands, Inc.

We are a company incorporated under the laws of the state of Nevada on November 6, 1992. The Company was formed under the name Mercury Software. From 1997 to 2005 the Company changed its name several times. On October 10, 2005, the Company changed its name to Global Beverage Solutions, Inc. and began trading on the OTC Bulletin Board under the symbol GBVS.OB.

On October 22, 2013, we changed the name of the Company to Real Brands, Inc. ("Real Brands"). The Financial Industry Regulatory Authority ("FINRA") approved Real Brands' corporate actions regarding its name change and its new stock symbol request and approved Real Brands' 150:1 Reverse Stock Split. The new symbol was designated as GBVSD. On November 19, 2013, the ticker symbol changed to RLBD.

On October 22, 2020, pursuant to the Merger Agreement with Canadian American Standard Hemp Inc. ("CASH"), and in exchange for all 34,420,300 issued and outstanding shares of CASH, the Company agreed to issue a total of 2,291,869,800 shares of its common stock to the shareholders of CASH.

The address of the issuer's principal executive office: **12 Humbert St., North Providence, RI 02911**

The address(es) of the issuer's principal place of business: **12 Humbert St., North Providence, RI 02911**

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

Yes: No:

2) Security Information

Trading Symbol: RLBD

Exact title and class of securities outstanding: Common Stock and Series A Preferred Stock

CUSIP: 75584Q108

Par or Stated Value: \$0.001 Common Stock and Series A Preferred Stock

Total shares authorized: 3,998,000,000 Common Stock and 2,000,000 Series A Preferred Stock as of: June 30, 2021

Total shares outstanding: 2,619,427,364 Common Stock and 1,000,000 Series A Preferred Stock as of: June 30, 2021

Number of shares in the Public Float: 65,713,806 Common Stock as of: June 30, 2021

Total number of shareholders of record: 562 as of: June 30, 2021

On October 22, 2020, pursuant to the Merger Agreement with CASH, and in exchange for all 34,420,300 issued and outstanding shares of CASH, the Company agreed to issue total of 2,291,869,800 shares of its common stock to the shareholders of CASH. During the year ended December 31, 2020, the Company issued 2,127,190,401 shares of its common stock in connection with a reverse merger and 164,679,399 shares were issued in 2021.

On August 26, 2020, the majority of the shareholders and the Board approved an increase in the authorized Common Stock by 3,500,000,000 to 3,998,000,000.

On April 1, 2020, the Company increased the number of common stock options to 50,000,000. The Company's board is planning on increasing the number of common stock options in 2021.

On March 8, 2019, the majority of the shareholders and the Board approved an increase in the authorized Common Stock by 300,000,000 to 498,000,000. A stock option plan was also adopted whereby 30,000,000 common stock shares were authorized for the stock options plan. 18,000,000 stock options were issued to the current management team.

On August 2, 2017, the majority of the shareholders and the Board approved an increase in the authorized Common Stock by 100,000,000 to 198,000,000.

On June 18, 2015, the majority of the shareholders and the Board approved an increase in the authorized Common Stock by 60,000,000 to 98,000,000.

Series A Preferred Stock has “super voting rights” of 100 votes per share. Effective October 22, 2013 a 150:1 reverse split, pursuant to which 150 shares of the corporation’s stock outstanding immediately prior to the time of the amendment were converted into one share of fully paid and non-assessable Common Stock or Series A Preferred Stock of the Company. No fractional shares were be issued in connection with reverse stock split; instead, fractional shares were rounded up to the next highest whole number.

⁶“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.

Transfer Agent

Name: Securities Transfer Corporation (Jason Freeman)

Address 1: 2591 Dallas Parkway

Address 2: Suite 380

Address 3: Plano, TX 75093

Phone: 469-633-0101 ext. 103

Is the Transfer Agent registered under the Exchange Act?* Yes: 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:

All of the issued shares of stock listed under item 4 below are “restricted” within the meaning of SEC Rule 144 or Rule 3(a)(10).

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

In the last 10 years there have been no trading suspension orders issued by the SEC.

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

On October 22, 2020, the majority of the shareholders of the Company, by written consent, agreed to a merger with CASH Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of the Company, and Canadian American Standard Hemp Inc., a Delaware corporation (“CASH”), whereby the Company acquired all of the outstanding shares of CASH and merge it with and into CASH Acquisition Corp. As a result of this merger CASH shareholders owned, in aggregate, 90% of the outstanding shares of common stock of the Company on a fully diluted basis. CASH received approximately 2,357,310,086 shares of common stock post-merger. Certain holders of CASH stock options will also receive 101,369,863 common share stock options once the board approves an increase to the stock option plan.

The Company is planning a reverse stock split within the next couple of months.

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:

| Number of Shares outstanding as of <u>1-Jan-19</u> | | | | | | | | | |
|---|---|--|---------------------|---|--|--|---|---|---------------------------------|
| Opening Balance: Common: 126,095,313 Preferred: 500,000 | | | | | | | | | |
| 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 (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| 1/7/2019 | New issuance | 200,000 | Common Stock | 0.05 | No | Jeffrey Russell | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 6,300,000 | Common Stock | 0.0427 | No | Milton Management/ Isaac Winehouse | Loan Exchange | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 5,100,000 | Common Stock | 0.01 | Yes | Rodney Hamilton Trust/Rodney Hamilton | Trademark | Restricted | Rule 144k -Issued with Legend |
| 1/15/2019 | New issuance | 200,000 | Common Stock | 0.05 | No | Robert Gordon | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 500,000 | Common Stock | 0.01 | No | Raffaele Marcelo | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 100,000 | Common Stock | 0.05 | No | John Erickson | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 350,000 | Common Stock | 0.05 | No | Kevin Gaul | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 250,000 | Common Stock | 0.05 | No | Linda Simon | Investment | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 350,000 | Common Stock | 0.05 | No | Kevin Gaul | Investment | Restricted | Rule 144k -Issued with Legend |

| | | | | | | | | | |
|--|--|-----------|--------------|---------|----|--|-----------------|------------|-------------------------------|
| 1/17/2019 | New issuance | 200,000 | Common Stock | 0.05 | No | George Mastrodonato | Investment | Restricted | Rule 144k -Issued with Legend |
| 1/25/2019 | New issuance | 200,000 | Common Stock | 0.05 | No | Nicholas Alberini | Investment | Restricted | Rule 144k -Issued with Legend |
| 1/31/2019 | New issuance | 100,000 | Common Stock | 0.05 | No | Richard Conlon | Investment | Restricted | Rule 144k -Issued with Legend |
| 2/8/2019 | New issuance | 200,000 | Common Stock | 0.05 | No | Fred Chazanoff | Investment | Restricted | Rule 144k -Issued with Legend |
| 2/15/2019 | New issuance | 300,000 | Common Stock | 0.05 | No | Kevin Gaul | Investment | Restricted | Rule 144k -Issued with Legend |
| 2/21/2019 | New issuance | 100,000 | Common Stock | 0.05 | No | Mario Pieromonaco | Investment | Restricted | Rule 144k -Issued with Legend |
| 2/28/2019 | New issuance | 1,000,000 | Common Stock | 0.05 | No | Victor Buccellato | Investment | Restricted | Rule 144k -Issued with Legend |
| 2/28/2019 | New issuance | 1,000,000 | Common Stock | 0.05 | No | Hetal Patel | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/11/2019 | New issuance | 1,000,000 | Common Stock | 0.05 | No | Scott Piercy | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/18/2019 | New issuance | 100,000 | Common Stock | 0.05 | No | Peter Demtchencko | Investment | Restricted | Rule 144k -Issued with Legend |
| 1/7/2019 | New issuance | 1,000,000 | Common Stock | 0.07408 | No | Barcelona Capital Partners/James Clavijo | Consulting | Restricted | Rule 144k -Issued with Legend |
| 3/7/2019 | New issuance | 1,000,000 | Common Stock | 0.1 | No | Joseph Griffin | Loan Conversion | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 1,000,000 | Common Stock | 0.0895 | No | Scott Piercy | Consulting | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 2,000,000 | Common Stock | 0.0895 | No | Scott Piercy | Consulting | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 1,000,000 | Common Stock | 0.0895 | No | Victor Buccellato | Consulting | Restricted | Rule 144k -Issued with Legend |
| 4/11/2019 | New issuance | 1,000,000 | Common Stock | 0.0895 | No | Hetal Patel | Consulting | Restricted | Rule 144k -Issued with Legend |
| 12/30/2019 | New issuance | 2,119,842 | Common Stock | 0.02 | No | Joseph Griffin | Loan Conversion | Restricted | Rule 144k -Issued with Legend |
| Shares outstanding on: 31-Dec-19 | <u>Ending Balance:</u> Common: 152,765,155 Preferred: 1,000,000 ¹ | | | | | | | | |

| Shares outstanding on: <u>31-Mar-20</u> | Ending Balance: | | | | | | | | |
|--|--|-----------|--------------|--------|-----|---------------------------------------|-----------------|------------|-------------------------------|
| | Common: 152,765,155 Preferred: 1,000,000 ¹ | | | | | | | | |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.05 | No | Justin Kreidt | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,000,000 | Common Stock | 0.0427 | No | Fred Chaznoff | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.01 | Yes | Matthew Gesser | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,000,000 | Common Stock | 0.05 | No | David Gaesser | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Ian M. Davis | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 2,000,000 | Common Stock | 0.05 | No | Weston L. Reynolds | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,500,000 | Common Stock | 0.05 | No | Kevin Gaul | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.05 | No | Dana Michaud | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,000,000 | Common Stock | 0.05 | No | Victor Buccellato | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,000,000 | Common Stock | 0.05 | No | Hetal Patel | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | William Hernandez | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 400,000 | Common Stock | 0.05 | No | Nicolas Kinchen | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Lynnette & Wayne Malone | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 321,699 | Common Stock | 0.05 | No | Steven Santandrea | Loan Conversion | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Dana Michaud | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 1,701,680 | Common Stock | 0.05 | No | Elliott Partners, Inc. / Joe Septimus | Loan Conversion | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | BhupenDrakumar Patel | Investment | Restricted | Rule 144k -Issued with Legend |

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| 6/11/2020 | New issuance | 440,000 | Common Stock | 0.05 | No | Christina Fiordeliso | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 50,000 | Common Stock | 0.05 | No | Phillip Sante Butch | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 150,000 | Common Stock | 0.05 | No | Anthony Butch | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Samuel J. Ognirente | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Ritesh Pandya | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Samip Patel | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 300,000 | Common Stock | 0.05 | No | Vishal Patel | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Bharat Sharma | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Vikram Rao | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Christina Fiordeliso | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Walter Studer | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 20,000 | Common Stock | 0.05 | No | Samuel J. Ognirente | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | James R. Miller | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.05 | No | R. Joseph Varieur | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 150,000 | Common Stock | 0.05 | No | Nicolas Kinchen | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Phillip Sante Butch | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Peter Demtschenko | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Kevin Gaul | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 500,000 | Common Stock | 0.05 | No | Andrew Landry | Investment | Restricted | Rule 144k -Issued |

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| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Brian Cairns | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | John Decola | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 200,000 | Common Stock | 0.05 | No | Justin Kreidt | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 2,000,000 | Common Stock | 0.05 | No | Jonathan Fields | Trademarks | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 140,000 | Common Stock | 0.05 | No | James Ehlers | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 600,000 | Common Stock | 0.05 | No | Josh Kessler | Loans | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 100,000 | Common Stock | 0.05 | No | Steven Santandrea | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 250,000 | Common Stock | 0.05 | No | Scott Crow | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 250,000 | Common Stock | 0.05 | No | Scott Crow | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/11/2020 | New issuance | 33,333 | Common Stock | 0.05 | No | Karen Poller | Investment | Restricted | Rule 144k -Issued with Legend |
| Shares outstanding on: <u>June 30, 2020 and September 30, 2020</u> | <u>Ending Balance:</u> Common: <u>164,671,867</u> ³ Preferred: <u>1,000,000</u> ¹ | | | | | | | | |
| 9/9/2020 | New issuance | 2,080,000 | Common Stock | 0.01 | No | Josh Kessler | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 100,000 | Common Stock | 0.01 | No | Christopher J Watson | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 3,500,000 | Common Stock | 0.01 | No | Barcelona Capital Partners/James Clavijo | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 3,500,000 | Common Stock | 0.01 | No | Nicolas Kinchen | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 5,000,000 | Common Stock | 0.01 | No | Edward Schwartz | Investment | Restricted | Rule 144k -Issued with Legend |

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| 9/9/2020 | New issuance | 6,500,000 | Common Stock | 0.01 | No | Eagle Equities, LLC | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 6,738,128 | Common Stock | 0.01 | No | Regal Consulting LLC | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 6,000,000 | Common Stock | 0.01 | No | Regal Consulting LLC | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 1,000,000 | Common Stock | 0.01 | No | David High | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Peter Demtschenko | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Steven Santandrea | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Mary Battaglia | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 1,500,000 | Common Stock | 0.01 | No | Kevin & Nikki Gaul | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Christina Fiordeliso | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Brian Cairns | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Rafael Ramirez | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 500,000 | Common Stock | 0.01 | No | Weston L. Reynolds | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 7,000,000 | Common Stock | 0.01 | No | Wholesale ETC Inc. | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 3,000,000 | Common Stock | 0.01 | No | Scott Piercy | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 10,000,000 | Common Stock | 0.01 | No | James Cody Paterson | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 2,000,000 | Common Stock | 0.01 | No | Dickinson Wright PLLC | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 1,500,000 | Common Stock | 0.01 | No | Scott Furey | Investment | Restricted | Rule 144k -Issued with Legend |
| 9/9/2020 | New issuance | 4,000,000 | Common Stock | 0.01 | No | David A. Failla | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 510,937,611 | Common Stock | 0.00001 | No | Thom Kidrin | Investment | Restricted | Rule 144k -Issued |

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| | | | | | | | | | with Legend |
| 10/26/2020 | New issuance | 50,338,681 | Common Stock | 0.00001 | No | Leonard Toborof | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 64,721,161 | Common Stock | 0.00001 | No | Peter Christos | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 93,486,122 | Common Stock | 0.00198 | No | Christopher Ryan | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 21,573,720 | Common Stock | 0.00001 | No | Irving Rothstein | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 71,912,401 | Common Stock | 0.00417 | No | Richard Shanley | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 28,764,960 | Common Stock | 0.00348 | No | Bruce Bent | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 43,147,441 | Common Stock | 0.00348 | No | MAAB Global Limited | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 43,147,441 | Common Stock | 0.00348 | No | Matthews Development, Inc. | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 35,956,201 | Common Stock | 0.00348 | No | Jeffrey Engel | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 7,191,240 | Common Stock | 0.00348 | No | Donald Engel | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 3,595,620 | Common Stock | 0.00348 | No | Thomas Rogers | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 93,220,046 | Common Stock | 0.00001 | No | Michael Minto | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 35,956,201 | Common Stock | 0.00695 | No | Peter Voss | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 1,725,898 | Common Stock | 0.00695 | No | Stewart Greisman | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 611,255,410 | Common Stock | 0.00368 | No | Turning Point Brands (NYSE traded Co.) | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 172,589,763 | Common Stock | 0.00695 | No | Tom DePetrillo | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 7,191,240 | Common Stock | 0.00695 | No | Lindsey Hill | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 7,191,240 | Common Stock | 0.00695 | No | Philip Barner | Investment | Restricted | Rule 144k -Issued |

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| | | | | | | | | | with Legend |
| 10/26/2020 | New issuance | 3,595,620 | Common Stock | 0.00695 | No | James Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 23,731,092 | Common Stock | 0.00695 | No | Gordon Ondis | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 7,191,240 | Common Stock | 0.00695 | No | Leonard Gemma | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 14,382,480 | Common Stock | 0.00695 | No | Nicholas DePetrillo | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 7,910,364 | Common Stock | 0.00695 | No | Richard Granoff | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 28,045,836 | Common Stock | 0.00695 | No | Christopher Morra Jr. | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 3,595,620 | Common Stock | 0.00695 | No | Eric Nash | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 80,901,451 | Common Stock | 0.00001 | No | Michael Metcalfe | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 37,754,011 | Common Stock | 0.00001 | No | Adelle Rammal | Investment | Restricted | Rule 144k -Issued with Legend |
| 10/26/2020 | New issuance | 16,180,290 | Common Stock | 0.00001 | No | Mira Rahhal & Mustapha Soufi Sabbagh | Investment | Restricted | Rule 144k -Issued with Legend |
| Shares outstanding on: <u>December 31, 2020</u> | <u>Ending Balance:</u> Common: 2,358,780,396 Preferred: <u>1,000,000</u> ¹ | | | | | | | | |
| 2/25/2021 | New issuance | 2,876,496 | Common Stock | 0.00001 | No | Richard Granoff | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/22/2021 | New issuance | 46,743,061 | Common Stock | 0.0001 | No | Tom DePetrillo | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/22/2021 | New issuance | 50,338,681 | Common Stock | 0.0001 | No | Richard Granoff | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/22/2021 | New issuance | 7,191,240 | Common Stock | 0.00001 | No | Leonard Toborof | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/22/2021 | New issuance | 7,910,364 | Common Stock | 0.00695 | No | Christopher Morra Jr. | Investment | Restricted | Rule 144k -Issued with Legend |
| 3/22/2021 | New issuance | 14,382,480 | Common Stock | 0.0001 | No | Daniel Kay | Investment | Restricted | Rule 144k -Issued with Legend |

| Shares outstanding on: March 31, 2021 | Ending Balance: | | | | | | | | |
|---|-----------------------------------|------------|--------------|---------|----|-----------------------|------------|------------|-------------------------------|
| | Common: 2,488,222,718 | | | | | | | | |
| | Preferred: 1,000,000 ¹ | | | | | | | | |
| 5/17/2021 | New issuance | 1,438,248 | Common Stock | 0.00695 | No | Manny Janard | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,248 | Common Stock | 0.00695 | No | Nicole Quigley | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,249 | Common Stock | 0.00695 | No | David Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,249 | Common Stock | 0.00695 | No | Mark N Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,249 | Common Stock | 0.00695 | No | James Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,249 | Common Stock | 0.00695 | No | Robert W Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,249 | Common Stock | 0.00695 | No | Diane M Isenberg | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,078,671 | Common Stock | 0.00695 | No | Joshua Gold | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,248 | Common Stock | 0.00695 | No | Michael C. Bernstein | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,438,248 | Common Stock | 0.00695 | No | Brian Kingsford | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 7,191,245 | Common Stock | 0.00695 | No | Christopher Morra Jr. | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 21,573,421 | Common Stock | 0.00695 | No | The Oken Family Trust | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 1,797,785 | Common Stock | 0.00695 | No | Lewis Sperber | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 3,595,620 | Common Stock | 0.00695 | No | Edward J Gemma | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 3,595,620 | Common Stock | 0.00695 | No | Larry Gemma | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/17/2021 | New issuance | 3,595,620 | Common Stock | 0.00695 | No | Vincent Lamoriello | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/7/2021 | New issuance | 7,191,240 | Common Stock | 0.00001 | No | Leonard Toborof | Investment | Restricted | Rule 144k -Issued with Legend |

| | | | | | | | | | |
|---|---|------------|--------------|---------|----|------------------|------------|------------|-------------------------------|
| 5/7/2021 | New issuance | 50,339,401 | Common Stock | 0.00001 | No | Christopher Ryan | Investment | Restricted | Rule 144k -Issued with Legend |
| 5/7/2021 | New issuance | 2,587,500 | Common Stock | 0.011 | No | James Clavijo | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 4,285,714 | Common Stock | 0.035 | No | Albert Sheeler | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 714,286 | Common Stock | 0.035 | No | Donald Sheeler | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 714,286 | Common Stock | 0.035 | No | Donald Sheeler | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 1,428,571 | Common Stock | 0.035 | No | Barry Winer | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 714,286 | Common Stock | 0.035 | No | Antonio Khoury | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 714,286 | Common Stock | 0.035 | No | Antonio Khoury | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 714,286 | Common Stock | 0.035 | No | Antonio Khoury | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 1,428,571 | Common Stock | 0.035 | No | Albert Sheeler | Investment | Restricted | Rule 144k -Issued with Legend |
| 6/18/2021 | New issuance | 5,000,000 | Common Stock | 0.035 | No | Albert Sheeler | Investment | Restricted | Rule 144k -Issued with Legend |
| Shares outstanding on: June 30, 2021 | <u>Ending Balance:</u> Common: 2,619,427,364 | | | | | | | | |
| | Preferred: <u>1,000,000</u> ¹ | | | | | | | | |

¹ On March 8, 2019, the Company issued Jerome Pearring, Jr. 500,000 Preferred Stock Shares.

² On June 11, 2020, the Company retired 8,000,000 Common Stock shares that were in Treasury Stock.

³ On September 9, 2020, the Company subscribed but did not issue until the 4th quarter of 2020, 66,918,128 shares of common stock.

Shares are restricted within the meaning of SEC Rule 144. The certificates 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.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

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 | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|----------------------------------|---|
| 8/17/2015 | 14,258 | 5,250 | 7,008 | 12/31/2018 | None | Endeavor Group, LLC/David Fresne | Investor |
| 02/18/2020 | 145,350 | 10,000 | 11,745 | | None | Thom Kidrin | Loan |
| 10/15/2019 | 224,344 | 200,000 | 24,344 | 10/15/2021 | Principle plus accrued interest is convertible any time at the election of the holder at a rate of \$1.00 buys 122.87 shares of common stock | Worlds Inc. | Loan |

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

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)²:

Name: **Christopher Ryan**
 Title: **CFO**
 Relationship to Issuer: **Officer**

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. Financial notes; and
- G. Audit letter, if audited

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 are incorporated by reference on August 21, 2021:
Quarterly Report Filing –
Real Brands, Inc. Financials June 30, 2021

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

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:

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

Real Brands, through its merger with CASH, acquired a facility at 12 Humbert St. in North Providence Rhode Island. The Company spent 2020 renovating the building and turning it into a state-of-the-art hemp processing facility. The facility is equipped with our proprietary Halo 5 processing technology system (encompassing chemistry, mechanical engineering, and computer software) that produces a consistent 99.9% pure CBD distillate and isolate at less than \$200 Liter/Kilogram. We have just finished building a high-volume, low-cost ingredient supply chain of consistent CBD distillate and isolate and believe that our proprietary technology system will allow us to be best positioned to protect gross margins in our wholesale ingredient supply business when more traditional commoditized pricing takes shape in the market over time.

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

The Company has a wholly owned subsidiary named CASH Acquisition Corp. CASH Acquisition Corp has a wholly owned subsidiary named American Standard Hemp Inc. The hemp license is in the name of American Standard Hemp Inc. The Companies share officers and directors and all of the operations are conducted under Real Brands Inc.

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

The Company specializes in hemp CBD oil/isolate extraction, wholesaling of CBD oils and isolate, manufacturing, production and sales of hemp-derived CBD consumer, celebrity brands, and white label products. The Company has also made a strategic commitment to becoming a brand owner and has committed resources to develop two proprietary branded product lines and is exploring other brands and brand related relationships. The Company has also committed resources to be properly positioned to create novel formulations for packaged products for retail as needed for its branded products, and to support its ingredient supply chain customers such as Turning Point Brands, Inc. The Company is also positioned to manufacture packaged products for retail but expects to enter into co-packing relationships as volume grows in order to distribute high-quality, low-cost hemp products such as tinctures (liquids), capsules, topical products, vape cartridges, oral sprays and other products that contain CBD distillate or isolate.

Other than the Company's significant focus on building a high-volume, low-cost ingredient supply chain of consistent CBD distillate and isolate, its primary focus will be the development of its branded business that today includes American Standard Hemp and WA Products. All other corporate initiatives are expected to be central to appropriate vertical integration and insulating and building the Company's focused business lines.

The Hemp Market

Mainstream acceptance of CBD is expected to continue its general upward trend despite the market challenges and adjustments created by the Covid-19 Pandemic. Based upon the Brightfield Group's publicly available market reports between 2018 and 2020, the Brightfield Group had estimated the US CBD market in 2020 was projected to reach \$4.7 billion in sales, with 14% growth from 2019 sales of \$4.1 billion. (Lower than pre-Covid levels of \$7 billion for 2020.) Actual 2020 Sales were \$4.6 billion. According to the researchers, the U.S. hemp-derived CBD market will reach \$5.3 billion in retail sales in 2021. This would imply 15% growth over 2020 sales of \$4.6 billion.

In addition, based upon the publicly available market reports from the Brightfield Group, they expect sales to reach \$16 billion by 2026, driven by accelerated growth of ingestibles (tinctures, capsules, drinks). New consumers will enter the market as prices continue to drop and access expands and online sales will surpass \$2 billion in 2021, accounting for 38% of the total American CBD market. This is down slightly from 42% in 2020, but it's a good sign that things might be returning to the beginning of normalcy as people return to in-person retail shopping.

The base of US CBD consumers is still growing strong and by 2026, the total US CBD market could still reach \$16 billion based upon the publicly available Brightfield Group market reports. The CBD market still exists in a regulatory gray area nearly 2.5 years after the 2018 Farm Bill went into effect. The delay has been particularly impactful for ingestible CBD products like edibles and tinctures. The US Food and Drug Administration has yet to provide the framework needed to govern how CBD ingestibles can be sold legally. The lack of regulation has kept large consumer packaged goods companies from entering the market. Federal guidance is needed for these players to get involved without risking the rest of their business.

Key growth drivers for CBD will be natural health and wellness trends, product variety, expanded distribution channels, and a growing awareness of the benefits of CBD as a natural alternative to pharmaceuticals for cancer patients to athletes.

Americans have utilized hemp in their diets for health and other practical reasons seemingly forever, and hemp is a strong and highly versatile crop that has many good attributes including a host of scientifically confirmed medicinal properties. There is strong evidence that hemp, now legally grown in the US, will see a nearly unprecedented investment as hemp is believed to have an ability to grow the US economy via new jobs and commerce, while providing any number of valuable products including in the healthcare sector.

Hemp has long been known for its use in textiles, but has nutrients, proteins and essential fatty acids as well. The company is developing and focused on a wide variety of CBD products derived from hemp, as the market is experiencing growth from different categories including healthy drinks and medicine.

The beverage industry and the biotechnology industry have and continue to make huge investments including new companies and established companies alike. These sectors are just two of many examples, and the Company's management believes that CBD derived from hemp will ultimately become a staple in American life, and alleviate any number of health and wellness issues, and generally elevate the quality of life.

Hemp as a crop has some interesting redeeming qualities that farmers enjoy. Hemp is an extremely hardy crop, and requires less water than many other crops, and also rejuvenates the soil by adding back many critical nutrients that other crops do not. This can have a stabilizing effect, as sustainable plants often assist in developing sustainable businesses. The legal distinction from marijuana in the US is that hemp contains less than 0.3% of the cannabinoid chemical THC, which is creaturized as the most intoxicating, psychoactive component in the cannabis plant family.

Due to hemp's nutritional and medicinal qualities, the Company has decided to focus its effort on building a near vertically integrated business model. That is, it will seek to strategically partner with farmers. A main driver of the Company's business model is to exploit in the most positive way its proprietary processing technology and knowhow. Today the Company purchases hemp biomass on the open market, and then reduces it into a variety of unique cannabinoids, including CBD, CBG, CBN etc. Hemp is fast becoming a highly sought-after ingredient in food and drink, cosmetics and skincare, and healthcare and general nutrition centric products. Furthermore, as the 2018 Farm Bill will boost hemp genetics research, the Company expects that many plant geneticists with an interest in hemp will begin to focus their efforts due to the new and greatly improved legal framework in the U.S., and at least for the short-term it is very likely the large agriculture companies will take a wait and see attitude, at least until the majority, if not all of the states publish their regulations, and large consumer markets, and packaged goods companies' appetites begin to fit their large size. However, for growth companies, the Company believes there is ample opportunity as an early-mover to create CBD derived from hemp branded product lines in multiple categories.

On December 20, 2018 President Trump signed into law the 2018 Farm Bill (included in the Agricultural Improvement Act of 2018). Hemp is defined in the legislation as the cannabis plant with one key difference: hemp cannot contain more than 0.3 percent of delta-9-tetrahydrocannabinol ("THC"), the compound in the plant most commonly associated with getting a person high. In other words, hemp cannot get you high. For decades, federal law did not differentiate hemp from other cannabis plants, all of which were effectively made illegal in 1937 under the Marijuana Tax Act and formally made illegal in 1970 under the Controlled Substances Act ("CSA") which banned cannabis of any kind.

Pursuant to the 2018 Farm Bill, hemp products and their derivatives were removed as a prohibited substance under the CSA, subject to certain conditions, such as the percent amount of THC in the product, as well as an USDA-approved state regulatory program. On October 31, 2019 the USDA issued an interim final rule regarding the Establishment of a Domestic Hemp Production Program which authorized hemp to be grown and processed legally in the United States and made it legal to transport in interstate commerce. Although this interim final rule became effective on the date of publication, there is a possibility it will be modified from its current application.

Specifically, the Farm Bill defined hemp as cannabis and cannabis derivatives (e.g., CBD) with extremely low (no more than 0.3 percent on a dry weight basis) concentrations of the psychoactive compound THC, and removed those “hemp” products from the CSA. Subsequent to the enactment of the 2018 Farm Bill, many companies entered the market, and prominent national retailers began carrying CBD products in different formats, such as edibles, topicals, vapor products, tinctures, and pet foods.

The Farm Bill did not eliminate federal oversight of CBD products and in fact explicitly recognized certain federal agencies’ continued jurisdiction. In certain circumstances, hemp products remain subject to other regulatory bodies, such as the United States Food and Drug Administration (“FDA”), the United States Federal Trade Commission (“FTC”), state and local regulation, et al. For example, certain marketers of CBD products have received warning letters from FDA regarding particular health claims made in the promotion of those marketers’ products. Similarly, some states have banned or proposed to ban smokable hemp “cigarettes.”

FDA, moreover, has approved as a drug EPIDIOLEX for treatment of various seizures. EPIDIOLEX’s active ingredient is a particular CBD isolate. That approval, while showing that the safe and effective therapeutic benefits of CBD can be proven, may also prevent the over-the-counter sale of CBD products for the same purpose in the same formulation.

FDA, on April 2, 2019, announced that it was beginning to study if and how to regulate CBD products. It is unclear what, if anything, FDA will recommend, including whether to recommend a new regulatory group, or whether to regulate under its existing Centers, such as dietary supplements. Under dietary supplement regulation, manufacturers are required to register with FDA and comply with certain defined Good Manufacturing Practices, and refrain from medical claims. FDA has stated that it does not believe that CBD products would properly be regulated as a dietary supplement without further action; however, in its April 2 announcement FDA included a statement that products containing CBD might be regulated as dietary supplements. (Statement from FDA Commissioner Scott Gottlieb, M.D., on new steps to advance agency’s continued evaluation of potential regulatory pathways for cannabis-containing and cannabis-derived products | FDA. <https://www.fda.gov/news-events/press-announcements/statement-fda-commissioner-scott-gottlieb-md-new-steps-advance-agencys-continued-evaluation>.)

The Farm Bill explicitly allows the transfer of hemp-derived products across state lines for commercial or other purposes. It also puts no restrictions on the sale, transport, or possession of hemp-derived products, so long as those items are produced in a manner consistent with the law.

While the Farm Bill legalizes hemp, it does not create a system in which people can grow it as freely as they can grow carrots or parsley and this is still a highly regulated crop in the United States for both personal and industrial production.

Many experts predicted that the newly elected Biden/Harris administration would remove hemp and marijuana from the list of schedule 1 drugs shortly after taking office. While Biden supports marijuana decriminalization, efforts to legalize cannabis consumption are likely to continue at the state level for now even though both the House and the Senate are actively working on a Bill aimed at legalization. In 2021, employers will need to review their policies and ensure that they comply with evolving laws, particularly those covering medical marijuana patients. Once the regulatory uncertainty clears, the Company expects that major CPG brands waiting on the sidelines will begin to jump and mainstream retailers such as grocery stores, big box outlets, and warehouse clubs will carry a full slate of CBD products.

The pandemic has been a significant extinction event for hundreds of small brands in the US CBD market and we believe that Real Brands is well-positioned survivor and ready to benefit from an expanding market.

In summary, the regulatory landscape remains in flux and uncertain, but management believes that responsibly manufactured and marketed products are viable under current regulations and will continue to be as the regulatory structure evolves.

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.

As a result of the Merger, we acquired property located at 12 Humbert Street, North Providence, Rhode Island, which property had been purchased on February 15, 2020 by the predecessor to CASH Inc. The property consists of approximately 6,000 square feet and is used to manufacture our CBD products. The property was renovated as necessary in order to be fully licensed by the State of Rhode Island to produce CBD products and the Company believes that it is adequate for our current needs and our reasonably expected future needs over the next twelve months.

Presently, our executive offices are located in our president's residence at 11 Royal Road, Brookline, Massachusetts 02445, where we occupy approximately 800 square feet. This space is adequate for our present and our planned future operations. We currently pay no rent to our president for use of this space, although when funds are available, we may do so in the future. In addition, we have no written agreement or formal arrangement with our president pertaining to the use of this space. Another entity also operates from this office.

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 regarding any person or entity owning 5% or more of the issuer, 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.**

As of June 30, 2021:

| Name of Officer/Director and 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 |
|---|--|---|------------------------|------------------|---|--|
| Turning Point Brands Inc. | owner more than 5% | Louisville KY | 611,255,410 | Common Stock | 23.3% | James Dobbins, Director represents TPB |
| Thom Kidrin | Officer/Director | Brookline MA | 510,937,611 | common stock | 19.5% | |
| Tom DePetrillo | owner more than 5% | North Kingstown, RI | 219,332,824 | common stock | 8.4% | |

| | | | | | | |
|-------------------|----------|----------------|--|--------------|------|---|
| Chris Ryan | Officer | New Milford NJ | 165,471,440 | Common Stock | 6.3% | - |
| Frederick Granoff | Director | Cranston, RI | 107,202,751 (includes 46,077,210 options) | common stock | 4.1% | |
| Leonard Toboroff | Director | New York, NY | 70,864,789 (includes 6,143,628 options) | common stock | 2.7% | |
| Peter Christos | Director | New York, NY | 100,864,789 (includes 21,143,628 options) | common stock | 3.9% | |
| Jeffrey Engel | Director | New York, NY | 82,033,411 (includes 46,077,210 options) | common stock | 3.1% | |
| James Dobbins | Director | Durham, NC | 46,077,210 (all options) | common stock | 1.8% | - |

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 that advise your company on matters relating to operations, business development and disclosure:

Securities Counsel

Name: Irving Rothstein, Esq.

Firm: Feder Kaszovitz LLP

Address 1: 845 Third Avenue, 11th Floor

Address 2: New York, NY 10022

Phone: 212-888-8200
Email: irothstein@fedkas.com

Accountant or Auditor

Name: L&L CPAs, PA
Firm: L&L CPAs, PA
Address 1: 19720 Jetton Road, 3rd Floor, Cornelius, NC 28031
Phone: 704-897-8336
Email: kli@llcpas.net

Investor Relations Consultant

Name: Julie Shepherd, Accentuate PR
Address 1: 3114 Carrington Dr
Address 2: Crystal Lake, IL 60014
Phone: 847-275-3643
Email: Julie@accentuatepr.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
None

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Thom Kidrin certify that:

1. I have reviewed this second quarter of 2021 disclosure statement of Real Brands, 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.

August 21, 2021

/s/ Thom Kidrin CEO

(Digital Signatures appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, Christopher Ryan, certify that:

1. I have reviewed this second quarter of 2021 disclosure statement of Real Brands, 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.

August 21, 2021

/s/ Christopher Ryan CFO

(Digital Signatures appear as “/s/ [OFFICER NAME]”)