

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**MARIJUANA, INC.**  
*(now Exousia Pro, Inc.)*  
7901 4th Street N #23494  
St. Petersburg, Florida 33702

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msheikh@exousiapro.com  
SIC Code: 4899

## **Quarterly Report** **For the period ending June 30, 2025** **(the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

40,607,067 shares of common stock as of June 30, 2025, and 40,607,067 shares of common stock as of August 19, 2025.

35,094,567 shares of common stock as of December 31, 2024.

35,094,567 shares of common stock as of April 30, 2024.

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

**The current name of the Issuer is Exousia Pro, Inc.**

**On April 2, 2025, our corporate name changed to Exousia Pro, Inc. The effective time, as it relates to the stock trading market, of this corporate action, which will include a change to our trading symbol, will depend on the date on which FINRA issues its approval of our related filing. We are unable to predict the date on which FINRA will issue such approval.**

**Prior names used: Marijuana, Inc. (October 18, 2024 – April 2, 2025); GRN Holding Corporation (November 2019 – October 18, 2024); Discovery Cold Corp (July 2012 – November 2019); Norman Cay Development, Inc. (April 28, 2010 – July 2012).**

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on April 28, 2010, converted to State of Florida on August 4, 2023.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior incorporation information for the issuer and any predecessors during the past five years:

**None.**

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

**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.**

Address of the issuer's principal executive office:

**7901 4th Street N, #23494, St. Petersburg, Florida 33702**

Address of the issuer's principal place of business:

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

**N/A**

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

No: ☒ Yes: ☐ If Yes, provide additional details below.

**2) Security Information**

Transfer Agent

Name: Digital Stock Transfer Co., LLC

Phone: 212-961-6950

Email: michael@digitalstocktransfer.com

Address: 41 Madison Avenue, Suite 2539, New York, New York 10010

### Publicly Quoted or Traded Securities

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

Trading symbol:	<b>MAJI</b>
Exact title and class of securities outstanding:	<b>Common Stock</b>
CUSIP:	<b>36257K208</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>250,000,000</b> as of date: 8/19/2025
Total shares outstanding:	<b>40,607,067</b> as of date: 8/19/2025
Total number of shareholders of record:	<b>79</b> as of date: 8/19/2025

*All additional class(es) of publicly quoted or traded securities (if any):* **None.**

### Other classes of authorized or outstanding equity securities:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100</b> as of date: 8/19/2025
Total shares outstanding (if applicable):	<b>100</b> as of date: 8/19/2025
Total number of shareholders of record	<b>One (1)</b> as of date: 8/19/2025

Exact title and class of the security:	<b>Series B Convertible Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>10,000</b> as of date: 8/19/2025
Total shares outstanding (if applicable):	<b>10,000*</b> as of date: 8/19/2025
Total number of shareholders of record	<b>One (1)</b> as of date: 8/19/2025

*\* These shares are issuable upon filing Certificate of Designation with Secretary of State of Florida.*

### Security Description:

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders. We have never declared or paid any cash dividends on our common stock.

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

Series A Preferred Stock. The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Series B Convertible Preferred Stock. Voting Rights: Each share of Series B Convertible Preferred Stock shall be entitled to one (1) vote in all matters requiring shareholder approval. Dividends: The Series B Convertible Preferred Stock shall be treated pari passu with the Company's common stock, except that the dividend on each share of Series B Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Common Stock multiplied by the Conversion Rate. Liquidation: Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series B Convertible Preferred Stock shall be treated pari passu with the Common Stock, except that the payment on each share of Series B Convertible Preferred Stock shall be equal to the amount of the payment on each share of the Common Stock multiplied by the Conversion Rate. Conversion: Each share of the Series B Convertible Preferred Stock shall be convertible into Four Thousand Seven Hundred (4,700) shares of the Common Stock; a holder of shares of Series B Convertible Preferred Stock shall be required to convert all of such holder's shares of Series B Convertible Preferred Stock, should any such holder exercise his, her or its rights of conversion; the Series B Convertible Preferred Stock may be converted into shares of the Common Stock any time after the date that is six months immediately following the effective date of the Common Stock's uplisting to any tier of the NASDAQ Stock Market (including NASDAQ Capital Market), the NYSE American or any successor to such markets.

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

None.

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

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.**

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

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

<b>Shares Outstanding Opening Balance:</b> Date <u>4/30/2021</u> :      Common: 13,999,567* Series A Preferred: 0 Series B Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
04/26/2022	New Issuance	100	Series A Preferred	\$0.001	No	Donald Steinberg	Officer Compensation	Restricted	Section 4(a)(2)
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Section 4(a)(2)
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Section 4(a)(2)
03/29/2023	New Issuance	500,000	Common	\$0.092	No	Richard Hawkins	Services – Consulting	Restricted	Section 4(a)(2)
03/29/2023	New Issuance	200,000	Common	\$0.05	Yes	Gregory Bush	Services – Consulting	Restricted	Section 4(a)(2)
03/29/2023	New Issuance	4,000,000	Common	\$0.50	No	Mendocino Green LLC (Donald Steinberg)	Stock Purchase Agreement	Restricted	Section 4(a)(2)
03/29/2023	New Issuance	500,000	Common	\$0.10	No	Edward Petrullo	Services – Consulting	Restricted	Section 4(a)(2)
03/29/2023	New Issuance	250,000	Common	\$0.16	No	Apogee Design Inc. (Joseph D. Frazier)	Services – Advertising & Marketing	Restricted	Section 4(a)(2)
06/28/2023	New Issuance	2,500,000	Common	\$0.03	Yes	Zawi Now, LLC (Kimberly Carlson)	Services - Consulting	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	1,560,000	Common	\$0.10	No	Zawi Now, LLC (Kimberly Carlson)	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	100,000	Common	\$0.10	No	Frank Van Vranken	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	1,000,000	Common	\$0.10	No	James Hancock	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	375,000	Common	\$0.16	No	Alexander Reid Inc. (Alexander Reid)	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	100,000	Common	\$0.05	Yes	Attila Panzcel	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	25,000	Common	\$1.00	No	Svetlana Ogorodnik ova	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Nicholas Evan Bennett	Share Exchange Agreement	Restricted	Section 4(a)(2)

07/06/2023	New Issuance	15,000	Common	\$1.00	No	Sandra Parisi	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	7,000	Common	\$1.00	No	ECOWELLN ESS LLC (Elana Orgue)	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	1,290,000	Common	\$0.218	No	Nicole Fey	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	111,500	Common	\$0.2287	No	Craig Perlowin	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	100,000	Common	\$0.10	No	Stacey Theis	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	16,000	Common	\$0.25	No	Gary Perlowin	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	440,000	Common	\$0.01	Yes	O, Inc (Orley Borsa)	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Don Frank	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	3,000,000	Common	\$0.01	No	One World Legends Inc	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	2,422,500	Common	\$0.10	No	Bruce Perlowin	Share Exchange Agreement	Restricted	Section 4(a)(2)
07/06/2023	New Issuance	3,063,000	Common	\$0.10	No	Blue Ridge Enterprises LLC (Donald Steinberg)	Share Exchange Agreement	Restricted	Section 4(a)(2)
08/29/2023	New Issuance	50,000	Common	\$0.10	No	Blair Wickliffe	Consulting Agreement	Restricted	Section 4(a)(2)
09/07/2023	New Issuance	250,000	Common	\$0.10	No	Kannaline Consulting LLC (Brandon Bernal)	Consulting Agreement	Restricted	Section 4(a)(2)
09/26/2023	New Issuance	250,000	Common	\$0.10	No	Viva Marketing Inc (Donald Steinberg)	Share Exchange Agreement	Restricted	Section 4(a)(2)
12/12/2023	New Issuance	50,000	Common	\$0.12	No	Charles Reeves	Consulting Agreement	Restricted	Section 4(a)(2)
12/14/2023	New Issuance	100,000	Common	\$0.10	No	Andres Perez	Consulting Agreement	Restricted	Section 4(a)(2)
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Marius Koller	Consulting Agreement	Restricted	Section 4(a)(2)
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Claudia Trimde	Consulting Agreement	Restricted	Section 4(a)(2)
01/08/2024	Forfeiture of shares	(4,000,000)	Common	\$0.50	No	Mendocino Green LLC (Frank Van Vranken)	Rescind Agreement	Restricted	Section 4(a)(2)
02/12/2024	New Issuance	200,000	Common	\$0.10	No	Frank Vanvrankin	Consulting	Restricted	Section 4(a)(2)
12/31/2024	New Issuance	10,000	Series B Preferred	\$40.00	No	Ludwig Enterprises, Inc., (Antonio Reyes)	Asset Purchase Agreement	Restricted	Section 4(a)(2)
3/20/2025	New Issuance	3,000,000	Common	\$0.01	Yes	Jeff Leavitt	Stock Purchase Agreement	Restricted	Section 4(a)(2)
4/9/2025	New Issuance	2,000,000	Common	\$0.05	Yes	Ned M. Bass	Stock Purchase Agreement	Restricted	Section 4(a)(2)
4/14/2025	New Issuance	200,000	Common	\$0.05	Yes	Billy Mitchell	Stock Purchase Agreement	Restricted	Section 4(a)(2)

6/27/2025	New Issuance	312,500	Common	\$0.08	Yes	Terry Stuckey	Stock Purchase Agreement	Restricted	Section 4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date <u>08/19/2025</u> : Common: 40,607,067 Series A Preferred: 100 Series B Preferred: 10,000									

**Example:** A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021, through December 31, 2022, pursuant to the tabular format above.

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

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
11/18/2024	\$25,000.00	\$26,501.52	11/18/2025	25% discount to market price or at offering price in a Company Regulation A offering	-0-	393,709	NLF Support Services, LLC (Eric Newlan)	Payment under legal services agreement
6/10/2025	\$52,500.00	\$53,305.70	6/10/2026	25% discount to market price or at offering price in a Company Regulation A offering	-0-	791,914	NLF Support Services, LLC (Eric Newlan)	Payment under legal services agreement
6/10/2025	\$20,000.00	\$20,306.60	6/10/2026	25% discount to market price or at offering price in a Company Regulation A offering	-0-	301,677	NLF Support Services, LLC (Eric Newlan)	Payment under legal services agreement
Total Outstanding Balance:		\$100,113.82	Total Shares:		-0-	1,487,300		

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

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

#### **4) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on [www.otcm Markets.com](http://www.otcm Markets.com)).

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

The company is focused on becoming a leader in the biotech sector.

Exousia Pro, Inc. (EXO), the Company's subsidiary, embodies a joint venture with the Japanese biotech company Progenicyte Japan Co., Ltd. (PJC) to manufacture and deliver mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells. EXO has an exclusive worldwide license of this patent-pending technology, and its goal is to become a leader in the manufacture and delivery of mammalian and plant-based therapeutic exosomes. Under the license agreement and filed patents, EXO will be the only company capable of producing and providing loaded exosomes. EXO has developed proprietary technology that allows the custom production of exosomes with an enhanced genetic function that can target certain cells, tissues, or organs. The Company can modify the exosomes to contain the desired payload of molecules to perform needed healing functions within diseased or cancerous cells or tissues. The Company aims to provide genetically contained exosomes in unserved global healthcare needs such as cancer and cardiovascular diseases. The manipulation of genes at a cellular level holds the key to attacking incurable diseases such as cancer and treating diseases that do not respond to current drug therapy. The main problem confronting pharmaceutical companies lies in the ability to deliver effective targeted genetic therapy to tissues and cells. EXO patent-pending technology has the potential answer.

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

Exousia Pro, Inc., a Florida corporation.

##### **C. Describe the issuer's principal products or services.**

#### **History**

We were incorporated in the State of Nevada on April 28, 2010, under the name Norman Cay Development, Inc. On July 12, 2012, our corporate name changed to Discovery Gold Corporation. On August 19, 2019, our corporate name changed to GRN Holding Corporation. On August 4, 2022, our company redomiciled to the State of Florida. On November 13, 2023, our corporate name changed to Marijuana, Inc.

*On April 2, 2025, our corporate name changed to Exousia Pro, Inc. The effective time, as it relates to the stock trading market, of this corporate action, which will include a change to our trading symbol, will depend on the date on which FINRA issues its approval of our related filing. We are unable to predict the date on which FINRA will issue such approval.*

#### **Recent Change in Control**

Effective October 30, 2024, a change in control of our company occurred. On such date, Earth Onyx, LLC, a company owned by our former Sole Director and Officer, sold 100 shares (the "Control Shares"), or 100% of the outstanding shares, of our Series A Preferred Stock to our current Sole Director and Chief Executive Officer. Mr. Sheikh paid \$60,000 in cash and delivered a promissory note (the "Closing Note") to Earth Onyx, LLC in payment of the Control Shares. The Closing Note has a principal amount of \$100,000 and is due on the later of 60 days from October 30, 2024, and the date on which Mr. Steinberg shall have delivered ready-to-file federal tax returns for the years ended December 31, 2022 and 2023, of our company. Mr. Sheikh and Earth Onyx, LLC entered into Pledge Agreement, to secure Mr. Sheikh's payment obligations under the Closing Note.

#### **Recent Acquisition; Exiting "Shell Company" Status**

Effective December 31, 2024, pursuant to a stock purchase agreement with Ludwig Enterprises, Inc. ("Ludwig"), a publicly-traded company (symbol: LUDG), we acquired 100% of Exousia AI, Inc., a Wyoming corporation (Exousia AI), and related assets, in consideration of a \$100,000 promissory note (the "Ludwig Note"), the principal and interest of which is due on December 31, 2025, and 10,000 shares of our Series B Convertible Preferred Stock. In conjunction with the issuance of the Ludwig Note, we entered into a pledge agreement with Ludwig, to secure our timely payment of the Ludwig Note. Exousia AI is a biotechnology company in the field of exosomes. In the transaction, we secured a worldwide license for certain exosome technologies. (See "Business").



With the acquisition of Exousia AI, our company exited “shell company” status.

## **Business Summary**

Our company is a clinical stage biotechnology company developing new ways to exploit the therapeutic potential of exosomes, initially focused in the field of oncology. Our proprietary manufacturing process utilizes plant-based materials to create exosomes used in a number of commercial applications, including dermatology and dentistry. Our proprietary loading technology can infuse a range of molecules from drugs to DNA.

## **Our Exosome Vision**

We believe the future of plant-based exosomes is rich with potential. As technology advances, plant exosomes could become a cornerstone of green biotechnology, offering sustainable, efficient and biocompatible solutions across medicine, agriculture and food science, for example. Their natural properties, combined with ongoing research and technological developments, make them an exciting frontier in therapeutic delivery, disease prevention and environmental sustainability.

Within our exosome strategy, we have established three separate divisions in which our planned future activities will operate.

Biotech: This division will create new therapies using exosomes, focusing on cancer.

Cosmeceutical: This division will focus on using exosomes in the multi-billion-dollar skincare industry. We are in the midst of two studies using our plant-based exosomes in skincare treatments.

Nutraceutical: This division will work on adding exosomes to certain anti-aging supplements, IV therapies, tinctures and peptides.

## **About Exosomes**

Exosomes were first discovered in the 1980s, when researchers initially observed small vesicles being secreted by cells. These vesicles were believed to be cellular debris or byproducts of cell turnover. The breakthrough came in 1983, when two independent studies - one by John Raposo and colleagues and another by Peter Harding and his team - revealed that exosomes were not just cellular waste, but functional entities with important roles in intercellular communication. The researchers identified exosomes as small, membrane-bound vesicles ranging from 30 to 150 nanometers in diameter, released from multivesicular bodies (MVBs) into the extracellular space. These discoveries challenged earlier assumptions and opened the door to understanding exosomes as key players in various biological processes, including immune response, cell signaling, and disease progression. As the field advanced, it became clear that exosomes contained proteins, lipids, and RNA, positioning them as crucial vehicles for cell-to-cell communication and potential therapeutic applications.

## **Exosomes: The “FedEx® of Cells”**

Exosomes are often likened to couriers because they act as delivery vehicles, transporting various molecular cargo, such as proteins, lipids, and RNA, between cells. Just as a courier picks up and delivers packages from one location to another, exosomes carry their cargo from one cell to another, facilitating communication between distant cells. This "delivery" allows exosomes to transfer information that can influence the behavior of recipient cells, such as triggering immune responses, regulating gene expression, or even contributing to disease processes like cancer metastasis. The ability of exosomes to travel through bodily fluids like blood, saliva, and urine, delivering their cargo to specific target cells, underscores their role as highly efficient biological couriers, enabling complex signaling networks within the body.

## **Plant-Based Exosomes**

Plant-based exosomes, also known as plant-derived exosomes or extracellular vesicles (EVs), are similar to the exosomes found in animal cells, but they are secreted by plant cells. These vesicles are small, membrane-bound structures that carry various molecular cargo, such as proteins, lipids, RNA, and other biomolecules. Just like animal exosomes, plant-derived exosomes are involved in intercellular communication, though their functions and mechanisms are still being actively researched.

What distinguishes plant-based exosomes from animal-derived exosomes is that they are naturally produced by plants and can be isolated from plant tissues, fruits, seeds, and even plant-based foods. They have gained attention for their potential use in food science, nutrition, and biomedicine due to their bioactive components and potential health benefits.

## **Key Features and Potential Applications**

Our company views plant-based exosomes as having many potentially significant capabilities, useful in the following applications, among others:

**Health Benefits:** Plant exosomes are believed to carry bioactive compounds like small RNAs, proteins, and polyphenols, which can have antioxidant, anti-inflammatory, and anticancer properties. There is increasing interest in using these vesicles as nutraceuticals-biologically active food ingredients that promote health and prevent disease.

**Drug Delivery:** Plant-derived exosomes are also being explored for their potential to serve as drug delivery systems. They have natural properties that may make them less likely to trigger immune responses compared to synthetic or animal-derived vesicles, offering a potential advantage in clinical applications.

**Environmental and Eco-Friendly:** Unlike animal-derived exosomes, which can raise ethical and environmental concerns, plant-based exosomes are considered more sustainable and environmentally friendly. They can be isolated from plants that are grown in abundance, making them a renewable resource for various applications.

**Viral Immunity and Disease Management:** Some research has suggested that plant exosomes may play a role in plant immunity, helping plants resist infections by transporting defensive molecules. This has led to interest in using plant exosomes in immunotherapy for humans, particularly as a way to modulate immune responses in diseases like cancer.

## **Why We Are Developing Plant-Based Exosome Products**

Plant-based exosomes will allow us to load these cell couriers with thousands of biomimetic factors, including growth factors, peptides, liposomes, amino acids, and proteins directed explicitly to target inflammation as well as for wound healing angiogenesis and the stimulation of hyaluronic acid, collagen and elastin production.

Furthermore, Plant-based exosomes can be engineered to carry drugs, proteins, or RNA molecules to specific tissues or cells, making them highly promising for targeted drug delivery systems. Exosomes are naturally adept at fusing with cell membranes, which allows them to efficiently deliver their cargo directly to the inside of recipient cells. This makes them ideal for delivering therapeutic agents to targeted locations in the body, minimizing side effects compared to conventional drugs.

## **Our Future With Plant-Based Exosomes**

The future of plant-based exosomes is promising, with growing interest in their potential to revolutionize fields like medicine, agriculture, and food science. As research into their properties and applications expands, we are likely to see significant advances in both their use as therapeutic tools and their integration into various industries. Below is a discussion of which areas we believe plant-based exosomes could make a significant impact, in the future.

*Drug Delivery and Targeted Therapy.* One of the most exciting possibilities for plant-based exosomes is their use in targeted drug delivery. Due to their natural ability to carry bioactive molecules (proteins, lipids, RNAs) across cellular membranes, plant exosomes could be engineered to deliver therapeutic drugs, gene therapies, or even vaccines directly to specific cells or tissues. This targeted delivery could help minimize side effects and enhance the effectiveness of treatments for conditions such as cancer, autoimmune diseases, and neurodegenerative disorders.

**Future Impact:** Researchers are working on optimizing plant exosomes as delivery systems for chemotherapeutic agents, RNA-based therapies (like siRNA or mRNA), and immune modulators, which could offer a safer and more efficient alternative to traditional delivery methods.

*Immunotherapy and Vaccine Development.* Plant exosomes have shown promise in immunotherapy, particularly in their potential to modulate immune responses. Because exosomes can carry and deliver immune-stimulating molecules, they might be used to enhance the immune system's ability to recognize and attack cancer cells or pathogens. Additionally, plant exosomes are being explored for their potential in vaccine delivery, where they could deliver antigens to stimulate a protective immune response without the risk of disease transmission from animal-based products.

**Future Impact:** Plant exosome-based vaccines and immune therapies could become an affordable, scalable, and safer alternative to current vaccine technologies, with fewer concerns about contamination from animal pathogens.

*Nutraceuticals and Food Supplements.* Plant exosomes are thought to carry bioactive molecules, such as polyphenols, flavonoids, and small RNAs, that have health-promoting effects. These exosomes could be used as nutraceuticals-natural food-based substances that offer health benefits beyond basic nutrition. Since exosomes can protect and deliver their bioactive cargo more effectively than simple nutrients, plant-based exosomes could enhance the bioavailability of nutrients and therapeutic compounds.

**Future Impact:** We may see the development of new, plant-derived functional foods or supplements, including exosome-enriched products that help in preventing chronic diseases, reducing inflammation, or improving gut health. These products could be more effective and easier to absorb than current supplements.

*Gene Therapy and RNA Delivery.* Plant exosomes can naturally carry and transport small RNA molecules, including miRNA (microRNA) and siRNA (small interfering RNA). These RNA molecules have the potential to regulate gene expression and are of great interest for gene therapy. By using plant exosomes to deliver RNA to target cells, it may be possible to manipulate gene expression in a controlled way for therapeutic purposes.

Future Impact: In the future, plant exosomes could be engineered to deliver RNA therapies for genetic disorders (e.g., cystic fibrosis, muscular dystrophy) and other conditions where gene silencing or activation is needed. This could be a more natural and efficient delivery system compared to viral vectors currently used in gene therapy.

*Cancer Diagnosis and Treatment.* Exosomes, in general, are involved in cell-to-cell communication and can carry molecules that reflect the condition of their originating cells. Plant-based exosomes, due to their biocompatibility and lack of toxicity, could be engineered for use in cancer diagnostics and therapeutics. They might be used to carry tumor-associated antigens or RNA-based treatments that could target and destroy cancer cells.

Future Impact: Plant exosome-based diagnostics could be developed as non-invasive tests for detecting cancer or monitoring treatment response. Additionally, they could play a role in targeting specific cancer cells, improving the precision of cancer therapies while reducing damage to healthy tissue.

*Cosmetic and Skin Care Applications.* Due to their ability to deliver bioactive compounds and proteins, plant-based exosomes are being explored for use in cosmetics and skin care products. These exosomes could be used to deliver anti-aging compounds, moisturizing agents, and other beneficial ingredients directly to skin cells, improving the effectiveness of skin treatments.

Future Impact: Plant exosomes could revolutionize the cosmetic industry by creating new anti-aging formulations, wound healing products, and skin regeneration therapies. Exosome-based cosmetics could be more effective than current formulations, with fewer side effects.

*Environmental and Agricultural Benefits.* Plant exosomes are involved in plant immunity and are being studied for their potential role in plant defense against pathogens. In agriculture, plant-based exosomes could be used as natural pesticides or plant growth regulators to enhance crop protection without the need for synthetic chemicals.

Future Impact: Plant exosomes could be used in agriculture to create sustainable and eco-friendly pest control, enhanced crop resistance to diseases, and even improved plant growth. This could help reduce reliance on harmful chemicals and contribute to more sustainable farming practices.

*Cost-Effective and Scalable Production.* One of the key advantages of plant-based exosomes is the ease of scalable production. Unlike animal or synthetic-based exosome systems, plants can be grown in large quantities, making it possible to produce exosomes at a lower cost. This scalability could facilitate their use in a wide range of commercial applications.

Future Impact: Plant-based exosomes could be mass-produced for therapeutic, industrial, and agricultural uses, leading to the creation of affordable and accessible treatments in areas like gene therapy, drug delivery, and disease prevention.

## **Recent Developments**

*Exousia AI Acquisition.* In a January 6, 2025, press release, we announced the completion of our acquisition of Exousia AI. Currently, the activities of Exousia AI are the core of our company's operations.

*Exosome Production.* In a March 25, 2025, press release, we announced the start of our production of mushroom-based exosomes in our Orlando, Florida, lab. To date, we have produced a limited amount of our mushroom-based exosomes, as we continue our efforts in attracting customers for such exosomes and as we complete the formulation of our own consumer products, including topical lotions. We expect that sales of our consumer products will begin during the third quarter of 2025.

*FDA Orphan Drug Status.* In an April 1, 2025, press release, we announced that we had received a response from the FDA regarding our Orphan Drug application filed last year under Exousia AI for our Glioblastoma Multiforme (GBM) treatment using exosomes, wherein we indicated that the FDA had been very responsive in its emails and phone calls and had requested additional information regarding the relevant study being conducted at the University of Central Florida (UCF). The requested information has been provided to the FDA; however, the UCF study has not yet been published, although we are encouraged by the results. We continue to believe that we have a high probability of receiving the requested Orphan Drug status, although no assurance can be made, in this regard.

The FDA has authority to grant Orphan Drug status to a drug or biological product to prevent, diagnose or treat a rare disease or condition. Orphan Drug status qualifies sponsors for incentives, including tax credits for qualified clinical trials, exemption from user fees and a potential of seven years of market exclusivity after approval.

Exousia AI, as sponsor, in support of its application, has submitted to the FDA an animal study to show the efficacy of its exosomal drug product. Obtaining Orphan Drug status is a separate process from seeking approval or licensing. Future human studies in support of the approval process are planned.

To receive Orphan Drug status, sponsors must submit a request to the FDA with a scientific rationale demonstrating a medically plausible basis for expecting the drug to be effective in treating the subject rare disease. This rationale is often supported by preclinical or clinical data. The FDA reviews these requests and, if the criteria are met, grants the Orphan Drug status.

New President. In an April 2, 2025, press release, we announced that Matthew Dwyer had become President of our company. Mr. Dwyer continues to perform his duties as President, working in unison with our Chief Executive Officer, Michael Sheikh.

Name Change. In an April 3, 2025, press release, we announced that we were continuing to pursue our FINRA Corporate Action submission, to effect a change of corporate name in the trading markets to “Exousia Pro, Inc.” and to obtain a new trading symbol. We continue to pursue such submission, although we are unable to predict the timing of FINRA approval.

Delivery of Exosomes for Trade Show. In an April 8, 2025, we announced receipt of an order for 500 billion exosomes produced by us, with such order demonstrating our ability to supply dried exosomes, a shelf-life extending feature. We expect that orders for our exosomes will begin in earnest during the third quarter of 2025, as we implement our marketing strategies.

Business Subdivisions. In an April 18, 2025, press release, we announced our management’s determination to establish three operating divisions, each within a separate subsidiary (to be formed): Biotech, Cosmeceutical and Nutraceutical.

Biotech: This division will develop new therapies using exosomes, focusing on cancer.

Cosmeceutical: This division will focus on using exosomes in the multi-billion-dollar skincare industry, including sales of our company’s own products.

Nutraceutical: This division will work on adding exosomes to certain anti-aging supplements, IV therapies, tinctures and peptides.

Our primary strategy for commencing activities within each business division is through joint ventures with companies already operating in each market segment. To date, we have not entered into any such agreement.

Glioblastoma Study. In an April 21, 2025, press release, we discussed a Spaces interview of our Scientific Advisory Board member, Marvin S. Hausman, MD, wherein Dr. Hausman discussed a published paper (available online at <https://pmc.ncbi.nlm.nih.gov/articles/PMC10297980>) showing that the NANOG Expression therapy being employed in our UCF-conducted Glioblastoma (GMB) study reduced the resistance of the cancer stem cells in GMB. The results of our UCF-conducted study are expected to be published in the near future. However, we are unable to provide the exact timing of such publication.

Completion of Preclinical Trial for Glioblastoma. In an April 29, 2025, press release, we announced the early completion of the UCF study that supports our FDA Orphan Drug application and provided an explanation of the study’s procedures. While the UCF study has not yet been published, we believe such publication will occur in the near future.

Web Series. In an April 30, 2025, press release, we announced a weekly web series featuring Marvin D. Hausman, MD, a member of our Scientific Advisory Board. We expect that this web series will be launched, on a full-time basis, in September 2025.

## UCF Study

Exousia AI is the sponsor of a preclinical research study by the University of Central Florida (UCF) designed to investigate the therapeutic potential of exosome-mediated delivery of nucleic acid medicine to enhance Temozolomide (TMZ) therapy for Glioblastoma Multiforme (GBM) using an in vivo model. The preclinical trial studied 32 immunodeficient humanized mice (CIEA NOG mouse) which carry a human immune system which better replicates GBM immune interactions. Human GBM excised from a patient was cultured and then implanted in a hemisphere of the mouse brain. After 30 days of tumor growth, the mice were randomized into four equal subgroups: control, temozolomide (TMZ) treatment, exosome treatment, and a TMZ-exosome combination therapy. After seven days of treatment the mice were sacrificed and their brains were preserved for image analysis. The observations focused on tumor size, weight changes, and brain slice analysis. Additional tissue antibody staining analysis will be conducted to detect the boundary or presence of cancer cells. The insights

from this study are expected to show if combination exosomal therapy can overcome the chemoresistance of glioma stem cells, which represents a major obstacle to effective glioblastoma treatment.

UCF's study report is expected to be published in the near future. Nevertheless, Exousia AI has been able to obtain sufficient information from UCF, such that it has been able to respond to the FDA's information requests regarding its Orphan Drug application.

## Our Lab



Our Orlando, Florida, lab is equipped with a range of advanced tools and instruments designed to support precise, high-performance research across various scientific disciplines. The equipment described below enhances our capabilities in sample preparation, analysis and storage.

Z327-K Refrigerated Universal Centrifuge, 120V: The refrigerated Z327-K offer a wide assortment of rotor options (up to 19), making it ideal for a wide variety of research applications. Rotor exchange between swing out, micro, or high volume fixed angle rotors is very simple and can be done in a matter of seconds. The Z327-K features rear mounted refrigeration system, optimized for saving space on the lab bench at only 40 cm wide.

Thermo Savant DNA120 SpeedVac Concentrator: The ThermoSavant DNA Speed Vacuum Model DNA 120, is a dedicated centrifugal vacuum concentration system for drying low volume ethanol or isopropanol-water precipitates of DNA and RNA. This design incorporates a glass cover, ammonia post-trap and Ammonia Neutralizing Solution for fully automated, unattended, odor-

free drying. The post-trap is connected on the back, left side of the unit. It is easily maintained and replaced. The Savant DNA SpeedVac combines centrifugal force with vacuum for bump-free sample drying. Vacuum is supplied by an integral, oil-free vacuum pump with an automatic bleeder valve.

The Savant DNA120 SpeedVac has a chamber heater that counteracts evaporative sample cooling and accelerates solvent evaporation rates to shorten drying times. The operator can select LOW (ambient), MEDIUM (43 °C), or HIGH (65°C) drying rates with the 3-position switch on the front panel.

The Savant DNA SpeedVac is equipped with polypropylene vacuum fittings to avoid leaks and resist corrosion. A chemical trap kit (DTK120R) and disposable cartridge (DC120R) should be used for trapping volatile radioactivity when the system is dedicated for drying down radio labeled materials.

Ultracentrifuge Z 273 K: The Ultracentrifuge Z 273 K is a high-performance instrument used for separating components of different densities within a liquid sample. With a rotor capable of speeds up to 20,000 x g, this ultracentrifuge is particularly useful for the purification of proteins, nucleic acids, and viruses, as well as for isolating cellular organelles and subcellular components. The 220.78 rotor provides precise control, allowing for consistent and reliable separations across a variety of applications, including molecular biology and biochemistry.

Homogenizer: The Homogenizer is an essential tool for sample preparation, used to break down biological or chemical samples into uniform suspensions. It operates by applying high shear forces to cells or tissues, disrupting them into smaller particles or homogenizing them for further analysis. Whether for protein extraction, DNA/RNA isolation, or sample preparation for microscopy, this piece of equipment ensures consistent sample quality and preparation efficiency.

Hyper-Sensitive Scale: Our Hyper-Sensitive Scale is designed for the most accurate weighing tasks, capable of measuring ultra-small quantities with incredible precision. This scale is vital for experiments where exact measurements of chemicals, powders, or small amounts of substances are required. Its high sensitivity ensures reliable results in quantitative analysis, ensuring the accuracy of experimental conditions.

Fume Hood: The Fume Hood is an essential safety device that provides a controlled environment for handling hazardous chemicals or biological samples. It is designed to prevent exposure to toxic fumes, vapors, and particulate matter by using a ventilation system that draws harmful substances away from the user. The fume hood helps maintain a safe workspace, ensuring that potentially dangerous reactions, solvents, and compounds can be used with minimal risk.

Microscope: The Microscope in our lab offers high magnification capabilities, essential for observing fine details of biological samples, tissues, and microorganisms. This advanced imaging tool allows researchers to investigate samples at the cellular and sub-cellular levels, making it indispensable for applications in microbiology, cell biology, histology, and material science. The microscope's high-resolution optics ensure accurate imaging for both routine and advanced investigations.

Fridges/Freezers: Our Fridges and Freezers are crucial for the proper storage of reagents, biological samples, and chemical compounds that require temperature-controlled environments. The fridges maintain a stable temperature range for materials that must remain cold but not frozen, while the freezers provide deep-freeze conditions for long-term storage of samples, such as enzymes, antibodies, or DNA/RNA. This equipment is vital for ensuring sample integrity and preventing degradation over time.

Electronic Pipette and Micropipettes: The Electronic Pipette and Micropipettes in our lab are precision instruments for transferring small, accurate volumes of liquids. The electronic pipette offers programmable settings to reduce the risk of human error, allowing for reproducible and precise liquid handling. Micropipettes are designed for applications that require extreme accuracy, such as PCR preparation, enzyme assays, and cell culture work. These pipettes contribute to consistency in research by ensuring the correct volume is dispensed every time.

## **Intellectual Property**

Progenicyte License. Effective January 1, 2025, Exousia AI (which was then-named Exousia Pro, Inc.) entered into an Alliance Agreement (the "Progenicyte Agreement") with Progenicyte Japan CO., LTD. ("Progenicyte"), with respect to a business alliance regarding the implementation of certain technologies (the "Licensed Technologies") in Exousia AI's exosome products. In accordance with the terms of the Progenicyte Agreement, Exousia AI is owned 30% by Progenicyte and 70% by our company. In addition, Exousia AI pays Progenicyte a license fee with respect to the Licensed Technologies of \$16,667 per month.

The Licensed Technologies relate to a Progenicyte invention known as “A Novel Method to Load the Desired Nucleic Acid Into Exosomes as a Nucleic Acid Drug Delivery System.” The Licensed Technologies are the subject of a USPTO 371 PCT (Patent Cooperation Treaty) Patent Application PCT/JP2024/009529, filed March 13, 2023, which claims priority to Japanese Patent Application 2022-040244, filed March 15, 2022.

Proprietary. In the transaction by which we acquired Exousia AI, we also acquired the following intellectual property:

- Those serotonin assay(s) being developed by Dr. Kiminobu Sugaya at the University of Central Florida, including, but not limited to, preclinical and clinical data deriving therefrom or associated therewith.
- Exosome development protocol currently active at the laboratory of Dr. Kiminobu Sugaya at the University of Central Florida, including blood samples sent from the laboratory of Dr. Viviana Trezza and analysis data therefor obtained by Fabrizio Ascone.

In addition, we own additional proprietary intellectual properties (the “Proprietary IP”) that we consider key to our business plans, as follows:

- A Novel Method to Load the Desired Nucleic Acid into Exosomes as a Nucleic Acid Drug Delivery System;
- Differential Sequence of Exosomal Nanog Dna as a Potential Diagnostic Cancer Marker; and
- Delivery of Gene Expression Modulating Agents for Therapy Against Cancer and Viral Infection.

By combining the Licensed Technologies with the Proprietary IP, we believe we will be able to produce products that will be extremely effective in assisting in the treatment of many diseases, including certain cancers. A portion of the proceeds of this offering will be used to fund Investigational New Drug trials for our future products. (See “[Use of Proceeds](#)”).

Trademark. We own the “ExousiaPRO” trademark. We intend to register such trademark with the U.S. Patent and Trademark Office in the near future. This mark is important to us, and we intend to, directly or indirectly, maintain and protect this and any future marks we develop and their respective registrations.

## **Sourcing**

It is our objective to produce all plant-based exosomes needed in our business operations. However, until such time, we intend to source our mammalian exosomes from suppliers in the United States. We expect no difficulties in obtaining needed supplies of such exosomes.

## **Competition**

We are in competition with companies that are larger, more established and better capitalized than are we. The medical products development industry and the consumer medical products industry are highly competitive, rapidly evolving and subject to constant change. The number of competitors in each of these industries is substantial. We expect that, if our products establish a market niche, competition will arise from a variety of sources, including from large health-related companies to other smaller national and regional health-related companies.

Many of our potential competitors possess:

- greater financial, technical, personnel, promotional and marketing resources;
- longer operating histories;
- greater name recognition; and
- larger consumer bases.

We cannot assure you that we will be able to compete effectively in our extremely competitive industry.

## **Government Regulations**

Our current operations are not subject to government regulations.

However, we are pursuing Orphan Drug status from the FDA regarding our application filed last year under Exousia AI for our Glioblastoma Multiforme (GBM) treatment using exosomes. Should such application be approved, of which there is no assurance, we would be required to operate in accordance with all FDA and other relevant rules and regulations.

## **Litigation**

In June 2025, the Company filed a lawsuit against its former Sole Officer and Director, Donald Steinberg, styled Exousia Pro, Inc., a Florida corporation, formerly known as Marijuana, Inc. and as GRN Holding Corporation vs. Donald Steinberg and Securities Transfer Corporation, a nominal defendant, in the Circuit Court of the Court of the Twentieth Judicial District in and for Lee County, Florida. In the lawsuit, the Company seeks the cancellation of all shares issued by our company pursuant to a stock exchange agreement (the "Exchange Agreement") with Marijuana, Inc., a now-dissolved Florida corporation, the control person of which was Donald Steinberg, the Company's former sole officer and director who was in such positions at the time of the Exchange Agreement. Pursuant to the Stock Exchange Agreement, a company owned by Mr. Steinberg was issued 3,063,000 shares. However, shortly after the consummation of the Exchange Agreement, Mr. Steinberg caused the dissolution of the acquired company. The series of transactions surrounding the Exchange Agreement, which we believe to have been fraudulent, is the basis of a lawsuit filed by us against Mr. Steinberg, wherein we seek the rescission of the Exchange Agreement and the cancellation of all of the 15,500,000 shares of common stock issued pursuant thereto. Although no prediction can be made regarding the outcome of this lawsuit, the Company is confident that it will receive a favorable outcome.

In July 2025, Mr. Steinberg filed a lawsuit against the Company styled Donald Steinberg, Plaintiff v. Michael Sheikh, an individual, and Exousia Pro, Inc., a Florida corporation, in the Circuit Court of the Court of the Twentieth Judicial District in and for Lee County, Florida. In this lawsuit, Mr. Steinberg claims a breach of promissory note. The Company has answered and filed a counterclaim and is seeking a Temporary Restraining Order, requesting that the transfer agent place a hold on any shares (15,500,000) issued as part of the fraudulent transaction conducted by Mr. Steinberg. Although no prediction can be made regarding the outcome of this lawsuit, the Company is confident that it will receive a favorable outcome.

## **Properties**

We lease our principal office located in St. Petersburg, Florida, at a monthly rental of \$150. We lease our 1,000 square foot lab space in Orlando, Florida, at a monthly rental of \$2,160.83. We own no real property.

## **Employees**

In addition to our two executive officers, we currently have one part-time employee. Upon our obtaining additional funding, including through this offering, we expect that we would hire a small number of additional employees. We have used, and, in the future, expect to use, the services of certain outside consultants and advisors as needed on a consulting basis.

## **Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### *Forward-looking Statements*

Statements made in this Annual Report which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and our business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words "may," "would," "could," "should," "expects," "projects," "anticipates," "believes," "estimates," "plans," "intends," "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, general economic or industry conditions, nationally and/or in the communities in which we may conduct business, changes in the interest rate environment, international gold prices, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting our current or potential business and related matters.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. We do not undertake, and specifically disclaim, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.



## Overview

The financial statements presented are those of Marijuana Inc. and subsidiaries, a Florida corporation (formerly GRN Holding Corporation) (“We”, the “Company” or “Successor”). Effective October 30, 2024, a change in control of our company occurred. On such date, Earth Onyx, LLC, a company owned by our former Sole Director and Officer, sold 100 shares (the “Control Shares”), or 100% of the outstanding shares, of our Series A Preferred Stock to our current Sole Director and Chief Executive Officer. On December 31, 2024, pursuant to a Stock Purchase Agreement between the Company and Ludwig Enterprises, Inc., the Company acquired Exousia AI, Inc. (“Exousia AI or the “Predecessor”), incorporated on June 3, 2023 in the state of Wyoming. Exousia AI assets embody a joint venture with a Japanese biotech company to manufacture and deliver mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells.

The Company was designated a “Shell Company” prior to its acquisition of Exousia AI, resulting in Exousia AI being deemed a “Predecessor” company. As such, references to unaudited financial statements for the periods presented prior to the acquisition date of December 31, 2024 are those of the Predecessor. References to our unaudited consolidated financial statements after the acquisition date of December 31, 2024 are those of the Successor.

## Summary of Critical Accounting Estimates

The following significant accounting policies require management estimates and assumptions which may result in material impacts to the Company’s financial condition.

### *Revenue Recognition Policy*

We recognize revenue in accordance with the provisions of Accounting Series Codification (“ASC”) 606, *Revenue From Contracts With Customers* (“ASC 606”), which provides guidance on the recognition, presentation, and disclosure of revenue in financial statements. ASC 606 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. In general, the Company recognizes revenue based on the allocation of the transaction price to each performance obligation as each performance obligation in a contract is satisfied.

The Company manufactures and delivers mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells for use on commercial applications such as cosmetics. Revenue recognition for the sale of exosomes are based on the allocation of the transaction price to each performance obligation as each performance obligation in a contract is satisfied, title or access to exosomes are transferred and amounts are due are collected or collectible.

We recognized \$500 of revenue from the sale and delivery of exosomes during the six months ended June 30, 2025.

### *Goodwill and Indefinite-Lived Intangible Assets*

The Company has goodwill and certain indefinite-lived intangible assets that have been recorded in connection with the acquisition of a business. Goodwill and indefinite-lived assets are not amortized but instead tested for impairment at least annually. Goodwill represents the excess of the purchase price of an acquired business over the estimated fair value of the underlying net tangible and intangible assets acquired. The Company tests goodwill resulting from acquisitions for impairment annually, or whenever events or changes in circumstances indicate an impairment. For purposes of the goodwill impairment test, the Company has determined that it currently operates as a single reporting unit. If it is determined that an impairment has occurred, the Company adjusts the carrying value accordingly and charges the impairment as an operating expense in the period the determination is made. Although the Company believes goodwill is appropriately stated in the consolidated financial statements, changes in strategy or market conditions could significantly impact these judgments and require an adjustment to the recorded balance. There were no impairments during the periods presented.

### *Long Lived Assets*

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Should impairment in value be indicated, the carrying value of long-lived assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

## *Income Taxes*

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has incurred net operating losses in prior years for financial-reporting and tax-reporting purposes. Accordingly, for Federal income tax purposes, the benefit for income taxes has been offset entirely by a valuation allowance against the related federal and state deferred tax asset for the years ended December 31, 2024 and 2023.

## *Fair Value Measurements*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under are described as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 – Inputs that are unobservable and significant for the asset or liability.

Fair value is determined based on the price that would be received for an asset or paid to transfer a liability in an orderly transaction based on market participants. Factors that the Company considered when estimating the fair value of its convertible notes payable included quoted market prices of the Company's common stock.

## *Convertible Debt Instruments*

The Company follows ASC 480-10, Distinguishing Liabilities from Equity in its evaluation of the accounting for a hybrid instrument. A financial instrument that embodies an unconditional obligation, or a financial instrument other than an outstanding share that embodies a conditional obligation, that the issuer must or may settle by issuing a variable number of its equity shares shall be classified as a liability (or an asset in some circumstances) if, at inception, the monetary value of the obligation is based solely or predominantly on any one of the following: (a) a fixed monetary amount known at inception; (b) variations in something other than the fair value of the issuer's equity shares; or (c) variations inversely related to changes in the fair value of the issuer's equity shares. Hybrid instruments meeting these criteria are not further evaluated for any embedded derivatives and are carried as a liability at fair value at each balance sheet date with remeasurements reported in change on fair value expense in the accompanying Statements of Operations.

## Results of Operations

### *For The Six Months Ended June 30, 2025 Compared to the Six Months Ended June 30, 2024*

#### Revenues

We recognized \$500 in revenues during the six months ended June 30, 2025 from the sale of exosomes. Our predecessor company recognized \$12,830 in consulting service revenue during the three months ended June 30, 2024.

#### Operating Expenses

Operating expenses were \$335,838 and \$79,659 for the six months ended June 30, 2025 and 2024, respectively. The \$256,719 increase is mainly a result of increases of \$113,482 in research and development, \$76,215 in consulting and professional fees, \$51,942 in general and administrative expenses, \$10,134 in amortization expense and \$4,406 in operating expenses during the six months ended June 30, 2025 as compared to 2024. Increases are the result of commencement of the biotech business during the fourth quarter of 2024.

### Loss from Operations

We had operating losses of \$335,338 and \$66,829 for the six months ended June 30, 2025 and 2024, respectively. The increase in operating loss is a result of the operating losses and revenues as discussed above.

### Other Income and Expenses

We recognized total other income of \$6,425 and \$0 for the six months ended June 30, 2025 and 2024, respectively. The June 30, 2025 balance is made up of a gain on fair value of share settled debt of \$27,178, partially offset by interest expense of \$20,750.

### Net Loss

Net loss was \$328,913 and \$66,829 for the six months ended June 30, 2025 and 2024, respectively. Net loss for the three months ended June 30, 2025 is mainly the result of \$335,838 in operating expenses, partially offset by \$500 in revenue and \$6,425 in other income, as discussed above. Net loss for the six months ended June 30, 2024 is mainly the result of \$79,659 in operating expense, partially offset by \$12,830 in revenue, as discussed above.

### *For The Three Months Ended June 30, 2025 Compared to the Three Months Ended June 30, 2024*

### Revenues

We recognized \$500 in revenues during the three months ended June 30, 2025 from the sale of exosomes. Our predecessor company did not recognized any revenue during the three months ended June 30, 2024.

### Operating Expenses

Operating expenses were \$212,730 and \$34,529 for the three months ended June 30, 2025 and 2024, respectively. The \$178,201 increase is mainly a result of increases of \$99,923 in research and development, \$44,754 in consulting and professional fees, \$19,584 in general and administrative expenses, \$10,134 in amortization expense and \$4,406 in operating expenses during the three months ended June 30, 2025 as compared to 2024. Increases are the result of commencement of the biotech business during the fourth quarter of 2024.

### Loss from Operations

We had operating losses of \$212,230 and \$34,529 for the three months ended June 30, 2025 and 2024, respectively. The increase in operating loss is a result of the operating losses and revenues as discussed above.

### Other Income and Expenses

We recognized total other income of \$256,5041 and \$0 for the three months ended June 30, 2025 and 2024, respectively. The June 30, 2025 balance is made up of a gain on fair value of share settled debt of \$268,270, partially offset by interest expense of \$11,766.

### Net Income (Loss)

Net income was \$44,274 for the three months ended June 30, 2025, compared to a net loss of \$34,529 for the three months ended June 30, 2024. Net income for the three months ended June 30, 2025 is mainly the result of \$256,504 in other income as well as \$500 in revenue, partially offset, partially offset by \$212,730 in operating expenses, as discussed above. Net loss for the three months ended June 30, 2024 is the result of \$34,529 in operating expenses, as discussed above.

### Liquidity and Capital Resources

#### Assets

Total assets were \$241,175 and \$202,781 as of June 30, 2025 and December 31, 2024, respectively. Current assets at June 30, 2025 consisted of cash of \$36,628 and prepaid expenses of \$12,000, while long-term assets consisted of intangible assets of \$192,547. Current assets as of December 31, 2024 consisted of \$100 in cash, while long-term assets consisted of intangible assets of \$202,681.

## Liabilities

Total current liabilities were \$721,230 and \$518,923 as of June 30, 2025 and December 31, 2024, respectively. Current liabilities at June 30, 2025 consisted of \$143,315 in accounts payable, \$18,869 in accrued interest expenses, \$50,000 in accrued product deliverable, \$67,600 in accrued compensation, \$290,749 in convertible notes payable, \$150,697 in notes payable and \$100 in notes payable, related party. Current liabilities at December 31, 2024 consisted of \$53,319 in accounts payable, \$3,207 in accrued interest expenses, \$50,000 in accrued product deliverable, \$287,746 in convertible notes payable, \$124,551 in notes payable and \$100 in notes payable, related party.

## Net Cash Used in Operating Activities

During the six months ended June 30, 2025 and 2024, our operating activities used \$179,618 and \$66,828 in cash, respectively. The \$112,790 increase is mainly due to a \$262,085 increase in net loss and \$11,863 increase in non-cash adjustments, partially offset by \$161,158 in changes in operating assets and liabilities.

Financing activities provided \$216,146 and \$15,207 in cash during the six months ended June 30, 2025 and 2024, respectively. During the six months ended June 30, 2025, we received \$1650,000 in cash from the sale of common stock, \$9,902 in cash from notes payable and \$50,000 from issuance of a convertible note payable, we repaid \$8,756 in notes payable.

The Company had a working capital deficit of \$672,602 and \$518,823 at June 30, 2025 and December 31, 2024, respectively.

### **5) 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 and the extent in which the facilities are utilized.*

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

**The Company leases its principal office located in St. Petersburg, Florida. We own no real property.**

### **6) Officers, Directors and Control Persons**

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted) <sup>(1)</sup>	Note
Michael Sheik	Director, Chief Executive Officer and Secretary; 5% Owner	Spokane, Washington	-0-  100	Common Stock  Series A Preferred Stock	-0-0%  100%	See Note A below.
Blue Ridge Enterprises LLC (Donald Steinberg) <sup>(2)</sup>	5% Owner	Estero, Florida	650,000	Common Stock	1.60%	
Earth Onyx LLC (Donald Steinberg) <sup>(2)</sup>	5% Owner	Estero, Florida	3,974,511	Common Stock	9.78%	
Donald Steinberg <sup>(2)</sup>	5% Owner	Estero, Florida	613,000	Common Stock	1.51%	
Edward Petrulo	5% Owner	Mesa, Arizona	2,950,000	Common Stock	7.26%	
Zawi Now LLC (Kimberly Carlson) <sup>(2)</sup>	5% Owner	Estero, Florida	3,000,000	Common Stock	7.38%	
Ludwig Enterprises, Inc. (Charles Todd, Jr.)	5% Owner	Miami, Florida	10,000	Series B Convertible Preferred Stock	100%	See Note B below.
(1)	Based on 40,607,067 shares outstanding as of August 19, 2025.					
(2)	The shares of common stock owned by these shareholders (an aggregate of 8,237,511 shares, or 23.47% of the outstanding shares) are under the control of Donald Steinberg.					
Note A	The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series A Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 9.108% of the total number of shares of common stock which are issued and outstanding at the time of conversion.					
Note B	Each share of the Series B Convertible Preferred Stock shall be convertible into 4,700 shares of our common stock; a holder of shares of Series B Convertible Preferred Stock shall be required to convert all of such holder's shares of Series B Convertible Preferred Stock, should any such holder exercise his, her or its rights of conversion; the Series B Convertible Preferred Stock may be converted into shares of our common stock any time after the date that is six months immediately following the effective date of our common stock's uplisting to any tier of the NASDAQ Stock Market (including NASDAQ Capital Market), the NYSE American or any successor to such markets.					

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None.**

## **8) Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name:	Eric Newlan, Esq. Newlan Law Firm, PLLC
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, Texas 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

### Accountant or Auditor

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

### Investor Relations

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

*All other means of Investor Communication:*

Twitter:	@Exousia_Pro
Discord:	N/A
LinkedIn	N/A
Facebook:	N/A
Instagram:	N/A
Other:	N/A

#### Other Service Providers

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

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

#### **9) Disclosure & Financial Information**

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

Name: **Eric Newlan**  
Title: **Managing Member, Newlan Law Firm, PLLC**  
Relationship to Issuer: **Outside Counsel**

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

☐ IFRS  
☒ U.S. GAAP

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

Name: **Michael J. Hess, CPA**

Title: **Financial Consultant**

Relationship to Issuer: **Independent Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> **Mr. Hess is experienced in the collection of financial data and is a Certified Public Accountant in the State of Utah.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

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

**[ CERTIFICATION PAGE FOLLOWS ]**

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Michael Sheikh, certify that:

1. I have reviewed this Disclosure Statement for **Marijuana, Inc. (now Exousia Pro, 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.

Dated: August 19, 2025

/s/ Michael Sheikh

Chief Executive Officer

### *Principal Financial Officer:*

I, Michael Sheikh, certify that:

1. I have reviewed this Disclosure Statement for **Marijuana, Inc. (now Exousia Pro, 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.

Dated: August 19, 2025

/s/ Michael Sheikh

Chief Financial Officer

**Exousia Pro, Inc.**  
**(formerly Marijuana, Inc. and GRN Holding Corporation)**  
**Consolidated Balance Sheets**  
**(unaudited)**

ASSETS	June 30, 2025	December 31, 2024
Current Assets:		
Cash	\$ 36,628	\$ 100
Prepaid expenses	12,000	-
Total Current Assets	<u>48,628</u>	<u>100</u>
Long-Term Assets:		
Intangible assets, net	<u>192,547</u>	<u>202,681</u>
Total Long-Term Assets	<u>192,547</u>	<u>202,681</u>
Total Assets	<u><u>\$ 241,175</u></u>	<u><u>\$ 202,781</u></u>
LIABILITIES AND STOCKHOLDER DEFICIT		
Current Liabilities:		
Accounts payable	\$ 143,315	\$ 53,319
Accrued interest payable	18,869	3,207
Accrued product deliverable	50,000	50,000
Accrued compensation	67,500	-
Convertible notes payable, net	290,749	262,746
Notes payable	150,697	149,551
Notes payable, related party	<u>100</u>	<u>100</u>
Total Current Liabilities	<u>721,230</u>	<u>518,923</u>
Total Liabilities	<u><u>721,230</u></u>	<u><u>518,923</u></u>
Stockholders' Deficit:		
Preferred Series A stock, \$0.001 par value, 100 and 100 shares authorized, 100 and 100 issued and outstanding, respectively	-	-
Preferred Series B stock, \$0.001 par value, 10,000 and 10,000 shares authorized, 10,000 and 10,000 shares issued and outstanding, respectively	10	10
Common stock, \$0.001 par value, 25,000,000 and 25,000,000 shares authorized, 40,607,067 and 35,094,567 shares issued and outstanding, respectively	40,607	35,095
Additional paid-in capital	12,816,309	12,656,821
Accumulated deficit	<u>(13,336,981)</u>	<u>(13,008,068)</u>
Total stockholders' deficit	<u>(480,055)</u>	<u>(316,142)</u>
Total Liabilities and Stockholders' Deficit	<u><u>\$ 241,175</u></u>	<u><u>\$ 202,781</u></u>

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

**Exousia Pro, Inc.**  
**(formerly Marijuana, Inc. and GRN Holding Corporation)**  
**Consolidated Statements of Operations**  
**(unaudited)**

	<b>Succesor</b>	<b>Predecessor</b>	<b>Succesor</b>	<b>Predecessor</b>
	For the Three Months Ended June 30, 2025	For the Three Months Ended June 30, 2024	For the Six Months Ended June 30, 2025	For the Six Months Ended June 30, 2024
REVENUES	\$ 500	\$ 12,830	\$ 500	\$ -
COSTS AND EXPENSES				
Operating expenses	4,406	-	4,406	-
Consulting and professional fees	76,215	-	44,754	-
General and administrative	89,549	37,607	54,113	34,529
Amortization expense	10,134	-	10,134	-
Research and development	155,534	42,052	99,323	-
Total Costs and Expenses	335,838	79,659	212,730	34,529
Loss From Operations	(335,838)	(66,829)	(212,230)	(34,529)
OTHER INCOME (EXPENSE)				
Fair value of share settled debt	27,175	-	268,270	-
Interest expense	(20,750)	-	(11,766)	-
Total Other Income (Expense)	6,425	-	256,504	-
Net income (loss)	\$ (328,913)	\$ (66,829)	\$ 44,274	\$ (34,529)
Basic income (loss) per common share	\$ (0.01)	\$ (668.29)	\$ 0.00	\$ (345.29)
Fully diluted income (loss) per common share	\$ (0.00)	\$ (668.29)	\$ 0.01	\$ (345.29)
Basic weighted average common shares outstanding	37,602,509	100	39,536,496	100
Fully diluted weighted average common shares outstanding	37,602,509	100	42,565,865	100

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

**Exousia Pro, Inc.**  
**(formerly Marijuana, Inc. and GRN Holding Corporation)**  
**Consolidated Statement of Stockholder's Equity (Deficit)**  
**(unaudited)**

Successor									
	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Share s	Amount	Shares	Amount			
Balance, December 31, 2024	100	\$ -	10,000	\$ 10	35,094,567	\$ 35,095	\$ 12,656,821	\$ (3,008,068)	\$ (316,142)
Common stock issued for cash	-	-	-	-	5,512,500	5,512	159,488	-	165,000
Net loss for the six months ended June 30, 2025	-	-	-	-	-	-	-	(328,913)	(328,913)
Balance, June 30, 2025	100	\$ -	10,000	\$ 10	40,607,067	\$ 40,607	\$ 12,816,309	\$ (3,336,981)	\$ (480,055)
Predecessor									
	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Share s	Amount	Shares	Amount			
Balance, December 31, 2023	-	\$ -	-	\$ -	10,000	\$ 10	\$ (10)	\$ (10,384)	\$ (10,384)
Net loss for the six months ended June 30, 2024	-	-	-	-	-	-	-	(66,828)	(66,828)
Balance, June 30, 2024	-	\$ -	-	\$ -	10,000	\$ 10	\$ (10)	\$ (77,212)	\$ (77,212)
Successor									
	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Share s	Amount	Shares	Amount			
Balance, March 31, 2025	100	\$ -	10,000	\$ 10	38,094,567	\$ 38,095	\$ 12,683,821	\$ (3,381,244)	\$ (659,329)
Common stock issued for cash	-	-	-	-	2,512,500	2,512	132,488	-	135,000
Net income for the three months ended June 30, 2025	-	-	-	-	-	-	-	44,274	44,274
Balance, June 30, 2025	100	\$ -	10,000	\$ 10	40,607,067	\$ 40,607	\$ 12,816,309	\$ (3,336,981)	\$ (480,055)
Predecessor									
	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Share s	Amount	Shares	Amount			
Balance, March 31, 2024	-	\$ -	-	\$ -	10,000	\$ 10	\$ (10)	\$ (42,684)	\$ (42,684)
Net loss for the three months ended June 30, 2024	-	-	-	-	-	-	-	(34,528)	(34,528)
Balance, June 30, 2024	-	\$ -	-	\$ -	10,000	\$ 10	\$ (10)	\$ (77,212)	\$ (77,212)

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

**Exousia Pro, Inc.**  
**(formerly Marijuana, Inc. and GRN Holding Corporation)**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	<b>Succesor</b>	<b>Predecessor</b>
	<b>For the Six Months Ended June 30, 2025</b>	<b>For the Six Months Ended June 30, 2024</b>
Cash Flows From Operating Activities:		
Net loss	\$ (328,913)	\$ (66,828)
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Amortization of debt discount	10,134	-
Amortization of debt discount	5,178	-
Fair value of share settled debt	(27,175)	-
Changes in operating assets and liabilities:		
Prepaid expenses	(12,000)	-
Accounts payable	89,996	-
Accrued interest	83,162	-
Net cash used in operating activities	<u>(179,618)</u>	<u>(66,828)</u>
Cash Flows From Financing Activities:		
Proceeds from the issuance of convertible notes payable	50,000	-
Proceed from the issuance of common stock	165,000	-
Proceeds from the issuance of notes payable	1,146	-
Proceeds from parent company advances	-	15,207
Net cash provided by financing activities	<u>216,146</u>	<u>15,207</u>
Net change in cash	36,528	(51,621)
Cash, beginning of period	100	100,000
Cash, end of period	<u>\$ 36,628</u>	<u>\$ 48,379</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

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

**Exousia Pro, Inc.**  
(formerly Marijuana, Inc. and GRN Holding Corporation)  
**Notes to Unaudited Consolidated Financial Statements**  
**Six Months Ended June 30, 2025**  
(unaudited)

**NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES**

The financial statements presented are those of Marijuana Inc. and subsidiaries, a Florida corporation (formerly GRN Holding Corporation) (the “Company” or “Successor”). The Company was incorporated in the State of Nevada on April 28, 2010, as Norman Cay Development, Inc. The Company’s corporate name changed to Discovery Gold Corp., in July 2012. The Company’s corporate name changed to become GRN Holding Corporation, in November 2019. The Company’s corporate name changed to Marijuana, Inc., in October 2024. The Company is currently pursuing a change of corporate name in the trading markets to “Exousia Pro, Inc.” and obtaining a new trading symbol, but are unable to predict the timing of approval.

On December 31, 2024, pursuant to a Stock Purchase Agreement between the Company and Ludwig Enterprises, Inc., the Company acquired Exousia AI, Inc. (“Exousia AI or the “Predecessor”), incorporated on June 3, 2023 in the state of Wyoming. Exousia AI assets embody a joint venture with a Japanese biotech company to manufacture and deliver mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells.

***Basis of Presentation***

The unaudited consolidated financial statements and related disclosures have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States. The Company has elected a calendar year-end.

Marijuana Inc. was designated a “Shell Company” prior to its acquisition of Exousia AI, resulting in Exousia AI being deemed a “Predecessor” company. The accompanying unaudited financial statements and notes for the periods presented prior to the acquisition date of December 31, 2024 are those of the Predecessor. The Company’s unaudited consolidated financial statements and notes as of and after the acquisition date of December 31, 2024 are those of the Successor.

***Revenue Recognition Policy***

We recognize revenue in accordance with the provisions of Accounting Series Codification (“ASC”) 606, Revenue From Contracts With Customers (“ASC 606”), which provides guidance on the recognition, presentation, and disclosure of revenue in financial statements. ASC 606 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. In general, the Company recognizes revenue based on the allocation of the transaction price to each performance obligation as each performance obligation in a contract is satisfied.

The Company manufactures and delivers mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells for use on commercial applications such as cosmetics. Revenue recognition for the sale of exosomes are based on the allocation of the transaction price to each performance obligation as each performance obligation in a contract is satisfied, title or access to exosomes are transferred and amounts are due are collected or collectible.

The Company recognized \$500 of revenue from the sale and delivery of exosomes during the six months ended June 30, 2025.

***Goodwill and Indefinite-Lived Intangible Assets***

The Company has goodwill and certain indefinite-lived intangible assets that have been recorded in connection with the acquisition of a business. Goodwill and indefinite-lived assets are not amortized but instead are tested for impairment at least annually. Goodwill represents the excess of the purchase price of an acquired business over the estimated fair value of the underlying net tangible and intangible assets acquired. The Company tests goodwill resulting from acquisitions for impairment annually, or whenever events or changes in circumstances indicate an impairment. For purposes of the goodwill impairment test, the Company has determined that it currently operates as a single reporting unit. If it is determined that an impairment has occurred, the Company adjusts the carrying value accordingly and charges the impairment as an operating expense in the period the determination is made. Although the Company believes goodwill is appropriately stated in the consolidated financial statements, changes in strategy or market conditions could significantly impact these judgments and require an adjustment to the recorded balance. There were no impairments during the periods presented.

## ***Fair Value of Financial Instruments***

ASC 820, *Fair Value Measurements* (“ASC 820”) and ASC 825, *Financial Instruments* (“ASC 825”), requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying values of cash, as well as accounts payable, accrued interest, deferred revenue and related part payables approximate fair value. Pursuant to ASC 820 and 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. A convertible note of the Company is required to be recorded at fair value on a recurring basis. Fair value is determined based on the price that would be received for an asset or paid to transfer a liability in an orderly transaction based on market participants. Factors that the Company considered when estimating the fair value of its convertible notes payable included quoted market prices of the Company's common stock. The level of the convertible notes payable is considered as Level 1.

The following table presents the Company's liabilities that are measured at fair value on a recurring basis, consistent with the fair value hierarchy provisions.

	<b>June 30, 2025</b>			
	<b>Quoted Prices in Active Markets for Identical Liabilities (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
Liabilities:				
Fair value of share settled debt	\$ 35,571	\$ -	\$ -	\$ 35,571
Total	\$ 35,571	\$ -	\$ -	\$ 35,571
	<b>December 31, 2024</b>			
	<b>Quoted Prices in Active Markets for Identical Liabilities (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
Liabilities:				
Fair value of share settled debt	\$ 62,746	\$ -	\$ -	\$ 62,746
Total	\$ 62,746	\$ -	\$ -	\$ 62,746

## ***New Accounting Pronouncements***

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

### ***Basic and Diluted Loss Per Share***

Basic net loss per share is computed on the basis of the weighted average number of common shares outstanding during each year. Diluted net loss per share is computed similar to basic net loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The Company uses the “if-converted” method for calculating the earnings per share impact of outstanding convertible debentures, whereby the securities are assumed converted, related debt discount amortization and fair value adjustments are added back to net income (loss) and an earnings per incremental share is computed. Options, warrants and their equivalents are included in EPS calculations through the treasury stock method. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive.

The calculation of basic and diluted net income (loss) per share is as follows:

	<b>For the Six Months Ended June 30,</b>		<b>For the Three Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Basic Income (Loss) Per Share:				
Numerator:				
Net loss	\$ (328,913)	\$ (66,829)	\$ 44,274	\$ (34,529)
Denominator:				
Weighted average common shares outstanding	37,597,329	100	39,563,496	100
Basic net income (loss) per share	<u>\$ (0.01)</u>	<u>\$ (668.29)</u>	<u>\$ 0.00</u>	<u>\$ (345.29)</u>
	<b>For the Six Months Ended June 30,</b>		<b>For the Three Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
Diluted Income (Loss) Per Share:				
Numerator:				
Net income (loss)	\$ (328,913)	\$ (66,829)	\$ 313,982	\$ (34,529)
Denominator:				
Weighted average common shares outstanding	37,597,329	100	42,565,865	100
Diluted net income (loss) per share	<u>\$ (0.01)</u>	<u>\$ (668.29)</u>	<u>\$ 0.01</u>	<u>\$ (345.29)</u>

Fully diluted income for the three months ended June 30, 2025 was adjusted to exclude \$268,270 in gains on fair value of conversion options and \$3,740 in amortization of debt discount on convertible notes payable.

Potential shares of common stock from the conversion of convertible notes payable totaling 2,845,615 were excluded from the computation of diluted net loss per share for the six months ended June 30, 2025 as such shares would have had an anti-dilutive effect. Additionally, potential shares of common stock from the conversion of convertible notes payable totaling 2,845,615 were included in the computation of diluted net loss per share for the three months ended June 30, 2025.

### ***Convertible Debt Instruments***

The Company follows ASC 480-10, Distinguishing Liabilities from Equity in its evaluation of the accounting for a hybrid instrument. A financial instrument that embodies an unconditional obligation, or a financial instrument other than an outstanding share that embodies a conditional obligation, that the issuer must or may settle by issuing a variable number of its equity shares shall be classified as a liability (or an asset in some circumstances) if, at inception, the monetary value of the obligation is based solely or predominantly on any one of the following: (a) a fixed monetary amount known at inception; (b) variations in something other than the fair value of the issuer's equity shares; or (c) variations inversely related to changes in the fair value of the issuer's equity shares. Hybrid instruments meeting these criteria are not further evaluated for any embedded derivatives and are carried as a liability at fair value at each balance sheet date with remeasurements reported in change on fair value expense in the accompanying Statements of Operations.



## NOTE 2 - RELATED PARTY TRANSACTIONS

The Company's Sole Director, Michael Sheikh, made a \$100 advance to the Company during December 2024 to open a bank account. The advance is due on demand and bears no interest. The balance was \$100 as of June 30, 2025 and December 31, 2024, respectively.

## NOTE 3 - ALLIANCE AGREEMENT

On January 20, 2025, the Company executed an Alliance Agreement with Progenicyte Japan CO., LTD, which is embodied in the Company's subsidiary, Exousia Pro, Inc. Through Exousia Pro, the Company now holds the worldwide license in perpetuity for Progenicyte's patent covering the loading of Exosomes. Exousia Pro is required to pay Progenicyte the sum of \$16,667 a month and issue it 30% of Exousia Pro's equity as payment for the exclusive worldwide license. As of June 30, 2025, no equity payment has been made.

## NOTE 4 - NOTES AND CONVERTIBLE NOTES PAYABLE

### Convertible Notes Payable

In accordance with ASC 480, *Distinguishing Liabilities from Equity*, the Company evaluates its hybrid convertible debt instruments with unconditional obligations allowing settlement by issuing a variable number of its equity shares to determine proper classification and accounting. The Company classifies the hybrid convertible debt instruments as a liability upon being convertible at the option of the holders due to the conversion terms being based on fixed monetary amounts known at inception, in this case, settlement with a variable number of the Company's equity shares. As such, conversion options are carried as a liability at fair value at each balance sheet date with a re-measurement reported as a change in fair value of share-settled debt in other (income) expense in the accompanying condensed statements of operations.

During March 2025, the Company issued and delivered a \$65,000 convertible note. The convertible note has a \$15,000 face discount, bears interest at 8% per annum, is due October 30, 2025, and is convertible into shares of Company common stock at any time at a 25% discount to the then-trading price; provided, however, that the holder of the convertible note may not convert into a number of shares of common stock that would cause the holder to exceed 9.99% ownership of Company common stock. In addition, the convertible note carries rights of qualification and rights of registration. Should the Consulting Note be converted into shares of common stock of the Company that are the subject of an Offering Statement on Form 1-A (the "Reg A") or a Registration Statement on Form S-1 (the "S-1"), the conversion price would be equal to the offering price of the shares offered under the Reg A or the S-1, as the case may be. The balance of the convertible note was \$65,000, the fair value of the conversion option was \$8,564 and the unamortized debt discount was \$9,822 at June 30, 2025. Amortization of face value debt discount is being done over the life of the convertible note and was \$5,178 for the six months ended June 30, 2025.

### Consulting Agreement

Pursuant to a consulting agreement, the Company issued and delivered a \$200,000 convertible note to Donald Steinberg. The convertible note bears interest at 8% per annum, is due October 30, 2025, and is convertible into shares of Company common stock at any time at a 25% discount to the then-trading price; provided, however, that the holder of the convertible note may not convert into a number of shares of common stock that would cause the holder to exceed 9.99% ownership of Company common stock. In addition, the convertible note carries rights of qualification and rights of registration. Should the Consulting Note be converted into shares of common stock of the Company that are the subject of an Offering Statement on Form 1-A (the "Reg A") or a Registration Statement on Form S-1 (the "S-1"), the conversion price would be equal to the offering price of the shares offered under the Reg A or the S-1, as the case may be. The balance of the consulting agreement convertible note was \$200,000 and \$200,000 at June 30, 2025 and December 31, 2024, respectively. The fair value of the conversion option was \$27,007 and \$62,746 at June 30, 2025 and December 31, 2024, respectively.

The Company's convertible notes payable consist of the following at:

	June 30, 2025	December 31, 2024
Convertible note payable, interest at 8%, unsecured, due October 30, 2025	\$ 227,007	\$ 262,746
Convertible note payable, 30% face discount, interest at 8%, unsecured, due February 24, 2026	63,742	-
Total:	290,749	262,746
Less: current portion	\$ (290,749)	\$ (262,746)
Long-term notes payable	\$ -	\$ -

During the six months ended June 30, 2025, the Company recognized a \$27,175 gain in fair value as a result of the conversion options

on the above-mentioned convertible debt.

Effective June 30, 2025, the Company cancelled the consulting agreement and the convertible note with Donald Steinberg, due to non-performance.

### **Notes Payable**

#### ***Legal Services***

Pursuant to a legal services agreement, the Company issued and delivered a \$25,000 convertible note to NLF Support Services, LLC. The convertible note bears interest at 8% per annum, is due November 18, 2025 and automatically converts into shares of the Company's common stock on the date on which the Company's offering circular with respect to the offering of Common Stock pursuant to Regulation A is first "qualified" by the SEC and any other relevant state or other jurisdictional qualification. On the qualification date, the outstanding balance, including accrued interest at the rate equal to the price of the Regulation A offering. The balance of the legal services Note was \$25,000 and \$25,000 at June 30, 2025 and December 31, 2024, respectively.

#### ***Acquisition***

On December 31, 2024, the Company and Ludwig Enterprises, Inc. (the "LUDG") entered into a Stock Purchase Agreement, pursuant to which the Company issued a \$100,000 principal amount promissory note (the "Purchaser Note"). The Purchaser Note bears interest at eight percent (8%) per annum, with principal and accrued interest due December 31, 2025 and is secured by all of the asset of Exousia AI. During the year ended December 31, 2024, a third party company lent the Company a total of \$24,551 in advances to pay corporate expenses. The balance of the Purchaser Note was \$100,000 and \$100,000 at June 30, 2025 and December 31, 2024, respectively.

#### ***Advances Payable***

During the year ended December 31, 2024, a third party company lent the Company a total of \$24,551 in advances to pay corporate expenses. The amounts are due on demand, unsecured and accrue interest at 8% per annum. The balance of the advances was \$24,551 and \$24,551 at June 30, 2025 and December 31, 2024, respectively.

During the six months ended March 31, 2025, a third party company lent the Company a total of \$9,903 in advances to pay corporate expenses and repaid \$8,756. The amounts are due on demand, unsecured and accrue interest at 8% per annum. The balance of the advances was \$1,147 and \$9,299 at June 30, 2025 and December 31, 2024, respectively.

The Company's notes payable consist of the following at:

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
Contingent convertible note payable, interest at 8%, unsecured, due October 30, 2025	\$ 25,000	\$ 25,000
Note payable, interest at 8%, unsecured, due upon demand.	24,551	24,551
Note payable, interest at 8%, unsecured, due upon demand.	1,146	-
Note payable, interest at 8%, secured by certain assets, due December 31, 2025	100,000	-
Total:	150,697	149,551
Less: current portion	\$ (150,697)	\$ (149,551)
Long-term notes payable	\$ -	\$ -

### **NOTE 5 - STOCKHOLDERS' EQUITY**

#### **Common Stock**

During the six months ended June 30, 2025, the Company sold 5,512,500 shares of common stock for \$165,000 in cash, or an average of \$0.03 per share.

#### **Preferred Stock**

The Company is authorized to issue 10,000,000 shares of Preferred Stock, par value \$0.001 per share, of which 100 shares have been designated Series A Preferred Stock and of which 10,000 shares have been designated Series B

### ***Series A Preferred Stock***

The holders of the Series A Preferred Stock shall be entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal a majority of shares eligible to vote on any matter, or an always super majority voting right, in all matters requiring shareholder approval.

In April 2022, the Company issued Donald Steinberg, as the newly appointed CEO of the Company, 100 shares of Series A Preferred Stock as compensation. In June 2022, Mr. Steinberg transferred the 100 Shares of Series A Preferred Stock to Earth Onyx LLC, an entity controlled by him. On October 30, 2024, Mr. Steinberg sold the 100 shares of Series A Preferred Stock to Michael Sheikh.

### ***Series B Convertible Preferred Stock***

Each share of Series B Convertible Preferred Stock shall be entitled to one (1) vote in all matters requiring shareholder approval. Dividends: The Series B Convertible Preferred Stock shall be treated *pari passu* with the Company's common stock, except that the dividend on each share of Series B Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Common Stock multiplied by the Conversion Rate. Liquidation: Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series B Convertible Preferred Stock shall be treated *pari passu* with the Common Stock, except that the payment on each share of Series B Convertible Preferred Stock shall be equal to the amount of the payment on each share of the Common Stock multiplied by the Conversion Rate. Conversion: Each share of the Series B Convertible Preferred Stock shall be convertible into Four Thousand Seven Hundred (4,700) shares of the Common Stock; a holder of shares of Series B Convertible Preferred Stock shall be required to convert all of such holder's shares of Series B Convertible Preferred Stock, should any such holder exercise his, her or its rights of conversion; the Series B Convertible Preferred Stock may be converted into shares of the Common Stock any time after the date that is six months immediately following the effective date of the Common Stock's uplisting to any tier of the NASDAQ Stock Market (including NASDAQ Capital Market), the NYSE American or any successor to such markets.

In December 2024, the Company issued 10,000 shares of Series B Convertible Preferred Stock to Ludwig Enterprises, Inc., pursuant to a Stock Purchase Agreement.

### **NOTE 6 - LEASE**

On January 15, 2025, the Company executed a one-year lease agreement with Wellspring USA for lab space located in Orlando, Florida. The lease provides for renewals annually at the option of the Company. The leased premises is comprised of 1,000 square feet and the monthly rental payment is \$2,161.

### **NOTE 7 - GOING CONCERN**

The Company's consolidated financial statements are prepared using Generally Accepted Accounting Principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has recently accumulated losses since its inception and has had negative cash flows from operations, which raise substantial doubt about its ability to continue as a going concern. Management's plans with respect to alleviating the adverse financial conditions that caused management to express substantial doubt about the Company's ability to continue as a going concern are as follows:

The ability to continue the Company's operations depends on its ability to generate and grow revenue and results of operations as well as our ability to access capital markets when necessary to accomplish strategic objectives. The Company expects to continue to incur losses for the immediate future and will need additional equity or debt financing until the Company can achieve profitability and positive cash flows from operating activities. The Company's future capital requirements for operations will depend on many factors, including the ability to generate revenues and obtain capital.

There can be no assurance that The Company will be able to achieve its business plans, raise any more required capital or secure the financing necessary to achieve its current operating plan. The ability of The Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## **NOTE 8 - LITIGATION**

In June 2025, the Company filed a lawsuit against its former Sole Officer and Director, Donald Steinberg, styled Exousia Pro, Inc., a Florida corporation, formerly known as Marijuana, Inc. and as GRN Holding Corporation vs. Donald Steinberg and Securities Transfer Corporation, a nominal defendant, in the Circuit Court of the Court of the Twentieth Judicial District in and for Lee County, Florida. In the lawsuit, the Company seeks the cancellation of all shares issued by our company pursuant to a stock exchange agreement (the “Exchange Agreement”) with Marijuana, Inc., a now-dissolved Florida corporation, the control person of which was Donald Steinberg, the Company’s former sole officer and director who was in such positions at the time of the Exchange Agreement. Pursuant to the Stock Exchange Agreement, a company owned by Mr. Steinberg was issued 3,063,000 shares. However, shortly after the consummation of the Exchange Agreement, Mr. Steinberg caused the dissolution of the acquired company. The series of transactions surrounding the Exchange Agreement, which we believe to have been fraudulent, is the basis of a lawsuit filed by us against Mr. Steinberg, wherein we seek the rescission of the Exchange Agreement and the cancellation of all of the 15,500,000 shares of common stock issued pursuant thereto. Although no prediction can be made regarding the outcome of this lawsuit, the Company is confident that it will receive a favorable outcome.

In July 2025, Mr. Steinberg filed a lawsuit against the Company styled Donald Steinberg, Plaintiff v. Michael Sheikh, an individual, and Exousia Pro, Inc., a Florida corporation, in the Circuit Court of the Court of the Twentieth Judicial District in and for Lee County, Florida. In this lawsuit, Mr. Steinberg claims a breach of promissory note. The Company has answered and filed a counterclaim and is seeking a Temporary Restraining Order, requesting that the transfer agent place a hold on any shares (15,500,000) issued as part of the fraudulent transaction conducted by Mr. Steinberg. Although no prediction can be made regarding the outcome of this lawsuit, the Company is confident that it will receive a favorable outcome.

## **NOTE 9 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through August 19, 2025.

**\* \* \* End of Report \* \* \***