

# OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

## **Qualifications for the OTC Pink - Current Information Tier**

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

### **Initial Qualification:**

1. Subscribe to the [OTC Disclosure & News Service](#) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create the following documents, save them in PDF format and upload them via [www.OTCIQ.com](http://www.OTCIQ.com):
  - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the [PCAOB](#) registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
  - Any subsequent Quarterly Reports since the most recent Annual Report.
  - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
3. If financial reports are not audited by a [PCAOB](#) registered audit firm:
  - Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)).
  - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with [Attorney Letter Guidelines](#) through your [otciq.com](http://otciq.com) account.

### **Ongoing Qualification:**

1. **For each Fiscal Quarter End**, upload a Quarterly Report via [www.OTCIQ.com](http://www.OTCIQ.com) within **45 days** of the quarter end. (A separate quarterly report is not required for the 4<sup>th</sup> quarter.) The Quarterly Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3. Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements). No Audit Letter or Attorney Letter is required.
2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
  - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).
3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via [www.OTCIQ.com](http://www.OTCIQ.com) complying with the [Attorney Letter Guidelines](#) within **120 days** of the fiscal year end.

### **Qualifications for the OTC Pink - Limited Information Tier**

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](http://www.OTCIQ.com) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via [www.OTCIQ.com](http://www.OTCIQ.com). The Quarterly Report or Annual Report includes:

Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on [www.otcm Markets.com](http://www.otcm Markets.com))

A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

### **Current Reporting of Material Corporate Events**

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

## **OTC Pink Basic Disclosure Guidelines**

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

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

Limitless Venture Group Inc. since January 2013 (formerly known as EnerBrite Technologies Group, Inc.)

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

#### Company Headquarters

Address 1: Limitless Venture Group Inc.

Address 2: 121 E. 35 Street

Address 3: Tulsa, OK 74105

Phone: 918-671-9935

Email: info@lvqinc.com

Website(s): www.lvqinc.com

#### IR Contact

Address 1: None

Address 2:

Address 3:

Phone:

Email:

Website(s):

### **3) Security Information**

Trading Symbol: <u>LVGI</u>			
Exact title and class of securities outstanding: <u>Common and Preferred Class G</u>			
CUSIP: <u>532737104</u>			
Par or Stated Value: <u>Common: \$0.001; Preferred Class G: No Par</u>			
Total shares authorized: <u>Common: 4,200,000,000; Preferred Class G: 1</u>	as of: <u>September 30, 2018</u>		
Total shares outstanding: <u>Common: 3,875,000,000; Preferred Class G: 1</u>	as of: <u>September 30, 2018</u>		
Additional class of securities (if necessary):			
Trading Symbol:			
Exact title and class of securities outstanding: <u>Class G Preferred</u>			
CUSIP:			
Par or Stated Value: <u>No Par</u>			
Total shares authorized: <u>1</u>	as of: <u>September 30, 2018</u>		
Total shares outstanding: <u>1</u>	as of: <u>September 30, 2018</u>		
Transfer Agent			
Name: <u>Olde Monmouth Stock Transfer Co., Inc.</u>			
Address 1: <u>200 Memorial Highway</u>			
Address 2: <u>Atlantic Highlands, NJ 07716</u>			
Address 3:			
Phone: <u>732.872.2727</u>			
Is the Transfer Agent registered under the Exchange Act?*	Yes: X	No:	

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

List any restrictions on the transfer of security:

None

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

None

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

On November 15, 2017, the Company entered into an Acquisition Agreement with Ascend Global Services, LLC ("AGS LLC") and Ascend Membership, LLC ("AM LLC") pursuant to which the Company agreed to form a joint venture that is 51%-owned by the Company and 49%-owned by AM LLC. The joint venture is to be comprised of the assets of AGS LLC, a multi-level marketing business that AM LLC will contribute. The joint venture obligates the Company to issue 10 shares of Series B Preferred Stock to AM LLC that are convertible into \$200,000 worth of Company Common Stock based on the market value of the Company's Common Stock at the time that AM LLC chooses to convert. The Acquisition Agreement gives the AM LLC the right to re-acquire the assets contributed to the joint venture at any time by returning the 10 shares of Series B Preferred Stock. The Acquisition Agreement gives the Company the right to return the contributed assets to AM LLC at any time in exchange for the 10 shares of Series B Preferred Stock or \$200,000. In a letter dated May 22, 2018, AGS LLC notified the Company that it exercised its right to re-acquire the assets contributed to the joint venture and forfeit the 10 shares of Series B Preferred Stock.

#### **4) Issuance History**

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

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdictions where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and

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

**See Supplemental Schedule filed on November 21, 2018.**

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

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

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

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

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**Limitless Venture Group, Inc. unaudited consolidated balance sheets as of September 30, 2018 and June 30, 2018, statements of operations and cash flows for the three months ended September 30, 2018 and 2017 as filed on November 21, 2018 are incorporated herein by reference.**

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

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

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

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

Limitless Venture Group, Inc., known as THE BRAND BUILDERS, is a development stage company dedicated to the production, distribution and marketing of unique, quality product lines. Limitless Venture Group, Inc. is a full service brand development company with product formulations and brand identity capabilities. Limitless Venture Group Inc. and its group of diversified wholly owned subsidiaries have four product lines ready to go to market. Through our Limitless Body Inc. subsidiary we have our Limitless Body and our Limitless Health product lines fully developed, tested and ready for full production. Limitless Venture Group, Inc. also controls as a 100% wholly owned subsidiary named Limitless Brands Inc. Limitless Brands Inc. serves as our alcoholic brand division. SLAM Infusination is our line of RTD (ready to drink) alcoholic shots aimed at the virtually untapped grab and go counter item space of the massive alcohol industry. SLAM has it owns formulation, graphics and marketing departments. SLAM has full federal and state approvals and is ready to go market. Through Limitless Health™ and our URL [www.hempcorehealth.com](http://www.hempcorehealth.com), we market our HempCore Health™ line of products. The initial product lineup consists of five products: Healthy Heart - a cholesterol reduction formula; Relax - an anti-anxiety/stress relief formula; Brain Boost - a cognitive/brain function enhancement formula; Fibered UP - a fiber supplement and Joint Relief - a joint/arthritis relief formula.

Limitless Venture Group, Inc. was initially funded by selling notes payable to investors for cash and receiving cash advances from related parties. To reduce the amount of debt while retaining our cash for use to fund development of our business, we have repaid the principal that we owe to the investors that hold our notes payable by issuing them shares of our common stock. The overall effect has been to reduce the amount of our outstanding debt without using our working capital. We are currently seeking additional working capital to fund our development and operations.

B. Date and State (or Jurisdiction)

March 5, 2007 in the State of Nevada

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

424210 and 325411

D. the issuer's fiscal year end date;

June 30

E. principal products or services, and their markets;

The Company's line of products consist of (1) the Limitless Body line of washes, scrubs and moisturizers with its Body Fresh, Muscle Butter, Body Sugar, Bare Skin and Gym Sani-Tproducts and (2) the Limitless Health line of natural supplements with its LipiRestorin OTC, Prostaderol OTC and MaxTlevelin OTC products. The Limitless Health products are positioned in the anti-aging market and, along with the Limitless Body, in the wellness/fitness market. The Company's SLAM product is a ready-to-drink pre-mixed 1.69 ounce alcohol shots. SLAM products are part of the wholesale market for liquor products that consumer purchase through liquor retail stores. Through Limitless Health™ and our URL [www.hempcorehealth.com](http://www.hempcorehealth.com), we market our HempCore Health™ line of products. The initial product lineup consists of five products: Healthy Heart - a cholesterol reduction formula; Relax - an anti-anxiety/stress relief formula; Brain Boost - a cognitive/brain function enhancement formula; Fibered UP - a fiber supplement and Joint Relief - a joint/arthritis relief formula.

## **7) Describe the Issuer's Facilities**

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

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

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

The Company maintains its headquarters in Tulsa, Oklahoma in space provided to the Company by it CEO and its not subject to a lease.

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

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

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

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

Joseph Francella (CEO)

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

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

None

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

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

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

Joseph Francella c/o Limitless Venture Group, Inc., 121 E. 35 Street, Tulsa, OK 74105 holds 1 share constituting 100% of the issued and outstanding shares of Series G Preferred Stock as of December 31, 2017.

## 9) Third Party Providers

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

### Legal Counsel

Name: Matthew Stout

Firm:

Address 1: 400 East Pratt Street, 8<sup>th</sup> Floor

Address 2: Baltimore, Maryland 21202

Phone:

Email:

Accountant or Auditor

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Investor Relations Consultant

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

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

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:



## 10) Issuer Certification

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

The certifications shall follow the format below:

I, Joseph Francella certify that:

1. I have reviewed this quarterly disclosure statement of Limitless Venture Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 21, 2018

/s/ JOSEPH FRANCELLA

JOSEPH FRANCELLA

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

Chief Executive Officer and Chief Financial Officer