

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Herborium Group, Inc.

Wyoming Corporation
4306 Kenston Place
Missouri City, TX 77459

www.herborium.com

www.acnease.com

SIC: [541714](http://www.sic.gov)

Dragnes@Hrborium.com

InvestorsRelations@Heborium.com

Quarterly Report
For the Period Ending: 02/28/2021
(the "Reporting Period")

As of Current Reporting Period Date of February 28, 2021 the number of shares outstanding of our Common Stock was: 6,476,013,322

As of November 30, 2020 the number of shares outstanding of our Common Stock was: 6,476,013,322

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

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

Yes: No:

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

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

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive): Incorporated and active State Wyoming June 19, 2020

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

Yes: No:

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

N/A

2) Security Information

Trading symbol: HBRM
Exact title and class of securities outstanding: Common Stock
CUSIP: 42703A 208
Par or stated value: \$0.001

Total shares authorized: 20,000,000,000 as of date: 02/28/2021
Total shares outstanding: 9,097,510,688 as of date: 11/30/2020
Number of shares in the Public Float²: 9,095,763412 as of date: 02/28/2021
Total number of shareholders of record: 608 as of date: 02/28/21

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

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

Transfer Agent

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

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

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

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

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

NONE

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Date <u>11/30.2020</u> Common: 6,476,013,322 Preferred: <u>4000000</u>		*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?	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
					Yes/No				
February 11, 2021	New Issuance	271,205.316	Common Stock	58,900.00	Yes	L&H Inc. Florida <u>Lingwen Huang</u>	Debt Conversion	Unrestricted	Exempt
<u>February 3, 2021</u>	New Issuance	43,343,774	Common stock	\$55,407.79	Yes	JPCarry Enterprises	Debt Conversion	Unrestricted	Exempt
<u>January 28, 2021</u>	New Issuance	94,256,000	Common Stock	\$23,564.00	Yes	Green Tree Financial Group, Inc Florida Chris Catone	Debt Conversion	Unrestricted	Exempt
<u>January 28, 2021</u>	New Issuance	93,636,000	Common Stock	\$23,409.00	Yes	GreenTree Financial Group, Inc Florida Chris Catone	Debt Conversion	Unrestricted	Exempt
<u>January 19, 2021</u>	New Issuance	130,560,000	Common Stock	13,056.00	Yes	Green Tree Financial Group, Inc. Florida Chris CatoneFlorida	Debt Conversion	Unrestricted	Exempt
<u>January 15,</u>	New Issuance	386,000,000	Common Stock	19,300.00	Yes	2 plus 2 Florida LLC	Debt Conversion	Unrestricted	Exempt

<u>2021</u>						<u>Ki Li</u>			
<u>January 13, 2021</u>	New Issuance	640,000,000	Common Stock	\$32,000.00	Yes	<u>L&H Inc. Florida Lingwen Huang</u>	Debt Conversion	Unrestricted	
<u>January 6, 2021</u>	New Issuance	310,750,000,		\$15,538.00	Yes	<u>GreenTree Financial Group, Inc. Florida Chris Catone</u>	Debt Conversion	Unrestricted	
<u>January 5, 2021</u>	New Issuance	650,000,000.00	Common stock	\$42,250.00	YES	<u>JP Carrey Enterprises Inc Atlanta Georgia</u>	Services	Unrestricted	
<u>February 18, 2018</u>	<u>New Issuance</u>	<u>828,020,600</u>	<u>Common Stock</u>	<u>10,000.</u>	<u>yes</u>	<u>Green Tree Capital, Florida Chris Cottone</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>March 13, 2018</u>	<u>New Issuance</u>	<u>400,000.00</u>	<u>Common Stock</u>	<u>10,000</u>	<u>yes</u>	<u>L&H LLC FI Lingwen Huang</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Exempt</u>

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

Shares Outstanding on Date of This Report:02/28/2021

Ending Balance: 9,095763412

Date 11/30/2020 _____ Common: _____

6,6476,013,322

Preferred: 4000000

N/A

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
08/29/2017	70,000.00	50,000.00	20,000	08/29/2018	Any tie after 6 month \$0.010	T. kondratowicz	Loan
08/16/2017	0.00	99,000.00	0	08/17/2019	Any Tie After 6 month; \$0.010	JP Carry Enterprises	Loan
06/29/2015	0.00	48,000.00	25,000.00	06/30/2016	Any Tie After 6 month; \$0.010	T Kondratowicz	Loan
06/16/2015	0.00	48,000.00	25,000.00	06/17/2016	Any Tie After 6 month; \$0.010	T. Kondratowicz	Loan
02/21/2008	15,000.00	25,000.00	0.00	03/10/2009	Any Tie After 6 month; \$0.025	NY Neurological Associates Joseph E. Rowen	Loan
02/28/2008	15,000.00	25,000.00	0.00	02/28/2010	Any Time After 6 month; \$0.025	Joseph E. Rowan	Loan
02/25/2008	8,000.00	12,500.00	0.00	03/20/2009	Any Tie After 6 month; \$0.025	Wyatt R Schaffner	Loan
02/25/2008	8,000.00	12,500.00	0.00	03/04/2009	Any Tie After 6 month; \$0.025	John V. Schaffner	Loan

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02/19/2008	120,000.00	120,000.00	0.00	03/04/2009/	Any Tie After 6 month; \$0.025	Schaffner Family Foundation Valentine Schaffner	Loan
02/15/2015	96,500.00	96,500.00	0.00	02/15/2016	Any Tie After 12 month; \$0.010	Tad Kondratowicz	Loan
03/20/2015	7,500.00	7,500.00	0.00	03/20/2017	Any Tie After 6 month; \$0.025	Richard Parsuad	Loan
06/20/2008	20,000.00	20,000.00	0.00	03/05/2009	Any Tie After 6 month; \$0.025	Michael G. George PP	Loan

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

N/A

4) Financial Statements

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

- U.S. GAAP
- IFRS

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

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

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

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

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

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

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

Financial Statements For Annual Report for a Period ending November 30, 2020 are published on ORCIQ on January 5, 2021 under the title: Herborium Consolidated Financial Statements for Year Ending 11/30/ 2020

5) Issuer's Business, Products and Services

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

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

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

Herborium Group, Inc. is a developer, licensor and marketer of herbal ingredient-based medicines and wellness products poised to take advantage of the sustained shift in the healthcare industry. The Company's business model is designed to capitalize on a global \$500 Billion natural medicines and wellness market opportunities spearheaded by regulatory, market, and technological trends. A unique blend of management expertise, a proprietary portfolio of Botanical Therapeutics®, and proven market development strategies, position Herborium ideally to take advantage of this rapidly growing market sector located between high-cost, high-risk, ethical pharmaceuticals and commoditized classic nutraceuticals. This exponentially growing global market is supported by recent changes in FDA's regulatory approach (FDA 2004 and 2016/17 Guidance For Industry Botanic Drugs Products), and driven by the erosion of consumer trust related to safety problems associated with ethical pharmaceuticals such as Fosamax, Avandia, Vioxx, HRT and Fen-Fen and non-standardized and often poorly tested classic supplements. Growing healthcare and wellness economic challenges serve as an additional driver for this new rising market sector as botanical therapeutics and botanical drugs and wellness products can be developed faster and less expensively than traditional pharmaceuticals, yet still provide proven efficacy and safety often lacking by non-regulated supplements. Over the past years Herborium has been fine-tuning its business model based on the development and strengthening of the following core competencies:

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

These core competencies represent the source of the Company's sustainable competitive advantage. They are underpinned by access to a team of Western-trained clinical researchers with a proven track record of medicinal and wellness products development and testing, more than 30 years of experience in qualifying regulatory expertise in the USA and Europe, experts in strategic marketing and global business development and solid strategy to access the top, novel botanical formulations and R&D know-how.

Unlike other high risk healthcare and wellness start-ups based on new technology or product concepts, Herborium brings the advantage of a new approach to risk mitigation based on prescreening and qualification of product candidates, providing initial clinical validation with an active marketing strategy that has been optimized through years of development.

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

N/A

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

Herborium Group, Inc., a Botanical Therapeutics® company, develops, licenses, and markets proprietary, botanical based medicinal products to consumers and healthcare professionals. The Company's business model focuses on emerging market opportunities led by the growth of a new market sector located between high-cost, high-risk, ethical pharmaceuticals and commoditized classic nutraceuticals (supplements). The Company uses clinical validation and a proactive regulatory strategy based on the FDA Guidance for Industry: Botanical Drug Products (FDA Guidance 2004 and 2016/17) to establish and maintain a differential advantage. The Company's flagship product is AcnEase®, a proprietary, all-natural product that improves conditions associated with acne and Rosacea which affects over 150 million people in the USA, Canada and EU alone. In the time of Covid "maskacne" became even a more prevailing problem. The Company also developed a pipeline of products in the following areas: Male and Female Sexual Health and select sexual disorders resulting from cardiovascular disease, use of anti-depressants, surgical procedures, and other problems. This sector represents over \$1.5 billion market potential as estimated by USA Today, Sexual Health Issue: "Healthy Relationships". Natural sexual enhancement market is expected to grow to over \$3 billion by 2020 as consumers opt for healthy life style

improvement options.. The Company also developed a unique product for healthy management of once energy levels with a special focus on depletion of energy due to competitive sports, high-level stress as well as other conditions that are physically and psychologically demanding on a long-term or temporary basis.

To take advantage of this Global Opportunity Herborium, while building brand recognition in the US, concurrently established a foothold in Europe where it partnered with The HUT Group (THG) . THG is a global leader in health, beauty, fitness and lifestyle, and is home to some of the world's best brands and 2020 revenues of £1B. THG that has recently went public on London Stock Exchange operates over 100 international websites selling consumer goods direct to consumer through its proprietary e-commerce platform. Joint development plan calls to double Herborium AcnEase sales by THG during next 12 months.

Presently approximately 35%-40% of sales of AcnEase sales is coming from the UK and EU. Further investment in infrastructure and marketing can provide for exponential growth in these markets especially since to date AcnEase has been featured in UK medical journals including: The New Generalist and Dermatology, In French Cosmopolitan Magazine (3 times) and by number of top European Influencers on You-Tube, Facebook and other Social Media.

Despite of Covid-19 pandemic the revenues of Herborium has increased over 13% over the year 2019 with the Company booking both net profit for the Q3 and Q4 as well as a total year, while decreasing losses and debt.

6) Issuer's Facilities

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

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

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

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

7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

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

James P. Gilligan	Officer/Director	Melville/New Jersey	1,042,559 1,600	Common/restricted Preferred A	<u>0.20%</u> <u>33.3%</u>	Under 5%

8) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

9) Third Party Providers

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

Securities Counsel

Name: Eric P. Littman
 Firm: Eric P. Littman , PA
 Address 1: 7695 SW 104th Street, Suite 210
 Address 2: Miami, Fl. 33156

Phone: 305.663.3333
Email: littmanlaw@gmail.com

Accountant or Auditor

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

Investor Relations

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

Other Service Providers

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

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

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

10) Issuer Certification for Reporting Period Ending as of February 28, 2021

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Dr. Agnes P. Olszewski certify that:

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

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1. 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

2. 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.

06/20/2021

Dr. Agnes P. Olszewski [CEO Digital Signature]

s. Dr. Agnes P. Olszewski

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

Principal Financial Officer:

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

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

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

06/20/2021

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

s. Dr. Agnes P. Olszewski