

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Limitless Venture Group, Inc.

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6719

Quarterly Report

For the Period Ending: September 30, 2022
(the "Reporting Period")

As of November 18, 2022, the number of shares outstanding of our Common Stock was:

115,932,967

As of September 30, 2022, the number of shares outstanding of our Common Stock was:

86,042,302

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

37,770,911

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:

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

Yes: ☐ No: ☒

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.

Effective January 22, 2013, the Company changed its name to Limitless Ventures Group, Inc. ("LVGI") from Enerbrite Technologies Group, Inc. Effective October 15, 2007, the Company changed its name to Enerbrite Technologies Group, Inc. from IDF International Inc., the Company's name upon its incorporation.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

IDF International, Inc. was incorporated on March 27, 1991 in New York. As a result of the January 22, 2013 reverse merger with LVGI, the Company became a Nevada corporation. LVGI has an active standing in Nevada.

Describe any trading suspension orders issued by the SEC 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:

Effective for the quarter ended March 31, 2022, the Company classified the operations of KetoSports, Inc. and Jasper Benefit Solutions, LLC as discontinued operations.

On November 15, 2021, the U.S. Securities & Exchange Commission approved LVGI's amended Registration on Form 1-A for the issuance and sale of up to \$1,500,000 in proceeds from LVGI's Common Stock. To date, no shares have been issued and sold under the amended Registration Statement.

On October 1, 2021, LVGI amended its May 6, 2020 agreement to acquire a 51% ownership interest in Rokin and agreed to immediately contribute \$200,000 in cash to Rokin to be used as working capital to develop Rokin's business, to contribute before September 30, 2025 an additional \$800,000 in cash for such purposes to earmark 25% of any proceeds from sales of our Common Stock to third parties as part of our cash contributions to Rokin. We agreed to issue a total of 3,333 shares of Preferred Stock from Series AG, AH, AI, AJ, AK, AL, AM and AN to the Rokin shareholders with the shares being convertible into our Common Stock at a ratio of 1share of Preferred Stock to 1,000 shares of Common Stock. We agreed to issue a total of 1,333 shares of Preferred Stock from Series AG, AH and AI to three Rokin shareholders who have leading management roles in Rokin, with the shares being convertible into our Common Stock at a ratio of 1share of Preferred Stock to 1,000 shares of Common Stock. Rokin agreed to distribute future excess operating cash, as defined in the agreement, to us and should the cash distributions not reach forecasted amounts, we agreed, subject to cure provisions, that the Company has the right to cause Rokin to acquire the Company's shares of Rokin stock under terms of the May 6, 2020 Buy/Sell Agreement, as amended. We will recognize the value of the additional shares of Preferred Stock issued pursuant to the October 1, 2021 agreement as an addition to the goodwill recognized upon the May 6, 2020 acquisition.

On July 12, 2021, the Company and Leonite amended the terms of the Leonite Notes that waived any nonpayment defaults at the time, caused Leonite to advance the Company \$50,000, net of \$13,583 in fees and the original issuer discount provided for in the Leonite Notes, prohibited Leonite from taking any collections actions for three months and caused the Company to seek a reduction in the offering price of its registered Common Stock to \$0.021 per share.

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.

In November 2020, LVGI acquired a majority interest in Jasper Benefit Solutions, LLC ("Jasper"), a business that underwrites employee benefit plan coverages. Under terms of the Company agreement to acquire a majority interest in Jasper, we committed to raising \$500,000 to be used primarily as working capital for Jasper's business. Management is assessing whether to seek additional capital for Jasper or use its resources for other strategic priorities. In the event that the Company does not raise \$500,000 for Jasper, the minority owner of Jasper could exercise its rights to reacquire the Company's majority ownership interest in Jasper.

On August 18, 2020, LVGI entered into an agreement with KetoSports to acquire 550 shares of KetoSport, representing 51% of KetoSports' outstanding common stock in exchange for \$225,000 in cash, shares of LVGI Preferred Stock that may be converted into LVGI common stock having an aggregate market value of \$225,000 upon issuance and marketing services provided by LVGI that is valued at \$75,000.

On August 18, 2020, LVGI and Leonite Capital, LLC ("Leonite") entered into a series of agreements pursuant to which LVGI agreed to sell Leonite senior secured convertible notes ("Note"), issue warrants to Leonite, give Leonite priority rights to purchase shares of LVGI Common Stock should LVGI sell shares through its approved Registration on Form 1-A for up to \$1,500,000 in issuance proceeds, give Leonite the right of first refusal on future LVGI financings, and give Leonite the right to acquire a minority interest in future LVGI acquisitions. LVGI has sold \$655,380 in Notes to Leonite that have a 10% original issuer discount, an interest rate equal to the greater of 10% or the U.S. prime rate plus 6.75%, monthly interest payments, six equal monthly principal payments starting in March 2021, 523,988 shares of LVGI Common Stock, warrants to purchase 1,523,250 shares of LVGI Common Stock at \$0.08 per share for up to five years, and the right to convert the Note into LVGI Common Stock at \$0.05 per share.

On May 1, 2020, LVGI entered into an agreement with Rokin to acquire 672 shares of Rokin common stock, representing 51% of Rokin's outstanding common stock in exchange for \$206,000 in cash and shares of LVGI Preferred Stock that may be converted into LVGI common stock having an aggregate market value of \$300,000 upon issuance. The cash portion of the consideration consists of \$20,000 that was payable on May 1, 2020, \$40,000 that is payable by no later than June 30, 2020 and \$146,000 that is payable in November 2020.

On March 31, 2020, LVGI filed a Certificate of Change in Nevada to effectuate a 1-for-300 reverse split of its Common Stock.

On March 4, 2020, the U.S. Securities & Exchange Commission approve LVGI's Registration on Form 1-A for the issuance and sale of up to \$1,500,000 in proceeds from LVGI's Common Stock. To date, 1,700,000 shares have been issued and sold.

On July 20, 2022, LVGI formed Limitless Technology Group LLC, a wholly-owned subsidiary.

On November 10, 2022, LVGI acquired 51% of KetoSports Holdings LLC ("KSH") in exchange for contributing the KetoSports assets into KSH.

The address(es) of the issuer's principal executive office:

121 E. 35 Street, Tulsa, Oklahoma 74015

The address(es) of the issuer's principal place of business:

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

Rokin, Inc
118 Corporate Park Drive
Suite 121
Henderson, Nevada 89074

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:

None

2) Security Information

Trading symbol: LVGI
Exact title and class of securities outstanding: Common
CUSIP: 532727203
Par or stated value: \$0.001

Total shares authorized: 1,000,0000 as of date: September 30, 2022
Total shares outstanding: 86,042,488 as of date: September 30, 2022
Number of shares in the Public Float²: _____ as of date: September 30, 2022
Total number of shareholders of record: 102 as of date: September 30, 2022

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: Olde Monmouth Stock Transfer Co., Inc.
Phone: (732) 872-2727
Email: transferagent@oldemonmouth.com
Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

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

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.**

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.

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

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: <u>Opening Balance</u> Date <u>12/31/2018</u> Common: <u>12,916,667</u> Preferred: _____			*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 (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.
<u>7/20/20</u>	<u>New issuance</u>	<u>1,531</u>	<u>Common</u>	<u>\$0</u>	<u>No</u>	<u>All shareholders having fractional shares</u>	<u>Issued upon reverse stock split to round up to whole share amounts those shareholders having fractional share amounts</u>	<u>Restricted</u>	<u>Exemption</u>
<u>8/20/20</u>	<u>New issuance</u>	<u>270,900</u>	<u>Common</u>	<u>\$0.028</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Restricted</u>	<u>Exemption</u>
<u>09/21/20</u>	<u>New issuance</u>	<u>112,488</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Restricted</u>	<u>Exemption</u>
<u>10/20/20</u>	<u>New issuance</u>	<u>18,748</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Restricted</u>	<u>Exemption</u>
<u>12/11/2020</u>	<u>New issuance</u>	<u>84,388</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Restricted</u>	<u>Exemption</u>
<u>02/17/2021</u>	<u>New issuance</u>	<u>37,384</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Restricted</u>	<u>Exemption</u>
<u>03/22/21</u>	<u>New issuance</u>	<u>800,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>03/22/21</u>	<u>New issuance</u>	<u>900,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Exemption</u>

<u>9/15/2021</u>	<u>New issuance</u>	<u>49,214</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>10/1/2021</u>	<u>New issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Devon Diaz</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>10/11/2021</u>	<u>New issuance</u>	<u>1,594,151</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>10/29/2021</u>	<u>New issuance</u>	<u>1,753,566</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Sale of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>11/8/2021</u>	<u>New issuance</u>	<u>1,925,000</u>	<u>Common</u>	<u>\$0.0171</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>11/22/2021</u>	<u>New issuance</u>	<u>2,115,000</u>	<u>Common</u>	<u>\$0.0203</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>11/23/2021</u>	<u>New issuance</u>	<u>1,750,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>12/1/2021</u>	<u>New issuance</u>	<u>2,475,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>12/2/2021</u>	<u>New issuance</u>	<u>2,720,000</u>	<u>Common</u>	<u>\$0.0127</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>12/3/2021</u>	<u>New issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.012</u>	<u>Yes</u>	<u>Efrat Investments LLC (Ran Efrat)</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>12/8/2021</u>	<u>New issuance</u>	<u>3,119,000</u>	<u>Common</u>	<u>\$0.0119</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>12/13/2021</u>	<u>New issuance</u>	<u>3,430,000</u>	<u>Common</u>	<u>\$0.0110</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>1/6/2022</u>	<u>New issuance</u>	<u>3,773,000</u>	<u>Common</u>	<u>\$0.0126</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>1/13/2022</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.0115</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>1/24/2022</u>	<u>New issuance</u>	<u>4,395,000</u>	<u>Common</u>	<u>\$0.0120</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>

<u>1/28/2022</u>	<u>New issuance</u>	<u>5,236,616</u>	<u>Common</u>	<u>\$0.0108</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>3/1/2022</u>	<u>New issuance</u>	<u>5,360,000</u>	<u>Common</u>	<u>\$0.006</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>7/20/2022</u>	<u>New issuance</u>	<u>5,897,649</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>9/12/2022</u>	<u>New issuance</u>	<u>6,486,824</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>9/16/2022</u>	<u>New issuance</u>	<u>7,134,858</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>9/26/2022</u>	<u>New issuance</u>	<u>7,487,630</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>10/6/2022</u>	<u>New issuance</u>	<u>7,995,695</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>11/1/2022</u>	<u>New issuance</u>	<u>9,394,414</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
<u>11/14/2022</u>	<u>New issuance</u>	<u>12,500,556</u>	<u>Common</u>	<u>\$0.0018</u>	<u>Yes</u>	<u>Leonite Capital LLC (Avi Geller)</u>	<u>Conversion of Convertible Note</u>	<u>Unrestricted</u>	<u>Exemption</u>
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
<u>Date 11/18/2022</u>	<u>Common:</u>	<u>115,932,967</u>							
	<u>Preferred:</u>	<u>None</u>							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

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.)
<u>1/01/10</u>	<u>110,000</u>	<u>110,000</u>	<u>85,288</u>	<u>On demand</u>	<u>Fixed at \$0.02 per share</u>	<u>CGS Investments LLC (Connie Gordon)</u>	<u>Services</u>
<u>1/1/10</u>	<u>78,650</u>	<u>300,000</u>	<u>213,678</u>	<u>1/1/2011</u>	<u>Fixed at \$0.02 per share</u>	<u>Joseph Masone</u>	<u>Services</u>
<u>12/19/11</u>	<u>313,000</u>	<u>313,000</u>	<u>419,956</u>	<u>3/1/2012</u>	<u>Fixed at \$30.00 per Common Share</u>	<u>Thomas Cox</u>	<u>Working Capital</u>
<u>10/15/15</u>	<u>4,000</u>	<u>4,000</u>	<u>0</u>	<u>On demand</u>	<u>50% discount to average close over trailing 3-days</u>	<u>Paul Ensminger</u>	<u>Working Capital</u>
<u>2/1/2019</u>	<u>10,000</u>	<u>10,000</u>	<u>2,375</u>	<u>8/1/19</u>	<u>Fixed at \$0.09 per Common Share</u>	<u>Dane Basham</u>	<u>Working Capital</u>
<u>3/3/19</u>	<u>32,200</u>	<u>32,200</u>	<u>7,324</u>	<u>9/19/19</u>	<u>Fixed at \$0.09 per Common Share</u>	<u>Duncan Weir</u>	<u>Working Capital</u>
<u>4/30/19</u>	<u>25,000</u>	<u>25,000</u>	<u>5,491</u>	<u>10/30/20</u>	<u>Fixed at \$0.75 per Common Share</u>	<u>Devmerc LLC (David Smith)</u>	<u>Services</u>
<u>4/30/19</u>	<u>50,000</u>	<u>50,000</u>	<u>10,983</u>	<u>10/27/19</u>	<u>\$1.50 per Common Share</u>	<u>Charis Retherford</u>	<u>Services</u>
<u>4/30/19</u>	<u>50,000</u>	<u>50,000</u>	<u>10,983</u>	<u>10/27/19</u>	<u>\$1.50 per Common Share</u>	<u>Will Retherford</u>	<u>Services</u>
<u>4/30/19</u>	<u>50,000</u>	<u>50,000</u>	<u>10,983</u>	<u>10/27/19</u>	<u>\$1.50 per Common Share</u>	<u>Sarah Habuda</u>	<u>Services</u>
<u>5/9/19</u>	<u>10,000</u>	<u>10,000</u>	<u>2,170</u>	<u>11/9/19</u>	<u>\$0.27 per Common Share</u>	<u>Adrian Ross Brown</u>	<u>Working Capital</u>
<u>5/23/19</u>	<u>12,000</u>	<u>12,000</u>	<u>2,569</u>	<u>11/23/19</u>	<u>\$0.27 per Common Share</u>	<u>Christopher Gibson</u>	<u>Working Capital</u>
<u>6/19/19</u>	<u>50,000</u>	<u>50,000</u>	<u>7,175</u>	<u>6/14/20</u>	<u>\$0.21 per Common Share</u>	<u>Wesley R. Curry</u>	<u>Working Capital</u>
<u>8/20/20</u>	<u>346,500</u>	<u>350,000</u>	<u>177,019</u>	<u>8/20/21</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>9/21/20</u>	<u>23,980</u>	<u>23,980</u>	<u>0</u>	<u>9/21/21</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>9/21/20</u>	<u>23,980</u>	<u>23,980</u>	<u>0</u>	<u>9/21/21</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>10/20/20</u>	<u>132,000</u>	<u>132,000</u>	<u>0</u>	<u>10/20/21</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>12/11/20</u>	<u>33,000</u>	<u>33,000</u>	<u>0</u>	<u>12/11/21</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>

					<u>specified terms and conditions</u>		
<u>01/15/21</u>	<u>71,940</u>	<u>71,940</u>	<u>0</u>	<u>01/15/22</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>02/17/21</u>	<u>47,960</u>	<u>47,960</u>	<u>0</u>	<u>02/17/22</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>07/12/21</u>	<u>63,583</u>	<u>63,583</u>	<u>0</u>	<u>07/12/22</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>10/12/21</u>	<u>200,000</u>	<u>200,000</u>	<u>0</u>	<u>10/12/20 22</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>09/30/2022</u>	<u>352,319</u>	<u>352,319</u>	<u>0</u>	<u>09/30/20 23</u>	<u>Fixed at \$0.01 per Common Share, subject to repricing under specified terms and conditions</u>	<u>Leonite Capital, LLC (Avi Geller)</u>	<u>Working Capital</u>
<u>09/15/21</u>	<u>12,500</u>	<u>12,500</u>	<u>0</u>	<u>03/31/22</u>	<u>\$0.09 per Common Share</u>	<u>Dennis Shaknovich</u>	<u>Service</u>
<u>06/15/21</u>	<u>85,000</u>	<u>85,000</u>	<u>29,812</u>	<u>03/31/22</u>	<u>\$0.09 per Common Share</u>	<u>Dennis Shaknovich</u>	<u>Service</u>
<u>1/4/21</u>	<u>60,000</u>	<u>60,000</u>	<u>0</u>	<u>01/4/22</u>	<u>\$0.09 per Common Share</u>	<u>Jason Bennett</u>	<u>Service</u>
<u>10/7/20</u>	<u>26,250</u>	<u>26,250</u>	<u>0</u>	<u>10/7/21</u>	<u>\$0.09 per Common Share</u>	<u>Virgil Andry</u>	<u>Service</u>
<u>1/16/17</u>	<u>130,000</u>	<u>130,000</u>	<u>24,005</u>	<u>9/1/2022</u>	<u>None</u>	<u>Bauer Investments LLC (Lawrence Bauer)</u>	<u>Working Capital</u>
<u>1/16/17</u>	<u>20,000</u>	<u>20,000</u>	<u>18,081</u>	<u>9/1/2022</u>	<u>None</u>	<u>Daryl S. Bauer and Nadine Benson</u>	<u>Working Capital</u>
<u>1/16/17</u>	<u>68,930</u>	<u>68,930</u>	<u>68,190</u>	<u>6/20/2022</u>	<u>None</u>	<u>Leonard ET Marsh and Jinny RS Marsh</u>	<u>Working Capital</u>
<u>1/16/17</u>	<u>52,431</u>	<u>52,431</u>	<u>49,818</u>	<u>4/1/2023</u>	<u>None</u>	<u>Cindy Soloman and Clagett H. Moxley</u>	<u>Working Capital</u>
<u>1/22/19</u>	<u>35,000</u>	<u>35,000</u>	<u>31,877</u>	<u>4/1/2023</u>	<u>None</u>	<u>Todd Fasanella</u>	<u>Working Capital</u>
<u>1/16/17</u>	<u>112,524</u>	<u>112,524</u>	<u>119,862</u>	<u>4/1/2023</u>	<u>None</u>	<u>Mar-Beth Investments LLC (Mark Bromley)</u>	<u>Working Capital</u>
<u>1/2/19</u>	<u>19,300</u>	<u>19,300</u>	<u>0</u>	<u>None</u>	<u>None</u>	<u>Meddy Sahebi</u>	<u>Working Capital</u>
<u>12/31/17</u>	<u>332,000</u>	<u>332,000</u>	<u>196,310</u>	<u>4/1/2023</u>	<u>None</u>	<u>Lawrence Bauer</u>	<u>Working Capital</u>

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Joseph Francella
Title: Chairman and Chief Executive Officer
Relationship to Issuer: Company Officer

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

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

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.

LVGI's unaudited consolidated financial statements as of September 30, 2022 and the year then ended, as filed on November 18, 2022, are incorporated by reference herein.

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

5) Issuer's Business, Products and Services

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

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

LVGI is holding company for its majority-owned subsidiary Roken, Inc. ("Roken").

- B. Please list any subsidiaries, parents, or affiliated companies.

LVGI is the publicly-owned parent company whose management and board members consist of Joseph Francella, who is Chairman, Chief Executive Officer and Principal Accounting Officer and Devon Diaz who is a Board member and Chief Operating Officer. Management is located in Tulsa, Oklahoma and may be contacted at LVGI's headquarters or by email at joeceolvgi@gmail.com and devon@lvginco.com. Subsidiary information is incorporated by reference to LVGI's unaudited condensed consolidated financial statements as of December 31, 2021, as filed on March 31, 2022.

- C. Describe the issuers' principal products or services.

Roken produces, distributes and markets high quality, technology-driven vaping products to U.S. retailers and consumers.

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 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, 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.

LVGI maintains its headquarters in space located in Tulsa, Oklahoma that is rented for a term of less than 12 months.

7) Company Insiders (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% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Joseph Francella</u>	<u>Chairman, Treasurer, Chief Executive Officer and Chief Accounting Officer</u>	<u>121 E. 35 Street, Tulsa, OK 74105</u>	<u>93,596</u>	<u>Common</u>	<u>0.2</u>	<u>None</u>
<u>Joseph Francella</u>	<u>Chairman, Treasurer, Chief Executive Officer and Chief Accounting Officer</u>	<u>121 E. 35 Street, Tulsa, OK 74105</u>	<u>1</u>	<u>Series G Preferred</u>	<u>100.0</u>	<u>1 share of Series G Preferred Stock gives its holder voting rights equivalent to 51% of outstanding Common Stock</u>
<u>Devon Diaz</u>	<u>Board Member and Chief Operating Officer</u>	<u>121 E. 35 Street, Tulsa, OK 74105</u>	<u>782,748</u>	<u>Common</u>	<u>3.9</u>	<u>None</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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: Thomas C. Cook, Esq.
Firm: The Law Offices of Thomas C. Cook
Address 1: 1980 Festival Drive, Suite 530
Address 2: Las Vegas, NV 89135
Phone: (702) 524-9151
Email: tccesq@aol.com

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
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, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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, 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 18, 2022 [Date]

/s/ JOSEPH FRANCELLA [CEO's Signature]

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

Principal Financial Officer:

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 18, 2022 [Date]

/s/ JOSEPH FRANCELLO [CFO's Signature]

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