

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

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

509-605-6533  
msheikh@exousiapro.com  
SIC Code: 4899

## **Quarterly Report** **For the period ending October 31, 2024** **(the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

35,094,567 shares of common stock as of October 31, 2024, and 35,094,567 shares of common stock as of December 16, 2024.

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

21,949,567 shares of common stock as of April 30, 2023.

### **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 Marijuana, Inc.**

**Prior names used: GRN Holding Corporation (November 2019 – October 18, 2024); Discovery Gold 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 the 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: **The Anticipates closing on an acquisition within the next 30 days that will not result in a change of control.**

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: Securities Transfer Corporation

Phone: 469-633-0101

Email: sevans@stctransfer.com

Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas, 75093

### 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>750,000,000</b> as of date: 12/16/2024
Total shares outstanding:	<b>35,094,567</b> as of date: 12/16/2024
Total number of shareholders of record:	<b>68</b> as of date: 12/16/2024

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: 12/16/2024
Total shares outstanding (if applicable):	<b>100</b> as of date: 12/16/2024
Total number of shareholders of record	<b>One (1)</b> as of date: 12/16/2024

### 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 Article of Incorporation does 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.**

The preferred stock with respect to payment of assets upon liquidation, dissolution, winding up of the Corporation, whether voluntary or involuntary, ranks senior to all Junior Securities. The preferred stock is not eligible to participate, receive, or accrue dividends. The preferred stock is entitled to cast that number of votes equal to the total number of votes case, plus one share to equal to a majority of the shares eligible to vote on any matter. The preferred stock is not redeemable. Series A Preferred Stock. Whenever holders of Series "A" Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding shares of Series "A" Preferred Stock having not less than the minimum

number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. For the avoidance of doubt, in any matter presented to the stockholders for their consideration and action, in a noticed meeting, special meeting or by written consent, the holder 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 to a majority of the shares eligible to vote on any matter, consistent with Section 2.8 of the Corporation’s Bylaws.

**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)

Shares Outstanding Opening Balance:			*Right-click the rows below and select “Insert” to add rows as needed.						
Date <u>4/30/2021</u>		Common: <u>13,999,567*</u>							
		Preferred: <u>0</u>							
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	Preferred	\$0.001	No	Donald Steinberg	Officer Compensation	Restricted	Rule 144
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Rule 144
08/30/2022	New Issuance	1,250,000	Common	\$0.0105	No	Pinnacle Consulting Inc (Robert L. Hymers III)	Services – Consulting	Restricted	Rule 144

03/29/2023	New Issuance	500,000	Common	\$0.092	No	Richard Hawkins	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	200,000	Common	\$0.05	Yes	Gregory Bush	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	4,000,000	Common	\$0.50	No	Mendocino Green LLC (Donald Steinberg)	Stock Purchase Agreement	Restricted	Rule 144
03/29/2023	New Issuance	500,000	Common	\$0.10	No	Edward Petruzzo	Services – Consulting	Restricted	Rule 144
03/29/2023	New Issuance	250,000	Common	\$0.16	No	Apogee Design Inc. (Joseph D. Frazier)	Services – Advertising & Marketing	Restricted	Rule 144
06/28/2023	New Issuance	2,500,000	Common	\$0.03	Yes	Zawi Now, LLC (Kimberly Carlson)	Services - Consulting	Restricted	Rule 144
07/06/2023	New Issuance	1,560,000	Common	\$0.10	No	Zawi Now, LLC (Kimberly Carlson)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	100,000	Common	\$0.10	No	Frank Van Vranken	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	1,000,000	Common	\$0.10	No	James Hancock	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	375,000	Common	\$0.16	No	Alexander Reid Inc. (Alexander Reid)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	100,000	Common	\$0.05	Yes	Attila Panzcel	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	25,000	Common	\$1.00	No	Svetlana Ogorodnik ova	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Nicholas Evan Bennett	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	15,000	Common	\$1.00	No	Sandra Parisi	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	7,000	Common	\$1.00	No	Eco Wellness LLC (Elana Orgue)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	1,290,000	Common	\$0.218	No	Nicole Fey	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	111,500	Common	\$0.2287	No	Craig Perlowin	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	100,000	Common	\$0.10	No	Stacey Theis	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	16,000	Common	\$0.25	No	Gary Perlowin	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	440,000	Common	\$0.01	Yes	O, Inc (Orley Borsa)	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	10,000	Common	\$1.00	No	Don Frank	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	3,000,000	Common	\$0.01	No	One World Legends Inc	Share Exchange Agreement	Restricted	Rule 144
07/06/2023	New Issuance	2,422,500	Common	\$0.10	No	Bruce Perlowin	Share Exchange Agreement	Restricted	Rule 144

07/06/2023	New Issuance	3,063,000	Common	\$0.10	No	Blue Ridge Enterprises LLC (Donald Steinberg)	Share Exchange Agreement	Restricted	Rule 144
08/29/2023	New Issuance	50,000	Common	\$0.10	No	Blair Wickliffe	Consulting Agreement	Restricted	Rule 144
09/07/2023	New Issuance	250,000	Common	\$0.10	No	Kannaline Consulting LLC (Brandon Bernal)	Consulting Agreement	Restricted	Rule 144
09/26/2023	New Issuance	250,000	Common	\$0.10	No	Viva Marketing Inc (Donald Steinberg)	Share Exchange Agreement	Restricted	Rule 144
12/12/2023	New Issuance	50,000	Common	\$0.12	No	Charles Reeves	Consulting Agreement	Restricted	Rule 144
12/14/2023	New Issuance	100,000	Common	\$0.10	No	Andres Perez	Consulting Agreement	Restricted	Rule 144
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Marius Koller	Consulting Agreement	Restricted	Rule 144
12/29/2023	New Issuance	50,000	Common	\$0.03	No	Claudia Trimde	Consulting Agreement	Restricted	Rule 144
01/08/2024	Forfeiture of shares	(4,000,000)	Common	\$0.50	No	Mendocino Green LLC (Frank Van Vranken)	Rescind Agreement	Restricted	Rule 144
02/12/2024	New Issuance	200,000	Common	\$0.10	No	Frank Vanvrankin	Consulting	Restricted	Rule 144
10/30/2024	Transferred	100	Series A Preferred	\$0.001	No	Don Steinberg	Sold/Transferred	Restricted	Rule 144
10/30/2024	Transferred	100	Series A Preferred	\$0.001	No	Mike Sheikh	Purchased	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/16/2024</u> Common: <u>35,094,567</u>									
Preferred: <u>100</u>									

**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. Promissory and Convertible Notes**

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance

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

#### 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.otcmarkets.com](http://www.otcmarkets.com)).

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

Exousia Pro, Inc. (EXO) Is 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. is a wholly owned Florida company.

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

The Company will be manufacturing and delivering mammalian and plant-based exosomes containing nucleic acids, such as DNA and mRNA to tissues and cells.

#### 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, 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.

**We lease our 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 regarding all officers and directors of the company or any person that performs a similar function, regardless of the number of shares they own, as of the period end date of this report.

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.*

Name of Officer, Director or Control Person	Affiliation with the 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 Out- standing <sup>(1)</sup>	Note
Michael Sheikh	Director, Chief Executive Officer and Secretary; 5% Owner	Spokane, Washington	-0-  100	Common Stock  Series A Preferred Stock	0%  100%	See Note A below.
Blue Ridge Enterprises LLC (Donald Steinberg)	5% Owner	Estero, Florida	3,663,000	Common Stock	10.4%	
Earth Onyx LLC (Donald Steinberg)	5% Owner	Estero, Florida	2,974,511	Common Stock	8.5%	
Chris Shufeldt	5% owner	Melbourne, FL	2,000,000	Common Stock	5.7%	
One World Legends Inc. (Edward Petrulo)	5% Owner	Mesa, Arizona	3,000,000	Common Stock	8.5%	
Zawi Now LLC (Kimberly Carlson)	5% Owner	Estero, Florida	4,060,000	Common Stock	11.6%	

(1) Based on 35,094,567 shares outstanding as of December 16, 2024.

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.

## 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.

#### Securities Counsel (must include Counsel preparing Attorney Letters)

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: Laura Adams  
Node CFO Inc.  
Address 1: 1309 Coffeen Ave, Ste 1200  
Address 2: Sheridan, Wyoming 82801  
Phone: 865-363-0004  
Email: laura@nodecfo.com

#### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### *All other means of Investor Communication:*

Twitter: @OTC\_GRNF)  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
Instagram: 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: **Donald Steinberg**  
Title: **Former CEO**  
Relationship to Issuer: **Former CEO**

Describe the qualifications of the person or persons who prepared the financial statements<sup>(5)</sup>: **Mr. Steinberg is experienced in the collection of financial data.**

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>2</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.;**
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: December 16, 2024

/s/ Michael Sheikh  
Chief Executive Officer

### *Principal Financial Officer:*

I, Michael Sheikh, certify that:

1. I have reviewed this Disclosure Statement for **Marijuana, 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: December 16, 2024

/s/ Michael Sheikh  
Chief Financial Officer

**Marijuana, Inc.**  
(formerly GRN Holding Corporation)  
**Balance Sheet**  
As of October 31, 2024  
(Unaudited)

	Total	
	As of October 31, 2024	As of October 31, 2023
<b>ASSETS</b>		
<b>Current Assets</b>		
Bank Accounts	5.00	73,488.00
Prepaid Expenses	1,000.00	0.00
<b>Total Bank Accounts</b>	<b>\$ 1005.00</b>	<b>\$ 73,488.00</b>
<b>Fixed Assets</b>		
Property, Plant, and Equipment	417.00	113,958.00
Intangible Assets	1,608.00	2,412.00
Goodwill	1,364,500.00	3,298,954.00
Accumulated Depreciation & Amortization	(3,216.00)	
Investment in Subsidiary	0.00	
<b>Total Fixed Assets</b>	<b>\$ 1,363,309.00</b>	<b>\$ 3,415,324.00</b>
<b>TOTAL ASSETS</b>	<b>\$ 1,364,314.00</b>	<b>\$ 3,488,812.00</b>
 <b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable & Accrued Liabilities	54,069.00	61,695.00
<b>Total Current Liabilities</b>	<b>\$ 54,069.00</b>	<b>\$ 49,306.00</b>
 <b>Other Liabilities</b>		
Note Payable	\$ 0.00	\$ 52,350.00
Interest Payable	\$ 0.00	\$ 1,571.00
<b>Total Liabilities</b>	<b>\$ 54,069.00</b>	<b>\$ 115,616.00</b>

Shareholder's Equity (Deficit):

<b>Preferred Stock, \$0.001 par value, 10,000,000 shares authorized, 100 issued and outstanding as of October 31, 2024, and October 31, 2023 respectively</b>	0.00	0.00
<b>Common Stock, \$0.001 par value, 750,000,000 shares authorized, 35,094,567 and 21,950,567 issued and outstanding as of October 31, 2024, and October 31, 2023, respectively</b>	35,094.00	38,645.00
<b>Common Stock to be Issued</b>	0.00	100.00
<b>Additional Paid-In Capital</b>	26,621,111.00	28,604,261.00
<b>Accumulated Deficit</b>	-25,345,011.00	-25,272,810.00
<b>Total Shareholders' Equity (Deficit)</b>	<b>\$ 1,313,211.00</b>	<b>\$ 3,373,196.00</b>
<b>Net Income/Loss</b>	<b>-4,729.00</b>	
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY/DEFICIT</b>	<b>\$ 1,363,314.00</b>	<b>\$ 3,488,812.00</b>

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

**Marijuana, Inc.**  
(formerly GRN Holding Corporation)  
**Statements of Operation**  
October 31, 2024  
(Unaudited)

	Total	
	Oct-24	Oct-23
Revenue	0.00	33,884
Cost of Goods Sold	0.00	(29,043)
<b>Gross Profit</b>	<b>\$ 0.00</b>	<b>\$ 4,841</b>
<b>Expenses</b>		
General & Administrative Expenses	0.00	10,368.00
Consulting Expense	0.00	20,400.00
Legal & Professional	4,729.00	13,260.00
Rent Expense	0.00	0.00
Depreciation & Amortization	0.00	840.00
<b>Total Expenses</b>	<b>4,729.00</b>	<b>44,868.00</b>
<b>Operating Loss</b>		
<b>Net Loss</b>	<b>(4,729.00)</b>	<b>(40,027.00)</b>

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

Marijuana, Inc.  
Formally GRN Holding Corporation  
Statements of Stockholders' Equity  
For the Twelve Months Ended October 31, 2024  
(Unaudited)

	Preferred Stock		Common Stock		Common Stock to be Issued		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Amount		
<b>Balance April 30, 2023</b>	100	0	21,949,567	\$21,950	2,500,000	\$2,500	\$27,239,084	(\$25,308,295)	\$1,955,239
Common Stock Committed to be Issued for Consulting					250,000	\$250	\$7,250		\$7,500
Common Stock Issued for Consulting			2,500,000	\$2,500	(2,500,000)	(\$2,500)	(\$22,500)	\$22,500	
Common Stock Issued for Acquisition of Subsidiary			13,645,000	\$13,645			\$1,350,855		\$1,364,500
<b>Net Income (Loss)</b>								(\$8,923)	(\$8,923)
<b>Balance, July 31, 2023</b>	100		38,094,567	\$38,095	250,000	\$250	\$28,574,689	(\$25,294,718)	\$3,318,316
<b>Balance, July 31, 2023</b>	100		38,094,567	\$38,095	250,000	\$250	\$28,574,689	(\$25,294,718)	\$3,318,316
Common Stock Issued for Consulting					100,000	\$100	\$7,250		\$1,500
Common Stock Issued for Consulting			300,000	\$300	(250,000)	(\$250)	\$4,950		\$5,000
Common Stock Issued for Cash			250,000	\$250			\$12,250		\$12,500
Common Stock Issued for Acquisition of Subsidiary							\$72		\$72
<b>Net Income (Loss)</b>								(\$36,632)	(\$36,632)
<b>Balance, October 31, 2023</b>	100		38,644,567	\$38,645	100,000	\$100	\$28,607,261	(\$25,331,350)	\$3,314,656
<b>Balance, October 31, 2023</b>	100		38,644,567	\$38,645	100,000	\$100	\$28,607,261	(\$25,331,350)	\$3,314,656
Common Stock Issued for Cash			250,000	\$250			\$8,850		\$9,100
Common Stock Issued for Consulting					(100,000)	(\$100)			(\$100)
Common Stock Issued reversed - Deconsolidation			(4,000,000)	(\$4,000)			(\$1,996,000)		(\$2,000,000)
<b>Net Income (Loss)</b>								(\$10,445)	(\$10,445)
<b>Balance, January 31, 2024</b>	100		34,894,567	\$34,895	0	\$0	\$26,620,111	(\$25,341,795)	\$1,313,211
<b>Balance, January 31, 2024</b>	100		34,894,567	\$34,895	0	\$0	\$26,620,111	(\$25,341,795)	\$1,323,656
Common Stock Issued for Consulting			200,000	\$200					(\$200)
<b>Net Income (Loss)</b>								(\$13,661)	(\$13,661)
<b>Balance, October 31, 2024</b>	100		35,094,567	\$35,095	0	\$0	\$26,620,111	(\$25,345,011)	\$1,309,795

The accompanying notes are an integral part of these unaudited financial statements Marijuana, Inc.

**Marijuana, Inc.**  
**(formerly GRN Holding Corporation)**  
**Statement of Cash Flows**  
**Period Ending October 31, 2024**  
(Unaudited)

	<b>2024</b>	<b>2023</b>
<b>OPERATING ACTIVITIES</b>		
	\$	
<b>Net Income</b>	(949.00)	\$ (49,144.00)
<b>Adjustments to reconcile Net Income to Net Cash provided by operations:</b>		
Depreciation Expense	0.00	71
Amortization Expense	805.00	371
Non cash expense -Common stock to be Issued for Consulting	0.00	1,250,000
Non cash expense -Common stock Issued for Consulting	0.00	
Subsidiary's Prior Period Adjustment to Deficit		
Increase in Accounts Payable and Accrued Liabilities	949.00	21,076
<b>Net cash provided by operating activities</b>	<b>\$ 1,754.00</b>	<b>\$ 1,750</b>
<b>INVESTING ACTIVITIES</b>		
Capitalized Expenditures for Intangible Assets	0.00	(38,005)
Non Cash expense-Investment in Subsidiary	0.00	0.00
Goodwill	0.00	0.00
<b>Net Cash Used in Investing Activities</b>	<b>0.00</b>	<b>(38,005)</b>
<b>FINANCING ACTIVITIES</b>		
Common Stock Issued for Cash	0.00	0
Common Stock Issued for Acquisition of Subsidiary	0.00	0
Common Stock Issued for Acquisition of Subsidiary	0.00	0
Capital Contribution from Acquisition of Subsidiary	0.00	0
		\$
<b>Net cash provided by financing activities</b>	<b>\$ 0.00</b>	<b>0.00</b>
Net Change in Cash	0.00	\$ 8,530
	\$	\$
<b>Cash at End of Period</b>	<b>5.00</b>	<b>73,488.00</b>

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

**Marijuana, Inc.**  
**(formerly GRN Holding Corporation)**  
**GRN Holding Corporation**  
**Notes to the Financial Statements**  
**For the 6 months ended October 31, 2024, and 2023**

**NOTE 1 - ORGANIZATION AND OPERATIONS**

**Current Operations**

Marijuana Inc. (“MAJI” or the “Company”), a Florida corporation, is a publicly quoted company.

**Business Plan**

Marijuana Inc. is a publicly quoted company seeking to merge with other entities with experienced management and opportunities for growth in return for shares of our common stock to create value for our shareholders.

**Corporate Management**

The Company was formally operated by Justin Costello, who served as GRNF’s CEO, Director, Chairman, and Secretary. On April 21, 2022, the Company accepted the resignation of Justin Costello from the positions of CEO, Director, Chairman, and Secretary and appointed Donald Steinberg as the new CEO, Director, Chairman, and Secretary. On October 30, 2024 Mike Sheikh was appointed CEO, Director, Chairman, and Secretary.

**Corporate History**

The Company was incorporated in the state of Nevada on April 28, 2010, as Norman Cay Development, Inc. The Company became Discovery Gold Corp in July of 2012, with the trading symbol of DCGD. In November of 2019, the Company became GRN Holding Corporation, and its trading symbol changed from DCGD to GRNF. On May 25, 2022, the Company held a Special Meeting of the Board of Directors wherefore it was resolved to amend the Company’s Articles of Incorporation to change the Company’s name from GRN Holding Corporation to Marijuana Inc.; and, File a FINRA corporate action notification form to change the Company’s name and to obtain the new trading symbol; MAJI; and, wherefore it was also resolved that the Board of Directors approved a resolution to effect a 1 for 20 reverse stock split with the belief that, among other reasons that the reverse stock split may improve the price level of the Company’s Common Stock and that the higher share price could help generate interest in the Company among investors and other business opportunities. On June 27, 2022, the Company held another Special Meeting of the Board of Directors, in which the Company resolved to complete and record the reverse stock split as of June 17, 2022, but also acknowledged that it should be noted that the record and effective dates for the reverse stock split are subject to change, as both corporate actions are subject to review by the Financial Industry Regulatory Authority (FINRA). Subsequently, the reverse stock split was completed and became effected as of 9 a.m. PST on November 14, 2022. As of April 30, 2023, the actions pertaining to changing the Company’s name and obtaining a new trading symbol are still pending, however, the Company does anticipate that these actions will be completed during the fiscal quarter ending October 31, 2023. On May 13, 2023, James Hancock formally resigned as COO of the Company. On October 30, 2024, the Company divested itself of all cannabis operations and is anticipated to close its pending acquisition within 30 days.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for unaudited financial information. The unaudited financial statements include all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary in order to make the condensed financial statements not misleading.

**Recently Adopted Accounting Pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a

material impact on its financial position or results of operations.

### NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, the Company has incurred recurring net losses since its inception and has raised limited capital. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The financial statements do not include any adjustment relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company is taking certain steps to provide the necessary capital to continue its operations. These steps include but are not limited to: 1) focus on our new business model and 2) raising equity or debt financing.

### NOTE 4 – INTANGIBLE ASSETS

As of October 31, 2024, and October 31, 2023, the Company had intangible assets net of amortization of \$1,608 and \$2,412, respectively. The intangible assets consist of website development costs for the Company website, which went live on August 2, 2022.

### NOTE 5 – PREFERRED STOCK

The Corporation is authorized to issue a class of shares designated as “Preferred Stock”, in the amount of Ten Million (10,000,000) Shares, with a par value of \$0.001. The Company had 100 shares of preferred stock issued and outstanding as of April 30, 2024, and April 30, 2023.

On April 26, 2022, the Company issued Donald Steinberg, as the newly appointed CEO of the Company, 100 Shares of Series “A” Preferred Stock per a Board Resolution dated April 21, 2022.

On June 30, 2022, Donald Steinberg transferred his 100 Shares of Series “A” Preferred Stock to Earth Onyx LLC, of which he is the control person.

On October 30, 2024, Donald Steinberg sold his 100 shares of Series A Preferred to Mike Sheikh.

### NOTE 6 – COMMON STOCK

The Corporation is authorized to issue 750,000,000 shares of common stock with a par value of \$0.001. The Company had 35,094,567 and 21,949,567 shares of common stock issued and outstanding as of October 31, 2024, and October 31, 2023, respectively.

On June 30, 2022, Donald Steinberg transferred his 144,000,000 shares of common stock to Earth Onyx LLC, of which he is the control person.

On July 1, 2022, the Company committed to issuing 50,000,000 shares of common stock in exchange for consulting services. These shares were valued at their market value of \$0.025 per share (i.e., the pre-split adjusted close) as of July 1, 2022, the date of the corporate advisory services agreements. These shares were later issued on August 30, 2022.

On November 14, 2022, the Company completed a 1 for 20 reverse stock split, which became effective that day at 9 a.m. PST. The authorized shares and par value remained 750,000,000 and \$0.001, respectively, both pre-split and post-split.

On February 5, 2023, the Company committed to issuing 2,500,000 shares of common stock in exchange for consulting services. These shares were valued at their market value of \$0.039 per share (i.e., the adjusted close) as of February 6, 2023, the first open market date following the date the corresponding consulting agreement, February 5, 2023.

On March 29, 2023, the Company issued 500,000 shares of common stock in exchange for consulting services. These

shares were valued at their market value of \$0.092 per share (i.e., the adjusted close) as of March 29, 2023, the date of the issuance.

On March 29, 2023, the Company issued 200,000 shares of common stock in exchange for consulting services. These shares had an aggregate value of \$10,000, the cost to satisfy the service provider's outstanding invoice.

On March 29, 2023, the Company issued 4,000,000 shares of common stock for 100% acquisition of Mendocino Green LLC per the stock purchase agreement dated March 16, 2023. These shares were valued at \$0.50 per share per section 1.02 of the previously referenced stock purchase agreement.

On March 29, 2023, the Company issued 500,000 shares of common stock in exchange for consulting services. These shares were valued at \$0.10 per share per section 2 of the corresponding consulting agreement dated March 17, 2023.

On March 29, 2023, the Company issued 250,000 shares of common stock for advertising and marketing services. These shares had an aggregate value of \$40,000, the cost to satisfy \$40,000 of the \$50,000 outstanding per the agreement signed as of September 2022.

On June 28, 2023, the Company issued 2,500,000 shares of common stock it had previously committed to issue on February 5, 2023, in exchange for consulting services. These shares were valued at their market value of \$0.039 per share (i.e., the adjusted close) as of February 6, 2023, the first open market date following the date the corresponding consulting agreement, February 5, 2023. However, the shares were later revalued at \$0.03 per share per signed board resolution dated May 14, 2023, which specified that they are to be valued at \$0.03 per share.

On August 29, 2023, the Company issued 50,000 common shares to Blair Wickliffe for consulting services per Consulting Agreement dated August 28, 2023. Measured at \$0.10 per share per the transfer agent reports and issuance resolution.

On September 7, 2023, the Company issued 250,000 common shares previously committed to Kannaline Consulting LLC/Brandon Bernal for consulting services per Consulting Agreement and Board Resolution, both dated May 14, 2023.

On September 17, 2023, the Company committed, but have yet to issue 100,000 common shares to Andres Perez for consulting services per Consulting Agreement dated September 17, 2023. Measured at \$0.1540 per share, the fair market value (i.e., adjusted close) as of 9/18/23, the first market date following the contract date.

On September 26, 2023, the Company issued 250,000 common shares to Nicole Fey per Stock Purchase Agreement signed as of August 28, 2023, between her and Viva Marketing Inc. Per the agreement, as well as the transfer agent reports, these shares were initially issued to Viva Marketing Inc on September 26, 2023, and then the same day transferred to Nicole Fey. Measured at \$0.05 per share per both the transfer agent reports, as well as per the stock purchase agreement.

On December 12, 2023 the company issued 50,000 common shares to Charles Reeves for consulting services related to Cannabis Production and enhancement as per agreement dated September 17, 2023.

On December 14, 2023 the company issued 100,000 common shares previously committed to Andres Perez for consulting services as per agreement date September 17, 2023.

On December 29, 2023 the company issued 50,000 shares each to Marius Koller and Claudia Trimde respectively for expansion of business to Europe as per agreement dated December 15, 2023.

On January 8, 2024, the Company rescinded 4,000,000 shares of common stock as a part of agreement between the Company and Mendocino Green LLC. These shares were rescinded at a value of \$0.50 per share as per rescind agreement dated January 8, 2024.

On February 12, 2024, the Company issued 200,000 shares of common stock to Frank Vanvrankin for consideration of cancellation of a consulting agreement.

#### NOTE 7 – BUSINESS ACQUISITIONS

On March 29, 2023, the Company issued 4,000,000 shares of common stock for 100% acquisition of Mendocino Green LLC per the stock purchase agreement dated March 16, 2023. These shares were valued at \$0.50 per share per section 1.02 of the previously referenced stock purchase agreement.

Mendocino Green LLC's standalone financials have been consolidated into the Company's financial statements, with the initial measurement of the goodwill being based off the purchase price of \$2,000,000 per the corresponding stock purchase agreement and being consolidated as of the date of the acquisition, March 16, 2023, the subsidiary's assets and liabilities being measured at their book value as of the period end date, April 30, 2023, and the subsidiary's profit and loss activity being consolidated for the reporting period since the acquisition, March 16, 2023 through April 30, 2023.

Whereas on January 8, 2024 the Company and Mendocino Green LLC has mutually decided to rescind the above agreement and company will pay 200,000 shares as part of compensation for said termination of agreement.

On May 22, 2023, the Company entered into a Share Exchange Agreement with Marijuana Inc. of Florida, wherein the Company is to receive all of the issued and outstanding shares of Marijuana Inc. in exchange for 15,555,000 shares of the Company's common stock. On July 6, 2023, the Company issued 13,645,000 of the 15,555,000 shares for the share exchange, and another 1,910,000 had yet to be issued to complete the full stock exchange. The Share Exchange Agreement was later amended that only 13,645,000 shares of the Company's common shares were to be issued to complete the acquisition of Marijuana Inc. For stock based compensation purpose the 13,645,000 common shares issued on July 6, 2023, were measured at the adjusted close of \$0.10 per share as of the date of the issuance, 7/6/23.

Per management of GRNF, Marijuana Inc. of Florida's financials were already intertwined within the Company's financial statements due to their prior close affiliation with one another prior to the formal Share Exchange Agreement referenced in the prior paragraph. The initial measurement of the goodwill as a result of the formal Share Exchange Agreement mentioned in the prior paragraph was recorded based on the 13,645,000 common shares issued in aggregate to various parties as part of stock exchange with Marijuana Inc., which were measured at the adjusted close of \$0.10 per share as of the date of the issuance, 7/6/23.

On August 4, 2023, the Company entered into a Business Acquisition Agreement with Viva Marketing Inc., wherein the Company purchased the financial consulting and management of all of Viva Marketing Inc.'s assets and liabilities, in exchange for \$100.

#### NOTE 8 – JOINT VENTURE AGREEMENT

On August 13, 2023, the Company held a special meeting of the board of directors wherein it was recommended that the Company should enter into a Joint Venture Agreement with One World Legends Inc., and it was further resolved that in anticipation of the Joint Venture Agreement, the Company would authorize the issuance of 3,000,000 (three million) shares of GRN Holding Corp stock to One World Legends effective as of July 6, 2023. That the aforementioned 3,000,000 (three million) shares of GRN Holding Corp stock issued to One World Legends on July 6, 2023, shall constitute the complete and final fulfillment of the share transaction obligations under the Joint Venture Agreement between GRN Holdings Corp. and One World Legends, effective as of August 13, 2023.

On January 12, 2024, the Company entered an agreement with KRTL International Corporation “KRTL” dated January 12, 2024, where KRTL will provide the necessary infrastructure, including a Cannabis distribution center and delivery service, to facilitate the distribution and delivery of Viva Bud’s Products. In compensation for distribution, the company will pay KRTL 20% of net income and 20% of stock generated from sales of Viva Bud through KRTL’s distribution channel.

All Joint Venture Agreements have been terminated as of October 30, 2024.

NOTE 9 – RELATED PARTY TRANSACTIONS

Management has evaluated related party transactions pursuant to the requirements of ASC Topic 850 and has determined that no material related party transactions exist through the date of this filing apart from the following:  
None noted.

NOTE 10 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist through the date of this filing.

**Change in Control**

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