

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



Grow Solutions Holdings, Inc.

430 Franklin Village Drive
Franklin, MA. 02038
USA

800-320-1979
GRSOInvest.com
Info@ AeroGrowManufacturing.com
SIC:8742

Annual Report **For the Period Ending: December 31, 2021** (the "Reporting Period")

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

9,416,983,199

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

5,783,403,505

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

1,875,799,430

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

The Company originally was named Strachan Inc.

On October 1, 1999, the Company changed its name to LightTouch Vein & Laser, Inc.

On June 24, 2015, the Company changed its name to Grow Solutions Holdings, Inc.

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):

The Company was incorporated in the State of Delaware on May 1, 1981, and redomiciled to Nevada on June 24, 2015. The Company is currently active in the State of 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:

None.

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

430 Franklin Village Drive, Franklin, MA 02038

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: ☒

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:	<u>GRSO</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>399844109</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	<u>10,000,000,000</u>	as of date: <u>12.31.21 (see note below)</u>
Total shares outstanding:	<u>9,416,983,199</u>	as of date: <u>12.31.21</u>
Number of shares in the Public Float ² :	<u>9,345,674,417</u>	as of date: <u>12.31.21</u>
Total number of shareholders of record:	<u>165</u>	as of date: <u>12.31.21</u>

Note: The Nevada Secretary of State authorized the increase in authorized shares to 20,000,000,000 on January 14, 2022.

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

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>
CUSIP:	<u>N/A</u>

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.

Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>51</u>	as of date: <u>12.31.21</u>
Total shares outstanding:	<u>51</u>	as of date: <u>12.31.21</u>
Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred Stock</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000</u>	as of date: <u>12.31.21</u>
Total shares outstanding:	<u>85,000</u>	as of date: <u>12.31.21</u>

Transfer Agent

Name: Transfer Online, Inc.
 Phone: 503-227-2950
 Email: Info@TransferOnline.com
 Address: 512 SE Salmon Street, Portland OR, 97214

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.**

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: ☐

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12.31.19</u> Common: 330,666,887 Series A Preferred: <u>51</u> Series B Preferred: 100,000			*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- of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/2/20	New Issue	17,079,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
1/8/20	New Issue	14,685,585	Common Stock	\$.00065	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
1/8/20	New Issue	16,000,000	Common Stock	\$.00075	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
1/8/20	New Issue	7,000,000	Common Stock	\$.0016	Yes	JSJ Investments Sameer Hirji	Conversion of note	Unrestricted	Section 3(a)(9)
1/10/20	New Issue	16,522,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
1/21/20	New Issue	13,140,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
1/30/20	New Issue	17,900,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
2/3/20	New Issue	7,000,000	Common Stock	\$.0006	Yes	JSJ Investments Sameer Hirji	Conversion of note	Unrestricted	Section 3(a)(9)
2/11/20	New Issue	24,747,875	Common Stock	\$.0004	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
2/14/20	New Issue	17,909,100	Common Stock	\$.0004	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
2/17/20	New Issue	21,478,000	Common Stock	\$.0004	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
2/21/20	New Issue	19,593,000	Common Stock	\$.0004	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
2/25/20	New Issue	8,000,000	Common Stock	\$.0005	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
2/26/20	New Issue	7,000,000	Common Stock	\$.00078	Yes	JSJ Investments Sameer Hirji	Conversion of note	Unrestricted	Section 3(a)(9)
3/4/20	New Issue	7,000,000	Common Stock	\$.00066	Yes	JSJ Investments Sameer Hirji	Conversion of note	Unrestricted	Section 3(a)(9)
3/6/20	New Issue	22,689,076	Common Stock	\$.00119	Yes	Cicero Consulting Group LLC Michael Woloshin	Conversion of note	Unrestricted	Section 3(a)(9)
3/6/20	New Issue	23,333,333	Common Stock	\$.0015	No	Trillium Partners LP – Stephen Hicks	Subscription	Unrestricted	Regulation A
3/9/20	New Issue	8,000,000	Common Stock	\$.0073	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
3/9/20	New Issue	16,666,666	Common Stock	\$.0015	No	Trillium Partners LP – Stephen Hicks	Subscription	Unrestricted	Regulation A

3/18/20	New Issue	25,000,000	Common Stock	\$.0004	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
3/19/20	New Issue	8,000,000	Common Stock	\$.00073	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
4/1/20	New Issue	39,541,667	Common Stock	\$.0006	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
4/8/20	New Issue	20,012,500	Common Stock	\$.0006	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
4/13/20	New Issue	8,000,000	Common Stock	\$.00068	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
4/13/20	New Issue	25,000,000	Common Stock	\$.0004	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
4/15/20	New Issue	23,333,333	Common Stock	\$.0015	No	<u>Trillium Partners LP – Stephen Hicks</u>	Subscription	Unrestricted	Regulation A
4/23/20	New Issue	20,000,000	Common Stock	\$.0015	No	<u>Trillium Partners LP – Stephen Hicks</u>	Subscription	Unrestricted	Regulation A
4/23/20	New Issue	30,870,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC <u>Stephen Hicks</u>	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
4/29/20	New Issue	23,908,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC <u>Stephen Hicks</u>	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
4/30/20	New Issue	55,903,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC <u>Stephen Hicks</u>	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
4/30/20	New Issue	8,000,000	Common Stock	\$.00046	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
5/5/20	New Issue	26,046,875	Common Stock	\$.0004	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
5/7/20	New Issue	10,699,700	Common Stock	\$.0004	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
5/8/20	New Issue	25,000,000	Common Stock	\$.0004	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
5/14/20	New Issue	23,333,333	Common Stock	\$.0015	No	<u>Trillium Partners LP – Stephen Hicks</u>	Subscription	Unrestricted	Regulation A
5/14/20	New Issue	17,947,000	Common Stock	\$.0015	Yes	Livingston Asset Management LLC <u>Stephen Hicks</u>	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
5/20/20	New Issue	68,163,000	Common Stock	\$.0015	Yes	Livingston Asset Management LLC <u>Stephen Hicks</u>	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
5/21/20	New Issue	8,000,000	Common Stock	\$.00052	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
5/28/20	New Issue	30,400,000	Common Stock	\$.0004	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
6/4/20	New Issue	25,000,000	Common Stock	\$.0004	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
6/8/20	New Issue	72,650,000	Common Stock	\$.00035	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Section 3(a)(9)
6/8/20	New Issue	15,000,000	Common Stock	\$.0015	No	Trillium Partners LP – Stephen Hicks	Subscription	Unrestricted	Regulation A

6/17/20	New Issue	120,386,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
7/8/20	New Issue	89,384,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
7/9/20	New Issue	45,000,000	Common Stock	\$.0002	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
7/10/20	New Issue	42,950,000	Common Stock	\$.0002	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
7/20/20	New Issue	91,112,500	Common Stock	\$.0002	Yes	Trillium Partners LP – Stephen Hicks	Conversion of note	Unrestricted	Section 3(a)(9)
7/24/20	New Issue	95,748,000	Common Stock	\$.001	Yes	Livingston Asset Management LLC Stephen Hicks	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10)
9/10/20	New Issue	75,000,000	Common Stock	\$.00012	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
9/30/20	New Issue	45,000,000	Common Stock	\$.00015	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
12/17/20	New Issue	45,000,000	Common Stock	\$.00015	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
1/13/21	New Issue	45,000,000	Common Stock	\$.00015	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
1/19/21	New Issue	128,119,384	Common Stock	\$.0005	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Regulation A
1/28/21	New Issue	91,445,139	Common Stock	\$.00012	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
1/25/21	New Issue	56,450,500	Common Stock	\$.0005	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Regulation A
2/10/21	New Issue	43,555,000	Common Stock	\$.0005	Yes	<u>Trillium Partners LP – Stephen Hicks</u>	Conversion of note	Unrestricted	Regulation A
2/24/21	New Issue	45,000,000	Common Stock	\$.00015	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
3/24/21	New Issue	109,309,070	Common Stock	\$.00012	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
4/1/21	New Issue	45,000,000	Common Stock	\$.0005	Yes	Oasis Capital -- Adam Long	Conversion of interest	Unrestricted	Section 3(a)(9)
4/30/21	New Issue	50,000,000	Common Stock	\$.0005	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
5/25/21	New Issue	50,000,000	Common Stock	\$.0005	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
6/10/21	New Issue	50,000,000	Common Stock	\$.0005	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
6/10/21	New Issue	15,690,930	Common Stock	\$.0005	Yes	Carebourn Capital LP Chip Rice	Conversion of interest	Unrestricted	Section 3(a)(9)
6/15/21	Conversion	(650)	Series B Preferred Stock	<u>\$.001</u> (par value)	No	Trillium Partners LP – Stephen Hicks	Services	Restricted	Section 4(2)
6/15/21	New Issue	241,248,626	Common Stock	\$.001	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
6/15/21	New Issue	131,531,936	Common Stock	\$.0005	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
6/29/21	New Issue	50,000,000	Common Stock	\$.0005	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)

6/30/21	Conversion	(765)	Series B Preferred Stock	<u>\$.001</u> (par value)	No	Trillium Partners LP – Stephen Hicks	Services	Restricted	Section 4(2)
6/30/21	New Issue	288,402,310	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
6/30/21	Cancellation	(700,000)	Common Stock	<u>\$.001</u>	No	Ashley N Hollo	Asset Purchase	Restricted	Section 4(2)
6/30/21	Cancellation	(3,965,028)	Common Stock	<u>\$.001</u>	No	Angelina Syrovoy	Compensation	Restricted	Section 4(2)
6/30/21	Cancellation	(2,469,033)	Common Stock	<u>\$.001</u>	No	Dustin Maki	Compensation	Restricted	Section 4(2)
6/30/21	Cancellation	(2,388,028)	Common Stock	<u>\$.001</u>	No	Oleksandr Alba	Compensation	Restricted	Section 4(2)
6/30/21	Cancellation	(100,000)	Common Stock	<u>\$.001</u>	No	Jordan Schlosser	Services	Restricted	Section 4(2)
7/13/21	New Issue	173,346,607	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
7/15/21	New Issue	114,692,967	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
7/21/21	New Issue	166,420,368	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
7/21/21	New Issue	103,438,864	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
7/21/21	New Issue	50,000,000	Common Stock	<u>\$.0005</u>	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
7/23/21	New Issue	143,248,306	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
8/2/21	New Issue	160,000,000	Common Stock	<u>\$.0005</u>	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
8/4/21	New Issue	239,009,609	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
8/9/21	New Issue	50,000,000	Common Stock	<u>\$.0005</u>	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
8/13/21	New Issue	331,913,871	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
8/24/21	New Issue	160,000,000	Common Stock	<u>\$.0005</u>	Yes	Carebourn Capital LP Chip Rice	Conversion of note	Unrestricted	Section 3(a)(9)
9/1/21	New Issue	50,000,000	Common Stock	<u>\$.0005</u>	Yes	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
9/1/21	New Issue	232,076,561	Common Stock	<u>\$.001</u>	No	Trillium Partners LP – Stephen Hicks	Conversion of Series B Preferred Stock	Unrestricted	Section 4(2)
<u>9/13/21</u>	<u>New Issue</u>	<u>502,276,116</u>	<u>Common Stock</u>	<u>\$.0003</u>	<u>Yes</u>	Trillium Partners LP – Stephen Hicks	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>7/31 to 9/30/21</u>	<u>Cancellation</u>	<u>5,190</u>	Series B Preferred Stock	<u>\$.001</u> (par value)	<u>No</u>	Trillium Partners LP – Stephen Hicks	Conversions of Series B Preferred Stock	<u>Restricted</u>	Section 3(a)(9)
<u>10/4/21</u>	<u>New Issue</u>	<u>218,616,665</u>	Common	<u>\$.0003</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/14/21</u>	<u>New Issue</u>	<u>290,000,000</u>	Common	<u>\$.0003</u>	<u>No</u>	JP Carey Limited Partners LP – Joseph Canouse	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/15/21</u>	<u>New Issue</u>	<u>166,666,667</u>	Common	<u>\$.0003</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/18/21</u>	<u>New Issue</u>	<u>170,362,941</u>	Common	<u>\$.0003</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	Conversions of Series B Preferred Stock	Unrestricted	Section 3(a)(9)

<u>10/20/21</u>	<u>New Issue</u>	<u>116,666,667</u>	Common	<u>\$.001</u>	<u>No</u>	Private investor	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/22/21</u>	<u>New Issue</u>	<u>330,000,000</u>	Common	<u>\$.0003</u>	<u>No</u>	Anvil Financial Management LLC – Jeffrey Canouse	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/27/21</u>	<u>New Issue</u>	<u>300,000,000</u>	Common	<u>\$.0003</u>	<u>No</u>	JP Carey Limited Partners LP – Joseph Canouse	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/28/21</u>	<u>New Issue</u>	<u>333,333,333</u>	Common	<u>\$.0003</u>	<u>No</u>	Jahoco, LLC - Canouse	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>10/29/21</u>	<u>New Issue</u>	<u>250,000,000</u>	Common	<u>\$.0003</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>11/3/21</u>	<u>New Issue</u>	<u>250,000,000</u>	Common	<u>\$.0003</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	<u>Cash</u>	Unrestricted	<u>Regulation A Shares</u>
<u>11/3/21</u>	<u>New Issue</u>	<u>50,000,000</u>	Common	<u>\$.001</u>	<u>Yes</u>	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
<u>11/18/21</u>	<u>New Issue</u>	<u>590,497,702</u>	Common	<u>\$.001</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	Conversions of Series B Preferred Stock	Unrestricted	Section 3(a)(9)
<u>11/22/21</u>	<u>New Issue</u>	<u>50,000,000</u>	Common	<u>\$.001</u>	<u>Yes</u>	Oasis Capital -- Adam Long	Conversion of note	Unrestricted	Section 3(a)(9)
<u>12/15/21</u>	<u>New Issue</u>	<u>517,435,719</u>	Common	<u>\$.001</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	Conversions of Series B Preferred Stock	Unrestricted	Section 3(a)(9)
<u>10/20/21-12/15/21</u>	<u>Cancellation</u>	<u>8,395</u>	Series B Preferred Stock	<u>\$.001 (par value)</u>	<u>No</u>	Trillium Partners LP – Stephen Hicks	Conversions of Series B Preferred Stock	<u>Restricted</u>	Section 3(a)(9)
Shares Outstanding on Date of This Report:									
	<u>Ending Balance</u>	<u>Ending Balance:</u>							
Date	<u>12.31.21</u>	Common: <u>9,416,983,199</u>							
		Preferred A: <u>51</u>							
		Preferred B: <u>85,000</u>							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 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.)
4/25/16	\$22,212	\$300,000	\$6,650	4/25/18	\$.80 per share value	Ralph Aiello	Loan
4/25/16	\$100,000	\$100,000	\$60,085	4/25/18	\$.80 per share value	Max Malone	Loan
5/11/16	\$22,000	\$22,000	\$14,534	5/11/18	\$.80 per share value	Tony Siu	Loan
5/18/16	\$50,000	\$50,000	\$32,039	5/18/18	\$.80 per share value	Cecilia Soh	Loan

6/8/16	\$50,000	\$50,000	\$29,118	6/8/18	\$.80 per share value	Danny Lau	Loan
6/8/16	\$25,000	\$25,000	\$15,077	6/8/18	\$.80 per share value	Tim Wong	Loan
6/10/16	\$30,000	\$30,000	\$20,022	6/10/18	\$.80 per share value	Stanley Choy	Loan
6/13/16	\$50,000	\$50,000	\$31,819	6/13/18	\$.80 per share value	Emmett Hanes McGregor	Loan
6/14/16	\$10,000	\$10,000	\$12,368	6/14/18	\$.80 per share value	Lung Chao Chan	Loan
7/8/16	\$200,000	\$200,000	\$161,720	7/8/18	\$.80 per share value	Ralph Aiello	Loan
7/14/16	\$50,000	\$50,000	\$32,809	7/14/18	\$.80 per share value	Kwok K. Leung	Loan
7/28/16	\$30,000	\$30,000	\$15,979	7/28/18	\$.80 per share value	Steven C. Mares	Loan
8/8/16	\$50,000	\$50,000	\$32,398	8/8/18	\$.80 per share value	Danny Lau	Loan
8/15/16	\$50,000	\$50,000	\$32,283	8/15/18	\$.80 per share value	Danny Lau	Loan
8/23/16	\$100,000	\$100,000	\$60,168	8/23/18	\$.80 per share value	Max Malone	Loan
1/30/17	\$79,000	\$100,000	\$78,811	10/30/17	60% of the average of the 3 lowest prices in the 10 prior trading days.	JSJ Investments Inc. – Samer Hirji -- 6060 North Central Expressway Suite 500 Dallas Tx 75206	Loan
2/8/17	\$23,000	\$50,000	\$16,794	8/10/17	70% of the lowest closing bid price in the 5 prior trading days.	Cicero Consulting Group, LLC – Michael Woloshin – 1858 Pleasantville Road Suite 110, Briarcliff Manor, NY 10510	Loan
3/23/17	\$170,670	\$300,000	\$82,856	6/17/17	62.5% of lowest trading price in prior 20 days.	Oasis Capital, LLC – Adam Long 208 Ponce de Leon Ave, Suite 1600, San Juan, PR 00918	Partial Assignment of TCA note
5/25/17	\$100,000	\$100,000	\$69,085	11/21/17	N/A	Brandi Blank	Loan
7/14/17	\$159,010	\$262,877	\$3,206	7/17/18	58% average of lowest 3 trading prices in last 20 trading days. - Note 1	Carebourn Capital, LP – Chip Rice - 8700 Blackoaks Lane North Maple Grove, MN, 55311	Loan
3/12/19	\$55,000	\$55,000	\$15,851	3/31/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion.	Ralph Aiello	Loan
6/6/19	\$35,000	\$35,000	\$18,476	6/30/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion.	Ralph Aiello	Loan
6/21/19	\$35,000	\$35,000	\$18,275	6/30/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion.	Ralph Aiello	Loan
7/25/19	\$35,000	\$35,000	\$17,364	7/31/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion.	Ralph Aiello	Loan
8/26/19	\$30,000	\$30,000	\$14,885	8/31/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion.	Ralph Aiello	Loan
10/3/19	\$22,644	\$27,500	\$6,126	10/3/20	50% of the lowest trading price the day prior to conversion	Tri-Bridge Ventures LLC John Forsythe III Suite 608 4507 th Ave. NY, NY 10123	Loan
10/9/19	\$27,500	\$35,000	\$12,940	10/8/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion	Ralph Aiello	Loan

11/13/19	\$5,000	\$5,000	\$1,430		Lower of \$.01 or 50% of lowest closing bid price in the 30 days prior to conversion	Livingston Asset Management LLC – Stephen Hicks 90 Grove St. Ridgefield, CT 06877	Loan
11/27/19	\$30,000	\$33,000	\$14,280	11/30/20	Lower of \$.01 or 50% of lowest closing bid price in the 20 days prior to conversion	Ralph Aiello	Loan
1/30/20	\$5,000	\$30,000	\$1,950	7/31/20	Lower of \$.01 or 50% of lowest closing bid price in the 30 days prior to conversion	Trillium Partners LP – Stephen Hicks 90 Grove St. Ridgefield, CT 06877	Loan
6/4/20	\$40,000	\$40,000	\$2,412	6/1/21	55% of the average of the three lowest traded prices during the 20 days prior to conversion	Carebourn Capital LP Chip Rice 8700 Blackoaks Lane North <u>Maple Grove, MN, 55311</u>	Loan
8/4/20	\$8,500	\$8,500	\$558	2/4/21	Lower of \$.01 or 50% of lowest closing bid price in the 30 days prior to conversion	Trillium Partners LP – Stephen Hicks 90 Grove St. Ridgefield, CT 06877	Loan
1/19/21	\$53,000	\$53,000	\$0	1/9/22	55% of the average of the three lowest traded prices during the 20 days prior to conversion	Carebourn Capital LP Chip Rice 8700 Blackoaks Lane North <u>Maple Grove, MN, 55311</u>	Loan
3/17/21	\$53,000	\$53,000	\$0	3/17/22	55% of the average of the three lowest traded prices during the 20 days prior to conversion	Carebourn Capital LP Chip Rice 8700 Blackoaks Lane North <u>Maple Grove, MN, 55311</u>	Loan
8/26/21	\$5,000	\$50,000	\$173	3/31/22	N/A	Trillium Partners LP – Stephen Hicks 90 Grove St. Ridgefield, CT 06877	Loan
5/13/21	\$20,000	\$20,000	\$1,525	5/13/22	50% of lowest closing bid price in the 30 days prior to conversion	Stout LLC Mathieu Stout 30 North Gould Street Suite 3787 Sheridan, WY 82801	Services
9/13/21	\$30,000	\$30,000	\$1,075	9/13/22	50% of lowest closing bid price in the 30 days prior to conversion	Stout LLC Mathieu Stout 30 North Gould Street Suite 3787 Sheridan, WY 82801	Services
10/1/21	\$15,000	\$15,000	\$378	6/30/22	50% of lowest closing bid price in the 30 days prior to conversion	Trillium Partners LP – Stephen Hicks 90 Grove St. <u>Ridgefield, CT 06877</u>	Services
11/1/21	\$15,000	\$15,000	\$251	7/31/22	50% of lowest closing bid price in the 30 days prior to conversion	Trillium Partners LP – Stephen Hicks 90 Grove St. <u>Ridgefield, CT 06877</u>	Services
12/1/21	\$15,000	\$15,000	\$123	8/31/22	50% of lowest closing bid price in the 30 days prior to conversion	Frondeur Partners LLC William Gonyer 3753 Howard Hughes Parkway Suite 200 Las Vegas, NV 89169	Services

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

Note 1 – Carebourn Capital rolled over the balance of the December 15, 2016 convertible note payable on July 14, 2017 and provided \$50,000 new cash along with OID \$34,288.36.

4) Financial Statements (to be filed separately)

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: William Gonyer of Will Stephenson Advisory LLC
Title: Managing Director
Relationship to Issuer: Outside Accounting Consultant

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; 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.

The Company incorporates by reference the Annual Report dated December 31, 2021, to be filed separately following filing of this Annual Disclosure report.

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:

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

Grow Solutions Holdings, Inc. is a corporation incorporated under the laws of the State of Nevada on May 1, 1981.

The current focus of Grow Solutions Holdings, Inc., business operations is to design and manufacture modular aeroponic vertical farming units ("AeroPod") that are fully equipped with proprietary monitoring and automation to make growing aeroponically simple and predictable with very little human intervention. The units can be used for a large number of agricultural products to be grown in an efficient and ecologically sustainable fashion. The AeroPod designed and tested by Farm Boys Design Corp., was developed in 2017. The controlled technological environment of an AeroPod mimics perfect growing conditions through sensors and controllers, creating the optimal growing environment for food or cannabis. By monitoring and regulating the closed-loop environment of an AeroPod, it has proven to produce market leading yields of many leafy greens, tender leaf produce and cannabis.

The Company has analyzed and researched, development and design and manufacturing of licensed technologically advanced systems for eventual sales and distribution. The company plans to offer AeroPods as agricultural products for the farming sector. The AeroPods will offer high efficiency grow solutions with eventual scalable and secure low carbon footprint.

2. 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

Pure Roots Holding, Ltd, a Wyoming, corporation and a wholly owned subsidiary of the Company owns 100% of Pure Roots

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.

Holding Corp. and thereby, its subsidiaries AeroGrow Manufacturing Corp. and Pure Roots Urban Farms, Inc. which are startup ventures in the contract manufacturing and industrial and agricultural design businesses.

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

The Company's businesses are based on design, development, manufacturing, sales and distribution of licensed technologically advanced systems for organic and other agricultural products farming "AeroPods". The AeroPod offers a high efficiency grow solution having scalable, secure and low carbon footprint characteristics. The businesses commenced operations during the three months ended March 31, 2019.

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.

As of December 31, 2019, the Company subleases its office and development facilities from an affiliated party. The Company's corporate address is 230-111 Research Drive Saskatoon, Canada SK S7N 3R2. The agreement requires monthly payments of \$2,700.

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% or 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 (1) (2)	Share type/class	Ownership Percentage of Class Outstanding	Note
Chad Fischl	Director	Saskatoon, SK	51(Note 1) 4,745(Note 2)	Series A Preferred (Note 3) Series B Preferred	<u>100%</u> 5.6%	Appointed as Officer and Director March 5, 2019 Resigned November 16, 2020 Appointed Director January 15, 2021
Philip Sands	Officer / Director	Bellingham, MA				Appointed as Officer and Director November 16, 2020
Bailey Fischl	>5%	Saskatoon, SK	4,746(Note 2)	Series B Preferred	5.6%	
Clara Fischl	>5%	Prince Albert, SK	9,421(Note 2)	Series B Preferred	11.1%	
Carla Blampin	>5%	Big River, SK	9,421(Note 2)	Series B Preferred	11.1%	
Sharon Branconnier	>5%	Abbotsford, BC	9,420(Note 2)	Series B Preferred	11.1%	
Jolene Branconnier	>5%	Langley, BC	9,421(Note 2)	Series B Preferred	11.1%	
Norman James Payton	>5%	Monte Creek, BC	9,421(Note 2)	Series B Preferred	11.1%	

Ismail Abdul Fattah	>5%	Calgary, AB	7,084(Note 2)	Series B Preferred	8.3%	
Ahmad Abdel Latif Yassine	>5%	Lebanon, Bekaa	7,083(Note 2)	Series B Preferred	8.3%	
Adrian LaChance	>5%	Red Deer, AB	9,887(Note 2)	Series B Preferred	11.6%	

Notes

1. Each one (1) share of the Series A Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied* by the total issued and outstanding shares of common stock of the Company eligible to vote at the time of the respective vote (the “Numerator”), *divided by* (y) 0.49, *minus* (z) the Numerator. For purposes of illustration only, if the total issued and outstanding shares of common stock of the Company eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series A Preferred Stock shall be equal to $102,036 (0.019607 \times 5,000,000) / 0.49 - (0.019607 \times 5,000,000) = 102,036$.

The Series A Preferred Stock has no dividend rights, no liquidation rights and no redemption rights, and was created primarily to be able to obtain a quorum and conduct business at shareholder meetings. All shares of the Series A Preferred Stock shall rank (i) senior to the Company’s common stock and any other class or series of capital stock of the Company hereafter created, (ii) *pari passu* with any class or series of capital stock of the Company hereafter created and specifically ranking, by its terms, on par with the Series A Preferred Stock and (iii) junior to any class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series A Preferred Stock, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

2. The Company has Designated 100,000 shares as Series B Preferred Shares. The shares of Series B Preferred Stock have a par value of \$0.001 and a liquidation value of \$1,000 per share (the “Series B Liquidation Value”) and are convertible into 2,833 shares of Common Stock (the “Conversion Ratio”). The holders of shares of the Series B Preferred Stock shall be entitled to receive dividends out of any assets legally available, to the extent permitted by Nevada law, at an annual rate equal to 8% of the Series B Liquidation Value of such shares of Series B Preferred Stock, and shall accrue from the date of issuance of such shares of Series B Preferred Stock, payable quarterly in Common Stock valued at the closing trade price per share on the last trading day of the calendar quarter.

1. On November 16, 2020, the Company entered into a Settlement Agreement (“Agreement”) with Chad Fischl; wherein, it has agreed to pay a portion of the back wages to Mr. Fischl, as well as working out agreements with the former employees of the Company. Mr. Fischl agrees to return his Series A and B Preferred shares that he and his family members control. The Agreement states that the Shares will be surrendered when the entire Fischl Amount is paid. As of this filing not all payments have been made on the Agreement.

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.

Ralph Aiello Complaint and Settlement Agreement

The Company was involved in litigation against Ralph Aiello (the “Plaintiff” and together with the Company, the “Parties”). On January 19, 2017, the Plaintiff filed a complaint in the Supreme Court of the State of New York County of Nassau (the “Court”), alleging claims including breach of contract in connection with certain loans made by Plaintiff to the

Company in the amount of \$500,000 plus interest (the “Dispute”). On March 15, 2017, the Parties filed a Settlement Agreement (the “Settlement Agreement”) with the Court whereby the Company agreed to pay the Defendant \$550,000 by September 15, 2018. The Company has not made timely payments in accordance with the Settlement Agreement. The Company is working to establish a payment plan for the Plaintiff and expedite the settlement of the Dispute. The Plaintiff has sold and assigned \$277,788, of the notes in dispute as of December 31, 2020, and an additional \$222,212, principal remains recognized on the balance sheet under convertible notes payable plus accrued interest.

Summary Judgement in Favor of Vendor

On October 5, 2018, Sunlight Supply, Inc. presented a motion seeking summary judgement for \$219,104, representing unpaid product invoices, interest accrued between October 11, 2017 and October 26, 2018, and attorneys’ fees against One Love Garden Supply, LLC and an individual guarantor. On January 11, 2019, the court granted summary judgement in the favor of the plaintiff. The guarantor has settled the judgement in favor of the creditor in conjunction with the Company’s participation in the 3(a)(10) court approved settlement that includes payment to the guarantor for amounts owed to him by the Company. (See below)

On June 3, 2019, the Company entered into a settlement agreement with an individual and affiliated unincorporated entity for a maximum amount of \$350,000. The individuals and the affiliated entities separately provided personal guarantees on certain liabilities of the Company and provided advisory services. The liability has been incorporated in the 3(a)(10) settlement as discussed below.

Court Approved Settlement of Various Liabilities Under SEC section 3(a)(10)

On September 13, 2019 the Company entered into a settlement agreement and stipulation (“Settlement Agreement”) with Livingston Asset Management, LLC (“LAM”) in connection with the settlement of \$3,998,152 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to fairness hearing, and on November 15, 2019 a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the Company shall reduce the Company’s debt obligations equal to \$1,506,568 in exchange for the issuance of settlement shares of Company’s common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price equal to the lowest closing bid price for the common stock for the twenty trading days immediately preceding the delivery of such tranche. At no time may LAM beneficially own more than 9.99% of the Company’s outstanding common stock.

The 3(a)(10) settlement includes the following liabilities:

TCA senior note and capitalized interest - \$729,874;
Otis claims for amounts due for services provided - \$350,000; and
Attorney fees (note for \$378,461 and \$48,233 in fees and accrued interest) - \$426,694.

Included in the convertible notes is the remaining balance sheet amount of \$1,457,307, classified as principal and \$1,457,307, of put premium related to the 3(a)(10) settlement. The amounts covered in the settlement were reclassified from convertible notes payable, accrued interest and accounts payable, along with related put premiums related to the original notes payable. Additionally, included in the put premium above was \$1,110,446, which was reclassified from settlement reserves to put premium related to the liabilities transferred to the 3(a)(10) settlement liability amount. (Refer to footnotes 5, 7 and 10)

On December 23, 2019 the Company entered into a settlement agreement and stipulation (“Settlement Agreement”) with Livingston Asset Management, LLC (“LAM”) in connection with the settlement of \$335,664 of bona fide obligations the Company owed to certain of its creditors. The Settlement Agreement was subject to fairness hearing, and on June 2, 2020 a Federal court in the District of Maryland held a fairness hearing and granted approval of the Settlement Agreement. If the Settlement Agreement is satisfied in full, the Company shall reduce the Company’s debt obligations equal to \$335,664 in exchange for the issuance of settlement shares of Company’s common stock pursuant to the terms of section 3(a)(10) of the Securities Act of 1933, in multiple tranches, at a price equal to the lowest closing bid price for the common stock for the twenty trading days immediately preceding the delivery of such tranche. At no time may LAM beneficially own more than 9.99% of the Company’s outstanding common stock.

The 3(a)(10) settlement includes the following liabilities:

Trillium convertible note and capitalized interest - \$82,590;
Oscleta Partners LLC convertible note and capitalized interest - \$19,059;
Victor Wexler’s claims as guarantor on liabilities arising from the Company’s purchases of inventory and the Company’s written agreement to indemnify Mr. Wexler against such claims by third parties - \$154,515; and
Attorney fees (current securities counsel) - \$79,500.

The settlement including the stock issue price discount qualifies as stock settled debt under ASC 480. Included in the convertible notes balance sheet amount is \$335,664, classified as principal and \$335,664, of put premium related to the 3(a)(10) settlement

at December 31, 2020. The amounts covered in the settlement were reclassified from settlement reserves, convertible notes payable, accrued interest and accrued other expenses, along with related derivative liabilities related to the original notes payable. A gain realized upon the effective date of the 3(a)(10) settlement was not recognized as it was credited to settlement reserves.

As of December 31, 2021, both 3(a)(10)s were terminated. Following payments to former creditors, the obligation to reduced to \$1,722,233 and the related put premium was \$1,722,233. The Company reclassified aggregate principal and premiums of \$2,416,691 to settlement reserves and \$426,694 to convertible notes payable principal, along with \$252,307 of put premiums. The Company recognized a gain on debt extinguishment of \$174,387.

Refer to financial statement footnotes 5, 8 and 9 for discussion of other settlements and contingent liabilities.

9) Third Party Providers

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

Securities Counsel

Name: Jeff Turner
Firm: JDT Legal PLLC
Address 1: 897 West Baxter Drive
Address 2: South Jordan, UT. 84095
Phone: 801-810-4465
Email: www.jdt-legal.com

Accountant or Auditor

Name: William Gonyer
Firm: Will Stephenson Advisory, LLC
Address 1: 697 Sport Hill Road
Address 2: Easton CT, 06612
Phone: (203) 702-1820
Email: _____

Investor Relations

None

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.

None

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).

The certifications shall follow the format below:

I, Phillip Sands certify that:

1. I have reviewed this Annual Disclosure Statement of Grow Solutions Holdings, 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.

May 4, 2022 [Date]

/s/ Phillip Sands [CEO's Signature]

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

Principal Financial Officer:

I, Phillip Sands certify that:

1. I have reviewed this Annual Disclosure Statement of Grow Solutions Holdings, 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.

May 4, 2022 [Date]

/s/ Phillip Sands [CFO's Signature]

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

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