

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

## **GRN Holding Corporation**

23150 Fashion Drive, Suite 231

Estero, Florida 33928

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(877) 318-4848

<http://www.grnholding.com/>

SIC Code: 4899

### **First Amended Quarterly Report For the Period Ending: July 31, 2022 (the "Reporting Period")**

As of July 31, 2022, the number of shares outstanding of our Common Stock was:

279,990,976

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

279,990,976

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 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.

GRN Holding Corporation (November 2019 – Present)  
Discovery Gold Corp (July 2012 – November 2019)  
Norman Cay Development, Inc. (April 28, 2010 – July 2012)

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):

Nevada – active

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:

23150 Fashion Drive, Suite 231  
Estero, FL 33928

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:

N/A

## 2) Security Information

Trading symbol: GRNF  
Exact title and class of securities outstanding: Common  
CUSIP: 36257K109  
Par or stated value: \$0.001

Total shares authorized: 750,000,000 as of date: July 31, 2022  
Total shares outstanding: 279,990,976 as of date: July 31, 2022  
Number of shares in the Public Float<sup>2</sup>: 79,894,595 as of date: July 31, 2022  
Total number of shareholders of record: 40 as of date: July 31, 2022

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

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

### Transfer Agent

Name: Action Stock Transfer  
Phone: (801) 274-1088  
Email: 2469 E. Fort Union Blvd, Suite 214  
Address: Salt Lake City, UT 84121

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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.

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<sup>2</sup> "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.

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

## A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date <u>04/30/2020</u> Common: <u>249,843,977</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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>07/10/2020</u>	<u>New Issuance</u>	85,000	<u>Common</u>	0.25	Yes	Chris Irish	Employee Compensation	Restricted	Rule 144
<u>10/5/2020</u>	<u>New Issuance</u>	100,000	<u>Common</u>	0.1479	Yes	Baffour Asabere	Services - Consulting	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	4,500,000	<u>Common</u>	0.001	Yes	Brenda Meckley	Stock Purchase	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	4,500,000	<u>Common</u>	0.001	Yes	James Meckley	Stock Purchase	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	287,000	<u>Common</u>	0.199	Yes	Chris Edwards	Services - Consulting	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	12,500,000	<u>Common</u>	0.10	Yes	Justin Costello	Asset Purchase Agreement	Restricted	Rule 144

<u>10/14/2020</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	0.10	Yes	Dennis Costello	Asset Purchase Agreement	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	0.10	Yes	Brinn Enterprises Inc. (William J. Brinn Jr.)	Asset Purchase Agreement	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	1,250,000	<u>Common</u>	0.10	Yes	William Joseph Brinn	Asset Purchase Agreement	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	500,000	<u>Common</u>	0.10	Yes	Katrina Rosseini	Asset Purchase Agreement	Restricted	Rule 144
<u>10/14/2020</u>	<u>New Issuance</u>	500,000	<u>Common</u>	0.10	Yes	Richard Hawkins	Asset Purchase Agreement	Restricted	Rule 144
<u>10/16/2020</u>	<u>New Issuance</u>	125,000	<u>Common</u>	0.001	Yes	Baffour Asabere	Services - Consulting	Restricted	Rule 144
<u>11/24/2020</u>	<u>New Issuance</u>	33,333	<u>Common</u>	0.137	Yes	Jonathan Daniel Whitehead	Stock Purchase	Restricted	Rule 144
<u>11/24/2020</u>	<u>New Issuance</u>	66,666	<u>Common</u>	0.137	Yes	Daniel Wright Whitehead	Stock Purchase	Restricted	Rule 144
<u>12/14/2020</u>	<u>New Issuance</u>	200,000	<u>Common</u>	0.110	Yes	Aaron Freeman	Servicing - Consulting	Restricted	Rule 144
<u>12/16/2020</u>	<u>New Issuance</u>	500,000	<u>Common</u>	0.0675	Yes	Oliver Tysver	Stock Purchase	Restricted	Rule 144

04262022	New Issuance	100	Preferred	\$0.001	No	Donald Steinberg	Officer Compensation	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 7/31/2021 Common: 279,990,976									
Preferred: 100									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

\_\_\_\_\_

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

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

Name: Robert Hymers  
Title: Accountant  
Relationship to Issuer: 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 Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

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

## 5) Issuer's Business, Products and Services

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

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

"no operations"

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

None.

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

See Item A above.

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

## 6) Issuer's Facilities

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

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

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

As of June 2, 2022, the Company is lessee of its executive offices located at 23150 Fashion Drive, Suite 231, Estero, FL 33928. The Company paid \$257 during June 2022 to begin the lease, and thereafter leases the offices at a rate of \$158 per month.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Earth Onyx LLC</u> <u>(Donald Steinberg)</u>	<u>CEO, Director,</u> <u>Chairman,</u> <u>Secretary</u>	<u>Estero, FL</u>	<u>144,000,000</u>	<u>Common</u>	<u>51.43%</u>	<u>&gt;51% Controlling Interest</u>
<u>Justin Costello</u>	<u>Former CEO</u>	<u>Bellevue, WA</u>	<u>8,000,000</u>	<u>Common</u>	<u>2.86%</u>	<u>_____</u>
<u>Chris Irish</u>	<u>Controller</u>	<u>Kirkland, WA</u>	<u>85,000</u>	<u>Common</u>	<u>0.03%</u>	<u>_____</u>
<u>Earth Onyx LLC</u> <u>(Donald Steinberg)</u>	<u>CEO, Director,</u> <u>Chairman,</u> <u>Secretary</u>	<u>Estero, FL</u>	<u>100</u>	<u>Preferred Series A</u>	<u>100%</u>	<u>Ranked senior to all Junior Securities, Supermajority Interest Voting Rights</u>

## 8) Legal/Disciplinary History

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

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

None.

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

None.

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

None.

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

None.

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

None.

## 9) Third Party Providers

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

### Securities Counsel

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Accountant or Auditor

Name: Robert Hymers  
Firm: Pinnacle Tax Services, Inc.  
Address 1: 520 S Grand Avenue, Ste 320  
Address 2: Los Angeles, CA 90071  
Phone: (877) 224-0217  
Email: robert.hymers@pinnacletaxandaccounting.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: Justeene Blankenship  
Firm: Action Stock Transfer  
Nature of Services: Stock Transfer  
Address 1: 2469 E. Fort Union Blvd, Suite 214  
Address 2: Salt Lake City, UT 84121  
Phone: (801) 274-1088  
Email: jb@actionstocktransfer.com

## 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, Donald Steinberg certify that:

1. I have reviewed this quarterly disclosure statement of GRN Holding Corporation;
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.

September 22, 2022 [Date]

/s/ Donald Steinberg [CEO's Signature]

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

### *Principal Financial Officer:*

I, Donald Steinberg certify that:

1. I have reviewed this quarterly disclosure statement of GRN Holding Corporation;
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.

September 22, 2022 [Date]

/s/ Donald Steinberg [CFO's Signature]

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

**GRN Holding Corporation**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>July 31, 2022</b>	<b>April 30, 2022</b>
<b>ASSETS</b>		
Current Assets:		
Cash and Cash Equivalents	\$ -	\$ -
Total Current Assets	<u>-</u>	<u>-</u>
Other Assets		
Furniture and Fixtures	631	667
Intangible Assets	1,750	1,750
<b>TOTAL ASSETS</b>	<u><u>\$ 2,381</u></u>	<u><u>\$ 2,417</u></u>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable and Accrued Liabilities	\$ 4,731	\$ 2,587
Total Current Liabilities	<u>4,731</u>	<u>2,587</u>
Total Liabilities	<u>4,731</u>	<u>2,587</u>
Shareholders' Deficit:		
Preferred Stock, \$0.001 par value, 10,000,000 shares authorized, 100 issued and outstanding as of July 31, 2022 and April 30, 2022, respectively	-	-
Common Stock, \$0.001 par value, 750,000,000 shares authorized, 279,990,976 issued and outstanding as of July 31, 2022 and April 30, 2022, respectively	15,323,343	15,323,343
Common Stock to be Issued	50,000	-
Additional Paid-In Capital	9,646,691	8,446,691
Accumulated Deficit	<u>(25,022,384)</u>	<u>(23,770,204)</u>
Total Shareholders' Deficit	<u>(2,350)</u>	<u>(170)</u>
<b>TOTAL LIABILITIES AND SHAREHOLDER'S DEFICIT</b>	<u><u>\$ 2,381</u></u>	<u><u>\$ 2,417</u></u>

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

**GRN Holding Corporation**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For the Three Months Ended July 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>REVENUE</b>	\$ -	\$ -
<b>EXPENSES</b>		
General and Administratives Expenses	1,075	-
Consulting Expense	1,250,000	-
Legal and Professional	654	-
Rent Expense	415	-
Depreciation Expense	36	-
<b>Total Expenses</b>	<u>1,252,180</u>	<u>-</u>
<b>OPERATING LOSS</b>	(1,252,180)	-
<b>OTHER INCOME (EXPENSE)</b>	<u>-</u>	<u>-</u>
<b>TOTAL OTHER INCOME (EXPENSE)</b>	<u>-</u>	<u>-</u>
<b>NET INCOME (LOSS)</b>	<u>\$ (1,252,180)</u>	<u>\$ -</u>
<b>Net Income (Loss) per Common Share: Basic and Diluted</b>	<u>\$ (0.00)</u>	<u>\$ -</u>
<b>Weighted Average Common Shares Outstanding: Basic and Dilluted</b>	<u>279,990,976</u>	<u>279,990,976</u>

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

**GRN Holding Corporation**  
**Consolidated Statements of Stockholders' Equity**  
**For the Three Months Ended July 31, 2021**

	<b>Preferred Stock</b>		<b>Common Stock</b>		<b>Common Stock to be Issued</b>		<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>		<u>Amount</u>
<b>Balance, April 30, 2021</b>	-	\$ -	279,990,976	\$ 15,323,343	-	\$ -	\$ 8,446,691	\$ (23,930,170)	\$ (160,136)
Net Income (Loss)	-	-	-	-	-	-	-	-	-
<b>Balance, July 31, 2021</b>	-	-	279,990,976	15,323,343	-	-	8,446,691	(23,930,170)	(160,136)

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

**GRN Holding Corporation**  
**Consolidated Statements of Stockholders' Equity**  
**For the Three Months Ended July 31, 2022**

	<b>Preferred Stock</b>		<b>Common Stock</b>		<b>Common Stock to be Issued</b>		<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>		<u>Amount</u>
<b>Balance, April 30, 2022</b>	-	\$ -	279,990,976	\$ 15,323,343	-	\$ -	\$ 8,446,691	\$ (23,770,204)	\$ (170)
Common Stock to be Issued for Consulting	-	-	-	-	50,000,000	50,000	1,200,000	-	1,250,000
Net Income (Loss)	-	-	-	-	-	-	-	(1,252,180)	(1,252,180)
<b>Balance, July 31, 2022</b>	-	-	279,990,976	15,323,343	50,000,000	50,000	9,646,691	(25,022,384)	(2,350)

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

**GRN Holding Corporation**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Three Months Ended July 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flow From Operating Activities</b>		
Net Income (Loss)	\$ (1,252,180)	\$ -
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation Expense	36	-
Common Stock to be Issued for Consulting	1,250,000	-
<b>Changes in working capital</b>		
Increase in Accounts Payable and Accrued Liabilities	2,144	-
<b>Net Cash From (Used In) Operating Activities</b>	<u>-</u>	<u>-</u>
<b>Cash Flow From Investing Activities</b>		
<b>Net Cash From (Used In) Investing Activities</b>	<u>-</u>	<u>-</u>
<b>Cash Flow From Financing Activities</b>		
<b>Net Cash From (Used In) Financing Activities</b>	<u>-</u>	<u>-</u>
<b>Net Change in Cash</b>	-	-
<b>Cash at Beginning of Period</b>	<u>-</u>	<u>-</u>
<b>Cash at End of Period</b>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
<b>Net cash paid for:</b>		
Interest	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
Income Taxes	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

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

## **GRN Holding Corporation**

### **Notes to the Financial Statements**

**For the quarter ended July 31, 2022**

#### **NOTE 1 - ORGANIZATION AND OPERATIONS**

##### **Current Operations**

GRN Holding Corporation (“GRNF” or the “Company”), a Nevada corporation, is a publicly quoted shell company.

##### **Business Plan**

GRN Holding Corporation is a publicly quoted shell 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.

##### **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.

#### **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 interim unaudited financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. 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. Notes to the financial statements which would substantially duplicate the disclosures contained in the annual financial statements for the most recent fiscal period, as reported in the Annual Report, have been omitted.

##### **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 July 31, 2022 and April 30, 2022, the Company had intangible assets of \$1,750. 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.

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.

#### NOTE 6 – COMMON STOCK

The Corporation is authorized to issue 750,000,000 Shares of Common Stock. As of July 31, 2022 and April 30, 2022, the Company had 279,990,976 shares of common stock issued and outstanding.

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.

#### NOTE 7 – 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 8 – SUBSEQUENT EVENTS

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. As of July 31, 2022, all of these actions are still pending, however, the Company does anticipate that these actions will be completed during the fiscal quarter ending October 31, 2022.