

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GREEN CURES & BOTANICAL DISTRIBUTION, INC.

7535 East Ave, Suite 400

Denver, CO 80231

grcuholdings@gmail.com

SIC CODE 7380

Quarterly Report

For the period ending March 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,859,658,480 as of March 31, 2023

3,757,632,314 as of December 31, 2022

1,538,799,314 as of December 31, 2021

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 Control¹ of the company has occurred over this reporting period:

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the

Yes: ☒ No: ☒

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

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

The Company was incorporated in Colorado on September 22, 1986 as Petramerica Oil, Inc..
On August 17, 2006, the Company completed a reverse merger with Triton Distribution Systems, Inc., and
changed its name to Triton Distribution Systems, Inc.
On May 7, 2014, the Company changed its name to Green Cures & Botanical Distribution, 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 Colorado, has not changed its incorporation terms, and is in good standing in
Colorado.

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:

7535 East Ave, Suite 400
Denver, CO 80231

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

☐ Check 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?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

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.

Name: Pacific Stock Transfer Company
Phone: (800) 785-7782
Email: info@pacifictransfer.com
Address: 6725 Via Austi Parkway,
Las Vegas, NV 89119

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:	<u>GRCU</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>393007-208</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>8,000,000,000</u>	<u>as of date: March 31, 2023</u>
Total shares outstanding:	<u>4,859,658,480</u>	<u>as of date: March 31, 2023</u>
Total number of shareholders of record:	<u>351</u>	<u>as of date: March 31, 2023</u>

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

Trading symbol:	<u> </u>	
Exact title and class of securities outstanding:	<u> </u>	
CUSIP:	<u> </u>	
Par or stated value:	<u> </u>	
Total shares authorized:	<u> </u>	<u>as of date: </u>
Total shares outstanding:	<u> </u>	<u>as of date: </u>
Total number of shareholders of record:	<u> </u>	<u>as of date: </u>

Trading symbol:	<u> </u>	
Exact title and class of securities outstanding:	<u> </u>	
CUSIP:	<u> </u>	
Par or stated value:	<u> </u>	
Total shares authorized:	<u> </u>	<u>as of date: </u>
Total shares outstanding:	<u> </u>	<u>as of date: </u>
Total number of shareholders of record:	<u> </u>	<u>as of date: </u>

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:	<u>Series A Super Preferred Stock</u>	
CUSIP (if applicable):	<u>n/a</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100</u>	<u>as of date: March 31, 2023</u>
Total shares outstanding (if applicable):	<u>1</u>	<u>as of date: March 31, 2023</u>

Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: March 31, 2023</u>
Exact title and class of the security:	<u>Series B Convertible Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	<u>as of date: March 31, 2023</u>
Total shares outstanding (if applicable):	<u>1,508,050</u>	<u>as of date: March 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: March 31, 2023</u>
Exact title and class of the security:	<u>Series C Convertible Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	<u>as of date: March 31, 2023</u>
Total shares outstanding (if applicable):	<u>3,400,000</u>	<u>as of date: March 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: March 31, 2023</u>

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 shares of this class shall have unlimited voting rights and each holder of Common Stock shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A

The shares of such series shall be designated as the "Series A Super Preferred Stock" and the number of shares initially constituting such series shall be up to One Hundred (100) shares. The Series A Super Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock.

Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock which equals 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion.

Each individual share of Series A Preferred Stock shall have the voting rights equal to 66.6%-(2/3) of the number of shares of Common Stock, plus the total number of shares of all other series of Stock, issued and outstanding at the time of any vote of shareholders, divided by the number of shares of Series A Preferred Stock which are issued and outstanding at the time of the vote.

Series B

The Series B Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except Series A Preferred Stock. Series B Preferred shall have voting rights in any matter

presented to the shareholders of the common stock of the Company on the basis of one vote for each share of Series B Preferred Stock issued and outstanding.

Each share of Series B Preferred Stock shall be convertible, at any time, or from time to time, into that number of shares of the Company's Common Stock par value of 0.001, equal in Market Value to \$6 (six dollars) or determined by the conversion rate then in force, subject to adjustment as may be determined by the Board of Directors from time to time

The holders of the Series B Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company.

Series C

The Series C Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except Series A and Series B Preferred Stock.

Series C Preferred shall have voting rights in any matter presented to the shareholders of the common stock of the Company on the basis of one vote for each share of Series C Preferred Stock issued and outstanding.

The holders of the Series C Preferred shall be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company Each share of Series C Preferred shall be convertible into 1,000 (one thousand) units of shares of the Company's Common Stock.

3. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

In December 2022, The Company filed an amendment to its Articles of Incorporation and modified the capital structure of the company. As part of this, Series D, E, F, G and H Convertible Preferred Stock were eliminated. Also designations for Series B and C were modified to provide the terms as stated above.

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: 12/31/20 Common: 1,070,586,818 Preferred B 1,508,050 Preferred C 4,250,000			*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- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
8/27/2021	New issuance	30,000,000	common	\$0.001	No	Main G- Matt Grueder	Consulting	Restricted	144
6/11/2021	New issuance	34,000,000	common	\$0.001	No	Canadian Green - Ted Jorgensen	Purchase	Restricted	144
10/14/2021	New issuance	95,000,000	common	\$0.001	No	Upward Capital, LLC – Abrham Chocron		Restricted	144
12/16/2021	New issuance	56,863,667	common	\$0.001	No	Donald Clark		Restricted	144
12/16/2021	New issuance	56,863,667	common	\$0.001	No	Rodney Ray		Restricted	144
12/16/2021	New issuance	56,867,208	common	\$0.001	No	John Manikas		Restricted	144
12/16/2021	New issuance	138,617,954	common	\$0.001	No	Richard Lindsay		Restricted	144
8/5/2022	New Issuance	5,000,000	Common	\$0.001	No	David Mocerri		Restricted	144
8/5/2022	New Issuance	50,500,000	Common	\$0.001	No	Main G- Matt Grueder	Consulting	Restricted	144

11/15/2022	New issuance	200,000,000	common	\$ 0.0003	Yes	JRK Capital & Leasing Barima Anyane-Yeboah / Darsaan Khanna	Consulting	Restricted	Control
11/15/2022	New issuance	500,000,000	Common	\$ 0.0003	Yes	JRK Capital & Leasing Barima Anyane-Yeboah / Darsaan Khanna	Coverion of Preferred	Restricted	Control
11/15/2022	New issuance	60,000,000	Common	\$0.001	No	Lotus Business & Judicial Hub Inc. Arthur Pitt	Consulting Services	Restricted	144
11/15/2022	New issuance	60,000,000	Common	\$0.001	No	Clem Yeboah	Consulting Services	Restricted	144
11/15/2022	New Issuance	76,666,667	Common	\$ 0.0003	Yes	Abena Anyane-Yeboah	Note Conversion	Restricted	144
11/15/2022	New issuance	50,000,000	common	\$ 0.0003	Yes	Robert Tanko	Services	Restricted	Control
11/15/2022	New Issuance	50,000,000	Common	\$ 0.0003	Yes	Galo Lema	Note Conversion	Restricted	144
11/29/2022	New Issuance	33,333,333	Common	\$ 0.0003	Yes	Clem Yeboah	Note Conversion	Restricted	144
11/29/2022	New issuance	33,333,333	common	\$ 0.0003	Yes	Clem Yeboah	Note conversion	Restricted	144
12/9/2022	New issuance	200,000,000	Common	\$ 0.0003	Yes	Lotus Business & Judicial Hub Inc. Arthur Pitt	Consulting Services	Restricted	144
	New issuance	50,000,000	Common	\$ 0.0003	Yes	Amma Anyane-Yeboah	Note Conversion	Restricted	144
	New issuance	850,000,000	Common	\$ 0.0003	Yes	JRK Capital & Leasing Barima Anyane-Yeboah / Darsaan Khanna	Conversion of Preferred C	Restricted	Control
		3,757,632,314							
Shares Outstanding on Date of This Report:									
Date 12/31/22	Common:	3,757,632,314							
12/31/22	Preferred B Preferred C	1,508,050 3,400,000							

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: x (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/8/21</u>	<u>53,710</u>	<u>50,000</u>	<u>3,710</u>	<u>8/31/21</u>	<u>\$0.0035</u>	<u>Livingston Asset Mgmt</u> <u>(Steve Hicks)</u>	<u>Consulting Services</u>
<u>2/8/21</u>	<u>53,710</u>	<u>50,000</u>	<u>3,710</u>	<u>8/31/21</u>	<u>\$0.0035</u>	<u>Trillium Partners, LP</u> <u>(Steve Hicks)</u>	<u>Consulting Services</u>
<u>9/7/21</u>	<u>160,000</u>	<u>160,000</u>	<u>0</u>	<u>9/7/2022</u>	<u>\$0.0006</u>	<u>189 Pearl St Corp</u> <u>(Sayekhul Islam)</u>	<u>Consulting Services</u>
<u>9/7/21</u>	<u>200,000</u>	<u>200,000</u>	<u>0</u>	<u>9/7/22</u>	<u>\$0.0003</u>	<u>Business Support Services Group, Inc.</u> <u>(Amma Yeboah)</u>	<u>Consulting Services</u>

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).

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

The issuer is a holding company seeking to utilize the facilities of its subsidiaries

- B. List any subsidiaries, parent company, or affiliated companies.

Marvel Specialty Care Services
133 N Madison Ave, Upper Darby, PA 19082

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

The Company through its subsidiaries will provide health and wellness services and products, Real Estate and housing, Green energy, and other products and services. The Company's current subsidiary (Marvel Specialty Care) provides eye-glasses to the public.

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.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

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 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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
<u>JRK Capital</u>	<u>More than 5%</u>	<u>Norristown, PA</u>	<u>1</u>	<u>Series A</u>	<u>100</u>	<u>Darsaan Khanna &</u>

<u>& Leasing Inc</u>	<u>ownership</u>			<u>Preferred</u>		<u>Barima Anyane-Yeboah</u>
<u>JRK Capital & Leasing Inc</u>	<u>More than 5% ownership</u>	<u>Norristown, PA</u>	<u>1,508,050</u>	<u>Series B Preferred</u>	<u>100</u>	<u>Darsaan Khanna & Barima Anyane-Yeboah</u>
<u>JRK Capital & Leasing Inc</u>	<u>More than 5% ownership</u>	<u>Norristown, PA</u>	<u>3,400,000</u>	<u>Series C Preferred</u>	<u>100</u>	<u>Darsaan Khanna & Barima Anyane-Yeboah</u>
<u>JRK Capital & Leasing Inc</u>	<u>Less than 1% ownership</u>	<u>Norristown, PA</u>	<u>200,000,000</u>	<u>Common</u>	<u>.004</u>	<u>Darsaan Khanna & Barima Anyane-Yeboah</u>
<u>Robert Tanko</u>	<u>CEO, CFO</u>	<u>Las Vegas, NV</u>	<u>50,000,000</u>	<u>Common</u>	<u>1.33</u>	<u>_____</u>

7) Legal/Disciplinary History

A. 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);

No

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;

No

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

No

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.

No

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: Vic Devlaeminck
Address 1: 100013 N.E. Hazel Dell Avenue, Ste 317
Address 2: Vancouver, WA 98685
Phone: 503 806-3533
Email: jevic321@aol.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Clem Yeboah
Firm: _____
Nature of Services: Consulting
Address 1: 8 Bradley Ct
Address 2: Chestnut Ridge, NY 10977
Phone: 845 536-4861
Email: clemyeboah@yahoo.com

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Robert Tanko

Title: CEO

Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements: _____

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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, Robert Tanko certify that:

1. I have reviewed this Disclosure Statement for Green Cures & Botanical Distribution 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

² 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.

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.

05/14/2023 [Date]

/s/Robert Tanko [CEO's Signature]

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

Principal Financial Officer:

I, Robert Tanko certify that:

1. I have reviewed this Disclosure Statement for Green Cures & Distribution, 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.

05/14/2023 [Date]

/s/ Robert Tanko [CFO's Signature]

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

EXHIBIT

**GREEN CURES & BOTANICAL DISTRIBUTION, INC.
AND SUBSIDIARY**

CONSOLIDATED FINANCIAL STATEMENTS FOR

**THE THREE MONTHS ENDED MARCH 31, 2023
AND FOR THE YEAR ENDED DECEMBER 31, 2023**

(UNAUDITED)

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GREEN CURES & BOTANICAL DISTRIBUTION AND SUBSIDIARY
Condensed Consolidated Balance Sheet
As of March 31, 2023 and December 31, 2022
(Unaudited)

	31-Mar-23	31-Dec-22
Current Assets:		
Cash and equivalents	\$ 468	\$ (365)
Account receivables		
Inventories	35,000	35,000
Total current assets	35,468	34,635
Plant and equipment, net	67,910	70,100
Other assets:		
Goodwill, net	68,000	69,333
Investment in Subsidiary	(1,000)	(1,000)
Investment in Clearly California	434,000	434,000
	501,000	502,333
Total Assets	\$ 604,378	\$ 607,068
Liabilities:		
Accounts payables and accrued expenses	\$ 62,546	\$ 33,946
Accrued interest payable	26,453	33,123
Convertible notes – non-related party	422,689	531,000
Note payable	111,624	111,624
Note payable - related parties	95,000	95,000
Accrued interest payable-related party		
Contingent liabilities	-	
Total current liabilities	718,312	804,693
Stockholders' Deficit:		
Preferred Series B, par value \$.001; 6,000,000 authorized, 1,508,050 issued and outstanding at 9/30/2022 and 12/31/21	930	1,508
Preferred Series C, par value \$.001; 50,000,000 authorized, 4,250,000 issued and outstanding at 9/30/2022 and 12/31/21	3,400	3,400
Common stock, \$.001 par value, 5,000,000,000 shares authorized, 3,502,979,366 and 2,839,979,366 shares issued and outstanding as of March 31, 2020, and December 31, 2019, respectively	4,859,658	3,757,632
Treasury stock	-	
Additional paid-in capital	(3,096,002)	(2,115,957)
Common stock to be issued	-	
Retained (deficit)	(1,881,920)	(1,844,208)
Total stockholders' deficit	(113,934)	(197,625)
Total Liabilities and Stockholders' Equity	\$ 604,378	\$ 607,068

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

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARY
Condensed Consolidated Statements of Operations
For the Three Months Ended March 31, 2023
And For the Year Ended December 31, 2022
(Unaudited)

	Three Months 31-Mar-23	Year Ended 31-Dec-22
Revenue:	\$ 25,131	\$ 102,083
Cost of revenue	(6,210)	(13,383)
Gross profit	18,921	88,700
Operating expenses:		
Executive and Board Member fees	27,500	27,500
Consulting fees	-	295,500
Legal and Professional fees	8,123	46,395
Bank service charges	300	792
Dues and Subscriptions		
Postage and Delivery	-	199
Auto Expenses	-	81
Travel	125	1,275
Advertising and promotion	527	3,913
Rent	7,500	29,405
Utilities	799	3,589
Repairs	142	2,127
Stock Transfer Fees	-	60,121
Merchant account fees	272	3,352
Security	175	702
Office supplies and expenses	119	1,100
Insurance	492	1,757
Telephone expense	613	2,177
Filing fees and licensing	-	25,000
Other Expenses	-	-
Total operating expenses	46,687	504,985
Operating income (loss)	(27,766)	(416,285)
Other income and expenses:		
Interest expense	(6,422)	(21,665)
Depreciation and amortization	(3,524)	(14,095)
Change in derivative liabilities	# -	-
Total other expenses	(9,946)	(35,760)
(Loss) before income tax	(37,712)	(452,045)
Income tax expense	-	-
Net (loss)	(37,712)	(452,045)
Net (loss) per share:		
Basic and diluted	\$ -	\$ -
Weighted average number of shares		
Basic and diluted	3,998,093,601	1,716,627,624

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

GREEN CURES & BOTANICAL DISTRIBUTION AND SUBSIDIARY
Condensed Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2023
And For the Year Ended December 31, 2022
(Unaudited)

	Three Months 31-Mar-23	The Year Ended 31-Dec-22
Cash flows from operating activities:		
Net (loss)	(37,712)	(452,045)
Adjustments to reconcile net income to net cash (used in) operating activities:		
Depreciation	3,524	14,095
Adjustments relating to subsidiaries	-	403,500
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable		
Decrease (increase) in inventories	-	(35,000)
(Increase) in Goodwill	-	(69,333)
Increase (decrease) in prepayments and deposits		-
Increase in accrued interest payable	(6,670)	12,290
Increase in accounts payable and accrued expenses	28,600	8,884
Increase in contingent liabilities		-
Net cash (used in) operating activities	(12,258)	(117,609)
Cash flows from financing activities:		
Proceeds from issuance of common stock	121,980	
Convertible note issued (converted)	(108,311)	
Subscriptions receivable		63,321
Common Stock pending issuance		(142,729)
Net assets acquired in Merger		(20,261)
Preferred Stock Converted to common shares		-
Proceeds from issuance of Class B common shares	(578)	-
Proceeds from note payable - related party		95,000
Proceeds from note payable		111,624
Net cash provided by financing activities	13,091	\$ 106,955
Net increase in cash and cash equivalents	\$ 833	\$ (10,654)
Cash and cash equivalents at the beginning of the year	\$ (365)	\$ 10,289
Cash and cash equivalents at the end of the year	\$ 468	\$ (365)
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -

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

GREEN CURES & BOTANICAL DISTRIBUTION, INC.									
Condensed Consolidated Statements of Changes in Stockholders' Deficits									
For The Three Months Ended March 31, 2023, and									
For the Year Ended December 31, 2022									
(UNAUDITED)									
	Series B Preferred		Series C Preferred		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Deficits	Total
Balance December 31, 2020	1,508,050	1,508	4,250,000	4,250	1,070,586,818	1,070,586	(12,821)	(1,018,853)	44,670
Stock Issuance					468,212,496	468,213	(281,233)		186,980
Net Income (loss) - 2021								(520,752)	(520,752)
Adjustments							12,580	281,290.00	293,870
Balance December 31, 2021	1,508,050	1,508	4,250,000	4,250	1,538,799,314	1,538,799	(281,474)	(1,258,315)	4,768
Net incom (Loss) 2022								(452,045)	(452,045)
Divestiture of Clearly California								(113,226)	(113,226)
Accumulated Deficits - Subsidiary								(20,622)	(20,622)
Convert and eliminate Series F Preferred					500,000,000	500,000	(500,000)		-
Convert Series B shares to Common			(850,000)	(850)	850,000,000	850,000	(849,150)		-
Stock Issuance - Exec compensation					50,000,000	50,000	(35,000)		15,000
Stock issuance					818,833,000	818,833	(450,333)		368,500
Balance December 31, 2022	1,508,050	1,508	3,400,000	3,400	3,757,632,314	3,757,632	(2,115,957)	(1,844,208)	(197,625)
Accumulated Deficits								(37,712)	(37,712)
Convert ion of Notes					577,025,833	577,026	(455,623)		121,403
Convert Series B shares to Common	-578050	-578			525,000,000	525,000	(524,422)		-
Stock Issuance - Exec compensation									-
	930,000	930	3,400,000	3,400	4,859,658,147	4,859,658	(3,096,002)	(1,881,920)	(113,934)
The accompanying notes are an integral part of these consolidated financial statements									

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

NOTE 1 – BASIS OF PRESENTATION

The accompanying financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) under the accrual basis of accounting. All inter-company balances and transactions have been eliminated in consolidation. The Company has adopted a December 31 year-end.

NOTE 2 – ORGANIZATION AND BUSINESS BACKGROUND

The Company was incorporated in Colorado on September 22, 1986 as Petramerica Oil, Inc. On August 17, 2006, the Company completed a reverse merger with Triton Distribution Systems, Inc., and changed its name to Triton Distribution Systems, Inc. on May 7, 2014, the Company changed its name to Green Cures & Botanical Distribution, Inc.

In April of 2020 the company acquired a majority interest in Clearly California, an entity active in the Cannabis industry, and the financial results of the subsidiary was reportable in the consolidated financial statements. However, in the third quarter of 2022, the company's investment in Clearly California fell below the percentage holding threshold for consolidation. Accordingly, the results of operations attributable to Clearly California, for the first nine months of 2022, has been eliminated.

In September 2022, the Company acquired one hundred percent interest in Marvel Specialty Care Services, Inc. ("Marvel"). Marvel, a Pennsylvania registered company is in the eyewear business.

NOTE 3 – GOING CONCERN UNCERTAINTIES

These financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

As of March 31 2023 and December 31, 2022, the Company had accumulated deficits of \$1,881,920 and \$1,844,208 respectively. Management has taken certain action and continues to implement changes designed to improve the Company's financial results and operating cash flows. The actions involve certain - growing strategies, including - expansion of the business model into new markets. Management believes that these actions will enable the Company to improve future profitability and cash flow in its continuing operations. As a result, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of the Company's ability to continue as a going concern.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. These accounts and estimates include, but are not limited to, the valuation of accounts receivables, inventories, income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from these estimates.

Basis of consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries, Marvel Specialty Care Services Inc. for 2022 and Clearly California in 2021. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

Cash and cash equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of March 31, 2023 and December 31, 2022, the Company did not have cash or cash equivalent balances in excess of the federally insured amounts, respectively. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Fixed assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

Fair value for financial assets and financial liabilities

The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB Accounting Standards Codification No. 820, Fair Value Measurement ("ASC 820"), which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities. Approaches include, (i) the market approach (comparable market prices), (ii) the income approach (present value of future income or cash flow), and (iii) the cost approach (cost to replace the service capacity of an asset or replacement cost). ASC 820 utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one more significant inputs or significant value drivers are unobservable.

Our financial instruments include cash, accounts payable, accrued liabilities, accrued interest payable, convertible note payable, and derivative liabilities.

The carrying values of the Company's cash, accounts payable, accrued liabilities and accrued interest payable approximate their fair value due to their short-term nature.

Convertible note payable

The Company's convertible note payable are measured at amortized cost.

The Company accounts for convertible note payable in accordance with the FASB Accounting Standards Codification No. 815, Derivatives and Hedging, since the conversion feature is not indexed to the Company's stock and can't be classified in equity. The Company allocates the proceeds received from convertible note payable between the liability component and conversion feature component. The conversion feature that is considered embedded derivative liabilities has been recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company has also recorded the resulting discount on debt related to the conversion feature and is amortizing the discount using the effective interest rate method over the life of the debt instruments.

Stock based compensation

The Company recognizes compensation costs to employees under FASB Accounting Standards Codification 718 "*Compensation - Stock Compensation*" ("ASC 718"). Under ASC 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share based compensation arrangements include stock options and warrants. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

In September 2022, the Company adopted ASU No. 2018-07 "Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting." These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned.

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net loss per share

The Company reports earnings (loss) per share in accordance with FASB Accounting Standards Codification 260 “*Earnings per Share*” (“ASC 260”). This statement requires dual presentation of basic and diluted earnings (loss) with a reconciliation of the numerator and denominator of the earnings (loss) per share computations. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. If applicable, diluted earnings per share assume the conversion, exercise or issuance of all common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. Therefore, no diluted loss per share figure is presented. There were no adjustments required to net loss for the periods presented in the computation of basic loss per share.

The Company has not issued any options or warrants or similar securities since inception.

Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include (a) affiliates of the Company; (b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Subsequent events

The Company adopted FASB Accounting Standards Codification 855 “*Subsequent Events*” (“ASC 855”) to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or available to be issued.

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

NOTE 5 – FIXED ASSETS

The Company had depreciable assets of \$72,291 as of March 31, 2023, and December 31, 2022 consisting of the following:

	<u>12/31/2022</u>	<u>12/31/2022</u>
Furniture and Fixtures	\$ 17,000	\$17,000
Accum Dprn – Furn & Fix	(3,825)	(3,400)
Clinical Equipment	70,624	70,624
Accum Dprn – Clinical Equip	<u>(15,889)</u>	<u>14,124</u>
Net Assets	<u>\$ 67,910</u>	<u>\$ 70,100</u>

The company had amortizable assets as of March 31, 2023 and December 31, 2022 consisting of the following:

	<u>12/31/2022</u>	<u>12/31/2022</u>
Leasehold Improvements	\$ 70,000	\$ 70,000
Accum Amortization – leasehold imp Pre-	(10,500)	(9,333)
operating Expenses	10,000	10,000
Accum Amortizaion – Pre-operating	<u>(1,500)</u>	<u>(1,333)</u>
	<u>\$ 68,000</u>	<u>\$ 69,333</u>

The Company had depreciation and amortization expenses of \$14,095 for the year ended December 31, 2022.

NOTE 6 – NOTES PAYABLE –NON-RELATED PARTY

As of September 30, 2022, the Company had note payable totaled \$111,624 owed to various third parties by Marvel Specialty Care Services, Inc.

NOTE 7 – NOTES PAYABLE – RELATED PARTY

An officer of Marvel Specialty Care Services Inc. has a note issued in the amount of \$95,000. As of March 31, 2023, this note was still outstanding

[Signature Page Follows]

GREEN CURES & BOTANICAL DISTRIBUTION, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND
FOR THE YEAR ENDED DECEMBER 31, 2022

I, Robert Tanko, certify that:

1. I have reviewed the consolidated Financial Statements as of March 31, 2023 and for the year ended December 31, 2022 of Green Cures & Botanical Distribution Inc. and subsidiary.

2. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference hereto, 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 hereto.

Date: May 19, 2023

/s/ Robert Tanko

Robert Tanko
President