

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Integrated Cannabis Solutions, Inc.

1300 N. Florida Mango Road, Site 30, West Palm Beach, FL 33409

561-235-2295

www.igpk.org

Shareholder@igpk.org

100

Annual Report

For the period ending December 31, 2022 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,888,317,059 as of December 31, 2022

1,633,317,059 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:

Yes: ☒ No: ☐

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

Integrated Cannabis Solutions, Inc. as of April 2014 - present
Formerly Integrated Parking Solutions, Inc. March 2006 to April 2014
Formerly Great Lakes Acquisition, Inc. May 2003 to March 2006
Formerly Posh International, Inc. October 1995 to May 2003

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years:

Nevada July 2018 – present and Active
Wyoming April 2016 to July 2018
Nevada December 2003 to April 2016
Texas 1995 to May 2003

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:

Consolidated Apparel, Inc.

On October 3, 2022, completed an Acquisition Agreement via an Addendum pertaining to our acquisition of Consolidated Apparel, Inc, as follows: (a) purchase price of \$1,200,000; (b) the Company assumes Consolidated's outstanding debt of \$950,000; (c) \$374,778 of the assumption of debt in (b) will be exchanged with 175,000,000 common stock shares of the Company to Consolidated's President, Gene Caiazzo, who is now the Company's Chief Executive Officer; International Holding Solutions, Inc., our wholly-owned subsidiary, will issue a promissory note for \$250,000 to Caiazzo in exchange for 250,000 common stock shares of Consolidated owned by Caiazzo, which shares are to be issued to International Holding Solutions, Inc.

Upon the closing of our 100% acquisition of Consolidated on October 3, 2022, Consolidated became our wholly-owned subsidiary.

Since 2017, Consolidated has conducted its principal business activities in the development, marketing and distribution of customized Performance Apparel using its dba branded names, Native Outfitters and Incite Performance Wear. The sale of Consolidated's products occurs in the leisure market.

October 24, 2022 Acquisition Agreement – MTO Wear, LLC

On October 24, 2022, Integrated Holdings Solutions, Inc. ("IHS" or "Buyer"), our wholly owned subsidiary, as the Buyer, completed an Asset Purchase Agreement (the "Agreement") with MTO Wear, LLC (the "Seller" or "MTO Wear"), a Florida Limited Liability Company to purchase and acquire from the Seller, only the accounts of the Seller, which consist of names, addresses, phone numbers, and email addresses of previous buyers in return for consideration by the Buyer of \$240,000 via a promissory note obligating the Buyer to pay the Seller \$240,000 for the Purchased Assets at 8% with monthly payments of \$10,000 beginning on January 15, 2023, and a balloon payment of the balance on July 15, 2023.

November 30, 2022 Acquisition Agreement with Houdini Group, Inc., Global Consortium Group, LLC, The Tahoe Group, LLC, and Thomas Roland

On November 30, 2022, we completed an acquisition agreement between and among Integrated Cannabis Solutions, Inc., a Nevada Corporation, Houdini Group, Inc. ("Houdini" or "Buyer"), a Nevada corporation and the Company's wholly-owned subsidiary, Global Consortium Group, LLC. ("Global"), a California Corporation ("Global"), The Tahoe Group, LLC ("Tahoe"), and Thomas Roland, Global's President ("Roland"). Global, Tahoe. and Roland are collectively referred to herein as the "Seller." The agreement provides for the 100% acquisition of Global and Tahoe pursuant to the following provisions: (a) the closing date for the 100% Acquisition of Global and Tahoe will be 3 days after the audited financials have been presented and accepted by the Buyer; (b) Houdini shall issue 250,000 shares of its Common stock to Roland; (c) Integrated Cannabis agrees to invest \$1,500,000 in Houdini

after the Closing from the proceeds of a Regulation A Offering; (d) if the investment is not completed within 60 days after an audit is delivered, then Roland can either choose to extend the time for the investment or request 150,000 additional shares of Houdini be issued to him, or rescind the transaction; (e) upon the Closing, the operations of Global and Tahoe shall become the operations of the Buyer; (f) Roland shall remain as the President of Global and Tahoe and continue to manage its operations; (g) after the Closing, we will appoint Roland as a member of our Board of Directors or anyone he chooses to be his proxy to fill that seat; (h) prior to completion of the Closing, the Buyer and Roland shall complete an Employment Agreement providing for Roland's responsibilities as President of Global and Tahoe; (i) we will grant Cashless Stock Options to Roland, the terms and number of Stock Options of which shall be subject to negotiation between the Parties.

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

1300 N Florida Mango Road, Suite 30, West Palm Beach, FL 33409

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

Name: Worldwide Stock Transfer, LLC

Phone: 201-820-2008

Email: ykopstick@wwstr.com

Address: One University Plaza, Suite 505, Hackensack, NJ 07601

Publicly Quoted or Traded Securities:

Trading symbol:	<u>IGPK</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>45825Q100</u>	
Par or stated value:	<u>\$.0001</u>	
Total shares authorized:	<u>2,650,000,000 as of date: 12/31/2022</u>	
Total shares outstanding:	<u>1,888,317,059 as of date: 12/31/2022</u>	
Total number of shareholders of record:	<u>285</u>	<u>as of date: 12/31/2022</u>

Other classes of authorized or outstanding equity securities:

Exact title and class of the security:	Series A Convertible Preferred	
CUSIP (if applicable):		
Par or stated value:	<u>\$.0001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding (if applicable):	<u>988,800</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>02</u>	<u>as of date: 12/31/2022</u>

Exact title and class of the security:	Series B Convertible Preferred	
CUSIP (if applicable):		
Par or stated value:	<u>\$10.00</u>	
Total shares authorized:	<u>1,500,000</u>	<u>as of date: 12/31/2022</u>

Total shares outstanding (if applicable):	0	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	0	<u>as of date: 12/31/2022</u>
Exact title and class of the security:	<u>Series C Convertible Preferred</u>	
CUSIP (if applicable):		
Par or stated value:	\$.0001	
Total shares authorized:	<u>540,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding (if applicable):	<u>540,000</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	1	<u>as of date: 12/31/2022</u>

Security Description:

1. For common equity, describe any dividend, voting, and preemption rights.

As per the By-laws, each share of Common stock shall be entitled to 1 vote per share. Each share of Common stock is entitled to receive a dividend as directed by the Board of Directors.

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

Designation of Series A Preferred Stock

- A. Designation. There is a series of Preferred Stock denominated as "Series A Preferred Stock" consisting of 1,000,000 shares, \$0.0001 par value per share.
- B. Liquidation Rights. The Series A Preferred Stock shall not have any preferences in the event of any liquidation, dissolution or winding up of the Corporation.
- C. Conversion. The holders of the Series A Preferred Stock shall have the right to convert their Series A Preferred Stock into Common Stock at the rate of 50,000 shares of Common Stock for each share of Series A Preferred Stock outstanding.
- D. Equity Blocker. The Holder of the Series A Preferred Shares is entitled, at its option, at any time after the issuance of the shares, to convert all or any of the Preferred Shares into Common Stock so as not to exceed 4.99% at the time of conversion. The Holder may seek to convert additional shares of Series A Preferred at any time so long as their cumulative holdings do not exceed 4.99% at any time.
- E. Voting rights. The holder of Series A Preferred Stock shall have 50,000 votes per Series A Preferred Stock Share, which voting rights shall be applicable regardless of whether Series A Preferred Shares are converted or not.

Designation of Series B Convertible/Redeemable Preferred Stock

- A. Designation. There is designated a series of Preferred Stock denominated as "Series B Convertible/Redeemable Preferred Stock" consisting of 1,500,000 shares, \$10.00 par value per share, having the powers, preferences, rights, and limitations set forth below.
- B. Liquidation Rights. The Series B Preferred Stock shall not have any preferences in the event of any liquidation, dissolution, or winding up of the Corporation.

- C. Conversion. The holders of the Series B Preferred Stock shall have the right to convert each one share of Series B Preferred Stock into twenty (20) Common Stock shares. Voting Rights. Holders of Series B Preferred Stock shall have no voting power prior to conversion into Common Stock. After conversion into Common Stock, holders of Series B Preferred Stock will have the same per-share voting power as other Common Stockholders, relative to the number of shares of Common Stock the Series B Preferred Stock holders hold post conversion.
- D. Redeemable. Rights. The Corporation shall have redemption rights to purchase back from holders of Series B Preferred within 6 months of the issuance of Series B Preferred to a holder at \$10.00 Preferred Share ("Redemption Rights) in addition to which the Corporation has the right to extend the Redemption Rights for an additional 6 month period.
- E. Protective Provisions. So long as shares of Series B Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by voting or written consent, as provided by Nevada law) of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock: (i) alter or change the rights, preferences of the shares of Series B Preferred Stock so as to affect adversely the holders of Series B Preferred Stock; or (ii) Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series B Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

Designation of Series C Preferred Stock

- A. Designation. There is designated a series of Preferred Stock denominated as "Series C Preferred Stock" consisting of 540,000 shares, \$0.0001 par value per shares, having the powers, preferences, rights and limitations set forth below.
- B. Liquidation Rights. The Series C Preferred Stock shall not have any preferences in the event of any liquidation, dissolution or winding up of the Corporation.
- C. Conversion. Convertible – 1000 to 1 The holders of the Series C Preferred Stock shall have the right to convert each one share of Series C Preferred Stock into one-thousand (1,000) Common Stock shares.
- D. Equity Blocker. The Holder of the Series A Preferred Shares is entitled, at its option, at any time after the issuance of the shares, to convert all or any of the Preferred Shares into Common Stock so as not to exceed 4.99% at the time of conversion. The Holder may seek to convert additional shares of Series A Preferred at any time so long as their cumulative holdings do not exceed 4.99% at any time.
- E. Voting rights. Holders of Series C Preferred Stock shall have no voting power prior to conversion into Common Stock. After conversion into Common Stock, holders of Series C Preferred Stock will have the same per-share voting power as other Common Stockholders.
- F. Protective Provisions. So long as shares of Series C Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by voting or written consent, as provided by Nevada law) of the holders of at least a majority of the then outstanding shares of Series C Preferred Stock: (a) alter or change the rights, preferences or privileges of the shares of Series C Preferred Stock so as to affect adversely the holders of Series C Preferred Stock; or (b) Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series C Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

3. Describe any other material rights of common or preferred stockholders. None other than material rights detailed above.

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

On July 21, 2022, our Board of Directors approved the Amended and Restated Certificate of Designation, including the rights, preferences, and limitations assigned to Series A, Series B, and Series C of 5,000,000 of our Preferred Shares, as follows:

- ☐ 1,000,000 Series A Preferred Stock A Shares, which have 50,000 votes
Per Preferred A Share; the Company's r Chief Executive Officer owns 981,400 Preferred A Shares or 49,072,000,000 votes.
- ☐ 1,500,000 Preferred B Shares, each Preferred B share of which may be converted into 20 Common Stock Shares.
- ☐ 540,000 Preferred C Shares, each Preferred C Share of which may be converted into 1,000 Common Stock Shares, of which our Chief Executive Officer owns all 540,000 Preferred C Shares.

The Amended and Restated Certificate of Designation was filed with the State of Nevada on July 21, 2022.

On July 21, 2022, our Board of Directors approved Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation were filed with the State of Nevada on July 21, 2022, including an increase or our authorized shares of Common Stock to Two Billion Six Hundred Fifty Million (2,650,000,000).

On July 21, 2022, our Board of Directors approved the Amended and Restated Certificate of Designation, including the rights, preferences, and limitations assigned to Series A, Series B, and Series C of 5,000,000 of our Preferred Shares, as follows: The Series C conversion feature was amended to allow each share of Series C Preferred to convert into Common shares at the rate of 1000:1

On March 7, 2023, our Board of Directors approved the Amended and Restated Certificate of Designation, including the rights, preferences, and limitations assigned to Series A and Series C of 5,000,000 of our Preferred Shares, as follows: An equity kicker has been added to the rights and preferences limiting any conversion to a maximum of 4.99% of the total number of shares outstanding.

On March 31, 2023, the Company entered into an agreement with its former CEO, Matthew Dwyer, to exchange 200 million Common stock shares to be issued later for the cancelation of all accrued wages owed.

3) Issuance History

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: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2020 Common: 1,483,317,059									
Preferred Series A: 993,400									
Preferred Series C: 540,000									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>06/28/2021</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$.0036</u>	<u>Yes</u>	<u>**VS Services, LLC</u>	<u>*Series A Preferred Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>12/10/2021</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>\$.0033</u>	<u>Yes</u>	<u>**VS Services, LLC</u>	<u>*Series A Preferred Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>07/25/2022</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.0023</u>	<u>Yes</u>	<u>**VS Services, LLC</u>	<u>*Series A Preferred Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>08/03/2022</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$.0019</u>	<u>Yes</u>	<u>**VS Services, LLC</u>	<u>*Series A Preferred Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>10/03/2022</u>	<u>New Issuance</u>	<u>175,000,000</u>	<u>Common</u>	<u>\$.0017</u>	<u>No</u>	<u>Gene Caiazzo</u>	<u>Acquisition</u>	<u>Restricted</u>	
<u>11/09/2022</u>	<u>New Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$.0016</u>	<u>Yes</u>	<u>**VS Services, LLC</u>	<u>*Series A Preferred Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>01/01/2021-12/31/2022</u>	<u>Converted</u>	<u>4,600</u>	<u>*Series A Preferred</u>						
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/31/2022</u>									
Common: <u>1,888,317,059</u>									
Preferred: <u>988,800</u>									
Preferred Series C: <u>540,000</u>									

*Series A Preferred shares convert at the rate of 1 Preferred equals 50,000 shares of Common stock.

**Richard Houraney is the sole member of VS Services, LLC, and has full control over the shares.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

_____	_____	_____	_____	_____	_____	_____	_____
-------	-------	-------	-------	-------	-------	-------	-------

4) Issuer's Business, Products and Services

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

Industry Data

As reported by 360I Research (Americas Athleisure Market (360iresearch.com)), The Americas Athleisure Market size has been estimated at USD 49.47 Billion in 2020 and is expected to reach USD 57.55 Billion in 2021, at a Compound Annual Growth Rate (CAGR) 17.62% to reach USD 131.06 Billion by 2026.

Products

Consolidated goes to market utilizing two DBA's, Native Outfitters and Incite Performance Wear, both entities which provide short and long runs of customized Performance Apparel, operating within the Athleisure market space. Additionally, both entities have the availability to sell "Bandit-Shields", adorned face masks.

Consolidated sources unadorned shirts and apparel from both US and overseas suppliers. Customization is completed by employing 'Dye-Sublimation', a technique of adornment on garments that are 100% polyester (man-made) or blended fabric with at least 50% polyester content. Prior to adornment, all products are warehoused in Consolidated's West Palm Beach location. Consolidated has non-competes in place with its primary supplier of Anti-Snag performance shirts, protecting it in the marketplace. Shirts currently offered by Consolidated are considered to be a premium product, and one of the finest available today.

Artwork

All apparel items are adorned utilizing in-house or client sourced images and artwork. Consolidated provides customized and one-off artwork to its clients free of charge. When a client engages with the company, artwork, and proofs are created by our on-staff artists and forwarded to the client for approval. The artwork is considered a valuable asset of Consolidated, never shared outside of the company.

Marketplace

Consolidated focuses its sales effort on the following markets, which constitute its target markets:

- Brick and Mortar, including bars, marinas, dining establishments, sports stores/venues, and specialty retail.
- Ad-Specialty – Businesses utilizing apparel to identify and advertise.
- Internet – Consolidated makes primary use of the Internet as a showcase for its products.

Consolidated's principal business activities are the development, marketing and distribution of customized Performance Apparel using our dba branded names, Native Outfitters and Incite Performance Wear. The sale of Consolidated's products occurs in the leisure market. Consolidated also sells "Brandit Shields" which are adorned face masks for Covid protection. Consolidated sells its products primarily through its retail clients.

Consolidated's markets are primarily concentrated in the continental US. However, we also service the Caribbean Islands and Saipan. Consolidated's products are geared toward all age groups and consumers

Suppliers

Consolidated's unadorned shirts and apparel are obtained from both US and overseas suppliers.

Our Adornment Processes

Consolidated currently adorns exclusively using state-of-the-art Dye-Sublimation, allowing for millions of colors and unparalleled detail. Other adornment methods, screen printing, embroidery, etc., are always being closely considered.

Consolidated completes customization of its products by employing ‘Dye-Sublimation’, a technique of adornment on garments that are 100% polyester (man-made) or blended fabric with at least 50% polyester content. Consolidated has non-competes in place with our primary supplier of Anti-Snag performance shirts, protecting us in our marketplace. All apparel items are adorned utilizing in-house or client-supplied images and artwork. Consolidated provides customized and one-off artwork to its clients free of charge. When a client engages with Consolidated’s artwork, proofs are created by its on-staff artists and forwarded to the client for written signoff approval. Consolidated considers its Artwork one of its most valuable assets and ‘print ready’ artwork is never shared outside of the company with the exception of its customers.

Consolidated’s Future Plans

Over the next 24 months, Consolidated plans to expand its business and service offerings as follows:

- Develop brands designed exclusively for Internet sales.
- Growth through acquisition to utilize cross-selling opportunities and the leveraging of operational efficiencies through a centralized platform.
- Targeting acquisitions, such as companies in the hat/embroidery, and screen print space, that either complement Consolidated’s current product offerings or expand product offerings to existing and prospective customers.
- Reducing long-term debt.

Plans in excess of 24 months would include the purchase and development of property 10,000 sq. ft. or greater to house both headquarters and manufacturing, as well as provide for potential real-estate income.

There are no assurances that we will be successful in any of the above expansion plans.

Consolidated’s future plans are contingent upon receiving adequate financing of \$250,000, of which there are no assurances.

Strategies

Consolidated’s goal is to continue to provide innovative, market-leading solutions for its marketplace, which incorporate proprietary artwork that is in high demand. The anchor product, the Native Z-1 Anti-snap performance shirt with a UPF 50 rating, introduced in 2015, is considered a performance shirt in the Leisure market.

Consolidated will continue to leverage this product to introduce new wrap-around items. To date, versions for both women and youth have had product launches, as well as a quarter-zip pullover. In 2021, the Native line also added a ‘TriBlend’ shirt to the line-up.

Consolidated plans to achieve the above goals through the implementation of the following strategies:

- Acquire complementary companies such as customized apparel companies, such as embroidering companies.
- Attract new customers via offering new product categories, such as hats and other adorned apparel (decorated apparel)

Consolidated plans to continue to grow its long-term business through:

- Increased sales of apparel
- Expansion of wholesale distribution
- Expansions in international markets, Caribbean and Latin America

We provide products and services to customers primarily in the United States, Canada, and Australia.

Intellectual Property

Consolidated’s trademark, “Native Outfitters”, is registered as a trademark with the US Patent and Trademark Office (Registration number 5,786,376).

Consolidated does not hold any patents or other intellectual property.

Sources and Availability of Products

Consolidated purchases, inventory, and delivers products from its leased fulfillment center in West Palm Beach, Florida. Consolidated sources products for sale using the following channel:

1. Direct-Indirect Import from Asia Laos based supplier provides domestic handling and import duties on Consolidated's behalf from their Missouri location.

Primary items purchased for sale, all include pre-paid freight to the Consolidated location in West Palm Beach, Florida.

Revenues

Consolidated generates revenue primarily from the creation of custom artwork and the adornment of shirts pre-assembled by others that are sold to destination locations and ad specialty accounts such as: (a) Ron Jon (b) Ritz Carlton (c) The Breakers (d) The Hotel Del Coronado.

Employees

Consolidated has 7-14 employees, depending on the season, commensurate with the level of activity as indicated below under "Seasonality of Business":

- 1 – President
- 1 – Operations Vice-President
- 2 – Sales Vice-Presidents
- 2 – Artists/Graphic Designers
- 1 – Manufacturing Manager
- 3-7 Manufacturing persons

Seasonality of Business

Seasonality is applicable to Consolidated's business. Historically, September and October represent lower sales, and March through August represent Peak sales.

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

Integrated Cannabis Holdings, Inc.

Consolidated Apparel, Inc.

Houdini Group, Inc.

C. Describe the issuers' principal products or services.

Consolidated goes to market utilizing two DBA's, Native Outfitters and Incite Performance Wear, both entities which provide short and long runs of customized Performance Apparel, operating within the Athleisure market space. Additionally, both entities have the availability to sell "Bandit-Shields", adorned face masks.

Consolidated sources unadorned shirts and apparel from both US and overseas suppliers. Customization is completed by employing 'Dye-Sublimation'; a technique of adornment on garments that are 100% polyester (man-made) or blended fabric with at least 50% polyester content. Prior to adornment, all products are warehoused in Consolidated's West Palm Beach location. Consolidated has non-competes in place with its primary supplier of Anti-Snag performance shirts, protecting it in the marketplace. Shirts currently offered by Consolidated are considered to be a premium product, and one of the finest available today

5) Issuer's Facilities

The Company's executive, administrative and operating offices are located at 1300 North Florida Mango Rd., Suite 30, West Palm Beach, Florida, 33409. Currently, Consolidated pays \$5,097.38 per month for the 4,200+ square foot offices it occupies are composed of executive and administrative, and production facilities, warehousing for our products and processing machines, offices, and a

conference room, 2/3 of such space of which is devoted to warehousing and manufacturing. On September 19, 2022, we renewed our lease for a monthly lease payment of \$5,425.

Manufacturing requires specific printers, ink and heat presses. Consolidated believes that its facilities are adequate for our immediate needs and that additional suitable space, if available on acceptable terms, will be leased as required. Consolidated is considering, in the future, the purchase of acceptable office and manufacturing facilities, which would reduce its costs, add revenue stream(s) and allow it to grow its core business further.

6) Officers, Directors, and Control Persons

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>Matthew Dwyer</u>	<u>Control Person</u> <u>*Former Director</u>	<u>Coconut Creek, FL</u>	<u>981,400</u>	<u>**Series A Preferred</u>	<u>98%</u>	
<u>Gene Caiazzo</u>	<u>Director/Owner</u>	<u>Stuart, FL</u>	<u>175,000,000</u>	Common	9.2%	<u>N/A</u>
<u>Manuel Losada</u>	<u>Director</u>	<u>Basking Ridge, NJ</u>	<u>0</u>	<u>N/A</u>	<u>0</u>	<u>N/A</u>

*Matthew Dwyer resigned from all positions within the Company on December 27, 2022.

**On January 16, 2023, Matthew Dwyer sold to Gene Caiazzo all 981,400 shares of Series A Preferred.

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.

On February 23, 2021, our Chief Executive Officer and we were served with a Complaint in the Superior Court for Sacramento, California, alleging negligence and premises liability by over 100 persons and entities. The complaint has no merit, and we intend to defend the matter vigorously.

Apart from the above, we are not a party to any legal proceedings. We may occasionally become involved in various lawsuits and legal proceedings arising in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are unaware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition, or operating results.

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: Frederick M. Lehrer, P.A.
Address 1: 2108 Emil Jahna Road
Address 2: Clermont, FL 34711
Phone: 561-706-7646
Email: flehrer@securitiesattorney1.com

Accountant or Auditor

Name: Venita R. Ackerman, CPA
Firm: Ackerman Rodgers & Russell CPA PA
Address 1: 1665 Palm Beach Lakes Blvd
Address 2: 10th Floor, Suite 1004, West Palm Beach, FL 33401
Phone: 561-293-4120
Email: VAckerman@ARCPATAX.com

All other means of Investor Communication:

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

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: Venita Ackerman, CPA

Title:

Relationship to Issuer: Accountant

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

The Company's management participated in the gathering of the Information for the Issuer's financial statements and is responsible for the accuracy and completeness of the Information. The financial statements were prepared in accordance with US Generally Accepted Accounting Principles (GAAP) by Venita R. Ackerman, a Certified Public Accountant located at 1665 Palm Beach Lakes Boulevard, 10th Floor, Suite 1004, West Palm Beach, Florida, an accountant located at Ackerman Rodgers & Russell CPA PA, who has over 20 years of accounting experience, including preparing financial statements in accordance with US GAAP ("GAAP") and licensed CPA.

INTEGRATED CANNABIS SOLUTIONS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2022	2021
ASSETS		
Current Assets:		
Cash	\$ 28,474	\$ 58,668
Accounts receivable	60,426	43,452
Inventory	267,075	148,127
Prepaid expenses	1,405	-
Total Current Assets	357,380	250,247
Other Non-Current Assets:		
Intangible assets, net	220,502	-
Goodwill	0	-
Right of use asset – operating lease	210,522	35,065
Fixed assets, net	2,583	-
Other assets	9,861	9,861
Total Assets	<u>\$ 800,848</u>	<u>\$ 295,173</u>
LIABILITIES AND STOCKHOLDER DEFICIT		
Current Liabilities:		
Accounts payable	\$ 105,778	\$ 27,666
Accounts payable, related party	65,906	-
Accrued interest payable, related party	162,487	131,429
Accrued expenses	561,493	25,760
Operating lease liability	42,668	41,824
Notes payable, current portion	379,740	122,895
Notes payable, related party, current portion	780,790	245,386
Total Current Liabilities	2,098,862	594,960
Long-Term Liabilities:		
Operating lease liability, net of current portion	178,058	-
Notes payable, net of current portion	578,095	460,632
Total Liabilities	<u>2,855,015</u>	<u>1,055,592</u>
Stockholders' Deficit:		
Preferred Series A stock, \$0.0001 par value, 1,000,000 and 1,000,000 shares authorized, 988,800 and 990,400 issued and outstanding, respectively	99	99
Preferred Series B stock, \$0.0001 par value, 600,000 and 600,000 shares authorized, no shares issued and outstanding, respectively	-	-
Preferred Series C stock, \$0.0001 par value, 540,000 and 540,000 shares authorized, issued and outstanding, respectively	54	54
Common stock, \$0.0001 par value, 1,650,000,000 and 1,650,000,000 shares authorized, 1,888,317,059 and 1,633,317,059 shares issued and outstanding, respectively	188,832	163,332
Additional paid-in capital	(1,020,802)	(163,485)
Accumulated deficit	(1,222,350)	(760,419)
Total stockholders' deficit	(2,054,167)	(760,419)
Total Liabilities and Stockholders' Deficit	<u>\$ 800,848</u>	<u>\$ 295,173</u>

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

INTEGRATED CANNABIS SOLUTIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31,	
	2022	2021
REVENUES		
Merchandise sales	\$ 1,196,348	\$ 1,224,524
Total Revenues	<u>1,196,348</u>	<u>1,224,524</u>
COSTS AND EXPENSES		
Cost of goods sold	401,668	412,236
Other operating expenses	82,634	83,153
Compensation expense	682,505	425,128
General and administrative	357,506	199,455
Depreciation and amortization	11,433	-
Total Costs and Expenses	<u>1,535,746</u>	<u>1,119,972</u>
Loss From Operations	<u>(339,398)</u>	<u>104,552</u>
OTHER INCOME (EXPENSE)		
Government grant and loan forgiveness	-	94,398
Interest expense	(122,534)	(77,292)
Total Other Income (Expense)	<u>(122,534)</u>	<u>17,106</u>
Income (loss) before income taxes	(461,932)	121,658
Provision for income taxes	-	-
Net income (loss)	<u>(461,932)</u>	<u>121,658</u>
Basic income (loss) per common share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Fully diluted income per share		<u>\$ 0.00</u>
Basic weighted average common shares outstanding	<u>1,699,440,347</u>	<u>1,683,317,059</u>
Fully diluted weighted average common shares outstanding		<u>51,391,744,112</u>

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

INTEGRATED CANNABIS SOLUTIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT

	Preferred Stock Series C		Preferred Stock Series A		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2020	540,000	\$ 54	989,400	\$ 99	1,683,317,059	\$ 168,332	\$ (168,485)	\$ (882,077)	\$ (882,077)
Net income	-	-	-	-	-	-	-	121,658	121,658
Balance at December 31, 2021	540,000	54	989,400	99	1,683,317,059	168,332	(168,485)	(760,419)	(760,419)
Common stock issued for purchase of subsidiary	-	-	-	-	175,000,000	17,500	(17,500)	-	-
Effect of recapitalization	-	-	-	-	-	-	(914,731)	-	(914,731)
Conversion of preferred Series A stock for common stock	-	-	(600)	-	30,000,000	3,000	(3,000)	-	-
Stock option compensation expense	-	-	-	-	-	-	82,915	-	82,915
Net loss	-	-	-	-	-	-	-	(461,932)	(461,932)
Balance at December 31, 2022	<u>540,000</u>	<u>\$ 54</u>	<u>988,800</u>	<u>\$ 99</u>	<u>1,888,317,059</u>	<u>\$ 188,832</u>	<u>\$ (1,020,801)</u>	<u>\$ (1,222,351)</u>	<u>\$ (2,054,167)</u>

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

INTEGRATED CANNABIS SOLUTIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2022	2021
Cash Flows From Operating Activities:		
Net loss	\$ (461,932)	\$ 121,658
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Depreciation and amortization	11,433	-
Amortization of debt discount	8,931	-
Stock based compensation	82,916	-
Amortization of leased assets	-	35,435
Government grant and loan forgiveness	-	(94,398)
Changes in operating assets and liabilities:		
Inventory	(118,948)	84,352
Accounts receivable	(16,974)	4,245
Prepaid and other assets	8,595	30,424
Right of use assets	(175,457)	(35,087)
Accounts payable and accrued expenses	283,585	14,251
Accounts payable, related party	65,906	(9,957)
Lease liabilities	178,902	-
Net cash (used in) provided by operating activities	(133,043)	150,923
Cash Flows From Investing Activities:		
Purchase of fixed assets	(5,960)	-
Net cash used in investing activities	(5,960)	-
Cash Flows From Financing Activities:		
Proceeds from the issuance of notes payable, related party	125,921	18,557
Payments on notes payable, related party	-	(108,125)
Proceeds from the issuance of notes payable	11,875	-
Proceeds from the issuance of notes payable, related party	-	-
Proceeds from government stimulus loans	-	45,165
Line of credit, net	46,686	(24,925)
Payments on note payable	(75,673)	(54,423)
Net cash provided by (used in) financing activities	108,809	(123,751)
Net change in cash	(30,194)	27,172
Cash, beginning of period	58,668	31,496
Cash, end of period	\$ 28,474	\$ 58,668
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	\$ 31,719	\$ 32,472
Cash paid for taxes	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Note payable issued to related party for asset purchase	\$ 250,000	\$ -

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

NOTE 1 - INCORPORATION AND OPERATIONS

Integrated Cannabis Solutions, Inc. and Subsidiaries (“Integrated” or, the “Company”) is a Nevada corporation and publicly traded company under the ticker "IGPK". The Company was formed on December 31, 2003. On May 21, 2019, the Company formed Integrated Farming Solutions, LLC as a limited liability company, in the state of Nevada. Integrated Farming Solutions, LLC is a wholly owned subsidiary was dissolved on May 31, 2022 prior to beginning any operations. On August 21, 2021, the Company formed Integrated Holding Solutions, Inc. to act as a holding company for future acquisitions. On November 29, 2022 the Company formed Houdini Group, Inc. to hold the cannabis entities it plans to acquire in California.

On December 13, 2021, the Integrated entered into an Acquisition Agreement with Consolidated Apparel, Inc. and Eugene Caiazzo, Consolidated’s President (the “Seller”), to acquire 100% of Consolidated. On October 3, 2022 (the “Closing Date”), Integrated entered into an addendum to the Acquisition Agreement for final closing and Consolidated Apparel became a wholly-owned subsidiary of Integrated. Integrated had limited operations prior to the Acquisition Agreement and the Seller became the new majority shareholder of the Company, resulting in a change in control.

Consolidated Apparel was incorporated on January 24, 2017, under the laws of the State of Florida as a limited liability company, under the name BDC Florida, LLC. On June 21, 2021, the Company converted from its limited liability status to a corporation in the state of Florida, changing its name to Consolidated Apparel. Consolidated generates revenue from the manufacture and branding of two lines of “Athleisure” wear and has carved out a niche market catering to the tourist and destination market with several existing Fortune 500 clients. Consolidated works with its clients through its art department to create the right design and transfers artwork to shirts through a process called dye sublimation, whereby the design will never fade or wash off.

Basis of Presentation

The Acquisition Agreement with Consolidated constitutes a reverse merger, such that Consolidated acquired control of Integrated. At the time of the Acquisition Agreement, the operations of Integrate did not constitute a business under Accounting Series Codification (“ASC”) 805 *Business Combinations*, and accordingly, the transaction is considered a reverse asset acquisition in accordance with generally accepted accounting principles in the United States of America (“US GAAP”). Under this method of accounting, Consolidated was deemed to be the accounting acquirer for financial reporting purposes.

The consolidated financial statements and related disclosures have been prepared using the accrual basis of accounting in accordance with US GAAP. The Company has elected a calendar year-end.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

Integrated considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

Accounts Receivable

Trade accounts receivable are recorded at invoiced amounts, less contractual allowances for trade terms, sales incentive programs and discounts. Integrated maintains an allowance for doubtful accounts for estimated losses that will result from the inability of customers and licensees to make required payments. The allowance is determined based on the review of specific customer accounts where collection is doubtful, as well as an assessment of the collectability of total receivables. Receivables are written off against the allowance when it is determined that the amounts will not be recovered. Due to exceptional collections history, the Company has not had any bad debt write-

offs for the years ended December 31, 2022, and 2021 and the allowance for doubtful accounts was \$0 and \$0 as of December 31, 2022, and 2021, respectively.

Revenue Recognition Policy

Integrated recognizes revenue in accordance with the provisions of Financial Accounting Standards Board (“FASB”) Accounting Series Codification (“ASC”) 606, *Revenue From Contracts With Customers* (“ASC 606”), which provides guidance on the recognition, presentation, and disclosure of revenue in financial statements. ASC 606 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies.

Revenue is recognized when performance obligations under the terms of a contract with the customer are satisfied based on the transfer of control of promised goods or services. The transfer of control typically occurs is time-based relative to the consideration of when the customer has with respect to the goods and or services (i) an obligation to pay for, (ii) physical possession of, (iii) legal title to, (iv) risks and rewards of ownership of, and (v) customer acceptance of the goods or services. The timing of revenue recognition within the wholesale channel occurs either on shipment or delivery of goods based on contractual terms with the customer. The timing of revenue recognition in the direct-to-consumer channel generally occurs at the point of sale either on shipment or delivery of goods for e-commerce transactions based on contractual terms with the customer.

Cost of Goods Sold

Cost of goods sold for purchased finished goods includes the purchase costs and related overhead. Overhead includes all costs related to purchasing finished goods, including costs of planning, purchasing, quality control, depreciation, freight, duties, royalties paid to third parties, and shrinkage.

Inventory

Inventories consist of blank and printed clothing items and are stated at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method and is net of discounts or rebates received from vendors. Management performs an evaluation to estimate net realizable value using a systematic and consistent methodology of forecasting future demand, market conditions and selling prices less costs of disposal, writing-off and disposing of obsolete inventory when necessary.

Leases

Integrated adopted the new lease accounting standard, ASC 842, *Leases*, at the beginning of Fiscal 2019. Integrated determines if an arrangement is or contains a lease at contract inception and determines its classification as an operating or finance lease at lease commencement. The Company leases one location under an operating lease for office space, distribution facilities, machinery and equipment, and vehicles. The lease has a term of 5 years, with no renewal option.

In determining the lease term used in the lease right-of-use asset and lease liability calculations, the Company considers various factors such as market conditions and the terms of any renewal or termination options that may exist. When deemed reasonably certain, the renewal and termination options are included in the determination of the lease term and calculation of the lease right-of-use assets and lease liabilities. The Company has made an accounting policy election to not recognize right-of-use assets and lease liabilities for leases with terms of 12 months or less.

The leases have fixed rental payments, but also require additional variable payments for occupancy-related costs, real estate taxes and insurance. Variable lease payments are excluded from the measurement of the lease liability and are recognized in profit and loss in the period in which the event or conditions that trigger those payments occur.

Integrated calculates lease liabilities as the present value of lease payments over the lease term at the commencement date. Lease right-of-use assets are calculated based on the initial measurement of the respective lease liabilities adjusted for any lease payments made to the lessor at or before the commencement date, lease incentives received and initial direct costs incurred. When readily determinable, the Company uses the implicit rate to determine the present

value of lease payments, which generally does not happen in practice. As the rate implicit in the majority of the Company's leases is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the lease commencement date, including the lease term, currency, specific risk premium and adjustments for collateralized debt.

Stock-Based Compensation

Integrated records stock-based compensation using the fair value method. Equity instruments issued to employees and the cost of the services received as consideration are accounted for in accordance with FASB ASC 718, *Stock Compensation* and are measured and recognized based on the fair value of the equity instruments issued. All transactions with non-employees in which goods or services are the consideration received for the issuance of equity instruments are accounted for in accordance with FASB ASC 515, *Equity-Based Payments to Non-Employees*, based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements* ("ASC 820") and ASC 825, *Financial Instruments* ("ASC 825"), require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying values of all assets, accounts payable, accrued liabilities and notes payable approximate fair value. Pursuant to ASC 820 and 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. No other assets or liabilities were required to be recorded at fair value either on a recurring or non-recurring basis as of December 31, 2022 and 2021.

Distinguishing Liabilities from Equity

The Company relies on the guidance provided by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 480, *Distinguishing Liabilities from Equity*, to classify certain redeemable and/or convertible instruments. The Company first determines whether a financial instrument should be classified as a liability. The Company will determine the liability classification if the financial instrument is mandatorily redeemable, or if the financial instrument, other than outstanding shares, embodies a conditional obligation that the Company must or may settle by issuing a variable number of its equity shares.

Once the Company determines that a financial instrument should not be classified as a liability, the Company determines whether the financial instrument should be presented between the liability section and the equity section of the balance sheet ("temporary equity"). The Company will determine temporary equity classification if the

redemption of the financial instrument is outside the control of the Company or at the option of the holder. Otherwise, the Company accounts for the financial instrument as permanent equity.

The Company records its financial instruments classified as a liability, temporary equity or permanent equity at issuance at the fair value, or cash received.

The Company records the fair value of its financial instruments classified as liabilities at each subsequent measurement date. The changes in fair value of its financial instruments classified as liabilities are recorded as other expense or income.

Derivative Financial Instruments

The Company evaluates its convertible instruments to determine if those contracts or embedded components of those contracts qualify as derivative financial instruments to be separately accounted for in accordance with ASC 815 Derivatives and Hedging (“ASC 815”). The accounting treatment of derivative financial instruments requires that the Company record embedded conversion options and any related freestanding instruments at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. Conversion options are recorded as a discount to the host instrument and are amortized as amortization of debt discount on the statements of operations over the life of the underlying instrument. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

Sequencing Policy

Under ASC 815-40-35, the Company follows a sequencing policy whereby, in the event that reclassification of contracts from equity to assets or liabilities is necessary pursuant to ASC 815 due to the Company’s inability to demonstrate it has sufficient authorized shares as a result of certain securities with a potentially indeterminable number of shares, shares will be allocated on the basis of the earliest issuance date of potentially dilutive instruments, with the earliest grants receiving the first allocation of shares. Pursuant to ASC 815, issuance of securities to the Company’s employees or directors are not subject to the sequencing policy.

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has incurred net operating loss for financial-reporting and tax-reporting purposes. Accordingly, for Federal and state income tax purposes, the benefit for income taxes has been offset entirely by a valuation allowance against the related federal and state deferred tax asset for the years ended December 31, 2022 and 2021.

New Accounting Pronouncements

Integrated has implemented all new accounting pronouncements that are in effect and that may impact its financial statements. The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

In September 2016, the FASB issued Accounting Series Update No. 2016-13, *Financial Instruments-Credit Losses (Topic 326)-Measurement of Credit Losses on Financial Instruments*, (“ASU 2016-13”), supplemented by subsequent accounting standards updates. The new standard requires entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. ASU 2016-13, as amended, is scheduled to become effective for fiscal years beginning after December 15,

2023, with early adoption permitted. The Company is currently evaluating the impact the adoption of the standard will have on the Company's consolidated financial position and results of operations.

Other accounting standards that have been issued by the FASB or other standards-setting bodies are not currently expected to have a material effect on the Company's consolidated financial position, results of operations or cash flows.

Long Lived Assets

Periodically, Integrated assesses potential impairment of in accordance with the provisions of ASC Topic 360, Property, Plant and Equipment. Integrated recognizes impairment losses on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying values. An impairment loss would be recognized in the amount by which the recorded value of the asset exceeds the fair value of the asset, measured by the quoted market price of an asset or an estimate based on the best information available in the circumstances. There were no such losses recognized during the years ended December 31, 2022 and 2021.

Basic and Diluted Income Per Share

Integrated presents both basic and diluted earnings per share (EPS) on the face of the statements of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including convertible debt, stock options, and warrants, using the treasury stock method, and convertible debt instruments, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

The calculation of basic and diluted net income per share are as follows:

	For the Years Ended December 31,	
	2022	2021
Basic (Loss) Income Per Share:		
Numerator:		
Net (Loss) Income	\$ (461,932)	\$ 121,658
Denominator:		
Weighted-average common shares outstanding	1,699,440,347	1,683,317,059
Basic net (loss) income per share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Diluted (Loss) Income Per Share:		
Numerator:		
Net (Loss) Income	\$ (461,932)	\$ 121,658
Denominator:		
Weighted-average common shares outstanding	1,699,440,347	51,375,620,824
Basic net (loss) income per share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>

The anti-dilutive shares of common stock outstanding for the year ended December 31, 2022, and 2021 were as follows:

	December 31,	
	2022	2021
Potentially dilutive securities:		
Series A Preferred Stock	49,440,000,000	49,520,000,000
Series B Preferred Stock	-	-
Series C Preferred Stock	540,000,000	172,303,765
Common stock options	50,000,000	-
	<u>50,030,000,000</u>	<u>49,692,303,765</u>

NOTE 2 - RELATED PARTY TRANSACTIONS

Notes Payable

The Chief Executive Officer and President of Integrated, Eugene Caiazzo, (“CEO”) provides operating cash advances to the Company when necessary. The advances are unsecured, due upon demand and accrue interest at 10% per annum. As of December 31, 2022 and 2021, Integrated owed \$29,450 and \$7,500 in principal and \$2,065 and \$633 in accrued interest payable on related party advances, respectively.

The former Chief Executive Officer/Chairman of the Board (“Former CEO”) and current significant shareholder advanced \$117,811 to the Company by paying expenses on its behalf during the year ended December 31, 2022 for working capital purposes. The Company accrued \$500 per month for rent and use of the Former CEO’s office space until his resignation in December 2022. The loans bear interest at 10% per annum and are payable on demand. The balance of the loans was \$272,183 and \$154,372 and accrued interest was \$50,724 and 29,641 as of December 31, 2022 and 2021, respectively.

On October 3, 2022, as consideration for the acquisition of Consolidated Apparel, Integrated issued 175,000,000 shares of common stock and a note payable in the amount of \$250,000 to the current CEO of Integrated. The note payable is unsecured, due on April 20, 2023, incurs interest at 7.5% per annum and has a default interest rate of 15% per annum. Accrued interest on the note payable was \$4,572 as of December 31, 2022. The note was recorded at its fair market value upon issuance, resulting in a debt discount of \$8,332 that is being accreted to interest expense over the life of the note. Accretion of debt discount was \$4,166 during the year ended December 31, 2022.

On October 24, 2022, Integrated acquired a customer list from a related party company controlled by our CEO. Integrated issued a note payable in the amount of \$240,000. The note payable is unsecured, incurs interest at 8.0% and default interest rate of 15% per annum and is due in monthly payments of \$10,000 through July 15, 2023, when a balloon payment for remaining principal and interest are due. Accrued interest on the note payable was \$3,577 as of December 31, 2022. The note was recorded at its fair market value upon issuance, resulting in a debt discount of \$11,442 that is being accreted to interest expense over the life of the note. Accretion of debt discount was \$4,765 during the year ended December 31, 2022.

A summary of notes payable is as follows:

	December 31,	
	2022	2021
Advances payable, former CEO, interest at 10%, due upon demand, unsecured	\$ 272,183	\$ 154,372
Advances payable, CEO, interest at 8%, due upon demand, unsecured	29,450	7,500
Note payable for purchase of Consolidated Apparel, interest at 7.5% per annum, unsecured, due April 3, 2023	245,834	-
Note payable for purchase of customer list, interest at 8.0% per annum, unsecured, due July 15, 2023	233,323	-
Total:	780,790	161,872
Less: current portion	(780,790)	161,872
Long-term debt, net	\$ -	\$ -

Employment Agreement

On October 3, 2022, as a result of the acquisition of Consolidated Apparel, Integrated entered into an employment agreement with Eugene Caiazzo to be its CEO and President. The employment agreement provides for an annual salary of \$120,000 through December 31, 2022, \$1490,000 through December 31, 2023, and \$178,800 for the period from January 1, 2024 through December 31, 2024. The employment agreement terminates on January 1, 2025 and is automatically extended for an additional year unless notice of intent to terminate is given in advance. At the discretion of the CEO, he may elect to receive up to 30% of his pay in shares of Integrated common stock. As additional compensation, the CEO was provided options to purchase 100,000,000 shares of common stock of Integrated. The option vest at the rate of 50,000,000 on the date of signing and 50,000,000 options on the one-year anniversary of the

signing. The stock options expire in three years if unexercised and have an exercise price equal to the quoted closing price of Integrated common stock on the date of signing and one-year anniversary.

NOTE 3 - STOCKHOLDERS' DEFICIT

Preferred Stock

July 21, 2022 Amended and Restated Certificate of Designation – Series A, B, C Preferred Stock

On July 21, 2022, our Board of Directors approved the Amended and Restated Certificate of Designation, including the rights, preferences, and limitations assigned to Series A, Series B, and Series C of 5,000,000 of our Preferred Shares, as follows:

- 1,000,000 Series A Preferred Stock A Shares which has 50,000 votes Per Preferred A Share; our Chief Executive Officer owns 981,400 Preferred A Share or 49,070,000,000 votes.
- 1,500,000 Preferred B Shares, each Preferred B share of which may be converted into 20 Common Stock Shares; 598,800 Preferred B Shares of which were issued to GCTR
- 540,000 Preferred C Shares, each Preferred C Share of which may be converted into 1,000 Common Stock Shares, of which our former Chief Executive Officer owns all 540,000 Preferred C Shares.

The Amended and Restated Certificate of Designation was filed with the State of Nevada on July 21, 2022.

July 21, 2022 Increase in Authorized Shares to 2,650,000,000

On July 21, 2022, our Board of Directors approved Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation were filed with the State of Nevada on July 21, 2022, including an increase or our authorized shares of Common Stock to Two Billion Six Hundred Fifty Million (2,650,000,000).

Series A Preferred Stock

On January 11, 2016, the Company authorized and approved the designation of 5,000,000 shares of Series A Preferred Stock with a par value of \$0.0001. The Series A Preferred Stock shall not have any preferences in the event of any liquidation, dissolution or winding up of the Company, but shall participate with the Common Stock on any distributions made to the Common Stock in connection with any liquidation event on an as converted basis. The holders of the Series A Preferred Stock shall have the right to convert each share of Series A Preferred Stock into 10,000 shares of Common Stock. Series A Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. The holders of Series A Preferred Stock shall have 10,000 votes per share of Series A Preferred Stock and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock.

On September 18, 2019, the Company reduced its Series A Preferred Shares, to 1,000,000 shares authorized and simultaneously increased the conversion ratio. The Series A Preferred Stock shall not have any preferences in the event of any liquidation, dissolution or winding up of the Company, but shall participate with the Common Stock on any distributions made to the Common Stock in connection with any liquidation event on an as converted basis. The holders of the Series A Preferred Stock shall have the right to convert their Series A Preferred Stock into Common Stock at the rate of 50,000 shares of Common Stock for each share of Series A Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series A Preferred Stock is outstanding. Series A Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. The holders of Series A Preferred Stock shall have 50,000 votes per share Series A Preferred Stock and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock and shall vote as a group with and on the same basis as holders of Common stock.

2022

During July 2022, a holder of 500 shares of our Preferred Series A stock converted those shares into 25,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During August 2022, a holder of 500 shares of our Preferred Series A stock converted those shares into 25,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During December 2022, a holder of 600 shares of our Preferred Series A stock converted those shares into 30,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

2021

During July 2021, a holder of 1,000 shares of our Preferred Series A stock converted those shares into 50,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During December 2021, a holder of 2,000 shares of our Preferred Series A stock converted those shares into 100,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

Series B Preferred Stock

On October 8, 2019, the Company filed an Amended Certificate of Stock Designation in Nevada for Series B Preferred shares. The Company is authorized to issue 600,000 shares of Preferred B Shares, none of which are outstanding. Each Preferred B share is convertible at \$2.00 per share into one Common Stock Share Per each Preferred B Share. The Series B Preferred shares have no voting rights until after conversion into Common stock on a one-for-one basis.

Series C Preferred Stock

On October 8, 2019, the Company filed an Amended Certificate of Stock Designation in Nevada for Series C Preferred shares. The Company is authorized to issue 540,000 shares of Series C Preferred Stock, 540,000 of which are outstanding. The holder of Series C Preferred stock has the right to "Call" the shares, subject to the Conversion/Call Schedule below, for \$1/Series C Preferred share or for shares of the Company's common stock with equivalent value. The share price of the common stock is to be determined using the average closing price of the common stock for the five trading days prior to conversion.

Date Conversion/Call Permissible (Preferred C)	Maximum Dollars Convertible at \$1.00 per 1 Share (\$)
Q3 2020 ending September 30, 2020	30,000
Q4 2020 ending December 31, 2020	30,000
Q1 2021 ending March 31, 2021	60,000
Q2 2021 ending June 30 2021	60,000
Q3 2021 ending September 30, 2021	60,000
Q4 2021 ending December 31, 2021	60,000
Q1 2022 ending March 31, 2022	60,000
Q2 2022 ending June 30, 2022	60,000
Q3 2022 ending September 30, 2022	60,000
Q4 2022 ending December 31, 2022	60,000
Total	540,000

The Company has a first right of refusal to call all Series C Preferred shares prior to any sale or conversion of these shares, even if a conversion is permissible under the Conversion/Call Schedule above. Any holder of Series C

Preferred shares seeking to sell or convert their Series C Preferred shares must first submit a written request to us to do so. The Corporation shall then have 30 days to exercise its first right of refusal.

The Company has determined that the Series C Preferred Stock is more akin to equity than debt and that conversion feature, subject to adjustments, is clearly and closely related to the host instrument, therefore bifurcation is not required. The Company has accounted for the Series C Preferred Stock as contingently redeemable preferred stock and has presented the amount in temporary equity on the consolidated balance sheet based on the initial measurement amount, as required by ASC 480-10-S99, Distinguishing Liabilities from Equity – SEC Materials. The put feature of the Series C Preferred Stock is a mandatory redemption feature, however since the Series C Preferred Stock also has a conversion feature, it is not included as temporary equity. The amount presented as temporary equity for the contingently redeemable Series C Preferred Stock outstanding is its issuance-date fair value. The Series C Preferred Stock was initially measured at its fair value, \$540,000.

Common Stock

As of December 31, 2022, and 2021, the Company has authorized 1,650,000,000 and 1,650,000,000 common shares, respectively, with a par value of \$0.0001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

2022

During July 2022, a holder of 500 shares of our Preferred Series A stock converted those shares into 25,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During August 2022, a holder of 500 shares of our Preferred Series A stock converted those shares into 25,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During October, as consideration for the purchase of Consolidated Apparel (see Note 6), Integrated issued 175,000,000 shares of common stock valued at the market price on the date of issuance of \$280,000, or approximately \$0.002 per share.

During December 2022, a holder of 600 shares of our Preferred Series A stock converted those shares into 30,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

2021

During July 2021, a holder of 1,000 shares of the Company's Preferred Series A converted those shares into 50,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

During December 2021, a holder of 2,000 shares of the Company's Preferred Series A converted those shares into 100,000,000 shares of the Company's common stock as per the terms of the agreement, with no gain or loss recorded.

Common Stock Options

On October 3, 2022, Integrated entered into an employment agreement with its CEO and President (see Note 2). The employment agreement provides for options to purchase 100,000,000 shares of Integrated common stock, vesting 50,000,000 on the date of signing and 50,000,000 on the one-year anniversary. The stock options expire in three years if unexercised and have an exercise price equal to the quoted closing price of Integrated common stock on the date of signing and one-year anniversary.

The fair value of the common stock options was determined to be \$153,376 using the Black-Scholes Option Pricing Model. The significant assumptions used in the model include (1) discount rate of 4.12%, (2) expected term of 3 years (3) expected volatility of 188% and (4) zero expected dividends. Integrated recognized \$82,915 in stock compensation expense during the year ended December 31, 2022.

The following table presents the stock option activity during the years ended December 31, 2022:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Term (Years)
Outstanding - December 31, 2021	-	\$ -	-
Granted	100,000,000	0.0017	3.0
Expired	-	-	-
Exercised	-	-	-
Outstanding - December 31, 2022	100,000,000	\$ 0.0017	2.75
Exercisable - December 31, 2022	50,000,000	\$ 0.0017	2.75

The intrinsic value of the exercisable stock options as of December 31, 2022 was \$0.

NOTE 4 - FACILITY LEASE

Integrated leases office and operating space under a 4-year lease whose term began December 1, 2022 and for which there is no option to extend. The lease calls for initial monthly payments of \$5,425, with annual increases of 4.0%. The lease was classified as an operating lease at inception, resulting in the recognition of a right-of-use lease asset and lease liability in the amount of \$218,535 on the balance sheet. Additional terms of the lease provide for free rent October 2022 through January 2023 as well as July 2023, 2024 and 2025 and a \$13,950 tenant improvement allowance.

Right-of-use lease assets represent Integrated's right to use the leased asset for the lease term and lease liabilities represent the obligation to make lease payments. The liability is calculated as the present value of the remaining minimum rental payments for existing operating leases using either the rate implicit in the lease or if none exists, Integrated's incremental borrowing rate of 6.00%.

The balance of the lease liability was \$220,725 on December 31, 2022.

The following table details the operating lease balance included in the accompanying balance sheets as of December 31, 2022:

Right of use asset – operating lease	\$ 210,522
Operating lease liabilities – current	\$ 42,668
Operating lease liabilities – long-term	\$ 178,058

The following details the remaining lease term and discount rate for the right of use asset operating lease as of December 31, 2022:

Remaining lease term (years)	3.92
Discount rate	6.00%

NOTE 5 - NOTES PAYABLE

Credit Line

Integrated has a line of credit with a commercial bank that provides working capital access to the Company of up to \$100,000 at a variable rate of 5.75% and 5.75% as of December 31, 2021 and 2020, respectively, secured by a personal guarantee by our CEO Gene Caiazzo, payable in monthly installments of interest and principal equal to 1.5% of the monthly balance. The balance of the line of credit was \$94,554 as of December 31, 2022.

Promissory Note

A third-party lender advanced the Company \$6,875 by paying expenses on behalf of the Company during the year ended December 31, 2022. In prior periods, the Company was advanced a total of \$391,419 for working capital purposes under a demand note. The advances accrue interest at 10% per annum and are due on demand. The balance

on the advances was \$398,294 and \$391,419 and accrued interest was \$96,925 and \$57,641 as of December 31, 2022 and 2021, respectively.

During December 2022, a third-party lender advanced the Company \$5,000 by paying an expense on behalf of the Company. The advance accrues interest at 10% per annum and is due on demand. The balance on the advance was \$5,000 and accrued interest was \$34 as of December 31, 2022.

Small Business Administration Loans

During March 2017, Consolidated Apparel entered into a Small Business Administration (SBA) loan in the amount of \$412,900 to acquire the operations of a clothing manufacturer under the brand “Native Outfitters”. The loan accrues interest at 6.40% per annum, is due in monthly payments of principal and interest through June 2027 and is secured by a first perfected security interest in certain personal property of the Company, a personal guarantee and certain private property of the Company’s CEO. The principal balance on the loan was \$211,760 as of December 31, 2022.

During February 2018, Consolidated Apparel entered into a Small Business Administration (SBA) loan in the amount of \$342,200 to acquire the operations of a clothing manufacturer under the brand “Incite Apparel”. The loan accrues interest at 6.05% per annum, is due in monthly payments of principal and interest through September 2027 and is secured by a first perfected security interest in certain personal property of the Company, a personal guarantee and certain private property of the Company’s CEO. The principal balance on the loan was \$194,626 as of December 31, 2022.

Coronavirus Aid, Relief and Economic Security Act (“CARES Act”)

During September 2020, Consolidated Apparel received \$53,600 as an Economic Injury Disaster Loan (“EIDL”) under the CARES Act. The EIDL calls for interest at 3.75% and installment payments of principal and interest of \$263 per month beginning twenty-four months from the date of the original note. The balance of the EIDL was \$53,600 on December 31, 2022.

A summary of notes payable is as follows:

	December 31,	
	2022	2021
Line of credit, variable interest, currently 5.75%, secured by a personal guarantee from Gene Caiazzo, due in monthly payments of principal and interest	\$ 94,554	\$ -
SBA loan, interest at 6.05% per annum, due in monthly payments of principal and interest through June 2027, secured by a first perfected security interest in certain personal property and personal guarantees	211,760	-
SBA loan, interest at 6.05% per annum, due in monthly payments of principal and interest through September 2027, secured by a first perfected security interest in certain personal property and personal guarantees from the Company CEO	194,626	-
Promissory note, interest at 10.00% per annum, due on demand, unsecured	398,294	391,419
EIDL, interest at 3.75% per annum, due in monthly payments beginning 2021	53,600	-
Advance payable, interest at 10.00% per annum, due on demand, unsecured	5,000	-
Total:	957,835	391,419
Less: current portion	(379,740)	391,419
Long-term debt, net	\$ 578,095	\$ -

Maturities of the above notes payable are as follows at December 31, 2021:

2023	\$ 578,095
------	------------

2024	85,210
2025	90,481
2026	96,079
2027	61,558
Thereafter	36,412
Total	<u>\$ 947,834</u>

NOTE 6 - ACQUISITION AGREEMENTS

Consolidated Apparel

On October 3, 2022, the Company entered into an acquisition agreement for the purchase of 100% of Consolidated Apparel's outstanding common stock in return for 175,000,000 shares of Integrated common stock and a note payable with a face amount of \$250,000. Further, the terms provide that: (a) Caiazzo shall remain as Consolidated Apparel's President and manage Consolidated's operations; (b) Integrated Cannabis' director will appoint Caiazzo as a member of the Company's Board of Directors; (c) IHS and Caiazzo will complete an Employment Agreement providing for Caiazzo's responsibilities as Consolidated's President; (d) subject to negotiation between the Parties, Consolidated will grant Cashless stock options to Caiazzo.

The following is a summary of the consideration transferred:

Shares of common stock issued	\$ 297,500
Note payable issued at fair market value	241,668
Total purchase price	<u>\$ 539,168</u>

The following is a detail of the purchase price allocation as of the October 3, 2022 closing date:

Total assets acquired	<u>\$ -</u>
Accounts payable	\$ (40,720)
Accrued interest payable	(157,863)
Accrued payroll	(545,000)
Notes payable, related parties	(301,633)
Notes payable	(403,294)
Total liabilities assumed	<u>\$(1,448,510)</u>
Effect of acquisition on equity	<u>1,987,678</u>
Total	<u>\$ 539,168</u>

The Acquisition Agreement with Consolidated constitutes a reverse merger, such that Consolidated acquired control of Integrated. At the time of the Acquisition Agreement, the operations of Integrate did not constitute a business under Accounting Series Codification ("ASC") 805 *Business Combinations*, and accordingly, the transaction is considered a reverse asset acquisition in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). Under this method of accounting, Consolidated was deemed to be the accounting acquirer for financial reporting purposes. This determination was primarily based on the facts that, immediately following, or soon thereafter the acquisition: (i) Consolidated' stockholders owned a substantial majority of the voting rights in the combined company, (ii) Seller was named Chairman of the board of directors, and (iii) Consolidated's senior management holds the key senior management position of the combined company. As a result, as of the closing date of the acquisition, the net assets of the Company were recorded at their acquisition-date relative fair values in the consolidated financial statements of the Company and the reported operating results prior to the acquisition are those of Consolidated.

GCTR Management, LLC

On January 26, 2022, the Company's wholly owned subsidiary, Integrated Holding Solutions, Inc. (the "Buyer"), entered into an Acquisition Agreement (the "Agreement") with GCTR Management, LLC, a California Limited

Liability Company (the “Seller” or “GCTR”) in the business of managing cannabis companies, and its Managing Member. As of September 30, 2022, the agreement terms have not been completed and the transaction has not closed, but it provides for the Buyer’s acquisition of 100% of the Seller’s Membership Units in return for consideration to the Seller of 1,200,000 Preferred B Shares (“Preferred B Share Consideration”) of the Company. For a period of 12 months following the closing date, should the Seller’s revenue exceed certain specified levels specified in the Agreement, the Buyer will be required to pay the Seller additional monetary consideration pertaining to those specified revenue levels. Further, the terms provide that: (a) upon the closing, the Seller shall become the Buyer’s wholly-owned subsidiary; (b) the operations of the Seller shall become the operations of the Buyer; (c) the Managing Member of the Seller shall manage GCTR’s operations; and (d) the Buyer will have redemption rights to purchase back the Preferred B Share Consideration within 6 months of our issuance of said shares on the Buyer’s behalf to the Seller at \$10.00 per Preferred Share (“Redemption Rights”). The Buyer has the right to extend the Redemption Rights for an additional 6-month period.

On March 17, 2022, the Company amended the January 26, 2022 agreement with GCTR providing for the Company’s purchase of 49.9% of the Seller with the Company’s option to purchase the remaining 50.1% of GCTR within 6 months of the date of the March 17, 2022 Agreement. The March 17, 2022 Agreement provides for an exchange of our Preferred B Shares with the Seller’s 598,800 Membership Units, as more specifically detailed in Note 8 below for the respective 49.9% and 50.1% purchases, respectively, which 49.9% exchange and corresponding 49.9% purchase of GCTR executed on or about March 22, 2022 and represents the Company’s closing of its first acquisition upon issuance of the Series B Preferred shares.

On October 25, 2022, we and GCTR agreed to rescind the March 17, 2022 Agreement. Further, the Parties agreed to work together to complete a new transaction and in connection therewith to complete the required GAAP financial statements.

MTO Wear, LLC

On October 24, 2022, Integrated Holdings Solutions, Inc., our wholly owned subsidiary, as the buyer, completed an asset purchase agreement with MTO Wear, LLC, (“MTO”) a company controlled by our CEO, to purchase and acquire the accounts of MTO, which consist of names, addresses, phone numbers, and email addresses of previous buyers. In consideration, the Company issued MTO a \$240,000 promissory note, incurring interest at the rate of 8% per annum, unsecured, with monthly payments of \$10,000 beginning on January 15, 2023, and a balloon payment of the balance on July 15, 2023.

NOTE 7 - INCOME TAXES

Integrated files income tax returns in the U.S. federal jurisdiction, and the state of Florida. Integrated’s policy is to recognize interest accrued related to unrecognized tax benefits in interest expenses and penalties in operating expenses.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of December 31, 2022 and 2021:

	2022	2021
Deferred tax assets:		
Net operating loss carryforward	\$ 79,162	\$ 28,817
Valuation allowance	(79,162)	(28,817)
	<u>\$ -</u>	<u>\$ -</u>

The federal income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 21% to pretax income from continuing operations for the years ended December 31, 2022 and 2021 due to the following:

2022	2021
-------------	-------------

Pre-tax book (loss) income	\$ (97,006)	\$ 25,548
Meals	898	1,914
Non deductible interest	2,218	5,431
Government loan forgiveness	-	(19,824)
Gain on disposal of asset	-	(1,406)
Depreciation and amortization	-	(12,186)
Stock based compensation	17,412	-
Other non-deductible expenses	-	431
Valuation allowance	76,478	92
	<u>\$ -</u>	<u>\$ -</u>

The Company had net operating losses of approximately \$366,400 that begins to expire in 2030. Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years. In accordance with the statute of limitations for federal tax returns, the Company's federal tax returns for the years 2020 through 2022 are subject to examination.

NOTE 8 - GOING CONCERN

Integrated's financial statements are prepared using Generally Accepted Accounting Principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, Integrated has accumulated losses since its inception, which raises substantial doubt about its ability to continue as a going concern. Management's plans with respect to alleviating the adverse financial conditions that caused management to express substantial doubt about the Integrated's ability to continue as a going concern are as follows:

Integrated intends to complete an acquisition agreement with Integrated Cannabis Solutions, Inc., which would open access to public capital markets, facilitate synergies with existing businesses, expand existing and grow new product lines and identify cost reduction opportunities to achieve profitability. The continuation of Integrated as a going concern is dependent upon its ability to generate profitable operations that produce positive cash flows. If Integrated is not successful, it may be forced to raise additional debt or equity financing.

There can be no assurance that Integrated will be able to achieve its business plans, raise any more required capital or secure the financing necessary to achieve its current operating plan. The ability of Integrated to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 9 - SUBSEQUENT EVENTS

On March 7, 2023, our Board of Directors approved the Amended and Restated Certificate of Designation, including the rights, preferences, and limitations assigned to Series A and Series C of 5,000,000 of our Preferred Shares, as follows: An equity kicker has been added to the rights and preferences limiting any conversion to a maximum of 4.99% of the total number of shares outstanding.

On March 31, 2023, the Company entered into an agreement with its former CEO, Matthew Dwyer, to exchange 200 million shares of Common stock to be issued at a later date for the cancelation of all accrued wages owed.

On April 6, 2023 the Company completed an Acquisition Agreement with Global Consortium Group, LLC and Houdini Group, Inc., our wholly owned subsidiary to acquire 100% of Global as follows:

1. CONSIDERATION

1.1 Houdini shall issue 250,000 shares of its Common stock to Roland.

1.2 Global shall work with Buyer to conduct an audit of its 2021 and 2022 financials. If the audit is not completed within 90 days after Closing, then Houdini can either choose to extend the time for the audit or rescind the transaction.

1.3 Integrated Cannabis shall agree to invest \$1,000,000 in Houdini after the Closing from the proceeds of a Regulation A Offering that Integrated Cannabis is filing. If the investment is not completed within 90 days after Closing, then Roland can either choose to extend the time for the investment or rescind the transaction.

1.4 Upon the Closing, the operations of Global shall become the operations of the Buyer.

1.5 Buyer and Seller agree to bear all expenses incurred by this transaction, not limited to legal, accounting, and filing fees. However, should either Buyer or Seller choose to rescind the transaction, they would need to pay the other party (the Buyer or the Seller as the circumstances dictate) One Hundred Thousand Dollars (\$100,000) as a breakup fee.

On June 15, 2023 the Company suspended its SEC reporting requirements and began filings its periodic reports on OTC Markets.

10) Issuer Certification

The certifications shall follow the format below:

I, Gene Caiazzo certify that:

1. I have reviewed this Disclosure Statement for Integrated Cannabis Solutions, 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.

June 15, 2023

/s/Gene Caiazzo

Principal Financial Officer:

I, Gene Caiazzo certify that:

1. I have reviewed this Disclosure Statement for Integrated Cannabis Solutions, 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.

June 15, 2023

/s/Gene Caiazzo