Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Limitless Venture Group, Inc.

121 E. 35 Street, Tulsa, Oklahoma 74015

(918) 671-9935
www.lvginc.co
info@lvginc.com
6179

Quarterly Report

For the period ending September 30, 2023 **(the "Reporting Period")**

Outstanding Shares
The number of shares outstanding of our Common Stock was:

510,193,283 as of November 2, 2023

510,193,283 as of September 30, 2023

115,932,967 as of December 31, 2022

Shell Status
Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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

Effective January 22, 2013, the Company changed its name to Limitless Ventures Group, Inc. ("LVGI") from Enerbrite Technologies Group, Inc. Effective October 15, 2007, the Company changed its name to Enerbrite Technologies Group, Inc. from IDF International Inc., the Company's name upon its incorporation.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

IDF International, Inc. was incorporated on March 27, 1991 in New York. As a result of the January 22, 2013 reverse merger with LVGI, the Company became a Nevada corporation. LVGI has an active standing in Nevada.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On November 10, 2022, the Company exchanged its 100% ownership interest in KetoSports Inc. for a 51% in a successor business that is managed by third parties.

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

121 E. 35 Street, Tulsa, Oklahoma 74015

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:*

Rokin, Inc
118 Corporate Park Drive
Suite 121
Henderson, Nevada 89074

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: Olde Monmouth Stock Transfer Co., Inc.
Phone: (732) 872-2727
Email: transferagent@oldemonmouth.com
Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: LVGI
Exact title and class of securities outstanding: Common
CUSIP: 532727203
Par or stated value: $0.001
Total shares authorized: 1,000,000,000 as of date: September 30, 2023
Total shares outstanding: 510,193,283 as of date: September 30, 2023
Total number of shareholders of record: 102 as of date: September 30, 2023

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

Trading symbol: ____
Exact title and class of securities outstanding: ____
CUSIP: ____
Par or stated value: ____
Total shares authorized: ____ as of date: ______
Total shares outstanding: ____ as of date: ______
Total number of shareholders of record: ____ as of date: ______

Trading symbol: ____
Exact title and class of securities outstanding: ____
CUSIP: ____
Par or stated value: ____
Total shares authorized: ____ as of date: ______
Total shares outstanding: ____ as of date: ______
Total number of shareholders of record: ____ as of date: ______

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: ____
CUSIP (if applicable): ____
Par or stated value: ____
Total shares authorized: ____ as of date: ______
Total shares outstanding (if applicable): ____ as of date: ______
Total number of shareholders of record (if applicable): ____ as of date: ______

Exact title and class of the security: ____
CUSIP (if applicable): ____
Par or stated value: ____
Total shares authorized: ____ as of date: ______
Total shares outstanding (if applicable): ____ as of date: ______
Total number of shareholders of record

(if applicable): ____ as of date: __

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

Each share of common stock has the right to one vote on matters presented to common stock holders.

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

____

3. **Describe any other material rights of common or preferred stockholders.**

____

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.**

____

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ✓ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2020 Common: 37,770,911 Preferred: ______			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation,**	**Number of Shares Issued (or**	**Class of Securities**	**Value of shares issued**	**Were the shares issued at**	**Individual/ Entity Shares were**	**Reason for share issuance (e.g. for cash or debt**	**Restricted or Unrestricted as of this**	**Exemption or Registration**

	shares returned to treasury)	cancelled)		($/per share) at Issuance	a discount to market price at the time of issuance? (Yes/No)	issued to. *You must disclose the control person(s) for any entities listed.	conversion) - OR- Nature of Services Provided	filing.	Type.
02/17/2021	New issuance	37,384	Common	$0.05	Yes	Leonite Capital LLC (Avi Geller)	Sale of Convertible Note	Restricted	Exemption
03/22/21	New issuance	800,000	Common	$0.05	Yes	Leonite Capital LLC (Avi Geller)	Cash	Unrestricted	Exemption
03/22/21	New issuance	900,000	Common	$0.05	Yes	Leonite Capital LLC (Avi Geller)	Cash	Unrestricted	Exemption
9/15/2021	New issuance	49,214	Common	$0.02	Yes	Leonite Capital LLC (Avi Geller)	Sale of Convertible Note	Unrestricted	Exemption
10/1/2021	New issuance	750,000	Common	$0.03	Yes	Devon Diaz	Conversion of Convertible Note	Unrestricted	Exemption
10/11/2021	New issuance	1,594,151	Common	$0.02	Yes	Leonite Capital LLC (Avi Geller)	Sale of Convertible Note	Unrestricted	Exemption
10/29/2021	New issuance	1,753,566	Common	$0.01	Yes	Leonite Capital LLC (Avi Geller)	Sale of Convertible Note	Unrestricted	Exemption
11/8/2021	New issuance	1,925,000	Common	$0.0171	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
11/22/2021	New issuance	2,115,000	Common	$0.0203	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
11/23/2021	New issuance	1,750,000	Common	$0.0145	Yes	Leonite Capital LLC (Avi Geller)	Cash	Unrestricted	Exemption
12/1/2021	New issuance	2,475,000	Common	$0.015	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
12/2/2021	New issuance	2,720,000	Common	$0.0127	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
12/3/2021	New issuance	1,250,000	Common	$0.012	Yes	Efrat Investments LLC (Ran Efrat)	Cash	Unrestricted	Exemption
12/8/2021	New issuance	3,119,000	Common	$0.0119	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
12/13/2021	New issuance	3,430,000	Common	$0.0110	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/6/2022	New issuance	3,773,000	Common	$0.0126	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/13/2022	New issuance	2,500,000	Common	$0.0115	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible	Unrestricted	Exemption

							Note		
1/24/2022	New issuance	4,395,000	Common	$0.0120	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/28/2022	New issuance	5,236,616	Common	$0.0108	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
3/1/2022	New issuance	5,360,000	Common	$0.006	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
7/20/2022	New issuance	5,897,649	Common	$0.001	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
9/12/2022	New issuance	6,486,824	Common	$0.0055	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
9/16/2022	New issuance	7,134,858	Common	$0.0055	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
9/26/2022	New issuance	7,487,630	Common	$0.0055	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
10/6/2022	New issuance	7,995,695	Common	$0.0055	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
11/1/2022	New issuance	9,394,414	Common	$0.0055	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
11/14/2022	New issuance	12,500,556	Common	$0.0018	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/4/2023	New issuance	18,295,409	Common	$0.0018	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/9/2023	New issuance	67,170,594	Common	$0.0012	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
1/25/2023	New issuance	20,123,121	Common	$0.0012	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
2/15/2023	New issuance	22,133,420	Common	$0.0012	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
3/16/2023	New issuance	24,344,549	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
3/23/2023	New issuance	26,776,569	Common	$0.0018	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
4/21/2023	New issuance	29,451,549	Common	$0.0018	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption

4/27/2023	New issuance	24,393,758	Common	$0.0012	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
5/23/2023	New issuance	34,030,695	Common	$0.0012	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
5/24/2023	New issuance	34,830,695	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
6/2/2023	New issuance	41,709,948	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
7/11/2023	New issuance	34,166,824	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
7/18/2023	New issuance	42,290,037	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
7/31/2023	New issuance	54,214,112	Common	$0.0005	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Convertible Note	Unrestricted	Exemption
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 11/2/2023 Common: 510,193,283 Preferred: ______									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

____

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (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.)**
1/01/10	110,000	110,000	93,515	On demand	Fixed at $0.02 per share	CGS Investments LLC (Connie Gordon)	Services
1/1/10	78,650	300,000	217,921	1/1/2011	Fixed at $0.02 per share	Joseph Masone	Services
12/19/11	313,000	313,000	448,048	3/1/2012	Fixed at $30.00 per Common Share	Thomas Cox	Working Capital

10/15/15	4,000	4,000	0	On demand	50% discount to average close over trailing 3-days	Paul Ensminger	Working Capital
2/1/2019	10,000	10,000	2,936	8/1/19	Fixed at $0.09 per Common Share	Dane Basham	Working Capital
3/3/19	32,200	32,200	9,131	9/19/19	Fixed at $0.09 per Common Share	Duncan Weir	Working Capital
4/30/19	25,000	25,000	6,894	10/30/20	Fixed at $0.75 per Common Share	Devmerc LLC (David Smith)	Services
4/30/19	50,000	50,000	13,788	10/27/19	$1.50 per Common Share	Charis Retherford	Services
4/30/19	50,000	50,000	13,788	10/27/19	$1.50 per Common Share	Will Retherford	Services
4/30/19	50,000	50,000	13,788	10/27/19	$1.50 per Common Share	Sarah Habuda	Services
5/9/19	10,000	10,000	2,731	11/9/19	$0.27 per Common Share	Adrian Ross Brown	Working Capital
5/23/19	12,000	12,000	3,242	11/23/19	$0.27 per Common Share	Christopher Gibson	Working Capital
6/19/19	50,000	50,000	9,512	6/14/20	$0.21 per Common Share	Wesley R. Curry	Working Capital
8/20/20	346,500	350,000	0	8/20/21	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
9/21/20	23,980	23,980	0	9/21/21	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
9/21/20	23,980	23,980	0	9/21/21	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
10/20/20	132,000	132,000	0	10/20/21	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
12/11/20	33,000	33,000	0	12/11/21	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
01/15/21	71,940	71,940	0	1/15/22	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
02/17/21	47,960	47,960	0	2/17/22	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
07/12/21	63,583	63,583	0	7/12/22	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
10/12/21	200,000	200,000	0	10/12/2022	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
09/30/2023	550,559	559,559	88,186	9/30/2023	Fixed at $0.0005 per Common Share, subject to repricing under specified terms and conditions	Leonite Capital, LLC (Avi Geller)	Working Capital
09/15/21	12,500	12,500	0	3/31/22	$0.09 per Common Share	Dennis Shaknovich	Service

06/15/21	85,000	85,000	53,384	03/31/22	$0.09 per Common Share	Dennis Shaknovich	Service
1/4/21	60,000	60,000	0	01/4/22	$0.09 per Common Share	Jason Bennett	Service
10/7/20	26,250	26,250	0	10/7/21	$0.09 per Common Share	Virgil Andry	Service
1/16/17	130,000	130,000	28,577	9/1/2022	None	Bauer Investments LLC (Lawrence Bauer)	Working Capital
1/16/17	20,000	20,000	21,250	9/1/2022	None	Daryl S. Bauer and Nadine Benson	Working Capital
1/16/17	68,930	68,930	81,122	6/20/2022	None	Leonard ET Marsh and Jinny RS Marsh	Working Capital
1/16/17	52,431	52,431	59,287	4/1/2023	None	Cindy Soloman and Clagett H. Moxley	Working Capital
1/22/19	35,000	35,000	41,733	4/1/2023	None	Todd Fasanella	Working Capital
1/16/17	112,524	112,524	143,694	4/1/2023	None	Mar-Beth Investments LLC (Mark Bromley)	Working Capital
1/2/19	19,300	19,300	0	None	None	Meddy Sahebi	Working Capital
12/31/17	332,000	332,000	247,965	4/1/2023	None	Lawrence Bauer	Working Capital

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

LVGI is holding company for its majority-owned subsidiary Rokin, Inc. ("Rokin").

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

Rokin, Inc. is a 51% owned subsidiary. Limitless Technology Group LLC is a 100% owned subsidiary. KetoSports Holdings, LLC is a 51% owned subsidiary.

C. Describe the issuers' principal products or services.

Rokin produces, distributes and markets high quality, technology-driven vaping products to U.S. retailers and consumers.

5) Issuer's Facilities

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

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

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

LVGI maintains its headquarters in space located in Tulsa, Oklahoma that is rented for a term of less than 12 months.

6) Officers, Directors, and Control Persons

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

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Joseph Francella	Chairman, Treasurer, Chief Executive Officer and Chief Accounting Officer	121 E. 35 Street, Tulsa, OK 74105	93,596	Common	0.0	None
Joseph Francella	Chairman, Treasurer, Chief Executive Officer and Chief Accounting Officer	121 E. 35 Street, Tulsa, OK 74105	1	Series G Preferred	100.0	1 share of Series G Preferred Stock gives its holder voting rights equivalent to 51% of outstanding Common Stock
Devon Diaz	Board Member and Chief Operating Officer	121 E. 35 Street, Tulsa, OK 74105	782,748	Common	0.2	None

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);

None

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

None

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

None

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

None

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

None

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: Thomas C. Cook, Esq.
Address 1: 1980 Festival Drive, Suite 530
Address 2: Las Vegas, NV 89135
Phone: (702) 524-9151
Email: tccesq@aol.com

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

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

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

☐ IFRS
✓ U.S. GAAP

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

Name: **Kurt Streams**
Title: **Accountant**
Relationship to Issuer: **None**
Describe the qualifications of the person or persons who prepared the financial statements: **Former CPA, CFO and Public Company Auditor**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

a. Audit letter, if audited;

[2] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

LIMITLESS VENTURE GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

		September 30, 2023		December 31, 2022
ASSETS				
Current assets:				
Cash and cash equivalents	$	37,529	$	21,328
Accounts receivable		8,251		9,221
Inventory		222,208		120,440
Prepaid and other current assets		275,667		302,884
Incentive compensation advances		230,000		230,000
Total current assets		774,255		683,873
Property and equipment, net		—		—
Goodwill and amortizable intangible asset, net		1,004,234		1,004,234
Total assets	$	1,778,489	$	1,688,107
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Short-term advances	$	267,631	$	252,974
Accounts payable and accrued liabilities		4,045,097		3,544,663
Convertible and promissory notes payable		3,554,948		2,923,871
Total current liabilities		7,867,676		6,721,508
Warrants		65,128		65,128
Total liabilities		7,932,804		6,786,636
Deficiency in stockholders' equity:				
Preferred stock, no par value; 6,974.839 shares authorized, issued and outstanding as of September 30, 2023 and December 31, 2022		4		4
Common stock, $0.001 par value; 1,000,000,000 shares authorized; 510,193,283 shares issued and outstanding as of September 30, 2023 and 115,932,967 issued and outstanding as of December 31, 2022		4,010,670		3,959,322
Noncontrolling interest		(1,418,575)		(1,111,168)
Additional paid-in capital		13,801,289		13,595,893
Accumulated deficit		(22,546,702)		(21,542,580)
Total deficiency in stockholders' equity		(6,154,314)		(5,098,529)
Total liabilities and deficiency in stockholders' equity	$	1,778,489	$	1,688,107

See accompanying notes to unaudited condensed consolidated financial statements.

LIMITLESS VENTURE GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Nine Months September 30,	
	2023	**2022**
REVENUE	**$ 1,093,275**	**$ 1,006,189**
COSTS OF REVENUE AND OPERATING EXPENSES		
Costs of revenue	480,376	537,772
Sales and marketing	156,191	184,690
General and administrative	1,026,403	5000,449
Compensation expense	375,000	—
Share-based compensation expense	—	—
Goodwill impairment loss	—	545,492
Depreciation and amortization expense	—	5,290
Total costs of revenue and operating expenses	2,037,970	2,148,877
Loss from operations	(944,695)	(1,142,688)
Other income (expense)		
Gain from change in value of warrant	—	10,206
Interest expense	(366,968)	(380,335)
Other (expense) income, net	(366,968)	(370,129)
Loss from continuing operations	(1,311,663)	(1,512,817)
Income (loss) from discontinued operations	—	(4,369)
Net loss	$ (1,311,663)	$ (1,517,186)
Less net loss attributable to noncontrolling interest	60,104	117,422
Net loss attributable to Limitless Venture Group, Inc.	(1,251,559)	(1,399,764)
Basic (loss) per common share	$ (0.00)	$ (0.02)
Diluted (loss) per common share	$ (0.00)	$ (0.02)
Weighted average basic and diluted shares outstanding	310,662,590	59,190,797
Weighted average diluted shares outstanding	310,662,590	59,190,797

See accompanying notes to unaudited condensed consolidated financial statements.

LIMITLESS VENTURE GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

Nine Months Ended September 30, 2023

	Stock			Additional		Total
	Common	Preferred	Noncontrolling interest	paid-in capital	Accumulated deficit	stockholders' equity
Balance at January 1, 2023	$ **3,959,322**	**$** 4	**$ (1,111,168)**	**$13,595,893**	**$ (21,542,580)**	**$ (5,098,529)**
Issuance of common for conversion of note interest	51,348	—	—	205,396	—	256,744
Change in noncontrolling interest	—	—	(368,511)	—	60,104	(308,407)
Net loss	—	—	60,104	—	(1,134,724)	(1,004,122)
Balance at September 30, 2023	**$** 4,010,670	**$ 4**	**$** (1,419,575)	**$**13,801,289	**$** (22,546,702)	**$** (6,154,314)

See accompanying notes to unaudited condensed consolidated financial statements.

LIMITLESS VENTURE GROUP, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Nine Months Ended September 30, 2023

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$	(1,311,664)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debt expense		2,735
Noncash costs added to convertible and promissory notes		631,077
Change in operating assets and liabilities:		
Accounts receivable		970
Prepaid and other current assets		27,217
Inventory		(102,368)
Accounts payable and accrued liabilities		500,434
Net cash used in operating activities		(251,600)
CASH FLOWS FROM INVESTING ACTIVITIES		---
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sales of convertible notes, net of cash repayments		---
Change in noncontrolling interest		253,234
Proceeds from sales of Common Stock		---
Short-term advances, net of repayments		14,657
Net cash provided by financing activities		267,891
Net increase in cash and cash equivalents		16,291
Cash and cash equivalents at beginning of period		21,328
Cash and cash equivalents at end of period	$	37,529
Supplemental disclosure of cash and non-cash transactions:		
Interest paid	$	834
Income taxes paid	$	—

See accompanying notes to unaudited condensed consolidated financial statements.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization — Limitless Venture Group, Inc. ("we," "us," "our," the "Company", "LVGI" and "Limitless") provides its shareholders with access to leading small and medium businesses focused on growth. Leveraging its permanent capital base, long-term, disciplined approach, and actionable expertise, LVGI owns controlling interests in our subsidiary businesses and partners with their management teams to build businesses that can unlock significant value for shareholders.

Basis of presentation — As disclosed in NOTE 5, we have $2,380,112 in outstanding principal obligations on convertible notes payable to several note holders that are delinquent. We have incurred recurring net losses and have not yet achieved profitable operations. There can be no assurance that we will achieve profitability, continue to finance our operating losses or successfully renegotiate the loans' terms. No adjustments have been made to our unaudited consolidated financial statements to reflect the uncertainty of our financial condition.

Use of Estimates — The preparation of consolidated financial statements in conformity with GAAP requires us 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 consolidated financial statements, as well as the reported amounts of revenue and expenses during the reporting period. We made estimates with respect to an inventory valuation allowance, fair values of long-lived assets and fair value of stock-based compensation amounts. Actual results could differ from these estimates.

Principles of Consolidation — The unaudited consolidated financial statements include the accounts of Limitless Venture Group, Inc. and subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Revenue Recognition — The majority of our revenue for the year ended December 31, 2020 and 2019 is generated from the sales of consumer goods. Under ASC 606, revenue is recognized when our customer obtains control of promised goods in an amount that reflects the consideration we expect to receive in exchange for those goods. We measure revenue based on consideration specified in a contract with a customer including any sales incentives.

Stock-based Compensation — We account for stock-based compensation by applying a fair-value-based measurement method to account for share-based payment transactions with employees, non-employees and directors. We record compensation costs associated with the vesting of unvested options on a straight-line basis over the vesting period. Stock-based compensation is a non-cash expense because we settle these obligations by issuing shares of our common stock instead of settling such obligations with cash payments. We use the Black-Scholes model to estimate the fair value of each option grant on the date of grant. This model requires the use of estimates for expected term of the options and expected volatility of the price of our common stock.

Income Taxes — We record deferred tax assets and liabilities for the estimated future tax effects of temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating losses and tax credit carryforwards. We measure deferred tax assets and liabilities using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. We reduce deferred tax assets by a valuation allowance if, based on available evidence, it is more likely than not that these benefits will not be realized.

We use a recognition threshold and a measurement attribute for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities.

Cash and Cash Equivalents — All highly liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents.

Restricted Cash — Jasper Benefits Solutions, LLC, an insurance benefits plan administrator that is our majority-owned subsidiary receives cash payments from its clients in the normal course of business. Such funds are held in segregated bank accounts and used to administer obligations of client plans.

Allowance for Doubtful Accounts — We make judgments related to our ability to collect outstanding accounts receivable and unbilled work-in-progress. We provide allowances for receivables when their collection becomes doubtful by recording an expense. We determine the allowance based on our assessment of the realization of receivables using historical information and current economic trends, including assessing the probability of collection from customers. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments owed to us, an increase in the allowance for doubtful accounts would be required. We evaluate the adequacy of the allowance regularly and make adjustments accordingly. Adjustments to the allowance for doubtful accounts could materially affect our results of operations.

Sales and Use Tax — Applicable revenue-based state and use taxes are included in revenue.

Advertising and Promotion Costs — Advertising and promotion costs are expensed as incurred. Advertising costs totaled approximately $50,131 and $51,843 for the nine months ended September 30, 2023 and 2022, respectively.

Property and Equipment and Long-Lived Assets — Property and equipment are stated at cost or estimated fair value if acquired in an acquisition, less accumulated depreciation, and are depreciated over their estimated useful lives, or the lease term, if shorter, using the straight-line method. Leasehold improvements are stated at cost, less accumulated amortization, and are amortized over the shorter of the lease term or estimated useful life of the asset. Maintenance and repair costs are expensed as incurred.

We review our long-lived assets, such as property and equipment and purchased intangible assets subject to amortization, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. We evaluate the recoverability of an asset or asset group by comparing its carrying amount to the estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds its estimated future cash flows, we recognize an impairment charge as the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset.

Recent Accounting Pronouncements

Management has evaluated recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our consolidated financial statements and related disclosures.

NOTE 2 — GOODWILL AND INTANGIBLE ASSETS

We amortize identifiable intangible assets on a straight-line basis over their estimated two-year useful lives. As of March 31, 2023 and December 31, 2022, goodwill and identifiable intangible assets were as follows:

	September 30, 2023		
	Gross Amount	**Accumulated Amortization**	**Net Carrying Amount**
Goodwill	$ 1,002,448	$ —	$ 1,002,448
Patent	1,786	—	1,786
	$ 1,004,234	$ —	$ 1,004,234

	December 31, 2022		
	Gross Amount	Accumulated Amortization	Net Carrying Amount
Goodwill	$ 1,002,448	$ —	$ 1,002,448
Patent	1,786	—	1,786
	$ 1,004,234	$ —	$ 1,004,234

The Company incurred a $716,992 goodwill impairment loss in the year ended December 31, 2022 as a result of writing off the goodwill realized in the acquisitions of KetoSports, Inc. and Jasper Benefits Solutions, LLC.

NOTE 5 — CONVERTIBLE AND PROMISSORY NOTES PAYABLE

Convertible Notes Payable

As of September 30, 2023, we have convertible notes payable having aggregate principal balances of $2,380,112 that are in default. The notes may be converted into our Common Stock, subject to the number of available authorized common shares.

On January 1, 2010, we issued an unsecured $110,000 convertible note that was subsequently acquired by CGS Investments LLC. The note is due on demand, accrues interest at 10% per annum and is convertible into our Common Stock at 50% discount to average close over trailing 20-days Share. In April 2021, the Company and CGS Investments LLC and agreed that the holder will not convert any portion of the note until the Company's note payable to Leonite Capital is repaid in full and CGS Investments LLC fixed its conversion price at $0.02 per share. The $110,000 note principal and $96,288 and $66,060 in accrued interest are outstanding at September 30, 2023 and December 31, 2020, respectively.

In April 2021, the Company and Joseph Masone agreed that Joseph Masone will not convert any portion of the note until the Company's note payable to Leonite Capital is repaid in full and CGS Investments LLC fixed its conversion price at $0.02 per share.

On December 19, 2011, we issued an unsecured $313,000 convertible note to Thomas Cox that matured on June 1, 2012, accrues interest at 12% per annum and is convertible into our Common Stock at $30.00 per share.

On October 15, 2015, we issued a non-interest bearing unsecured $4,000 convertible note to Paul Ensminger that is due on demand and is convertible into our Common Stock at a conversion price equal to a 50% discount to the three-day average closing price of our Common Stock upon request for conversion. The $4,000 note principal is outstanding at September 30, 2023 and December 31, 2021, respectively.

On February 1, 2019, we issued a $10,000 convertible note that matured on August 1, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2% (5.5%). The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of the holder, Dane Basham, or our option should Mr. Basham request repayment in cash. The note principal is convertible into our Common Stock at a conversion price equal to $0.09 per share.

On June 13, 2019, we issued a $32,200 convertible note to Duncan Weir that matured on June 19, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2% (5.5%). The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of Mr. Weir or our option should Mr. Weir request repayment in cash. The note principal is convertible into our Common Stock at a conversion price equal to $0.09 per share.

On April 30, 2019, we issued three $50,000 convertible notes to Charis Retherford, Will Retherford and Sarah Habuda, respectively, that mature on October 27, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2% (5.5%). The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of each note holder. The note principal is convertible into our Common Stock at a conversion price equal to $1.50 per share. In consideration for issuing the note, we received the right to $150,000 in services provided by the individuals.

On April 30, 2019, we issued a $25,000 convertible note to Devmercs LLC ("Devmercs") that matures on October 27, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date (5.5%) plus 2%. The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of Devmercs. The note principal is convertible into our Common Stock at a conversion price equal to $0.75 per share. In consideration for issuing the note, we received the right to $25,000 in services provided by Devmercs.

On May 9, 2019, we issued a $10,000 convertible note to Adrian Ross Brown that matures on November 9, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2% (5.5%). The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of Mr. Brown or our option should Mr. Brown request repayment in cash. The note principal is convertible into our Common Stock at a conversion price equal to $0.27 per share.

On May 23, 2019, we issued a $12,000 convertible note to Christopher Gibson that matures on November 23, 2019 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date (5.5%) plus 2%. The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of Mr. Gibson or our option should Mr. Gibson request repayment in cash. The note principal is convertible into our Common Stock at a conversion price equal to $0.27 per share.

On June 19, 2019, we issued a $50,000 convertible note to Wesley R. Curry that matures on June 14, 2020 and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2% starting June 14, 2020. The note is secured by a blanket lien on all our assets and upon maturity may be converted at the option of Mr. Curry or our option should Mr. Curry request repayment in cash. The note principal is convertible into our Common Stock at a conversion price equal to $0.21 per share.

On June 15, 2021, we issued a total of $85,000 in convertible notes for marketing, search engine optimization and online advertising service to three companies that mature 365 days from issuance and, upon maturity, accrues interest at the U.S. prime rate as of the maturity date plus 2%. On September 15, 2021, we issued an additional $12,500 in notes under the same terms and conditions. The notes are secured by a blanket lien on all our assets and upon maturity may be converted at each note holder's option. The note principal is convertible into our Common Stock at $0.09 per share.

On August 18, 2020, LVGI and Leonite Capital, LLC ("Leonite") entered into a series of agreements pursuant to which LVGI agreed to sell Leonite senior secured convertible notes ("Notes"), issue warrants to Leonite, give Leonite priority rights to purchase shares of LVGI Common Stock should LVGI sell shares through its approved SEC Registration on Form 1-A for up to $1,500,000 in issuance proceeds, give Leonite the right of first refusal on future LVGI financings, and give Leonite the right to acquire a minority interest in future LVGI acquisitions. LVGI sold $655,380 in Notes to Leonite that have a 10% original issuer discount, a 10% interest rate, being equal to the greater of 10% or the U.S. prime rate plus 6.75%. The interest as of September 30, 2023 is 15.75%. The Notes require monthly interest payments and nine equal monthly principal payments starting in September 2021. Based on the Notes sold, we issued to Leonite 523,988 shares of LVGI Common Stock, warrants to purchase 1,523,250 shares of LVGI Common Stock at $0.08 per share for up to ten years, and the right to convert the Notes into LVGI Common Stock at $0.05 per share.

The components of the outstanding principal amounts for convertible notes are as follows:

	September 30, 2023	December 31, 2022
Convertible note holders:		
CGS Investments LLC	$ 110,000	$ 110,000
Joseph Masone	75,650	75,650
Thomas Cox	313,000	313,000
Paul Ensminger	4,000	4,000
Dane Casham	10,000	10,000
Duncan Weir	32,200	32,200
Charis Retherford	50,000	50,000
Sarah Habuda	50,000	50,000
Will Retherford	50,000	50,000
Devmercs LLC	25,000	25,000
Adrian Ross Brown	10,000	10,000
Wesley R. Curry	50,000	50,000
Christopher Gibson	12,000	12,000
Dennis Shaknovich	97,500	97,500
Leonite Capital	1,494,762	1,170,143
	$ 2,384,112	$ 2,298,843

Promissory Notes Payable

On December 31, 2017, Rokin entered into a Employee Compensation Loan Agreement with its Chief Executive Officer, who owns an equity interest in Rokin, ("Rokin CEO") pursuant to which the Rokin CEO agreed to lend Rokin cash and perform CEO services that are repayable on April 1, 2023 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and December 31, 2022, the outstanding loan principal was $403,760.

On January 16, 2017, Rokin entered into a Loan Agreement with two individuals, who own an equity interest in Rokin, pursuant to which Rokin borrowed $18,955 that is repayable on April 1, 2023 with interest accruing at 15% per annum, compounding annually. An earlier advance of $15,000 by the two individuals is being carried under the same terms as the January 16, 2017 Loan Agreement. On September 20, 2017, Rokin entered into a Loan Agreement with the same two individuals pursuant to whom Rokin borrowed $10,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On September 20, 2017, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $10,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 2, 2018, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $12,500 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 17, 2019, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $10,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 21, 2021, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $2,475 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and December 31, 2022, the outstanding loans' principal was $68,930.

On January 16, 2017, Rokin entered into a Loan Agreement with with an entity that owns an equity interest in Rokin, pursuant to which Rokin borrowed $30,120 that is repayable on April 1, 2023 with interest accruing at 15% per annum, compounding annually. An earlier advance of $15,000 by the entity is being carried under the same terms as the January 16, 2017 Loan Agreement. On June 20, 2017, Rokin entered into a Loan Agreement with the same entity pursuant to which Rokin borrowed $16,000 that is repayable on June 20, 2022 with interest accruing at 15% per annum, compounding annually. On September 20, 2017, Rokin entered into a Loan Agreement with the same two individuals pursuant to whom Rokin borrowed $20,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 2, 2018, Rokin entered into a Loan Agreement with the same entity pursuant to which Rokin borrowed $17,444 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 21, 2021, Rokin entered into a Loan Agreement with the same entity pursuant to which Rokin borrowed $3,960 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and December 31, 2022, the outstanding loans' principal was $112,524.

On January 16, 2017, Rokin entered into a Loan Agreement with two individuals, who own an equity interest in Rokin, pursuant to which Rokin borrowed $13,269 that is repayable on April 1, 2023 with interest accruing at 15% per annum, compounding annually. An earlier advance of $10,500 by the two individuals is being carried under the same terms as the January 16, 2017 Loan Agreement. On September 20, 2017, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $7,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On September 20, 2017, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $10,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 2, 2018, Rokin entered into a Loan Agreement with the same entity pursuant to which Rokin borrowed $9,636 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. On January 21, 2021, Rokin entered into a Loan Agreement with the same entity pursuant to which Rokin borrowed $1,738 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and March 31, 2022, the outstanding loans' principal was $52,143.

On September 15, 2017, Rokin entered into a Loan Agreement with the Rokin CEO and an entity controlled by the Rokin CEO pursuant to which the Rokin CEO and related entity agreed to lend Rokin $20,000 that is repayable on September 1, 2022 with interest accruing at 15% per annum, compounding annually. Earlier advances of $110,000 by the Rokin CEO is being carried under the same terms as the January 16, 2017 Loan Agreement. As of September 30, 2023 and December 31, 2022, the outstanding loan principal was $144,500.

On January 16, 2017, Rokin entered into a Loan Agreement with two individuals, who own an equity interest in Rokin, pursuant to which Rokin borrowed $17,000 that is repayable on September 1, 2022 with interest accruing at 15% per annum, compounding annually. On January 18, 2019, Rokin entered into a Loan Agreement with the same two individuals pursuant to which Rokin borrowed $3,000 that is repayable on September 20, 2022 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and December 31, 2022, the outstanding loan principal was $17,000.

On January 22, 2019, Rokin entered into a Loan Agreement with an individual, who own an equity interest in Rokin, pursuant to which Rokin borrowed $35,000 that is repayable on September 1, 2022 with interest accruing at 15% per annum, compounding annually. As of September 30, 2023 and December 31, 2022, the outstanding loan principal was $35,000.

On January 2, 2019, Rokin received a $19,300 non-interest bearing advance from an individual. As of September 30, 2023 and December 31, 2022, the outstanding advance was $19,300.

NOTE 6 – SHORT-TERM ADVANCES

As of September 30, 2023 and December 31, 2022, we owed $267,631 and $252,974, respectively, to the Chief Executive Officer for cash advanced to us for operating purposes. The advances are repayable on demand.

NOTE 7 – WARRANTS

In connection with the sales of Notes to Leonite, we issued a total of 1,523,250 warrants to purchase our Common Stock at $0.08 per share. The warrants expire ten years from their dates of issuance. The warrants may be settled in cash and therefore we have recognized a liability for the outstanding warrants based on their fair market values as of the dates of their issuance. We valued the warrants using the Black-Scholes method and carried the initial values as a debt discount that was amortized over the one-year terms of the Notes.

NOTE 8 – STOCKHOLDERS' EQUITY

Common Stock

In the nine months ended September 30, 2023, we issued 406,760,686 shares of Common Stock as partial repayments of the Leonite Notes, based on conversion prices per share ranging from $0.0018 to $0.0005.

Certain Anti-Takeover Provisions/Agreements with Stockholders

Our restated certificate of incorporation allows the board of directors to issue shares of preferred stock and to determine the price, rights, preferences and privileges of those shares without any further vote or action by our stockholders. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. Issuance of preferred stock, while providing desired flexibility in connection with possible acquisitions and other corporate purposes could make it more difficult for a third party to acquire a majority of our outstanding voting stock.

On May 22, 2012, we authorized one share of no par Series G Preferred ("G") that entitles the holder to (i) exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisioners of the articles of incorporation if any amendment would alter or change any preference or any relative or any right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of voting power of such class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof, (ii) exercise the holder's voting power without converting the G into Common Stock and (iii) convert, at the holder's sole option, a share of G Preferred Stock into Common Stock upon providing the Company with fifteen days written notice with the number of Common shares to be issued being equal to 51% of the then outstanding Common Stock. On May 22, 2012, we issued one share of G to our Chief Executive Officer at the time and on January 15, 2014; our current Chief Executive Officer acquired the share of G. As of September 30, 2023 and December 31, 2022, one share of G is issued and outstanding.

NOTE 9 — (LOSS) INCOME PER COMMON SHARE

We compute basic (loss) income per share ("IPS") by dividing net income or loss available to common stockholders by the weighted average number of shares outstanding during the period, including common stock issuable under participating securities. We compute diluted IPS using the weighted average number of shares outstanding, including participating securities, plus all potentially dilutive common stock equivalents. Common stock equivalents consist of stock options and restricted stock.

As a result of our loss for the nine months ended September 30, 2023, basic and diluted IPS are $(0.00) and $(0.00), respectively, with the number of potentially dilutive shares are excluded from determining the dilutive IPS per share. As a result of our loss for the nine months ended September 30, 2022, basic and diluted IPS are $(0.02) and $(0.02), respectively, because any potentially dilutive shares are excluded from determining the dilutive IPS per share.

As of September 30, 2023 and December 31, 2022, approximately 600,000,000 shares are potentially issuable upon conversion of convertible note principal and interest at the applicable conversion price for each note.

NOTE 10 — SHARE-BASED COMPENSATION

In September 2019, our Board of Directors approved the 2019 Stock Incentive Plan (the "2019 Stock Plan"). Awards permitted under the 2019 Stock Plan include: Stock Options and Other Stock-Based Awards. Awards issued under the 2019 Stock Plan are at the discretion of the Board of Directors.

There were no stock options granted during the nine months ended September 30, 2023.

NOTE 11 —GEOGRAPHICAL INFORMATION

We are headquartered in Tulsa, Oklahoma. All of our long-lived assets are in the U.S.

NOTE 12 — COMMITMENTS AND CONTINGENCIES

(a) Lease Commitments

Under Topic 842, operating lease expense is generally recognized evenly over the term of the lease. The Company has no operating leases. Rent expense was $0 and $4,589 for the nine months ended September 30, 2023 and 2022, respectively.

(b) Other Commitments

As permitted under Nevada law, we have agreements with officers and directors under which we agree to indemnify them for certain events or occurrences while the officer or director is, or was, serving at our request in this capacity. The term of the indemnification period is indefinite. There is no limit on the amount of future payments we could be required to make under these indemnification agreements. Given our historical record of no claims having been made against our officers and directors, we believe the estimated fair value of these indemnification agreements is minimal. Accordingly, there were no liabilities recorded for these agreements as of September 30, 2023 and December 31, 2022.

Under terms of our agreement to acquire a majority interest in Rokin, we committed to raising $1,000,000 to be used primarily as working capital for the Rokin business. On October 1, 2021, we amended our May 6, 2020 agreement to acquire a 51% ownership interest in Rokin and agreed to immediately contribute $200,000 in cash to Rokin to be used as working capital to develop Rokin's business, to contribute before September 30, 2025 an additional $800,000 in cash for such purposes to earmark 25% of any proceeds from sales of our Common Stock to third parties as part of our cash contributions to Rokin. We agreed to issue a total of 3,333 shares of Preferred Stock from Series AG, AH, AI, AJ, AK, AL, AM and AN to the Rokin shareholders with the shares being convertible into our Common Stock at a ratio of 1share of Preferred Stock to 1,000 shares of Common Stock. We agreed to issue a total of 1,333 shares of Preferred Stock from Series AG, AH and AI to three Rokin shareholders who have leading management roles in Rokin, with the shares being convertible into our Common Stock at a ratio of 1share of Preferred Stock to 1,000 shares of Common Stock. Rokin agreed to distribute future excess operating cash, as defined in the agreement, to us and should the cash distributions not reach forecasted amounts, we agreed, subject to cure provisions, that the Company has the right to cause Rokin to acquire the Company's shares of Rokin stock under terms of the May 6, 2020 Buy/Sell Agreement, as amended. We will recognize the value of the additional shares of Preferred Stock issued pursuant to the October 1, 2021 agreement as an addition to the goodwill recognized upon the May 6, 2020 acquisition.

(c) Litigation

From time to time, we are involved in various legal matters arising in the normal course of business. The outcome of this matter is undetermined at this time and currently do not expect the out of any such proceedings, either individually or in the aggregate, to have a material effect on our financial position, cash flows or results of operations.

(d) Employment Agreements

On September 6, 2019, we entered into an employment agreement with SHHI's Chief Executive Officer and President that provides for an annual salary of $200,000, participation in our 2019 Stock Option Plan and incentive compensation plan and eight weeks of annual paid leave. On April 1, 2019, we granted our Chief Executive Officer and President 833,333 stock options having a grant price of $0.30 per share, a two-year term, quarterly vesting on a straight-line basis and the right to start exercising on April 1, 2020. On August 8, 2019, we amended the employment agreement to reassign his role to be LVGI's Chief Operating Officer.

On January 15, 2014, we entered into an employment agreement with our Chief Executive Officer ("CEO Agreement") that provides for his services for a nine-month period ended July 15, 2014 and is automatically extended for one-year periods provided that neither party has terminated the Agreement with 60-day prior written notice. Compensation under the CEO Agreement consists of a $1 annual salary and the right to receive a three-year option to purchase up to 200,000 shares of our Common Stock at $0.30 per share. The CEO Agreement provides for the payment of an annual operational incentive bonus in the amount of 1% of fiscal year revenues, provided we are profitable under terms defined by the CEO Agreement, an annual profit incentive bonus equal to 1% of our pre-tax operating profits, a discretionary bonus determined by our Board of Directors all of which bonuses are payable in our Common Stock and cash of an equal basis. In the event that any of the our product lines are sold, the CEO Agreement calls for the Chief Executive Officer to be paid 3% of the gross proceeds from the sale at closing. Effective April 1, 2019, we agreed to amend the CEO Agreement to provide for an annual salary of $300,000 payable in cash and to reaffirm that our Chief Executive Officer has the right to receive 200,000 stock options and that such option have no expiration date. We have not yet issued the stock option. For the nine month ended September 30, 2023 and 2022, no discretionary bonuses were awarded and we incurred no bonus expense under the terms of the CEO Agreement, as amended.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Joseph Francella certify that:

1. I have reviewed this Disclosure Statement for Limitless Venture Group, 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.

November 3, 2023 [Date]

/s/ Joseph Francella [CEO's Signature]

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

Principal Financial Officer:

I, Joseph Francella certify that:

1. I have reviewed this Disclosure Statement for Limitless Venture Group, 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.

November 3, 2023 [Date]

/s/ Joseph Francella [CFO's Signature]

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