

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

## **Maison Luxe, Inc.**

**(a Nevada corporation)**

**1 Bridge Plaza North, 2nd Floor Fort Lee, New Jersey 07024**

**551-486-3980**

**www.maisonluxeny.com**

**aidnani23@gmail.com**

**SIC CODE: 5944 / 59440102**

## **Quarterly Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

191,966,409 shares and 191,966,409 shares of common stock as of September 30, 2023, and November 14, 2023, respectively.

160,166,409 shares of common stock as of March 31, 2023.

7,059,903 shares of common stock as of March 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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

**In May 2020, the Company acquired all the assets of Maison Luxe, LLC, a Delaware limited liability company. Maison Luxe, Inc, (the "Company") was incorporated in the State of Nevada on June 20, 2002, under the name MK Automotive, Inc. In February 2017, the Company acquired all the outstanding capital stock of Clikia Corp., a Louisiana corporation. In March 2017, the Company changed its corporate name to "Clikia Corp." In May 2020, the Company acquired all the assets of Maison Luxe, LLC, a Delaware limited liability company.**

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

**The Company was incorporated in the State of Nevada on June 20, 2002, under the name MK Automotive, Inc.**

**In May 2020, the Company acquired all the assets of Maison Luxe, LLC, a Wyoming limited liability company.**

**The Company is Active and in Good Standing in the State of Nevada.**

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

**None.**

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

**None.**

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

**1 Bridge Plaza North, 2nd Floor Fort Lee, New Jersey 07024**

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: PACIFIC STOCK TRANSFER CO.

Phone: 800-785-7782

Email: luke@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	<b>MASN</b>
Exact title and class of securities outstanding:	<b>COMMON STOCK</b>
CUSIP:	<b>56066P107</b>
Par or stated value:	<b>\$ .00001</b>
Total shares authorized:	<b>500,000,000</b> as of date: November 14, 2023
Total shares outstanding:	<b>191,966,409</b> as of date: November 14, 2023
Total number of shareholders of record:	<b>72</b> as of date: November 14, 2023

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

None.

**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:	<b>SERIES A SUPER VOTING PREFERRED STOCK</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$ .00001</b>
Total shares authorized:	<b>2,000,000</b> as of date: November 14, 2023
Total shares outstanding:	<b>2,000,000</b> as of date: November 14, 2023
Total number of shareholders of record:	<b>One (1)</b> as of date: November 14, 2023

**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.**

**Common Stock**

**General.** The holders of our common stock currently have (a) equal ratable rights to dividends from funds legally available therefore, when, as and if declared by our Board of Directors; (b) are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of our company; (c) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights applicable thereto; and (d) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote. Our Bylaws provide that, at all meetings of the shareholders for the election of directors, a plurality of the votes cast shall be sufficient to elect. On all other matters, except as otherwise required by Nevada law or our Articles of Incorporation, as amended, a majority of the votes cast at a meeting of the shareholders shall be necessary to authorize any corporate action to be taken by vote of the shareholders.

**Non-cumulative Voting.** Holders of shares of our common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in such event, the holders of the remaining shares will not be able to elect any of our directors.

**Pre-emptive Rights.** As of the date of this Offering Circular, no holder of any shares of our common stock or Series A Super Voting Preferred Stock has pre-emptive or preferential rights to acquire or subscribe for any unissued shares of any class of our capital stock not disclosed herein.

**Dividend Policy.** We have never declared or paid any dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

**Shareholder Meetings.** Our bylaws provide that special meetings of shareholders may be called only by our Board of Directors, the chairman of the board, or our president, or as otherwise provided under Nevada law.

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

#### **Series A Super Voting Preferred Stock**

**Voting.** Holders of the Series A Super Voting Preferred Stock (the Series A Preferred Stock) have 500 times that number of votes on all matters submitted to the shareholders that each shareholder of our common stock is entitled to vote at each meeting of shareholders with respect to all matters presented to the shareholders for their action or consideration. Holders of the Series A Preferred Stock shall vote together with the holders of our common stock as a single class.

**Dividends.** Holders of Series A Preferred Stock shall not be entitled to receive dividends paid on our common stock. Dividends paid to holders of the Series A Preferred Stock are at the discretion of our Board of Directors.

**Liquidation Preference.** Upon the liquidation, dissolution and winding up of our company, whether voluntary or involuntary, holders of the Series A Preferred Stock are not entitled to receive any of our assets.

**No Conversion.** The shares of Series A Preferred Stock are not convertible into shares of our common stock.

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

None.

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.**

None.

### **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: <u>Opening Balance</u> Date 3/31/2021 Common: 7,059,903 Preferred: 2,000,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
April 13 <sup>th</sup> , 2021	New Issuance	267,000	Common	\$200,250	Yes	Power Up Lending, LTD, - Seth Kramer	Cash	Free-Trading	Regulation A under the Securities Act of 1933
April 23 <sup>rd</sup> , 2021	New Issuance	100,000	Common	\$75,000	Yes	Tri-Bridge Ventures, LLC. - John Forsythe III	Cash	Free-Trading	Regulation A under the Securities Act of 1933
May 11 <sup>th</sup> , 2021	New Issuance	134,000	Common	\$100,500	Yes	GPL Ventures LLC – Alex Dillon	Cash	Free-Trading	Regulation A under the Securities Act of 1933
June 28 <sup>th</sup> , 2021	New Issuance	200,000	Common	\$150,000	Yes	GPL Ventures LLC – Alex Dillon	Cash	Free-Trading	Regulation A under the Securities Act of 1933
August 16 <sup>th</sup> , 2021	New Issuance	40,000	Common	\$30,000	Yes	Leonard Tucker, LLC. – Leonard Tucker	Services Provided	Restricted	4(a)(2)
October 15 <sup>th</sup> , 2021,	New Issuance	40,000	Common	\$4,800	Yes	Leonard Tucker, LLC. – Leonard Tucker	Services Provided	Restricted	4(a)(2)
May 13 <sup>th</sup> 2022	New Issuance	156,250	Common	\$1,562.50	No	John Cormier	Services Provided	Restricted	4(a)(2)

May 13 <sup>th</sup> 2022	New Issuance	156,250	Common	\$1,562.50	No	Thiery Chaunu	Services Provided	Restricted	4(a)(2)
May 13 <sup>th</sup> 2022	New Issuance	50,000,000	Common	\$500,000	No	Anil Idnani	Services Provided	Restricted	4(a)(2)
May 13 <sup>th</sup> 2022	New Issuance	25,000,000	Common	\$250,000	No	Raj Idnani	Services Provided	Restricted	4(a)(2)
May 13 <sup>th</sup> 2022	New Issuance	5,000,000	Common	\$50,000	No	Pleasant Goods, LLC. - Juan Manuel Rodriguez Jr,	Services Provided	Restricted	4(a)(2)
May 13 <sup>th</sup> 2022	New Issuance	5,000,000	Common	\$50,000	No	Leonard Tucker, LLC. - Leonard Tucker	Services Provided	Restricted	4(a)(2)
May 18 <sup>th</sup> 2022	New Issuance	5,000,000	Common	\$50,000	Yes	A2G, LLC. – Alexander Benz	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
May 18 <sup>th</sup> 2022	New Issuance	5,000,000	Common	\$50,000	Yes	Quick Capital, LLC. – Eilon Natan	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
May 18 <sup>th</sup> 2022	New issuance	5,000,000	Common	\$50,000	Yes	Marbletown Advisors, LLC. - Jasahn Sommerville	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
June 29 <sup>th</sup> 2022	New issuance	5,000,000	Common	\$50,000	Yes	A2G, LLC. - Alexander Benz	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
June 29 <sup>th</sup> 2022	New issuance	5,000,000	Common	\$50,000	Yes	Quick Capital, LLC. – Eilon Natan	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
July 7 <sup>th</sup> 2022	New issuance	3,000,000	Common	\$30,000	Yes	Boot Capital, LLC. – Pete Rosten	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
October 12, 2022	New issuance	12,000,000	Common	\$36,000	Yes	A2G, LLC. - Alexander Benz	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
November 16, 2022	Cancellation	(3,000,000)	Common	\$(30,000)	N/A	Boot Capital, LLC. – Pete Rosten	Cancellation of Stock Subscription	N/A	N/A

November 16, 2022	New issuance	1,006,503	Common	\$5,032	Yes	Ryan Shearman	Director Services	Restricted	Section 4(a)(2)
November 16, 2022	New issuance	1,006,503	Common	\$5,032	Yes	Ryan Shearman	Director Services	Restricted	Section 4(a)(2)
November 17, 2022	New issuance	14,000,000	Common	\$42,000	Yes	A2G, LLC - (Alexander Benz)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
December 12, 2022	New issuance	7,000,000	Common	\$21,000	Yes	GW Capital Ventures, LLC (Noah Weinstein)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
December 14, 2022	New issuance	7,000,000	Common	\$21,000	Yes	South Form Principal Holdings, LLC (Peter Rosten)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
April 6, 2023	New Issuance	7,900,000	Common	\$23,700	Yes	May Davis Partners Acquisitions Company, LLC (Owen May)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
April 10, 2023	New Issuance	7,900,000	Common	\$23,700	Yes	Quick Capital, LLC (Eilon Natani)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
April 10, 2023	New Issuance	16,000,000	Common	\$48,000	Yes	Continuation Capital, Inc. (Paul Winkle)	Stock Subscription	Free-Trading	Regulation A under the Securities Act of 1933
Shares Outstanding on Date of this Report: Outstanding Balance, November 14, 2023									
Common: 191,966,409 Preferred: 2,000,000									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
February 24 <sup>th</sup> , 2017	\$4,741	\$3,400	\$1,341	February 24 <sup>th</sup> , 2018	The total number of shares due shall equal the Conversion Amount divided by the Conversion Price.  Conversion Price shall equal 50% of the lowest Trading Price during the valuation period.	Schooner Equities, LLC. – Kenneth W. Brand	Convertible Note
January 8 <sup>th</sup> 2021	\$117,023	\$150,000	\$39,523	January 8 <sup>th</sup> 2022	The total number of shares due shall equal the Conversion Amount divided by the Conversion Price. Conversion Price shall equal 50% of the lowest Trading Price during the valuation period.	A2G, LLC. – Alexander Benz	Convertible Note
May 4 <sup>th</sup> , 2021	\$205,012	\$200,000	\$47,012	May 4 <sup>th</sup> , 2022	The total number of shares due shall equal the Conversion Amount divided by the Conversion Price. Conversion Price shall equal 50% of the lowest Trading Price during the valuation period.	A2G, LLC – Alexander Benz	Convertible Note
January 3 <sup>rd</sup> 2022	\$192,000	\$200,000	-0-	January 3 <sup>rd</sup> 2023	Right to convert any amount due under this Note into shares of any qualified Regulation A Offering and right to convert at .01 per share	Christine Arenella	Loan
January 3 <sup>rd</sup> 2022	\$247,000	\$300,000	-0-	January 3 <sup>rd</sup> 2023	Right to convert any amount due under this Note into shares of any qualified Regulation A Offering and right to convert at .01 per share	Cimarron Capital, Inc. Peter Aiello	Loan
October 12, 2022	\$26,219	\$25,000	\$1,219	October 12, 2023	The total number of shares due shall equal the Conversion Amount divided by the Conversion Price. Conversion Price shall equal 50% of the lowest Trading Price during the valuation period.	A2G, LLC – Alexander Benz	Loan

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

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#### 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](http://www.otcmarkets.com)).

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

**Our company's sole officer and a Director, Mr. Anil Idnani, founded the Maison Luxe Business with the vision of offering highly desired luxury retail consumer items that are responsibly-sourced and affordable to the end customer. Because of the dynamics and structure with the luxury retail industry, customers who desire luxury items are unable to avail themselves of such items, due to the unreliable nature of sellers and exorbitant prices. It is this void in the marketplace that Mr. Idnani identified as a business opportunity and established the Maison Luxe Business to provide customers with the experience of purchasing luxury items as a standard. Mr. Idnani's vision for Maison Luxe comes from his vast background in the luxury trade through his involvement in his family-owned and operated travel retail businesses, which were established over 30 years ago. As part of his responsibilities, Mr. Idnani developed an expertise in fine timepieces and jewelry, developing relationships with store fronts in duty-free ports in areas, such as Alaska and the U.S. Virgin Islands. In order to stay current with the brands and consumer needs, Mr. Idnani will continue to attend trade shows, both abroad and domestic, to develop additional knowledge and industry relationships with many of the most prestigious luxury brands available.**

**The business known as "Maison Luxe" was founded in January 2020, with the vision of becoming an industry leader in luxury retail. Maison Luxe focuses its efforts primarily within the fine time pieces and jewelry segments both on a wholesale and B2C (business-to-consumer) basis.**

**The Maison Luxe Business currently exploits three primary sales channels through which it sells its luxury retail items: (1) private client direct sales; (2) sales to wholesalers; and (3) sales to retail stores. Future sales efforts will remain reliant upon such sales channels, with an expanding presence in available social media sales channels and a more robust e-commerce sales channel through the Maison Luxe website.**

**Maison Luxe has been able to achieve relatively high volume and transactional sales due, in large measure, to its relationships with vendors, private clients and wholesalers. In addition, Maison Luxe has taken steps necessary to establishing an e-commerce platform through its website. It is expected that such e-commerce platform, in its fully functional format, will be ready to launch during the third quarter of 2020.**

**Maison Luxe only sources its items from reputable vendors that are well known to Mr. Idnani. Mr. Idnani chooses to stock items that are only in high demand and valuable with potential market appreciation. Maison Luxe aims to provide a quality experience to its customers, by always keeping inventory up to date and with a well-curated, post-sale process. Through its high-quality customer service efforts, customers are able address questions or concerns with purchased products or to inquire of product availability. Maison Luxe is not sponsored by, associated with or affiliated with any of its advertised brands or their subsidiaries.**

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

**Wholly-owned subsidiary: Maison Luxe, Inc., a Wyoming corporation.**

C. Describe the issuers' principal products or services.

**The Maison Luxe Business currently exploits three primary sales channels through which it sells its luxury retail items: (1) private client direct sales; (2) sales to wholesalers; and (3) sales to retail stores. Future sales efforts will remain reliant upon such sales channels, with an expanding presence in available social media sales channels and a more robust e-commerce sales channel through the Maison Luxe website.**

## 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.

**Our sole officer and director provides our company with the office space required for our current operations at no charge. Our business office is located at 1 Bridge Plaza, 2nd Floor, Fort Lee, New Jersey. We do not own any real property.**

## 6) Officers, Directors, and Control Persons

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Anil Idnani	Officer/Director/Owner	1 Bridge Plaza North Suite 2 Fort Lee, NJ 07024	53,045,699	Common	33.12%	3,000,000 of these shares are currently owned by Maison Luxe, LLC, a Delaware limited liability company 100% owned by Mr. Idnani.
Anil Idnani	Officer/Director/Owner	1 Bridge Plaza North Suite 2 Fort Lee, NJ 07024	2,000,000	Series A Super Voting Preferred Stock	100%	
John Cormier	Director	169 E. Flagler St. Suite 1518 Miami, FL 33131	156,250	Common	.01%	
Thiery Chaunu	Director	132 E 43 <sup>rd</sup> St #341 New York, NY 10017	156,250	Common	.01%	
Ryan Shearman	Director	201 Railroad Ave #221 East Rutherford, NJ 07073	2,013,006	Common	1.24%	

Raj Idnani	5% Holder	121 Madison Ave. #3J New York, New York 10016	25,000,000	Common	15.57%	
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## 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: Eric Newlan, Esq.  
Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road, Suite 107-762  
Address 2: Flower Mound, Texas 75022  
Phone: 940-367-6154  
Email: eric@newlanpllc.com

#### Accountant or Auditor

Name: Elliot Berman  
Firm: Berman Audit & Advisory, P.A.  
Address 1: Boca Raton, FL 33498  
Address 2:  
Phone: 954-729-3025  
Email: eberman@bermanauditadvisorycpa.com

#### Investor Relations

Name: N/A  
Firm: N/A  
Address 1: N/A  
Address 2: N/A  
Phone: N/A  
Email: N/A

*All other means of Investor Communication:*

Twitter: @MaisonLuxelnc  
Discord: N/A  
LinkedIn: N/A  
Facebook: facebook.com/maisonluxeny  
Instagram: instagram.com/maisonluxeny

#### Other Service Providers

Provide the name of any other service provider(s) **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: N/A  
Firm: N/A  
Nature of Services: N/A  
Address 1: N/A  
Address 2: N/A  
Phone: N/A  
Email: N/A

### **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)<sup>2</sup>:

Name: Elliot Berman  
Title: Managing Director  
Relationship to Issuer: **Outside Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Berman is a CPA and is a principal in an established accounting firm.**

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

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

**[ ISSUER CERTIFICATION PAGE FOLLOWS ]**

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<sup>2</sup> 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.

## 10) Issuer Certification

### *Principal Executive Officer:*

I, Anil Idnani, the Chief Executive Officer of Maison Luxe, Inc., certify that:

1. I have reviewed this Disclosure Statement for Maison Luxe, 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 14, 2023

/s/ Anil Idnani

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

### *Principal Financial Officer:*

I, Anil Idnani, the Chief Financial Officer of Maison Luxe, Inc., certify that:

1. I have reviewed this Disclosure Statement for Maison Luxe, 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 14, 2023

/s/ Anil Idnani

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

**Maison Luxe, Inc. and Subsidiary**

	<u>Page(s)</u>
Consolidated Balance Sheets (Unaudited)	1
Consolidated Statements of Operations (Unaudited)	2
Consolidated Statements of Changes in Stockholders' Deficit (Unaudited)	3 - 4
Consolidated Statements of Cash Flows (Unaudited)	5
Consolidated Financial Statements (Unaudited)	6 - 23

**Maison Luxe, Inc. and Subsidiary**  
**Consolidated Balance Sheets**

	<u>September 30, 2023</u>	<u>March 31, 2023</u>
	<u>(Unaudited)</u>	<u>(Unaudited)</u>
<b><u>Assets</u></b>		
<b>Current Assets</b>		
Cash	\$ 253	\$ 122,639
Accounts receivable	137,200	560,800
Inventory	1,141,978	882,946
Prepaid expenses	37,000	37,000
<b>Total Current Assets</b>	<u>1,316,431</u>	<u>1,603,385</u>
<b>Other Assets</b>		
Note Receivable	-	200,000
Investments - related parties	200,000	200,000
<b>Total Other Assets</b>	<u>200,000</u>	<u>400,000</u>
<b>Total Assets</b>	<u><u>\$ 1,516,431</u></u>	<u><u>\$ 2,003,385</u></u>
<b><u>Liabilities and Stockholders' Deficit</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 670,098	\$ 1,459,137
Accounts payable and accrued expenses - related party	64,270	141,500
Derivative liabilities	1,020,113	909,471
Convertible notes payable - net	702,900	1,195,900
Notes payable	-	1,326,000
<b>Total Current Liabilities</b>	<u>2,457,381</u>	<u>5,032,008</u>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Deficit</b>		
Preferred stock, \$0.00001 par value, 5,000,000 shares authorized		
2,000,000 shares issued and outstanding, respectively	20	20
Common stock, \$0.00001 par value, 500,000,000 shares authorized		
191,966,409 and 160,166,409 shares issued and outstanding, respectively	1,920	1,602
Additional paid-in capital	8,995,672	8,900,590
Accumulated deficit	<u>(9,938,562)</u>	<u>(11,930,835)</u>
<b>Total Stockholders' Deficit</b>	<u>(940,950)</u>	<u>(3,028,623)</u>
<b>Total Liabilities and Stockholders' Deficit</b>	<u><u>\$ 1,516,431</u></u>	<u><u>\$ 2,003,385</u></u>

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



**Maison Luxe, Inc. and Subsidiary**  
**Consolidated Statements of Operations**  
(Unaudited)

	<b>For the Three Months Ended September 30,</b>		<b>For the Six Months Ended September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
<b>Sales</b>	\$ 2,648,495	\$ 3,711,167	\$ 4,525,577	\$ 5,229,617
<b>Cost of sales</b>	<u>1,800,939</u>	<u>4,333,295</u>	<u>4,159,870</u>	<u>5,799,403</u>
<b>Gross profit (loss)</b>	847,556	(622,128)	365,707	(569,786)
<b>General and administrative expenses</b>	<u>219,109</u>	<u>336,571</u>	<u>395,142</u>	<u>4,978,613</u>
<b>Income (loss) from operations</b>	<u>628,447</u>	<u>(958,699)</u>	<u>(29,435)</u>	<u>(5,548,399)</u>
<b>Other income (expense)</b>				
Amortization of debt discount	(6,250)	(62,500)	(12,500)	(141,667)
Change in fair value of derivative liabilities	85,341	105,710	(689,309)	58,284
Gain on debt extinguishment	-	-	2,798,171	-
Interest expense	<u>(14,298)</u>	<u>(69,068)</u>	<u>(74,654)</u>	<u>(136,222)</u>
<b>Total other expense - net</b>	<u>64,793</u>	<u>(25,858)</u>	<u>2,021,708</u>	<u>(219,605)</u>
<b>Net income (loss)</b>	<u>\$ 693,240</u>	<u>\$ (984,557)</u>	<u>\$ 1,992,273</u>	<u>\$ (5,768,004)</u>
<b>Income (loss) per share - basic and diluted</b>	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	<u>\$ 0.01</u>	<u>\$ (0.05)</u>
<b>Weighted average number of shares - basic and diluted</b>	<u>191,966,409</u>	<u>96,254,837</u>	<u>190,879,524</u>	<u>120,990,360</u>

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

Maison Luxe, Inc. and Subsidiary  
Consolidated Statements of Changes in Stockholders' Deficit  
For the Three and Six Months Ended September 30, 2023  
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>March 31, 2023 (Unaudited)</b>	2,000,000	20	160,166,409	1,602	8,900,590	(11,930,835)	(3,028,623)
Common stock issued for cash	-	-	31,800,000	318	95,082	-	95,400
Net income	-	-	-	-	-	1,299,033	1,299,033
<b>June 30, 2023 (Unaudited)</b>	2,000,000	20	191,966,409	1,920	8,995,672	(10,631,802)	(1,634,190)
Net income	-	-	-	-	-	693,240	693,240
<b>September 30, 2023 (Unaudited)</b>	<b>2,000,000</b>	<b>\$ 20</b>	<b>191,966,409</b>	<b>\$ 1,920</b>	<b>\$ 8,995,672</b>	<b>\$ (9,938,562)</b>	<b>\$ (940,950)</b>

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

Maison Luxe, Inc. and Subsidiary  
Statements of Changes in Stockholders' Equity (Deficit)  
For the Three and Six Months Ended September 30, 2022  
(Unaudited)

	Preferred Stock		Common Stock		Common Stock Issuable		Common Stock Returnable		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
<b>March 31, 2022 (Unaudited)</b>	2,000,000	20	7,840,903	78	312,500	4	-	-	4,272,045	(5,269,574)	(997,427)
Common stock issued for cash	-	-	25,000,000	250	-	-	-	-	249,750	-	250,000
Common stock issued for services	-	-	10,000,000	100	-	-	-	-	499,900	-	500,000
Common stock issued for services - related parties	-	-	75,000,000	750	-	-	-	-	3,749,250	-	3,750,000
Issuance of common stock issuable	-	-	312,500	4	(312,500)	(4)	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	-	(4,783,447)	(4,783,447)
<b>June 30, 2022 (Unaudited)</b>	2,000,000	20	118,153,403	1,182	-	-	-	-	8,770,945	(10,053,021)	(1,280,874)
Common stock issued for cash	-	-	3,000,000	30	-	-	(3,000,000)	(30,000)	29,970	-	-
Net income	-	-	-	-	-	-	-	-	-	(984,557)	(984,557)
<b>September 30, 2022 (Unaudited)</b>	<b>2,000,000</b>	<b>\$ 20</b>	<b>121,153,403</b>	<b>\$ 1,212</b>	<b>-</b>	<b>\$ -</b>	<b>(3,000,000)</b>	<b>\$ (30,000)</b>	<b>13,050,065</b>	<b>\$ (15,821,025)</b>	<b>\$ (2,265,431)</b>

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

**Maison Luxe, Inc. and Subsidiary**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Six Months Ended September 30,</b>	
	<b>2023</b>	<b>2022</b>
<b>Operating activities</b>		
Net income (loss)	\$ 1,992,273	\$ (5,768,004)
Adjustments to reconcile net loss to net cash used in operations		
Common stock issued for services	-	500,000
Common stock issued for services - related parties	-	3,750,000
Amortization of debt discount	12,500	141,667
Change in fair value of derivative liabilities	689,309	(58,284)
Gain on debt extinguishment (derivative liabilities - convertible debt)	(2,798,171)	-
Changes in operating assets and liabilities		
Increase (decrease) in		
Accounts receivable	423,600	(107,950)
Inventory	(259,032)	889,651
Prepaid expenses	-	(30,000)
Accounts payable and accrued expenses	(256,535)	150,294
Accounts payable and accrued expenses - related party	(77,230)	-
<b>Net cash used in operating activities</b>	<b>(273,286)</b>	<b>(532,626)</b>
<b>Investing activities</b>		
Purchase of investments	-	(17,700)
Repayment of note receivable	200,000	-
<b>Net cash provided by (used in) investing activities</b>	<b>200,000</b>	<b>(17,700)</b>
<b>Financing activities</b>		
Proceeds from issuance of notes payable	-	10,000
Repayments on convertible notes payable	(144,500)	(20,000)
Stock issuances for cash	95,400	250,000
<b>Net cash provided by (used in) financing activities</b>	<b>(49,100)</b>	<b>240,000</b>
<b>Net decrease in cash</b>	<b>(122,386)</b>	<b>(310,326)</b>
<b>Cash - beginning of period</b>	<b>122,639</b>	<b>402,596</b>
<b>Cash - end of period</b>	<b>\$ 253</b>	<b>\$ 92,270</b>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ 14,496	\$ -
Cash paid for income tax	\$ -	\$ -
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Common stock returnable	\$ -	\$ 30,000

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

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Note 1 - Organization and Nature of Operations**

Maison Luxe, Inc. and Subsidiary (collectively, “we,” “us,” “our” or the “Company”) offers highly desired luxury retail consumer item such as fine time pieces and jewelry segment both on wholesale and business to consumer basis.

The parent (Maison Luxe Inc.) and subsidiaries are organized as follows:

<u>Company Name</u>	<u>Incorporation Date</u>	<u>State of Incorporation</u>
Maison Luxe, Inc. ("Maison Luxe")	January 20, 2002	Nevada
Maison Luxe, LLC ("Maison Luxe")	May 11, 2020	Wyoming

**Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

**Liquidity, Going Concern and Management’s Plans**

These unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

As reflected in the accompanying unaudited consolidated financial statements, for the six months ended September 30, 2023, the Company had:

- Net income of \$1,992,273 (primarily due to a gain on debt extinguishment of \$2,798,171); and
- Net cash used in operations was \$273,286

Additionally, at September 30, 2023, the Company had:

- Accumulated deficit of \$9,938,562
- Stockholders’ deficit of \$940,950; and
- Working capital deficit of \$1,140,950

The Company has cash on hand of \$253 at September 30, 2023. Although the Company intends to raise additional debt or equity capital, the Company expects to continue to incur significant losses from operations and have negative cash flows from operating activities for the near-term. These losses could be significant as merchandise sales revenues ramp up along with continuing expenses related to consulting, compensation, professional fees, and regulatory fees are incurred.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

The Company has incurred significant losses since its inception and has not demonstrated an ability to generate sufficient revenues to achieve profitable operations. There can be no assurance that profitable operations will ever be achieved, or if achieved, could be sustained on a continuing basis. In making this assessment we performed a comprehensive analysis of our current circumstances including: our financial position, our cash flows and cash usage forecasts for the period ended March 31, 2024, and our current capital structure including equity-based instruments and our obligations and debts. The Company has satisfied its obligations from the issuance of both debt and equity; however, there is no assurance that such successful efforts will continue.

If the Company does not obtain additional capital, the Company will be required to reduce the scope of its business development activities or cease operations. The Company continues to explore obtaining additional capital financing sources and the Company is closely monitoring its cash balances, cash needs, and expense levels.

These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these unaudited consolidated financial statements are issued. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Accordingly, the unaudited consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.

Management's strategic plans include the following:

- Pursuing additional capital raising opportunities (debt and/or equity),
- Continuing to develop core operations that will generate revenues,
- Explore and execute prospective partnering opportunities; and
- Identifying unique market opportunities that represent potential positive short-term cash flow.

**Note 2 - Summary of Significant Accounting Policies**

**Principles of Consolidation**

These unaudited consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of the Company and its majority owned subsidiary. All intercompany transactions and balances have been eliminated.

**Business Segments**

The Company uses the "management approach" to identify its reportable segments. The management approach requires companies to report segment financial information consistent with information used by management for making operating decisions and assessing performance as the basis for identifying the Company's reportable segments. The Company manages its business as one reportable segment. We do not have any property or equipment outside of the United States.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Risks and Uncertainties**

The Company operates in an industry that is subject to intense competition and changes in consumer demand. The Company's operations are subject to significant risk and uncertainties including financial and operational risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in sales and earnings. The factors expected to contribute to this variability include, among others, (i) the cyclical nature of the industry, (ii) general economic conditions in the various local markets in which the Company competes, including a potential general downturn in the economy, and (iii) the volatility of prices in connection with the Company's distribution of the product. These factors, among others, make it difficult to project the Company's operating results on a consistent basis.

**Use of Estimates**

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited consolidated financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates, and those estimates may be material.

Significant estimates during the three months ended June 30, 2023 and 2022, include the valuation of derivative liabilities, valuation of stock-based compensation, uncertain tax positions, and the valuation allowance on deferred tax assets.

**Fair Value of Financial Instruments**

The Company accounts for financial instruments under Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements*. ASC 820 provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

The three tiers are defined as follows:

- Level 1 - Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 - Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities; and
- Level 3 - Unobservable inputs that are supported by little or no market data, which require the Company to develop its own assumptions.

The determination of fair value and the assessment of a measurement's placement within the hierarchy requires judgment. Level 3 valuations often involve a higher degree of judgment and complexity. Level 3 valuations may require the use of various cost, market, or income valuation methodologies applied to unobservable management estimates and assumptions. Management's assumptions could vary depending on the asset or liability valued and the valuation method used. Such assumptions could include estimates of prices, earnings, costs, actions of market participants, market factors, or the weighting of various valuation methods. The Company may also engage external advisors to assist us in determining fair value, as appropriate.

Although the Company believes that the recorded fair value of our financial instruments is appropriate, these fair values may not be indicative of net realizable value or reflective of future fair values.

The Company's financial instruments, including cash, accounts receivable, accounts payable and accrued expenses, accounts payable and accrued expenses – related parties, convertible notes payable and notes payable, are carried at historical cost. At September 30, 2023 and March 31, 2023, respectively, the carrying amounts of these instruments approximated their fair values because of the short-term nature of these instruments.

ASC 825-10 *"Financial Instruments"* allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value ("fair value option"). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding financial instruments.

### **Cash and Cash Equivalents and Concentration of Credit Risk**

For purposes of the unaudited consolidated statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents. At September 30, 2023 and March 31, 2023, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is \$250,000. At September 30, 2023 and March 31, 2023, cash in bank exceeded FDIC insured limits by \$0 and \$0, respectively.



**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Accounts Receivable**

Accounts receivable are stated at the amount management expects to collect from outstanding customer balances. Credit is extended to customers based on an evaluation of their financial condition and other factors. Interest is not accrued on overdue accounts receivable. The Company does not require collateral.

Management periodically assesses the Company's accounts receivable and, if necessary, establishes an allowance for estimated uncollectible amounts. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. Accounts determined to be uncollectible are charged to operations when that determination is made.

Allowance for doubtful accounts was \$0 and \$0 at September 30, 2023 and March 31, 2023, respectively.

For the six months ended September 30, 2023 and 2022, the Company recorded bad debt expense of \$0 and \$0, respectively.

**Inventory**

Inventory consists of fine time pieces and jewelry.

Inventory is stated at the lower of cost or market.

Cost is determined using the first-in, first-out (FIFO) method of inventory valuation. Management assesses the recoverability and establishes reserves of the various inventory components on a quarterly basis and is based on the estimated net realizable values of respective finished inventory.

At September 30, 2023 and March 31, 2023, inventory was \$1,141,978 and \$882,946, respectively.

**Note Receivable**

In December 2022, the Company advanced \$270,000 to a third party. The note is due on demand and bears monthly simple interest at 2.5% of the outstanding balance. At September 30, 2023 and March 31, 2023, the note receivable was as follows:

Balance - March 31, 2022	\$ -
Advances	270,000
Repayments	<u>(70,000)</u>
Balance - March 31, 2023	200,000
Repayment of note receivable	<u>(200,000)</u>
Balance - September 30, 2023	<u><u>\$ -</u></u>

During 2023, the Company received total payments of \$288,231, of which \$270,000 was principal repayments and \$18,231 was interest income. The note was repaid in full in 2024.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Investments – Related Parties**

The Company has advanced funds for various investments into other companies at various stages of growth, all of which are carried at cost. The Company previously invested in an entity controlled by a family member related to the Chief Executive Officer as well as an entity controlled by a Board Member.

At September 30, 2023 and March 31, 2023 investments – related parties were as follows:

Balance - March 31, 2022	\$	265,000
Return of capital		<u>(65,000)</u>
Balance - March 31, 2023		200,000
No activity		<u>-</u>
Balance - September 30, 2023	\$	<u><u>200,000</u></u>

**Property and Equipment**

Expenditures for repair and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations.

Management reviews the carrying value of its property and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. There were no impairment losses for the three and six months ended September 30, 2023 and 2022, respectively.

**Derivative Liabilities**

The Company assessed the classification of its derivative financial instruments as of September 30, 2023 and March 31, 2023, which consist of convertible notes payable and has determined that such instruments qualify for treatment as derivative liabilities as they meet the criteria for liability classification under ASC 815.

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic No. 480, ("ASC 480"), "*Distinguishing Liabilities from Equity*" and FASB ASC Topic No. 815, ("ASC 815") "*Derivatives and Hedging*". Derivative liabilities are adjusted to reflect fair value at each reporting period, with any increase or decrease in the fair value recorded in the results of operations (other income/expense) as change in fair value of derivative liabilities. The Company uses a binomial pricing model to determine fair value of these instruments.

Upon conversion or repayment of a debt instrument in exchange for shares of common stock, where the embedded conversion option has been bifurcated and accounted for as a derivative liability, the Company records the shares of common stock at fair value, relieves all related debt, derivatives, and debt discounts, and recognizes a net gain or loss on debt extinguishment. In connection with the debt extinguishment, the Company typically records an increase to net income for debt related

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

instruments and additional paid-in capital for any equity based instruments (i.e.: warrants) for the remaining liability balance.

Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

### **Original Issue Discount**

For certain notes issued, the Company may provide the debt holder with an original issue discount. The original issue discount is recorded as a debt discount, reducing the face amount of the note, and is amortized to interest expense over the life of the debt, in the Consolidated Statements of Operations.

### **Debt Issue Cost**

Debt issuance cost paid to lenders, or third parties are recorded as debt discounts and amortized to interest expense over the life of the underlying debt instrument, in the Consolidated Statements of Operations.

### **Revenue Recognition**

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, the core principle of which is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of the revenue when, or as, performance obligations are satisfied

#### **Identify the contract with a customer**

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation.

The Company is required under the terms of a customer contract to provide goods for sale. The Company satisfies this performance obligation upon delivery.

Determine the transaction price

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts contained a significant financing component.

The transaction price is identifiable in the contract and has been agreed upon with the customer prior to delivery of the goods for sale.

Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. For example, a bonus or penalty may be associated with one or more, but not all, distinct services promised in a series of distinct services that forms part of a single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

All of our contracts allocate the transaction price to a single distinct performance obligation.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

Recognize revenue when or as the Company satisfies a performance obligation

The Company satisfies its performance obligation at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring promised goods to a customer.

When determining revenues, no significant judgements or assumptions are required. For all transactions, the sales price is fixed and determinable (no variable consideration). All consideration from contracts is included in the transaction price. The Company's contracts all contain single performance obligations.

For our contracts with customers, payment terms are generally within 30 days from delivery of the product. The timing of satisfying our performance obligation does not vary significantly from the typical timing of payment. We do not offer any returns, refunds or warranties, and no arrangements are cancellable.

**Disaggregation of Revenues**

For the six months ended September 30, 2023 (\$4,725,577) and 2022 (\$5,229,617), respectively, the Company recognized 100% of its revenues from the sale of its luxury time pieces and jewelry.

**Contract Liabilities (Deferred Revenue)**

Contract liabilities represent deposits made by customers before the satisfaction of a performance obligation and recognition of revenue. Upon completion of the performance obligation that the Company has with the customer based on the terms of the contract, the liability for the customer deposit is relieved and revenue is recognized.

At September 30, 2023 and March 31, 2023, the Company had deferred revenue of \$0 and \$0, respectively.

**Cost of Sales**

Cost of sales primarily consists of product purchases.

**Income Taxes**

The Company accounts for income tax using the asset and liability method prescribed by ASC 740, "Income Taxes" ("ASC 740"). Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of ASC 740. Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. As of September 30, 2023 and March 31, 2023, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company recognizes interest and penalties related to uncertain income tax positions in other expense. No interest and penalties related to uncertain income tax positions were recorded during the six months ended September 30, 2023 and 2022, respectively.

### **Stock-Based Compensation**

The Company accounts for our stock-based compensation under ASC 718 *"Compensation – Stock Compensation"* using the fair value-based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

The Company uses the fair value method for equity instruments granted to non-employees and use the Black-Scholes model for measuring the fair value of options.

The fair value of stock-based compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

When determining fair value, the Company considers the following assumptions in the Black-Scholes model:

- Exercise price,
- Expected dividends,
- Expected volatility,
- Risk-free interest rate; and
- Expected life of option

### **Stock Warrants**

In connection with certain financing (debt or equity), consulting and collaboration arrangements, the Company may issue warrants to purchase shares of its common stock. The outstanding warrants are standalone instruments that are not puttable or mandatorily redeemable by the holder and are classified as equity awards. The Company measures the fair value of warrants issued for compensation using the Black-Scholes option pricing model as of the measurement date. However, for warrants issued that meet the definition of a derivative liability, fair value is determined based upon the use of a binomial pricing model.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

Warrants issued in conjunction with the issuance of common stock are initially recorded at fair value as a reduction in additional paid-in capital of the common stock issued. All other warrants are recorded at fair value and expensed over the requisite service period or at the date of issuance if there is not a service period.

### **Advertising Costs**

Advertising costs are expensed as incurred. Advertising costs are included as a component of general and administrative expense in the unaudited consolidated statements of operations.

The Company recognized \$105 and \$43,980 in marketing and advertising costs during the six months ended September 30, 2023 and 2022, respectively.

### **Basic and Diluted Earnings (Loss) per Share**

Pursuant to ASC 260-10-45, basic earnings (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding for the periods presented. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period. Potentially dilutive common shares may consist of common stock issuable for stock options and warrants (using the treasury stock method), convertible notes and common stock issuable. These common stock equivalents may be dilutive in the future.

In the event of a net loss, diluted loss per share is the same as basic loss per share since the effect of the potential common stock equivalents upon conversion would be anti-dilutive.

The following potentially dilutive equity securities outstanding as of September 30, 2023 and 2022 were as follows:

	<u><b>September 30, 2023</b></u>	<u><b>September 30, 2022</b></u>
Convertible debt	<u>807,720,222</u>	<u>168,473,557</u>
Total common stock equivalents	<u><u>807,720,222</u></u>	<u><u>168,473,557</u></u>

The convertible notes contain exercise prices that have a discount to market ranging from 25% - 55% of the lowest trading price in the preceding 20 days as well as fixed conversion prices. As a result, the amount computed for common stock equivalents could change given the quoted closing trading price at each reporting period.

Based on the potential common stock equivalents noted above at September 30, 2023, the Company did not have sufficient authorized shares of common stock (500,000,000) to settle all potential exercises of common stock equivalents.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Preferred Stock (Temporary Equity)**

We apply the guidance enumerated in ASC 480 “Distinguishing Liabilities from Equity” when determining the classification and measurement of preferred stock. Preferred shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. We classify conditionally redeemable preferred shares (if any), which includes preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control, as temporary equity. At all other times, we classified our preferred shares in stockholders’ equity. Our preferred shares do not feature any redemption rights within the holders’ control or conditional redemption features not within our control. Accordingly, unless otherwise noted, all issuances of preferred stock are presented as a component of consolidated stockholders’ deficit.

There were no such instruments at September 30, 2023 and March 31, 2023, respectively.

**Related Parties**

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

**Recently Adopted Accounting Standards**

Changes to accounting principles are established by the FASB in the form of ASU’s to the FASB’s Codification. We consider the applicability and impact of all ASU’s on our consolidated financial position, results of operations, stockholders’ deficit, cash flows, or presentation thereof. Management has evaluated all recent accounting pronouncements as issued by the FASB in the form of Accounting Standards Updates (“ASU”) through the date these financial statements were available to be issued and found no recent accounting pronouncements issued, but not yet effective accounting pronouncements, when adopted, will have a material impact on the consolidated financial statements of the Company, except for the following:

In October 2021, the FASB issued ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities in accordance with Accounting Standards Codification Topic 606. ASU 2021-08 is effective for fiscal years beginning after December 15, 2022 and early adoption is permitted. While the Company is continuing to assess the timing of adoption and the potential impacts of ASU 2021-08, it does not expect ASU 2021-08 will have a material effect, if any, on its consolidated financial statements.

We adopted this pronouncement on April 1, 2022; however, the adoption of this standard did not have a material effect on the Company’s consolidated financial statements.



**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Reclassifications**

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no material effect on the consolidated results of operations, stockholders' deficit, or cash flows.

**Note 3 – Convertible Notes Payable**

The following represents a summary of the Company's convertible notes payable, key terms and outstanding balances at September 30, 2023 and March 31, 2023, respectively:

Terms	1 Note	2 Note	3 Note	4 Note	3 Note		
Issuance dates of notes	Prior to 2020	May 2020 - January 2021	May 2021	January 2022	October 2022		
Maturity date	Prior to 2020	May 2021 - January 2022	May 2022	January 2023	October 2023		
Interest rate	6% - 10%	5% - 10%	10%	0%	10%		
Collateral	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured		
Conversion price	\$0.021 - \$1.25/share	\$0.001 - \$0.002/share	\$0.001	\$0.010	\$0.001		
						<b>Total</b>	<b>In-Default</b>
Balance - March 31, 2022	\$ 209,400	\$ 305,000	\$183,333	\$ 312,500	\$ -	\$1,010,233	\$ 514,400
Gross proceeds	-	-	-	-	25,000	25,000	
Debt discount	-	-	-	-	(25,000)	(25,000)	
Amortization of debt discount	-	-	16,667	187,500	12,500	216,667	
Repayments	-	-	-	(31,000)	-	(31,000)	
Balance - March 31, 2023	209,400	305,000	200,000	469,000	12,500	1,195,900	1,183,400
Amortization of debt discount	-	-	-	-	12,500	12,500	
Repayments	-	(47,000)	(42,000)	(30,000)	-	(119,000)	
Gain on debt extinguishment	(206,000)	(180,500)	-	-	-	(386,500)	
Balance - September 30, 2023	\$ 3,400	\$ 77,500	\$158,000	\$ 439,000	\$ 25,000	\$ 702,900	\$ 677,900

1 These notes are convertible at a price equal to 45% - 50% of the lowest trading price occurring in the preceeding twenty (20) days.

2 These notes are convertible at a price equal to 50% - 75% of the lowest trading price occurring in the preceeding twenty (20) days.

3 This note is convertible at a price equal to 50% of the lowest trading price occurring in the preceeding twenty (20) days.

4 These notes are convertible at \$0.01/share and contain an original issue discount equal to 50% of the face amount of the note.

In June 2023, one of the Company's lenders, GPL Ventures ("GPL") was ordered under judgment by the U.S. Securities and Exchange Commission ("US SEC") to surrender all outstanding debt owed by the Company to GPL. As a result, the Company recorded a gain on debt extinguishment of \$479,786. This includes \$361,000 of principal and related accrued interest of \$118,786. In addition, related derivative liabilities were also extinguished. See Note 5.

At September 30, 2023, unamortized debt discount was \$0.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Note 4 – Notes Payable**

The following represents a summary of the Company's notes payable, key terms and outstanding balances at September 30, 2023 and March 31, 2023, respectively:

<u>Terms</u>	<u>Note</u>	<u>Note</u>	<u>Note</u>	<u>Note</u>		
Issuance dates of notes	Prior to 2020	February 2021	July/August 2021	April 2022		
Maturity date	Prior to 2020	February 2021	July/August 2022	April 2023		
Interest rate	8% - 15%	15%	15%	10%		
Collateral	Unsecured	Unsecured	Unsecured	All assets		
					<b>Total</b>	<b>In-Default</b>
Balance - March 31, 2022	\$ 155,000	\$ 171,000	\$ 1,000,000	\$ -	\$1,326,000	<u>\$ 326,000</u>
Proceeds	-	-	-	10,000	10,000	
Repayments	-	-	-	(10,000)	(10,000)	
Balance - March 31, 2023	155,000	171,000	1,000,000	-	1,326,000	1,326,000
Gain on debt extinguishment	(155,000)	(171,000)	(1,000,000)	-	(1,326,000)	
Balance - September 30, 2023	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

In April 2022, the Company executed a note for \$10,000, which was repaid in December 2022. From April 2022 through April 2024, the noteholder is entitled to 100,000 post-split shares only upon an uplisting to a senior stock exchange such as NASDAQ, AMEX, or NYSE.

In June 2023, one of the Company's lenders, GPL Ventures ("GPL") was ordered under judgment by the U.S. Securities and Exchange Commission ("US SEC") to surrender all outstanding debt owed by the Company to GPL. As a result, the Company recorded a gain on debt extinguishment of \$1,739,718. This includes \$1,326,000 of principal and related accrued interest of \$413,718.

**Note 5 – Derivative Liabilities**

The above convertible notes contained embedded conversion options with a conversion price that could result in issuing an indeterminate amount of future common stock to settle the host contract. Accordingly, the embedded conversion options are required to be bifurcated from the host instrument (convertible note) and treated as a liability, which is calculated at fair value, and marked to market at each reporting period.

During the six months ended September 30, 2023 and the year ended March 31, 2023, respectively, the Company used the binomial pricing model to estimate the fair value of its embedded conversion option liabilities on both the commitment date and the remeasurement date with the following inputs:

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

	<u><b>September 30, 2023</b></u>	<u><b>March 31, 2023</b></u>
Expected term (years)	1.00	1.00
Expected volatility	282% - 411%	227% - 278%
Expected dividends	0%	0%
Risk free interest rate	5.18% - 5.46%	2.8% - 4.73%

A reconciliation of the beginning and ending balances for the derivative liability measured at fair value on a recurring basis using significant unobservable inputs (Level 3) is as follows at September 30, 2023 and March 31, 2023:

Balance - March 31, 2022	953,437
Fair value at commitment date	44,000
Fair value mark to market adjustment	<u>(87,966)</u>
Balance - March 31, 2023	909,471
Fair value mark to market adjustment	689,309
Gain on debt extinguishment	<u>(578,667)</u>
Balance - September 30, 2023	<u><u>\$1,020,113</u></u>

In June 2023, one of the Company's lenders, GPL Ventures ("GPL") was ordered under judgment by the U.S. Securities and Exchange Commission ("US SEC") to surrender all outstanding debt owed by the Company to GPL. As a result, the Company recorded a gain on debt extinguishment of \$2,219,504. This includes \$1,687,000 of principal and related accrued interest of \$532,504. In connection with these debt extinguishments, the corresponding derivative liabilities were marked to market (\$0 carrying amount) on the conversion date and the remaining derivative liability balances were reclassified from debt to the consolidated statements of operations.

Changes in fair value of derivative liabilities are included in other income (expense) in the accompanying consolidated statements of operations.

During the three months ended September 30, 2023 and 2022, the Company recorded a change in fair of derivative liabilities – gains/(losses) of \$85,341 and \$105,710 respectively.

During the six months ended September 30, 2023 and 2022, the Company recorded a change in fair of derivative liabilities – gains/(losses) of (\$689,309) and \$58,284, respectively.

In connection with bifurcating embedded conversion options and accounting for certain convertible notes payable, the Company computes a fair value on the commitment date, and upon the initial valuation of this instrument, determines that if the fair value of the liability exceeds the proceeds of the convertible debt host instrument; as a result, the Company records a debt discount at the maximum amount allowed (the face amount of the debt), which requires the excess to be recorded as a derivative expense.

For the three months ended September 30, 2023 and 2022, the Company recorded a derivative expense of \$0 and \$0, respectively.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

For the six months ended September 30, 2023 and 2022, the Company recorded a derivative expense of \$0 and \$0, respectively.

**Note 6 – Fair Value of Financial Instruments**

The Company evaluates its financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level in which to classify them for each reporting period. This determination requires significant judgments to be made.

Liabilities measured at fair value on a recurring basis consisted of the following at March 31, 2023 and 2022:

	<b>September 30, 2023</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Liabilities				
Derivative liabilities	\$ -	\$ -	\$1,020,113	\$1,020,113
Total	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,020,113</u>	<u>\$1,020,113</u>

	<b>March 31, 2023</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Liabilities				
Derivative liabilities	\$ -	\$ -	\$ 909,471	\$ 909,471
Total	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 909,471</u>	<u>\$ 909,471</u>

**Note 7 – Series A, Super Voting Preferred Stock**

The Company's Series A, Super Voting Preferred Stock ("Series A PS") have the following terms:

5,000,000 shares authorized, 2,000,000 shares issued and outstanding (no designations)

Par value - \$0.00001

Dividends – none

Voting – equivalent to 500 times that number of votes that each shareholder of common stock is entitled to.

Liquidation value – \$0

Anti-dilution rights – none

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Note 8 – Stockholders’ Deficit**

The Company’s common stock is as follows:

500,000,000 shares authorized

Par value - \$0.00001

Voting at 1 vote per share

As noted above, the Company does not have a sufficient amount of authorized common shares to settle all potential conversions of common stock equivalents. However, there are no related instruments that require derivative liability treatment as all of those instruments have been considered as a component of derivative liabilities.

**Equity Transactions for the Six Months Ended September 30, 2023**

**Stock Issued for Cash**

The Company sold 31,800,000 shares of its common stock to various third parties for gross proceeds of \$95,400 (\$0.003/share).

**Equity Transactions for the Year Ended March 31, 2023**

**Stock Issued for Cash and Subscription Receivable**

The Company sold 65,000,000 shares of its common stock to various third parties for gross proceeds of \$370,000 (\$0.003 - \$0.01/share).

**Stock Issued for Services**

The Company issued 12,013,006 shares of common stock for services rendered, having a fair value of \$510,065 (\$0.005 - \$0.05/share), based upon the quoted closing trading price of the Company’s common stock.

**Stock Issued for Services – Related Parties**

The Company issued 75,000,000 shares of common stock for services rendered to the Company’s Chief Executive Officer and a related family member of the Chief Executive Officer, having a fair value of \$3,750,000 (\$0.05/share), based upon the quoted closing trading price of the Company’s common stock.

See Note 10 regarding related employment agreements.

**MAISON LUXE, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2023**  
**(UNAUDITED)**

**Note 9 – Commitments**

**Employment Agreements**

**Chief Executive Officer**

In May 2022, the Company executed a three-year (3) employment agreement with its Chief Executive Officer. The agreement provides for the following:

- After the first three-years (3), the agreement will renew automatically for one-year (1) terms,
- 50,000,000 shares of common stock for services rendered (see Note 8); and
- \$20,000 per month

**Chief Executive Officer – Related Family Member**

In May 2022, the Company executed a three-year (3) employment agreement with a family member related to its Chief Executive Officer. The agreement provides for the following:

- After the first three-years (3), the agreement will renew automatically for one-year (1) terms,
- 25,000,000 shares of common stock for services rendered (see Note 8); and
- \$6,667 per month

**Underwriter**

In June 2022, the Company engaged Spartan Capital Securities, LLC to assist with an offering of up to \$15,000,000. The agreement is for Spartan to serve as the lead book-running manager for a period of one-year (1).

Pursuant to the agreement, compensation consists of the following:

- Expense advance - \$30,000 non-refundable, which will be credited against accountable expenses incurred upon the successful completion of an offering. The Company has reflected this payment as a component of prepaid expenses at September 30, 2023 and March 31, 2023, respectively,
- Cash fee - 8% of the gross proceeds raised,
- Warrant coverage - 5% of the aggregate number of shares sold, warrants will have a cashless exercise provision, a term of five-years (5), exercise price equal to 110% of the offering price per share/unit,
- Expense allowance - up to \$150,000 for fees and legal counsel and other out-of-pocket expenses, additionally, 1% of the gross proceeds from the offering shall be provided for non-accountable expenses,
- Overallotment – an option that is exercisable within 45 days after the closing of the offering to acquire up to an additional 15% of the total number of securities (shares/units) to be offered by the Company in the offering,
- Tail coverage – up to 18 months following the expiration or termination of the agreement