

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

INTEGRATED CANNABIS SOLUTIONS, INC.

460 Doyle Ave., Unit 106
Kelowna, British Columbia
V1Y 0C2 Canada

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wangdejun0111@163.com
SIC Code: 5999

Amended Annual Report

For the period ending December 31, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,001,817,059 shares of common stock as of December 31, 2023, and 4,501,817,059 shares of common stock as of May 20, 2024, respectively.

2,038,317,059 shares of common stock 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 Control¹ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

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.

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

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

The current name of the Issuer is Integrated Cannabis Solutions, Inc. Prior names used: Integrated Parking Solutions, Inc., March 2006 to April 2014; Great Lakes Acquisition, Inc., May 2003 to March 2006; Posh International, Inc. October 1995 to May 2003.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on December 31, 2003.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Describe any trading suspension orders issued by the SEC or FINRA 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:

In November 2023, the Company rescinded its agreements with Consolidated, Global and Tahoe and dissolved Houdini Group, in connection with a change in control of the Company.

Address of the issuer's principal executive office:

460 Doyle Ave., Unit 106, Kelowna, British Columbia, V1Y 0C2 Canada

Address of the issuer's principal place of business:

☒ Check if principal executive office and principal place of business are the same address:

N/A

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: ClearTrust, LLC

Phone: 813-235-4490

Email: inbox@cleartrusttransfer.com

Address: 16540 Pointe Village Dr., Suite 210, Lutz, Florida 33558

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:

IGPK

Exact title and class of securities outstanding:

Common Stock

CUSIP:

45825Q100

Par or stated value:

\$.0001

Total shares authorized:

4,650,000,000 as of date: May 20, 2024

Total shares outstanding:

4,501,817,059 as of date: May 20, 2024

Total number of shareholders of record:

290 as of date: May 20, 2024

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:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	1,000,000 as of date: May 20, 2024
Total shares outstanding (if applicable):	1,000,000 as of date: May 2, 2024
Total number of shareholders of record	One (1) as of date: May 20, 2024

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	1,500,000 as of date: May 20, 2024
Total shares outstanding (if applicable):	0 as of date: May 20, 2024
Total number of shareholders of record	0 as of date: May 20, 2024

Exact title and class of the security:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	540,000 as of date: May 20, 2024
Total shares outstanding (if applicable):	0 as of date: May 20, 2024
Total number of shareholders of record	0 as of date: May 20, 2024

Security Description:

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

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

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

Series B Preferred Stock. A. Designation. There is designated a series of Preferred Stock denominated as "Series B Convertible/Redeemable Preferred Stock" consisting of 1,500,000 shares, \$10.00 par value per share, having the powers, preferences, rights, and limitations set forth below. B. Liquidation Rights. The Series B Preferred Stock shall not have any preferences in the event of any liquidation, dissolution, or winding up of the Corporation. C. Conversion. The holders of the Series B Preferred Stock shall have the right to convert each one share of Series B Preferred Stock into twenty (20) Common Stock shares. Voting Rights. Holders of Series B Preferred Stock shall have no voting power prior to conversion into Common Stock. After conversion into Common Stock, holders of Series B Preferred Stock will have the same per-share voting power as other Common Stockholders relative to the number of shares of Common Stock the Series B Preferred Stockholders hold post conversion. D. Redeemable. Rights. The Corporation shall have redemption rights to purchase back from holders of Series B Preferred within 6 months of the issuance of Series B Preferred to a holder at \$10.00 Preferred Share ("Redemption Rights) in addition to which the Corporation has the right to extend the Redemption Rights for an additional 6-month period. E. Protective Provisions. So long as shares of Series B Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by voting or written consent, as provided by Nevada law) of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock: (i) alter or change the rights, preferences of the shares of Series B Preferred Stock so as to affect adversely the holders of Series B Preferred Stock; or (ii) Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series B Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

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

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

None.

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.

There have been no material modifications to rights of holders of the Company's securities that 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)

Number of Shares outstanding as of: January 1, 2020	Opening Balance:								
	Common: 1,633,317,059 Preferred: Series A: 993,400 Series B: -0- Series C: 540,000								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
6/28/2021	New Issuance	50,000,000	Common	\$.0036	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
12/10/2021	New Issuance	100,000,000	Common	\$.0033	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
07/25/2022	New Issuance	25,000,000	Common	\$.0023	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
08/03/2022	New Issuance	25,000,000	Common	\$.0019	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
10/03/2022	New Issuance	175,000,000	Common	\$.0017	No	Gene Caiazzo	Acquisition	Restricted	Rule 144
11/09/2022	New Issuance	30,000,000	Common	\$.0016	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
01/01/2021-12/31/2022	Converted	(4,600)	Series A Preferred Stock						
01/11/2023	New Issuance	203,500,000	Common	\$.000375	No	Brian McLain	IR Services	Restricted	Rule 144
02/03/2023	New Issuance	70,000,000	Common	\$.0007	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
03/09/2023	New Issuance	100,000,000	Common	\$.0009	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
03/31/2023	New Issuance	50,000,000	Common	\$.0015	Yes	VS Services, LLC (Richard Houraney)	* Series A Preferred Conversion	Unrestricted	Rule 144
01/01/2023-03/31/2023	Converted	(4,400)	Series A Preferred Stock						
07/21/2023	New Issuance	100,000,000	Common	\$.0015	Yes	MSC Capital Advisors, LLC (Christopher Shufeldt)	** Series C Preferred Conversion	Unrestricted	Rule 144
07/01/2023-09/30/2023	Converted	(100,000)	Series C Preferred Stock						
11/28/2023	Converted	(235,000)	Series C Preferred Stock						
11/28/2023	New Issuance	235,000,000	Common	\$.0001	Yes	Matthew Dwyer	** Series C Preferred Conversion	Unrestricted	Section 4(a)(1)
11/30/2023	Converted	(205,000)	Series C Preferred Stock						
11/30/2023	New Issuance	205,000,000	Common	\$.0001	Yes	Matthew Dwyer	** Series C Preferred Conversion	Unrestricted	Section 4(a)(1)
11/29/2023	Cancellation	(981,400)	Series A Preferred Stock						

11/29/2023	New Issuance	1,000,000,000	Common	\$.0008	No	Wang Dejun	Services	Restricted	Section 4(a)(2)
11/29/2023	New Issuance	1,000,000	Series A Preferred Stock	\$0.16	No	Jun Feng Huang Canada Holding Corp. (Charlie Wu)	Purchase for cash	Restricted	Section 4(a)(2)
01/29/2024	New Issuance	500,000,000	Common	\$.005	No	Jun Feng Huang Canada Holding Corp. (Charlie Wu)	Acquisition	Restricted	Section 4(a)(2)
Shares Outstanding as of: May 20, 2024	<u>Ending Balances:</u> <u>Common:</u> 4,501,817,059 <u>Preferred:</u> <u>Series A:</u> 1,000,000 <u>Series B:</u> -0- <u>Series C:</u> -0-								

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:

*Series A Preferred shares convert at the rate of 50,000 shares of common stock for each one (1) Series A Preferred share converted.

** Series C Preferred shares convert at the rate of 10,000 shares of common stock for each one (1) Series C Preferred share converted.

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)

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.
(Ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

The Company, through its wholly-owned subsidiary, Dongguan Junfenghuang E-Commerce Co., Ltd., a PRC limited liability company, operates as an Internet e-commerce company through which the Company's resident merchants sell an array of consumer products on the online platform to customers located primarily in China.

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

The Company has one wholly-owned subsidiary: Dongguan Junfenghuang E-Commerce Co., Ltd., a PRC limited liability company.

C. Describe the issuer's principal products or services.

The Company, through its wholly-owned subsidiary, Dongguan Junfenghuang E-Commerce Co., Ltd., a PRC limited liability company, operates as an Internet e-commerce company through which the Company's resident merchants sell an array of consumer products on the online platform to customers located primarily in China.

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.

The Company's subsidiaries' operations are situated in leased office space on the second floor of Huayi City, Dongguan City, Guangdong Province.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

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
Wang Dejun		Director, President, Chief Executive Officer and Secretary	Houjie Town, China	1,000,000,000	Common Stock	22.21%	
				0	Series A Preferred	0%	
Yang Lanfang		Director	Handan, Hebie, China	0	Common Stock	0%	
				0	Series A Preferred	0%	
Zhu Henian		Director	Ganzhou, Jiangxi, China	0	Common Stock	0%	
				0	Series A Preferred	0%	
Wang Wei		Director	Chongqing, China	0	Common Stock	0%	
				0	Series A Preferred	0%	
Xie Weiji		Chief Financial Officer	Qingxin, China	0	Common Stock	0%	
				0	Series A Preferred	0%	
Jun Feng Huang Canada Holding Corp. (Charlie Wu)		5% Owner	Jiading, Shanghai, China	500,000,000	Common Stock	11.11%	See Note A below.
				1,000,000	Series A Preferred	100%	
Matthew Dwyer		5% Owner	Coral Springs, Florida	320,000,000	Common Stock	7.11%	
				0	Series A Preferred	0%	
Note A	The Series A Preferred Stock shall have 50,000 votes per share of Series A Preferred Stock.						

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

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

All other means of Investor Communication:

Twitter: @IGPKOTC
Discord: N/A
LinkedIn: N/A
Facebook: N/A
Instagram: N/A

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

9) Financial Statements

A. This Disclosure Statement was prepared by (name of individual):

Name: **Eric Newlan**
Title: **Managing Member, Newlan Law Firm, PLLC**
Relationship to Issuer: **Outside Counsel**

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

☐ IFRS
☒ U.S. GAAP

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

Name: **Xie Weiji**
Title: **CFO**
Relationship to Issuer: **Executive Officer**

Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Xie has extensive experience in the collection of financial information and the preparation of financial statements for public issuers.**

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

[CERTIFICATION PAGE FOLLOWS]

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.

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, Wang Dejun, certify that:

1. I have reviewed this Disclosure Statement for **Integrated Cannabis Solutions, Inc.**;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: May 20, 2024

/s/ Wang Dejun

Wang Dejun

Chief Executive Officer

Principal Financial Officer:

I, Xie Weiji, certify that:

1. I have reviewed this Disclosure Statement for **Integrated Cannabis Solutions, Inc.**;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: May 20, 2024

/s/ Xie Weiji

Xie Weiji

Chief Financial Officer

INTEGRATED CANNABIS SOLUTIONS, INC.
BALANCE SHEETS
(unaudited)

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
ASSETS		
Current Assets		
Cash	\$ 0	\$ 28,474
Accounts Receivable	0	60,426
Inventory	0	267,075
Prepaid expenses	0	1,405
Total Current Assets	<u>0</u>	<u>357,380</u>
Other Non-Current Assets		
Intangible assets, net	0	220,502
Goodwill	0	0
Right of use asset - operating lease	0	211,522
Fixed assets, net	0	2,583
Other assets	0	9,861
Total Other Non-Current Assets	<u>0</u>	<u>444,468</u>
Total Assets	<u>\$ 0</u>	<u>\$ 801,848</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	\$ 0	\$ 105,778
Accounts Payable - related party	0	65,906
Accrued Interest payable, related party	0	162,487
Accrued expenses	0	561,498
Operating lease liability	0	42,668
Notes payable, current portion	0	379,740
Notes payable, related party, current portion	0	780,790
Total Current Liabilities	<u>0</u>	<u>2,098,862</u>
Long-term Liabilities		
Operating lease, net of current portion	0	164,058
Notes payable, net of current portion	0	578,095
Total Long-term Liabilities	<u>0</u>	<u>742,153</u>
Total Liabilities	<u>0</u>	<u>2,841,015</u>
STOCKHOLDERS' DEFICIT		
Preferred Series A stock, \$0.0001 par value, 1,000,000 and 1,000,000 shares authorized, 1,000,000 shares and 985,800 shares issued and outstanding, respectively	100	99
Preferred Series B stock, \$0.0001 par value, 600,000 and 600,000 shares authorized, no shares issued and outstanding, respectively	0	0
Preferred Series C stock, \$0.0001 par value, 540,000 and 540,000 shares authorized, no shares and 540,000 shares issued and outstanding, respectively	0	54
Common stock, \$0.0001 par value, 1,650,000,000 and 1,650,000,000 shares authorized, 4,001,817,059 shares and 2,038,317,059 shares issued and outstanding, respectively	400,182	203,832
Additional paid-in capital	(115,548)	(1,020,801)
Accumulated deficit	(588,088)	(1,222,351)
Total stockholders' deficit	<u>(303,454)</u>	<u>(2,039,167)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 0</u>	<u>\$ 801,848</u>

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

INTEGRATED CANNABIS SOLUTIONS, INC.
STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(unaudited)

	<u>Year Ended</u> <u>December 31, 2023</u>	<u>Year Ended</u> <u>December 31, 2022</u>
Revenues		
Merchandise sales	\$ ---	\$ 1,196,348
Total revenues	---	1,196,348
Costs and expenses		
Cost of goods sold	---	401,668
Other operating expenses	---	82,634
Compensation expense	800,000	682,505
General and administrative expenses	---	357,506
Depreciation and amortization	---	11,433
Total costs and expenses	<u>800,000</u>	<u>1,535,746</u>
Loss from operations	<u>(800,000)</u>	<u>(339,398)</u>
Other income (expense)		
Government grant and loan forgiveness	---	---
Interest expense	---	(122,534)
Gain on forgiveness of debt	<u>1,434,263</u>	<u>---</u>
Total other income (expense)	<u>1,434,263</u>	<u>(122,534)</u>
Income (loss) before income taxes	634,263	(461,932)
Provision for income taxes	---	---
Net income (loss)	<u><u>\$ 634,263</u></u>	<u><u>\$ (461,932)</u></u>
Net income (loss) per common share		
Basic and Diluted	<u><u>\$ 0.00</u></u>	<u><u>\$ (0.00)</u></u>
Weighted average number of common shares outstanding		
Basic and Diluted	<u><u>2,567,677,254</u></u>	<u><u>1,699,440,347</u></u>

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

INTEGRATED CANNABIS SOLUTIONS, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT
YEARS ENDED DECEMBER 31, 2023 AND 2022
(unaudited)

	Preferred Stock						Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Series A		Series B		Series C						
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, December 31, 2021	986,400	\$ 99	---	\$ ---	540,000	\$ 54	1,783,317,059	\$ 178,332	\$ (168,485)	\$ (760,419)	\$ (750,419)
Common stock issued for purchase of subsidiary	---	---	---	---	---	---	175,000,000	17,500	(17,500)	---	---
Effect of recapitalization	---	---	---	---	---	---	---	---	(909,731)	---	(909,731)
Conversion of preferred Series A stock for common stock	(600)	---	---	---	---	---	80,000,000	8,000	(8,000)	---	---
Stock option compensation expense	---	---	---	---	---	---	---	---	82,915	---	82,915
Net loss	---	---	---	---	---	---	---	---	---	(461,932)	(461,932)
Balance, December 31, 2022	985,800	99	---	---	540,000	54	2,038,317,059	203,832	(1,020,801)	(1,222,351)	(2,039,167)
Common stock issued for services	---	---	---	---	---	---	---	---	---	---	---
Conversion of Series A and Series C Preferred shares	(4,400)	(1)	---	---	(100,000)	(1)	320,000,000	32,000	(31,998)	---	---
Stock compensation expense	---	---	---	---	---	---	203,500,000	20,350	122,100	---	142,450
Conversion of Series C Preferred shares	---	---	---	---	440,000	(53)	440,000,000	44,000	(43,947)	---	---
Common stock issued for compensation	---	---	---	---	---	---	1,000,000,000	100,000	700,000	---	800,000
Cancellation of Series A Preferred shares	(981,400)	(98)	---	---	---	---	---	---	98	---	---
Issuance of Series A Preferred shares for cash	1,000,000	100	---	---	---	---	---	---	159,000	---	159,000
Net income	---	---	---	---	---	---	---	---	---	634,263	634,263
Balance, December 31, 2023	1,000,000	100	---	---	---	0	4,001,817,059	\$ 400,182	\$ (115,548)	\$ (588,088)	\$ (303,454)

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

INTEGRATED CANNABIS SOLUTIONS, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(unaudited)

	<u>Year Ended</u> <u>December 31, 2023</u>	<u>Year Ended</u> <u>December 31, 2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit (loss)	\$ 634,263	\$ (461,932)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	---	11,433
Amortization of debt discount	---	8,931
Stock-based compensation	800,000	82,916
Amortization of lease assets	---	---
Government grand and loan forgiveness	---	---
Changes in operating assets and liabilities:		
Inventory	---	(118,948)
Accounts receivable	---	(16,974)
Prepaid and other assets	---	8,595
Right of use assets	---	(175,457)
Accounts payable and accrued expenses	---	283,585
Accounts payable, related party	---	65,906
Lease liabilities	---	178,902
Debt forgiveness	1,462,737	---
Net cash provided by operating activities	<u>(28,474)</u>	<u>(133,043)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	---	(5,960)
Net cash provided by investing activities	<u>---</u>	<u>(5,960)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issuance of notes payable, related party	---	125,921
Payment on notes payable, related party	---	---
Proceeds from the issuance of notes payable	---	11,875
Proceeds from the issuance of notes payable, related party	---	---
Proceeds from government stimulus loans	---	---
Line of credit, net	---	46,686
Payment on note payable	---	(75,673)
Proceeds from sale of common stock	160,000	---
Payment on settlement of debt	(160,000)	---
Net cash provided by financing activities	<u>---</u>	<u>108,809</u>
Net change in cash	(28,474)	(30,194)
Cash, beginning of period	28,474	58,668
Cash, end of period	<u><u>\$ ---</u></u>	<u><u>\$ 28,474</u></u>

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

INTEGRATED CANNABIS SOLUTIONS, INC.
FOOTNOTES TO UNAUDITED FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Integrated Cannabis Solutions, Inc. (“Integrated” or the “Company”) have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“GAAP”) and should be read in conjunction with the audited financial statements and notes thereto. In the opinion of management, such statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial statements of the Company as of December 31, 2023 and 2022. These unaudited condensed financial statements should be read in conjunction with the related disclosures of the Company as of December 31, 2023, and for the year then ended included elsewhere in this filing.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Changes in estimates and assumptions are reflected in reported results in the period in which they become known. Significant estimates made by management include but are not limited to, the valuation allowance associated with deferred tax assets. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Actual results could differ from those estimates.

New Accounting Pronouncements

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

Basic and Diluted Income Per Share

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

The anti-dilutive shares of common stock outstanding on December 31, 2023 and 2022, were as follows: All shares of preferred stock that were not converted have been returned to the Company, and all options were canceled as a result of the merger being completed.

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Potentially dilutive securities:		
Series A Preferred Stock	50,000,000,000	49,520,000,000
Series B Preferred Stock	-	-
Series C Preferred Stock	-	-
Total dilutive securities	50,000,000,000	49,520,000,000

NOTE 2 - RELATED PARTY TRANSACTIONS

Notes Payable

Due to the change in control transaction in November 2023, all prior transactions have been rescinded, and all Note payables and related party transactions have been canceled.

NOTE 3 - STOCKHOLDERS' EQUITY

Common Stock

During 2023, at total of 1,203,500,000 shares of common stock were issued as compensation: (a) 203,500,000 shares were issued to a consultant for public relations services; and (b) 1,000,000,000 shares were issued to the Company's current Sole Director and Officer, Wang Dejun, for compensation.

During 2023, a total of 220,00,000 shares were issued on the conversion of shares of Series A Preferred Stock.

During 2023, a total of 540,000,000 shares were issued on the conversion of shares of Series C Preferred Stock

Preferred Stock

During 2023, 4,400 shares of Series A Preferred Stock were converted into a total of 220,000,000 shares of the Company's common stock.

During 2023, 540,000 shares of Series C Preferred Stock were converted into a total of 540,000,000 shares of the Company's common stock.

In November 2023, 981,400 shares of Series A Preferred Stock were cancelled.

In November 2023, 1,000,000 shares of Series A Preferred Stock were sold for \$160,000 in cash.

NOTE 4 - NOTES PAYABLE

A summary of notes payable is as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Line of credit, variable interest, currently 5.75%, secured by a personal guarantee of former officer	\$ 0.00	\$ 94,554
SBA loan, interest at 6.05% per annum, due in monthly payments of principal and interest through June 2027, secured by a first perfected security interest in certain personal property and personal guarantees	0.00	211,760
SBA loan, interest at 6.05% per annum, due in monthly payments of principal and interest through September 2027, secured by a first perfected security interest in certain personal property and personal guarantees from the Company CEO Promissory note, interest at 10.00% per annum, due on demand, unsecured	0.00	398,294
EIDL, interest at 3.75% per annum, due in monthly payments beginning 2021	0.00	53,600
Advance payable, interest at 10.00% per annum, due on demand, unsecured	0	5,000
Total:	0.00	957,835
Less: current portion	0.00	(379,740)
Long-term debt, net	\$ 0.00	\$ 578,095

NOTE 5 - CHANGE IN CONTROL

Effective November 28, 2023, a change in control of the Company occurred. On such date, Gene Caiazzo cancelled 100% of the outstanding shares of Series A Preferred Stock and, in consideration of \$160,000 in cash, the Company issued 1,000,000 shares of Series A Preferred Stock to Jun Feng Huang Canada Holding Corp. (Charlie Wu).

In connection with the change in control, Mr. Caiazzo resigned as the Sole Director and Officer of the Company and the following persons were appointed: (a) Wang Dejun, President, Chief Executive Officer, Secretary and Director; (b) Yang Lanfang, Director; (c) Zhu Henian, Director; (d) Wang Wei, Director; and (e) Xie Weiju, Chief Financial Officer.

Also in connection with the change in control, three Company subsidiaries were divested pursuant to separate rescission agreements.

NOTE 6 - GOING CONCERN

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

NOTE 7- SUBSEQUENT EVENTS

Acquisition

Effective January 1, 2024, the Company acquired Dongguan Junfenghuang E-Commerce Co., Ltd., a PRC limited liability company ("Dongguan"), in exchange for 500,000,000 shares of Company common stock.

Based in Huayi City, Dongguan City, Guangdong Province, Dongguan operates as an Internet e-commerce company through which the Company's resident merchants sell an array of consumer products on the online platform to customers located primarily in China.

Beginning with the first quarter of 2024, the financial statements of the Company's financial condition and operating results will include those of Dongguan.

*** * End of Report * ***