

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Ladybug Resource Group, Inc.

an Oklahoma Corporation

1408 S. Denver Avenue Tulsa, OK 74119

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Website: <https://www.ladybugnutratech.com>

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SIC Code: 6719

Quarterly Report

For the Period Ending: March 31, 2024

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

292,312,127 as of July 09, 2024

388,404,627 as of March 31, 2024

378,404,069 as of December 31, 2023

364,202,553 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 and Rule 12b-2 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 of the Company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

Current State and Date of Incorporation: Oklahoma, September 22, 2023

Standing in this jurisdiction: ACTIVE IN GOOD STANDING

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Predecessor Entities: Prior to September 22, 2023, the Company's predecessor issuer was Ladybug Resource Group, Inc., a former Oklahoma Company formed on April 8, 2022. Prior to April 8, 2022 the prior predecessor issuer was Ladybug Resource Group, Inc., a Nevada Company. From the date of incorporation, September 22, 2023, Ladybug Resource Group, Inc., has had ongoing operations and is, therefore, an "Issuer" that is not and has never been a "Shell Company" or ever was a "Former Shell Company" as defined in Rule 144(i) of the Act.

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

NONE

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

Holding Company Reorganization: On September 22, 2023, Ladybug Resource Group, Inc. became the parent/successor issuer pursuant to Section 1081(g) of the Oklahoma Act titled "Agreement and Plan of Reorganization" ("Parent Subsidiary Formation"), which was executed by Ladybug Resource Group, Inc. (formed on April 8, 2022) ("Ladybug A"), Ladybug Resource Group, Inc. and LadyMerger Sub, Inc. (OK). Under the Agreement, Ladybug A merged into LadyMerger Sub, Inc. and Ladybug A ceased to exist, wherein LadyMerger Sub, Inc. became the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of Ladybug A assets, rights financial statements, obligations, and liabilities as the constituent or resulting corporation. Ladybug Resource Group, Inc. became the parent and the holding Company of LadyMerger Sub, Inc. under the Parent Subsidiary Formation, which was in compliance with Section 1081(g) of the Oklahoma Act.

Upon consummation of the Parent Subsidiary Formation, each issued and outstanding equity of the former Ladybug A was transmuted into and represented the identical equity structure of Ladybug Resource Group, Inc. (On a share-for-share basis), having the same designations, rights, powers, and preferences, and qualifications, limitations, and restrictions. Upon consummation of the Agreement, the Company was the issuer since the former Ladybug NV equity structure was transmuted pursuant to Section 1081(g) into current issued and outstanding equities of the Company. The Parent Subsidiary Formation was exempt from the registration requirements of the Securities Act of 1933 ("Act") as there was no "offer" or "sale" as defined in Section 2(3) of the Act to invoke the requirements of Rule 145 also under the Act. Under the terms of the Agreement, the shareholders and equity holders of the former Transition had no appraisal rights or rights to a shareholder vote, and consequently, no investment decision was made by the shareholders. Further, the transaction complied with the provisions of Rule 144(D)(3)(x) titled "Holding Company Formation".

Corporate Separation: On September 22, 2023, by resolution of the Board of Directors, the subsidiary Ladybug merger Inc. was divested and no longer consolidated into the Company.

Share Exchange: On September 22, 2023, Ladybug Resource Group, Inc., the "Holding Company," completed a Share Exchange Agreement with Growhouse Nutraceuticals Ltd., a company incorporated in the Province of British Columbia, Canada. The Company accounted for the Holding Company Merger under ASC 805-50 "Transactions Between Entities Under Common Control". Growhouse Nutraceuticals Ltd. has ongoing operations.

Address of the issuer's principal executive office:

1408 S. Denver Avenue
Tulsa, OK 74119

Address 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: Securities Transfer Corporation
Phone: 469-633-0101
Email: www.stctransfer.com
Address: 2901 Dallas Parkway Suite 380
Plano, TX 75093

Is the Transfer Agent registered under the Exchange Act?

Yes: ☒ No: ☐

Trading symbol:	LBRG
Exact title and class of securities outstanding:	Common Shares CUSIP: 50582Q202
Par or stated value:	\$.00001
Total shares authorized:	500,000,000 as of date: March 31, 2024
Total shares outstanding:	388,404,627 as of date: March 31, 2024
Number of shares in the Public Float:	53,236,569 as of date: March 31, 2024
Total number of shareholders of record:	86 as of date: March 31, 2024

Additional class of securities

Trading symbol:	LBRG
Exact title and class of securities outstanding:	Preferred Stock CUSIP: 50582Q202
Par or stated value:	USD 0.00001
Total shares authorized:	30,001,000 as of date: March 31, 2024
Series (A) Preferred Stock Authorized:	20,000,000 as of date: March 31, 2024
Series (A) Preferred Stock Outstanding:	19,313,587 as of date: March 31, 2024
Series (B) Preferred Stock Authorized:	1,000 as of date: March 31, 2024
Series (B) Preferred Stock Outstanding:	1,000 as of date: March 31, 2024
Series (C) Preferred Stock Authorized:	10,000,000 as of date: March 31, 2024
Series (C) Preferred Stock Outstanding:	2,400,000 as of date: March 31, 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 stock of common stock shall have no preference, preemptive right, or dividend right.

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

Series (A) Preferred shares have no voting rights or dividends. In the event of a voluntary or involuntary liquidation, dissolution distribution of assets of the corporation equity securities holders. The stated pre-conversion value of Series (A) Preferred is \$0.00001 per share, and the stated value on the day of conversion closing market price is equal to dollars converted \$10.00 per share to common stock.

Series (B) Voting Preferred The holder of the shares of the Series (B) Voting Preferred Stock has the right to vote regarding any matter or action that is required to be submitted to the shareholders of the Company for approval. The vote of each share of the Series (B) Voting Preferred Stock is equal to and counted as (4) times the votes of all the Shares of the Company's stock issued and outstanding on the date of every vote or consent of the shareholders of the

Company regarding every matter submitted to the shareholders of the Company for approval. Series (B) Voting Preferred shares have no value, dividend, or conversion rights.

Series (C) Preferred Shares cannot be transferred or sold without the consent of the majority Series (C) Preferred Shareholders. Series (C) Preferred Stock has a value of \$5.00 per share. Holders may convert shares into no more than 4.99% of the Company's issued and outstanding at the rate of the closing market price on the day of the conversion notice, equal to the dollar amount of the value of the Series (C) Preferred Share. Series (C) Preferred Shares have voting rights equal to (1) vote per share and no dividends. In the event of a voluntary or involuntary liquidation dissolution, of the Company shall be entitled to receive conversion value per share held, paid before the distribution of assets of the corporation equity securities holders.

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

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

On May 8, 2019, the Company's predecessor, Ladybug Resource Group, Inc., a Nevada company, Issued Twenty Million (20,000,000) Series (A) Preferred Shares to James B. Frack in exchange for payment of Barbara McIntyre Bauman's court-appointed custodian debt.

On September 17, 2021, the Company's predecessor issuer, Ladybug Resource Group, Inc., a Nevada company, Barbara McIntyre Bauman's court-appointed Custodian, approved the issuance of One Million (1,000,000) Series (B) Preferred Shares to Alan K. Fetzer in exchange for the initiation and completion of the Company's reorganization.

On September 17, 2021, Barbara McIntyre Bauman resigned from all offices as director and as Custodian of the Company's predecessor issuer, Ladybug Resource Group, Inc., a Nevada company. She appointed Alan Fetzer to all offices and as director of the Company's predecessor issuer, Ladybug Resource Group, Inc., a Nevada company.

On December 1, 2022, the Company's Chief Executive Officer and the Company entered into a stock cancellation agreement, under which the CEO returned 1,000 Series (B) shares, which hold super-voting power, and received 2,100,000,000 shares of common stock.

Incorporation: Ladybug Resource Group, Inc. ("LBRG, LBRG (OK), or the Company) was incorporated in Oklahoma on September 22, 2023.

From the date of incorporation, September 22, 2023, Ladybug Resource Group, Inc. (OK) has had ongoing operations and is, therefore, an "Issuer" that is not, and has never been, a "Shell Company" or ever was a "Former Shell Company" as defined in Rule 144(i) of the Act.

Certificate of Designation: On September 22, 2023, LBRG filed a Certificate of Designation of Preferences, Rights, and Limitations of Series (A) Preferred Stock designating Twenty Million (20,000,000) shares of Preferred Stock as Series (A) Preferred Stock. The Certificate of Designation of Series (A) Preferred Stock granted no voting rights to any holder.

Certificate of Designation: On September 22, 2023, LBRG filed a Certificate of Designation of Preferences, Rights, and Limitations of Series (B) Preferred Stock designating One Thousand (1,000) shares of Preferred Stock as Series (B) Preferred Stock. The Certificate of Designation of Series (B) Preferred Stock granted special voting to any holder.

Certificate of Designation: On September 22, 2023, LBRG filed a Certificate of Designation of Preferences, Rights, and

Limitations of Series (B) Preferred Stock designating Ten Million (10,000,000) shares of Preferred Stock as Series (C) Preferred Stock. The Certificate of Designation of Series (C) Preferred Stock granted any holder special voting and conversion rights.

Holding Company Reorganization: On September 22, 2023, Ladybug Resource Group, Inc. became the parent/successor issuer pursuant to Section 1081(g) of the Oklahoma Act titled "Agreement and Plan of Reorganization" ("Parent Subsidiary Formation"), which was executed by Ladybug Resource Group, Inc. (formed on April 8, 2022) ("Ladybug A"), Ladybug

Resource Group, Inc. and LadyMerger Sub, Inc. (OK), Under the Agreement, Ladybug A merged into LadyMerger Sub, Inc., and Ladybug A ceased to exist, wherein Ladybug Resource Group, Inc. became the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of Ladybug A assets, rights financial statements, obligations, and liabilities as the constituent or resulting corporation. Ladybug Resource Group, Inc. became the parent and the holding Company of LadyMerger Sub, Inc. under the Parent Subsidiary Formation, which was in compliance with Section 1081(g) of the Oklahoma Act.

Upon consummation of the Parent Subsidiary Formation, each issued, and outstanding equity of the former Ladybug A was transmuted into and represented the identical equity structure of Ladybug Resource Group, Inc. (On a share-for-share basis), having the same designations, rights, powers, and preferences, and qualifications, limitations, and restrictions. Upon consummation of the Agreement, the Company was the issuer since the former Ladybug NV equity structure was transmuted pursuant to Section 1081(g) into current issued and outstanding equities of the Company. The Parent Subsidiary Formation was exempt from the registration requirements of the Securities Act of 1933 ("Act") as there was no "offer" or "sale" as defined in Section 2(3) of the Act to invoke the requirements of Rule 145 also under the Act. Under the terms of the Agreement, the shareholders and equity holders of the former Transition had no appraisal rights or rights to a shareholder vote, and consequently, no investment decision was made by the shareholders. Further, the transaction complied with the provisions of Rule 144(D)(3)(x) titled "Holding Company Formation".

Corporate Separation: On September 22, 2023, by resolution of the Board of Directors, the subsidiary Ladybug Merger Inc. was divested and no longer consolidated into the Company.

On December 1, 2022, in an Agreement to promote fairer voting preferences, for 211 filings, Alan Fetzer exchanged for the cancellation (1,000) shares of Class B Preferred Stock with a stated value of \$0.00001 per share, and the Company's predecessor, Ladybug Resource Group, Inc. issued 2,100,000,000 common shares of LBRG with a stated value of \$0.00001 per share in accordance with ASC 805, Business Combinations ("ASC 805")

On June 29, 2023, Amended Consent Resolution, James B. Frack offered Assistance in the growth of the Company's predecessor, LBRG. by returning Amended September 20, 2023, 650,000 shares of Series (A) Preferred Stock of the Company's predecessor, LBRG being valued at par \$0.00001 per share in accordance with ASC 805, Business Combinations ("ASC 805").

On June 29, 2023, Alan Fetzer Agreement deems it advisable and, in the Company's predecessor, Ladybug Resource Group, Inc.'s, best interest to exchange for the cancellation of his 2,100,000,000 common shares of the Company's predecessor, Ladybug Resource Group, Inc.'s with a stated value of \$0.00001 per share and was (1,000) shares of Class B Preferred Stock with a stated value of \$0.00001 per share in accordance with ASC 805, Business Combinations ("ASC 805").

On June 29, 2023, Ladybug Resource Group, Inc., and AFM Associates Inc. agreed to a Debt Settlement Agreement to cancel AFM promissory notes totaling \$190,000, Amended Oct. 22, 2023, in exchange for the issuance of 30,000 Series (A) Preferred Shares with a stated value of \$0.00001 per share in the name of AFM Associates Inc.

On June 29, 2023, The Company's predecessor, Ladybug Resource Group, Inc., and Gold Mountain Distribution, Inc., Agreed to the Addendum April 12, 2022, Exchange Agreement and Promissory Note due to severe economic changes in the Cannabis Industry during the past 24 months, The Company's predecessor, Ladybug Resource Group, Inc. approved, authorized and confirmed the cancellation of 2,255,000 Series (C) Preferred Shares issued to David Argudo

and Ariana Tibbets in exchange for their Gold Mountain Distribution LLC shares and new review of Gold Mountain Distribution LLC valuation reduce exchange price per share; respectively.

On August 31, 2023, Ladybug Resource Group, Inc., Gold Mountain Distribution, Inc. ("GMDI"), and The Cali Girl, LLC ("TCGL") Ariana Tibbets and Shayland Moise executed a plan of corporate separation agreements due to performance and severe economic changes. Upon TCGL, Shareholders transferred returned 100,000 Series (C) Preferred to LBRG, and GMDI confirmed 2,255,000 Series (C) Preferred Shares LBRG canceled on June 29, 2023, issued pursuant to TCGL dated April 8, 2022, and GMDI dated April 12, 2022, Share Exchange Agreements. On September 22, 2023, the reorganization Closing Date, LBRG transferred, returned, and assigned to GMDI & TCGL Shareholders all of their prior ownership in GMDI & TCGL, whereby GMDI & TCGL are no longer a wholly owned subsidiary. The Shareholders will thereafter be the sole owners of GMDI & TCGL.

On September 22, 2023, as part and parcel of the Parent Subsidiary Formation of the Company on September 22, 2023, and as provided in law, all prior operations of the Company's predecessor, Ladybug Resource Group, Inc., were unwound from the Company's predecessor, Ladybug Resource Group, Inc. according to a certain Plan of Separation.

On October 17, 2023, James B. Frack offered to assist in the company's growth and cap table restructure. As of October 31, 2023, the Company is readdressing options.

On October 18, 2023, LBRG filed an Amended Certificate of Designation of Preferences, Rights, and Limitations (6,000,000) shares designated as "Series (A) Preferred Stock".

On October 18, 2023, LBRG filed an Amended Certificate of Designation of Preferences, Rights, and Limitations (1,000) shares designated as "Series (B) Preferred Stock".

On October 18, 2023, LBRG filed an Amended Certificate of Designation of Preferences, Rights, and Limitations (6,000,000) shares designated as "Series (C) Preferred Stock".

On November 14, 2023, the Company Directors and Shareholders determined it in its best interest to further consider its options regarding its capital structure and authorized an amendment to October 18, 2023, Amended and Restated Articles of Incorporation. In addition, as part and parcel to this decision of the Company, Amended Articles of Incorporation, Article IV, Shares of Stock, Authority to Issue (526,001,000) shares of stock of (500,000,000) shares are designated as Common Stock, having a par value of \$.00001 per share and (26,001,000) shares are designated as Preferred Stock, having a par value of \$.00001 per share, of which (20,000,000) shares are further designated "Series (A) Preferred Stock", (1,000) shares are designated as "Series (B) Preferred Stock" and (6,000,000) shares are further designated "Series (C) Preferred Stock". And unwind the Return of Stock Agreement.

On February 22, 2024, AFM Associates converted Preferred Series (A) stock of the Corporation into 2,500.000 shares of common stock of the Corporation.

On March 1, 2024, the Company Directors entered into an Asset Purchase Agreement between Growhouse Nutraceuticals, a wholly owned subsidiary of Ladybug Resource Group Inc., and Lifespot Wellness, Ltd with a Canadian Corporation number 1450546-8. Lifespot Wellness was issued 400,000 shares of Series (C) Preferred Stock of Ladybug Resource Group Inc. The asset is the URL www.nutra55.com.

On March 19, 2024, the Company Directors entered into an Asset Purchase Agreement between Growhouse Nutraceuticals, a wholly owned subsidiary of Ladybug Resource Group Inc., and Vitawin Supplements Ltd. with a Canadian Corporation number 1451929-9. Vitawin Supplements was issued 400,000 shares of Series (C) Preferred Stock of Ladybug Resource Group Inc. The asset is the URL www.purleypregna.com.

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.

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

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 for the two most recently completed fiscal years and any subsequent period.

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: 12/31/2021 Opening Balance Date: December 31, 2021 Common Stock: 346,892,500 Series (A) Preferred Stock: 20,000,000 Series (B) Preferred Stock: 1,000 Series (C) Preferred Stock: 10,000,000			*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. *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.
May-8-19	Issued	14,600,000	Series (A) Preferred	\$0.00001	No	James B. Frack	Agreement Purchase	Restricted	Section 4(2)/Reg D
May-8-19	Issued	4,317,284	Series (A) Preferred	\$0.00001	No	James B. Frack	Agreement Purchase	Restricted	Section 368(a)(1)(B)
Sep-17-21	Issued	1,000,000	Series (B) Preferred	\$0.00001	No	Alan K. Fetzer	Agreement	Restricted	Section 368(a)(1)(B)
Apr-1-22	Returned to Treasury	999,000	Series (B) Preferred	\$0.00001	No	Alan K. Fetzer	Agreement	N/A	N/A
Apr-8-22	Issued	50,000	Series (C) Preferred	\$5.00	No	Ariana Tibbets	Exchange Agreement	Restricted	Section 368(a)(1)(B)
Apr-8-22	Issued	50,000	Series (C) Preferred	\$5.00	No	Shayland Moise	Exchange Agreement	Restricted	Section 368(a)(1)(B)
Apr-12-22	Issued	1,522,125	Series (C) Preferred	\$5.00	No	David E. Argudo	Exchange Agreement	Restricted	Section 368(a)(1)(B)
Apr-12-22	Issued	732,875	Series (C) Preferred	\$5.00	No	Ariana Tibbets	Exchange Agreement	Restricted	Section 368(a)(1)(B)
Jul-18-22	Transferred	200,000	Series (A) Preferred	\$0.10	No	HMM Partner Hannes Mack	Agreement	Res- 6/8/2018	Section 4(2)/Reg D
Jul-18-22	Transferred	200,000	Series (A) Preferred	\$0.10	No	AFM Associates Alex Mack	Agreement	RES- 6/8/2018	Section 4(2)/Reg D
Aug-16-22	Returned to Treasury	32,716	Series (A) Preferred	\$0.00	No	James B. Frack	Conversion notice Series A	Res- 6/8/2018	Section 4(2)/Reg D
Dec-1-22	Returned to Treasury	1,000	Series (B) Preferred	Par value	No	Alan K. Fetzer	Stock Cancellation Agreement	N/A	ASC 805-30-30-1 & 7
Dec-1-22	Issued	2,100,000,000	Common Shares	\$0.00001	No	Alan K. Fetzer	Stock Cancellation Agreement	Restricted	ASC 805-30-30-1 & 7
Jun-15-23	Issued	100,000	Series (A) Preferred	\$0.00001	No	HMM Partner Hannes Mack	Purchase Agreement	Restricted	Section 4(2)/Reg D
Jun-29-23	Returned to Treasury	2,100,000,000	Common Shares	\$0.00001	No	Alan K. Fetzer	Stock Cancellation Agreement	Restricted	ASC 805-30-30-1 & 7
Jun-29-23	Issued	1,000	Series (B) Preferred	Par value	No	Alan K. Fetzer	Stock Cancellation Agreement	N/A	ASC 805-30-30-1 & 7
Jun-29-23	Returned to Treasury	650,000	Series (A) Preferred	\$0.00001	No	James B. Frack	Agreement	Restricted	ASC 805-30-30-1 & 7
Jun-29-23	Returned to Treasury	1,522,125	Series (C) Preferred	\$5.00	No	David E. Argudo	Corporate Separation	Restricted	Section 368(a)(1)(B)
Jun-29-23	Returned to Treasury	732,875	Series (C) Preferred	\$5.00	No	Ariana Tibbets	Corporate Separation	Restricted	Section 368(a)(1)(B)

Aug-31-22	Returned to Treasury	50,000	Series (C) Preferred	\$5.00	No	Ariana Tibbets	Corporate Separation	Restricted	Section 368(a)(1)(B)
Aug-31-22	Returned to Treasury	50,000	Series (C) Preferred	\$5.00	No	Shayland Moise	Corporate Separation	Restricted	Section 368(a)(1)(B)
Aug-31-22	Returned to Treasury	100,000	Series (A) Preferred	\$0.00001	No	HMM Partner Hannes Mack	Cancellation Agreement	Restricted	Section 4(2)/Reg D
Sep-22-23	Issued	30,000	Series (A) Preferred	\$0.00001	No	AFM Associates Alex Mack	Settlement Agreement	Restricted	Section 4(2)/Reg D
Sep-22-23	Issued	2,400,000	Series (C) Preferred	\$5.00	No	Tamara Gabriel Maxfield	Exchange Agreement	Restricted	Section 368(a)(1)(B)
Dec-04-23	Issued	14,201,516	Common Shares	\$0.00001	No	James B. Frack	Conversion Notice Series A	Restricted	Section 4(2)/Reg D
Feb-22-24	Issued	5,000,558	Common Shares	\$0.00001	No	James B. Frack	Conversion Notice Series A	Restricted	Section 4(2)/Reg D
Feb-22-24	Issued	2,500,000	Common Shares	\$0.00001	No	Alexander Mack	Conversion Notice Series A	Restricted	Section 4(2)/Reg D
Shares Outstanding on Date of This Report: March 31, 2024 Common Stock: 388,404,627 Series (A) Preferred: 19,313,587 Series (B) Preferred: 1,000 Series (C) Preferred: 2,400,000									

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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)

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.OTCMarkets.com.

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

Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations") Throughout the span of 2024 and 2025, Ladybug Resource Group Inc. doing business as Ladybug NutraTech, will embark on an aggressive growth strategy characterized by monthly acquisitions. Each of these carefully chosen websites will be acquired under Growhouse Nutraceuticals Ltd. and is projected to generate a monthly revenue ranging from \$100,000 USD to \$300,000 USD, providing substantial support for the company's pre-established niche marketing initiatives. By targeting distinct segments within the vast landscape of health and wellness, these acquisitions allow for the judicious allocation of marketing funds, resulting in a significantly enhanced Return on Advertising Spend (ROAS).

Growhouse is at the forefront of the natural health product industry, leveraging a sophisticated e-commerce platform to showcase and distribute a diverse array of wellness solutions. Their Direct to Consumer (DTC) boasts an extensive catalog that includes nutraceuticals, vitamins, and an assortment of supplements, all thoughtfully curated to meet the diverse needs of health-conscious consumers. In pursuit of aggressive growth, the company is pursuing a multi-faceted strategy. Firstly, they intend to diversify their product range, exploring new avenues within the realm of natural health products to meet evolving consumer demands.

Simultaneously, Growhouse is committed to bolstering its digital presence by strategically marketing these products online, leveraging innovative techniques to reach a wider audience and strengthen customer engagement. This digital expansion is complemented by the company's ambitious plans to establish physical fulfillment locations, providing a tangible touchpoint for customers seeking a more personalized shopping experience.

Furthermore, to solidify its position as a market leader, Growhouse is actively seeking opportunities for expansion by acquiring websites that operate within the same niche. This strategic move broadens their product portfolio and

enhances their market reach and brand recognition.

Growhouse is on a dynamic growth trajectory characterized by product diversification, fueled by a diversified product range, robust online marketing capabilities powered by NutraBuddy AI's versatile software platform, expertise in acquiring and retaining customers to expand our loyal customer base rapidly, and strategic acquisitions that are carefully identified. Their dedication to the natural health sector positions them for continued success in meeting consumers' evolving health and wellness needs.

Growhouse has closed on two additional websites, www.nutra55.com and www.purleypregna.com. Nutr55 is focused on the over 55 age and older with products like calcium for bone health, Omega 3 for heart health and supplements for cognitive functions and age-related concerns. Purleypregna is dedicated to support every step of a pregnancy journey. The products include Prenatal Vitamins, Protein Supplements, and Pregnancy Mineral.

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

Growhouse Nutraceuticals Ltd., 15300 Croydon Dr., Suite 300, Surrey BC V3Z 0Z5

Enhanced Supplements Ltd. #114 - 618 E Kent Ave South Vancouver BC V5X 0B1 (100% owned by Growhouse Nutraceuticals Ltd.)

Lifespot Wellness Ltd. 508-95 Quebec Street, Oshawa ON L1H2K6 – www.nutra55.com

Vitawin Supplements Ltd. 95 Quebec Street, Oshawa ON L1H2K6 - www.purleypregna.com

C. Describe the issuers' principal products or services.

Growhouse Nutraceuticals Ltd.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Growhouse Nutraceuticals, Ltd.

None at this time.

6) All Officers, Directors, and Control Persons of the Company

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
Alan K. Fetzer	President, CEO, Secretary, Treasurer and Director	3939 West Capital Ave, West Sacramento, CA	1,000	Series (B) Preferred	100%	75% Voting Control
Tamara Gabriel Maxfield	CEO & Director Growhouse Nutraceuticals, LTD.	21 Nelson, UPH 11 Toronto Ontario M5V 3H9	2,400,000	Series (C) Preferred	100%	Stated value of \$0.00001. Preference of \$5 per share upon liquidation.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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); **No**
 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; **No**
 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; **No**
 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; or
 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. **No**
 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. **No**
- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to 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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Securities Counsel

Heskett & Heskett
John Heskett
2401 Nowata Place Ste. A.
Bartlesville, OK 74006
Telephone (918) 336-1773
Facsimile (918) 336-3152
jheskett@hesklaw.com

Accountant or Auditor

Bhamji Taxation Services Inc. CPA, CMA
Chartered Professional Accountant
3A - 709 Twelfth Street
New Westminster, British Columbia, V3M 4J7 Canada

Other Service Providers

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

9) Disclosure & Financial Information

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

Name: M. Bilal Bhamji
Title: CPA, CMA
Relationship to Issuer: Third Party Vendor

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):

Name: **M. Bilal Bhamji**
Bhamji Taxation Services Inc.
Chartered Professional Accountant
New Westminster, British Columbia,
Canada
Title: CPA, CMA
Relationship to Issuer: **Third Party Vendor**

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

Provide the following qualifying financial statements:

- ☐ Audit letter, if audited;
- ☐ Balance Sheet;
- ☐ Statement of Income;
- ☐ Statement of Cash Flows;
- ☐ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- ☐ 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.

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, James P. Kurko, certify that:

1. I have reviewed this Quarterly Report for the Period Ending March 31, 2024, of Ladybug Resource Group, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 09, 2024

/s/ James P. Kurko

James P. Kurko, Chief Officer

Principal Executive Officer:

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

Principal Financial Officer:

I, James P. Kurko, certify that:

1. I have reviewed this Quarterly Report for the Period Ending March 31, 2024, of Ladybug Resource Group, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 09, 2024

/s/ James P. Kurko

James P. Kurko, Chief Financial Officer

Principal Financial Officer:

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

LADYBUG RESOURCE GROUP

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

(Unaudited)

Three Month Period Ended

March 31, 2024

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements. The accompanying financial statements of the Company have been prepared by and are the responsibility of the Company's management.

M. Bilal Bhamji, CPA, CMA

Bhamji Taxation Services Inc.

Chartered Professional Accountant

New Westminster, British Columbia, Canada

LADYBUG RESOURCE GROUP
Statements of financial position
(Expressed in US dollars)
(Unaudited)

	March 31, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 613,547	\$ 220,771
Prepaid expenses	3,679	3,679
Receivables	-	-
	617,226	224,450
TOTAL ASSETS	\$ 617,226	\$ 224,450
LIABILITIES		
Amounts payable and accrued liabilities	\$ 196,799	\$ 7,085
Government agencies payable	25,737	7,085
Corporate taxes payable	64,560	45,269
Payable to shareholder	52,054	52,054
TOTAL LIABILITIES	339,150	104,408
SHAREHOLDERS' EQUITY		
Surplus	278,076	120,042
TOTAL SHAREHOLDERS' EQUITY	278,076	120,042
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	617,226	224,450

Nature of operations and continuance of business (Note 1)

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

LADYBUG RESOURCE GROUP

Statements of Operations and Comprehensive Loss

(Expressed in US dollars)

(Unaudited)

	Three months ended	
	March 31, 2024	March 31, 2023
REVENUE		
Sales	\$ 2,093,058	\$ 723,600
COST OF SALES		
Purchases	1,387,520	242,260
GROSS PROFIT ON SALES	705,538	481,340
Expenses		
Advertising and promotion	\$ 492,257	\$ 387,772
Foreign exchange gain/loss	(1,953)	-
Interest and bank charges	877	769
Management fees	33,538	31,796
Website development	3,493	46,135
INCOME BEFORE INCOME TAXES	547,504	477,121
Corporate income taxes	19,291	
Net loss and comprehensive loss for the year	\$ 158,034	\$ 4,220

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

LADYBUG RESOURCE GROUP, INC.
Statement of Stockholders Equity

March 31, 2024

Unaudited

	Common Shares		Series (A) Preferred Stock		Series (B Preferred Stock		Preferred (C) Shares		Paid In Capital	Accumulated Earnings (Deficit)	Total Shareholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital		
Balance at Dec 31, 2020	346,892,500	34,689	20,000,000	2,000	1,000	0.1	-	-	-	-	36,689
Balance at June 30, 2023	364,202,553	36,420	19,317,284	1,932	1,000	0.1	100,000	10	190,000	-	228,362
Debt Release									(89,472)		(23,472)
Share Exchange	-	-	-	-	-	-	2,400,000	240	-	-	240
Debt Compensation	-	-	30,000	3	-	-	-	-	(191,472)		(191,469)
Returned to Treasury	-	-	-	-	-	-	(100,000)	(10)	-	-	
Net Profit/Loss September 30, 2023									(52,054)	67,472	67,472
Balance at September 30, 2023	364,202,553	36,420	19,347,284	1,935	1,000	0.1	2,400,000	240	(142,998)	67,472	(36,931)
Debt Release											-
Share Exchange	14,201,516	142	-	-	-	-				-	142
Debt Compensation	-	-			-	-			(147)		(147)
Returned to Treasury	-	-	-	-	-	-			-	-	
Net Profit/Loss December 31, 2023										156,978	156,978
Balance at December 31, 2023	378,404,069	36,562	19,347,284	1,935	1,000	0.1	2,400,000	240	(143,145)	224,450	120,042
Debt Release											
Share Exchange			-	-	-	-				-	-
Debt	-	-			-	-				234,742	234,742
Debt Compensation	-	-	-	-	-	-			(234,742)	-	(234,742)
Net Profit/Loss March 31, 2024										158,034	158,034
Balance at March 31, 2024	378,404,069	36,562	19,347,284	1,935	1,000	0.1	2,400,000	240	(377,887)	617,226	278,076

See accompanying Notes to Financial Statements

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

LADYBUG RESOURCE GROUP

Statements of Cash Flows

(Expressed in US dollars)

(Unaudited)

	Three months ended	
	March 31, 2024	March 31, 2023
Operating activities		
Net Income (loss) for the period	\$ 158,034	\$ 4,220
Adjustments for:		
Changes in non-cash working capital items:		
Accounts payable	196,799	
Corporate taxes	19,291	
GST payable	18,652	-
Prepaid expenses		-
Net cash flows used in operating activities	392,776	4,220
Financing activities		
Proceeds from shareholder loan	-	-
Net cash flows from financing activities	-	-
Increase in cash and cash equivalents	392,776	-
Cash and cash equivalents, beginning of year	220,771	4,789
Cash and cash equivalents, end of period	\$ 613,547	\$ 9,009

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

LADYBUG RESOURCE GROUP**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in US Dollars)

FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023**1. NATURE OF OPERATIONS AND CONTINUANCE OF BUSINESS**

LADYBUG RESOURCE GROUP (the “Company”) was incorporated under the laws of the State of Oklahoma. The Company sells sports nutrition and nutraceutical supplements. The Company’s registered office is located at 1408 Street Denver Avenue, Tulsa, OK 74119 USA

2. BASIS OF PRESENTATION

These condensed interim financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information.

Functional and Presentation Currency

These financial statements are presented in United States of America dollar’s, unless otherwise noted, which is the functional currency of the Company.

3. PREPAID EXPENSES

The company paid Evans & Evans for future marketing work

	March 31, 2024		<i>December 31, 2023</i>	
Prepaid expenses	\$	3,679	\$	3,679
	\$	3,679	\$	3,679

4. PAYABLE TO SHAREHOLDERS

Shareholders loans are non-interest bearing, unsecured advances to the company with no specific terms for repayment as follows:

	March 31, 2024		<i>December 31, 2023</i>	
	\$	52,054	\$	52,054
	\$	52,054	\$	52,054

5. SHAREHOLDERS' REMUNERATION

	March 31, 2024		<i>December 31, 2023</i>	
Remuneration paid to the shareholders during the year are included in expenses and amount in total to:	\$	33,538	\$	225,075
	\$	33,538	\$	225,075

Bhamji Taxation Services Inc.
Chartered Professional Accountant