

Posh Luxury Cannabis, Inc.
JOBS ACT - Form Reg. D - Rule 506(c) - Stocks
CIK: 0001948741
FOURTH AMENDED OFFERING MEMORANDUM

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (S.E.C.) DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, OR PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING MEMORANDUM, INCLUDING THIS FOURTH AMENDED OFFERING MEMORANDUM, OR OTHER PROMOTIONAL LITERATURE. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE S.E.C; HOWEVER, THE S.E.C HAS NOT AND WILL NOT MAKE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION. THERE IS NOTHING IN THIS DOCUMENT THAT, IN ANY WAY, SHAPE OR FORM, MAY BE VIEWED AS AN ENDORSEMENT OF THIS OFFERING BY THE S.E.C.



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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

DATE OF THIS FOURTH AMENDED OFFERING MEMORANDUM: March 31, 2023

DESCRIPTION OF SECURITIES:

Amount of offering: \$5 million
Min./max: \$10,000.00/ \$5 million/common/voting/diluted
Asking price: \$0.25 (25 U.S. cents)per common/voting share/diluted

Number of shares in this offering: 20,000,000

U.S. investors must be accredited

Pay with crypto or U.S. money

MATERIAL RISKS: Please refer to the contents of this Fourth Amended Offering Memorandum

INVESTING CARRIES RISK

TABLE OF CONTENTS

TABLE OF CONTENTS.....	i
I. NOTICES.....	1
II. INTRODUCTION.....	1-2
III . PROJECT DESCRIPTION & USE OF PROCEEDS.....	2-3
IV . SHARES PRICING & DESCRIPTION OF SECURITIES.....	3-4
V . MATCHING BOND PROGRAM.....	4
VI. DILUTION & DILUTION PROTECTION.....	4-5
VII. SUMMARY INFORMATION ABOUT THE COMPANY.....	5-6
VIII. RISKS RELATED TO THE OFFERING.....	7-10
IX. CONCLUSION.....	11
Signatures.....	11
Archivist's Certificate.....	12



I.

NOTICES

This fourth amended offering memorandum replaces the first, second and third offering memorandums contains substantial information about the Issuer, its representative, business and financial condition and certain risk factors associated with the offering and should be reviewed carefully by prospective investors.

II .

INTRODUCTION

This offering is made, pursuant to the laws, rules and regulations governing Title II of the JOBS Act, Rule 506(c) of the United States Securities and Exchange Commission (S.E.C).

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Posh Luxury Cannabis, Inc., is an American company with a planned multinational technology function, with a focus on e-commerce and marketing capabilities.

The company founders intend to provide online retail services and serve as a web service provider for sellers.

The initial planned product line will include cannabis and cannabis products, with sellers providing products to be sold under the “Posh” label.

This offering is made in order to bring rapid original branding and marketing expansion of the ‘Posh’ products line as described above, and in this offering memorandum.

III .

PROJECT DESCRIPTION & USE OF PROCEEDS

This offering will provide the initial capital needed to introduce the ‘Posh’ brand of products. The initial planned product line will include cannabis and cannabis products, with sellers providing products to be sold under the “Posh” label.

INVESTING IN THIS OFFERING CARRIES RISK

The initial planned rollout is subject to licensing approvals. The first planned U.S. licensing will be in California.

The first planned overseas licensing will be in, among other countries, Europe and European Zone countries, including Portugal, Switzerland, Luxembourg and Latvia.

Other planned overseas licensing applications will be made for countries in Southeast Asia, as well as for Australia and New Zealand.

The use of proceeds, therefore, includes the futures purchases of products at a discount for resale under the 'Posh' label. In addition, proceeds will be used for extensive worldwide origination recognition of the brand and sales.

IV .

SHARES PRICING & DESCRIPTION OF SECURITIES

This offering is made in order to raise five million dollars (\$5,000,000.00).

INVESTING IN THIS OFFERING CARRIES RISK

The asking price per common/voting share is 25 U.S. cents (\$0.25).

V .

MATCHING BOND PROGRAM

A matching bond program with MHR Acquisitions, Inc., for the project known as 'The Temu Posh Store,' which is the opening of an online store for the accessories on Temu, is included in this offering.

Purchasers of either the stocks in this offering or the bond will receive reciprocating matching shares or bond certificates.

VI.

DILUTION & DILUTION PROTECTION

The board of directors has adopted a dilution formula, whereby existing shareholders will receive an additional 45% of their existing shares, as each new shareholder comes in.

INVESTING IN THIS OFFERING CARRIES RISK

Dilution protection keeps constant the shares of all existing shareholders as each new shareholder makes purchases.

Dilution protection benefits the investor, because, for this Reg. D offering, only one class of shares is permitted. As a result, the only manner in which the company may protect investors from having their shares count reduced by other investors, is to keep the shares count constant, relative to all other shareholders.

VII.

SUMMARY INFORMATION ABOUT THE COMPANY

Posh Luxury Cannabis, Inc. was founded by Balasubramanyam Kovilakuntla and Chandrasekaran Rajasekar in San Francisco, California.

The founders have a background in e-commerce, and, through research, including marketing research, in cannabis and cannabis products.

INVESTING IN THIS OFFERING CARRIES RISK

In addition, the founders have an expertise in licensing procedures for cannabis and cannabis products in the United States, and in other countries, including in Europe and European Zone countries, including Portugal, Switzerland, Luxembourg, Latvia, Southeast Asia, as well as Australia and New Zealand.

The company was founded on the premise that a marketplace platform provides the best opportunity for the growth market of sellers of cannabis and cannabis products, to sell their products under the 'Posh' label.

Such a marketplace, the founders believe, will provide the consumer with the best products at the best price and with the best service provided by the 'Posh' brand.

On March 31, 2023, the filer support company managers uploaded an electronic form, Form Reg. D, onto the EDGAR file. The filed form may be viewed by clicking on the link on the project website at www.poshluxurycannabis-investors.com.

INVESTING IN THIS OFFERING CARRIES RISK

VIII.

RISKS RELATED TO THE OFFERING

Future uncertainties may include the inability to maintain a credit rating, and the impact on funding costs and competitive position if the company does not do so, the inadequacy of cash flows and earnings, and other conditions which may affect the ability of the company to pay a dividend or to repurchase shares, which may be affected by their cash flows and earnings, and other factors.

Other future uncertainties may include the inability to convert pre-order commitments into orders, the price which the company may realize on orders, since commitments are stated at list prices, customer actions or developments such as cancellations and other factors that may affect the level of demand and financial performance of the customers which the company will serve, the effectiveness of the risk management framework of the company, the impact of regulation and regulatory, investigative and legal proceedings and legal

INVESTING IN THIS OFFERING CARRIES RISK

compliance risks, including the impact of regulation and litigation, the capital allocation plan of the company, as such plan may change including with respect to the timing and size of share repurchases, acquisitions, joint ventures, dispositions and other strategic actions by the company.

Further, future uncertainties may limit the success of the company with regard to integrating acquired businesses and operating joint ventures, the ability to realize anticipated earnings and savings from transactions, the ability to acquire businesses and joint ventures, the impact of potential information technology or data security breaches, and other factors, which are described throughout this Fourth Amended Offering Memorandum. These or other uncertainties may cause actual future results of the company to be materially different than those expressed in these forward-looking statements. The company does not undertake to update its forward-looking statements.

No Federal or State securities commission has approved, disapproved, endorsed, or recommended this offering. The investor should make an

INVESTING IN THIS OFFERING CARRIES RISK

independent decision whether this offering meets the investment objectives and financial risk tolerance level of the investor. No independent person has confirmed the accuracy or truthfulness of this disclosure, nor whether it is complete. Any representation to the contrary is illegal. Furthermore, these authorities have not passed upon the accuracy or adequacy of this Fourth Amended Offering Memorandum. Any representation to the contrary is a criminal offense.

This Fourth Amended Offering Memorandum contains all of the representations by the company concerning this offering. No person shall make different or broader statements than those contained herein. Investors are cautioned not to rely upon any information, not expressly set forth in this Fourth Amended Offering Memorandum, or in the electronic Form Reg. D posted on EDGAR.

In making an investment decision, investors must rely on their own examination of the company and the terms of the offering, including the merits and risks involved.

There is only one class of shares in this offering: common/voting/diluted shares.

INVESTING IN THIS OFFERING CARRIES RISK

No person has been authorized to give any information or to make any representations other than those contained in this Fourth Amended Offering Memorandum, and, if given or made, such information or representations must not be relied upon as having been authorized by the company.

The investor should consult with any attorneys, accountants, and other professional advisors as to the legal, tax, accounting, and any other consequences of an investment in the company.

Statements of future forecasts, projections and expectations are not statements of returns on investment.

The business of the company is extremely competitive, and as a result, success may not be immediate.

When considering the extremely large product market, issues of supply chain may delay delivery, and therefore, impact sales.

Investors must rely solely on the information contained in the amended electronic Form Reg. D, as uploaded onto EDGAR, and in this Fourth Amended Offering Memorandum.

INVESTING IN THIS OFFERING CARRIES RISK

IX .

CONCLUSION

The information contained in this Fourth Amended Offering Memorandum, together with the uploaded amended Form Reg. D onto EDGAR, constitutes the entire offering.

Any other information, anywhere, must be discarded.

The investor should rely solely on the contents of the EDGAR filing, and this fourth amended offering memorandum.

At: New York City

March 31, 2023

ENTERED BY:

/ s /

Weston Willett, President

INVESTING IN THIS OFFERING CARRIES RISK

ARCHIVE CERTIFICATE

I HEREBY CERTIFY, that on the 31st day of March, 2023, I entered this Fourth Amended Offering Memorandum into the corporate records of Posh Luxury Cannabis, Inc., and that I provided a copy to the board members.

/ s /

Weston Willett

INVESTING IN THIS OFFERING CARRIES RISK