

FIRST AMENDED SERIES A TERM SHEET  
Posh Markets, Inc.

A preferred shares project with a \$10,200,000.00 raise.



Issuing Company Project Office: Posh Markets, Inc..

Promotions Manager: Tony Ramos

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Date of this First Amended Series A Term Sheet: December 1, 2022

Amount of Financing : \$10,200,000.00

Preferred shares price: \$10.00

Number of Preferred Shares in this Offering: 1,200,000

Conversion Ratio : 1 preferred share to

10 common/voting/diluted shares at one U.S. dollar (\$1.00) per share

Valuation post-close converted to

common/voting/diluted: \$102,000,000.00

5% holiday promotion on all purchases from December 1 through December 31, 2022

Pay with crypto or U.S. money

This Series A offering is strictly a private offering. Existing S.E.C. offerings run parallel to but do not cross over with this offering.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THIS OFFERING, OR PASS UPON THE ACCURACY OR COMPLETENESS OF THIS FIRST AMENDED SERIES A TERM SHEET OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED IN A STRICTLY PRIVATE OFFERING, AND NOT SUBJECT TO ANY S.E.C. EXEMPTION OR REVIEW. THE S.E.C. HAS NOT AND WILL NOT MAKE AN INDEPENDENT DETERMINATION AS TO THE SECURITIES OFFERED HERE.

TABLE OF CONTENTS.....	i
I. INTRODUCTION.....	1-3
II . PROJECT DESCRIPTION & USE OF PROCEEDS.....	4-5
III . SHARES PRICING, DESCRIPTION OF SECURITIES, & 100% ACQUISITION.....	4-5
IV. DILUTION & DILUTION PROTECTION.....	6-7
V. USE OF PROCEEDS .....	8
VI. CONCLUSION.....	9
Signature.....	10
Archivist's Certificate.....	10

I.

## INTRODUCTION

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

The company is in business and is a seller of cannabis and some cannabis accessory products.

The purpose of this bond is to commence the capture of a very large mass consumer scale collection of brands and sellers of luxury cannabis accessories. This large scale capture will allow for all known luxury cannabis accessory brands and sellers to sell from the company's online marketplace.

Posh Markets, Inc., is a New York corporation that is enrolled with the United States Securities and Exchange Commission (S.E.C.) The EDGAR CIK number is: 0001948741.

## II .

### PROJECT DESCRIPTION & USE OF PROCEEDS

This offering will provide the initial capital needed for the international mass consumer marketing of cannibal luxury accessories. Funding will allow the company 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. The company founders are intending to make the 'Posb' brand as recognizable as the brands in other sectors, including jewelry, clothing, cars and the like.

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.

### III .

#### SHARES PRICING & DESCRIPTION OF SECURITIES

Amount of Financing : \$10,200,000.00

Preferred shares price: \$10.00

Number of Preferred Shares in this Offering: 1,200,000

Conversion Ratio : 1 preferred share to 10 common/voting/diluted shares at one U.S. dollar (\$1.00) per share.

Valuation post-close converted to common/voting/diluted:

\$102,000,000.00.

Matching private New York statutory bonds, each with a limit of \$5 million are included in any Series A shares purchases.

#### IV.

#### 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.

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.

The ratio is subject to board review and adjustment, depending on the size of the investment from any one or more investors.

For substantial investors, the board maintains a flexible policy as far as the shareholder percentage.

Dilution protection is defined here as keeping constant the shares of all existing shareholders as each new shareholder makes purchases.

As an example, if a new shareholder, SH 1, purchases 100 shares, then, to maintain the 99% ownership of the company, 99 shares will be distributed to the founding shareholders, according to their percentage of ownership of the 99%.

To continue with the example, once a second shareholder, SH 2, makes a purchase, say 100 shares, then SH 1 receives 1 share, and the founders receive an additional 99 shares, distributed as shown above. In this manner, SH 1 never loses his/her voting power, and the potential benefits of his/her investment as the company grows and gains valuation.

Dilution becomes particularly important to the shareholder because dividends are based upon the amount of the dividend, per share. Thus, control becomes less important, being largely replaced by the cash benefits of dividends.

## V .

### 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.

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.

## VI.

### CONCLUSION

With proceeds from this offering, the 'Posh' brand and label will become integrated into the worldwide luxury market, alongside yachts, luxury cars, luxury handbags, luxury clothing lines and the like.

There are current vendors who already are geared to this luxury market. These vendors lack the capital for expansion and brand recognition.

The proceeds from this offering will begin the worldwide integration of those brands and accessories under the 'Posh' label and brand, marking the first large scale consumer entry into the luxury cannabis accessories sector.

At: New York City

December 1, 2022

**ENTERED BY:**

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K. Balasubramanyam, Director

**ARCHIVE CERTIFICATE**

I HEREBY CERTIFY, that on the 1st day of December, 2022, I entered this First Amended Series A Term Sheet into the corporate records of Posh Markets, Inc., and that I provided a copy to the board members.

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K. Balasubramanyam, Director

FIRST AMENDED TERMS AND CONDITIONS TO THE FIRST AMENDED SERIES A  
TERM SHEET

DATE OF THE FIRST AMENDED SERIES A TERM SHEET: DECEMBER 1, 2022

Posh Markets, Inc.

A preferred shares project with a \$10,200,000.00 raise.



Issuing Company Project Office: Posh Markets, Inc..

Promotions Manager: Tony Ramos

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85th floor

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Date of these FIRST AMENDED TERMS AND CONDITIONS: December 1, 2022

Amount of Financing : \$10,200,000.00

Preferred shares price: \$10.00

Number of Preferred Shares in this Offering: 1,200,000

Conversion Ratio : 1 preferred share to

10 common/voting/diluted shares at one U.S. dollar (\$1.00) per share

Valuation post-close converted to

common/voting/diluted: \$102,000,000.00

This Series A offering is strictly a private offering. Existing S.E.C. offerings run parallel to but do not cross over with this offering.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THIS OFFERING, OR PASS UPON THE ACCURACY OR COMPLETENESS OF THIS TERM SHEET OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED IN A STRICTLY PRIVATE OFFERING, AND NOT SUBJECT TO ANY S.E.C. EXEMPTION OR REVIEW. THE S.E.C. HAS NOT AND WILL NOT MAKE AN INDEPENDENT DETERMINATION AS TO THE SECURITIES OFFERED HERE.

I .

CAPITALIZATION

The First Amended Series A Term Sheet and these First Amended Terms and Conditions are designed so that the capitalization structure of the company from any sale does not change. The only manner in which the capitalization structure of the company would change would be by board resolution. In all other respects the language in the term sheet and in these terms and conditions apply.

Amount of Financing : \$10,200,000.00.

Matching private New York statutory bonds each with a statutory limit of \$5,000,000.00 are included in any Series A shares purchases.

II .

CONVERSION

The preferred shares shall be convertible into shares of common/voting/diluted stock at any time at the election of each holder. The conversion rate shall be clearly shown on the subscription agreement.

More information on conversion and dilution is contained in the Series A Term Sheet.

### III .

#### VOTING RIGHTS

The First Amended Series A preferred shares will count together with the common/voting/diluted stock on as-converted basis, whether or not yet converted and not as a separate class.

### IV .

#### RESELLING

As private shares: The board has authorized this First Amended Series A offering as a private offering. Any resales by Purchasers would be strictly private, subject to the further terms and conditions in this section.

As converted to Reg. D S.E.C. shares: A holder of preferred shares may convert those shares into any S.E.C. program of the company, subject to these further terms and conditions:

a ) the shares must first be redesignated into the same class as the S.E.C. shares;

b ) the asking shares price of the S.E.C. offering applies, and the Series A price must be adjusted accordingly, and the number of shares, either gained or lost, calculated;

c ) any S.E.C. restrictions on sales shall be applied to the conversion at the time of the conversion;

d ) the dilution formula applies only to the conversion, and does not affect the previous calculation as to any other shareholders.

As OTC shares: A holder of shares in a company OTC program, whether originated by the company, or made a part of the shares of the company by any other instrument, may convert the OTC shares upon completion of a shares purchase, subject to these further terms and conditions:

a ) the OTC shares shall be held only as OTC shares in the company, unless the purchaser wishes to convert same to either private shares or S.E.C. shares;

b ) upon an election to convert the shares to private shares, the Purchaser shall take those shares at an asking price that is agreed to by the board;

c ) the board shall, then determine the conversion rate;

d ) the conversion of any such shares to private shares shall not, unless by board resolution, alter the capital structure of the company;

e ) an election to convert the OTC shares to S.E.C. program shares shall be governed by the rules and regulations governing conversion of S.E.C. shares in this section;

f ) the dilution formula applies only to the conversion, and does not affect the previous calculation as to any other shareholders.

## V .

### CONFIDENTIALITY

The First Amended Series A Term Sheet and these First Amended Terms and Conditions, and any related discussions and correspondence are to be held in strict confidence by the Company any any potential or real Series A shares Purchaser, and may not to be disclosed to any party, other than counsel to, and the accountants of, the parties to the extent reasonably necessary for such persons to render advice in connection with the proposed transaction and other than to existing stockholders of the Company, without the prior written approval of the Company.

VI .

GOVERNING LAW

The securities sold in this First Amended Series A offering are from a company that is not trading on one of the large national or international exchanges. If the company has an OTC program, the company may be said to be trading on the OTC. Such a program, however, does not govern Series A sales or other private transactions.

To this extent, this First Amended Series A offering is a contract between parties, and the parties, therefore, agree, by their signatures below, to be governed by New York General Business Law for any disputes.

By the signature of the board member below, the members of the board approve these terms and conditions.

At: New York City

December 1, 2022

**ENTERED BY:**

/ s /

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K. Balasubramanyam, Director

**ARCHIVE CERTIFICATE**

I HEREBY CERTIFY, that on the 1st day of December, 2022, I entered these First Amended Series A Terms & Conditions to the First Amended Series A Term Sheet into the corporate records of Posh Markets, Inc., and that I provided a copy to the board members.

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K. Balasubramanyam, Director