

INVESTING IN THIS BOND CARRIES RISK
OFFERING CIRCULAR
Posh Markets Inc.
New York LFN 63 b. & c. - Bond # 2

THIS BOND IS MADE PURSUANT TO NEW YORK LFN 63 b. & c. THE NEW YORK ATTORNEY GENERAL DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY BOND OFFERED OR THE TERMS OF THE OFFERING, OR PASS UPON THE ACCURACY OR COMPLETENESS OF THIS FIRST AMENDED OFFERING CIRCULAR, OR ANY OTHER PROMOTIONAL LITERATURE AND HAVE NOT AND DO NOT AND WILL NOT MAKE ANY. ENDORSEMENT OF THIS BOND.

Amount to be financed: \$5,000,000.00
Date of this bond: November 21, 2022



We are offering \$1,020,000.00 at 3.13% Notes due 2027. We are offering \$1,020,000.00 at 3.13% Notes due 2028. We are offering \$1,020,000.00 at 3.13% Notes due 2029. We are offering \$1,020,000.00 at 3.13% Notes due 2030. We are offering \$1,020,000.00 at 3.13% Notes due 2031. We are offering \$1,020,000.00 at 3.13% Notes due 2032. We are offering \$1,020,000.00 at 3.13% Notes due 2033. We are offering \$1,020,000.00 at 3.13% Notes due 2034. We are offering \$1,020,000.00 at 3.13% Notes due 2035. We are offering \$1,020,000.00 at 3.13% Notes due 2036.

We will pay interest on an equal *pro rata* basis on the Notes annually on August 10 of each year, until maturity. The 2027 Notes will mature on August 10, 2028, The 2028 Notes will mature on August 10, 2029 the 2029 Notes will mature on August 10, 2030. The 2030 Notes will mature on August 10, 2031, The 2031 Notes will mature on August 10, 2032, The 2032 Notes will mature on August 10, 2033 The 2033 Notes will mature on August 10, 2034, The 2034 Notes will mature on August 10, 2035, The 2035 Notes will mature on August 10, 2036, The 2036 Notes will mature on August 10, 2037. The total interest on each Note is 3.13%. We may redeem the notes in whole or in part at any time. The notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof, thereafter.

Price	Proceeds to Posh Markets Inc. Before Expenses
2027 Note: \$1,020,000.00	\$860,370.00, plus accrued interest, if any
2028 Note: \$1,020,000.00	\$828,444.00, plus accrued interest, if any
2029 Note: \$1,020,000.00	\$796,518.00, plus accrued interest, if any
2020 Note: \$1,020,000.00	\$764,592.00, plus accrued interest, if any
2031 Note: \$1,020,000.00	\$732,666.00, plus accrued interest, if any
2032 Note: \$1,020,000.00	\$700,740.00, plus accrued interest, if any
2033 Note: \$1,020,000.00	\$668,814.00, plus accrued interest, if any
2034 Note: \$1,020,000.00	\$636,888.00, plus accrued interest, if any
2035 Note: \$1,020,000.00	\$604,962.00, plus accrued interest, if any
2036 Note: \$1,020,000.00	\$573,036.00, plus accrued interest, if any
2036 Note: \$1,020,000.00	\$541,110.00, plus accrued interest, if any

PAY WITH CRYPTO OR U.S. MONEY

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POSH
CANNABIS MARKETPLACE
INVESTOR OPPORTUNITY

I.

ABOUT THIS OFFERING CIRCULAR

This Offering Circular contains general information about our debt securities offered here.

We provide business and other financial information that is current as of the upload onto the project website at www.poshmarkets-investors.com on November 21, 2022.

It is important for you to read and consider all information contained in this Offering Circular in making your investment decision. See “Where You Can Find More Information” and “Incorporation by Reference” in this Offering Circular.

INVESTING IN THIS BOND CARRIES RISK

Unless otherwise stated or the context otherwise requires, references in this Offering Circular to “Posh,” the “Company,” “we,” “us” and “our” and all similar references are to Posh Markets, Inc.

Posh Markets, Inc. has a material contract for the writing and filer support components of this bond with OTC 251, Inc.

Posh Markets, Inc. has a material contract for the promotions, certificates issuance, certificates ledger maintenance with STR Capital, Inc.

II .

INTRODUCTION

This offering is made, pursuant to the laws, rules and regulations governing New York LFN 63 b. & c.

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

INVESTING IN THIS BOND CARRIES RISK

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.

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.

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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 .

ABOUT THIS BOND

This bond is made pursuant to New York LFN 63 b. & c.

This bond together with a self-service Purchaser section, is posted on the project website at www.poshmarkets-investors.com.

INVESTING IN THIS BOND CARRIES RISK

There are no brokers or other sellers on this bond.

Any person may visit that website and click on the 'Self-Service' button, in order to see this bond and for information on how to make a self-serve purchase of all or a part of this bond.

INVESTING IN THIS BOND CARRIES RISK

V .

DESCRIPTION OF NOTES¹

We are offering \$1,020,000.00 at 3.13% Notes due 2027. We are offering \$1,020,000.00 at 3.13% Notes due 2028. We are offering \$1,020,000.00 at 3.13% Notes due 2029. We are offering \$1,020,000.00 at 3.13% Notes due 2030. We are offering \$1,020,000.00 at 3.13% Notes due 2031. We are offering \$1,020,000.00 at 3.13% Notes due 2032. We are offering \$1,020,000.00 at 3.13% Notes due 2033. We are offering \$1,020,000.00 at 3.13% Notes due 2034. We are offering \$1,020,000.00 at 3.13% Notes due 2035. We are offering \$1,020,000.00 at 3.13% Notes due 2036.

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U.S. INVESTORS MUST BE ACCREDITED**

INVESTING IN THIS BOND CARRIES RISK

¹ **RESTRICTED SECURITY STATUS:** Rule 144, 17 CFR § 230.144 - “Persons deemed not to be engaged in a distribution and therefore not underwriters,” defining ‘debt securities,’ applies as this bond does not meet the criteria of the applicable provisions. The bond is deemed a ‘restricted security.’ There are no ‘affiliates’ in the program. Private holders must hold the instrument for one year prior to any sale. Any such sale must be a private sale. Thus, any private resale may take place on or after the 366th day of each note, or on February 9, or thereafter, of each year. We will disburse on February 9 of each year, to the current holder, unless the holder informs of a sale, in which case, we will complete the transaction as between the holder and the buyer, and then disburse.

U.S. investors must be accredited

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The bond certificate will show the number of the bond, the relevant names and the date of issue of that bond. We will calculate the maturity date, except as to the first issue bond, as the 366th day after the date on the certificate.

This Offering Circular, constitutes the complete offering for this bond.

The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof, thereafter.

We reserve the right, from time to time and without the consent of any holders of the notes, to re-open each series of notes on terms identical in all respects to the outstanding notes of such series, except for the date of issuance,

INVESTING IN THIS BOND CARRIES RISK

the date interest begins to accrue and, in certain circumstances, the first interest payment date, so that such additional notes will be consolidated with, form a single series with and increase the aggregate principal amount of the notes of such series.

The notes constitute our only unsecured indebtedness as of the date of first issue shown on the cover to this Offering Circular, and will rank equally with each other.

However, the notes will be structurally subordinated to any prior indebtedness, and will be effectively subordinated to any secured indebtedness to the extent of the value of the assets securing such indebtedness.

Claims of the creditors will generally have priority with respect to the assets and earnings of the company, including holders of the notes.

Accordingly, the notes will be effectively subordinated to creditors, including trade creditors and preferred stockholders, if any, of our company.

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Prior to the maturity date, we may redeem such series of notes at our option, at any time in whole or from time to time in part, at a redemption price as calculated by us, equal to the greater of:

100% of the principal amount of the notes being redeemed;

or

the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, exclusive of interest accrued to, but excluding the date of redemption, discounted to the date of redemption on an annual basis, plus one day, equal to the interest rate on the notes.

INVESTING IN THIS BOND CARRIES RISK

VI .

THE BOND IS CONSIDERED TO BE 'INVESTMENT PROPERTY' UNDER U.C.C. Article 9(46)

The bond is considered to be 'investment property' under U.C.C. Article 9(46). Thus, the bond may be recorded in any U.S. courthouse that accepts U.C.C. filings.

VII .

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain U.S. federal income tax considerations of the ownership and disposition of the notes. This summary is based upon provisions of the Internal Revenue Code of 1986, as amended, or the "Code," applicable U.S. Treasury regulations, administrative rulings and judicial decisions in effect as of the date of this Offering Circular, any of which may

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be subsequently be changed, possibly retroactively, or interpreted differently by the Internal Revenue Service, or the “IRS,” so as to result in U.S. federal income tax consequences different from those discussed below. Except where noted, this summary deals only with a note held as a capital asset upon issuance at the first price at which a substantial portion of the notes of the applicable series is sold for cash to persons other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers.

This summary does not address all aspects of U.S. federal income taxes, including the impact of the Medicare contribution tax on net investment income, and does not deal with all tax consequences that may be relevant to holders in light of their personal circumstances or particular situations, such as:

a) tax consequences to U.S. holders whose ‘functional currency’ is not the U.S. dollar;

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b) tax consequences to 'controlled foreign corporations,' 'passive foreign investment companies,' and corporations that accumulate earnings to avoid U.S. federal income tax;

c) tax consequences to persons subject to special tax accounting rules as a result of any item of gross income with respect to the notes being taken into account in an applicable financial statement;

d) tax consequences to entities treated as partnerships for U.S. federal income tax purposes and investors therein;

e) tax consequences to certain former citizens or residents of the United States;

f) alternative minimum tax consequences, if any;

g) any state local or foreign tax consequences, if any, and;

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h) estate or gift taxes.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds notes, the tax treatment of a partner or member generally will depend upon the status of the partner or member and the activities of the entity. If you are a partner or member in such an entity, you should consult your tax advisors.

If you are considering the purchase of notes, you should consult your tax advisors concerning the U.S. federal income tax consequences to you in light of your own specific situation, as well as consequences arising under the U.S. federal estate or gift tax laws or under the laws of any other taxing jurisdiction.

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In this discussion, we use the term “U.S. holder” to refer to a beneficial owner of notes that is, for U.S. federal income tax purposes:

a) an individual citizen or resident of the United States;

b) a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

c) an estate, the income of which is subject to U.S. federal income taxation, regardless of its source;

d) a trust, if it:

1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or;

INVESTING IN THIS BOND CARRIES RISK

2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

We use the term “non-U.S. holder” to describe a beneficial owner of notes that is neither a U.S. holder nor a partnership or other entity that is treated as a partnership for U.S. federal income tax purposes.

YOU SHOULD CONSULT WITH YOUR TAX ADVISORS REGARDING THE FEDERAL, STATE, LOCAL AND FOREIGN INCOME, FRANCHISE, PERSONAL PROPERTY AND ANY OTHER TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF THE NOTES.

INVESTING IN THIS BOND CARRIES RISK

It is anticipated, subject to any exceptions which your tax attorney or advisor may indicate, that interest paid on the notes generally will be taxable to a U.S. holder as ordinary interest income at the time such payments are accrued or received in accordance with the holder's regular method of tax accounting.

Subject to any exceptions which your tax attorney or advisor may indicate, a U.S. holder will generally recognize gain or loss equal to the difference between the amount realized on the sale, exchange, redemption, repurchase by us or other taxable disposition of a note (except to the extent the amount realized is attributable to accrued and unpaid interest, which will be taxable as ordinary interest income to the extent not previously included in income) and the U.S. holder's adjusted tax basis in such note.

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A U.S. holder's adjusted tax basis in the note generally will be the initial purchase price for such note. Any gain or loss recognized on a sale, exchange, redemption, repurchase by us or other taxable disposition of the note will be capital gain or loss. If, at the time of the sale, exchange, redemption, repurchase by us or other taxable disposition of the note, a U.S. holder is treated as holding the note for more than one year, such capital gain or loss will be a long-term capital gain or loss. Otherwise, such capital gain or loss will be a short-term capital gain or loss. In the case of certain non-corporate U.S. holders (including individuals), long-term capital gains are generally eligible for reduced rates of U.S. federal income taxation. A U.S. holder's ability to deduct capital losses may be limited.

Information reporting requirements generally will apply to interest on the notes and the proceeds of a sale, exchange, redemption, repurchase by us or other taxable disposition of a note paid to a U.S.

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holder unless the U.S. holder is an exempt recipient (such as a corporation).

Backup withholding will apply to those payments if the U.S. holder fails to provide its correct taxpayer identification number, or certification of exempt status, or if the U.S. holder is notified by the IRS that it has failed to report in full payments of interest and dividend income. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability provided the required information is furnished to the IRS in a timely manner.

VIII .

TAXATION OF NON-U.S. HOLDERS

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if you are a non-U.S. holder, U.S. federal withholding tax will not be applied to any payment of interest on a note to a non-U.S. holder.

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Subject to advice by your tax attorney and financial advisor, and applicable regulations, if you are a non-U.S. holder, gain recognized by a non-U.S. holder on the sale, exchange, redemption, repurchase by us or other taxable disposition of a note will not be subject to U.S. federal income tax.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is an individual or foreign corporation, he, she or it may be subject to tax on the net gain derived from the sale, exchange, redemption, repurchase by us or other taxable disposition under regular graduated U.S. federal income tax rates and in the same manner as if the non-U.S. holder were a U.S. holder.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is a foreign corporation, under certain conditions, it may be subject to the branch profits tax.

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Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is eligible for the benefits of an income tax treaty between the United States and its country of residence, any such gain will be subject to U.S. federal income tax in the manner specified by the treaty and generally will only be subject to U.S. federal income tax if such gain is attributable to a permanent establishment maintained by the non-U.S. holder in the United States.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, generally, the amount of interest paid to non-U.S. holders and the amount of tax, if any, withheld with respect to those payments must be reported annually to the IRS and to non-U.S. holders. Copies of the information returns reporting such interest and withholding may also be made available to the tax authorities in the country in which a non-U.S. holder resides under the provisions of an applicable income tax treaty.

INVESTING IN THIS BOND CARRIES RISK

Subject to advice by your tax attorney and financial advisor, and applicable regulations, in general, a non-U.S. holder will not be subject to backup withholding with respect to payments of interest that we make.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, the Foreign Account Tax Compliance Act (FATCA) may apply.

IX .

UNDERWRITING

There are no underwriters in this bond.

INVESTING IN THIS BOND CARRIES RISK

X.

RISKS RELATED TO THE OFFERING

The amount of natural gas in each well is not known.

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 Note certificate or any listed denomination, 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,

INVESTING IN THIS BOND CARRIES RISK

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 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

INVESTING IN THIS BOND CARRIES RISK

throughout this Offering Circular. 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 independent decision whether this offering meets the investment objectives and financial risk tolerance level of the investor. No independent person has

INVESTING IN THIS BOND CARRIES RISK

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 Offering Circular. Any representation to the contrary is a criminal offense.

This Offering Circular 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 Offering Circular.

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.

INVESTING IN THIS BOND CARRIES RISK

No person has been authorized to give any information or to make any representations other than those contained in this Offering Circular, 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.

INVESTING IN THIS BOND CARRIES RISK

Company officials have instituted the following risk mitigation measures:

a) 3-day right of withdrawal: The subscription agreement provides for a three-day right of withdrawal “cooling off” period for its cancellation by the purchaser, plus a waiver of the three-day cooling off period;

b) company officials will not meet with any prospective purchasers on an individual basis;

c) investors must rely solely on the information contained in this Offering Circular.

INVESTING IN THIS BOND CARRIES RISK

XI .

PRO RATA FIRST MATURITY
DATE, THEN PER SCHEDULE

We will pay the interest from the first purchase date to the next annual maturity date on a *pro rata* basis.

Thereafter, we will pay the interest each year on the maturity date shown on the cover of this bond on a *pro rata* basis.

XII .

401k & IRA ELIGIBLE

We will acknowledge and provide any information necessary to allow you to place your certificate into a 401k or IRA of your choice.

INVESTING IN THIS BOND CARRIES RISK

XII .

WHERE YOU CAN FIND MORE INFORMATION

We will make any material changes to the offering circular in subsequent amended offering circulars.

We will provide a copy of any amended offering circular to you if you are a holder.

We will post notice of any amended offering circulars onto the project website at www.mhrnyc.com.

We will post any amended offering circulars onto the investor portal on that project website.

We will post on that project website notices that the bond limit has been achieved.

INVESTING IN THIS BOND CARRIES RISK

XIV.

COMPLIANCE WITH ANTI-MONEY LAUNDERING REGULATIONS OF THE UNITED STATES TREASURY FOR OVERSEAS INVESTORS

All overseas purchases of Note certificate or any listed denomination are subject to U.S. Department of the Treasury regulations. Company officials have retained the services of STR Capital, Inc., in order to provide the necessary compliance with the regulations as promulgated by the Committee on Foreign Investment in the United States (CFIUS) U.S. Department of the Treasury.

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XV .

CONCLUSION

The information contained in this Offering Circular constitutes the entire offering.

Any other information, anywhere, must be disregarded.

The investor should rely solely on the contents of this Offering Circular.

The investor may wish to consult with legal counsel and a CPA before making any investment decision.

**THE INVESTOR SHOULD BE PREPARED
TO LOSE 100% OF ANY INVESTMENT
IN THIS OFFERING**

INVESTING IN THIS BOND CARRIES RISK

November 21, 2022

At: New York City

ENTERED BY:

/ s /

K. Balasubramanyam, Director

ARCHIVE CERTIFICATE

I HEREBY CERTIFY, that on the 21st day of November, 2022, I entered this JOBS ACT - Form Reg. D - Rule 506(c) - Bond - Offering Circular, into the corporate records of Posh Markets, Inc., and that I provided a copy to the board members.

/ s /

K. Balasubramanyam, Director

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