

MUSHROOMS INC. 2026

2026 January Updates



Outstanding Shares: 39,944,916

Restricted: 24,060,304

Unrestricted: 15,884,612



Mushrooms Inc. January 2026 Update: OTC: SMSRM

Dear Shareholders,

On January 29, 2026, Mushrooms, Inc. (OTC: MSRM) announced that it has entered into a Share Exchange Agreement to acquire SecurCapital Corp, a Delaware corporation providing supply chain logistics and finance solutions and headquartered in Los Angeles, California. The transaction is structured as an all-stock acquisition based on negotiated exchange terms between the parties.

Upon completion of the transaction, SecurCapital Corp will become a wholly owned subsidiary of Mushrooms, Inc. The closing of the transaction is currently anticipated for early March 2026, subject to customary closing conditions, regulatory approvals, and final delivery of transaction exhibits and schedules.

Focused on businesses in the logistics sector, SecurCapital provides supply-chain solutions to companies in North America with additional focus on international and cross-border services. Based on unaudited interim pre-acquisition financial information, SecurCapital's portfolio companies currently generate approximately \$10 million in portfolio-percentage trailing twelve-month revenue. Such figures are unaudited, subject to change, and do not represent consolidated public company financial results.

Management and Strategic Direction

Following the closing of the transaction, Stephen Russell, CEO and Director of SecurCapital Corp, will be appointed Chief Executive Officer of Mushrooms, Inc. Mr. Russell will continue to serve as CEO of SecurCapital Corp, which will operate as a wholly owned subsidiary of MSRM.

Kimberly Carlson, CEO of Mushrooms, Inc., commented, "SecurCapital brings a disciplined acquisition-driven growth strategy to MSRM. Following closing, our planned rebrand to 'SecurCapital Corp' is intended to align our public market identity with the underlying operating platform and our focus on measurable revenue growth, targeted acquisitions, and long-term shareholder value."

"With majority approval from the common shareholders of Mushrooms, Inc. and SecurCapital Corp, public listing access paired with our acquisition-driven roll-up model represents the next leg of our evolution," said Russell. "Our current portfolio includes a U.S.-based logistics platform providing freight coordination, operational infrastructure, and gateway access across domestic and international routes, alongside a private credit investment manager delivering specialty finance and asset-based credit solutions for businesses and financial institutions.

Post-merger, our growth strategy includes strategic acquisitions under negotiation for 2026, with planned expansion into new U.S. gateway markets, Southeast Asia air-freight wholesale channels utilizing all-cargo carriers, and high-value fulfillment and trade-finance engagements."

Transaction Details

Under the terms of the Share Exchange Agreement, Mushrooms, Inc. will issue common shares to the shareholders of SecurCapital Corp in exchange for 100% of the outstanding equity of SecurCapital, valuing SecurCapital based on negotiated exchange terms and current market conditions. The agreement provides for an approximately 50-day closing period, subject to satisfaction of customary conditions.

In connection with the closing, Mushrooms, Inc. intends to submit a corporate action request with FINRA to affect a corporate name change to SecurCapital Corp and a new trading symbol and will provide appropriate notice to OTC Markets Group, Inc.

MycoLabX Separation

Simultaneously with the closing, certain legacy biotechnology assets, revenue share agreements, liabilities, and activities currently associated with MSRM (the "MycoLabX Business") are expected to be separated

from the public company so that the post-closing entity's operations and investor messaging are focused on SecurCapital's logistics and supply chain platform.

Additional details about the MycoLabX Business and its future path will be provided in subsequent communications as the separation structure is finalized.

About SecurCapital Corp

SecurCapital partners with freight forwarders, trucking companies, custom brokers, warehouses, lenders, and small-to-mid-sized businesses to deliver supply-chain, finance, transportation, airfreight wholesaling, and consulting services to customers. Investments have included B.I.G. Logistics, and Breakout Capital, merged with Altriarch Asset Management, a private credit investment manager providing specialty finance and asset-based credit solutions for businesses and financial institutions. SCC's roadmap includes targeted acquisitions in logistics and airfreight wholesale enterprises. Website: www.securcapital.com

About SecurCapital's CEO, Stephen Russell

Stephen Russell served as President and CEO, Asia Pacific, for *salesforce* (NYSE: CRM), where he guided the early launch of operations across Southeast Asia, China, and Australia/New Zealand based in Singapore. Mr. Russell held officer roles at Circle International (Nasdaq: CRCL), which merged with Eagle Global Logistics (Nasdaq: EAGL). He was co-owner of Alrod International, Inc. in San Francisco acquired by CRCL serving the logistics needs of flagship Silicon Valley companies including Apple, 3Com, Sun Micro, Seagate, HP and founded the Hi-Tech Forwarder Network (HTFN), an alliance of logistics providers globally.

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- **Facebook:** <https://www.facebook.com/shroomsinc>
- **Instagram:** <https://www.instagram.com/mushroomsforhealth>
- **LinkedIn:** [Kimberly Carlson, CEO](#)

Warm regards,

Kimberly Carlson

CEO, Mushrooms Inc.

For more information, visit:



This release contains forward-looking statements that are based upon current expectations or beliefs, as well as a number of assumptions about future events. Although we believe that the expectations reflected in the forward-looking statements and the assumptions upon which they are based are reasonable, we can give no assurance or guarantee that such expectations and assumptions will prove to have been correct. Forward-looking statements are generally identifiable by the use of words like "may," "will," "should," "could," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. The reader is cautioned not to put undue reliance on these forward-looking statements, as these statements are subject to numerous factors and uncertainties, including but not limited to: adverse economic conditions, competition on adverse federal, state, and local government regulations, international governmental regulations, inadequate capital, inability to carry out research, development and commercialization plans, loss or retirement of key executives and other specific risks. To the extent that statements in this press release are not strictly historical, including statements as to revenue projections, business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, events conditioned on stockholder or other approval, or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this release are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made.