

## Submission Data File

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14C INFORMATION**

**Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

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**Pacific Ventures Group Inc.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:

**We Are Not Asking You for a Proxy and You are Requested Not To Send Us a Proxy**

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**DEFINITIVE INFORMATION STATEMENT  
OF  
PACIFIC VENTURES GROUP, INC..**  
117 West 9th Street, Suite 316  
Los Angeles, California 90015  
Telephone: (310) 392-5606

To Our Stockholders:

On November 4, 2019, the Board of Directors of Pacific Ventures Group, Inc. (the “Company” or “Registrant”) unanimously authorized and approved a reverse split of the issued and outstanding shares of the Company’s common stock, par value \$.001 (the “Shares” or “Common Stock”), including Shares of Common Stock reserved for issuance, in a ratio to be determined by the Registrant’s Board of Directors, not to exceed a one-for-five hundred (1:500) basis (the “Reverse Split”).

The Reverse Split was authorized and approved by the Written Consent of the Board of Directors and Written Consent Stockholder holding the majority of the voting power of the Company, dated November 4, 2019, a copy of each is attached hereto as Exhibit A.

This Information Statement will be sent to you for information purposes only and you are not required to take any action.

**We Are Not Asking You for a Proxy and You are Requested Not To Send Us a Proxy**

By Order of the Board of Directors:

*/s/ Shannon Masjedi*

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Shannon Masjedi  
Chief Executive Officer and Director

Los Angeles, California  
November \_\_, 2019

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**PACIFIC VENTURES GROUP, INC..**

117 West 9th Street, Suite 316  
Los Angeles, California 90015  
Telephone: (310) 392-5606

**Information Statement Pursuant to Section 14C of the Securities Exchange Act of 1934**

This Definitive Information Statement is being filed by Pacific Ventures Group, Inc. (the “Company” or “Registrant”) with the United States Securities and Exchange Commission (the “SEC”) on November \_\_, 2019, based upon the Written Consent of the Board of Directors (the Board Consent”) and the consent of the holders of a majority of outstanding shares of voting capital stock of the Company (the “Majority Consenting Stockholders”) of the Company dated November 4, 2019 (the “Stockholder Consent”). A copy of each of the Board Consent and the Stockholder Consent is attached as Exhibit A to this Information Statement.

The purpose of this Information Statement is to provide disclosure to our stockholders regarding the corporate action (the “Corporate Action”) ratified and approved by the Board Consent and the Stockholder Consent, based upon the unanimous approval by our Board of Directors and the Majority Consenting Stockholders, respectively, including Shares of outstanding Common Stock and shares of Series E Convertible Preferred Stock, par value \$0.001 per share (the “Series E Preferred”) and the Series F Preferred Stock, par value \$.001 per share (the “Series F Preferred”) held by the holders of our voting capital stock, to implement a reverse split in a ratio and at a time and date to be determined by the Company’s Board of Directors, not to exceed a one-for-five hundred (1:500) basis, within ninety (90) days from the date of the filing with the SEC of our Definitive Information Statement on Schedule 14C (the “Reverse Split”).

In order to implement the Reverse Split, which may be referred to herein as the “Corporate Action,” after filing of the Definitive Information Statement on Schedule 14C with the SEC, the Company must make application with FINRA to process the Corporate Action. FINRA may choose not to process the Corporate Action pursuant to FINRA Rule 6490.

The Written Consents of the Company’s Board of Directors and the Majority Consenting Stockholders approving the Corporate Action were adopted pursuant to the provisions of Section 228 of Title 8 of the Delaware General Corporation Law (“DGCL”).

Pursuant to Rule 14c-2(b) promulgated by the SEC under the Securities Exchange Act of 1934 (the “Exchange Act”), the actions approved by the Joint Written Consent of the Board of Directors and the Majority Consenting Stockholders cannot become effective until twenty (20) days from the date of mailing of the Definitive Information Statement to our stockholders. This Information Statement shall constitute notice to our stockholders of the above Corporate Action taken by the Corporation pursuant to the Written Consents.

New Common Stock certificates will not be issued on or after the date that FINRA processes the Reverse Split (the “Effective Date”) but may be issued subsequently with respect to any certificates returned to the transfer agent upon a sale, exchange, or for any other purpose following the implementation of the Reverse Split. No fractional shares will be issued in connection with the Reverse Split. Any fractional share will be rounded up to the third whole integer in such a manner that every stockholder shall own at least 100 shares as a result of the Reverse Split.

The Company’s Common Stock is subject to quotation on the OTC Market under the symbol “PACV.” On the Effective Date of the Reverse Split, FINRA will change our symbol from “PACV” to “PACVD” for a period of twenty (20) business days to indicate to the brokerage and investment community that the Reverse Split has occurred, following which our symbol will be “PACV” once again.

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## REVERSE SPLIT

On November 4, 2019, the Company's Board of Directors unanimously approved the Reverse Split of the issued and outstanding shares of Common Stock, including shares of Common Stock reserved for issuance, in a ratio and at a time and date to be determined by the Company's Board of Directors, not to exceed a one-for-five hundred (1:500) basis within ninety (90) days from the date of the filing with the SEC of the Definitive Information Statement on Schedule 14C.

The Corporate Action, which provides for the implementing the Reverse Split, was based upon and approved by the Written Consent of the Board of Directors and the Written Consent Majority Consenting Stockholders dated November 5, 2019, which is attached hereto as Exhibit A.

### *Material Terms of the Reverse Split*

As of November 5, 2019, the Record Date, and the date of filing of this Definitive Information Statement, the Company has 477,226,000 issued and outstanding shares of Common Stock, which does not include shares of Common Stock reserved for issuance underlying certain convertible notes. In addition, the Company has issued and outstanding 6,000,000 shares of Series E Preferred Stock, par value \$0.001 per share (the "Series E Preferred Stock") that have ten (10) votes per share. Shannon Masjedi, our CEO, director and principal stockholder, is the holder of the outstanding shares of Series E Preferred Stock, which will not be subject to the Reverse Split. Each share of Series E Preferred Stock has the equivalent of ten (10) votes of Common. Additionally, the Company has issued and outstanding 50,000 shares of Series F Preferred Stock (the "Series F Preferred Stock") that provides for a voting right per share equal to the total number of shares outstanding multiplied by 1.01 and divided by the number of Series F Preferred shares issued and outstanding. The Majority Consenting Stockholders own, in the aggregate, approximately 52.5% of the total voting power of all issued and outstanding voting shares of the Company.

In the event that the Board of Directors implements a one for five hundred (1:500) reverse, the maximum authorized by the Written Consents, of which there can be no assurance, there will approximately 954,452 shares of Common Stock issued and outstanding, excluding the shares reserved for issuance underlying the convertible preferred shares and convertible notes. The Board of Directors believes that the Reverse Split will affect all holders of shares of Common Stock and holders of convertible notes equally (but will not affect the outstanding shares of Series E Preferred Stock or Series F Preferred Stock). The Company believes that the Reverse Split will benefit all stockholders, as without the Reverse Split, the Company in all likelihood will have difficulties if and when it seeks to raise additional capital for its anticipated future growth and seeks to list its shares of Common Stock on a National Exchange, of which there can be no assurance.

However, the reduction in the number of outstanding shares of Common Stock following implementation of the Reverse Split, if implemented, could adversely affect the trading market for our Common Stock by reducing the relative level of liquidity of the shares of Common Stock. Further, there can be no assurance that the Reverse Split will result in a proportionate increase or, for that matter, any increase, in the price of the shares of Common Stock subject to quotation on the OTC Market.

Any new shares issued following the Effective Date of the Reverse Split will be fully-paid and non-assessable shares. On the Effective Date of the Reverse Split, the number of stockholders will remain unchanged because those stockholders who would otherwise only be entitled to receive a fractional share will receive a number of shares rounded up to the next whole number.

The Reverse Split will not change the number of authorized shares of Common Stock, which will continue to be 900,000,000 shares of Common Stock, or the par value of our Common Stock, which will continue to be \$0.001 per share. While the aggregate par value of our outstanding Common Stock will be reduced as a result of the Reverse Split, our additional paid-in capital will be increased by a corresponding amount. Therefore, the Reverse Split will not affect our total stockholders' equity. All share and per share information will be retroactively adjusted to reflect the Reverse Split for all periods presented in our future financial reports and regulatory filings.

On November \_\_, 2019, the date immediately preceding the filing of this Definitive Information Statement on Schedule 14C, the closing price of our shares subject to quotation on the OTC Market was approximately \$0.005 and the total market value was approximately \$2,386,130 based on the 477,226,000 shares of Common Stock issued and outstanding.

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### *Rationale for the Reverse Split*

The Board of Directors believes that a Reverse Split should, at least initially, and based upon a 1-for-500 reverse split of the .005 stock price, increase the price of our shares of Common Stock to approximately \$2.50 per share, in the event that our Board of Directors elected to implement the maximum reverse based on a one-for-five hundred (1:500) ratio, which ratio is subject to the discretion of our Board of Directors. Our stockholders should understand that as of the date of this Definitive Information Statement, our Board has not determined the exact ratio of the Reverse Split nor the date that the Reverse Split will be implemented. Nevertheless, the Written Consents provide that the Reverse Split, if implemented, must be initiated within 90 days of the filing of this Definitive Information Statement, subject to the processing of the Reverse Split by FINRA.

While the Reverse Split will not increase the total market value of our Common Stock, the Board of Directors believes that the increase in the price of our shares of Common Stock, which increase may not necessarily be sustained, should make our shares of Common Stock more attractive to potential investors, encourage investor interest and trading in, and possibly the marketability of, our Common Stock.

In addition, because brokers' commissions on lower-priced stocks generally represent a higher percentage of the stock price than commissions on higher-priced stocks, the current per share price of our Common Stock can result in individual stockholders paying transaction costs (commissions, markups or markdowns) that constitute a higher percentage of their total share value than would be the case if the share price of our Common Stock were higher. This difference in transaction costs may also limit the willingness of institutional investors to purchase shares of our Common Stock.

Trading in our shares of Common Stock also may be adversely affected by a variety of policies and practices of brokerage firms that discourage individual brokers within those firms from dealing in low-priced stocks. These policies and practices pertain to the payment of brokers' commissions and to time-consuming procedures that make the handling of low-priced stocks unattractive to brokers from an economic standpoint. Similarly, many brokerage firms are reluctant to recommend low-priced stocks to their customers and the analysts at many brokerage firms do not provide coverage for such stocks. The Board also believes that the decrease in the number of shares of Common Stock outstanding as a consequence of the Reverse Split, and the anticipated increase in the price of the Common Stock, could generate interest in the Common Stock and possibly promote greater liquidity for the Company's stockholders. However, the Company's aggregate market capitalization could be reduced to the extent that any increase in the market price of the Common Stock resulting from the Reverse Split is proportionately less than the decrease in the number of shares of Common Stock outstanding.

The Board further believes that the total number of shares of our Common Stock currently outstanding is disproportionately large relative to our present market capitalization and that the Reverse Split would bring the number of outstanding shares to a level more in line with other companies with comparable market capitalizations. Moreover, the Board considered that the number of outstanding shares of Common Stock is unreasonably large in relation to Company's operations. Upon implementation of the Reverse Split and decrease the number of shares of Common Stock that are issued and outstanding, our investors may more easily understand the impact on earnings or loss per share attributable to future developments in our business.

We ultimately cannot predict whether, and to what extent, the Reverse Split would achieve the desired results. The price per share of our Common Stock is a function of various factors, including the profitability of our business operations.

Accordingly, there can be no assurance that the market price of our Common Stock after the Reverse Split would increase in an amount proportionate to the decrease in the number of issued and outstanding shares, or would increase at all, that any increase can be sustained for a prolonged period of time or that the Reverse Split would enhance the liquidity of, or investor interest in, our Common Stock.

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Notwithstanding the foregoing, our Board of Directors believes that the potential positive effects of the Reverse Split outweigh the potential disadvantages. In making this determination, our Board of Directors has taken into account various negative factors, including: (i) the negative perception of Reverse Splits held by some stock market participants; (ii) the adverse effect on liquidity that might be caused by a reduced number of shares outstanding; and (iii) the costs associated with implementing the Reverse Split. The effect of the Reverse Split upon the market price of our Common Stock cannot be predicted with any certainty, and the history of similar stock splits for companies in similar circumstances to ours is varied. It is also possible that the Reverse Split may not increase the per share price of our Common stock in proportion to the reduction in the number of shares of our Common Stock outstanding or result in a permanent increase in the per share price, which depends on many factors.

After considering the foregoing factors, our Board determined that amending our Articles of Incorporation to implement the Reverse Split is in our best interests and that of our stockholders.

#### *Effects of the Reverse Split*

After the filing of this Definitive Information Statement on Schedule 14C and the determination by the Board of Directors of the ratio of the Reverse Split, the Company will file a Certificate of Amendment to our Certificate of Incorporation with the State of Delaware and make application to FINRA to process the Reverse Split of our issued and outstanding Common Stock, to be effective upon notification from FINRA (the "Effective Date"), which will also change our symbol on the OTC Market from "PACV" to "PACVD" for a period of twenty (20) business days following the Effective Date to indicate to the brokerage and investment community that the Reverse Split has occurred.

Except for the number of shares of Common Stock outstanding, the rights and preferences of shares of our Common Stock prior and subsequent to the Reverse Split would remain the same. We do not anticipate that our financial condition, the percentage of our stock owned by management, the number of our stockholders, or any aspect of our current business would materially change as a result of the Reverse Split.

Our Common Stock is currently registered under Section 12(g) of the Exchange Act and, as a result, we are subject to periodic reporting and other requirements. The proposed Reverse Split would not affect the registration of our Common Stock under the Exchange Act.

After the Effective Date of the Reverse Split, each stockholder would own a reduced number of shares of our Common Stock, based upon the ratio of the reverse, which will be subject to the determination of our Board of Directors. However, a Reverse Split would affect all stockholders equally and will not affect any stockholder's percentage ownership of the Company, except for the immaterial result that the Reverse Split shall involve in the rounding up of any fractional shares up to the next whole in such a manner that every stockholder shall own at least one (1) share subsequent to the Reverse Split, as described herein. Proportionate voting rights and other rights and preferences of the holders of our Common Stock would not be affected by the Reverse Split. There will be no payment of cash in lieu of any fractional shares. Furthermore, the number of stockholders of record would not be affected by the Reverse Split.

#### *Authorized but Unissued Shares; Potential Dilution and Anti-Takeover Effects.*

Upon the Effective Date of the Reverse Split, the Company is expected to have approximately 954,452 shares issued and outstanding, assuming a 1:500 Reverse Split and will continue to have 900,000,000 shares of Common Stock authorized. However, if the Board of Directors determines that it is in the best interests of the Company and its stockholders to implement a 1:250 or a 1:100 Reverse Split, the Company will have approximately 1,908,904 or 4,772,260 shares of Common Stock issued and outstanding, respectively, depending upon the effect of rounding up fractional, after implementation of the Reverse Split. The ultimate determination of the Board of Directors on the ratio of the Reverse Split shall be based upon, among other factors, the prevailing market price of the Company's shares of Common Stock during the period prior the Reverse Split determination. After the Reverse Split is implemented, there will be available, in any event, a significant number of authorized but unissued shares of Common Stock available for issuance from time to time for business purposes as reasonably determined by the Board of Directors, including for use in capital-raising transactions and acquisitions, among other purposes, consistent with our business objectives.

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The significant increase in the proportion of unissued authorized shares to issued shares after the Reverse Split could, under certain circumstances, have an anti-takeover effect (for example, by permitting issuances that would dilute the stock ownership of a person seeking to effect a change in the composition of our Board of Directors or contemplating a tender offer or other transaction for the combination of our company with another company), we are not proposing the Reverse Split in response to any effort of which we are aware to accumulate any of our shares of our Common Stock or to otherwise seek to obtain control of the Company. Our Board of Directors does not currently contemplate recommending the adoption of any other proposals that could be construed to affect the ability of anyone to take over or change the control of the Company.

We believe that the availability of the additional shares will provide us with the flexibility to pursue potential transactions as they arise, to take advantage of desirable business opportunities and to respond effectively in a changing corporate environment. For example, we may elect to issue shares of Common Stock to raise equity capital, to make acquisitions using shares of Common Stock, to establish strategic relationships with other companies, to adopt additional employee benefit plans or reserve additional shares for issuance under such plans, where the Board determines it advisable to do so, without the necessity of soliciting further stockholder approval, subject to applicable stockholder vote requirements.

If we issue additional shares for any of the above purposes, the aggregate ownership interest of our current stockholders, and the interest of each such existing stockholder, would be diluted, possibly substantially. Furthermore, the additional shares of Common Stock that would become available for issuance upon the Effective Date of the Reverse Split could also be used by the Company's management to oppose any potential hostile takeover attempt or delay or prevent changes in control or changes in or removal of the Company.

For example, without further stockholder approval, our Board of Directors could authorize the issuance and sale of shares of Common Stock in one or more private transactions to purchasers who would oppose a takeover or favor the current Board. Although the Reverse Split was based upon business and financial considerations that we consider reasonable and necessary as of the Record Date, as discussed above, stockholders nevertheless should be aware that approval of one or more of the proposals could facilitate future efforts by management to deter or prevent a change in control of the Corporation.

#### *Accounting Matters*

The Reverse Split would not affect the par value of our Common Stock. As a result, on the Effective Date of the Reverse Split, the stated par value capital on our balance sheet attributable to our Common Stock would be reduced and the additional paid-in capital account would be credited with the amount by which the stated capital is reduced. The per-share net income or loss and net book value per share of our Common Stock would be increased because there would be fewer shares of our Common Stock outstanding.

We present earnings per share ("EPS") in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share," and we will comply with the requirements of SFAS No. 128 with respect to reverse stock splits. In pertinent part, SFAS No. 128 says as follows: "If the number of common shares outstanding decreases as a result of a reverse stock split, the computations of basic and diluted EPS shall be adjusted retroactively for all periods presented to reflect that change in capital structure. If changes in Common Stock resulting from reverse stock splits occur after the close of the period but before issuance of the financial statements, the per-share computations for those and any prior-period financial statements presented shall be based on the new number of shares. If any per-share computations reflect such changes in the number of shares, that fact shall be disclosed."

#### *Fairness of the Process*

The Board of Directors did not obtain a report, opinion, or appraisal from an appraiser or financial advisor with respect to the Reverse Split and no representative or advisor was retained on behalf of the unaffiliated stockholders to review or negotiate the transaction. The Board of Directors concluded that the additional expense of these independent appraisal procedures was unreasonable in relation to the Company's available cash resources and concluded that the Board of Directors could adequately establish the fairness of the Reverse Split without the engagement of third parties.

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### *Street Name Holders of Common Stock*

The Company intends for the Reverse Split to treat stockholders holding Common Stock in street name through a nominee (such as a bank or broker) in the same manner as stockholders whose shares are registered in their names. Nominees will be instructed to affect the Reverse Split for their beneficial holders. However, nominees may have different procedures. Accordingly, stockholders holding Common Stock in street name should contact their nominees.

### *Stock Certificates*

Mandatory surrender of certificates is not required by our stockholders. The Company's transfer agent will adjust the record books of the company to reflect the Reverse Split as of the Effective Date of the Reverse Split. New certificates will not be mailed to stockholders.

### *Federal Income Tax Consequences*

The following description of federal income tax consequences of the reverse stock split is based on the Internal Revenue Code of 1986, as amended, the applicable Treasury Regulations promulgated thereunder, judicial authority, and current administrative rulings and practices as in effect on the date of this information statement. The discussion is for general information only and does not cover any consequences that apply for special classes of taxpayers (e.g., non-resident aliens, broker-dealers or insurance companies). We urge all stockholders to consult their own tax advisers to determine the particular consequences to each of them of the reverse stock split.

We have not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service regarding the federal income tax consequences of the reverse stock split. We believe, however, that because the reverse stock split is not part of a plan to periodically increase or decrease any stockholder's proportionate interest in the assets or earnings and profits of our company, the reverse stock split would have the federal income tax effects described below.

The exchange of pre-split shares for post-split shares should not result in recognition of gain or loss for federal income tax purposes. In the aggregate, a stockholder's basis in the post-split shares would equal that stockholder's basis in the pre-split shares. A stockholder's holding period for the post-split shares would be the same as the holding period for the pre-split shares exchanged therefore. Provided that a stockholder held the pre-split shares as a capital asset, the post-split shares received in exchange therefore would also be held as a capital asset.

There is no provision for stockholders' receiving cash in lieu of any fractional share interest because any fractional shares will be rounded up to the third whole integer in such a manner that every stockholder shall own at least 100 shares as a result of the Reverse Split, instead fractional shares are being rounded up to the next whole share.

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
RELATED STOCKHOLDER MATTERS**

The following table lists the number of shares of Common Stock of our Company and, with respect to Shannon Masjedi, our Chief Executive Officer and principal stockholder, shares of Series E Preferred Stock and Series F Preferred Stock, as of November 4, 2019, the Record Date, and as of the date of this Information Statement, that are beneficially owned by (i) each person or entity known to our Company to be the beneficial owner of more than 5% of the outstanding Common Stock; (ii) each officer and director of our Company; and (iii) all officers and directors as a group. Information relating to beneficial ownership of Common Stock and voting Preferred Stock by our principal stockholders and is based upon information furnished by each person using “beneficial ownership” concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within sixty (60) days. Under the rules of the SEC, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he/she may not have any pecuniary beneficial interest. Except as noted below, each person has sole voting and investment power. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the shares. Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of our common stock held by them.

Name of Stockholder	Number of Shares of Common Stock	Number of Votes of Series E Preferred Stockholder	Number of Votes of Series F Preferred Stockholder	Total	Percentage of Voting Equity (1)
Shannon Masjedi	40,000,000	6,000,000(2)	481,998,260(2)	527,998,260	51.7%
ACD Trust, Shannon Masjedi, Trustee (3)	65,226,901			65,226,901	6.4%
Marc Shenkman (4)	11,414,000			11,414,000	1.1%
All directors and officers as a group (2 persons)	116,640,901	6,000,000	481,998,260	604,639,161	59.2%
<b>Total</b>	<b>116,640,901</b>	<b>6,000,000</b>	<b>481,998,260</b>	<b>604,639,161</b>	<b>59.2%</b>

- (1) Based upon 477,226,000 shares of Common Stock issued and outstanding as of the Record Date of November \_\_, 2019, plus the voting power of the Series E and Series F Preferred Stock
- (2) Shannon Masjedi, our Chief Executive Officer and principal common stockholder, is the record and beneficial owner of 6,000,000 shares of Series E Preferred Stock having ten (10) votes per share on all matters subject to the vote of the Company’s holders of Common Stock, and all 50,000 issued and outstanding shares of Series F Preferred Stock, which have voting power equal to 481,998,260 common shares.
- (3) Represents of 65,226,901 shares of Common Stock owned by ACD Trust (“Trust”). Shannon Masjedi is the Trustee of the Trust. Shannon Masjedi holds voting and investment power over the 65,226,901 shares of Common Stock owned by the Trust.
- (4) Represents 11,414,000 shares of our Common Stock owned of record and beneficially by Mr. Shenkman, including 1,414,000 shares of our Common Stock owned of record by The Entrust Group f/b/o Marc Shenkman.

## ADDITIONAL INFORMATION

The Company is subject to the filing requirements of the Exchange Act, and in accordance therewith files reports, proxy/information statements and other information including annual and quarterly reports on Form 10-K and 10-Q (the "Exchange Act Filings") with the SEC. Reports and other information filed by the Company can be inspected and copied at the public reference facilities maintained at the Commission at 100 F Street, NE Washington, D.C, 20549. Copies of such material can be obtained upon written request addressed to the Commission, Public Reference Section, 100 F Street, NE Washington, D.C 20549, at prescribed rates. The Commission maintains a web site on the Internet (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the Commission through the Electronic Data Gathering, Analysis and Retrieval System ("EDGAR").

We will provide without charge, to each person to whom a proxy/information statement is delivered, upon written or oral request of such person and by first class mail or other equally prompt means within one business day of receipt of such request, a copy of any and all of the information that has been incorporated by reference in this proxy statement (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information that the proxy statement incorporates). Such requests should be directed to the address and phone number indicated below. This includes information contained in documents filed subsequent to the date on which definitive copies of the proxy statement are sent or given to security holders, up to the date of responding to the request.

By Order of the Board of Directors:

*/s/ Shannon Masjedi*

\_\_\_\_\_  
Name: Shannon Masjedi

Title: Chief Executive Officer and Director

*/s/ Marc Shenkman*

\_\_\_\_\_  
Name: Marc Shenkman

Title: Chairman of the Board

Los Angeles, California

November \_\_, 2019

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**Exhibit A**

**WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
PACIFIC VENTURES GROUP, INC.**

The undersigned, being all of the members of the Board of Directors of Pacific Ventures Group, Inc., a Delaware corporation (the “**Corporation**”), acting pursuant to the authority granted by the provisions of Section 141 of Title 8 of the DGCL do hereby adopt the following resolutions as of this 4th day of November 2019 (the “**Written Consent**”).

WHEREAS, the Board of Directors of the Corporation believes that it is in the best interest of the Corporation and its shareholders to effect a reverse split of the Corporation’s Common Stock; and

WHEREAS, the Board has received a Written Consent of Shareholder representing a majority of the voting power of the Corporation to effect the reverse split as further described below.

NOW, THEREFORE, BE IT RESOLVED as follows:

RESOLVED, that the Corporation, at a time determined by the Board of Directors, but not later than 90 days from the filing of the Corporation’s filing of a Definitive Information Statement on Schedule 14C pursuant hereto, effect a reverse split of the Corporation’s Common Stock on a basis not to exceed 1 for 500 (the “**Reverse Split**”).

RESOLVED, that the issued and authorized Common Shares of the Company upon the Reverse Split being effective shall be 900,000,000 (Nine Hundred Million) and that there shall be no change in the number of authorize or issued and outstanding Preferred Shares.

RESOLVED, that the Corporation file an Information Statement on Schedule 14C with the SEC with respect to Reverse Split.

FURTHER RESOLVED, that this Written Consent of the Board of Directors and the Written Consent Stockholder shall be added to the corporate records of this Corporation and made a part thereof, and the resolutions set forth above shall have the same force and effect as if adopted at a meeting duly noticed and held by the Board of Directors and the Majority Consenting Stockholders of this Corporation; and

FURTHER RESOLVED, that pursuant to the Written Consent of Stockholder and Section 228 of Title 8 of the DGCL, the actions of the Board of Directors as set forth herein have been authorized, ratified and approved.

FURTHER RESOLVED, that this Written Consent may be executed in counterparts and with facsimile signatures with the effect as if all parties hereto had executed the same document, all counterparts of which shall be construed together and shall constitute a single Joint Written Consent; and

FURTHER RESOLVED, that any action or actions heretofore taken by any officer of the Corporation for and on behalf of the Corporation in connection with the foregoing resolutions are hereby ratified and approved as duly authorized actions of the Corporation. This Joint Written Consent shall be added to the corporate records of the Corporation and made a part thereof, and the resolutions set forth above shall have the same force and effect as if adopted at a meeting duly noticed and held by the Corporation. This Joint Written Consent may be executed in counterparts and with facsimile signatures with the effect as if all parties hereto had executed the same document. All counterparts shall be construed together and shall constitute a single Joint Written Consent.

[SIGNATURE PAGE FOLLOWS]

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[SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS]

By Order of the Board of Directors:

By: \_\_\_\_\_  
Name: Shannon Masjedi  
Title: Chief Executive Officer and Director

By: \_\_\_\_\_  
Name: Marc Shenkman  
Title: Chairman of the Board

STATE OF \_\_\_\_\_ :  
SS:  
COUNTY OF \_\_\_\_\_ :

BEFORE ME, the undersigned authority, personally appeared Shannon Masjedi, a director of Pacific Ventures Group Inc., a Delaware corporation.

SWORN AND SUBSCRIBED TO before me this \_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_ Personally Known \_\_\_\_\_ Produced Identification: \_\_\_\_\_

\_\_\_\_\_  
NOTARY PUBLIC

STATE OF \_\_\_\_\_ :  
SS:  
COUNTY OF \_\_\_\_\_ :

BEFORE ME, the undersigned authority, personally appeared Marc Shenkman, a director of Pacific Ventures Group Inc., a Delaware corporation.

SWORN AND SUBSCRIBED TO before me this \_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_ Personally Known \_\_\_\_\_ Produced Identification: \_\_\_\_\_

\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_