



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 22, 2021

Joseph Francella  
Chief Executive Officer  
Limitless Venture Group Inc.  
121 E. 36th Street  
Tulsa, OK 74106

**Re: Limitless Venture Group Inc.**  
**Offering Statement on Form 1-A**  
**Post-qualification Amendment No. 2**  
**Filed January 19, 2021**  
**File No. 024-11128**

Dear Mr. Francella:

We have reviewed your amendment and have the following comment.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your offering statement and the information you provide in response to this comment, we may have additional comments.

Post-qualification Amendment No. 2 to Form 1-A filed January 19, 2021

Item 7. Description of Business:, page 15

1. We note that you have entered into agreements to acquire 51% of the outstanding stock of Rokin, Inc. Please describe Rokin, Inc. and the acquisition agreement, and file these agreements with your next amendment. See Item 7(a)(1)(vii) of Part II to Form 1-A.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Joseph Francella  
Limitless Venture Group Inc.  
January 22, 2021  
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You may contact Jason L. Drory at 202-551-8342 or Celeste Murphy at 202-551-3257 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Thomas C. Cook