Matchaah Holdings, Inc.

Quarterly Disclosure Statement

September 30, 2018

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PART A – GENERAL COMPANY INFORMATION

ITEM I – **The exact name of the issuer and its predecessor (if any).**

Matchaah Holdings, Inc.
(formerly Gear International, Inc.)

ITEM II – **The address of the issuer's principal executive offices.**

Matchaah Holdings, Inc.

10901 Nesbit Avenue South
Bloomington, MN 55437

Phone: 844.563.4832

Website: www.matchaah.com

ITEM III – **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Incorporated in the State of Nevada on November 25, 1996
Domesticated in the State of Wyoming on September 16, 2010
Reorganized in Delaware pursuant to Delaware General Corporation Law Section 251(g) on December 21, 2016.

PART B – SHARE STRUCTURE

ITEM IV – **The exact title and class of securities outstanding.**

Title/Class	CUSIP#	Symbol
Common	57667H 106	MCHA

Preferred
Series A

Preferred
Series B

ITEM V – **Par or stated value and description of the security.**

A.

Title/Class	**Par Value**
Common	$0.0001
Preferred	$0.0001

B. Common Stock

a. Dividends – None
b. Voting Rights – one vote per share of common stock
c. Preemption Rights – None
d. Material Rights – None
e. Provisions in Charter or By-Laws that would delay, defer or prevent a Change in control of the issuer – None.

2016:

On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 21, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director returned the remaining six (6) Series A Preferred Control Shares to the Company, in addition to the four (4) Series A Preferred Control Shares previously returned to the Company on July 11, 2015 and held as Treasury Stock. The officer exchanged $60,000 of the outstanding balance owed to him for 500,000 shares of common stock pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owned in Matchaah, Inc.
-An individual and new Secretary was issued 5,000,000 common shares, 1 Series

A share and 36,967 Series B shares in exchange for certain shares he owned in Matchaah, Inc.

<u>2017:</u>

-Two individuals each exchanged $60,000 of debt for 500,000 common shares each, pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
–An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2016 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.
-During the quarter ended September 30, 2017, an entity and five individuals purchased 254,579 common shares in exchange for $180,001 cash. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet. During the Quarter ended March 31, 2018 the Company issued the 92,079 shares to those shareholders.
-On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of September 30, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet. During the Quarter ended March 31, 2018 the Company issued the 50,000 shares to the shareholder.
During the first Quarter ending March 31, 2018, the Company committee to issue an additional 50,000 shares at a value of $0.70 per share to an individual for services rendered in connection with the Company's quarterly filings and the preparation of documents for the Company's auditors. In addition for the quarters ended June 30, 2018 and September 30, 2018 an additional 9,804 was authorized for issuance for each quarter, those shares have not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet during the Quarter ended September 30, 2018.

<u>Preferred Stock</u>

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

ITEM VI – **The number of shares or total amount of the securities outstanding for each class of securities authorized:**

Common Stock	9-30-18	6-30-18
Shares authorized	200,000,000	200,000,000
Shares outstanding	50,455,753	50,455,753
Freely tradable	5,700,090	5,700,090
Beneficial shareholders	0	0
Shareholders of record	392	392
Preferred Stock Series A		
Shares authorized	10	10
Shares outstanding	10	10
Freely tradable	0	0
Beneficial shareholders	2	0
Shareholders of record	2	0
Preferred Stock Series B		
Shares authorized	600,000	600,000
Shares outstanding	600,000	600,000
Freely tradable	0	0
Beneficial shareholders	2	2
Shareholders of record	2	2

PART C – BUSINESS INFORMATION

ITEM VII – **The name and address of the transfer agent**

ACTION STOCK TRANSFER CO.
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Tel: (801) 274-1088
www.actionstocktransfer.com

The transfer agent is registered with the SEC.

ITEM VIII– **The nature of the issuer's business**

A. Business Development

The Issuer is a Corporation
The initial business of its predecessor started in October 1, 1996
Fiscal Year is December 31

All notes payable are being paid according to the terms or according to agreement.

Control of the company changed on December 21, 2016 and pursuant to the Holding Company Statute in Delaware, Section 251(g) and under the Agreement dated December 21, 2016 Matchaah Holdings, Inc. was incorporated on December 21, 2016 as the successor issuer to Gear International, Inc.

There is no pending or threatened legal action.

B. Business of Issuer

1. SIC Code Primary 5149, Secondary 2080
   Matchaah Holdings, Inc. develops and manufactures healthy beverages, blends, mixes and groceries made with matcha tea to sell to the grocery, drug, mass, club, convenience store, ecommerce and foodservice channels.

2. The company is not a shell and has never been a "shell company".

3. Matchaah Holdings, Inc. does not anticipate any unusual or unduly restrictive government regulations that would affect the operations of the Company.

4. Matchaah Holdings, Inc. invests in certain research and development, including syndicated data to understand consumer insights, trends, category and competitor performance as well as new formulation development based on future trends.

5. The costs of compliance with Federal, State or Local laws is not now nor anticipated to be excessive.

6. The Company currently employs five persons.

ITEM IX – **The nature of products or services offered.**

A. Principal products or services, and their markets;

Matchaah Holdings, Inc. and its wholly owned subsidiary Matchaah, Inc. have developed a full brand line of consumer products that are marketed under the brand name MATCHAAH™, consisting of ready to drink beverages, blends and mixes made with matcha tea in multiple flavors and formats. The Company spun off Gear International Holdings, Inc. into escrow and as a result, has discontinued involvement and pursuit of the golf related patents, trademarks, other intellectual property and any patent infringement claims or potential golf equipment licensing; gold and silver exploration, mining projects, and all of that former subsidiary's prior business opportunities and activities.

B. Distribution methods of the products or services;

To deliver the Company's products to the end user (the consumer), the Company uses a combination of third party logistics providers and a network of DSD and traditional distributors, primary grocery wholesalers and other specialty distributors to supply its retail, foodservice and other customers, as well as ecommerce.

C. Status of any publicly announced new product or service;

The Company has developed a complete line of new products not all of which have been announced as of this time. As of the date of this report, the Company had launched its MATCHAAH™ Shots and its MATCHAAH Instant Latte as well as its SoMATCHAAH™ sparkling slim can beverage. The Company launched a new version of its MATCHAAH Instant Latte and an additional product by the end of the second quarter of 2018 with additional products anticipated to launch by the end of the third quarter of 2018.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The food and beverage industry is highly competitive with many large well established players. Many of these larger players are better capitalized and have more resources and better distribution than the Company. However most companies in the matcha market have responded to increased consumer demand by offering it in its traditional form, primarily differentiated by its packaging. Realizing that matcha tea in its traditional form is inconvenient for many consumers and often an acquired taste, Matchaah realized the opportunity to broaden the consumer reach and distribution; and to differentiate its products by producing product formats and flavors that are appealing to tea drinkers and non-tea drinkers alike. That way consumers, who want the benefits and functionality of matcha tea can experience them in convenient formats in flavors they already know and love.

There are a number of smaller niche players in the emerging beverage market which, like the Company, are entrepreneurial in nature. However, these smaller competitors tend to be focused on a single product or a single limited product line and generally lack the larger product offering or multiple distribution channels that the Company has developed.

Although the Company has developed unique formulations and marketing strategies for each of its product platforms, larger potential competitors could develop competing formulas and marketing strategies. In general however, a trend has emerged with these larger market participants. That is, they tend to be so large that they have recognized that they are not efficient at innovation and product development and as a result, many of these consumer product based companies now look for growth through the acquisition of new brands and companies that have already deployed their own resources on product development and have gained market share. They seek attractive acquisition candidates.

In approaching these multi-billion dollar markets, the Company has focused on a small segment of the tea market that has demonstrated a very high probability for exceptional growth and has developed products that transcend the standard tea category. To that end and as part of its strategy to address competitive pressures within the market, the Company developed several product platforms to capitalize on the opportunity in multiple retail categories and multiple distribution channels. Thus, the competitive approach is not simply creating a product in a fast growing market segment but rather, to create multiple products for the fastest growing market segments, using product platforms and formulations that meet consumer needs on all levels and, as a result, not just diversifying risk but maximizing opportunities.

E. Sources and availability of raw materials and the names of principal suppliers;

The primary ingredients that are used in the Company's products are commodity based items and the Company makes its purchase decisions based largely on price, quality and availability.

F. **Dependence on one or a few major customers;**
The Company is not dependant on any one customer. As stated, part of its business plan has been based on multiple product platforms so that its revenues would derive from multiple retail categories and multiple distribution channels. Notwithstanding this approach, there are likely to be certain customers within certain distribution channels that represent a larger relative percentage of sales for that particular channel; but the fact that the Company has products that fit in multiple distribution channels and retail categories helps to mitigate the risks associated with having a limited number of large customers. The Company does not see dependence on major customers as a significant risk factor.

G. **Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; The**

Company has registered marks on the following:
Matchaah!®,
Matchaah Shots®,
SoMatchaah®,
Tea for Better Being™, and
Brands for Better Being™

H. **The need for any government approval of principal products or services and the status of any requested government approvals.** Most or all of the Company's products must meet FDA label claim requirements.

ITEM X – **The nature and extent of the issuer's facilities**

The Company's principal executive offices are located at 10901 Nesbit Avenue South, Bloomington, MN 55437.

The current address for all Officers and Directors is: 10901 Nesbit Avenue South, Bloomington, MN 55437 and telephone number is 844.563.4832.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM XI – **The name of the chief executive officer, members of the board of directors, as well as control persons all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:**

A. Officers and Directors

Name/Address	Officer/Director	Compensation	Shares Beneficially Owned
Paul Henson 10901 Nesbit Avenue S. Bloomington, MN 55437	CEO, President	$125,000	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson 10901 Nesbit Avenue S. Bloomington, MN 55437	Secretary and Chief Counsel	$100,000	1 Series A 36,967 Series B 4,898,000 Common

B. Legal/Disciplinary History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities; been subject to a finding or judgment by a court of competent jurisdiction, the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator, of a violation of federal or state securities or commodities law; or been subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Family Relationships

There are no family relationships among or between the issuer's directors, officers or beneficial owners of more than five percent of any class of the issuer's equity securities.

D. Related Party Transactions

On September 28, 2016, the Company's wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company's CEO, Paul Henson, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company's option, $300,000 of this debt can be converted into shares of the Company's common stock based on a conversion rate of $4 per share. Matchaah has the right to defer payment under the agreement until October 1, 2018.

During the year beginning January 1, 2018 the Company issued an additional 200,000 warrants to its CEO/President and an additional 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $0.70 and an expiration date of December 31, 2021. As of December 31, 2017, 100,000 of these warrants had vested to each officer.

E. <u>Conflicts of Interest</u>

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEM XII – **Financial information for the issuer's most recent and preceding fiscal period.**

SEE ATTACHED FINANCIAL STATEMENTS

ITEM XIII – **Beneficial Owners**

Paul Henson	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson	1 Series A 36,967 Series B 4,898,000 Common

ITEM XIV - **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

<u>Legal Counsel</u>

Davisson & Associates, PA
Peder K. Davisson
4124 Quebec Avenue North, Suite 306
Minneapolis, MN 55427
pederd@davissonpa.com
763-355-5678

ITEM XV – **Management’s Discussion and Analysis or Plan of Operation**

Revenue and Profitability

Revenue for Matchaah declined in the third quarter by approximately 19% from the previous quarter which management views as nominal at this phase. The revenue was largely due from the sale of the company's new ready-to-drink (“RTD”) 12oz. sparkling matcha tea line, SoMATCHAAH®, and the 2.5oz MATCHAAH shots. As the Company is still in the phase of refining its strategies in sales, distribution, pricing, category, product, and promotions; revenue is attributable more to the type of products sold, promotions, new customer product discounts, and the level of new distribution, more so than an indication of product performance in retail. The 12oz. RTD has the lowest individual unit wholesale cost in the brand line with an approximate average retail price of $2.89, requiring substantially higher unit sale velocities to achieve the same level of revenue that can be achieved from sale of the Company’s instant latte powder launched in the fourth quarter of the previous year at an initial suggested retail price of $19.99.

The Company’s gross profit margins were also down approximately 7% from the previous quarter, largely attributable the same factors causing revenue variance, which includes discounted pricing and off-invoice promotions for new customers, the type of products sold that quarter, and freight and logistics variances. Freight costs have been broadly higher and MATCHAAH! inventory is currently moving to a single location prior to being redistributed.

Additional factors that impacted gross margin this quarter were higher cost and quality packaging components for the current inventory of the RTD line, and the quantity of products shipped to distribution centers across several states for current retail customers. The Company’s current distribution network allows retail customers to order the quantities they need, as needed. Currently, Matchaah’ distribution is still somewhat fragmented; with numerous smaller chains and independent retail customers across multiple states that utilize our distributors to minimize the amount of inventory they need on hand. Current retail customers are re-stocking the RTD at different frequencies, resulting in smaller LTL orders to single locations. This, combined with the lowest wholesale cost items in the brand line, have a negative impact on margins. The Company is currently shipping to approximate 9 distribution centers and is focused on increasing distribution in those market areas for several reasons. One is to increase order quantities in each location. Management has also made progress this quarter with developing its DSD strategy, formalizing an incentive plan for targeted DSD distributors that motivate both parties to work together to achieve goals and meet milestones. Management intends to secure agreements with at least two new important DSD distributors with the proposed programs in the fourth quarter, which includes minimum truckload orders and cash terms for product, eliminating the need to ship freight to a centralized location for new retail accounts that these distributors service.

Furthermore, as products make their way into more planograms in the current distributed market areas in 2019, management anticipates a high percentage of orders through the entire distribution network for the RTD line to move from the co-packer directly to distribution centers.

Overview and Market Outlook

The MATHCAAH!® brand and products have now proven to have both market and consumer acceptance. MATCHAAH! products were created with a strategic vision to meet emerging and anticipated consumer purchasing trends for categories that are expected to grow over the next five years, and to bring on-time innovation to certain category segments experiencing a decline in sales. Aside from the existing products, the Company has created products that have yet to launch and are also expected to have high market and consumer acceptance. Management has been working with strategic partners to incorporate unique and proprietary innovation for some of these platforms to further differentiate the products from direct and indirect competition within their respective categories.

Recent activity in the venture capital market, and other insight management has gained from the field, indicates that Matchaah has been ahead of trends with its product formats and that certain formats are now in position to fill an increased consumer demand and category growth over the next few years. Venture capital remains active in emerging beverages and a recent investment in one company that launched a line of “wellness shots” in 2015 suggests that Matchaah’s “shot” platform is on the front end of another emerging trend. The company that launched the “wellness shots” in 2015 has 3 SKUs and distributed primarily in CA in approximately 1400 locations as of October 2018. Just weeks prior to this filing, this company was infused with a $7 million series A round led by Powerplant Ventures and supported by Blueberry Ventures and individual investors, including William D. Moses, co-founder of KeVita, and Christopher Hunter, chief executive officer of Koia, seemingly banking on the “wellness shot” segment to grow. This is also a good indication that Matchaah's management has been accurately projecting trends in this space. Aligned with Matchaahs mission to bring matcha tea to the masses, it is utilizing the exponential growth in awareness and popularity of matcha tea to deliver innovation in product categories that are growing and expected to continue or emerge in the short term. Management feels that by taking a longer term, more strategic approach to growth, building on the current product formats and distribution while finalizing strategic partnerships for innovation, capital, and new distribution partners will allow trends to meet up with the innovation and for Matchaah to be ready to meet consumer and retail demand with the right products and category positioning. The Company has meetings with national and prominent regional retailers to discuss innovation and projected trends and will continue innovating to meet category initiatives for these retailers. Management also recently began working with a company that produces a proprietary blend of ingredients that is used in one of the fastest growing beverage brands in the country to create a uniquely enhanced version of two of Matchaah's product formats. This could open a myriad opportunities in all FDM, club, natural, convenience, foodservice, and e-comm channels, as it appeals to such a broad audience. If we can formalize an agreement, the plan is to work with our existing flavoring and ingredients suppliers and integrate the proprietary formulas into our existing flavor profiles. This potential partner is also capable of co-packing one of our product formats and has expressed interest in utilizing Matchaah's formulas to private label and distribute the product under their brand for sale to their customers in approximately 40 other countries where they currently distribute.

Management has also decided to make a wholesale change in the pricing and promotional strategy for all of its products that are currently being distributed in the market for 2019, as part of a larger strategy to secure more market share for these products over the next year and increase retail sales velocities on highly competitive items in high growth categories. This strategy will impact new customers after being fully implemented, including the ones that selected MATCHAAH!® products for their planogram resets in 2019. This strategy is expected to take more time to be fully implemented with the Company's current retail accounts. To date, the Company has operated without traditional brokers, leveraging the current leadership's knowledge and resources in the industry to secure sales and distribution. This new plan incorporates a small, strategically targeted broker network to manage execution of promotions and pricing strategies. The new pricing and promotion program, with the selected brokers, DSD network, and incentive plans, is expected to significantly decrease gross margins on select products and significantly increase distribution and market share with products that greatly impact the brand and drive the most consumer trial. The Company then plans to strategically launch innovative, highly profitable products that are improved or modified versions of the current product platforms to secure new space in high traffic categories lacking innovation. Matchaah is in a unique position to be able to capture valuable retail shelf space in high growth categories by becoming extremely competitive on pricing, appealing to a broad audience with timely product formats, and increasing brand touch points throughout the store by securing profitable shelf space in new categories. Incremental off-shelf promotional space is also more attainable in these new categories as the products provide big incremental revenue opportunities to category managers, and MATCHAAH could be positioned with no direct competition.

The Company plans to begin implementing this new pricing and promotional plan in the 4th quarter of 2018. As a result, management expects sales on all products to decline until it is fully implemented as price changes through the existing distribution network is a process that can, and often does, take several months to complete and integrate. During this process, securing new customers can also be challenging and will likely need to come through DSD partnerships as new orders are often delayed through the existing distributors on new price changes until it is reflected and available to the retail customers.

Management also expects revenue to remain somewhat volatile until new customer resets begin to occur and MATCHAAH! products are integrated into more planograms. A planogram is a diagram of a retail stores shelving and merchandising space. The merchandising schematics are typically broken into numerous categories and sub-categories, or segments throughout the store. Categories are typically reset every six or twelve months, with some variations, for a variety of reasons. Most beverage category resets in the food, drug, mass (FDM) channels occur in the spring and summer months, and this is most often when they bring in new items. These decisions are made several months in advance of the reset.

One of the Company's plans in the previous quarter was to leverage its existing distribution model and network to secure planogram (POG) space with the RTD line in targeted market areas and it was very successful in securing space in several regional retail chains. These resets are occurring between the fourth quarter of 2018 and the second quarter of 2019. This will help management gain deeper insight into movements over time as well as a deeper understanding of our promotional lift effectiveness so that we may continue building more effective promotions that increase retail sales, while simultaneously leveraging the data for growth, both in store, and in distribution. This will also provide deeper insight into SKU performance which will greatly assists management in inventory demand planning and helps management more accurately project, and forecast cash and resource needs to scale and expand distribution.

The Landscape Opportunities and Challenges

A report published in August 2018 states that four tea trends will contribute $2 billion in U.S. tea sales, driving growth in the U.S. tea market from $8 billion in 2017 to $10 billion by 2022. Matcha is one of those trends. As the MATCHAAH! brand is in a position to grow in numerous retail trade channels, management initiated and has been involved in detailed discussions with a company launching a new RTD tea line made with one of the constituent teas of the "four tea trends" that are expected to contribute to growth over the next five years. The discussions have revolved around forming a partnership under Matchaah Holdings, or a potential acquisition with stock. This company has several retail locations and specializes in this tea and could provide access to additional capital and resources in addition to a myriad other synergies and benefits.

Social and digital media channels continue to drive awareness and increase popularity for matcha tea, creating a groundswell of mainstream consumer curiosity, numerous products launches with new and established brands in snack and beverage categories incorporating matcha tea into their formulas or flavors. As retailers actively seek to satisfy that consumer curiosity, the RTD tea category continues to grow across all segments, and the abrupt, accelerated growth of sparkling beverages have created a perfect time for the SoMATCHAAH! RTD line. This line has been a catalyst for securing new distribution this year, including the planogram space in key regional grocery chains for 2019 and Matchaah plans to continue innovating on this format. With management taking a more strategic, longer term approach to growing the MATCHAAH! brand line, it will continue focusing on improving its existing formats with unique and innovative ingredients to meet projected consumer trends, and refining new product formats the Company has developed and has yet to launch to prepare to capitalize on projected emerging trends. Additionally, the Company is utilizing its intellectual property and the current leadership experience, insight, and access to industry resources, to form strategic partnerships designed to create new assets and incremental revenue streams for Matchaah Holdings that are synergistic with MATCHAAH! products but not reliant on them.

Leveraging these core competencies, skill sets, and insight of management, the Company has opened discussions with other strategically positioned, emerging and high growth tea brands to form unique partnerships under Matchaah Holdings in a potential joint venture, or similar structure that is designed to create incremental revenue streams that are readily scalable, and highly salable. The plan is designed to capitalize on projected growth trends in the market and contractually generate revenue from, and a pathway to market for other tea brands, in a program designed around the Company's trademark "tea for better being". This plan may also create a new pathway to market for Matchaah, Inc. to increase sales and visibility of select MATCHAAH!® brand products while creating a unique and meaningful connection with consumers.

Matchaah Holdings' CEO, Paul Henson, has almost two decades of experience launching new brands and products as well as identifying new product opportunities and white space in various retail and consumer product categories. The Company is benefiting from his ability to accurately predict consumer and product trends; and his experience is useful in identifying strategic partners and establishing strategic alliances as well as developing unique and unconventional retail programs that resonate with consumers. This, in turn, positions the Company to meet its category objectives, drive new and innovative initiatives and additional revenue. This plan is capable of accelerating sales rapidly for brands that meet certain criteria.

Current and Continued Objectives

Management will continue focusing on filling in fragmented distribution of MATCHAAH! Products regionally and creating product programs and promotions that drive trial and increase both retail dollar sales and unit velocities. Management will continue meeting with key retailers and using insight, data, and analytics to create the right line extensions, SKU assortments, innovations, and develop strategy for new products, and to secure the right placement in stores.

The increased popularity of plant-based caffeine, the projected trend and consumer demand for specific functional benefits in beverages, the increased popularity of matcha lattes, and the heightened desire for antioxidant rich foods and beverages collectively position the entire MATCHAAH! brand for growth. It also increased the projected new product entrants in the RTD tea categories. This growth in functional and new age beverage, "better-for-you" beverages, and RTD tea impacts the availability of line time and capacity for Matchaah and others on the co-packing side. The level of mergers and acquisitions in the beverage production and co-packing industry also increases the risk of fast growth on select items. Management will continue focusing on building value, distribution, and innovation on Matchaah's new RTD formats that have not yet been launched, as well as powders, and shot formats, that all offer broader options and opportunities for co-packing, and capacity for faster growth while decreasing the risk of losing line time or capacity. As spring and summer months remain the most popular months for retail beverage category resets, co-packing and line time become more difficult to secure in general and the risk of packaging component shortages expose the Company to increased pricing risk. This, combined with an increase in M&A in this area, leads management to expect a need for additional resources for its sparkling RTD line and as a result the Company will continue focusing on securing and managing these resources.

Management will also continue to focus on securing strategic partnerships and formalizing retail programs capable of producing new revenue streams and adding value to Matchaah Holdings to leverage into additional capital resources to support the growth of the MATCHAAH! brand.

Anticipated Increases in Expenses

The Company anticipates increased expenses in 2018 related to the need for additional accounting and administrative personnel as a result of the substantial increase in the Company's sales.

Off-Balance Sheet Transactions

Matchaah has been subleasing its office space from CPG Logic at $4,800 per month. The lease runs from October 2016 to December 2017. Effective as of October 1, 2017, the Company took over the lease from CPG Logic, Inc. and negotiated a portion of the yearly rent valued at $19,200, (four months) to be paid with the issuance of 50,000 shares of the Company's common stock.

In anticipation of increased demand for inventory and expenses, management arranged to have the option to defer payments to CPG Logic, Inc. for the intellectual property until July, 2018. This gives the Company the option to use its cash flow to continue producing product and help pay for increased expenses related to the anticipated functioned activities.

Defaults of Senior Securities

The Company is not presently in default on any promissory notes.

Increase/Decrease in Authorized Shares

None. There has been no change since the Company's last quarterly filing for March 31, 2018.

Departure of Director or Principal Officers; Appointment of Principal Officer

None. There has been no change since the Company's last quarterly filing for March 31, 2018.

PART E – ISSUANCE HISTORY

ITEM XVI– **List of securities offerings and shares issued for services in the past two years.**

On December 20, 2016, in conjunction with the 251(g) reorganization an entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

At the end of this reporting period and immediately subsequent thereto, the Company sold an aggregate of 254,579 restricted shares of its common stock pursuant to the exemptions from registration under Section 4(2) and/or Rule 506 of the Securities Act of 1933, as amended, to 6 strategic investors in exchange for $180,001 cash. The Company issued these shares at a discount to the market at an average price per share of $0.71, in prices ranging from $0.50 per share to $1.05 per share. The Company's management identified these purchasers as strategic investors, with each having significantly more to contribute to the Company's success than the funds they invested. The discounts provided were based on a combination of the amount invested and the relative additional value management believed the purchaser would provide. Management believes that having these individuals and entities invested in the Company will provide them with additional incentive to advance the Company's business, for the benefit of the Company and its shareholders. The sales that were made during this period are reflected in the Company's financial statements as shares to be issued but were not issued as of the date of the financial statements accompanying this report. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet; however they were subsequently issued during the first quarter of 2018.

PART F – EXHIBITS

ITEM XVII– **Material Contracts**

INCLUDED IN JUNE 30, 2017 QUARTERLY DISCLOSURE.

NO CHANGES SUBSEQUENT TO THAT FILING.

ITEM XVIII – **Articles of Incorporation and Bylaws.**

INCLUDED IN DECEMBER 31, 2016 ANNUAL DISCLOSURE
SEE EXHIBITS TO DECEMBER 31, 2016 FILING

ITEM XIX – **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

NONE

ITEM XX – **Issuer's Certifications**

1. I, Paul Henson, have reviewed this September 30, 2018 Quarterly Disclosure Statement of Matchaah Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 19, 2018

/s/ *Paul Henson*
Paul Henson, President and CEO

ITEM XII – Financial information for the issuer's most recent and preceding fiscal period

FINANCIAL STATEMENTS FOR MATCHAAH HOLDINGS, INC. FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2018 AND YEAR ENDED DECEMBER 31, 2017.

Matchaah Holdings, Inc.

Consolidated Balance Sheets

(Unaudited)

ASSETS

	September 30, 2018	December 31, 2017
CURRENT ASSETS		
Cash and cash equivalents	$ 114,603	$ 120,196
Accounts receivable, net	37,411	156,748
Prepaid rent	-	4,800
Total current assets	152,014	281,744
INVENTORY, net	175,020	121,086
EQUIPMENT, net	2,950	2,950
OTHER ASSETS		
Intellectual property	600,000	600,000
Consolidated goodwill	599,000	599,000
Organization costs	-	-
Total Assets	$ 1,528,984	$ 1,604,780

LIABILITIES AND STOCKHOLDERS' EQUITY

	September 30, 2018	December 31, 2017
CURRENT LIABILITIES		
Accounts payable	$ 143,780	$ 109,817
Advances from shareholders	-	10,032
Total current liabilities	143,780	119,849
LONG-TERM LIABILITIES		
Accrued salaries	450,047	264,463
Note payable - related party	543,167	556,229
	993,214	820,692
TOTAL LIABILITIES	1,136,994	940,541
STOCKHOLDERS' EQUITY		
Preferred stock - par value $.0001, 5,000,000 and 20,600,010 shares authorized respectively, 600,010 and 600,010 shares issued and outstanding respectively	60	60
Common stock - par value $.0001, 200,000,000 and 6,000,000,000 shares authorized respectively, 50,455,753 and 50,363,674 shares issued and outstanding respectively	5,046	5,036
Paid-in capital	775,153	695,147
Stock to be issued	239,185	269,201
Retained earnings (deficit)	(627,454)	(305,205)
Total stockholders' equity	391,990	664,239
Total Liabilities and Stockholders' Equity	$ 1,528,984	$ 1,604,780

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.

Consolidated Statements of Operations

(Unaudited)

	Three Months Ended		Nine Months Ended		Year Ended
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017	December 31, 2017
Revenue	$ 102,835	$ -	$ 258,322	$ 116,339	$ 510,693
Cost of revenue	55,499	-	119,243	63,460	193,328
Gross Profit	47,336	-	139,079	52,879	317,365
Selling and marketing expenses	32,837	-	124,843	19,838	69,205
General and administrative expenses	125,015	22,737	336,485	430,251	547,629
Total operating expense	157,852	22,737	461,328	450,089	616,834
Loss from operations	(110,516)	(22,737)	(322,249)	(397,210)	(299,469)
Other Income (Expense):					
Interest income	-	-	-	-	-
Interest expense	-	-	-	-	-
Total Other Income (Expense)	-	-	-	-	-
Net Loss Before Income Taxes	(110,516)	(22,737)	(322,249)	(397,210)	(299,469)
Provision for income taxes	-	-	-	-	-
Net Loss	$ (110,516)	$ (22,737)	$ (322,249)	$ (397,210)	$ (299,469)
Earnings Per Share (see Note 2)					
Weighted average number of common stock outstanding	50,409,714	25,250,008	50,409,714	25,250,008	50,282,424
Net income (loss) per share	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.

Consolidated Statement of Stockholders' Equity

(Unaudited)

	Preferred Stock		Common Stock		Paid-in	Stock To Be	Accumulated	Treasury	
	Shares	Amount	Shares	Amount	Capital	Issued	Deficit	Stock	Total
Balance, December 31, 2015	230,343	$ 23	701,174	$ 70	$ 598,297	$ -	$ (408,381)	$ (190,000)	$ 9
Cancellation of common shares returned by various shareholders (November 28, 2016)			(384,443)	$ (38)	$ 38				-
Issuance of common shares in exchange for debt cancellation (November 30, 2016)			384,443	$ 38	$ 64,362				64,400
Board of directors apporve a 1:7,109 reverse split of the common shares (December 20, 2016)									
Issuance of common shares in exchange for debt cancellation and return of Series A preferred stock (December 20,2016)	(10)	$ -	500,000	$ 50	$ (130,050)			$ 190,000	60,000
Issuance of common shares in exchange for debt cancellation (December 28, 2016)			1,000,000	$ 100	$ 119,900				120,000
Balance, December 20, 2016	230,333	$ 23	2,201,174	$ 220	$ 652,547	$ -	$ (408,381)	$ -	$ 244,409
Transfer of assets and liabilities to subsidiary (December 21, 2016)					$ (652,547)		$ 408,381		(244,166)
Issuance of common, Series A and B preferred shares for partial acqusition of subsidiary (December 21, 2016)	369,677	$ 37	200,000	$ 20	$ 2,380				2,437
Issuance of common shares for partial acqusition of subsidiary (December 21, 2016)			4,000,000	$ 400	$ 49,996				50,396
Issuance of common shares for partial acqusition of subsidiary (December 21, 2016)			43,800,000	$ 4,380	$ 542,787				547,167
Stock to be issued in exchange for cash (December 31, 2016)						$ 170,000			170,000
Net income (loss)							(290,626)		(290,626)
Balance, December 31, 2016	600,010	$ 60	$ 50,201,174	$ 5,020	$ 595,163	$ 170,000	$ (290,626)	$ -	$ 479,617
Spin off of wholly-owned subsidiary (July 1, 2017)							$ 284,890		284,890
Stock to be issued in exchange for cash (September 30, 2017)						$ 180,001			180,001
Stock to be issued in exchange for rent (October 1, 2017)						$ 19,200			19,200
Issuance of stock for cash (Novermber 13, 2017)			162,500	$ 16	$ 99,984	$ (100,000)			-
Net income (loss)							(299,469)		(299,469)
Balance, December 31, 2017	600,010	$ 60	50,363,674	$ 5,036	$ 695,147	$ 269,201	$ (305,205)	$ -	$ 664,239
Issuance of stock for cash (January 30 ,2018)			92,079	$ 9	$ 80,007	$ (80,016)			-
Stock to be issued in exchange for services (March 31, 2018)						$ 35,000			35,000
Stock to be issued in exchange for cash (June 30, 2018)						$ 15,000			15,000
Net income (loss)							(322,249)		(322,249)
Balance, September 30, 2018	600,010	$ 60	50,455,753	$ 5,045	$ 775,154	$ 239,185	$ (627,454)	$ -	$ 391,990

Matchaah Holdings, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Operating Activities		
Net income (loss)	$ (322,249)	$ (299,469)
Adjustments to reconcile net loss to net cash:		
useed in operating activities:		
Non-cash compensation	153,447	264,463
Non-cash rent	4,800	14,400
Depreciation and amortization	-	-
Changes in assets and liabilities:		
Accounts receivable, net	119,337	(156,748)
Inventory	53,934	(121,086)
Accounts payable	(33,968)	108,253
Spin-off of subsidiary	-	10,777
Total adjustments	297,550	120,059
Net cash used in operating activities	(24,699)	(179,410)
Investing Activities		
Acquisition of equipment	-	(2,950)
Acquisition of intangible assets	-	-
Net cash provided by investing activities	-	(2,950)
Financing Activities		
Issuance of stock for cash	15,000	180,001
Reimbursement of organization costs	-	1,000
Payments on borrowings	(2,963)	(18,771)
Proceeds from borrowings	7,069	-
Net cash provided by financing activities	19,106	162,230
Net increase in cash and cash equivalents	(5,593)	(20,130)
Cash and cash equivalents at beginning of period	120,196	140,326
Cash and cash equivalents at end of period	$ 114,603	$ 120,196
Supplemental cash flow information:		
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -
Noncash investing and financing activities:		
Acquisition of assets by issuance of stock	$ -	$ -
Settlement of debt by issuance of stock	$ -	$ -

NOTE 1 - Organization and Basis of Presentation

Matchaah Holdings, Inc., a Delaware corporation, was incorporated on December 21, 2016 as part of and pursuant to Delaware General Corporation Law Section 251(g) by and among Matchaah Holdings, Inc., Gear International, Inc. and Gear International Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer). Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,177,374 share of common stock, $0.0001 par value, issued and outstanding.

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

In the opinion of management, the accompanying balance sheets and related statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

NOTE 2 - Summary of Significant Accounting Policies

Principles of Consolidation – The accompanying consolidated financial statements include the accounts of Matchaah Holdings, Inc. and Matchaah, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents - The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents. There are no cash equivalents as the balance sheet date.

Long-Lived Assets - The Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts.

Revenue Recognition – Sales are recognized upon shipment of product to the customer. Provisions for returns and allowances are recorded in the period sales occur. Payments received from customers prior to shipment of the product to them are recorded as customer deposit liabilities.

Income Taxes - The Company's current provision for income taxes is based upon its estimated taxable income in each of the jurisdictions in which it operates, after considering the impact on taxable income of temporary differences resulting from different treatment of items for tax and financial reporting purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible. Should management determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Accounts Receivable – Trades receivables are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debts expense when an account balance is deemed to be uncollectible.

Inventory – Inventory consist of raw materials and finished goods. Inventory include only the purchase costs and are stated at the lower of cost or market. Inventory cost is determined using the FIFO method.

Property and Equipment – Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is computed on a straight-line basis over the estimated useful lives of the assets. Upon disposition of assets, the related cost and accumulated depreciation and amortization is eliminated and any gain or loss is included in the statement of operations. Expenditures for major improvements are capitalized. Maintenance and repairs are expensed as incurred.

Goodwill and Intangible Assets – The Company's intangible assets, acquired by the Company's wholly-owned subsidiary Matchaah Inc. for $600,000 in September, 2016, include tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. These assets are deemed to have indefinite lives and, accordingly, are not amortized, but are evaluated for impairment at least annually. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

NOTE 3 - <u>Acquisition of Subsidiaries</u>

On December 21, 2016, Gear International, Inc. entered into a reorganization pursuant to Delaware General Corporation Law Section 251(g) by and among Gear International, Inc., Gear International Holdings, Inc. and Matchaah Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer).

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Matchaah Holdings, Inc., a Delaware corporation was incorporated on December 21, 2016 as part of the RTO and 251(g) reorganization. Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,201,174 shares of common stock, $0.0001 par value, issued and outstanding.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

NOTE 4 - <u>Going Concern</u>

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through June 30, 2018 the Company had incurred cumulative losses of $516,938 and has working capital of $115,808 as of June 30, 2018. The Company's ability to continue as a going concern is dependent upon achieving a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met through product sales, cash flows from operations and third party financing. There is no assurance that the company will be able to implement the plan.

NOTE 5 - <u>Stockholders' Equity</u>

On December 20, 2016, the Board of Directors approved a 1-for-7,109 reverse split of the common shares. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. All share and per share information is the accompanying consolidated financial statements and footnotes has been retroactively restated to reflect this reverse split.

<u>Preferred Stock</u>
Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

Series C: The holders of the Series C Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series C Preferred Stock shall have votes based upon its conversion rate. Each share of the Series C Preferred Shares will therefore be entitled to ten (10) votes per share. Each share of the Series C Preferred Shares shall be convertible, at any time, and / or from time to time, into ten (10) shares of the Corporation's common stock.

2016:

On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 20, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director exchanged 6 Series A shares plus $60,000 in accrued salaries for 500,000 shares of common stock.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-An individual was issued 5,000,000 common shares, 1 Series A share and 36,967 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-Two individuals each exchanged $60,000 of debt 500,000 common shares.
-An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2017 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

2017:

During the quarter ended September 30, 2017, an entity and five individuals purchased 254,579 common shares in exchange for $180,001 cash. As of December 31, 2017, 92,079 of these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of December 31, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

2018:

On March 31, 2018, the Company agreed to issue 50,000 common shares to an individual in exchange for services valued at $35,000. As of March 31, 2018 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

During the quarter ended June 30, 2018, an individual purchased 30,000 common shares in exchange for $15,000 cash.

Stock Options and Warrants

During the nine months ended September 30, 2018 the Company issued various warrants for services. A summary of the Company's warrants is as follows:

	Shares	Exercise Price	Expiration Date	Vested
Outstanding, January 1, 2017	-	-	-	-
Issued in 2017	400,000	$1.10	12-31-20	400,000
Issued in 2017	165,000	$0.05	12-31-20	165,000
Outstanding, December 31, 2017	565,000			565,000
Issued in Q1, 2018	400,000	$0.70	12-31-21	100,000
Issued in Q1, 2018	40,000	$0.05	12-31-21	10,000
Outstanding, March 31, 2018	1,005,000			675,000
Issued in Q2, 2018	0	$0.70	12-31-21	100,000
Issued in Q2, 2018	0	$0.05	12-31-21	10,000
Outstanding, June 30, 2018	1,005,000			785,000
Issued in Q3, 2018	0	$0.70	12-31-21	100,000
Issued in Q3, 2018	0	$0.05	12-31-21	10,000
Outstanding, September 30, 2018	1,005,000			785,000

NOTE 6 - Commitments and Contingencies

Litigation
At September 30, 2018 the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company.

Lease
The Company leases office space for $4800 month lease from a company owned by the president. The lease runs from October, 2016 through December, 2017. On October 1, 2017, the Company agreed to issue 50,000 common shares to an individual in exchange for $19,200 rent. As of December 31, 2017 these shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

NOTE 7 - Related Party Transactions

See Note 5 for equity transactions with related parties made in conjunction with the reorganization that occurred on December 21, 2017. See Note 6 for a lease transaction with a related party.

On September 28, 2016, the Company's wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company's CEO, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company's option, $300,000 of this debt can be converted into shares of the Company's common stock based on a conversion rate of $4 per share.

During the year ended December 31, 2017 the Company: accrued salary totaling $150,000 and issued 200,000 warrants to its CEO/President; accrued salary of $110,000 and issued 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $1.10 and an expiration date of December 31, 2020. As of December 31, 2017, 200,000 of these warrants had vested to each officer.

During the quarter ended March 31, 2018 the Company: accrued salary totaling $37,500 and issued 200,000 warrants to its CEO/President; accrued salary of $25,000 and issued 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $.70 and an expiration date of December 31, 2021. As of March 31, 2018, 50,000 of these warrants had vested to each officer.

During the quarter ended June 30, 2018 the Company: accrued salary totaling $37,500 for its CEO/President; accrued salary of $25,000 for its Secretary/Chief Counsel as part of their compensation packages. As of June 30, 2018, 100,000 of these warrants had vested to each officer.

During the quarter ended September 30, 2018 the Company: accrued salary totaling $31,250 for its CEO/President; accrued salary of $25,000 for its Secretary/Chief Counsel as part of their compensation packages. As of September 30, 2018, 150,000 of these warrants had vested to each officer.

NOTE 8 - Income Taxes

No provision for income taxes has been recorded in these financial statements based on accumulated net operating losses of $627,454 since December 21, 2016, the effective date of the 251g reorganization. These losses may be used to offset against future taxable income. Net operating losses accumulated prior to the December 21, 2016 251g reorganization date were lost based upon IRS change of ownership limitations. Due to the uncertainty as to the utilization of net operating loss carry-forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and the related valuation account as of September 30, 2018 is as follows:

Deferred tax asset:	
Net operating loss carry-forward	$ 250,982
Valuation allowance	(250,982
	$ -