

# Matchaah Holdings, Inc.

a Delaware corporation

3649 Brunswick Avenue North  
Minneapolis, MN 55422

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Telephone (612) 242-2622

SIC: 8742

## ANNUAL REPORT AND INITIAL DISCLOSURE STATEMENT

**For the Period Ending:**

December 31, 2020  
(the "Reporting Period")

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As of our current reporting period ended, December 31, 2020, the number of shares outstanding of our Common Stock was: 50,505,753 Shares.

As of our prior reporting period ended, December 31, 2019, the number of shares outstanding of our Common Stock was: 50,505,753 Shares.

As of our most recent completed fiscal year ended December 31, 2020, the number of shares outstanding of our Common Stock was: 50,505,753 Shares.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over either reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change;  
or

Yes: ☐ No: ☒

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Matchaah Holdings, Inc. (the "Company") was originally incorporated in the State of Delaware on December 21, 2016. It is the successor public company following a reorganization under Delaware General Corporation Law Section 251(g). Its successor was Gear International, Inc. a Nevada corporation that had been domesticated into the State of Wyoming on September 16, 2010, having been originally incorporated on November 25, 1996 in the State of Nevada.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Matchaah Holdings, Inc.'s corporate charter is active in the State of Delaware

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

3649 Brunswick Ave. N., Minneapolis, MN 55422 as of September 26, 2021  
During the period of this report its principal executive offices were located at: 10901 Nesbit Avenue South, Bloomington, MN 55437

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:* ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

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(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

NA

## 2) Security Information

### *For the period ending December 31, 2020*

Exact title and class of securities outstanding:	Common Stock
Trading symbol:	MCHA
CUSIP:	57667H 106
Par or stated value:	\$0.0001
Total shares authorized:	200,000,000 as of date: December 31, 2020
Total shares outstanding:	50,505,753 as of date: December 31, 2020
Number of shares in the Public Float <sup>2</sup> :	5,617,182 as of date: December 31, 2020
Total number of shareholders of record:	389 as of date: December 31, 2020

*All additional class(es) of securities (if any):*

Exact title and class of securities outstanding:	Preferred Series A
Trading symbol:	NA
CUSIP:	NA
Par or stated value:	\$0.0001
Total shares authorized:	10 as of date: December 31, 2020
Total shares outstanding:	10 as of date: December 31, 2020
Total number of shareholders of record:	2 as of date: December 31, 2020

Preferred Stock, 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.

Exact title and class of securities outstanding:	Preferred Series B
Trading symbol:	NA
CUSIP:	NA
Par or stated value:	\$0.0001
Total shares authorized:	600,000 as of date: December 31, 2020
Total shares outstanding:	600,000 as of date: December 31, 2020
Total number of shareholders of record:	2 as of date: December 31, 2020

Preferred Stock, 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

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: <sup>2</sup> <u>Opening Balance</u> Date December 31, 2019 Common: <u>50,505,753</u> Preferred: <u>600,010</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
NA	NA	NA	NA	NA	NA	NA	NA		NA
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date December 31, 2020 Common: <u>50,505,753</u> Preferred: <u>600,010</u>									

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$ as of YE 2020)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
NA	NA	NA	NA	NA	NA	NA	NA

### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Paul Henson  
Title: CEO/CFO  
Relationship to Issuer: Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

Only financial statements and the financial information for the year ending December 31, 2019 are required to be filed with this report. However, to qualify as having provided current information, the company is required to publish financial statements for its two most recent fiscal years. Since financial statements for its fiscal year ending in 2019 are not required, and because U.S. GAAP generally presents a given period in comparison to another one year fiscal period, and because the fiscal year ending December 31, 2019 is the older of the two, the attached financial statements are for UHF Logistics Group, Inc.'s two most recent fiscal years ending December 31, 2019 and December 31, 2020, respectively. As stated, these two most recent fiscal years are the periods for which financial statements are required for the company to be considered "current" in its information filing requirements as an alternative reporting company. They are made a part of this document on Pages F-1 through F-10 attached hereto, as allowed by OTC Markets (rather than filing them separately and incorporating them by reference.)

- C. Balance sheets (See F -1)  
D. Income Statements (See F-2)

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- E. Statement of cash flows (See F-3)
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) (See F -4)
- G. Financial notes (See F-5 through F-9)
- H. Audit letter, if audited (certification by accountant) (See F-10)

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company has a portfolio of ready to drink, sparkling beverages, energy shots, and mixes with matcha as a functional ingredient. Management has been in the process of developing relationships with co-packers to add to its product offerings. It is seeking a coopacker with which to partner due to a significant shortage of line time for packaging in the US.

- B. Please list any subsidiaries, parents, or affiliated companies.

Matchaah, Inc., a Minnesota corporation

- C. Describe the issuers' principal products or services.

The Company has a portfolio of ready to drink, sparkling beverages, energy shots, and mixes with matcha as a functional ingredient. Management has been in the process of developing relationships with co-packers to add to its product offerings.

## **6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer did not lease any office space or facilities and is using its Secretary's office currently at no cost.

## 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Paul Henson	President, CEO, Treasurer, CFO and Director	Minneapolis, Minnesota	42,700,000 <sup>1</sup>	Common	84.5%	
Peder K. Davisson	Secretary and Counsel	Minneapolis, Minnesota	4,800,000	Common	9.5%	

1. Restricted Control Securities.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NA

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, 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;

NA

3. A finding or judgment by a court of competent jurisdiction (in a civil action), 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, which finding or judgment has not been reversed, suspended, or vacated; or

NA

4. The entry 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.

NA

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Peder K. Davisson, Esq.  
Firm: Davisson & Associates, PA  
Address 1: 3649 Brunswick Ave. N.  
Address 2: Minneapolis, MN 55422  
Phone: 612-242-2622  
Email: [PederD@DavissonPA.com](mailto:PederD@DavissonPA.com)

### Accountant or Auditor

Accounting is done by independent CPA.

### Investor Relations

None

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

None

## 10) Issuer Certification

*Principal Executive Officer:*

I, Paul Henson certify that:

1. I have reviewed this annual disclosure statement covering the fiscal year ended December 31, 2020 for 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 this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included 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.

September 27, 2021

Paul Henson, CEO

/s/ Paul Henson

*Principal Financial Officer:*

I, Paul Henson, certify that:

1. I have reviewed this annual disclosure statement covering the fiscal year ended December 31, 2020 for 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 this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included 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.

September 27, 2021

Paul Henson, CFO

/s/ Paul Henson