

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Sortis Holdings, Inc.

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Portland, OR 97214

1-844-476-7847

www.sortisholdings.com

ngs.com

info@sortis.com

6029

Annual Report **For the Period Ending: December 31, 2021** **(the "Reporting Period")**

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

41,129,658

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

10,755,695

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

10,755,695

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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

(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.

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Merchants Bancorp changed its name to Sortis Holdings, Inc. on April 21, 2017

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated on March 9, 2000 in the State of Oregon. Issuer is currently active.

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:

NA

2) Security Information

Trading symbol: SOHI
Exact title and class of securities outstanding: Common Stock
CUSIP: NA
Par or stated value: \$1 par value

Total shares authorized: 100,000,000 as of date: December 31, 2021
Total shares outstanding: 44,201,764 as of date: December 31, 2021
Number of shares in the Public Float²: 5,995,258 as of date: December 31, 2021
Total number of shareholders of record: 115 as of date: December 31, 2021

All additional class(es) of publicly traded securities (if any):

Trading symbol: NA
Exact title and class of securities outstanding: NA
CUSIP: NA
Par or stated value: NA
Total shares authorized: NA as of date: NA
Total shares outstanding: NA as of date: NA

Transfer Agent

Name: Transfer Online
Phone: 503-227-2950
Email: daniel@transferonline.com
Address: 512 SE Salmon St., Portland, OR 97214

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

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

NA

² "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.

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

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

On December 31, 2021, Sortis Holdings, Inc. ("Sortis Holdings" or "Sortis") sold its fund management business to Sortis, LLC, a private entity owned and operated by former Sortis Holdings managers. The asset purchase was seller financed through a promissory note. With the divestiture, Sortis is positioned to execute its brand platform strategy and on December 31, 2021 made several strategic acquisitions:

Sustainable Restaurant Group, the Oregon-based operators of nine Bamboo Sushi ("Bamboo") restaurants across four states, was acquired through a combination of cash, debt and stock. In 2008, Bamboo became the world's first certified sustainable sushi restaurant. Since then, it has changed how consumers eat, how the industry operates, and continually aspires to protect the planet, the ocean, and the evolving global ecosystem. Bamboo is pushing the conversation forward on sustainable fishing while simultaneously serving innovative, delicious fare.

Rudy's Barbershops ("Rudy's"), the Washington-based operator of 30 locations, including 11 former company-owned Bishops Barbershops locations, was acquired as part of a share exchange agreement. For 29 years, Rudy's Barbershop has been the authority on effortless style, combining self-care with culture. Rudy's pioneered the modern barbershop movement and redefined a new generation of beauty and grooming, starting with one location in the heart of Seattle and expanding to Oregon, Georgia, Arizona, and NYC.

Current Co Brands, Inc., an upstart hospitality developer originally formed as a joint venture between Sortis and five hospitality industry veterans was acquired. The portfolio of Current Co Brands, Inc. includes management of the Mayflower Park Hotel in Seattle and the Ace Hotel in Portland and anticipates the development of several new hospitality brands.

With this new platform, Sortis Holdings begins to bring together an ecosystem of original brands with purpose and impact. As stewards of legacy and new companies alike, the platform will enable sustainable growth, cultural equity, and scalable innovation for brands with things to say. Sortis' goal is to build a portfolio of consumer brands that share four key characteristics: a passionate customer base, differentiated brand identity, commitment to Environmental, Social, and Governance ("ESG") priorities, and digital tailwinds. Sortis believes these acquisitions are strongly aligned with these attributes and offer significant growth opportunities. With a platform that provides enhanced access to capital, real estate strategy expertise, creative and operational talent, and cutting-edge digital capabilities, Sortis believes it can accelerate these brands' ability to scale both organically and inorganically.

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>12/31/20</u> <u>10,615,695</u>									
Common:									
Preferred: <u>NA</u>									
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.
<u>July 28, 2020</u>	<u>Stock Grant</u>	<u>140,000</u>	<u>Common</u>	<u>\$0.40</u>	<u>No</u>	<u>Michael Ferguson</u>	<u>Employee Stock Grant</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>December 20, 2021</u>	<u>Stock Grant</u>	<u>4,283,587</u>	<u>Common</u>	<u>\$0.75</u>	<u>Yes</u>	<u>Paul Brenneke</u>	<u>Director Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 20, 2021</u>	<u>Stock Grant</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.75</u>	<u>Yes</u>	<u>Mark Jury</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>5,359,056</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Ristorante, LLC - Edward Albertson and William Bannon</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>1,591,652</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Sortis Rescue - Fund, LLC – Jef Baker and Sam Ross</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>683,802</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>David Jerome Peterson</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>420,371</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>David Vialli</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>420,371</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Edward Albertson</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>957,323</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Franantonio Holdings, LLC - Edward Albertson and William Bannon</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>273,521</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Jesse Taylor</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>420,371</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Kelly Sawdon</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>1,492,813</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Kitchen Fund, LP - Greg Golkin</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>684,421</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Marcel Lahsene</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>

<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>684,952</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Michelle Andersen</u>	<u>Employee Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>2,138,489</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>OVF Bamboo, LLC – Michael Gottlieb</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>1,810,099</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Rudy's SPE, LLC – Michael Gottlieb</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>75,971</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Ryan Suddendorf</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>1,716,372</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Sortis Rescue Fund, LLC – Jef Baker and Sam Ross</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>191,465</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Sortis Rudy's, LLC – Jef Baker and Sam Ross</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>5,346,222</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Sortis Sustainable SPE, LLC – Jef Baker and Sam Ross</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>420,371</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Third & Pine, LLC – Paul Brenneke</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>957,323</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>Wade Weigel, Trustee</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
<u>December 31, 2021</u>	<u>Stock Grant</u>	<u>420,371</u>	<u>Common</u>	<u>\$2.26</u>	<u>No</u>	<u>William Bannon</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
<u>Date 12/31/21</u>	<u>Common:</u>								
		<u>15,253,764</u>	<u>Preferred:</u>	<u>NA</u>					

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

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:

Long Term Debt

On December 31, 2021, the Company assumed a loan agreement with SORFI in relation to the acquisition of Rudy's ("SORFI Loan") in the amount of \$1,592,300 which bears interest at a rate of 12% and, as amended, was due September 1, 2022. As the due date was prior to the acquisition date of Rudy's, the Company entered into an amendment on January 21, 2022, to extend the maturity date to July 1, 2022. Interest is due on the first day of each month related to the balance of the principal with the final payment consisting of all accrued unpaid interest and principal balance on the maturity date. [BC1]

On December 31, 2021, the Company assumed a loan agreement with Sortis Income Fund in relation to the acquisition of SRG ("Sortis Income Fund Loan") in the amount of \$2,056,000 which bears interest at a rate of 12% and, as amended, was due February 1, 2021. The Company entered into an amendment on February 1, 2022, to extend the maturity date to August 1, 2022. Interest is due on the first day of each month related to the balance of the principal with the final payment consisting of all accrued unpaid interest and principal balance on the maturity date.

On December 31, 2021, the Company entered into a promissory note with BainCapital Double Impact Fund and BCIP Double Impact Associates ("Bain") in relation to the acquisition of Bain's outstanding ownership in SRG, in the amount of \$5,207,850. The notes have an annual interest rate of 6% and is payable in four quarterly payments. Each of the first three payments consist of interest only with the first payment due April 1, 2022, and the final payment consists of all unpaid principal and accrued interest on January 1, 2023. The Company was also required to make a principal payment of \$500,300 during the first quarter of 2022 per the terms of the agreement.

PPP loans

In 2021, certain subsidiaries of the Company have applied and been approved for second round PPP loans under the CARES Act to bring the total amount of PPP loans to \$7,728,519. The PPP loans bear interest at 1.0% with all principal due by various dates in February and March 2026. Under the terms of the loans, a portion or all the loans are forgivable by the SBA to the extent the loan proceeds were used for certain designated expenses during the Company's selected eight or twenty-four week covered period following loan disbursement. As of December 31, 2021 the company had received \$1,046,224 in loan forgiveness.

Any amount not forgiven will be payable over two years with a deferral of payments for the first ten months after the end of the Company's covered period. Any forgiveness will be subject to a six-year statute, whereby the SBA can audit the Company's application and require repayment to the extent the SBA reverses its forgiveness approval. The balance on the PPP loans was approximately \$6,235,685 as of December 29, 2021 and has been classified as long-term debt in the accompanying consolidated financial statements.

EIDL loan

In 2021, the Company qualified for an Economic Injury Disaster Loan ("EIDL") from the SBA in the amount of \$146,900, secured by substantially all assets of the Company. The EIDL is payable in monthly payments of \$716 including interest accrued at 3.75%. Payments begin in December 2021 and are due monthly until the note and interest are paid in full, with the balance due in December 2050. As a condition of this loan, the Company committed to use the funds for working capital to alleviate economic injury as a result of the COVID-19 pandemic and must maintain receipts of the funds spent for three years after the expenses are paid. The balance on the EIDL loan was approximately \$146,800 as of December 29, 2021, and has been classified as long-term debt in the accompanying consolidated financial statements.

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)⁴:

Name: Jeffry Baker
Title: President & CEO
Relationship to Issuer: Officer, Director, Shareholder

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.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

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.

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

Unaudited Consolidated Financial Statements for Sortis Holdings, Inc for the period ended December 31, 2021 were posted to OTCIQ on May 13, 2021.

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")

Sortis Holdings, Inc. (OTC: SOHI) is becoming a collection of brands that combine creative vision with business acumen. Sortis intends to power its brands across hotel & lodging, coffee, food & beverage, and beauty & wellness to drive culture forward, uniting purpose and profit to thoughtfully scale its companies and offer exceptional experiences to its customers. To learn more about Sortis, please visit sortisholdings.com.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Subsidiaries include:

- Sustainable Restaurant Group, the Oregon-based operators of nine Bamboo Sushi ("Bamboo") restaurants across four states, through a combination of cash, debt and stock. In 2008, Bamboo became the world's first certified sustainable sushi restaurant. Since then, it has changed how consumers eat, how the industry operates, and continually aspires to protect the planet, the ocean, and the evolving global ecosystem. Bamboo is pushing the conversation forward on sustainable fishing while simultaneously serving innovative, delicious fare.
- Rudy's Barbershops ("Rudy's"), the Washington-based operator of 30 locations, including 11 former company-owned Bishops Barbershops locations, as part of a share exchange agreement. For 29 years, Rudy's Barbershop has been the authority on effortless style, combining self-care with culture. Rudy's pioneered the modern barbershop movement and redefined a new generation of beauty and grooming, starting with one location in the heart of Seattle and expanding to Oregon, Georgia, Arizona, and NYC.
- Current Co Brands, Inc., an upstart hospitality developer originally formed as a joint venture between Sortis and five hospitality industry veterans. The portfolio of Current Co Brands, Inc. includes management of the Mayflower Park Hotel in Seattle and the Ace Hotel in Portland and anticipates the development of several new hospitality brands.

- C. Describe the issuers' principal products or services, and their markets

Sortis Holdings, Inc. (OTC: SOHI) is becoming a collection of brands that combine creative vision with business acumen. Sortis intends to power its brands across hotel & lodging, coffee, food & beverage, and beauty & wellness to drive culture forward, uniting purpose and profit to thoughtfully scale its companies and offer exceptional experiences to its customers. To learn more about Sortis, please visit sortisholdings.com.

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.

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.

Facility Name	Facility Location	Facility Type/Usage
	<u>Corporate Office</u>	
Corporate Office	Portland, Oregon	Administrative
	<u>Sustainable Restaurant Group</u>	
Commissary Kitchen	Portland, Oregon	Manufacturing/Administrative
Bamboo Sushi - Portland, SE	Portland, Oregon	Retail
Bamboo Sushi - Portland, NE	Portland, Oregon	Retail
Bamboo Sushi - Portland, NW	Portland, Oregon	Retail
Bamboo Sushi - Portland, SW	Portland, Oregon	Retail
Bamboo Sushi - Lake Oswego	Lake Oswego, Oregon	Retail
Bamboo Sushi - Denver	Denver, Colorado	Retail
Bamboo Sushi - Valley Fair	Santa Clara, California	Retail
Bamboo Sushi - Bishop Ranch	San Ramon, California	Retail
Bamboo Sushi - University Village	Seattle, WA	Retail
	<u>Rudy's Barbershop</u>	
Rudy's Barbershop - Northeast Office	Portland, Oregon	Administrative
Rudy's Barbershop - Ponce de Leon	Atlanta, Georgia	Retail
Rudy's Barbershop - Broadway	New York, New York	Retail
Rudy's Barbershop - Southeast Division	Portland, Oregon	Retail
Rudy's Barbershop - North Mississippi	Portland, Oregon	Retail
Rudy's Barbershop - Northwest 13th Avenue	Portland, Oregon	Retail
Rudy's Barbershop - 15th Avenue East	Seattle, Washington	Retail
Rudy's Barbershop - Ballard Avenue	Seattle, Washington	Retail
Rudy's Barbershop - Main Street	Bellevue, Washington	Retail
Rudy's Barbershop - Wall Street	Seattle, Washington	Retail
Rudy's Barbershop - Boylston Avenue	Seattle, Washington	Administrative
Rudy's Barbershop - Rainier Avenue	Seattle, Washington	Retail
Rudy's Barbershop - North 36th Street	Seattle, Washington	Retail
Rudy's Barbershop - Northeast 45th	Seattle, Washington	Retail
Rudy's Barbershop - Northeast 40th	Redmond, Washington	Retail
Rudy's Barbershop - Phinney Avenue North	Seattle, Washington	Retail
Rudy's Barbershop - 1st Avenue South	Seattle, Washington	Retail
Rudy's Barbershop - Cleveland Street	Redmond, Washington	Retail
Rudy's Barbershop - North Proctor	Tacoma, Washington	Retail
Rudy's Barbershop - University Way Northeast	Seattle, Washington	Retail
Rudy's Barbershop - Fauntleroy Way	Seattle, Washington	Retail
Rudy's Barbershop - Hawthorne	Portland, Oregon	Retail

Rudy's Barbershop - Northwest	Portland, Oregon	Retail
Rudy's Barbershop - Northeast	Portland, Oregon	Retail
Rudy's Barbershop - Southwest	Portland, Oregon	Retail
Rudy's Barbershop - Alberta	Portland, Oregon	Retail
Rudy's Barbershop - Sellwood	Portland, Oregon	Retail
Rudy's Barbershop - Mississippi	Portland, Oregon	Retail
Rudy's Barbershop - Via 6	Seattle, Washington	Retail
Rudy's Barbershop - West Seattle	Seattle, Washington	Retail
Rudy's Barbershop - Cap Hill	Seattle, Washington	Retail
Rudy's Barbershop - Gilbert	Gilbert, Arizona	Retail
Rudy's Barbershop - Willow	Phoenix, Arizona	Retail

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

The Company leases space for restaurants, barbershops, administrative office space and equipment under various operating lease arrangements, which expire through November 2037. There was no rent expense from continuing operations for the years ended December 31, 2021 and 2020, respectively.

Future minimum rental payments under long-term operating leases are as follows at December 31, 2021:

Years ending December 31,	Amounts
2022	\$ 3,113,470
2023	3,165,290
2024	3,061,971
2025	2,803,513
2026	2,625,878
Thereafter	12,300,878
Total	<u>\$ 27,071,000</u>

7) 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, regardless of the number of shares they own. **If any 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 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/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Jefry Baker</u>	<u>Officer, Director</u>	<u>Lake Oswego, OR</u>	<u>1,522,411</u>	<u>Common</u>	<u>3.44%</u>	
<u>Stan Morris</u>	<u>Director</u>	<u>Gresham, OR</u>	<u>1,229,302</u>	<u>Common</u>	<u>2.78%</u>	
<u>Gary Delorit</u>	<u>Director</u>	<u>Gresham, OR</u>	<u>1,230,568</u>	<u>Common</u>	<u>2.78%</u>	
<u>Paul Brenneke</u>	<u>Director</u>	<u>Portland, OR</u>	<u>6,755,094</u>	<u>Common</u>	<u>15.28%</u>	
<u>Howard Michalski</u>	<u>Director</u>	<u>Denver, CO</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	
<u>LLC Ristorante</u>	<u>Owner of more than 5%</u>	<u>Portland, OR</u>	<u>5,359,096</u>	<u>Common</u>	<u>12.12%</u>	
<u>Sortis Sustainable SPE</u>	<u>Owner of more than 5%</u>	<u>Portland, OR</u>	<u>5,346,222</u>	<u>Common</u>	<u>12.10%</u>	
<u>Sortis Rescue Fund, LLC</u>	<u>Owner of more than 5%</u>	<u>Portland, OR</u>	<u>3,308,024</u>	<u>Common</u>	<u>7.48%</u>	

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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.

NA

9) Third Party Providers

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

Securities Counsel

Name: Michael Gottlieb
Firm: Michael B Gottlieb, PC
Address 1: PO Box 209
Address 2: Lake Oswego, OR 97034
Phone: 503-546-0498
Email: michael@gottlieb-law.com

Investor Relations

Name: Ryan Smith
Firm: Sortis, Holdings, Inc.
Address 1: 9 SE 3rd Ave, Suite 100
Address 2: Portland, OR 97214
Email: ryan.smith@sortis.com

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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

NA

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Jefry Baker certify that:

1. I have reviewed this annual disclosure statement of Sortis 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 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.

May 13, 2022



Jefry Baker

President & CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

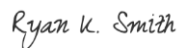
Principal Financial Officer:

I, Ryan Smith certify that:

1. I have reviewed this annual disclosure statement of Sortis 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 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.

May 13, 2022

Ryan Smith



CFO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")