



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

OXFORD INVESTMENTS HOLDINGS, INC

An Ontario, Canada Corporation

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Toronto, Ontario, Canada M3A 3R3

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671901

Amended Quarterly Report

For the Period Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

719,578,061

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

719,578,061

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

719,578,061

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: (Double-click and select "Default Value" to check)

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.

EXPLANATORY NOTE

The purpose of this amendment on the Quarterly Report of Oxford Investment Holdings, Inc. for the period ended June 30, 2022, filed with OTC Markets on August 25, 2022, is to add the outstanding shares as of March 31, 2022, on the title page, and to change the periods being certified from annual reports to quarterly reports. The date of the certification has been updated to August 30, 2022.

No other material changes have been made to this Quarterly Report. This Amendment No. 1 to the Quarterly Report speaks as of the original filing date of the Report, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Quarterly Report.

Trading symbol:
 Exact title and class of securities outstanding: OXIHF
Common
 CUSIP: 691504104
 Par or stated value: No Par Value

Total shares authorized: Unlimited as of date: 06/30/22

Total shares outstanding: 719,578,061 as of date: 06/30/22
 Number of shares in the Public Float²: 155,382,957 as of date: 06/30/22
 Total number of shareholders of record: 751 as of date: 06/30/22

Additional class of securities (if any):

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

Transfer Agent

Name: Capital Transfer Agency
 390 Bay St.
 Toronto, Canada Phone:
 416-350-5007
 Email: info@capitaltransferagency.com

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

1) 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.

Number of Shares outstanding as of 12/31/1	<u>Opening Balance:</u>	*Right-click the rows below and select "Insert" to add rows as needed.
	Common:	
	<u>691,578,061</u>	
	Preferred: <u>0</u>	

9									
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
6/9/20	New	1,600,000	Common	\$.01	No	David Glaser	Investment	Unrestricted	1933 4(a)(1)
6/9/20	New	1,100,000	Common	\$.01	No	Hepp of Clwtr Limited Part Mark Hepp.	Investment	Unrestricted	1933 4(a)(1)
6/9/20	New	500,000	Common	\$.01	No	Ralph Mahairas	Investment	Unrestricted	1933 4(a)(1)
6/9/20	New	1,200,000	Common	\$.01	No	Beverly Drew	Investment	Unrestricted	1933 4(a)(1)
6/26/20	New	5,000,000	Common	\$.01	No	Turner Family Trust Bob Turner	Investment	Unrestricted	1933 4(a)(1)
6/26/20	New	3,600,000	Common	\$.01	No	Albert Poirier	Investment	Unrestricted	1933 4(a)(1)
9/15/20	New	15,000,000	Common	\$.01	No	Cornell Wright	Investment	Unrestricted	1933 4(a)(1)
Shares Outstanding on 06/30/2022	<u>Ending Balance:</u> Common: 719,578,061 Preferred: 0								

2) 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. International E. Gaming Developers Ltd. October 13, 2000 Incorporated under Ontario Business Corp Act
Oxford Software Developers Inc. September 13, 2001 Changed its name
Oxford Investments Holdings, Inc. OXIHF December 18, 2003 Changed its name

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):

The Company was incorporated in Ontario, Canada on October 13, 2000 under the *Business Corporations Act* (Ontario) under the name "International E. Gaming Developers Ltd.". By Articles of Amendment dated September 13, 2001, the Company changed its name to "Oxford Software Developers Inc." and removed the restriction on the number of shareholders of the Company. On December 18, 2003 the Company changed its name by filing Articles of Amendment to its current name, "Oxford Investments Holdings, Inc." As of the date of this filing the Company's registration in Canada is currently active in Ontario.

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

1315 Lawrence Avenue East, Suite 520 Toronto,
Ontario, Canada M3A 3R3

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 ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

3) Security Information

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 periods: subsequent.

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended December 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the Year beginning on January 1, 2016 through December 30, 2018 pursuant to the tabular format above.

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.

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 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 (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting control)	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/20/04</u>	<u>90,396</u>	<u>150,081</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>1217362 Ontario Corp</u> Mike Donaghy <u>Powerline</u>	<u>Loan</u>
<u>10/20/18</u>	<u>15,073</u>	<u>20,000</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>SBA Covid Loan</u>	<u>LOC</u>
<u>05/31/20</u>	<u>60,000</u>	<u>60,000</u>	<u>0</u>	<u>20/50</u>	<u>N/A</u>	<u>SBA Covid Loan</u>	<u>Loan</u>
Total	<u>165,469</u>						

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

4) Financial Statements

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

U.S. GAAP
IFRS (Canadian \$\$)

B. The financial statements for this reporting Year were prepared by (name of individual)⁴:

C. Name: Admin Consulting Co
Title:
Relationship to Issuer: Consultant

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.

- D. Balance sheet;
- E. Statement of income;
- F. Statement of cash flows;
- G. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- H. Financial notes; and
- I. 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 Year 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, Year end date, and the date that it was posted to OTCIQ in the field below.

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.

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")

Oxford has discontinued its credit card processing business, which acted as a third-party credit card processor, directing online merchants who require credit card processing to a payment gateway that is integrated into a credit card processor in China. Oxford earned commission revenues from the processor.

Oxford has two wholly owned subsidiaries in Florida marketing and selling CBD products.

*FloraCana Consultants Inc. is marketing CBD store franchises, license agreements and distribution opportunities under its Pioneer Green USA brand. The Company currently has 1 license agreements in place, with the 1 store operating in the Bradenton area of Florida. FloraCana supplies the stores with CBD products

*Florida Partners Health and Wellness LLC operates the store in Bradenton Area of Florida.

Oxford also had a partially owned subsidiary in Florida and holds an investment in a hemp farm.

*Oxford owns 80% of Lyf Partnerships LLC, a Florida company that distributed CBD products under the Lyf and Ink Bomb brands. Lyf primarily sold its products from its website. LYF Partnerships LLC closed in 2021. All assets were distributed to Florida Partners Health and Wellness, LLC.

*Oxford owns 10% of Pioneer Green Farms LLC, a public company, established to run a farm hemp farming operation in Florida to produce CBD oil. Until June 2021, Oxford had a majority stake in Pioneer Green Farms. After June 2021, Oxford's position was diluted down by other investors.

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

In A above

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

In A above

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.

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

The company rents commercial office space in Toronto, Canada on a month-to-month basis from a corporation controlled by its President and CEO at a rate of \$3500 per month.

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% of 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 and 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>Michael Donaghy</u>	<u>President, CEO</u>	<u>Toronto Ontario Canada</u>	<u>78,300,000</u>	<u>Common</u>	<u>11.6%</u>	
<u>Louis Babineau</u>	<u>Director</u>	<u>Gande-Dique New Brunswick</u>	<u>13,333,333</u>	<u>Common</u>	<u>2.1%</u>	
<u>Daryl Gordon</u>	<u>Director</u>	<u>Manville Alberta Canada</u>	<u>11,193,112</u>	<u>Common</u>	<u>1.8%</u>	

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);

None

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;

None

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

None

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.

None

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: Elton Norman
Firm: The Norman Law Firm, PLLC
Address 1: 8720 Georgia Ave
Address 2: Silver Springs, MD 20910
Phone: 301-588-4888
Email: enorman@normanlawfirm.net

Accountant or Auditor

Name: Chris Hiestand
Firm: Accell Audit & Compliance, PA
Address 1: 4806 West Gandy Boulevard
Address 2: Tampa, FL 33611
Phone: 813-440-6380
Email: chiestand@acell-ac.com

Investor Relations Consultant

Name: Elton Norman
Firm: The Norman Law Firm, PLLC
Address 1: 8720 Georgia Ave
Address 2: Silver Springs, MD 20910
Phone: 301-588-4888
Email: enorman@normanlawfirm.net

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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, Michael Donaghy certify that:

1. I have reviewed this Quarterly Disclosure Statement of 06/30/2022;
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 Year 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.

08/30/2022 [Date]

/s/ Michael Donaghy, CEO [CEO's Signature]

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

Principal Financial Officer:

I, Michael Donaghy certify that:

I have reviewed this Quarterly Disclosure Statement of 06/30/2022;

1. 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 Year covered by this disclosure statement; and

2. 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.

08/30/2022 [Date]

/s/ Michael Donaghy, CFO [CFO's Signature]

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

Oxford Investment Holdings Inc.
Consolidated Balance Sheets
As of June 30, 2022 and December 31, 2021

	(Unaudited)	(Unaudited)
	June 30, 2022	December 31 2021
Assets		
Current assets		
Cash and cash equivalents	\$ 1,319	\$ 565
Accounts receivable, net	143	143
Inventory	76,432	78,791
Other current assets	16,368	16,632
	<u>94,262</u>	<u>96,131</u>
Property and equipment, net	106,992	108,460
Lease right of use assets, net	21,015	29,238
Intangible assets, net	3,700	3,700
Other assets	1,042	964
Total assets	<u>\$ 227,011</u>	<u>\$ 238,493</u>
Liabilities and Shareholder' Equity Deficit		
Current liabilities		
Accounts payable and accrued expenses	\$ 194,687	\$ 192,303
Related party loans	36,012	30,236
Short-term portion of notes payable	135,469	121,199
Short-term portion of leases payable	11,098	11,973
Other current liabilities	548,227	424,082
	<u>925,463</u>	<u>779,793</u>
Notes payable, net	30,000	30,000
Lease liabilities, net	11,138	17,814
Total liabilities	<u>966,601</u>	<u>827,607</u>
Commitments and Contingencies (Note 5)		
Shareholder' Equity Deficit		
Common stock, unlimited authorized, 719,578,061 issued and outstanding at June 30, 2022 and December 31, 2021	9,114,490	9,114,490
Additional Paid in Capital	1,105,501	1,105,501
Accumulated deficit	(10,959,581)	(10,809,105)
Total equity deficit	<u>(739,590)</u>	<u>(589,114)</u>
Total shareholder' equity deficit and liabilities	<u>\$ 227,011</u>	<u>\$ 238,493</u>

See the accompanying notes to the unaudited consolidated financial statements

Oxford Investment Holdings Inc.
Consolidated Statements of Operations
For the Six Months Ended June 30, 2022 & 2021

	(Unaudited)	(Unaudited)
	<u>6/30/2022</u>	<u>6/30/2021</u>
Revenues	\$ 3,465	\$ 12,295
Cost of sales	<u>2,779</u>	<u>603</u>
Gross profit	686	11,692
General and administrative expenses		
Depreciation and amortization	4,564	2,301
General and administration	<u>8,786</u>	<u>13,949</u>
	13,350	16,250
Operating loss	<u>(12,664)</u>	<u>(4,558)</u>
Interest expense	3,506	3,419
Foreign currency (gain) loss	<u>134,306</u>	<u>174,792</u>
Income (loss) before income taxes	(150,476)	(182,769)
Less Income tax expense	<u>-</u>	<u>-</u>
Net loss from continuing operations	<u>(150,476)</u>	<u>(182,769)</u>
Less loss attributable to discontinued operations	-	(64,548)
Less gain of discontinued operations	<u>-</u>	<u>47,505</u>
Net loss from discontinued operations	<u>-</u>	<u>(17,043)</u>
Net Loss	<u>\$ (150,476)</u>	<u>\$ (199,812)</u>
Weighted average shares - Basic	719,578,061	719,578,061
Earning per share - Basic	\$ (0.00)	\$ (0.00)

See the accompanying notes to the unaudited consolidated financial statements

Oxford Investment Holdings Inc.
Consolidated Statements of Changes in Shareholders' Deficit
For the Six Months Ended June 30, 2022 & the year ended December 31, 2021
(unaudited)

	Number of shares	Common stock	Additional Paid In Capital	Non- controlling interests	Accumulated deficit	Total
Balance, December 31, 2020	719,578,061	9,114,490	1,776,857	(92,288)	(11,365,128)	(566,069)
Divestiture of subsidiaries	-	-	(671,356)	167,670	365,292	(138,394)
Net income (loss)		-	-	(75,382)	190,731	115,349
Balance, December 31, 2021	719,578,061	9,114,490	1,105,501	-	(10,809,105)	(589,114)
Net income (loss)		-	-	-	(150,476)	(150,476)
Balance, June 30, 2022	719,578,061	9,114,490	1,105,501	-	(10,959,581)	(739,590)

See the accompanying notes to the unaudited financial statements

Oxford Investment Holdings Inc.
Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2022 & 2021

	(Unaudited) 6/30/2022	(Unaudited) 6/30/2021
Cash provided by (used in) Operating activities		
Net earnings (loss)		
Continuing operations	\$ (150,476)	\$ (135,264)
Discontinued operations	-	(64,548)
	(150,476)	(199,812)
Items not affecting cash:		
Depreciation and amortization	4,564	2,301
Gain on discontinued operations	-	47,505
Accounts receivable	-	5,857
Notes receivable	-	(144,142)
Inventory	2,359	118,881
Prepaid Expenses and other assets	263	(1,736)
Right of Use asset	8,224	(33,806)
Accounts payable and accrued liabilities	(18,418)	(33,075)
Lease Liabilities	3,538	25,531
Other liabilities	-	-
Net cash flows used by continuing operating activities	(149,946)	(212,496)
Net cash flows used by discontinued operating activities	-	88,547
Net cash flows used by operations	(149,946)	(123,949)
Investing activities		
Purchase of Assets	(3,096)	(45,773)
Foreign currency changes	134,306	174,792
Net cash flows used by investing activities - continuing operations	131,210	129,019
Net cash flows used by investing activities - discontinued operations	-	(4,336)
Net cash flows use by investing activities	131,210	124,683
Financing activities		
Bank overdrafts	(479)	9,000
Proceeds from long-term debt	2,395	(2,794)
Advances from (repayments to) related parties	17,574	24,709
Net cash flows provided by financing activities - continuing operations	19,490	30,914
Net cash flows provided by financing activities - discontinued operations	-	(64,376)
Net cash flows provided by financing activities	19,490	(33,462)

Increase (decrease) in cash during the year	754	(32,727)
Cash, beginning of the period	<u>565</u>	<u>34,398</u>
Cash, end of the period	\$ <u>1,319</u>	\$ <u>1,671</u>

Supplemental disclosures

Cash paid for interest	\$ 2,767	\$ 3,419
Cash paid for taxes	\$ -	\$ -

See the accompanying notes to the unaudited consolidated financial statements

Oxford Investment Holdings Inc.
Notes to the Consolidated Financial Statements
As of June 30, 2022
(Unaudited)

1. Description of Business

Oxford Investments Holdings Inc. ("the Company") was incorporated on October 13, 2000, under the laws of the Province of Ontario, Canada under the name International E-Gaming Developers Ltd. The Company acted as a third-party credit card processor, directing online merchants who require credit card processing to the Company's network of processors whose payment gateways are integrated into a number of banks in China. During 2018, Oxford discontinued the credit card processing business.

In Early 2018, Oxford decided to pursue opportunities in the fast-growing hemp-based CBD (Cannabidiol) industry. FloraCana Consultants Inc., which operates under the name Pioneer Green USA, was established in February 2018 to sell hemp-based CBD products through CBD franchises. FloraCana uses two high-quality labs that produce, and supply CBD products from multiple CBD manufacturers, and provide CBD products that have been private-labelled for Pioneer Green USA, which will be sold from its website and through its licensed retail stores. All products are tested by the labs for CBD and THC content and provide a Certificate of Analysis (COA) for all products distributed through Pioneer Green USA. As long as CBD has less than 0.003% THC, CBD can be sold legally anywhere in the United States without a license.

FloraCana currently has licensed three Pioneer Green USA stores in the Bradenton/Tampa area of Florida that opened in the fall of 2018. The Company set up and opened an initial CBD retail storefront located in the FloraCana offices in Palmetto, Florida, which serves as a model location for prospective franchising opportunities.

In 2018 Oxford entered into a partnership agreement with Lyf Partnerships LLC, a Florida company that distributes CBD products under the Lyf and Ink Bomb brands. Lyf primarily sells its products from its website. Oxford owns 80% of Lyf., As of June 30, 2021, Lyf Partnership was closed and its assets transferred to Florida Partners Health and Wellness, LLC.

In August 2018, Oxford established Florida Partners Health and Wellness LLC, a Florida Limited Liability Company to help market CBD oil products.

In January 2019, Oxford acquired 54.6% of Pioneer Green Farms LLC (PGF), a Florida Limited Liability Company, with a plan to produce hemp-based products for medicinal purposes. As part of the application process, in Florida, Pioneer Green Farms entered into an agreement with Drymon's Citrus Nursery ("Drymon's") Under proposed laws at the time of filing an application, potential licensees must be associated with a nursery that has been in operation for at least 30 years, and Drymon's meets that criterion. In June 2021, Pioneer Green Farms converted to a corporation and issued a substantial number of shares to new investors, which diluted Oxford's position to approximately 10%. Pioneer Green still maintains a hemp farming operation in Florida to produce CBD oil.

2. Summary of Significant Accounting Policies

Basis of presentation and consolidation

The interim consolidated financial statements of Oxford Investment Holdings, Inc. are unaudited. These Financial Statements include all adjustments, consisting only of normal recurring adjustments, considered necessary by management to fairly state the Company's results of operations, financial position, and cash flows.

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The results reported in these Financial Statements are not necessarily indicative of the results that may be expected for the entire year. The 2021 year-end balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America (GAAP). The Company's year-end is December 31. The reporting currency for 2022 and 2021 is the US Dollar.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$1,319 of cash and cash equivalents as of June 30, 2022.

Accounts Receivable

The Company records accounts receivable at the time products and services are delivered. An allowance for losses is established through a provision for losses charged to expenses. Receivables are charged against the allowance for losses when management believes collectability is unlikely. The allowance (if any) is an amount that management believes will be adequate to absorb estimated losses on existing receivables, based on evaluation of the collectability of the accounts and prior loss experience. No allowance for doubtful accounts was recorded for the six months ended June 30, 2022, and the year ended December 31, 2021.

Inventories

Inventories are stated at the lower of cost or market. The Company also determines a reserve for excess and obsolete inventory based on historical usage and projecting the year in which inventory will be consumed into a finished product. The valuation of inventories requires management to make significant assumptions, including the assessment of market value by inventory category considering historical usage, future usage and market demand for their products, and qualitative judgments related to discontinued, slow moving and obsolete inventories. There were no inventory valuation allowances as of June 30, 2022, or December 31, 2021.

Property and equipment

Property and equipment are carried at cost less accumulated depreciation. Depreciation is provided over the assets' estimated useful lives, using the straight-line method.

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income. The cost of maintenance and repairs is charged to the statement of income as incurred, whereas significant renewals and betterments are capitalized.

Depreciation, Amortization, and Capitalization

The Company records depreciation and amortization when appropriate using the straight-line balance method over the estimated useful life of the assets. The Company estimates that the useful life of its equipment is five years and industrial water filter is seven years. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriated accounts and the resultant gain or loss is included in net income.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820 *Fair Value Measurements and Disclosures* establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

- Level 1: defined as observable inputs such as quoted prices in active markets;
- Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of the Company’s cash, other current assets, accounts payable, accrued expenses and loan from shareholder approximates its fair value due to their short-term maturity.

Income Taxes

The Company accounts for its income taxes in accordance with ASC 740 *Income Taxes*, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and tax credits and carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (ASU) 2014-09, *Revenue from contracts with customers* (Topic 606). Revenue is recognized when a customer obtains control of promised goods of services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the considerations that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probably that the entity will collect the consideration it is entitled in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (FASB) ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company’s performance obligations are transferred to customers at a point in time, typically upon delivery.

Cost of Goods Sold

Cost of goods sold includes direct costs of selling items, direct labor cost, rent expense and electricity.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, other current liabilities, and operating lease liabilities in our balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in the balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, the Company generally uses the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued ASU 2016-02 (Topic 842) *Leases*. Under this new guidance, lessees (including lessees under leases classified as finance leases, which are to be classified based on criteria similar to that applicable to capital leases under current guidance, and leases classified as operating leases) will recognize a right-to-use asset and a lease liability on the balance sheet, initially measured as the present value of lease payments under the lease. Under current guidance, operating leases are not recognized on the balance sheet. However, the new guidance permits companies to make an accounting policy election not to apply the recognition provisions of the new guidance to short term leases (leases with a lease term of 12 months or less that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise). If this election is made, lease payments under short term leases will be recognized on a straight-line basis over the lease term. The Company adopted the new guidance effective June 1, 2019, using a modified retrospective method, under which it will record an immaterial cumulative adjustment to retained earnings rather than retrospectively adjusting prior periods. The Company also elected to adopt the policy not to apply the recognition provisions to short term leases.

With the exception of the new standard discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the six months ended June 30, 2022, that are of significance or potential significance to the Company.

3. Going Concern

The accompanying financial statements have been prepared in conformity with GAAP, which contemplate continuation of the Company as a going concern. However, the Company has minimal revenue and accumulated losses of \$10,959,581 as of June 30, 2022. The Company has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. Therefore, there is substantial doubt about the Company’s ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it will be able to raise additional funds through the capital markets. In light of management’s efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

4. Property and Equipment

The following is a summary of property and equipment and accumulated depreciation:

	June 30, 2022	December 31, 2020
Office furniture and equipment	\$ 2,804	\$ 2,804
Leasehold improvements	129,673	129,673
Signs	792	792
	<u>133,269</u>	<u>133,269</u>
Accumulated depreciation	26,277	24,809
	<u>\$ 106,992</u>	<u>\$ 108,460</u>

Depreciation expense for the six months ended June 30, 2022, and 2021 were \$4,564 and \$2,301, respectively.

5. Commitments And Contingencies

Lease 1 As of July 1, 2020, the Company held a 25-year lease to a 5-acre orange grove and out-buildings. The minimum rent for the property is \$1,000 per month. The Company also has a management contract with the landowners, to provide labor and services, at \$6,500 per month plus 10% of the gross sales, with conditions. Both the land lease and the management contract increase by 3% each year on July 1st.

The land lease has been capitalized, at July 1, 2020, as a Right-of-use asset with an equal Right-of-use liability using a discount rate of 6%. The initial present value of the right-of-use asset and liability was calculated to be \$211,460. The Company determined this lease to be an operating lease since the land never transfers to the lessee. The asset value will be reduced on a straight-line basis over the 25-year term. The liability will be increased or reduced by payments by the Company which are below or more than the imputed interest on the outstanding lease liability.

As of June 30, 2021, the Company no longer consolidates Pioneer Green Farms and the lease was divested. The lease expense up to June 30, 2021 is included in Rent expense.

During the six months ended June 30, 2022, the Company recorded \$0 in lease expense for the farm.

Future minimum lease payments ended as of June 30, 2021.

Lease 2 As of May 12, 2021, the Company entered into a 3-year lease for store and office space in Palmetto Florida. The minimum rent for the property is \$964 per month, increasing annually.

The lease has been capitalized, at May 31, 2021, as a Right-of-use asset with an equal Right-of-use liability using a discount rate of 6%. The initial present value of the right-of-use asset and liability was calculated to be \$33,806. The Company determined this lease to be an operating lease since the office space never transfers to the lessee. The asset value will be reduced on a straight-line basis over the 3-year term. The liability will be increased or reduced by payments by the Company which are below or more than the imputed interest on the outstanding lease liability.

The company shares the space with Pioneer Green Farms, a related company. As of June 30, 2021, the Company no longer consolidates Pioneer Green Farms. The lease expense after June 30, 2021 is shown net of the

contribution by Pioneer Green Farms.

During the six months ended June 30, 2022, the Company recorded \$2,993 in lease expense. Cash payments on the lease liability were \$2,892

Lease expense will be \$11,974 per year under this lease on a straight-line basis.

Future minimum lease payments as of June 30, 2022.

FY 2022	\$	6,024
FY 2023		12,321
FY 2024		5,215
FY 2025		-
FY 2026		-
Thereafter		-
Total Liability		<u>23,560</u>
Less accrued interest		(1,324)
Less current portion		<u>(11,098)</u>
Net liability	\$	<u>11,138</u>

Other Current Liabilities

	December	
	June 30, 2022	31, 2021
Bank overdraft	\$ 16,562	\$ 17,041
Wages payable - related	520,653	395,840
Federal taxes payable	11,012	11,201
	<u>\$ 548,227</u>	<u>\$ 424,082</u>

6. Loans Payable — Related Parties

As of June 30, 2022 and December 31, 2021, the Company was indebted to certain of its officers, directors and stockholders, and a related company, controlled by a director, in the amount of \$36,012 and \$30,236, respectively, for cash advances, consulting services and expenses paid on behalf of the Company. These loans are unsecured, non-interest bearing and repayable upon demand. Due to the demand features, these loans are presented in the accompanying consolidated statements of financial position as current liabilities. These amounts are net of a \$127,509 and \$127,405 receivable for a company related to a director at June 30, 2022 and December 31, 2021, respectively.

7. Common Stock

The Company is authorized to issue an unlimited number of voting, common stock without par value. In the case of a potential takeover or change in control, shares may be transferred with the consent of a majority of the directors or the Shareholders through resolution or by a signed instrument.

As of June 30, 2022 and December 31, 2021, the Company had 719,578,061 and 719,578,061 shares issued and outstanding, respectively.

8. Stock Options

The Company has a Stock Option Plan (the "Plan") under which it is authorized to grant options to purchase shares of common stock of the Company to directors, key personnel and consultants to the Company, its subsidiaries and affiliates. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of shares of common stock issued and outstanding from time to time. The exercise prices of the options are based on the fair value of the Company's common stock at the time of grant as determined by the Board of Directors.

As at June 30, 2022 and December 31, 2021, there are no stock options outstanding and exercisable

9. Income Taxes

Income tax benefit resulting from applying statutory rates in jurisdictions in which the Company is taxed (Federal, Canadian, and State of Florida) differs from the income tax provision (benefit) in our financial statements. The following table reflects the reconciliation for the six months ended June 30, 2022 and the year ended December 31, 2021:

	<u>June 30, 2022</u>	<u>December 31, 2021</u>
Canadian tax at statutory rate	(26.3) %	(26.3) %
US Federal tax rate less foreign tax credit	0.0%	0.0%
State, net of federal deduction	(4.3) %	(4.3) %
Change in valuation allowance	30.6 %	30.6 %
Effective tax rate	<u>0.0 %</u>	<u>0.0 %</u>

There is no current or deferred income tax expense or benefit allocated to continuing operations at June 30, 2022 or December 31, 2021.

The Company has not recognized an income tax benefit for its operating losses generated through June 30, 2022, based on uncertainties concerning the Company's ability to generate taxable income in future periods. The tax benefit is offset by a valuation allowance established against deferred tax assets arising from operating losses and other temporary differences, the realization of which could not be considered more likely than not. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not.

For income tax purposes the Company has available a net operating loss carry-forward of approximately \$10,576,581 from inception to June 30, 2022, which can be carried over indefinitely to offset future federal taxable income. The tax years for June 2018, 2019, 2020, and 2021 are open for examination by state and federal agencies.

The valuation allowance at June 30, 2022 and December 31, 2021 was \$3,236,000 and \$3,084,700, respectively. The net change in valuation allowance during the six months ended June 30, 2022 was (\$151,300), due to a loss and prior period adjustment for the divestiture of the net operating losses of two subsidiaries. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary

differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of June 30, 2022 and December 31, 2021. All tax years since inception remains open for examination only by taxing authorities of US Federal and state of Florida.

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the new federal and state statutory rate of 30.6% to the income tax amount recorded as of June 30, 2022, and December 31, 2021 are as follows:

	<u>June 30, 2022</u>		<u>December 31, 2021</u>
Accumulated loss	10,959,581		10,809,105
Book tax differences	(728,000)		(728,251)
Net operating loss and carryforwards	\$ 10,576,581	\$	10,080,854
Effective tax rate	30.6%		30.6%
Deferred tax asset, rounded	3,236,000		3,084,700
Less: Valuation allowance, rounded	(3,236,000)		(3,084,700)
Net deferred asset	\$ -	\$	-

10. Earnings (Loss) Per Share The following table provides the numerator and denominator used to compute basic and diluted earnings per share:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Earnings (Loss) per share:		
Net Income (Loss)	<u>\$ (159,476)</u>	<u>\$ (199,812)</u>
Common shares	719,578,061	719,578,061
Common share equivalents	-	-
Earnings (loss) per share, basic	<u>\$ -</u>	<u>-</u>
Earnings (loss) per share, dilutive	<u>\$ -</u>	<u>-</u>

11. Related Party Transactions

The Company rents commercial space in Toronto, Canada, beginning in 2003, with a month-to-month agreement. After 2019, the parties agreed to forgo any rent. Rent expense for the years ended December 31, 2021, and 2020 under this lease amounted to \$0 and \$0, respectively. Rent payable from prior years of \$153,959 and \$152,756 is included in accounts payable and accrued liabilities at June 30, 2022 and December 31, 2021, respectively.

For the six months ended June 30, 2022, and 2021, \$0 and \$0, respectively was paid for consulting fees to a director. At June 30, 2022 and December 31, 2021, the Company owed the director in wages payable of \$520,653 and \$395,840, respectively, which is included in accrued wages payable on the consolidated statements of financial position.

The Company's related party transactions were not necessarily consummated on terms equivalent to those that prevail in arm's length transactions.

12. Financial Instruments

The Company's financial instruments comprised of accounts receivable, bank indebtedness, accounts payable and accrued liabilities, and loans payable — related parties. In management's opinion, the fair value of these instruments approximates carrying value due to their short maturities. The fair value of the loans payable is not determinable since these instruments are unsecured and non-interest bearing.

Currency Risk

The Company is exposed to certain currency risks that the value of bank indebtedness and accounts payable and accrued liabilities will fluctuate due to changes in foreign exchange rates. Historically, the Company has not entered into derivatives contracts to hedge existing risks or for speculative purposes.

Interest Rate Risk

The Company is exposed to interest rate risk arising from fluctuations in interest rates on its short-term borrowings and other obligations. The Company's borrowing and obligation loans bear interest at fixed and variable rates. Management is of the opinion that the Company is not exposed to significant interest rate risks in respect of these instruments as these resemble rates available in the current market for debt of similar terms and maturities, except for with loans payable, which are non-interest bearing.

13. Discontinued operations

After June 30, 2021, the Companies stock ownership in Pioneer Green Farms was diluted below a majority interest. As such, the subsidiary was divested from the consolidated financial statements as of June 30, 2021. At the date of the divestiture, PGF had \$312,365 in assets and \$309,192 in liabilities with an accumulated minority interest allocation of \$71,060. The Company recorded a gain of \$70,693 on this discontinued subsidiary.

In September 2021, the Company decided to discontinue the operations of LYF Partners, LLC. As of June 30, 2021, LYF partners had \$56,721 in assets and \$80,048 in liabilities, with an accumulated minority interest allocation of \$24,338. The Company recorded a loss of (\$23,188) on this discontinued subsidiary.

14. Subsequent Events

In accordance with SFAS 165 (ASC 855), *Subsequent Events* the Company has analyzed its operations subsequent to June 30, 2022, to the date these financial statements were issued, and has determined that it does not have any other material subsequent events to disclose in these financial statements.