

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



MANUFACTURE WITH CONFIDENCE

a Florida Corporation

1130 Springtown Road, Suite B

Phillipsburg, NJ 08865

[info@omidholdingsinc.com](mailto:info@omidholdingsinc.com)

[www.omidholdingsinc.com](http://www.omidholdingsinc.com)

SIC CODE: 3629

Annual Report

For the Period Ending: **December 31, 2022**

(the "Reporting Period")

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 96,347,117

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 96,347,117

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 260,197,117

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 this reporting period:

Yes:  No:

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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

(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 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.

Current Issuer- Delta Vending Corp. Predecessor - May Project IV Corp. Predecessor - name changed January 22, 2001

Current Issuer- AV1 Group, Inc Predecessor - Delta Vending Corp. - name changed March 5, 2007

Current Issuer- OMID Holdings, Inc. Predecessor - AV1 Group, Inc - name changed December 9, 2019

OMID Holdings, Inc. name change was effective February 14, 2020 (with FINRA approval on February 13, 2020)

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):

FL; APRIL 1998; Active

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

None noted

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 noted.

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

1130 Springtown Road, Suite B, Phillipsburg, NJ 08865

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:

N/A

**2) Security Information**

Trading symbol:	<u>OMID</u>
Exact title and class of securities outstanding:	<u>COMMON</u>
CUSIP:	<u>67098K107</u>
Par or stated value:	<u>\$0.00001</u>

Total shares authorized:	<u>350,000,000</u>	as of date: <u>06/30/2022</u>
Total shares outstanding:	<u>96,347,117</u>	as of date: <u>06/30/2022</u>
Number of shares in the Public Float <sup>2</sup> :	<u>63,168,806</u>	as of date: <u>06/30/2022</u>
Total number of shareholders of record:	<u>741</u>	as of date: <u>06/30/2022</u>

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

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>3,800,000</u>	as of date: <u>06/30/2022</u>
Total shares outstanding:	<u>-0-</u>	as of date: <u>06/30/2022</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>06/30/2022</u>
Total shares outstanding:	<u>1,000,000</u>	as of date: <u>06/30/2022</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>200,000</u>	as of date: <u>06/30/2022</u>
Total shares outstanding:	<u>164,000</u>	as of date: <u>06/30/2022</u>

#### Transfer Agent

Name: Pacific Stock Transfer  
Phone: 702.361.3033  
Email: info@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy Ste 300, Las Vegas, NV 89119

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

<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.

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

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: <u>Opening Balance</u> Date <u>12/31/2021</u> Common: <u>96,347,117</u> Preferred: <u>0</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.
<u>04/01/2021</u>	<u>Shares returned to treasury</u>	<u>60,000</u>	Common	N/A	N/A	Kevin Anderson	N/A	Restricted	Section 3(a)9
<u>04/01/2021</u>	<u>Shares returned to treasury</u>	<u>60,000</u>	Common	N/A	N/A	Adam Frank	N/A	Restricted	Section 3(a)9
<u>04/01/2021</u>	<u>Issuance</u>	<u>120,000</u>	Common	\$0.103	no	Thomas Carroll	Acquisition of Champ Life Brands	Restricted	Section 3(a)9
<u>06/01/2021</u>	<u>Issuance</u>	<u>82,000</u>	<u>Series B - Preferred</u>	N/A	N/A	Kevin Anderson	N/A	Restricted	Section 3(a)9
<u>06/01/2021</u>	<u>Issuance</u>	<u>82,000</u>	<u>Series B - Preferred</u>	N/A	N/A	Adam Frank	N/A	Restricted	Section 3(a)9
<u>06/24/2021</u>	<u>Shares returned to treasury</u>	<u>82,000,000</u>	Common	N/A	N/A	Kevin Anderson	N/A	Restricted	Section 3(a)9
<u>06/24/2021</u>	<u>Shares returned to treasury</u>	<u>82,000,000</u>	Common	N/A	N/A	Adam Frank	N/A	Restricted	Section 3(a)9
<u>12/08/2021</u>	<u>Issuance</u>	<u>150,000</u>	Common	\$0.0635	no	North Equities USA Ltd (3)	Services	Restricted	Section 3(a)9
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2022</u> Common: <u>96,347,117</u> Series A Preferred: <u>1,000,000</u> Series B Preferred: <u>164,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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, 2018 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:

1. Control individual for North Equities USA Ltd is Jason Coles (CEO of North Equities USA Ltd).

## 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 (\$)	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.)

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

N/A

## 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: **Scott B. Christensen**  
Title: **Financial reporting - NowCFO**  
Relationship to Issuer: **External accounting/reporting 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.

- C. Balance sheet;  
D. Statement of income;  
E. Statement of cash flows;  
F. Statement of Retained Earnings (Statement of Changes in Stockholders' 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").

<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.

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.

**N/A**

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")

OMID Holdings, Inc. is a publicly-traded health and wellness company which produces a variety of finished consumer goods. The company operates a facility in Alpha, NJ which is GMP-certified in the production of human food according to FDA 21 CFR Part 117.

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

OMID Holdings, Inc (Delaware corporation)

C. Describe the issuers' principal products or services.

OMID concentrates its efforts on research, design, development, production, and marketing. Most of the products manufactured by the company include cannabinoids derived from hemp or other herbal ingredients. The majority of company operations are conducted as a full-service contract manufacturer. All OMID operations are currently conducted within the continental United States.

## **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 Company maintains a 3200 square foot office and manufacturing space in Phillipsburg, New Jersey with a monthly rental cost of \$2,700. This rental space is adequate for its current needs.

## **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
Adam Frank	Chairman and CEO	Phillipsburg, NJ	3,435,000	Common	3.6%	_____
Kevin Anderson	President and COO	Pittstown, NJ	3,435,000	Common	3.6%	_____
Adam Frank	Chairman and CEO	Phillipsburg, NJ	500,000	Series A - Preferred	50%	_____
Kevin Anderson	President and COO	Pittstown, NJ	500,000	Series A - Preferred	50%	_____
Adam Frank	Chairman and CEO	Phillipsburg, NJ	82,000	Series B - Preferred	50%	_____
Kevin Anderson	President and COO	Pittstown, NJ	82,000	Series B - Preferred	50%	_____

**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: Kresimir Peharda  
Firm: YK LAW LLP  
Address 1: 445 S. Figueroa St. Suite 2280  
Address 2: Los Angeles, CA 90071  
Phone: 213-401-0970  
Email: kpeharda@yklaw.us

Accountant or Auditor

Name: Scott B. Christensen  
Firm: NowCFO, LLC  
Address 1: 5251 S Green St, Ste 350  
Address 2: Salt Lake City UT 84123  
Phone: 801.505.8203  
Email: scott.christensen@nowcfo.com

Investor Relations

N/A

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.

N/A

## 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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Adam Frank certify that:

1. I have reviewed this quarter ended December 31, 2022 disclosure statement of OMID 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.

03/13/2023

/s/ Adam Frank

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

### *Principal Financial Officer:*

I, Adam Frank certify that:

1. I have reviewed this quarter ended December 31, 2022 disclosure statement of OMID 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.

03/13/2023

/s/ Adam Frank

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

**OMID HOLDINGS, INC.**



**UNAUDITED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED DECEMBER 31, 2022 AND 2021**

# OMID Holdings, Inc.

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(UNAUDITED)

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## OMID Holdings Inc. Balance Sheets

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 455,220	\$ 798,092
Accounts receivable, net	(1,914)	970
Marketable securities	82,179	133,288
Digital assets, net	56,417	-
Inventory	312,434	
Other current assets	503	648,458
<b>Total Current Assets</b>	<b>904,839</b>	<b>1,580,808</b>
Intangible assets, net	12,360	12,360
Fixed Assets, net	60,836	83,904
<b>TOTAL ASSETS</b>	<b>\$ 978,035</b>	<b>\$ 1,677,072</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accrued expenses and other current liabilities	\$ 24,084	\$ 3,496
Other Current Liabilities	230,502	627,905
Income tax payable and deferred tax liability	-	55,092
<b>Total Current Liabilities</b>	<b>254,586</b>	<b>686,493</b>
<b>Long-Term Liabilities</b>		
EIDL Loan	339,570	351,180
<b>Total Long-Term Liabilities</b>	<b>339,570</b>	<b>351,180</b>
<b>Total Liabilities</b>	<b>594,155</b>	<b>1,037,673</b>
<b>Stockholders' Equity</b>		
Series A Preferred stock, par value \$0.0001, 1,000,000 shares authorized, 1,000,000 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	100	100
Series B Preferred stock, par value \$0.0001, 200,000 shares authorized, 164,000 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	16	16
Common stock, par value \$0.00001, 350,000,000 shares authorized, 260,197,117 shares issued and 96,347,117 outstanding as of March 31, 2022 and December 31, 2021.	969	969
Additional Paid-In Capital	1,051,960	1,051,960
Accumulated other comprehensive loss	(20,854)	(51,290)
Retained earnings	(648,312)	(362,356)
<b>Total Stockholders' Equity</b>	<b>383,879</b>	<b>639,399</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 978,035</b>	<b>\$ 1,677,072</b>

**OMID Holdings Inc.**  
**Statements of Income**

	<b>For the year ended December 31, 2022</b>	<b>For the year ended December 31, 2021</b>
Revenues	\$ 1,617,478	\$ 2,149,121
Cost of Goods Sold	1,616,269	1,271,615
Gross Profit	1,209	877,506
Operating Expenses		
General and Administrative Expenses	324,349	289,505
Professional fees	128,012	43,446
Total Operating Expenses	452,361	332,952
Net Operating Income (Loss)	(451,152)	544,555
Other Income (Expenses)		
EIDL Grant/PPP Forgiveness	-	-
Interest Income (Expense)	81,521	(3,338)
Loss on sale of short-term investments	(12,733)	(15,426)
Depreciation Expense	(24,533)	(23,802)
Other Miscellaneous Income (Expense)	1,288	37,152
Total Other Expenses, net	45,543	(5,414)
Income before income taxes	(405,609)	539,141
Income tax provision	785	55,092
Net Income	\$ (406,394)	\$ 484,049
Other comprehensive loss:		
Unrealized loss on short-term investments	(30,436)	(51,290)
Total other comprehensive loss	(30,436)	(51,290)
Comprehensive income	\$ (436,830)	\$ 432,759
Net Income	\$ (406,394)	\$ 484,049
Net Income per share - Basic and diluted	\$ (0.00)	\$ 0.00
Weighted average common shares outstanding - Basic and diluted	96,347,117	174,836,706

**OMID Holdings Inc.**  
**Consolidated Statement of Stockholders' Equity**  
For the year ended December 31, 2021

	Common Stock issued, par value \$0.00001		Preferred Stock				Additional Paid in Capital	Accumulated other comprehensiv e loss	Retained Earnings	Stockholders' Equity
	Shares	Amount	Series A, par value \$0.0001		Series B, par value \$0.0001					
			Shares	Amount	Shares	Amount				
Balance, December 31, 2020	260,197,117	\$ 2,606	1,000,000	\$ 100	-	\$ -	\$ 1,028,454	\$ -	\$ (757,942)	\$ 273,218
Common shares returned to treasury										-
Issuance of common shares out of treasury in connection with acquisition	100,000	1					12,359			12,360
Issuance of Series B Preferred shares	(164,000,000)	(1,640)			164,000	\$ 16	1,624			-
Other comprehensive loss								(51,290)		(51,290)
Share-based compensation expense										-
Prior period adjustment	50,000	2					9,523		31,976	41,501
Net Income									484,049	484,049
Balance, December 31, 2021	<u>96,347,117</u>	<u>\$ 969</u>	<u>1,000,000</u>	<u>\$ 100</u>	<u>164,000</u>	<u>\$ 16</u>	<u>\$ 1,051,960</u>	<u>\$ (51,290)</u>	<u>\$ (241,917)</u>	<u>\$ 759,839</u>

**OMID Holdings Inc.**  
**Consolidated Statement of Stockholders' Equity**  
For the year ended December 31, 2022

	Common Stock issued, par value \$0.00001		Preferred Stock				Additional Paid in Capital	Accumulated other comprehensiv e loss	Retained Earnings	Stockholders' Equity
	Shares	Amount	Series A, par value \$0.0001		Series B, par value \$0.0001					
			Shares	Amount	Shares	Amount				
Balance, December 31, 2021	96,347,117	\$ 969	1,000,000	\$ 100	164,000	\$ 16	\$ 1,051,960	\$ (51,290)	\$ (241,918)	\$ 759,837
Common shares returned to treasury										-
Issuance of common shares out of treasury in connection with acquisition										-
Issuance of Series B Preferred shares										-
Other comprehensive loss								30,436		30,436
Share-based compensation expense										-
Prior period adjustment										-
Net Income									(406,394)	(406,394)
Balance, December 31, 2022	<u>96,347,117</u>	<u>\$ 969</u>	<u>1,000,000</u>	<u>\$ 100</u>	<u>164,000</u>	<u>\$ 16</u>	<u>\$ 1,051,960</u>	<u>\$ (20,854)</u>	<u>\$ (648,312)</u>	<u>\$ 383,879</u>

**OMID Holdings Inc.**  
**Statements of Cash Flows**

	<b>For the year ended December 31, 2022</b>	<b>For the year ended December 31, 2021</b>
<b>OPERATING ACTIVITIES</b>		
Net Income	\$ (406,394)	\$ 484,049
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable (A/R)	2,884	91,911
Other Current Assets	50,607	(68,288)
Inventory Asset	456,463	(701,176)
Accumulated Depreciation	24,533	23,802
Other current liabilities	(431,907)	510,770
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	<b>\$ 102,579</b>	<b>\$ (142,981)</b>
Net cash provided by operating activities	<b>\$ (303,815)</b>	<b>\$ 341,068</b>
<b>INVESTING ACTIVITIES</b>		
Intangibles	(56,417)	(12,360)
Fixed Assets	(1,465)	(21,211)
Net cash provided by financing activities	<b>\$ (57,882)</b>	<b>\$ (33,571)</b>
<b>FINANCING ACTIVITIES</b>		
Marketable Securities	-	-
Other financing activities	(11,611)	279,226
Unrealized Gains on Investments	30,436	(51,290)
Net cash provided by financing activities	<b>\$ 18,825</b>	<b>\$ 227,936</b>
Net cash increase for period	<b>\$ (342,872)</b>	<b>\$ 535,432</b>
Cash at beginning of period	798,092	262,660
Cash at end of period	<b>\$ 455,220</b>	<b>\$ 798,092</b>

**OMID Holdings, Inc.**  
**Notes to the Consolidated Unaudited Financial Statements**  
**December 31, 2022 and December 31, 2021**

**NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

*Description of Business:*

OMID Holdings, Inc. (“OMID”) is a publicly-traded health and wellness company which operates a GMP-certified manufacturing facility in Alpha, NJ. The company utilizes its strengths in research, design, development, manufacturing, and marketing to produce a variety of products for its internal brands. The company also offers its services as a contract manufacturer for private label brands.

*Corporate History:*

OMID Holdings, LLC was formed on May 9, 2016 in the state of Wyoming. On January 7, 2019, the company converted from a limited liability to a corporation under Sec. 265 of the Delaware General Corporate Law and became a Delaware corporation. The Company exercised a restricted stock purchase agreement to transfer 4,750,000 shares each to Adam Frank and Kevin Anderson. Adam Frank and Kevin Anderson were elected to the Board of Directors of the corporation.

On May 30, 2019, AV1 Group, Inc., a public company (“AVOP”), entered into a stock purchase agreement (SPA) to acquire all of the Company’s outstanding capital stock for 200,000,000 shares of AVOP’s common stock. Prior to that, on April 10, 2019, AVOP entered into a debt settlement agreement with its’ vendor, Six-Twenty Capital Management, LLC, to issue 20,000,000 shares of AVOP common stock in settlement of convertible notes totaling \$246,875.

On May 30, 2019, AVOP entered into employment agreements with Adam Frank and Kevin Anderson, who became officers pending the completion of the acquisition.

In June 2019, AVOP entered into a spinoff agreement with Bryen Beginger and Lisa Landau, as individual Buyers. AVOP was the owner of the percentage of the issued and outstanding equity securities of the following corporations: X-Fire, Inc., a Michigan corporation, -100% ownership; DENT Group, Inc., a Wyoming corporation, -99.4% ownership; and Intelligent Lighting Corp., a Nevada corporation, -49% ownership (collectively the “Subsidiaries”). This spin-off transaction included the Buyers taking all of the current business and assets of the Subsidiaries and all of AVOP’s liabilities existing prior to the Closing Date being transferred to and assumed by the Buyers.

On July 17, 2019, The US Securities and Exchange Commission filed a lawsuit against two individuals, Garrett M. O’Rourke and Michael J. Black, for fraudulent sales of AVOP stock in 2016 and 2017.

On October 11, 2019, AVOP indemnified the Company against any losses or expenses from any action taken by the US Securities and Exchange Commission regarding prior transactions regarding AVOP.

On October 11, 2019, the Company and AVOP amended the SPA to establish The Closing Date of the Exchange within five days from the date the Company’s name change and the “change of control” is approved by FINRA and the OTC Markets Group.

On February 14, 2020 (with FINRA approval on February 13, 2020), OMID Holdings, Inc. (OTC Pink: OMID) (formerly AV1 Group, Inc. (OTC Pink: AVOP)), a publicly-traded investment and holding company, completed a ticker symbol and name change subsequently completing all pending actions required for the acquisition of OMID Holdings, Inc. Simultaneous with the acquisition of OMID Holdings, Inc., all previous business elements of AVOP, including its prior assets, liabilities, and debts have been settled and/or spun-off from the company. In addition, the previous executives of the company have tendered their resignations, effective upon the closing.

On February 18, 2020, Bryen Beglinger resigned as the President and CEO of the Company, and Lisa Landau resigned as the CFO and Secretary of the Company. Adam Frank was elected as CEO, Kevin Anderson as President, and Jesse Frank as CFO and Secretary of the Company.

In early April 2020, the Company completed the acquisition and assumed control of an existing CBD brand. On April 7, 2020, the Company executed a manufacturing agreement with a new private label customer.

In the second quarter of 2021, the Company made an initial investment to gain exposure to the legal psychedelic medicine industry. The investment with KetaMD, offers at-home medical ketamine treatments and marks the beginning of OMID's entry into another form of early-stage legal alternative medicines as the company seeks to further build its footprint in, and identity as, a life sciences company. KetaMD is a HIPAA-compliant telemedicine platform that provides affordable and potentially life-changing at-home medical ketamine treatments. Prescribed by medical professionals and guided by registered nurses via our secure platform, KetaMD provides safe and effective at-home ketamine treatments for those who are suffering from anxiety, depression, PTSD, and other mental health challenges. Through KetaMD's nationwide network of medical professionals, adults who have received a qualifying diagnosis from a licensed medical prescriber receive an at-home ketamine treatment plan.

On August 03, 2022 KetaMD was fully acquired by Braxia Scientific (BRAXF), a publicly traded company, as per their press release, <https://www.bloomberg.com/press-releases/2022-08-03/braxia-scientific-enters-u-s-telemedicine-industry-acquires-ketamd-a-mental-health-platform-providing-beneficial-ketamine>.

There are many uncertainties regarding the current coronavirus ("COVID-19") pandemic, and the Company is closely monitoring the impact of the pandemic on all aspects of its business, including how it will impact its customers, employees, suppliers, vendors, business partners and distribution channels. While the pandemic did not materially adversely affect the Company's financial results and business operations during the period, we are unable to predict the impact that COVID-19 will have on its future financial position and operating results due to numerous uncertainties. The Company expects to continue to assess the evolving impact of the COVID-19 pandemic and intends to make adjustments to its responses accordingly.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted on March 27, 2020 in the United States. In May 2020, the Company received approval and funding from the U.S. Small Business Administration ("SBA") to fund the loan under the SBA's Paycheck Protection Program ("PPP Loan") created as part of the recently enacted CARES Act administered by the SBA. Per the terms of the PPP Loan and EIDL loan and advance, the Company received total proceeds of \$37,500 from their bank and an EIDL loan and advance of \$86,100 and \$8,000, respectively. The EIDL advance is completely forgivable in addition to the PPP funds and has been recorded as other income in the statement of income. In accordance with the requirements of the CARES Act, the Company intends to use the proceeds from the PPP Loan primarily for payroll costs. The repayable portion of the loan is scheduled to mature in May 2022, has a 1.00% interest rate, and is subject to the terms and conditions applicable to all loans made pursuant to the Paycheck Protection Program as administered by the SBA under the CARES Act. The Company's PPP funds have been forgiven, thus these proceeds have also been recognized as other income in the statement of income. During the three months ended December 31, 2021, the Company received the additional EIDL loan available under the CARES Act. The Company received an additional \$259,800 which are subject to the same terms as previously described above. As of December 31, 2021 and 2020, the EIDL loan on the accompanying balance sheets was \$345,900 and \$86,100, respectively.

During the fourth quarter of 2022, an audit was performed by an accredited third-party certification body to assess OMID's internal controls and practices. As a result, the OMID facility in Alpha, NJ has received certification for tincture production based upon FDA 21 CFR Part 117 - Current Good Manufacturing Practice, Hazard Analysis, and Risk-Based Preventive Controls for Human Food. Annual recertification audits will be necessary to remain GMP certified.

During the fourth quarter of 2022, the Company accrued by a one-time write down in inventory and revised its accounting practices. The implementation of Generally Accepted Accounting Principles (GAAP) requires revenue to be recognized as business obligations are fully satisfied. For the Company, the application of GAAP indicates that revenue is earned when orders are completed and shipped; not solely when payment is received.



## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### *Basis of presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

The accompanying unaudited quarterly financial statements have been prepared on a basis consistent with generally accepted accounting principles in the United States ("GAAP") for interim financial information. In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for the full year or any future period. These statements should be read in conjunction with the Company's annual financial statements as posted on the Over the Counter Markets Website.

### *Use of estimates*

The preparation of financial statements in conformity with U.S. 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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

### *Cash equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At December 31, 2022 and December 31, 2021, respectively, the Company had no cash equivalents besides what was in the cash balances as of those dates.

### *Marketable securities*

Marketable securities consist of level 1 investments. The Company classifies these investments as available-for-sale securities at the time of purchase and evaluates such classification as of each balance sheet date. All investments are recorded at estimated fair value, with unrealized gains and losses included as a separate component of the consolidated statements of stockholders' equity. Realized gains and losses from the sale of available-for-sale securities or the amounts, net of tax, reclassified out of accumulated other comprehensive income, if any, are determined on a specific identification basis.

### *Accounts Receivable*

Accounts receivable includes trade accounts receivables from the Company's customers, net of an allowance for doubtful accounts. Accounts receivable are recorded at the invoiced amount and do not bear interest. Allowance for doubtful accounts is established based on various factors including credit profiles of the Company's customers, historical payments and current economic trends. The allowance for doubtful accounts balance represents management's estimate of uncollectible accounts based upon specific identification and historical information. Once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Recoveries of trade receivables previously written-off are recorded when payment is received and are charged to income as a reduction to general and administrative expense in the consolidated statements of income. As of December 31, 2022 and December 31, 2021, respectively, there was no allowance for doubtful accounts.

### *Inventory*

Inventory is stated at the lower of cost and net realizable value, on a first-in, first-out basis. Inventory includes raw materials, work-in-process and finished goods. Costs for work-in-process and finished goods include raw materials, direct and indirect labor and manufacturing overhead. Reserves for slow-moving, excess, and obsolete inventory are estimated based on product expiration dates,

historical experience and usage forecasts. As of December 31, 2022 and December 31, 2021, respectively, there was no reserve for inventory.

#### *Fair value of financial instruments*

The Company records its financial assets and liabilities at fair value, which is defined under the applicable accounting standards as the exchange price that would be received for an asset or paid for a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company uses valuation techniques to measure fair value, maximizing the use of observable outputs and minimizing the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Other inputs that are directly or indirectly observable in the marketplace; and

Level 3: Unobservable inputs which are supported by little or no market activity.

The carrying amounts of the Company's cash and cash equivalents, trade and other receivables, and trade and other payables are considered to be representative of their respective fair values because of the short-term nature of those instruments. See Note 4 for additional disclosure related to financial assets and liabilities measured at fair value on a recurring basis.

#### *Fixed assets*

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method over the assets estimated useful life of three (3) years for equipment, five (5) years for automobile, and seven (7) years for furniture and fixtures. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations. At December 31, 2022 and December 31, 2021, the Company had property and equipment totaling \$154,949 and \$153,484, respectively; with accumulated depreciation of \$81,753 and \$57,220, respectively. Depreciation expense for the three months ended December 31, 2022 and 2021 was \$6,919 and \$23,241, respectively.

#### *Commitments and contingencies*

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

#### *Revenue recognition*

The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured. In addition, the Company record will record allowances for accounts receivable that are estimated to not be collected.

#### *Income taxes*

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are

reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB ASC (“Section 740-10-25”) with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

#### *Net income per share*

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net loss available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net loss available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially dilutive debt or equity. There were no potentially dilutive shares outstanding as of December 31, 2022 and December 31, 2021, respectively.

#### **NOTE 3 – REVERSE MERGER AND ACQUISITIONS**

In April 2021, the Company acquired a new health and wellness brand: Champ Life in consideration for 120,000 common stock shares which were valued at \$0.103 on the date of issuance, or \$12,360. The brand has been wholly-acquired without any net change to the issued and outstanding share structure of OMID as the officers of the Company returned their own common shares to treasury and issued the 120,000 shares as consideration out of treasury. As part of the transaction, the Seller is expected to support various activities related to the launch and future growth of Champ Life, receiving 5% of net revenues from sales. Under certain circumstances, this royalty may be eliminated at the option of OMID management as part of a sale of the brand or following any calendar year wherein Champ Life achieves over \$1,000,000 in net revenue. At the time these financials statements were available to be issued, the Company has determined the transaction will be treated as an asset acquisition.

## **NOTE 4 – FAIR VALUE MEASUREMENTS AND INVESTMENTS**

The following tables provide information by level for financial assets and liabilities that are measured at fair value on a recurring basis:

	<i>Total carrying value as of December 31, 2022</i>	<i>Fair Value Measurements Using Inputs Considered as</i>		
		<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
Assets				
Marketable securities	82,179	82,179	-	-
Digital Assets	56,417	-	56,417	-
Total Assets	<u>\$ 138,596</u>	<u>\$ 82,179</u>	<u>\$ 56,417</u>	<u>\$ -</u>

There were no transfers between Level 1, Level 2 or Level 3 during the three months ended December 31, 2022.

Unrealized gains and losses were recorded as follows as of December 31, 2022:

	<i>Amortized cost</i>	<i>Unrealized Gain</i>	<i>Unrealized Loss</i>	<i>Market Value</i>
Assets				
Marketable securities, Digital Assets	159,450	-	(20,854)	138,596
Total Assets	<u>\$ 159,450</u>	<u>\$ -</u>	<u>\$ (20,854)</u>	<u>\$ 138,596</u>

## **NOTE 5 – CAPITAL STOCK**

The Company's authorized capital at December 31, 2021 is 350,000,000 common shares with a par value of \$0.00001 per share, of which there are 96,347,117 shares issued and outstanding, and 5,000,000 preferred shares with a par value of \$0.0001 per share, of which there are 1,000,000 Series A preferred shares issued and outstanding and 164,000 Series B preferred shares issued and outstanding. There was a net 181,000,000 common shares issued in connection with the reverse merger noted in Note 3, during the year ended December 31, 2020.

In January 2021, the Company has received confirmation from its transfer agent that the 40,000,000 common shares previously issued to Catalyst Ventures has been returned to treasury and officially cancelled as part of the reverse merger agreement. This amounts to approximately a 13% reduction in the total number of outstanding common shares as previously reported on OTCmarkets.com

On April 1, 2021 in connection with the asset acquisition discussed in Note 3, the company issued 120,000 common shares as part of the consideration to acquire the Champ Life brand. The common stock shares were valued at \$0.103 on the date of issuance, or \$12,360.

On June 1, 2021, the Company issued 164,000 Series B Preferred shares to its officers as part of its plan to return common shares to treasury. The shares were issued at par for no consideration as the overall transaction does not represent any beneficial change to the officer's equity, preferences, or rights.

On June 24, 2021, the Company completed its execution of its commitment to reduce the number of outstanding common shares per the request of shareholders. The number of total outstanding common shares has been reduced by 164,000,000 common shares which have been returned to treasury.

On December 8, 2021, the Company entered into an agreement with North Equities USA Ltd. to provide marketing and professional services to OMID. In addition to their agreed upon terms, the Company issued 150,000 common shares as further consideration of services. The shares were issued for services at the market value on the date of issuance for \$0.0635, totaling \$9,525 in share-based compensation expense recognized in the accompany statement of operations for the year ended December 31, 2021.

#### **NOTE 6 – RELATED PARTY TRANSACTIONS**

##### *Due to Related Party*

Due to Related Party in the accompany balance sheet consists of the following:

In the first quarter of 2019 prior to the reverse merger, Kevin Anderson and Adam Frank, Co-Founders, transferred 300,000 common stock shares each (600,000 common stock shares total) from their own equity holdings in the Company, to the settle an outstanding accrued consulting expense on behalf of the Company with a third-party professional service provider. The value of the shares on the date of transfer totaled approximately \$200,000 and is due to the related parties noted as they satisfied this liability in full on behalf of the Company. During the year ended December 31, 2021, the Company has paid back approximately \$120,000 of this related party liability and \$200,000 has been paid back from inception to date. As such, the additional liability included within Due to Related Party on the accompanying balance sheet is zero as of December 31, 2022 and December 31, 2021.

The above liabilities were zero interest bearing advances to the Company by the officers. During the time these advances were being repaid to the officers, they elected to forgo their salaries during that period to conserve cash within the Company.

#### **NOTE 7 – COMMITMENTS AND CONTINGENCIES**

##### *Commitments*

In October 2020, the Company executed a manufacturing agreement with an existing private label customer. The one-year exclusivity agreement modifies and extends the Manufacturing Agreement executed in April, earlier this year, until October 31, 2021. With this agreement, which provides exclusivity to manufacture certain products, the Company has solidified an existing relationship and taken steps in preparation for further expansion of business with one of their largest customers.

The Company continues to operate under the existing Manufacturing Agreement for the existing private label customer. Further, it has expanded it offerings to include a lotion line to the previous products (tinctures and vaporizers).

##### *Litigation Costs and Contingencies*

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. Management is currently not aware of any such legal proceedings or claims that could have, individually or in the aggregate, a material adverse effect on our business, financial condition, or operating results.

#### **NOTE 8 - SUBSEQUENT EVENTS**

The Company evaluates events that have occurred after the balance sheet date of December 31, 2022, through the date which the financial statements were available to be issued. The Management of the Company determined that there were no other reportable subsequent events to be disclosed besides those noted below.