

OMID Holdings, Inc.

1130 Springtown Road, Suite B
Phillipsburg, NJ 08865

(908) 386-2880

<https://OMIDHoldingsInc.com/>
Info@OMIDHoldingsInc.com

Annual Report

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

96,347,117 as of December 31, 2024 (Current Reporting Period Date or More Recent Date)

96,347,117 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer and 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)

Current State and Date of Incorporation or Registration: FL; APRIL 1998
Standing in this jurisdiction: (e.g. active, default, inactive): ACTIVE

Prior Incorporation Information for the issuer and any predecessors during the past five years:
NONE NOTED

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

NONE NOTED

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

NONE NOTED

Address of the issuer's principal executive office:

1130 Springtown Road, Suite B, Phillipsburg, NJ 08865

Address of the issuer's principal place of business:

☒ *Check 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?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information ÷

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÷

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 ÷

Publicly Quoted or Traded Securities: ÷

÷
The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

÷
Trading symbol: OMID ÷
Exact title and class of securities outstanding: COMMON ÷
CUSIP: 67098K107 ÷
Par or stated value: \$0.00001 ÷
Total shares authorized: 350,000,000 as of date: 12/31/2024 ÷
Total shares outstanding: 96,347,117 as of date: 12/31/2024 ÷
Total number of shareholders of record: 748 as of date: 12/31/2024 ÷

÷
Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

N/A

Other classes of authorized or outstanding equity securities that do not have a trading symbol: ÷

÷
The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities. ÷

÷
Exact title and class of the security: Preferred ÷
Par or stated value: \$0.0001 ÷
Total shares authorized: 3,800,000 as of date: 12/31/2024 ÷
Total shares outstanding: -0- as of date: 12/31/2024 ÷
Total number of shareholders of record: -0- as of date: 12/31/2024 ÷

Exact title and class of the security: Series A Preferred ÷
Par or stated value: \$0.0001 ÷
Total shares authorized: 1,000,000 as of date: 12/31/2024 ÷
Total shares outstanding: 1,000,000 as of date: 12/31/2024 ÷
Total number of shareholders of record: 2 as of date: 12/31/2024 ÷

Exact title and class of the security: Series B Preferred ÷
Par or stated value: \$0.0001 ÷
Total shares authorized: 200,000 as of date: 12/31/2024 ÷
Total shares outstanding: 192,000 as of date: 12/31/2024 ÷
Total number of shareholders of record: 3 as of date: 12/31/2024 ÷

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Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

÷
÷
Security Description: ÷

÷
The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable: ÷

÷
1. **For common equity, describe any dividend, voting and preemption rights.**

÷
One vote, no dividend or preemption rights declared at the current time. ÷

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

÷

All classes of currently-designated preferred shares are equal to common shares with respect to liquidation rights, based upon conversion into common shares. No currently-designated preferred shares grant preemption rights or the benefit of sinking fund provisions.

Preferred Shares: Authorized but undesignated placeholder must be designated as a Series or Class.

Series A Preferred Shares: 200 votes, optional conversion into one Common Share, no dividend declared.

Series B Preferred Shares: 1000 votes, optional conversion into 1000 Common Shares, no dividend declared. ÷

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»⌕ **Describe any other material rights of common or preferred stockholders.** ÷

÷

Other than described herein, all classes of Preferred Shares do not have any powers, designations, preferences, or other special rights. ÷

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»⌕ **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.** ÷

÷

None noted.

3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding <u>Opening 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>			*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	Individual/ Entity Shares were issued to. ***You must disclose the control person(s)	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

					of issuance? (Yes/No)	for any entities listed.	Services Provided		
01/02/2024	New issuance	20000	Series B	\$25.00	No	J Stibich	Cash	Restricted	Sec 3(a)9
06/24/2024	New issuance	8000	Series B	\$31.25	No	J Stibich	Cash	Restricted	Sec 3(a)9
Shares Outstanding on Date of This Report: Ending Balance: Date 12/31/2024 Common: 96,347,117 Series A Preferred: 1,000,000 Series B Preferred: 192,000									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

N/A

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities :

No: ☒ Yes: ☐ (If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

N/A

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

- 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.

- B. List any subsidiaries, parent company, 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 active 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.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company maintains a 3200 square foot manufacturing space in Phillipsburg, New Jersey with a monthly rental cost of \$2,300. This rental space is adequate for its current needs.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Adam Frank</u>	<u>Chairman and CEO</u>	<u>Phillipsburg, NJ</u>	<u>3,435,000</u>	<u>Common</u>	<u>3.6%</u>	
<u>Kevin Anderson</u>	<u>President and COO</u>	<u>Pittstown, NJ</u>	<u>3,435,000</u>	<u>Common</u>	<u>3.6%</u>	
<u>Adam Frank</u>	<u>Chairman and CEO</u>	<u>Phillipsburg, NJ</u>	<u>500,000</u>	<u>Series A Preferred</u>	<u>50%</u>	
<u>Kevin Anderson</u>	<u>President and COO</u>	<u>Pittstown, NJ</u>	<u>500,000</u>	<u>Series A Preferred</u>	<u>50%</u>	
<u>Adam Frank</u>	<u>Chairman and CEO</u>	<u>Phillipsburg, NJ</u>	<u>82,000</u>	<u>Series B Preferred</u>	<u>42.7%</u>	
<u>Kevin Anderson</u>	<u>President and COO</u>	<u>Pittstown, NJ</u>	<u>82,000</u>	<u>Series B Preferred</u>	<u>42.7%</u>	
<u>J. Stibich</u>	<u>Owner of >5%</u>	<u>Apollo Beach, FL</u>	<u>28,000</u>	<u>Series B Preferred</u>	<u>14.6%</u>	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Kresimir Peharda
Firm 1: Ropers Majeski PC
Address 1: 801 South Figueroa Street, Suite 2001
Address 2: Los Angeles, CA 90017
Phone: (213) 312-2080
Email: kresimir.peharda@ropers.com

Accountant or Auditor

Name: Scott B. Christensen
Firm: NOW CFO, LLC
Address 1: 210 North 2100 West
Address 2: Salt Lake City, UT 84116
Phone: 801.505.8203
Email: scott.christensen@nowcfo.com

Investor Relations N/A

All other means of Investor Communication:

X (Twitter): @OMIDHoldingsInc

Discord:
LinkedIn
Facebook:
[Other]

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

N/A

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Scott B. Christensen**
Title: **Financial reporting – NOW CFO**
Relationship to Issuer: **External accounting/reporting consultant**

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Scott B. Christensen**
Title: **Financial reporting – NOW CFO**
Relationship to Issuer: **External accounting/reporting consultant**

Describe the qualifications of the person or persons who prepared the financial statements:² **Scott B. Christensen is an experienced accountant having prepared financial statements for several OTC Markets filers and for Money Transmitter filers for several years.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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 Disclosure Statement for the period ended December 31, 2024, 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.

12/31/2024 [Date]

/s/ Adam Frank [CEO's Signature]

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

Principal Financial Officer:

I, Adam Frank certify that:

1. I have reviewed this Disclosure Statement for the period ended December 31, 2024, 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.

12/31/2024 [Date]

/s/ Adam Frank [CFO's Signature]

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

OMID HOLDINGS, INC.



UNAUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED DECEMBER 31, 2024 AND 2023

OMID Holdings, Inc.

TABLE OF CONTENTS

(UNAUDITED)

Consolidated Balance Sheets As Of December 31, 2024 and 2023	13
Consolidated Statements Of Income For The Periods Ended December 31, 2024 and 2023	14
Consolidated Statements Of Stockholders' Equity For The Periods Ended December 31, 2024 and 2023	15
Consolidated Statements Of Cash Flows For The Periods Ended December 31, 2024 and 2023	17
Notes To The Consolidated Financial Statements	18

OMID Holdings Inc. Balance Sheets

	December 31, 2024	December 31, 2023
ASSETS		
Cash and cash equivalents	\$ 148,400	\$ 16,795
Accounts receivable, net	-	375,729
Marketable securities	367,983	55,674
Digital assets, net	129,693	65,353
Inventory and other current assets	143,193	242,601
Other current assets	-	-
Total Current Assets	789,270	756,153
Intangible assets, net	12,360	12,360
Fixed Assets, net	26,383	49,506
TOTAL ASSETS	\$ 828,012	\$ 818,019
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accrued expenses and other current liabilities	\$ 12,496	\$ 32,470
Other Current Liabilities	32,308	61,012
Income tax payable and deferred tax liability	-	(33,909)
Total Other Current Liabilities		
Total Current Liabilities	44,804	59,573
Long-Term Liabilities		
EIDL Loan	333,974	342,863
Total Long-Term Liabilities	333,974	342,863
Total Liabilities	378,778	402,435
Stockholders' Equity		
Series A Preferred stock, par value \$0.0001, 1,000,000 shares authorized, 1,000,000 shares issued and outstanding as of December 31, 2024 and 2023, respectively	100	100
Series B Preferred stock, par value \$0.0001, 200,000 shares authorized, 192,000 & 164,000 shares issued and outstanding as of December 31, 2024 and 2023, respectively	19	16
Common stock, par value \$0.00001, 350,000,000 shares authorized, 260,197,117 shares issued and 96,347,117 outstanding as of December 31, 2024 and 2023	969	969
Additional Paid-In Capital	1,801,957	1,051,960
Accumulated other comprehensive loss	140,314	6,074
Retained earnings	(1,494,125)	(643,536)
Total Stockholders' Equity	449,234	415,583
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 828,012	\$ 818,019

OMID Holdings Inc. Statements of Income

	For the year ended Dec 31, 2024	For the year ended Dec 31, 2023
Revenues	\$ 247,591	\$ 522,237
Cost of Goods Sold	499,774	439,972
Gross Profit	(252,183)	82,264
Operating Expenses		
General and Administrative Expenses	264,042	337,080
Professional fees	45,569	9,469
Total Operating Expenses	309,611	346,549
Net Operating Income (Loss)	(561,794)	(264,285)
Other Income (Expenses)		
EIDL Grant/PPP Forgiveness	-	-
Interest Income (Expense)	(232,837)	295,927
Gain/(Loss) on sale of investments	68,559	(8,719)
Depreciation Expense	(23,123)	(22,051)
Other Miscellaneous Income (Expense)	16,983	34,484
Total Other Expenses, net	(170,419)	299,641
Income before income taxes	(732,213)	35,356
Income tax provision	118,376	713
Net Income	\$ (850,589)	\$ 34,643
Other comprehensive income:		
Unrealized gain/(loss) on short-term investments	134,240	26,928
Total other comprehensive loss	134,240	26,928
Comprehensive income	\$ (716,349)	\$ 61,571
Net Income	\$ (850,589)	\$ 34,643
Net Income per share - Basic and diluted	\$ (0.01)	\$ 0.00
Weighted average common shares outstanding - Basic and diluted	96,347,117	96,347,117

OMID Holdings Inc.
Consolidated Statement of Stockholders' Equity
For the year ended Dec 31, 2024

	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 Shares	Amount	Series B, par value \$0.0001 Shares	Amount				
Balance, December 31, 2023	96,347,117	\$ 969	1,000,000	\$ 100	164,000	\$ 16	\$ 1,051,960	\$ 6,074	\$ (643,536)	\$ 415,583
Common shares returned to treasury										-
Issuance of common shares out of treasury in connection with acquisition										-
Issuance of Series B Preferred shares					28,000	3	749,997			750,000
Other comprehensive income								134,240		134,240
Share-based compensation expense										-
Prior period adjustment										-
Net Income									(850,589)	(850,589)
Balance, December 31, 2024	<u>96,347,117</u>	<u>\$ 969</u>	<u>1,000,000</u>	<u>\$ 100</u>	<u>192,000</u>	<u>\$ 19</u>	<u>\$ 1,801,957</u>	<u>\$ 140,314</u>	<u>\$ (1,494,125)</u>	<u>\$ 449,234</u>

OMID Holdings Inc.
Consolidated Statement of Stockholders' Equity
For the year ended Dec 31, 2023

	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 Shares	Amount	Series B, par value \$0.0001 Shares	Amount				
Balance, December 31, 2022	96,347,117	\$ 969	1,000,000	\$ 100	164,000	\$ 16	\$ 1,051,960	\$ (20,854)	\$ (678,179)	354,013
Common shares returned to treasury										-
Issuance of common shares out of treasury in connection with acquisition										-
Issuance of Series B Preferred shares										-
Other comprehensive income								26,928		26,928
Share-based compensation expense										-
Prior period adjustment										-
Net Income									34,643	34,643
Balance, December 31, 2023	<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>\$ 6,074</u>	<u>\$ (643,536)</u>	<u>\$ 415,583</u>

OMID Holdings Inc. Statements of Cash Flows

	For the year ended Dec 31, 2024	For the year ended Dec 31, 2023
OPERATING ACTIVITIES		
Net Income	\$ (850,589)	\$ 34,643
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable (A/R)	375,729	(375,729)
Other Current Assets	-	-
Inventory Asset	99,408	69,833
Accumulated Depreciation	23,123	22,051
Other current liabilities	(14,769)	(159,339)
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$ 483,491	\$ (443,184)
Net cash provided by operating activities	\$ (367,098)	\$ (408,542)
INVESTING ACTIVITIES		
Intangibles	(64,339)	(8,937)
Fixed Assets	-	(10,721)
Net cash provided by financing activities	\$ (64,339)	\$ (19,658)
FINANCING ACTIVITIES		
Marketable Securities	(312,309)	27,007
EIDL Loan - L/T Portion	(8,889)	3,293
Sale of Series B Stock	750,000	-
Unrealized Gains on Investments	134,240	26,928
Net cash provided by financing activities	\$ 563,042	\$ 57,228
Net cash increase for period	\$ 131,605	\$ (370,971)
Cash at beginning of period	16,795	387,765
Cash at end of period	\$ 148,400	\$ 16,795

OMID Holdings, Inc.
Notes to the Consolidated Unaudited Financial Statements
December 31, 2024

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 Beglinger 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 used 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, 2024 and 2023, the EIDL loan on the accompanying balance sheets was \$343,115 and \$351,718, 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.

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 annual 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. On December 31, 2024 and 2023, 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, 2024 and 2023, there was \$0 and \$90,000 allowance for doubtful accounts, respectively.

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, 2024 and 2023, 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, 2024 and 2023, the Company had property and equipment totaling \$135,929 and \$135,929, respectively; with accumulated depreciation of \$109,547 and \$86,424, respectively. Depreciation expense for the period ended December 31, 2024 and 2023 was \$23,123 and \$22,051, 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, 2024 and 2023, 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 financial 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 Dec 31, 24</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	367,983	367,983	-	-
Digital Assets	129,693	-	129,693	-
Total Assets	<u>\$ 497,676</u>	<u>\$ 367,983</u>	<u>\$ 129,693</u>	<u>\$ -</u>

There were no transfers between Level 1, Level 2 or Level 3 during the year ended December 31, 2024.

Unrealized gains and losses were recorded as follows as of December 31, 2024:

	<i>Amortized cost</i>	<i>Unrealized Gain</i>	<i>Unrealized Loss</i>	<i>Market Value</i>
Assets				
Marketable securities, Digital Assets	357,362	140,314	-	497,676
Total Assets	<u>\$ 357,362</u>	<u>\$ 140,314</u>	<u>\$ -</u>	<u>\$ 497,676</u>

NOTE 5 – CAPITAL STOCK

The Company's authorized capital at December 31, 2024 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 192,000 Series B preferred shares issued and outstanding. There were 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 received confirmation from its transfer agent that the 40,000,000 common shares previously issued to Catalyst Ventures had been returned to treasury and officially canceled 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 the 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.

On January 2, 2024, the Company entered into an agreement to sell 20,000 Series B Shares totaling \$500,000. Payment in full was received on January 16, 2024.

On June 24, 2024, the Company entered into an agreement to sell 8,000 Series B Shares for a total of \$250,000. The sale is in two tranches of 20,000 and 8,000 shares for \$500,000 and \$250,00, respectively. Payment was completed on June 24, 2024.

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 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, 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

None to note.

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, 2024, through the date at 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.