

Orion Diversified Holding Co Inc.

Amendment to [Annual Report](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/11/2026

Explanatory Note:
Change in Retained Earnings

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Orion Diversified Holding Co Inc.

1111 S Roop St. Suite 100
Carson City, NV 89701
Tel: 760-889-3435
Web address: www.orionenergyco.com
Email address: tom@orionenergyco.com
SIC Code: 6719

Annual Report

For the Period Ending: December 31, 2025 (the "Reporting Period")

Outstanding Shares

As of December 31, 2025, the number of shares outstanding of our Common Stock was:

11,880,000

As of December 31, 2024, the number of shares outstanding of our Common Stock was:

10,000,000

As of December 31, 2023, the number of shares outstanding of our Common Stock was:

5,820,406

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 Control of the company has occurred over this reporting period:

Yes: No:

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

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

Orion Diversified Holding Co Inc.
1111 S Roop St. Suite 100
Carson City, NV 89701

Prior names of the issuer are as follows:

ODHC, Inc. until December 20, 2010

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):

The issuer was incorporated in the State of Nevada on April 14, 2008. The issuer's current standing in the State of Nevada is "active".

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

None.

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

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

1111 S Roop St. Suite 100
Carson City, NV 89701

The address(es) 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 space below:

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer Co., Inc.
Phone: 801-355-5740
Email: dancarter@colonialstock.com
Address: 7840 South 700 East, Sandy, UT 84070

Publicly Quoted or Traded Securities:

Trading symbol: OODH
Exact title and class of securities outstanding: Common Stock
CUSIP: 686272204
Par or stated value: .001

Total shares authorized:	250,000,000	as of date:	December 31, 2025
Total shares outstanding:	11,880,000	as of date:	December 31, 2025
Number of shares in the Public Float:	947,899	as of date:	December 31, 2025
Total number of shareholders of record:	372	as of date:	December 31, 2025

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

None

Other classes of authorized or outstanding equity securities

None

Security Description:

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

Our common stock may receive dividends, if and when declared by the board of directors and when sufficient capital exists for the lawful payment of such dividends. Each share of common stock is entitled to one vote at any meeting of shareholders. Our common stock does not have any preemption rights.

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

Not applicable.

3. Describe any other material rights of common or preferred stockholders.

Not applicable.

4. 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.

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

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 as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/23 Common: 5,820,406 Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued	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?	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.
07/21/2022	New issuance	1,000,000	common	\$0.023	Yes	Paula Henrie	Services	Restricted	See Note 1
11/28/2022	New issuance	1,000,000	common	\$0.023	No	Joris Keijzer	Services	Restricted	See Note 1
05/08/2023	Cancellation Note 2	(191,893,434)	common	n/a	n/a	n/a	n/a	n/a	See Note 2
05/18/2023	New issuance	100,000	common	.04	No	Paula Henrie	Services	Restricted	See Note 1
06/21/2023	New issuance	270,000	common	.04	Yes	James Phillip Kramer	Cash	Restricted	See Note 1
06/21/2023	New issuance	30,000	common	.04	Yes	Daniele Rebelo Kramer	Cash	Restricted	See Note 1
07/10/2023	New issuance	500,000	common	.04	Yes	Glen Sebring	Cash	Restricted	See Note 1
06/20/2024	New Issuance	60,000	Common	.04	Yes	Phillip Kidwell	Services	Restricted	See Note 1
11/12/2024	New Issuance	50,000	Common	.10	Yes	Hunter Wuistingner	Services	Restricted	See Note 1
12/10/2024	New Issuance	10,000	Common	.10	Yes	Jess Gilmour	Services	Restricted	See Note 1
12/13/2024	New Issuance	1,500,000	Common	.0033	Yes	Thomas Lull	Cash	Restricted	See Note 1
12/17/2024	New Issuance	2,459,594	Common	.002	Yes	Thomas Lull	Cash	Restricted	See Note 1
12/17/2024	New Issuance	100,000	Common	.05	Yes	Paula Henrie	Services	Restricted	See Note 1
02/27/2025	New Issuance	100,000	Common	.05	Yes	Brandon Ure	Services	Restricted	See Note 1
05/10/2025	New Issuance	600,000	Common	.05	Yes	Glen Sebring	Cash	Restricted	See Note 1

07/23/2025	New Issuance	1,000,000	Common	.05	Yes	Jess Gilmour	Cash	Restricted	See Note 1
09/11/2025	New Issuance	40,000	Common	.05	Yes	Surrie Fenlaw	Services	Restricted	See Note 1
09/25/2025	New Issuance	30,000	Common	.05	Yes	Bradley Talbott	Services	Restricted	See Note 1
11/03/2025	New Issuance	100,000	Common	.05	Yes	Mike Kramer	Services	Restricted	See Note 1
Shares Outstanding on Date of This Report: <u>Ending Balance</u>									
Date 12/31/25	Common: 11,880,000								
	Preferred: 0								

Note 1- Issuance exempt pursuant to Section 4(a) of the Securities Act of 1933

Note 2- Cancellation of shares

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)

Not applicable

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

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

Oil and Gas Operations, Mining, New Product Development, Social Media Website

B. List any subsidiaries, parent company, or affiliated companies.

The issuer's only subsidiary is Orion Energen Inc.

C. Describe the issuers' principal products or services.

November 6, 2025, Orion closed on a 2-year lease with an option to purchase a 20 acre gold placer mining claim located in Sec 8, 25N, 7E in Plumas County Nevada.

September 03, 2025, Orion closed and took title on a 14.25% non-op working interest and royalty in the Tinsley Field Unit located in Yazoo County Mississippi producing 2400 bopd. Title 8/1/2025

July 22, 2025, Orion closed and took title on a 0.234% royalty interest on 640 acres in Matagorda County Texas.

June 11, 2025, Orion closed and took title on a 3.0% non-op working interest & a .024% royalty interest in 27 wells producing 1,740 mcfpd located in Jackson County Louisiana.

June 4, 2025, Orion closed and took title on a 160-acre 0.625% royalty in Grady County Oklahoma. Continental Resources is the operator on the lease and drilling permit.

December 11, 2024, Orion closed and took title on a 6.07% non-operated working interest and a 0.12% royalty in 22 wells located in Grady County Oklahoma. The current production is 67 bopd and 2,059 mcfpd.

December 11, 2024, Orion closed and took title on a 1.02% non-operated working interest in 118 wells currently producing 4,220 mcfpd and 1 bopd. The 118 wells are located in Franklin and Logan County Arkansas, and Garvin County Oklahoma.

December 3, 2024, Orion closed and took title on a 1.97% non-operated working interest and a 1.33% ORRI in 116 wells producing 1571 mcfpd and 5 bopd. The 116 wells currently hold by production 9,353.79 acres located in Garfield, Mesa, Moffat, Rio Blanco, and Routt County Colorado.

December 3, 2024, Orion closed and took title on 10,220.86 acres with a 10.17% royalty in Gunnison, Park, Rio Blanco, and Routt County Colorado.

November 7, 2024, Orion closed and took title on a 160 acre .62% royalty interest in Logan County Oklahoma Stack Play.

October 31, 2024, Orion closed and took title on a 170-acre .5% royalty interest in Garvin County Oklahoma Scoop Play.

November 15, 2023, Orion closed and took title on a non op working interest in 12 wells producing 50 bopd & 674 mcfpd in Lea & Eddy County New Mexico Wolfcamp. The working interest varies between 2.06% to 19.56%.

June 2, 2023, Orion closed and took title on a non op working interest in 168 mcfpd & 1 boepd operated by Dominion Energy. The wells are located in Lincoln and Uinta County Wyoming and hold 1000 acres by production. 37% Non-Op WI & a 4% royalty.

May 2, 2023, Orion increased its 0.64% royalty in the 156-acre Kingfisher Oklahoma tract to 1.2%. Horizontal wells are currently being drilled across this acreage. This is now a pooled 320-acre multi well horizontal drilling project as of March 2025.

November 11, 2022, Orion Energen Inc. closed and took title on a 0.64% royalty interest in 156 acres in Kingfisher County Oklahoma. Multi Well 10,000ft Horizontals are currently being planned in this land.

November 2, 2022, Orion Energen Inc. closed and took title on a 0.30% to a 0.49% non-operated working interest in 13 wells in Lavaca County Texas. Current production is 27,000 mcfpm.

October 4, 2022, Orion Energen Inc. closed and took title on a 1.56% royalty interest in 640 acres in Huerfano County Colorado

September 21, 2022, Orion Energen Inc. closed and took title on a 2.5% royalty interest in 200 acres located in Las Animas County Colorado.

September 16, 2022, Orion Energen Inc. closed and took title on a 2.04% non-operated working interest in 3 wells on 640 acres located in Beaver and Texas County Oklahoma. The wells are currently operated by Merit Energy producing 50mcfpd cumulatively.

September 1, 2022, Orion Energen Inc. closed and took title on a 0.411% royalty interest in 243.20 acres located in Freestone County Texas. On September 1, 2022 Orion Energen Inc. closed and took title on a 1.6% royalty interest in 156.8 acres located in Houston County Texas.

August 26,2022, Orion Energen Inc. closed and took title on a 1.04% royalty interest in 240 acres located in Atoka County Oklahoma.

August 12, 2022, Orion Energen Inc. closed and took title on a 1.875% royalty interest in 160 acres located in Noble County Oklahoma.

July 28,2022, Orion Energen Inc. closed and took title on a 0.03% royalty interest in 6,360 acres located in Garza and Lynn County Texas of the Permian Basin.

July 8,2022, Orion Energen Inc. closed and took title on a 1.6% royalty interest in 160 acres in Greeley County Kansas. Orion closed on a 0.3125% royalty interest in 320 acres in Texas County Oklahoma on July 8,2022.

July 1, 2022, Orion Energen Inc. closed and took title on a 0.625% royalty interest in 320 acres located in Converse County Wyoming.

June 23,2022 Orion Energen Inc. closed and took title on a 0.5% to 13.5% Working interest in 9 wells in North Dakota, Arkansas, and New Mexico. Currently these wells are avg 225 mcfgpd & 40 bopd. These wells are located on 4,000 acres. The 9 wells are operated by EOG, Lime Rock, Hilcorp, and Burlington Resources.

June 17,2022, Orion Energen Inc. closed and took title on a 0.41% royalty interest in a 241-acre property located in Freestone County Texas.

June 1,2022, Orion Energen Inc. closed and took title on a 9280-acre property in Pecos County Texas. A 1% royalty interest in 9280 acres. Orion closed on a 5-well property in Ector County with a 1.179% working interest. The 5 wells are operated by Occidental Petroleum.

May 13,2022, Orion Energen Inc. closed and took title on a 640-acre property in Houston County Texas. The property comes with a 0.15625% royalty interest

May 5,2022, Orion Energen Inc. closed and took title on a 1,127-acre property in San Miguel County Colorado. The property is held by production from one gas well. 100%WI 75%NRI.

April 7,2022, Orion Energen Inc. closed and took title on a non-operated working interest in 2 wells in Caddo & Pittsburg County Oklahoma. The NRI is 2.29% & 2.76%.

March 8,2022, Orion Energen Inc. closed and took title on a 160-acre property in Greer County Oklahoma consisting of a 2.08% royalty.

November 10,2021, Orion Energen Inc. closed and took title on a 1680-acre property consisting of three oil and gas wells currently producing 131 MCFPD and 3 BOPD in McMullen County Texas. The working interest is 100% and the net revenue interest is 71% NRI. Orion Energen will operate these 3 oil and gas wells daily. None of the three wells have been stimulated and cumulative production has passed 3.5 BCF & 60,000 Barrels of oil since inception in 2011. Management is looking to perforate new zones and stimulate existing zones to increase daily production. The property comes with 8 oil tanks, 3-10,000 PSI Trees, 3 Line Heaters, 3 Dehy Reboilers, and 3 Modular Production Skids.

November 10,2021, Orion Energen Inc. closed and took title on a 386-acre property consisting of two horizontal oil and gas wells currently producing 16 BOPD and 3 MCFPD in Sheridan County Montana. The non-operated working interest is 29.21% and the net revenue interest is 23.09%. Orion Energen is a non-operator for these 2 wells.

The Company currently owns a 4.25-acre property in the Ten Mile Gold Mining District of Nevada. This property was purchased in August 2011.

5) 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.

DCP Midstream-Duke Conoco Philips shut down the vast majority of the Eagle Ford Shale to repair interstate transportation lines in the 3rd Quarter & 4th Quarter of 2022. Orion was only allowed to produce gas and oil for 20 days in the 3rd quarter of 2022 from our Eagle Ford property while DCP welded leaks in their interstate pipelines. DCP finished repairing the pipeline as of December 12, 2022. Orion released compressors and is currently looking for a more affordable option to run these wells as they still make 131 mcfpd and 3 bopd. Orion plans on perforating new gas and oil zones in the property before installing compressors. We anticipate in the 4th quarter of 2025 to be fully operational on the property. We have received estimates of \$120,000 to engineer, perforate, and produce all 3 wells on the property. Our goal is to enhance this production before installing compressors. Natural gas prices are currently at an all-time historic low.

Orion owns a 26% average non-operated working interest in 2 producing oil and gas wells in the Bakken Shale area of Sheridan County Montana. We are in pay status at the end of March 2023.

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.

Orion owns a 1.9% to 19.5% non op working interest in 12 producing wells in Lea & Eddy County New Mexico.

Orion owns a 37% non op working interest in 2 wells located in Lincoln and Uinta County Wyoming. API: 49-041-21317 commingled. 4% royalty in acreage.

Orion owns a 1.003% overriding royalty in Dawson County Texas. 320 Acres.

Orion owns a 1.00% royalty interest in 156 acres in Kingfisher County Oklahoma. SW/4 of Section 1-T15N-R5W

Orion owns a 0.30% to 0.49% non-operated working interest in 13 wells located in Lavaca County Texas. Abstract: 112, 113, 114, 492.

Orion owns a 1.56% royalty interest in 640 acres located in Huerfano County Colorado. W/2 NW/4, NE/4, E/2 NW/4, S/2 of Section 34-T27S-R66W

Orion owns a 2.5% royalty interest in 200 acres located in Las Animas County Colorado. SE/4, SE/4 NE/4 of Section 14-T30S-R62W

Orion owns a 2.04% non-operated working interest in 2 wells on 640 acres located in Beaver and Texas County Oklahoma. Beaver County Oklahoma: API: 35-007-20682 Section 3-T4N-R23E, Section 3-T4N-R23E. API: 35-007-24076. A 9.37% non-operated working interest in 1 well Texas County Oklahoma: Section 31-T2N-R15E: API: 35-139-20284

Orion owns a 1.6% royalty interest in 156.8 acres located in Houston County Texas. Abstract 88

Orion owns a 0.411% royalty interest in 243.20 acres located in Freestone County Texas. Abstract 498

Orion owns a 1.04% royalty interest in 240 acres located in Atoka County Oklahoma. Section 31-T2S-R9E:S/2 SW/4, SE/4 NW/4,S/2 of Lot 2,All of Lot 3,N/2 NE/4 SW/4,S/2 NE/4 NW/4,N/2 NW/4 SE/4,NW/4 NE/4 NW/4,N/2 S/2 NW/4 SE/4

Orion owns a 1.875% royalty interest in 160 acres located in Noble County Oklahoma. SE/4 of Section 11-T20N-R1W

Orion owns a 0.03% royalty interest in 6,360 acres located in Garza and Lynn County Texas of the Permian Basin. Garza County Texas: Section 12, Block 10, EL&RR RR Co. Survey, A-709. Lynn County Texas: Section 402, EL&RR RR Co. Survey, A-1063. Lynn County Texas: Section 402, EL&RR RR Co. Survey, A-1063

Orion owns a 0.3125% royalty interest in 320 acres in Texas County Oklahoma. N/2 of Section 7-T4N-R11ECM

Orion owns a 1.6% royalty interest in 160 acres in Greeley County Kansas. NE/4 of Section 20-T16S-R42W

Orion owns a 0.625% royalty interest in 320 acres located in Converse County Wyoming. N/2 of Section 32-T32N-R69W

Orion owns a 0.5% to 13.5% non operated working interest in 9 wells in North Dakota, Arkansas, and New Mexico. North Dakota: API's: 33-025-01597, 33-053-06283, 33-061-00511. Arkansas API: 03-073-11393. New Mexico 5 wells: Section 6-T26N-R3W, Section 5-T26N-R3W. New Mexico State ID: 326079

Orion owns a 0.41% royalty interest in a 241-acre property located in Freestone County Texas Abstract 498.

Orion owns a 1.179 non operated working interest in 5 wells operated by Occidental Petroleum in Ector County Texas Abstract 544.

Orion owns a 1% Royalty Interest in 9280 Acres in Pecos County Texas. Abstracts: 5551,5184,5552,3730,7268,3736, 5550, 5576, 3531, 3742, 3536, 5554, 3537, 5553, 3538.

Orion owns a .15625% royalty interest in 640 acres located in Houston County Texas. Abstract# 97

Orion owns 100% of all Oil & Gas liquids and a 75%NRI in all minerals on 1127 acres held by production in San Miguel County Colorado. T45N-R18W Section 27 All, Section 26 SE/4 NE/4, W/2 NE/4, W/2 and SE/4. Federal Lease.

Orion owns a non-operated working interest in 2 wells in Caddo & Pittsburg County Oklahoma. The NRI is 2.29% & 2.76%. Section 35-T7N-R9W Caddo County Oklahoma. Section 33-T3N-R13E Pittsburg Oklahoma.

Orion owns a 2.08% royalty in 160 continuous acres in Greer County Oklahoma. Lot 3, Lot 4 & S/2 NW/4 of Section 2-T4N-R24W.

Orion owns a 100% Working Interest and a 70+% Net Revenue Interest in a 1680-acre 3 producing well property in the Eagle Ford Shale area of McMullen County Texas.

Orion owns a 29.21% non-operated working interest and a 23.09% Net Revenue Interest in a 386 property 2 producing wells in the Bakken Shale area of Sheridan County Montana. Township 31 North, Range 58 East, Section 2.

Orion owns a 4.25-acre property in the Ten Mile Gold Mining District of Winnemucca Nevada, APN: 14-0273-01

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, 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.**

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 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.

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	Names of control person(s) if a corporate entity
Thomas Ryan Lull	CEO/Director, and over 5% shareholder	Carlsbad, CA	7,000,000	Common	58.0	
Glen Sebring	Over 5% Shareholder	Oroville, CA	1,107,500	Common	9.32	

Jess Gilmour	Over 5% Shareholder	Midland, TX	1,010,000	Common	8.5	
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7) Legal/Disciplinary History

A. 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, not applicable

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, not applicable

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, not applicable

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, not applicable

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.

The Company, through its subsidiary Orion Energen Inc., is involved in litigation in the Chancery Court of Yazoo County, Mississippi. Orion Energen Inc. v. Pinecrest Resources LLC and HighMark Energy Operating LLC, Case No. 26-0016. The matter relates to a dispute regarding certain oil and gas leasehold interests in the Tinsley Field located in Yazoo County, Mississippi that were acquired by the Company on September 3, 2025. Revenues attributable to the disputed interests are currently being held in suspense by the operator pending resolution of the matter.

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Gary R. Henrie
Firm: Gary R. Henrie, Attorney at Law
Address 1: 619 South 1040 East
Address 2: American Fork, UT 84003
Phone: 307-200-9415
Email: grhlaw@hotmail.com

Accountant or Auditor

None

Investor Relations

None

All other means of Investor Communication:

Twitter:
Discord:
Linkedin:
Facebook:
[Other]:

Facebook, Linkedin, Twitter

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 any entity/individual that provided assistance or services to the issuer during the reporting period.

None

9) 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):

Name: Thomas R Lull
Title: Chief Financial Officer of the Issuer
Relationship to Issuer: Chief Executive Officer, Chief Financial Officer, Sole Director and Majority Shareholder

Describe the qualifications of the person or persons who prepared the financial statements:

Mr. Lull received his Bachelor of Science in Management Information Systems from Iowa State University. From 2009 through 2019, Mr. Lull was the CEO and CFO of Hybrid Operating Inc. of Midland, Texas, a 100 boepd oil production company. During that time, Mr. Lull produced or

otherwise made available all financial information on Hybrid Operating Inc. in connection with the production of semi-annual financial statements to Hybrid Operating Inc.'s audit accounting firm, Middleton Raines & Zapata of Houston, Texas and was responsible for the accuracy, form, and content of those financial statements.

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

2:45:00 PM
03/07/2026
Accrual Basis

Orion Diversified Holding Co Inc.
Balance Sheet Prev Year Comparison
As of December 31.2025

	<u>Dec 31,25</u>	<u>Dec 31,24</u>	<u>\$ Change</u>	<u>% Change</u>
ASSETS				
Current Assets				
Checking/Savings	64,053.56	79,747.57	(15,694.01)	0.00%
Accounts Receivable	1,270,000.00	10,130.00	1,259,870.00	0.0%
Other Current Assets	0.00	0.00	0.00	0.0%
Accounts Receivable	0.00	0.00	0.00	0.0%
Cash & Cash Equivalents	0.00	0.00	0.00	0.0%
Employee Advances	0.00	0.00	0.00	0.0%
Inventory	0.00	0.00	0.00	0.0%
Inventory Deposit	0.00	0.00	0.00	0.0%
Prepaid Expenses	0.00	0.00	0.00	0.0%
Total Other Current Assets	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>
Total Current Assets	<u>1,334,053.56</u>	<u>89,877.57</u>	<u>1,244,175.99</u>	<u>0.00%</u>
Fixed Assets				
Accumulated Depreciation	0.00	0.00	0.00	0.0%
Furniture & Equipment	0.00	0.00	0.00	0.0%
Property & Equipment (Net)	5,161,381.00	3,194,709.59	1,966,671.41	0.0%
Total Fixed Assets	<u>5,161,381.00</u>	<u>3,194,709.59</u>	<u>1,966,671.41</u>	<u>0.0%</u>
Other Assets				
Patent - Net	0.00	0.00	0.00	0.0%
Receivable from Shareholders	0.00	0.00	0.00	0.0%
Total Other Assets	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>
TOTAL ASSETS	<u>6,495,434.56</u>	<u>3,284,587.16</u>	<u>3,210,847.40</u>	<u>0.00%</u>
Liabilities & Equity				
Liabilities				
Current Liabilities				
Accounts Payable	0.00	0.00	0.00	0.0%
*Accounts Payable	0.00	0.00	0.00	0.0%
Total Accounts Payable	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>
Credit Cards	0.00	0.00	0.00	0.0%
Other Current Liabilities	0.00	0.00	0.00	0.0%
Accounts Payable	0.00	0.00	0.00	0.0%
Notes Payable	0.00	0.00	0.00	0.0%
Payroll Liabilities	0.00	0.00	0.00	0.0%
Total Other Current Liabilities	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>
Total Current Liabilities	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>

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03/08/2026
Accrual Basis

Orion Diversified Holding Co Inc.
Balance Sheet Prev Year Comparison
As of December 31.2025

	<u>Dec 31,25</u>	<u>Dec 31,24</u>	<u>\$ Change</u>	<u>% Change</u>
Long Term Liabilities				
Shareholders Payable	0.00	0.00	0.00	0.0%
Total Long Term Liabilities	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.0%</u>
Total Liabilities	0.00	0.00	0.00	0.0%
Equity				
Additional Paid In Capital	\$ 291,993.00	\$ 231,993.00	\$60,000.00	0.0%
Capital Stock	0.00	0.00	0.00	0.0%
Common Stock	\$5,429,075.09	\$3,424,082.75	\$2,004,992.34	0.0%
Dividends Paid	0.00	0.00	0.00	0.0%
Opening Balance Equity	0.00	0.00	0.00	0.0%
Retained Earnings	\$774,366.47	(\$371,488.59)	\$1,145,855.06	0.000%
Net Income	0.00	0.00	0.00	0.0%
Total Equity	<u>\$6,495,434.56</u>	<u>\$3,284,587.16</u>	<u>\$3,210,847.40</u>	<u>0.00%</u>
Total Liabilities & Equity	<u>\$6,495,434.56</u>	<u>\$3,284,587.16</u>	<u>\$3,210,847.40</u>	<u>0.00%</u>

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03/07/2026
Accrual Basis

Orion Diversified Holding Co Inc.
Profit & Loss Prev Year Comparison
January through December

	<u>2025</u>	<u>2024</u>	<u>\$ Change</u>	<u>% Change</u>
Ordinary Income/Expense				
Income				
Oil & Gas Revenue	1,281,415.39	32,186.70	1,249,228.69	0.0%
Total Income	<u>1,281,415.39</u>	<u>32,186.70</u>	<u>1,249,228.69</u>	<u>0.0%</u>
Expense				
Well Service(Stimulation)	0.00	0.00	0.00	0.0%
Pubco Maintenance	13,149.25	5,940.00	0.00	0.0%
Salary	32,873.76	0.00	0.00	0.0%
Bank Service Charges	90.00	145.00	0.00	0.0%
Taxes	379.74	469.29	0.00	0.0%
Transfer Agent	3825.00	3679.00	0.00	0.0%
Insurance Expense RRC Bond	2,703.73	2,285.00	0.00	0.0%
RRC Fees	12,260.96	0.00	0.00	0.0%
Travel Expense	0.00	0.00	0.00	0.0%
Gas Compression	0.00	0.00	0.00	0.0%
LOE Bakken / Eagle Ford	44,570.69	0.00	0.00	0.0%
Repairs & Maintenance	3860.00	0.00	0.00	0.0%
Professional Fees(Engineer)	5,055.50	0.00	0.00	0.0%
Chemical	0.00	0.00	0.00	0.0%
Property Tax Eagle Ford	555.70	0.00	0.00	0.0%
Payroll Expenses	375.00	0.00	0.00	0.0%
Compressor Haul	0.00	0.00	0.00	0.0%
Attorney Fees	15,861.00	5,850.00	0.00	0.0%
Total Expense	<u>135,560.33</u>	<u>18,368.29</u>	<u>0.00</u>	<u>0.0%</u>
Net Ordinary Income	<u>1,145,855.06</u>	<u>13,818.41</u>	<u>0.00</u>	<u>0.0%</u>
Net Income	<u>1,145,855.06</u>	<u>13,818.41</u>	<u>0.00</u>	<u>0.0%</u>

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03/07/2026
Accrual Basis

Orion Diversified Holding Co Inc.
Statement of Cash Flows
January through December 2025

	<u>2025</u>	<u>2024</u>
OPERATING ACTIVITIES		
Net Income	1,145,855.06	13,818.41
Adjustments to Reconcile Net Income to net cash provided by operations:		
Accounts Receivable	(1,270,000.00)	10,130.00
Cash & Cash Equivalents	64,053.56	79,747.57
Employee Advances	0.00	0.00
Inventory	0.00	0.00
Inventory Deposit	0.00	0.00
Prepaid Expenses	0.00	0.00
*Accounts Payable	0.00	0.00
Accounts Payable	0.00	0.00
Notes Payable - Bank	0.00	0.00
Payroll Liabilities	0.00	0.00
Net Cash provided by Operating Activities	<u>(60,091.38)</u>	<u>103,695.98</u>
INVESTING ACTIVITIES		
Accumulated Depreciation	44,595.95	17,147.58
Furniture & Equipment	0.00	0.00
Property & Equipment (Net)	13,548.99	6,800.80
Patent - Net	0.00	0.00
Receivable from Shareholders	0.00	0.00
Net Cash Provided by Investing Activities	<u>58,144.94</u>	<u>23,948.38</u>
FINANCING ACTIVITIES		
Shareholders Payable	0.00	0.00
Additional Paid In Capital	60,000.00	0.00
Capital Stock	0.00	0.00
Common Stock	6,000.00	0.00
Dividends Paid	0.00	0.00
Opening Balance Equity	0.00	0.00
Retained Earnings	0.00	0.00
Net Cash provided by Financing Activities	<u>66,000.00</u>	<u>0.00</u>
Net Cash increase for period	<u>(15,694.01)</u>	<u>(10,445.00)</u>
Cash at beginning of period	<u>79,747.57</u>	<u>90,192.57</u>
Cash at end of period	64,053.56	79,747.57

Orion Diversified Holding Co Inc.
Consolidated Statement of Changes in Stockholder's Equity (Deficit) For the Year Ending
December 31,2025

Unaudited

	Common Stock (1)		Additional Paid in Capital	Retained Earnings	Total Shareholders Equity (Deficit)
	Shares	Amount			
Balance 12/31/2023	5,820,406	3,690,532	231,993	(385,307)	3,537,218
Shares Issued					
Shares Repurchased					
Net Income (Loss)					
Balance 12/31/2024	10,000,000	3,424,082	231,993	(371,488)	3,284,587
Shares Issued					
Shares Repurchased					
Net Income (Loss)					
Balance 12/31/2025	11,880,000	5,429,075	291,993	774,366	6,495,434

ORION DIVERSIFIED HOLDING CO INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
For The Period Ended December 31, 2025

NOTE 1: THE COMPANY AND THE SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of these financial statements:

Organizational Information: Orion Diversified Holding Co Inc. (the Company) was incorporated in 2008 in the State of Nevada.

Industry Information: The company owns 67,960 mineral acres in major US oil and gas fields. The company owns a 10.17% royalty in 10,220.86 acres in Northwest Colorado. The company owns a minority working interest in 9,353.79 acres and 116 wells in northwest Colorado. The company owns a 6.02% minority interest in 22 wells in Grady County Oklahoma. The company owns a minority interest in 118 wells in Garvin County Oklahoma and Logan County Arkansas. The company owns a 37% non-operated working interest and 4% royalty in 1000 acres located in Uinta and Lincoln County Wyoming. The company owns a 1.20% royalty in 156 acres in Kingfisher County Oklahoma. The company owns 200 acres located in Las Animas County Colorado. The company owns 640 acres located in Beaver and Texas County Oklahoma. The company owns 243.20 acres in Freestone County Texas. The company owns 156.8 acres in Houston County Texas. The company owns 240 acres located in Atoka County Oklahoma. The company owns 160 acres in Noble County Oklahoma. The company owns a 0.03% royalty interest in 6,360 acres located in Garza and Lynn County Texas. The company owns a 1.6% royalty interest in 160 acres in Greeley County Kansas. The company owns a 0.3125% royalty interest in 320 acres in Texas County Oklahoma. The company owns 320 acres located in Converse County Wyoming. The company owns a 0.5% to 13.5% Working interest in 9 wells in North Dakota, Arkansas, and New Mexico. These wells are located on 4,000 acres. The Company owns a 0.41% royalty interest in a 241-acre property located in Freestone County Texas. The Company owns a 1.179% working interest in 5 wells operated by Occidental Petroleum in Ector County Texas. The Company owns a 1% Royalty Interest in 9280 Acres in Pecos County Texas. The Company owns a .15625% royalty interest in 640 acres located in Houston County Texas. The Company owns 100% of all Oil & Gas liquids and a 75%NRI in all minerals on 1127 acres held by production in San Miguel County Colorado. The Company owns a non-operated working interest in 2 wells in Caddo & Pittsburg County Oklahoma. The Company owns a royalty interest on 160 acres in Greer County Oklahoma. The Company owns and operates 3 vertical producing oil and gas wells on 1680 acres in the Eagle Ford Shale area of McMullen County Texas. The Company owns 2 horizontal producing oil and gas wells on 386 acres in the Bakken Shale area of Sheridan County Montana. The Company owns 4.25 acres of land in the Ten Mile Gold Mining District of Nevada.

Basis of Presentation: The accounting records of the Company are maintained on the accrual basis and the accompanying financial statements are presented on the accrual basis.

Principles of Consolidation: The accompanying consolidated financial statements include the accounts of the Company. Inter-company transactions and balances have been eliminated.

Depreciation and Amortization: The cost of property and equipment is depreciated over the estimated useful lives of the related assets using the accelerated recovery periods of the Internal Revenue Service. Purchased software is amortized on the straight-line basis over five years; organization expense and trademarks are amortized on the straight-line method over sixty months.

Accounts Receivable: The accounts receivable arise in the normal course of business from selling gas and oil. Accounts are written-off as they are deemed uncollectible based upon a periodic review of the accounts. At this time the company has receivables.

Concentration of Credit Risk: Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank deposits and trade accounts receivable. The Company has concentrated its credit risk for cash by maintaining deposits in financial institutions within the geographic region of Midland, Texas, which may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (FDIC). There is no excess deposit liabilities at this time. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash.

Management Estimations: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the period. Actual results could differ from those estimates. Orion Diversified Holding Co Inc.

Cash and Equivalents: For purposes of reporting cash flows, the Company considers all cash accounts which are not subject to withdrawal restrictions or penalties, and certificates of deposit with original maturities of 90 days or less to be cash or cash equivalents.

Revenue Recognition: Revenues on subscription contracts are recognized monthly over the life of the contract. Amounts that have been invoiced are recorded in accounts receivable and revenue or deferred revenue, depending upon whether the revenue recognition criteria have been met.

Inventory: The Company maintains its inventory on a perpetual basis utilizing the first-in first-out (FIFO) method. There is no inventory at this time.

NOTE 2: GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has minimal working capital and to date has relied on Tom Lull our CEO and his personal funds to acquire every asset. This condition raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is

dependent on its ability to meet its obligations, to obtain additional financing as may be required, and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3: INCOME TAX

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. SFAS 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. SFAS 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Consequently, because of uncertainty about the Company's ability to realize any future tax benefits from its unused net operating losses, no deferred tax asset relating to those losses has been recorded.

NOTE 4: COMMITMENTS

The company has no leased space at this time.

NOTE 5: NOTE PAYABLE

None

NOTE 6: CONSOLIDATION INFORMATION

None

NOTE 7: SHAREHOLDER NOTES PAYABLE

None

NOTE 8: LITIGATION

None

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, Thomas R Lull certify that:

1. I have reviewed this annual disclosure statement of Orion Diversified Holding Co 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 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.

March 7, 2026

/s/ Thomas R Lull
Thomas R Lull, CEO

Principal Financial Officer:

I, Thomas R Lull certify that:

1. I have reviewed this annual disclosure statement of Orion Diversified Holding Co 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.

March 7, 2026

/s/ Thomas R Lull
Thomas R Lull, CFO