Matchaah Holdings, Inc.

Quarterly Disclosure Statement

September 30, 2017

Matchaah Holdings, Inc.

Quarterly Disclosure Statement

September 30, 2017

PART A – GENERAL COMPANY INFORMATION

ITEM I – **The exact name of the issuer and its predecessor (if any).**

Matchaah Holdings, Inc.
(formerly Gear International, Inc.)

ITEM II – **The address of the issuer's principal executive offices.**

Matchaah Holdings, Inc.

10901 Nesbit Avenue South
Bloomington, MN 55437

Phone: 844.563.4832

Website: www.matchaah.com

ITEM III – **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Incorporated in the State of Nevada on November 25, 1996
Domesticated in the State of Wyoming on September 16, 2010
Reorganized in Delaware pursuant to Delaware General Corporation Law Section 251(g) on December 21, 2016.

PART B – SHARE STRUCTURE

ITEM IV – **The exact title and class of securities outstanding.**

Title/Class	CUSIP#	Symbol
Common	57667H 106	MCHA
Preferred Series A		

Preferred
Series B

ITEM V – **Par or stated value and description of the security.**

A.

Title/Class	**Par Value**
Common	$0.0001
Preferred	$0.0001

B. Common Stock

a. Dividends – None
b. Voting Rights – one vote per share of common stock
c. Preemption Rights – None
d. Material Rights – None
e. Provisions in Charter or By-Laws that would delay, defer or prevent a Change in control of the issuer – None.

2015:
On June 11, 2015, the Company issued 267,267 common shares to an officer/director in exchange for 4 Series A Preferred Control Shares to be held by the Company as Treasury Stock.

On June 23, 2015, the Company issued 213,813 of its common shares in exchange for 202,667 Series B Preferred Shares based on a conversion rate of 1:7,500. The conversion rate was subsequently reduced and changed $0.01 per share.

2016:
On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 21, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director returned the remaining six (6) Series A Preferred Control Shares to the Company, in addition to the four (4) Series A Preferred Control Shares previously returned to the Company on July 11, 2015 and held as Treasury Stock. The officer exchanged $60,000 of the outstanding

balance owed to him for 500,000 shares of common stock pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owned in Matchaah, Inc.
-An individual and new Secretary was issued 5,000,000 common shares, 1 Series A share and 36,967 Series B shares in exchange for certain shares he owned in Matchaah, Inc.
-Two individuals each exchanged $60,000 of debt for 500,000 common shares each, pursuant to Section 3(a)10 of the Securities Act of 1933, as amended.
–An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2016 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

Preferred Stock

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

Series C: As part of the amendment to the Company's Certificate of Incorporation wherein the Company effected a 1:7109 reverse stock split, because there were no Series C shares issued and outstanding, this series of preferred stock was eliminated and the designation was eliminated from the Company's Certificate of Incorporation.

ITEM VI – **The number of shares or total amount of the securities outstanding for each class of securities authorized:**

Common Stock	9-30-17	6-30-17
Shares authorized	200,000,000	200,000,000
Shares outstanding	50,177,374	50,062,557
Freely tradable	5,617,182	5,617,182
Beneficial shareholders	0	0
Shareholders of record	387	384
Preferred Stock Series A		
Shares authorized	10	10
Shares outstanding	10	10
Freely tradable	0	0
Beneficial shareholders	2	0
Shareholders of record	2	0
Preferred Stock Series B		
Shares authorized	600,000	600,000
Shares outstanding	600,000	600,000
Freely tradable	0	0
Beneficial shareholders	2	2
Shareholders of record	2	2

PART C – BUSINESS INFORMATION

ITEM VII – **The name and address of the transfer agent**

ACTION STOCK TRANSFER CO.
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Tel: (801) 274-1088
www.actionstocktransfer.com

The transfer agent is registered with the SEC.

ITEM VIII– **The nature of the issuer's business**

A. Business Development

The Issuer is a Corporation

The initial business of its predecessor started in October 1, 1996
Fiscal Year is December 31

All notes payable are being paid according to the terms or according to agreement.

Control of the company changed on December 21, 2016 and pursuant to the Holding Company Statute in Delaware, Section 251(g) and under the Agreement dated December 21, 2016 Matchaah Holdings, Inc. was incorporated on December 21, 2016 as the successor issuer to Gear International, Inc..

There is no pending or threatened legal action.

B. Business of Issuer

1. SIC Code Primary 5149, Secondary 2080
   Matchaah Holdings, Inc. develops and manufactures healthy beverages, blends, mixes and groceries made with matcha tea to sell to the grocery, drug, mass, club, convenience store, ecommerce and foodservice channels.

2. The company is not a shell and has never been a "shell company".

3. Matchaah Holdings, Inc. does not anticipate any unusual or unduly restrictive government regulations that would affect the operations of the Company.

4. Matchaah Holdings, Inc. invests in certain research and development, including syndicated data to understand consumer insights, trends, category and competitor performance as well as new formulation development based on future trends.

5. The costs of compliance with Federal, State or Local laws is not now nor anticipated to be excessive.

6. The company currently employs five persons.

ITEM IX – **The nature of products or services offered.**

A. Principal products or services, and their markets;
Matchaah Holdings, Inc. and its wholly owned subsidiary Matchaah, Inc. have developed a full brand line of consumer products that are marketed under the brand name MATCHAAH™, consisting of ready to drink beverages, blends and mixes made with matcha tea in multiple flavors and formats. The Company spun off Gear International Holdings, Inc. into escrow and as a result, has discontinued involvement and pursuit of gold

and silver exploration, mining projects, and all of that former subsidiary's prior business.

B. Distribution methods of the products or services;

To deliver the Company's products to the end user (the consumer), the Company uses a combination of third party logistics providers and a network of DSD and traditional distributors, primary grocery wholesalers and other specialty distributors to supply its retail, foodservice and other customers, as well as ecommerce.

C. Status of any publicly announced new product or service;

The Company has developed a complete line of new products not all of which have been announced as of this time. As of the date of this report, the Company had launched its MATCHAAH™ Shots and began production of its MATCHAAH Instant Latte. The Company plans to launch two more of its products by the end of the first quarter of 2018 with additional products anticipated to launch by the end of the second quarter of 2018.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The food and beverage industry is highly competitive with many large well established players. Many of these larger players are better capitalized and have more resources and better distribution than the Company. However most companies in the matcha market have responded to increased consumer demand by offering it in its traditional form, primarily differentiated by its packaging. Realizing that matcha tea in its traditional form is inconvenient for many consumers and often an acquired taste, Matchaah realized the opportunity to broaden the consumer reach and distribution; and to differentiate its products by producing product formats and flavors that are appealing to tea drinkers and non-tea drinkers alike. That way consumers who want the benefits and functionality of matcha tea can experience them in convenient formats in flavors they already know and love.

There are a number of smaller niche players in the emerging beverage market which, like the Company, are entrepreneurial in nature. However, these smaller competitors tend to be focused on a single product or a single limited product line and generally lack the larger product offering or multiple distribution channel opportunities that the Company has developed.

Although the Company has developed unique formulations and marketing strategies for each of its product platforms, larger potential competitors could develop competing formulas and marketing strategies. In general however, a trend has emerged with these larger market participants. That is, they tend to be so large that they have recognized that they are not efficient at innovation and product development and as a result, many of these consumer product based companies now look for growth through the acquisition of new brands and companies that have already deployed their own resources on product development and have gained market share. They seek attractive acquisition candidates.

In approaching these multi-billion dollar markets, the Company has focused on a small segment of the tea market that has demonstrated a very high probability for exceptional growth and has developed products that transcend the standard tea category. To that end and as part of its strategy to address competitive pressures within the market, the Company developed several product platforms to capitalize on the opportunity in multiple retail categories and multiple distribution channels. Thus, the competitive approach is not simply creating a product in a fast growing market segment but rather to create multiple products for the fastest growing market segments and using product platforms and formulations that meet consumer needs on all levels and as a result not just diversifying risk but maximizing opportunities.

E. Sources and availability of raw materials and the names of principal suppliers;

The primary ingredients that are used in the Company's products are commodity based items and the Company makes its purchase decision based largely on price, quality and availability.

F. Dependence on one or a few major customers;

The Company is not dependant on any one customer. As stated, part of its business plan has been based on multiple product platforms so that its revenues would derive from multiple retail categories and multiple distribution channels. Notwithstanding this approach, there are likely to be certain customers within certain distribution channels that represent a larger relative percentage of sales for that particular channel; but the fact that the Company has products that are fitting for multiple distribution channels and retail categories helps mitigate the risks associated with having large customers. The Company does not see dependence on major customers as a significant risk factor.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; **The**

Company has registered marks on the following:
Matchaah!®,
Matchaah Shots®,
SoMatchaah®,
Tea for Better Being™, and
Brands for Better™

H. The need for any government approval of principal products or services and the status of any requested government approvals. Most or all of the Company's products must meet FDA label claim requirements.

ITEM X – **The nature and extent of the issuer's facilities**

The Company's principal executive offices are located at 10901 Nesbit Avenue South, Bloomington, MN 55437.

The current address for all Officers and Directors is: 10901 Nesbit Avenue South, Bloomington, MN 55437 and telephone number is 844.563.4832.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM XI – **The name of the chief executive officer, members of the board of directors, as well as control persons all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:**

A. Officers and Directors

Name/Address	**Officer/Director**	**Compensation**	**Shares Beneficially Owned**
Paul Henson 10901 Nesbit Avenue S. Bloomington, MN 55437	CEO, President	$135,000	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson 10901 Nesbit Avenue S. Bloomington, MN 55437	Secretary and Chief Counsel	$80,000	1 Series A 36,967 Series B 4,900,000 Common

B. Legal/Disciplinary History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree 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; been subject to a finding or judgment by a court of competent jurisdiction, 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; or been 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.

C. Family Relationships

There are no family relationships among or between the issuer's directors, officers or beneficial owners of more than five percent of any class of the issuer's equity securities.

D. Related Party Transactions

On September 28, 2016, the Company's wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company's CEO, Paul Henson, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company's option, $300,000 of this debt can be converted into shares of the Company's common stock based on a conversion rate of $4 per share. Matchaah has the right to defer payment under the agreement until October 1, 2018.

During the quarter ended March 31, 2017 the Company issued 200,000 warrants to its CEO/President and 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $1.10 and an expiration date of December 31, 2020. As of September 30, 2017, 150,000 of these warrants had vested to each officer.

E. Conflicts of Interest

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEM XII – **Financial information for the issuer's most recent and preceding fiscal period.**

SEE ATTACHED FINANCIAL STATEMENTS

ITEM XIII – **Beneficial Owners**

Paul Henson	9 Series A 332,700 Series B 43,000,000 Common
Peder K. Davisson	1 Series A 36,967 Series B 4,900,000 Common

ITEM XIV - **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

Legal Counsel

Davisson & Associates, PA
Peder K. Davisson
4124 Quebec Avenue North, Suite 306
Minneapolis, MN 55427
pederd@davissonpa.com
763-355-5678

ITEM XV – **Management's Discussion and Analysis or Plan of Operation**

During the period ending September 30, 2017, the Company's sales increased from the prior period ending June 30, 2017, by 42.5% and while sales in absolute value were modest, this was intentional and part of management's larger plan to meet what it believes will be significant and exponential growth. Based on the initial response from both consumers and retailers to the Company's products, management is anticipating exponential growth quarter over quarter beginning in the fourth quarter and continuing through 2018. The Company recognizes that this type of significant growth requires the kind of measured preparation that was made in the period ending September 30, 2017. This way the Company is in a position not only to capture the initial market opportunity, but when the preliminary indications of interest it has for its products are converted into fully committed orders, it will have the infrastructure in place and can manage that growth effectively. Many companies make the mistake of thinking that having a great product alone is enough; and while that's clearly fundamental, if they haven't taken the steps to ensure that their supply chain can handle a large influx of orders or made sure that they have an optimum distribution network in place, they find themselves reacting instead of managing and directing their operations; and as a result find that they really are not equipped to manage and maintain growth. Thus, knowing that it has developed a number of product lines that are already in a superior position to capture market share, (not only in the matcha tea space but in each of the channels andcategories that the products where developed for), Matchaah's management could see that to be positioned to optimize, drive and handle significant rapid growth it was necessary to take the time in the period ending September 30, 2017 to:

1) gain deeper insight into its consumers to further refine the brand and consumer facing communications;
2) test new and existing distribution channels prior to a full scale operation;
3) test pricing elasticity and effectiveness of various promotions and
4) further refine its production processes and
5) establish credible regional and national distribution partnerships.

By focusing on these items, Matchaah's management believes it now is not only in a better position to manage the anticipated growth in sales but to further drive it and to generate more sales overall. So while growth in sales in the third quarter was modest, this was by design as management ramped up and positioned the Company to be a dominant brand and reliable supplier to its customers.

<u>Line Review</u>.

During the period ending September 30, 2017 the Company also prepared for upcoming "key account" line reviews scheduled for the fourth quarter of 2017. Each account requires a unique presentation and strategy depending on the retailer's format. This includes category, merchandising, pricing and promotion strategies and projected sales. Positioning each product in the right category must be strategic as it can be extremely useful in overall success of each product.

<u>Production.</u>

In addition, during the period, the Company refined its Matchaah Instant Latte product line packaging and co-packing process for anticipated release in new stores in the following period. Further, the Company refined packaging, POS and manufacturing efficiencies on its MATCHAAH shots to 1) communicate better to consumer targets for this item and 2) to have brand continuity on packaging from look and feel to core messaging that will be included on all MATCHAAH branded products.

Management is preparing for the launch three new products between Q4 2017 and Q1 of 2018, two of which are expected to lead the brand in dollar sales and are more complicated and costly to manage in the supply chain. Mistakes can be very costly due to large minimum order quantities and longer lead times. Therefore management is focused on doing minimal production runs and soft launches to find areas of improvement and efficiency. Given the fact that these “key” products require large minimum production runs and have long lead times, it makes it especially important to be prepared in every area from branding to supply chain and production. Furthermore, securing, maintaining and managing co-packing relationships for these products are often the most difficult area for new brands to secure, as line and production availability is more difficult to secure unless there is a sales history. Projections are also difficult to determine without previous sales data. Using competitive analysis and insight on soft launches from the first product launch to test promotional and price points, digital/social media testing, merchandising and placement strategies and more helped management become more prepared for further product launches. Developing effective communication and planning strategies was also a key focus in this period to prepare for the launch of subsequent products and to maintain good working relationships with co-packers. Another challenge with these next products will be inventory management. Being prepared for unexpected growth while maintaining lean inventory and maximizing cash flow is essential. This was also considered in the processes being developed with vendors and co-packers. Management retained a consulting agency that specializes in managing production and supply chain. The principal of this agency also became an advisory board member and strategic investor in the period ending September 30, 2017. Matchaah has successfully secured line time and negotiated agreements with its co-packing partners for its products for 2018.

Innovation.

This year, 2017 was a big year for matcha tea in mainstream media channels, in particular, Google searches and social media. Matcha was a top search word in relation to beverages according to Google’s first ever “Beverage Search Trend Report.” According to Google, matcha tea has seen 202% year over year growth over the last 5 years and implies that matcha tea is now becoming more mainstream. foodandwine.com also reports this year that “in the U.S., matcha (especially teas and lattes) is also exploding in popularity. Since 2015, it has experienced a 202 percent year-over-year growth rate, and while it’s usually associated with the drinkable tea version, matcha has also been incorporated into desserts like cakes, cookies, and ice cream at a search rate of 62 percent year-over-year”. Other reports show the social media popularity and growth stating this year Pinterest has seen over 4 million downloads for matcha tea recipes and #matcha and you’ll find over 2 million images. In anticipation for a more rapidly expanding competitive landscape and copycat innovators, management also spent time refining its beyond core launch SKU's for two of its products. Due to the multi-billion dollar market in these categories, management feels it is important to be prepared for 2018 line reviews in order to expand any existing shelf space that it secures in 2018 and to have line extensions available for additional categories and more rapidly expand into distribution channels that are rapidly expanding their "better for you" food and beverage offerings such as convenience store, drug and foodservice.

Distribution.

Distribution was an important focus area in the third quarter of 2017 for Matchaah. With the breadth of the MATCHAAH brand line, management determined that the best approach for managing certain "targeted" retail accounts and to expedite trial and distribution for existing products and new ones in 2018 was to focus on securing agreements with strategic national and regional distributors. Management has been working with well-established distributors to plan a launch into their key accounts, who typically prefer, and in some cases require distribution if the product line consists of ready-to-drink products. This allows Matchaah to work with a single customer for several accounts and reach multiple retail categories, streamlining and expediting the process. It also decreases the workload and increases the effectiveness of promotional executions and account management and it builds credibility for Matchaah as the distributors it is currently in working with have strict requirements for inclusion in their product offerings. This gives retailers confidence as they know that the company and its products have been thoroughly vetted for safety requirements, quality standards and general reliability as the company being set-up must be working with approved suppliers, have adequate insurance coverages, etc.. This also makes it easier for a retailer to bring a product in for trial as they prefer to work with as few vendors as possible to minimize complexities in their own systems. Because the set-up process with these distributors can take months after the decision has been made to work with a company, many of these distributors will not bring on a new company, draft and negotiate contracts, and all of the additional work that goes into setting up the vendor unless there is enough current distribution or demand from their accounts to warrant the time, cost and effort to go through the set-up process. To be more specific, most of the distributors Matchaah targeted have specific requirements such as market performance or a specific number of requests from retailers they service to bring the product line in. Without either current distribution and proven sales history, or a proven demand directly from the retailers, it is often not possible to become distributed by these distributors. Management specifically focused on creating the demand from select distributors "key accounts" to expedite the set-up process. Management focused on several of the largest distributors of natural and emerging foods and beverages in the nation and succeeded in initiating the “set-up” process in at least two of them during the period ending September 30, 2017. The distributors Matchaah is working with collectively service nearly 100% of the food and drug retailers in the United States, in addition to foodservice and specialty niche markets such as college campuses, office vending, hotel cafe’s, coffee shops, airports, gift shops, and more.

Fulfillment and Operations

Management focused on preparing for a variety of different order fulfillment requirements from retail and distribution customers. Almost every customer has different requirements. Management spent time developing a contract for its fulfillment partners to be responsible for any losses or fines resulting in the mismanagement of the fulfillment process. This is critical since there are fines associated with mistakes. Management negotiated with its fulfillment partners and developed an agreement to use moving forward for any new fulfillment partners it brings on. This is very important to accomplish prior to the launch with key national and regional retail or distribution customers. The consulting firm brought in to assist with supply chain management along with legal counsel specializing in corporate litigation were used to assist in this area.

Branding

In preparation of launching our lead products with larger retailers, management used this period to understand its core audience and consumer segments. As mentioned previously, this is especially important given the fact that the products anticipated to be released in 2018, require large production runs and have long lead times, and therefore they could lead to the loss of customers if done incorrectly and not managed correctly from the beginning, Having a deeper understanding of our core audience segments by gathering insights from consumer events, social media testing and sales data is necessary to minimize mistakes and maximize effectiveness of subsequent product launches. Management focused on this area heavily in the period ending September 30, 2017, refining its packaging, POS and consumer facing messaging in preparation for production of the Company’s next products. Management also retained a marketing manager with unique and relevant to assist in implementing launch strategies to helps sell-through. She joined the Matchaah team with years working on iconic and global brands and other well established agencies in. Management feels it now has a better understanding of its core audience and is now prepared for new product launches. All product packaging and POS has been refined and consumer facing communications are currently being refined in preparation of national launches in 2018.

Expenses

The Company incurred expenses including deferred compensation for legal, sales, marketing and the CEO, totaling approximately $190,000 during the third quarter ending September 30, 2017.

In addition to deferred compensation, the company incurred additional expenses relating to the production of its first and second product launches which will resulting in approximately $500,000 of inventory wholesale value moving into the 4th quarter of 2017. This value is not reflected in the Company's financial statements pursuant to the accounting conventions required under U.S. Generally Accepted Accounting Principles which require that inventory be reflected strictly as the cost of the components. Management felt that this merited discussion since in the Company's discussions with banks and other financing resources that the CEO has established relationships with, the inventory is being looking at as the value that it will likely be realized from its sale, based on sales of the product bona fide retail and wholesale accounts. The value of approximately $500,000 we refer to is based upon the historical and/or projected split between wholesale/distributor pricing and direct to retail prices. As for the period ending June 30, 2017 approximately half of the Company's sales were wholesale and the other half were direct to retail.

The Company had additional expenses related to sales activities, fulfillment, warehousing, marketing, merchandising and items not currently reflected in the value of the inventory. There were expenses such as point-of-sale materials including POP displays to secure better placement and a more noticeable shelf presence, promotion of the products at store level, third party fulfillment labor and material costs related to custom pack-outs for specific accounts such as Amazon.

Anticipated Increases in Expenses:

The Company anticipates increased expenses in Q4 related to increased sales activities, trade shows, travel and marketing expenses, and administrative support, as the Company acquires new retail and distribution partners.

Off-Balance Sheet Transactions

Matchaah has been subleasing its office space from CPG Logic at $4,800 per month. The lease runs from October 2016 to December 2017 and Matchaah has the opportunity to take over the lease and is in negotiations for a lower rate, which we expect to receive.

In anticipation of increased demand for inventory and expenses, management arranged to have the option to defer payments to CPG Logic, Inc. for the intellectual property until July, 2018. This gives the company the option to use its cash flow to continue producing product and help pay for increased expenses related to the anticipated functioned activities.

Defaults of Senior Securities
The Company is not presently in default on any promissory notes.

Other Information

Increase/Decrease in Authorized Shares
None. There has been no change since the Company's last quarterly filing on June 30, 2017.

Departure of Director or Principal Officers; Appointment of Principal Officer
None. There has been no change since the Company's last quarterly filing on June 30, 2017.

PART E – ISSUANCE HISTORY

ITEM XVI– **List of securities offerings and shares issued for services in the past two years.**

An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of September 30, 2017 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

At the end of this reporting period and immediately subsequent thereto, the Company sold an aggregate of 254,579 restricted shares of its common stock pursuant to the exemptions from registration under Section 4(2) and/or Rule 506 of the Securities Act of 1933, as amended, to 6 strategic investors. The Company issued these shares at a discount to the market at an average price per share of $0.71, in prices ranging from $0.50 per share to $1.05 per share. The Company's management identified these purchasers as strategic investors, with each having significantly more to contribute to the Company's success than the funds they invested. The discounts provided were based on a combination of the amount invested and the relative additional value management believed the purchaser would provide. Management believes that having these individuals and entities invested in the Company will provide them with additional incentive to advance the Company's business, for the benefit of the Company and its shareholders. The sales that were made during this period are reflected in the Company's financial statements as shares to be issued but were not issued as of the date of the financial statements accompanying this report.

PART F – EXHIBITS

ITEM XVII– **Material Contracts**

INCLUDED IN JUNE 30, 2017 QUARTERLY DISCLOSURE.

NO CHANGES SUBSEQUENT TO THAT FILING.

ITEM XVIII – **Articles of Incorporation and Bylaws.**

INCLUDED IN DECEMBER 31, 2016 ANNUAL DISCLOSURE.

NO CHANGES SUBSEQUENT TO THAT FILING.

ITEM XIX – **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

NONE

ITEM XX – **Issuer's Certifications**

1. I, Paul Henson, have reviewed this September 30, 2017 Quarterly Disclosure Statement of Matchaah 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 the 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.

Date: November 20, 2017

/s/ *Paul Henson*
Paul Henson, President and CEO

ITEM XII – Financial information for the issuer's most recent and preceding fiscal period

FINANCIAL STATEMENTS FOR MATCHAAH HOLDINGS, INC. FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017 AND THE YEAR ENDED DECEMBER 31, 2016

Matchaah Holdings, Inc.

Consolidated Balance Sheets

(Unaudited)

ASSETS

	September 30, 2017	December 31, 2016
CURRENT ASSETS		
Cash and cash equivalents	$ 166,396	$ 140,326
Accounts receivable, net	21,637	-
Total current assets	188,033	140,326
INVENTORY, net	114,083	-
EQUIPMENT, net	2,950	-
OTHER ASSETS		
Intellectual property	600,000	600,000
Consolidated goodwill	599,000	447,992
Organization costs	-	1,000
Total Assets	$ 1,504,066	$ 1,189,318

LIABILITIES AND STOCKHOLDERS' EQUITY

	September 30, 2017	December 31, 2016
CURRENT LIABILITIES		
Accounts payable	$ 76,196	$ 1,564
Advances from shareholders	62,123	17,177
Total current liabilities	138,319	18,741
LONG-TERM LIABILITIES		
Accrued salaries	251,000	22,800
Note payable - related party	569,255	575,000
	820,255	597,800
TOTAL LIABILITIES	958,574	616,541
STOCKHOLDERS' EQUITY		
Preferred stock - par value $.0001, 5,000,000 and 20,600,010 shares authorized respectively, 600,010 and 600,010 shares issued and outstanding respectively	60	60
Common stock - par value $.0001, 200,000,000 and 6,000,000,000 shares authorized respectively, 50,177,374 and 50,177,374 shares issued and outstanding respectively	5,018	5,018
Paid-in capital	1,096,705	1,096,705
Stock to be issued	350,001	170,000
Retained earnings (deficit)	(906,292)	(699,006)
Total stockholders' equity	545,492	572,777
Total Liabilities and Stockholders' Equity	$ 1,504,066	$ 1,189,318

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.

Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Revenue	$ 68,355	$ -	$ 116,339	$ -
Cost of revenue	30,007	-	63,460	-
Gross Profit	38,348	-	52,879	-
Selling and marketing expenses	10,927	-	19,838	-
General and administrative expenses	178,500	22,737	430,251	74,478
Total operating expense	189,427	22,737	450,089	74,478
Loss from operations	(151,079)	(22,737)	(397,210)	(74,478)
Other Income (Expense):				
Interest income	-	-	-	-
Interest expense	-	-	-	-
Total Other Income (Expense)	-	-	-	-
Net Loss Before Income Taxes	(151,079)	(22,737)	(397,210)	(74,478)
Provision for income taxes	-	-	-	-
Net Loss	$ (151,079)	$ (22,737)	$ (397,210)	$ (74,478)
Earnings Per Share (see Note 2)				
Weighted average number of common stock outstanding	25,250,008	25,250,008	25,250,008	25,250,008
Net loss per share	$ (0.01)	$ -	$ (0.02)	$ -

The accompanying notes are an integral part of these financial statements.

Matchaah Holdings, Inc.

Consolidated Statement of Stockholders' Equity

(Unaudited)

	Preferred Stock		Common Stock		Paid-in	Stock To Be	Accumulated	Treasury	
	Shares	Amount	Shares	Amount	Capital	Issued	Deficit	Stock	Total
Balance, December 31, 2015	230,343	$ 23	677,374	$ 68	$ 598,299	$ -	$ (408,381)	$ (190,000)	$ 9
Cancellation of common shares returned by various shareholders (November 28, 2016)			(384,443)	$ (38)	$ 38				-
Issuance of common shares in exchange for debt cancellation (November 30, 2016)			384,443	$ 38	$ 64,362				64,400
Board of directors apporve a 1:7,109 reverse split of the common shares (December 20, 2016)									
Issuance of common shares in exchange for debt cancellation and return of Series A preferred stock (December 20,2016)	(10)	$ -	500,000	$ 50	$ (130,050)			$ 190,000	60,000
Issuance of common, Series A and B preferred shares for partial acqusition of subsidiary (December 20, 2016)	369,677	$ 37	200,000	$ 20	$ 2,380				2,437
Transfer of assets and liabilities to subsidiary (December 20, 2016)					$ (151,008)				(151,008)
Issuance of common shares in exchange for debt cancellation (December 28, 2016)			1,000,000	$ 100	$ 119,900				120,000
Issuance of common shares for partial acqusition of subsidiary (December 28, 2016)			4,000,000	$ 400	$ 49,996				50,396
Issuance of common shares for partial acqusition of subsidiary (December 28, 2016)			43,800,000	$ 4,380	$ 542,788				547,168
Stock to be issued in exchange for cash (December 31, 2016)						$ 170,000			170,000
Net income (loss)							(290,625)		(290,625)
Balance, December 31, 2016	600,010	$ 60	50,177,374	$ 5,018	$ 1,096,705	$ 170,000	$ (699,006)	$ -	$ 572,777
Spin off of wholly-owned subsidiary (July 1, 2017)							$ 189,924		189,924
Stock to be issued in exchange for cash (September 30, 2017)						$ 180,001			180,001
Net income (loss)							(397,210)		(397,210)
Balance, September 30, 2017	600,010	$ 60	50,177,374	$ 5,018	$ 1,096,705	$ 350,001	$ (906,292)	$ -	$ 545,492

Matchaah Holdings, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Operating Activities		
Net income (loss)	$ (397,210)	$ (74,478)
Adjustments to reconcile net loss to net cash:		
useed in operating activities:		
Non-cash compensation	-	-
Depreciation and amortization	-	-
Changes in assets and liabilities:		
Accounts receivable, net	(21,637)	-
Inventory	(114,083)	-
Accounts payable and accrued expenses	347,778	109,388
Spin-off of subsidiary	38,916	-
Total adjustments	250,974	109,388
Net cash used in operating activities	(146,236)	34,910
Investing Activities		
Acquisition of equipment	(2,950)	-
Acquisition of intangible assets	-	-
Net cash provided by investing activities	(2,950)	-
Financing Activities		
Issuance of stock for cash	180,001	-
Reimbursement of organization costs	1,000	-
Payments on borrowings	(5,745)	(20,000)
Proceeds from borrowings	-	-
Net cash provided by financing activities	175,256	(20,000)
Net increase in cash and cash equivalents	26,070	14,910
Cash and cash equivalents at beginning of period	140,326	12,441
Cash and cash equivalents at end of period	$ 166,396	$ 27,351
Supplemental cash flow information:		
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -
Noncash investing and financing activities:		
Acquisition of assets by issuance of stock	$ -	$ -
Settlement of debt by issuance of stock	$ -	$ -

NOTE 1 - **Organization and Basis of Presentation**

Matchaah Holdings, Inc., a Delaware corporation, was incorporated on December 21, 2016 as part of and pursuant to Delaware General Corporation Law Section 251(g) by and among Matchaah Holdings, Inc., Gear International, Inc. and Gear International Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer). Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,177,374 share of common stock, $0.0001 par value, issued and outstanding.

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

In the opinion of management, the accompanying balance sheets and related statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

NOTE 2 - <u>Summary of Significant Accounting Policies</u>

Principles of Consolidation – The accompanying consolidated financial statements include the accounts of Matchaah Holdings, Inc. and Matchaah, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents - The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents. There are no cash equivalents as the balance sheet date.

Long-Lived Assets - The Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts.

Revenue Recognition – Sales are recognized upon shipment of product to the customer. Provisions for returns and allowances are recorded in the period sales occur. Payments received from customers prior to shipment of the product to them are recorded as customer deposit liabilities.

Income Taxes - The Company's current provision for income taxes is based upon its estimated taxable income in each of the jurisdictions in which it operates, after considering the impact on taxable income of temporary differences resulting from different treatment of items for tax and financial reporting purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible. Should management determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Accounts Receivable – Trades receivables are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debts expense when an account balance is deemed to be uncollectible.

Inventory – Inventory consist of raw materials and finished goods. Inventory include only the purchase costs and are stated at the lower of cost or market. Inventory cost is determined using the FIFO method.

Property and Equipment – Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is computed on a straight-line basis over the estimated useful lives of the assets. Upon disposition of assets, the related cost and accumulated depreciation and amortization is eliminated and any gain or loss is included in the statement of operations. Expenditures for major improvements are capitalized. Maintenance and repairs are expensed as incurred.

Goodwill and Intangible Assets – The Company's intangible assets, acquired by the Company's wholly-owned subsidiary Matchaah Inc. for $600,000 in September, 2016, include tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. These assets are deemed to have indefinite lives and, accordingly, are not amortized, but are evaluated for impairment at least annually. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

NOTE 3 - Acquisition of Subsidiaries

On December 21, 2016, Gear International, Inc. entered into a reorganization pursuant to Delaware General Corporation Law Section 251(g) by and among Gear International, Inc., Gear International Holdings, Inc. and Matchaah Holdings, Inc. (the "Reorganization"). Under the terms of the Reorganization, the shareholders of Gear International, Inc. became shareholders of Matchaah Holdings, Inc., Gear International, Inc. was merged with and into Gear International Holdings, Inc., with Gear International Holdings, Inc. surviving and emerging as a wholly owned subsidiary of Matchaah Holdings, Inc. (the successor public issuer).

Matchaah, Inc., a Minnesota corporation, the wholly owned subsidiary of Matchaah Holdings, Inc., is headquartered in Minneapolis. Matchaah, Inc., was founded in September of 2016 and decided to enter the U.S. capital markets through a reverse takeover of a publicly traded company ("RTO") namely Gear International, Inc. As part of the RTO and the transactions described below, Gear International, Inc. changed domiciles from the State of Wyoming and was reincorporated in the State of Delaware. In order to effect the change in domicile, a certificate of conversion and a new certificate of incorporation were filed in the State of Delaware and the company's charter was dissolved in the State of Wyoming.

Matchaah Holdings, Inc., a Delaware corporation was incorporated on December 21, 2016 as part of the RTO and 251(g) reorganization. Simultaneously with the Reorganization and as part of the RTO, the shareholders of Matchaah, Inc. entered into a share exchange agreement with Matchaah Holdings, Inc. and Matchaah, Inc. became a wholly owned subsidiary of Matchaah Holdings, Inc. In conjunction with the reverse takeover and 251(g) reorganization, the Company has established the purchase price of Matchaah Inc., based upon its value as of December 21, 2016, the reorganization date, to be $600,000. The purchase price exceeded the fair value of the net assets acquired by $600,000. This balance was allocated to goodwill.

As part of these transactions, in order to accommodate the acquisition of Matchaah, Inc., Matchaah Holdings effected a 1 for 7,109 reverse split of its common stock. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. Following the RTO and completion of these transactions, Matchaah, Holdings, Inc. became the successor publicly traded issuer, with 50,177,374 share of common stock, $0.0001 par value, issued and outstanding.

Effective July 1, 2017, Gear International Holdings, Inc. was spun off and Matchaah Holdings, Inc. has only the one subsidiary, Matchaah, Inc.

NOTE 4 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through September 30, 2017 the Company had incurred cumulative losses of $397,210 and has working capital of $49,714 as of September 30, 2017. The Company's ability to continue as a going concern is dependent upon achieving a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met through product sales, cash flows from operations and third party financing. There is no assurance that the company will be able to implement the plan.

NOTE 5 - Stockholders' Equity

On December 20, 2016, the Board of Directors approved a 1-for-7,109 reverse split of the common shares. Fractional shares were rounded up to the next full share and all shareholders' certificates with fewer than 100 shares after the reverse stock split were rounded up to 100 shares. All share and per share information is the accompanying consolidated financial statements and footnotes has been retroactively restated to reflect this reverse split.

Preferred Stock

Series A: The holders of the Series A Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series A Preferred Stock shall have super-voting rights equal to the total aggregate number of all common shares and all preferred shares issued and outstanding. The Series A Preferred Shares shall have no conversion rights.

Series B: The holders of the Series B Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series B Preferred Stock shall have votes based upon its conversion rate and converts to common on a basis of .01-for-1. Each share of the Series B Preferred Shares will therefore be entitled to one one-hundredth votes per share and each share of the Series B Preferred Shares may be converted, at the option of the holder, at any time, and / or from time to time, into one one-hundredth (.01) shares of the Corporation's common stock.

Series C: The holders of the Series C Preferred Shares shall be entitled to receive dividends when, as, and if declared by the Board of Directors, in its sole discretion. Each share of the Series C Preferred Stock shall have votes based upon its conversion rate. Each share of the Series C Preferred Shares will therefore be entitled to ten (10) votes per share. Each share of the Series C Preferred Shares shall be convertible, at any time, and / or from time to time, into ten (10) shares of the Corporation's common stock.

2016:

On November 28, 2016, various shareholders returned a total of 384,443 shares for cancellation.

On November 30, 2016, a total of 192,222 shares were issued to an officer in payment of $32,200.00 of accrued salaries.

On November 30, 2016, a total of 192,221 shares were issued to an individual in payment of $32,200 of debt.

On December 20, 2016, in conjunction with the 251(g) reorganization:
-The former sole officer/sole director exchanged 6 Series A shares plus $60,000 in accrued salaries for 500,000 shares of common stock.
-The new CEO/director was issued 43,000,000 common shares, 9 Series A shares and 332,700 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-An individual was issued 5,000,000 common shares, 1 Series A share and 36,967 Series B shares in exchange for certain shares he owns in Matchaah, Inc.
-Two individuals each exchanged $60,000 of debt 500,000 common shares.
-An entity and three individuals purchased 340,000 common shares in exchange for $170,000 cash. As of December 31, 2016 the shares had not been issued and were reflected as "Stock To Be Issued" on the Company's balance sheet.

Stock Options and Warrants

The Company has no outstanding warrants or options as of December 31, 2016.

During the nine85+ months ended September 30, 2017 the Company issued various warrants for services. A summary of the Company's warrants is as follows:

	Shares	Exercise Price	Expiration Date	Vested
Outstanding, January 1, 2017	-	-	-	-
Issued 1st Qtr	400,000	$1.10	12-31-20	300,000
Issued 1st Qtr	195,000	$0.05	12-31-20	165,000

NOTE 6 - Commitments and Contingencies

Litigation
At September 30, 2017 the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company.

Lease
The Company leases office space for $4800 month lease from a company owned by the president. The lease runs from October, 2016 through December, 2017.

NOTE 7 - Related Party Transactions

See Note 5 for equity transactions with related parties made in conjunction with the reorganization that occurred on December 21, 2016. See Note 6 for a lease transaction with a related party.

On September 28, 2016, the Company's wholly-owned subsidiary, Matchaah, Inc., acquired certain intellectual property from CPG Logic, Inc., a company owned by the Company's CEO, for $600,000. The sale included tradename, formulas, trade secrets, packaging designs, artwork, customer lists and other intangible assets. Under the terms of the sale, the purchase price of $600,000 is to be paid as follows: $25,000 on or before December 31, 2016 and the balance of $575,000 to paid out of revenues each month limited to 5% of gross revenues actually collected, net of returns and allowances. At the Company's option, $300,000 of this debt can be converted into shares of the Company's common stock based on a conversion rate of $4 per share.

During the nine months ended September 30, 2017 the Company accrued salary totaling $127,500 and issued 200,000 warrants to its CEO/President. During the nine months ended September 30, 2017 the Company accrued salary of $85,000 and issued 200,000 warrants to its Secretary/Chief Counsel as part of their compensation packages. The warrants have an exercise price of $1.10 and an expiration date of December 31, 2020. As of September 30, 2017, 150,000 of these warrants had vested to each officer.

NOTE 8 - Income Taxes

No provision for income taxes has been recorded in these financial statements based on accumulated net operating losses of $397,210 since December 21, 2016, the effective date of the 251g reorganization. These losses may be used to offset against future taxable income. Net operating losses accumulated prior to the December 21, 2016 251g reorganization date were lost based upon IRS change of ownership limitations. Due to the uncertainty as to the utilization of net operating loss carry-forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and the related valuation account as of September 30, 2017 is as follows:

Deferred tax asset:	
Net operating loss carry-forward	$ 158,884
Valuation allowance	(158,884)
	$ -