

**Disclosure Statement Pursuant to the Pink Basic Disclosure
Guidelines**

OM HOLDINGS INTERNATIONAL, INC.

1221 Brickell Ave
Suite 900
Miami, FL 33131

305.901.1497
Us.info@omholdingsinc.com
www.omholdingsinc.com

**Quarterly Report
For the Period Ending: May 31, 2021
(the "Reporting Period")**

As of May 31, 2021, the number of shares outstanding of our Common Stock was:
50,200,596

As of February 28, 2020, the number of shares outstanding of our Common Stock was:
46,200,596

As of August 31, 2020, the number of shares outstanding of our Common Stock was:
44,400,596

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

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

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

Yes: ☒ No: ☐

1) Name 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.

**OM HOLDINGS INTERNTIONAL, INC.
PORTAGE RESOURCES, INC. until 12/2020**

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Company was incorporated on 7/20/2006 in the state of Nevada, it is currently active

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

None

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

1 for 5,000 reverse split December 14, 2020
Acquisition of K-Mark's Foods (1996) Limited Q1 - 2021
Acquisition of Rydeum Caribbean, Inc Q2 - 2021
Acquisition of United Collateral, PLC – In Progress

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

1221 Brickell Ave
Suite 900
Miami, FL 33131

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol: OMHI
Exact title and class of securities outstanding: COMMON STOCK
CUSIP: 67114M103
Par or stated value: 0.0001

Total shares authorized:	<u>510,000,000</u>	as of date: <u>May 31, 2021</u>
Total shares outstanding:	<u>46,200,596</u>	as of date: <u>May 31, 2021</u>
Number of shares in the Public Float:	<u>65,667</u>	as of date: <u>May 31, 2021</u>
Total number of shareholders of record:	<u>30</u>	as of date: <u>May 31, 2021</u>

Transfer Agent

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

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

3) Issuance History

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:									
<p style="text-align: center;"><u>Opening Balance</u></p> <p>Date <u>August 31, 2019</u> Common: <u>1,950,863,362</u></p> <p style="text-align: center;">Preferred: <u>0</u></p>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/14/2020¹</u>	<u>cancel</u>	<u>1,950,863,362</u>	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>various</u>	<u>Split cancel</u>	<u>Both</u>	<u>N/A</u>
<u>12/14/2020¹</u>	<u>Split issuance</u>	<u>400,596</u>	<u>Common</u>	<u>N/a</u>	<u>N/a</u>	<u>various</u>	<u>Split Issuance</u>	<u>Both</u>	<u>N/A</u>
<u>2/7/2021</u>	<u>New</u>	<u>1,000,000</u>	<u>Preferred</u>	<u>0.0001</u>	<u>No</u>	<u>Mark Vanterpool</u>	<u>Cash</u>	<u>restricted</u>	<u>N/A</u>
<u>2/7/2021²</u>	<u>New</u>	<u>36,497,361</u>	<u>Common</u>	<u>1.50</u>	<u>No</u>	<u>Mark Vanterpool</u>	<u>Stock swap acquisition</u>	<u>restricted</u>	<u>N/A</u>
<u>2/7/2021²</u>	<u>New</u>	<u>7,502,639</u>	<u>Common</u>	<u>1.50</u>	<u>No</u>	<u>ESG Wealth Management LLC³</u>	<u>Stock swap acquisition</u>	<u>restricted</u>	<u>N/A</u>
<u>2/7/2021²</u>	<u>New</u>	<u>1,800,000</u>	<u>Common</u>	<u>1.50</u>	<u>No</u>	<u>Capital Hill Management Inc⁴</u>	<u>Stock Swap acquisition</u>	<u>restricted</u>	<u>N/A</u>
<u>2/7/2021</u>	<u>New</u>	<u>5,000</u>	<u>Preferred</u>	<u>0.001</u>	<u>No</u>	<u>Eintech Solutions, Inc.⁵</u>	<u>Cash</u>	<u>restricted</u>	<u>N/A</u>

<u>3/10/2021</u>	<u>Conversion</u>	<u>(2,000)</u>	<u>Preferred</u>	<u>0.0001</u>	<u>N/A</u>	<u>Eintech Solutions, Inc.⁵</u>	<u>N/A</u>	<u>restricted</u>	<u>N/A</u>
<u>3/10/2021</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>No</u>	<u>Eintech Solutions, Inc.⁵</u>	<u>N/A</u>	<u>restricted</u>	<u>N/A</u>
<u>5/4/2021</u>	<u>Conversions</u>	<u>(2,000)</u>	<u>Preferred</u>	<u>0.0001</u>	<u>N/A</u>	<u>Eintech Solutions, Inc.⁵</u>	<u>N/A</u>	<u>restricted</u>	<u>N/A</u>
<u>5/4/2021</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>No</u>	<u>Eintech Solutions, Inc.⁵</u>	<u>N/A</u>	<u>restricted</u>	<u>N/A</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>May 31, 2021</u> Common: <u>50,200,596</u> Preferred: <u>1,001,000</u>									

1. Stock split of 5,000 to reduced the number of shares frm1,950,863,362 to 400,596
2. The shares issued on 2/7/2021 were part of an acquisition agreement
3. ESG Wealth Management is controlled by James Hannah
4. Capital Hill Management Inc is controlled by Mark Hannah
5. Eintech Solutions, Inc. is controlled by Jason Thomas

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Rachel Boulds
Title: CPA
Relationship to Issuer: Independent CPA

Financial Statements are attached at the end of this document.
Annual Financials were Audited by PCAOB auditor.

5) Issuer's Business, Products and Services

OM Holdings International, Inc. operates a multi-tenant on-demand technology platform for the delivery of goods and services throughout the Caribbean from a single mobile app. The firm vertically

integrates contactless delivery of these essentials, while simultaneously providing multi-modal transportation.

OMHI was formed through the fusion of Rydeum, an on-demand technology platform founded by Mark Hannah in 2019, and OneMart, a 35-year-old grocery store founded by Mark Vanterpool in 1986.

OMHI's technology subsidiary, Rydeum partnered with Jamaica's largest taxicab union (12,000 drivers) in 2021.

This segment provides an Uber-, Grubhub-, and Instacart-like platform which uniquely satisfies the needs of local on-demand economies (LODE) in the Caribbean.

OMHI's storefront and essential goods subsidiary, OneMart is the second largest grocery provider in the British Virgin Islands. This segment offers groceries, home goods, electronics, furniture, and some building supplies - just like Walmart. It sells wholesales products to restaurants and hospitality venues and caters to retail customers as well.

OM Holdings International, Inc. is a Nevada Corporation headquartered in Miami, Florida.

6) Issuer's Facilities and Leases

The Company currently has nine operating lease agreements for supermarket, office and parking space. These facilities are located in various cities in the British Virgin Islands, and Miami FL

7) Officers, Directors, and Control Persons

The following table shows as of the period end date of this report, any person(s) or entities owning 5% or more of any class of the issuer's securities, as well our officers, and directors of the company, regardless of the number of shares they own.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Mark Vanterpool	CEO	<u>Road Town, BVI</u>	36,497,361	Common ¹	72.7%	
Mark Vanterpool	CEO	<u>Road Town, BVI</u>	1,000,000	Preferred A ¹	100%	
Michael Robbins	CFO	<u>Bohell, WA</u>	0	N/A	0%	
Ian Smith	Independent Director	<u>Road Town, BVI</u>	0	N/A	0%	
James Hannah	>5% shareholder ESG	<u>Wellington, FL</u>	7,502,639	Common	14.9%	
Raju Vegesna	CTO	<u>Hyderabad, INDIA</u>	0	N/A	0%	

Maurice Graham	Independent Director	<u>Atlanta, GA</u>	0	N/A	0%	
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1. 1,000,000 Series A have super voting rights only, with no redemption value, or dividend rights or conversion rights

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Accountant or Auditor

Name: Olayinka Oyebola
Firm: Olayinka Oyebola & Co.
Address 1: 10333 Harwin Dr Suite 677
Address 2: Houston, TX 77036

Phone: 0803 333 8600
Email: yinka@olayinkaobeyola.com

Securities Counsel

Name: Byron Thomas
Firm: The Law Offices of Byron Thomas
Address 1: 3275 S Jones Blvd., Suite 104,
Address 2: Las Vegas, NV
Phone: 702.553.7103
Email: byronthomaslaw@gmail.com

10) Issuer Certification

Principal Executive Officer:

The certifications shall follow the format below:

I, Mark Vanterpool certify that:

1. I have reviewed this Quarterly Report of OM Holdings International, 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.

July 2, 2021

/s/ Mark Vanterpool

CEO

Principal Financial Officer:

I, Michael Robbins certify that:

1. I have reviewed this Quarterly report of OM Holdings International, 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.

July 2, 2021

/s/ Michael Robbins

CFO

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
CONSOLIDATED BALANCE SHEETS

	May 31, 2021	August 31, 2020
	(Unaudited)	(Audited)
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 353,947	\$ 1,188,529
Accounts receivable	2,332,285	1,590,050
Employee Advances	-	33,254
Other receivable	28,000	28,000
Loan receivable – related party	2,432,328	-
Other asset	772,620	622,620
Inventory	2,431,398	2,100,032
Total Current Assets	<u>8,350,578</u>	<u>5,562,485</u>
Property and equipment, net	3,334,033	3,408,832
Deposits	40,946	40,946
Right of use asset	22,484,393	23,231,460
Note receivable	10,954,054	10,953,854
Total Assets	<u><u>45,164,004</u></u>	<u><u>43,197,577</u></u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current Liabilities:		
Cash overdraft	\$ 989,129	\$ -
Accounts payable	4,078,800	3,527,935
Lease liability – short term	687,361	718,629
Note payable	123,072	119,889
Total Current Liabilities	<u>5,878,362</u>	<u>4,366,453</u>
Lease liability – long term	22,672,953	23,178,634
Note payable – net of current portion	2,290,395	2,410,286
Total Liabilities	<u><u>30,841,710</u></u>	<u><u>29,955,373</u></u>
Shareholders' Equity:		
Preferred Stock, \$0.0001 par value, 4,000,000 shares authorized, no shares issued and outstanding.	-	-
Series A Preferred Stock, \$0.0001 par value, 1,000,000 shares authorized 1,000,000 and 0 shares issued and outstanding, respectively	100	100
Series B Preferred Stock, \$0.0001 par value, 5,000,000 shares authorized 1,000 and 5,000 shares issued and outstanding, respectively	-	-
Stock subscription receivable	(1,800)	-
Common stock, \$0.0001 par value, 5,000,000,000 shares authorized, 50,200,596 and 44,400,596 shares issued and outstanding, respectively	5,020	4,440
Additional paid in capital	6,287,947	6,286,727
Retained earnings	8,031,027	6,950,937
Total Owners' Equity	<u>14,322,294</u>	<u>13,242,204</u>
Total Liabilities and Owners' Equity	<u><u>\$ 45,164,004</u></u>	<u><u>\$ 43,197,577</u></u>

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended May 31, 2021	For the Three Months Ended May 31, 2020	For the Nine Months Ended May 31, 2021	For the Nine Months Ended May 31, 2020
Revenue	\$ 7,361,292	\$ 7,421,909	\$ 20,629,528	\$ 21,493,749
Cost of revenue	5,317,903	2,429,771	14,688,619	12,792,138
Gross Margin	2,043,389	4,992,138	5,940,909	8,701,611
Operating Expenses:				
Professional fees	105,266	31,495	198,971	104,903
Payroll expense	739,296	596,685	1,891,264	1,824,157
Director fees	15,200	149,696	15,200	475,849
Lease expense	425,128	344,316	1,279,409	1,033,260
General and administrative	202,698	3,066,922	1,456,469	4,121,943
Total operating expenses	1,487,588	4,189,114	4,841,313	7,560,112
Income from operations	555,801	803,024	1,099,596	1,141,499
Other income (expense):				
Other income	12,000	12,000	36,000	12,000
Interest expense	(18,158)	-	(55,506)	(9,555)
Total other income (expense)	(6,158)	12,000	(19,506)	2,445
Net Income	\$ 549,643	\$ 815,024	\$ 1,080,090	\$ 1,143,944
Income per share - basic	\$ 0.01	\$ 0.02	\$ 0.02	\$ 0.03
Income per share - diluted	\$ 0.01	\$ 0.02	\$ 0.02	\$ 0.03
Weighted average shares outstanding- basic	46,200,596	44,400,596	47,101,422	44,400,596
Weighted average shares outstanding- diluted	47,200,596	44,400,596	48,101,422	44,400,596

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED MAY 31, 2020 AND 2021
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount			
Balance, August 31, 2019		\$	44,400,596	\$ 4,440	\$ 5,993,342	5,395,896	\$ 11,393,678
Net loss	-	-	-	-	-	(291,569)	(291,569)
Balance, November 30, 2019	-	-	44,400,596	4,440	5,993,342	5,104,327	11,102,109
Net income	-	-	-	-	-	620,489	620,489
Balance, February 29, 2020	-	-	44,400,596	4,440	5,993,342	5,724,816	11,722,598
Net loss	-	-	-	-	-	815,024	815,024
Balance, May 31, 2020	-	\$ -	44,400,596	\$ 4,440	\$ 5,993,342	\$ 6,539,840	\$ 12,537,622

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Stock Subscription Receivable	Additional Paid in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, August 31, 2020	1,000,000	\$ 100	5,000	\$ -	44,400,596	\$ 4,440	\$ -	\$ 6,286,727	\$ 6,950,937	\$ 13,242,204
Net loss	-	-	-	-	-	-	-	-	(51,462)	(51,462)
Balance, November 30, 2020	1,000,000	100	5,000	-	44,400,596	4,440	-	6,286,727	6,899,475	13,190,742
Common stock sold for cash	-	-	-	-	1,800,000	180	(1,800)	1,620	-	-
Net income	-	-	-	-	-	-	-	-	581,909	581,909
Balance, February 28, 2021	1,000,000	100	5,000	-	46,200,596	4,620	(1,800)	6,288,347	7,481,384	13,772,651
Stock conversion	-	-	(4,000)	-	4,000,000	400	-	(400)	-	-
Net loss	-	-	-	-	-	-	-	-	549,643	549,643
Balance, May 31, 2021	1,000,000	\$ 100	1,000	\$ -	50,200,596	\$ 5,020	\$ (1,800)	\$ 6,287,947	\$ 8,031,027	\$ 14,322,294

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended May 31,	
	2021	2020
Cash Flows from Operating Activities:		
Net income	\$ 1,080,090	\$ 1,143,944
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in lease liability, operating leases	210,120	-
Depreciation expense	268,238	252,235
Changes in operating assets and liabilities:		
Accounts receivable	(742,235)	(853,305)
Employee advances	33,254	-
Inventory	(331,366)	-
Due from directors	-	(435,028)
Accounts payable and accruals	550,864	396,639
Net cash provided by operations	1,068,965	504,485
Cash Flows from Investing Activities:		
Purchase of property and equipment	(193,439)	(719,240)
Due from related companies	-	(1,851,893)
Funds place in escrow	(150,000)	-
Loan receivable	(2,432,528)	(22,358)
Net cash used in investing activities	(2,775,967)	(2,593,491)
Cash Flows from Financing Activities:		
Cash overdraft	989,129	-
Proceeds from note payable	-	2,500,000
Payment on note payable	(116,708)	(9,570)
Net cash provided by financing activities	872,421	2,490,430
Net change in cash	(834,581)	401,424
Cash at Beginning of Period	1,188,529	687,792
Cash at End of Period	<u>\$ 353,948</u>	<u>\$ 1,089,216</u>
Supplemental Disclosure of non-cash activity:		
Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2021
(UNAUDITED)

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

OM Holdings International, Inc. (formerly Portage Resources Inc.) (the “Company”) was incorporated under the laws of the State of Nevada on July 20, 2006.

On June 24, 2020, Mark Vanterpool purchased 1 billion shares of common stock of the Company representing the control block of the Company. Mr. Vanterpool was appointed Director and CEO of the Company.

On August 31, 2020, the Company entered into a Share Exchange Agreement with K-Mark’s Foods (1996) Limited (“KMF”), a British Virgin Islands corporation. Pursuant to the terms of the agreement 100% ownership in KMF will be exchanged for 44,000,000 shares of common stock of the Company. The transaction has been accounted for as a “reverse acquisition” and recapitalization, with KMF being the accounting acquirer. A reverse merger transaction with a public company is considered and accounted for as a capital transaction in substance; it is equivalent to the issuance of the Company’s common stock for the net monetary assets and liabilities of KMF, accompanied by a recapitalization. Accordingly, the accounting does not contemplate the recognition of unrecorded assets of the accounting acquiree, such as goodwill. Consolidated financial statements presented herein reflect the consolidated financial assets and liabilities of the Company at their historical costs, giving effect to the recapitalization, as if it had been KMF during the periods presented.

K-Mark was incorporated in the British Virgin Islands (“BVI”) under the Companies Act, Cap 285, on February 7, 1996 and was determined to be re-registered as a BVI Business Company under the BVI Business Companies Act of, 2004. The principal activities of the Company are the wholesaling and retaining of foods and household merchandise.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited consolidated financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending August 31, 2021. These unaudited consolidated financial statements should be read in conjunction with the financial statements and related notes included in the Company’s financial statements for the year ended August 31, 2020.

Use of estimates

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the three months ended May 31, 2021 or the year ended August 31, 2020.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – OTHER ASSET

On June 3, 2020, the Company entered into a Stock Purchase and Consulting Services Escrow Agreement with Capital Hill Management Inc ('CHM') and a Trust Attorney. Per the terms of the agreement CHM will sell the Company its control block of a public company for \$575,000 to be deposited with the Trust Attorney along with other applicable fees. As of May 31, 2021 and August 31, 2020, the balance in this account is \$772,620 and \$622,620, respectively.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and Equipment are first recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets.

Long lived assets, including property and equipment, to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Maintenance and repair expenses, as incurred, are charged to expense. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

	May 31, 2021	August 31, 2020
Furniture and Equipment	\$ 2,575,202	\$ 2,542,016
Automobiles	610,852	530,689
Leasehold Improvements	2,137,506	2,057,415
Less: accumulated depreciation	(1,989,527)	(1,721,288)
Property and equipment, net	<u>\$ 3,334,033</u>	<u>\$ 3,408,832</u>

Depreciation expense for the nine months ended May 31, 2021 and February 29, 2020, was \$268,238 and \$252,235, respectively.

NOTE 5 – OPERATING LEASES

The Company currently has nine operating lease agreements for supermarket, office and parking space.

<u>Asset</u>	Balance Sheet Classification	May 31, 2021	August 31, 2020
Operating lease assets	Right of use assets	\$ 22,484,393	23,231,460
Total lease assets		<u>\$ 22,484,393</u>	<u>23,231,460</u>
<u>Liability</u>			
Operating lease liability – current portion	Current operating lease liability	\$ 687,361	718,629
Operating lease liability – noncurrent portion	Long-term operating lease liability	22,672,953	23,178,634
Total lease liability		<u>\$ 23,360,314</u>	<u>23,897,263</u>

Lease obligations at May 31, 2021 consisted of the following:

<u>For the year ended August 31:</u>	
2021	\$ 431,430
2022	1,706,520
2023	1,706,520
2024	1,706,520

2025	1,706,520
Thereafter	25,433,672
Total payments	\$ 32,691,182
Amount representing interest	\$ (9330,868)
Lease obligation, net	23,360,314
Less current portion	(687,361)
Lease obligation – long term	\$ 22,672,953

The lease expense for the nine months ended May 31, 2021 was \$1,279,409 which consisted of amortization expense of \$747,067 and interest expense of \$532,342.

The lease expense for the three months ended May 31, 2020 was \$4245,128.

At May 31, 2021, the weighted average remaining lease term is approximately 20 years and the weighted average monthly discount rate is .25%.

NOTE 6 – NOTE PAYABLE

On December 19, 2019, the Company received a \$2,500,000 Demand Instalment Loan from First Caribbean International Bank. The loan incurs interest at the US prime rate minus 0.25% per annum. The loan requires sixty monthly payments of principal and interest of \$19,124.83. Due to the pandemic the bank granted the Company a moratorium on the loan. The Company accrued an additional \$39,745 of interest related to the granting of the moratorium.

The following sets forth the principal loan payments for the years ended August 31:

2021 (three months)	\$ 16,004
2022	\$ 125,397
2023	\$ 131,158
2024	\$ 137,183
2025	\$ 143,485
Thereafter	\$ 1,899,457
Total	\$ 2,452,684

NOTE 7 – RELATED PARTY TRANSACTIONS

On July 9, 2020, the Company issued 1,000,000 shares of Series A preferred stock to OM Prime Holdings, Ltd for reimbursement of \$34,314 of expense incurred to assist in bringing the Company current. OM Prime Holdings, Ltd, is owned by Mark Vanterpool, CEO.

On July 16, 2020, the Company created Portgage Resources, Inc, a Colorado corporation (“Portgage”) and transferred \$259,171 of debt from the Nevada corporation to Portgage. On July 16, 2020, the Company sold Portgage to an unrelated third party for a nominal amount.

As of February 28, 2021, the Company had a loan receivable due from an affiliated company of \$2,432,328.

NOTE 8 – COMMON STOCK

On December 14, 2020, the Company effectuated a 1 for 5,000 reverse stock split. All shares throughout these financial statements have been retroactively adjusted to reflect the reverse. At the same time the Company changed its name to OM Holdings International, Inc. and its stock symbol to OMHI.

On February 7, 2021, the Company sold 1,800,000 to Capital Hill Management, Inc. for \$1,800. As of February 28, 2021, the funds have not yet been received and are disclosed as a subscription receivable.

NOTE 9 – PREFERRED STOCK

On July 9, 2020, the Company authorized 10,000,000 shares of preferred stock, par value \$0.0001.

1,000,000 shares of preferred stock are designated Series A Preferred. The holder of Series A are not entitled to receive dividends nor do they have any liquidation rights. The Series A preferred stock is not convertible into common stock. The holders of Series A are entitled to 1,000,000 votes per every share of Series A held.

Refer to Note 7 for related party transaction.

5,000,000 shares of preferred stock are designated Series B Preferred. The holder of Series B are not entitled to receive dividends nor do they have any liquidation rights or voting rights. One share of Series B is convertible into 1,000 shares of common stock.

During the nine months ended May 31, 2021, the holder of the Series B preferred stock converted 4,000 shares of Series B into 4,000,000 shares of common stock.

NOTE 10 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statement were available to be issued and has determined that there are no material subsequent events that require disclosure in these financial statements.