

OM HOLDINGS INTERNATIONAL, INC.

A Nevada Corporation
1221 Brickell Ave Suite 900
Miami, FL 33131

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omholdingsinc.com
us.info@omholdingsinc.com

SIC Code: 5411

Annual Report

For the period ending AUGUST 31, 2021
(the "Reporting Period")

The number of shares outstanding of our Common Stock is 52,200,596 as of August 31, 2021

The number of shares outstanding of our Common Stock was 50,200,596 as of May 31, 2021

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: ☒ (Double-click and select "Default Value" to check)

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 Control⁴ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

**We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available.
Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction**

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

OM HOLDINGS INTERNATIONAL, INC.
PORTAGE RESOURCES, INC. until 12/2020

Item 2 The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business:

1221 Brickell Ave
Suite 900
Miami, FL 33131
305.901.1497
www.omholdingsinc.com

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

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

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

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

Trading symbol:	<u>OMHI</u>
Exact title and class of securities outstanding:	<u>Preferred Stock</u>
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>
Exact title and class of securities outstanding:	<u>Series B Preferred Stock</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>67114M103</u>

Item 5 Par or stated value and description of the security.

- A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common stock – par value \$0.0001
Preferred stock – par value \$0.001

B. *Common or Preferred Stock.*

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

Dividends. Each share of common stock is entitled to receive an equal dividend, if one is declared, which is unlikely. We have never paid dividends on our common stock and do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. See Risk Factors.

Liquidation. If our company is liquidated, any assets that remain after the creditors are paid, and the owners of preferred stock receive liquidation preferences, any remainder will be distributed to the owners of our common stock pro-rata.

Voting Rights. Each share of our common stock entitles the owner to one vote. There is no cumulative voting. A simple majority can elect all of the directors at a given meeting and the minority would not be able to elect any directors at that meeting.

Preemptive Rights. Owners of our common stock have no preemptive rights. We may sell shares of our common stock to third parties without first offering it to current stockholders.

Redemption Rights. We do not have the right to buy back shares of our common stock except in extraordinary transactions such as mergers and court approved bankruptcy reorganizations. Owners of our common stock do not ordinarily have the right to require us to buy their common stock. We do not have a sinking Company to provide assets for any buy back.

Conversion Rights. Shares of our common stock cannot be converted into any other kind of stock except in extraordinary transactions, such as mergers and court approved bankruptcy reorganizations.

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

Series A Preferred

Liquidation. Series A Preferred have no liquidation rights.

Voting Rights. Each share of our Series A Preferred entitles the owner to 1,000,000 votes. There is no cumulative voting.

Distribution Rights. Series A Preferred have no distribution rights.

Series B Preferred

Liquidation. Series B Preferred have no liquidation rights.

Conversion: One share of Series B is convertible into 10,000 shares of common stock.

Voting Rights. Series B Preferred have no voting rights

Distribution Rights: Series B Preferred have no distribution rights.

3. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer. N/A
4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer. N/A

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- | | |
|-------|---|
| (i) | Period end date; August 31, 2021 – 52,200,596; August 31, 2020 – 44,400,596 |
| (ii) | Number of shares authorized; 500,000 Common, 10,000 Preferred |
| (iii) | Number of shares outstanding; 52,200,596 |
| (iv) | Freely tradable shares (public float); 6,088,683 |
| (v) | Number of beneficial shareholders owning at least 100 shares ⁵ ; and |
| (vi) | Total number of shareholders of record. 100 |

Item 7 The name and address of the transfer agent*.

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: ☒

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development.

OM Holdings International, Inc. ("OMHI"), was originally incorporated on July 20, 2006 under the name Portage Resources, Inc., under the laws of the State of Nevada.

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 July 8, 2020 the Board of Directors adopted an Amendment to its Articles and changed its name to OM Holdings International, Inc. OM Holdings International then acquired K-Mark's Foods, the holding company for OneMart.

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 was 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.

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 retailing of foods and household merchandise.

The Company's fiscal year end is August 31.

On December 14, 2020, the Company effectuated a 1 for 5,000 reverse stock split. At the same time the Company changed its name to OM Holdings International, Inc. and its stock symbol to OMHI.

B. Business of Issuer.

The issuer's primary and secondary SIC Codes; 5411 & 7374

We are currently considered a development stage company within the meaning of Regulation C 406 pursuant to the Securities Exchange Act of 1933, the ability of holders of our common stock to sell their shares may be limited by applicable regulations

As a result of our classification as a "development stage company", our investors are allowed to rely on the "safe harbor" provisions of Rule 144 promulgated pursuant to the Securities Act of 1933 so as not to be considered underwriters in connection with the sale of securities until one year from the date that we cease to be a "shell company."

We have 125 full-time employees, including our executive officers for sales, marketing, bookkeeping.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

OneMart has grown from a fruit stand in 1986, to the second largest grocery store in the British Virgin Islands. OneMart serves the local community, tourists, yachts, hotels and construction supply clients. The British Virgin Islands (BVI) have no corporate income tax, and OMHI's companies that operate in BVI can produce more cash flow for OMHI than if they were subject to income tax.

Due to tourism seasonality in the Caribbean, December through March tend to have higher sales, which is represented in the second fiscal quarter ending in February.

OMHI's subsidiary Rydeum Caribbean, Inc. has exclusive rights to a software platform facilitating transportation and delivery in the Caribbean. The agreements conveying these rights include management agreements, alleviating OMHI of the responsibility of Rydeum's agreements with Jamaica's largest taxi union, JUTA, may position the Company to serve up to 70% of Jamaica's US\$120 million taxi industry. Mobile app transportation service providers tend to earn over 20% of gross volume as revenue. Rydeum Caribbean achieving the projected annual revenue of \$16.8 million from the agreement will depend on the rate at which tourism rebounds in Jamaica, among other variables. Throughout the Covid-19 pandemic, Jamaica has often has less restrictive policies than other Caribbean islands about welcoming tourists to its shores.

This mobile app by Rydeum will allow OMHI to operate a multi-tenant on-demand technology platform for the delivery of goods and services throughout the Caribbean. The Company vertically integrates contactless delivery of essentials, while simultaneously providing multi-modal transportation. OMHI's technology subsidiary, Rydeum Caribbean partnered with Jamaica's largest taxicab union (12,000 drivers) in 2021. This subsidiary provides a Lyft-like platform that uniquely satisfies the needs of local on-demand economies (LODE) in the Caribbean. Rydeum differentiates itself from traditional ridesharing platforms through its commitment to safety, transparency, and working in conjunction with existing taxicab market stakeholders.

Existing stakeholders in certain tourist-dependent economies like Jamaica have not completely opened their doors to large international ridesharing companies. Jamaica requires taxicab owners or drivers pay for a license, which is inconsistent with ridesharing companies that do not charge people to become drivers. We believe tourist-dependent nations need a transportation mobile application that better meets their unique criteria.

International ridesharing companies are still a risk to Rydeum and may try to operate illegally and drastically reduce prices in order to obtain market share. Contracting the Jamaican taxicab industry from \$120 million to \$40 million would represent an \$80 million or 0.5% reduction of 2019 GDP, while primarily benefiting tourists. We do not believe the government would allow this. Uber once operated in Trinidad for a year, defying authorities' requests for information while Uber insisted it was a software not taxicab company, according to a May 31, 2018, article in the Jamaican Observer. Loop TT reported an Uber spokesman said that pausing operations in Trinidad and Tobago was "strictly" for economic reasons, although it was just 13 days after a driver there was murdered. The safety and economic issues introduced by international ridesharing companies are not likely to be tolerated by Jamaican stakeholders, and JUTA and Rydeum will be able to retain the leading market share.

Combined with a new store opening and the expenses relating to public company compliance, OMHI's financial results are expected to change significantly over the next 12 months. This could include temporary downward pressure on net margins during the expansion. We believe that our shareholders who join OMHI in this next phase of growth will experience the lasting benefits of substantial revenue growth, higher margins, an up-listing of shares to a market with larger peers, and regional diversification.

Competition

OM Holdings International faces competition among grocers, restaurants, public transportation and foreign technology providers. OM Holdings International competitor Riteway, is estimated to have sales of about \$75 million among seven stores, or about \$10.7 million per location; this includes Riteway's wholesale distribution center. Riteway's website states it has 400 employees, which translates to \$187,500 annual revenue per employee. This compares to OneMart's \$27 million sales in 2019 with 125 employees, representing an annual revenue per employee of \$216,000. Riteway's seven stores cover an estimated total area of about 77,500 square feet, and its distribution center alone covers an estimated 100,000 square feet. Combined, they generate about \$422 in annual revenue per square foot. This compares to OneMart's \$409 in annual revenue per square foot in 2019. OneMart is the second largest grocer in BVI. The third largest is Bobby's, with an estimated \$12 million in revenue. OM Holdings International is differentiated from its

main competitor because of its superior customer service, product variety and store aesthetics. Riteway is positioned more as a warehouse with mass quantities of basic goods, often still in wholesale boxes. Potential competition for Rydeum in Jamaica includes Uber and regional startups. Rydeum is not contractually precluded from serving other taxicab organizations in Jamaica beyond JUTA.

Item 10 The nature and extent of the issuer's facilities.

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.

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, Florida. Terms range from one to twenty years, with monthly payments ranging from \$1,200 to \$38,645.

Lease for:	Lessor	Terms (Years)	Payment	Monthly Payment	Start Date	End Date
Blue building	Maju Enterprises	30	Monthly	\$ 1,200	5/1/16	4/30/46
Supermarket	Maju Enterprises	20	Monthly	\$ 38,645	9/1/18	8/31/38
Supermarket	Maju Enterprises	20	Monthly	\$ 4,524	9/1/18	8/31/38
Food service	Maju Enterprises	30	Monthly	\$ 22,046	9/1/18	8/31/48
Supermarket	Marcy Ltd.	30	Monthly	\$ 22,044	9/1/18	8/31/48
Supermarket	Marcy Ltd.	30	Monthly	\$ 12,833	9/1/18	8/31/48
Parking	Maju Enterprises	19	Monthly	\$ 800	9/1/18	8/30/37
Admin	Marcy Ltd.	30	Monthly	\$ 10,298	1/1/19	12/31/48
Supermarket	Marcy Ltd.	29	Monthly	\$ 4,320	9/1/19	8/31/48
Parking	Glenda Frett	5	Monthly	\$ 500	9/1/20	8/31/25
Parking	Emelda Hamm	5	Monthly	\$ 1,600	9/1/21	9/1/26

OM Holdings International's existing 66,000 square feet of floor space in BVI is being expanded with an additional 34,000 sq ft of floor space in a new store in the East End. Videos of construction can be seen on <https://www.facebook.com/OneMartSupermarket>.

Part D Management Structure and Financial Information

Item 11 Company Insiders (Officers, Directors, and Control Persons).

Please give 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 shareholders.

- A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners, as of the date of this information statement:

Name	Position	Ownership
Mark Vanterpool	Chief Executive Officer and Director	36,497,361 common and 1,000,000 preferred A
Michael Robbins	Chief Financial Officer	N/A
Raju Vegesna	Chief Technology Officer	N/A
Ian Smith	Independent Director	N/A
Maurice Graham	Independent Director	N/A
Bob Barbieri	Director	N/A

Name	Compensation
Michael Robbins	240,000 shares common stock per year
Raju Vegesna	60,000 shares common stock per year
Maurice Graham	60,000 shares common stock per year
Ian Smith	60,000 shares common stock per year
Bob Barbieri	333,333 shares common stock per year
Mark Vanterpool	1,200,000 shares common stock per year

The business address of all persons of 1221 Brickell Ave, Suite 900, Miami, FL 33131

Mark Vanterpool

Mr. Vanterpool began his career with Barclays Bank PLC in 1974. In 1988, he became the CEO of K-Mark's Foods, which at that time was a small food market with only a few employees. He remained the CEO of K-Mark's Foods until its acquisition by OM Holdings International, Inc., in 2020, at which time he became the CEO of OM Holdings International, Inc. For over 2 decades he has been an elected representative of the Fourth District in the House of Assembly of the Virgin Islands. Mr. Vanterpool was also the Minister for Communications, Works and Sea Ports and held the position for two-4 year terms.

Time Period :	Principal Occupation	Position or Office	Name and Principal Business	Nature of Responsibilities
1986-Present	Owner / President & CEO	President & CEO	K-MARK'S Foods (1996) Limited dba ONEMART	General Management, develop and manage retail operations with 150 employees
03-2021-Present	Owner / President & CEO	President & CEO	Om Builders Depot Inc.	General Management, develop and manage retail of building materials and supplies
03-2021-Present	Owner / President & CEO	President & CEO	Pussers (Om) Inc.	General Management, develop and manage restaurant, retail mercantile / clothing

06-2011/02-2019	Cabinet Member / Minister	Minister For Communications & Works	Government Of The Virgin Islands	Responsible for Transportation, public works, roads, ports, utilities, and telecommunications
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Michael Robbins

Mr. Robbins has 30 years of experience in financial services, with a focus on investor communications. Michael Robbins was lead performer in a top 10 investor relations agency in Manhattan, specializing in technology and environmental concerns. He launched and managed a hedge fund in New York City and continued providing investor relations account executive services overseas. Hedge fund management taught him the value of market neutral opportunities such as that which OMHI represents. He was attracted to OMHI for its underlying recession resistant and essential business, OneMart, combined with a technology that has value beyond its initial partnership in Jamaica. Mr. Robbins is dedicated to maximizing shareholder value and the prudent evaluation of new opportunities. He has guided hundreds of CEOs in their financing and restructuring efforts, and these CEOs have raised hundreds of millions of dollars. Mr. Robbins will give OMHI the reliability, transparency, and vision to achieve optimal risk-adjusted returns.

Time Period :	Principal Occupation	Position or Office	Name and Principal Business of Employer	Nature of Responsibilities
6/02 to 9/21	Consulting	Lead analyst	MSRplans, LLC	Corporate finance documentation development
6/02 to present	Board	Director	Wayfarers Chapel	Support location in National Register of Historic Places

Raju Vegesna

Mr. Vegesna specializes in Artificial Intelligence and Machine he has a Masters in Computer Science from Kansas State University. Mr. Vegesna has held various roles as CEO and CTO where he was solely responsible for IT implementations and in managing the IT resources.

Time Period :	Principal Occupation	Position or Office	Name and Principal Business of Employer	Nature of Responsibilities
03/2012-Present	Chief Executive Officer	Owner	ComTEK Solutions, LLC – SAP (ERP) Services	IT Services and Business Management
03/ 2015-Present	Chief Executive Officer	Director	Rave Cyber Solutions Private Limited – IT Services	IT Services and Project Management
03 2018 - Present	Managing Director	Director	Esna Infratech Private Limited	IT, Infrastructure, Realty, and

				Farming Operations
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Ian Smith

Ian Smith is a Chairman and Director, specializing in management and development. He earned his Master's in Economic Development and Bachelor's in Economic Theory from The American University. Ian has gained his experience working with C-Level Executives as Vice President, Region Manger, Officer, and Director.

Time Period (month/year) From:/To:	Principal Occupation	Position or Office	Name and Principal Business of Employer	Nature of Responsibilities
10/2015-2021	Chairman of Social Security Board		BVI Social Security Board	Oversee direction of retirement and organization funds
07/2020- Present	Errand Rentals	Director	Erin Rentals Ltd	Director
06/2014-Preset	COO		Smith Group of Companies	

Maurice Graham

Maurice Graham is a brand strategist, motivational speaker, and expert in leadership development. He began his career as a behavior technician and youth mentor in central Florida, where he developed a passion for empowering people to become the best versions of themselves.

Maurice's ability to inspire both individuals and groups eventually led him to a nonprofit organization in California. Here, he used his skills in public speaking, leadership development, marketing, and coaching to empower people in personal development.

While in California, Maurice attended *Geekwise Academy*, which led to the creation of his first tech startup. Maurice leveraged his experience with human behavior and leadership development to create value for companies. Soon after his launch, he attracted the attention of C-level executives and became a sought-after consultant.

Maurice eventually founded *Upsurge Branding*, where he currently functions as CEO. He is attracting the attention of thought leaders and coaches with his concept called "*The Laws of Unintended Consequences*." Maurice is passionate about helping leaders in government and business discover people-centric solutions for the diverse challenges they face.

Time Period (month/year) From:/To:	Principal Occupation	Position or Office	Name and Principal Business	Nature of Responsibilities
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08/2019 - Present	Founder / CEO	CEO	Upsurge Branding	Brand Design and Strategy, support clients in discovering people-centric solutions to problems, video production
07/2018 – 07/2019	Co Founder / CEO / Marketing Director	Director	MediaProse Marketing	Support clients in developing brand strategies, design and develop websites
10/2010 – 07/2019	Youth Director, Pastoral Care, Marketing Director	Director	Central California Conference of SDA	Mentor and train leaders, lead workshops and training events, organize community impact initiatives, create volunteer opportunities, develop and implement marketing strategies

Bob Barbieri

Bob Barbieri is a Finance and Operations Partner, offering clients transformational leadership, focused on increasing enterprise value. He attended Drexel University where he earned an MBA in Finance/Corporate Strategy.

Bob leverages his experience gained from positions held as Vice President, Executive Vice President, Chairman, Board Member, CFO, COO, and more to help growth-stage technology, software/SaaS/cloud, services, and healthcare information tech companies nationwide.

Bob's focus is to leverage his experience on both sides of the executive and board table to assist with capital needs, strategy formation and execution, risk management, and technology advancement and utilization.

Time Period (month/year) From:/To:	Principal Occupation	Position or Office	Name and Principal Business	Nature of Responsibilities
2019 - Present	Consultant	Partner	TECHCXO	Consulting
2010 - 2019	Consultant	Owner/Partner	CXO Advisory Services	Consulting

B. Other Control Persons.

Name of Beneficial Owner and Affiliation with Company	Number of Shares and Class	Address
ESG Wealth Management, LLC - JAMES HANNAH Shareholder	7,502,639 common	Wellington, Florida

- C. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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. Disclosure of Family Relationships.
- None**
- C. Disclosure of Related Party Transactions.
- There are no related party transaction to report.**

Item 12 Financial information for the issuer's most recent fiscal period.

OM HOLDINGS INTERNATIONAL, INC.

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OLAYINKA OYEBOLA & Co.
Chartered Accountants

Report of Independent Registered Public Accounting Firm
To the shareholders and the board of directors of OM Holdings International, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of **OM Holdings International Inc** (the "Company") as of August 31, 2021 and 2020, the related consolidated statements of operations, changes in shareholders' equity and cash flows, for each of the two years in the period ended August 31, 2021, and the related notes collectively referred to as the "financial statements".

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2021 and 2020, and the results of its operations and its cash flows for each of the two years in the period ended August 31, 2021, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion

OLAYINKA OYEBOLA & CO.
(Chartered Accountants)

We have served as the Company's auditor since August, 2020

November 23rd, 2021.

**OM HOLDINGS INTERNATIONAL, INC.
CONSOLIDATED BALANCE SHEETS**

	August 31, 2021	August 31, 2020
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 464,250	\$ 1,188,529
Accounts receivable	2,580,379	1,590,050
Prepayment and other assets	3,296,030	724,820
Inventory	2,221,838	2,100,032
Total Current Assets	8,562,497	5,603,461
Property and equipment, net	3,179,309	3,408,832
Right of use asset	22,306,921	23,231,460
Note receivable	10,953,854	10,953,854
Total Assets	45,002,581	43,197,577
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current Liabilities:		
Cash overdraft	\$ 995,916	\$ -
Accounts payable	3,499,604	3,527,935
Lease liability – short term	721,022	718,629
Note payable	125,397	119,889
Total Current Liabilities	5,341,939	4,366,453
Lease liability – long term	22,457,612	23,178,634
Note payable – net of current portion	2,248,847	2,410,286
Total Liabilities	30,048,398	29,955,373
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 shares issued and outstanding	100	100
Series B Preferred Stock, \$0.0001 par value, 5,000,000 shares authorized 800 and 5,000 shares issued and outstanding, respectively	-	-
Common stock, \$0.0001 par value, 500,000,000 shares authorized, 52,200,596 and 44,400,596 shares issued and outstanding, respectively	5,220	4,440
Additional paid in capital	6,287,747	6,286,727
Retained earnings	8,661,116	6,950,937
Total Owners' Equity	14,954,183	13,242,204
Total Liabilities and Owners' Equity	\$ 45,002,581	\$ 43,197,577

Lagos Nigeria

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

OM HOLDINGS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended August 31,	
	2021	2020
Revenue	\$ 28,898,969	\$ 28,191,175
Cost of revenue	19,996,279	19,648,878
Gross Margin	8,902,690	8,542,297
Operating Expenses:		
Professional fees	742,091	212,965
Payroll expense	2,510,661	2,338,325
Director fees	55,750	607,786
Lease expense	1,631,629	1,795,944
General and administrative expense	2,187,098	2,026,426
Total operating expenses	7,127,229	6,981,446
Income from operations	1,775,461	1,560,851
Other income (expense):		
Other income	48,000	48,000
Interest expense	(113,282)	(53,810)
Total other expense	(65,282)	(5,810)
Net Income	\$ 1,710,179	\$ 1,555,041
Income per share	\$ 0.04	\$ 0.04
Weighted average shares outstanding	47,904,706	44,400,596

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

OM HOLDINGS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED AUGUST 2021 AND 2020

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, August 31, 2019	-	\$ -	5,000	\$ -	44,400,596	\$ 4,440	\$ 5,993,342	\$ 5,395,896	\$ 11,393,678
Preferred stock issued for expense reimbursement	1,000,000	100	-	-	-	-	34,214	-	34,314
Transfer of liabilities	-	-	-	-	-	-	259,171	-	259,171
Net income	-	-	-	-	-	-	-	1,555,041	1,555,041
Balance, August 31, 2020	1,000,000	100	5,000	-	44,400,596	4,440	6,286,727	6,950,937	13,242,204
Common stock sold for cash	-	-	-	-	1,800,000	180	1,620	-	1,800
Stock conversion	-	-	(4,200)	-	6,000,000	600	(600)	-	-
Net income	-	-	-	-	-	-	-	1,710,179	1,753,179
Balance, August 31, 2021	1,000,000	\$ 100	800	\$ -	52,200,596	\$ 5,220	\$ 6,287,747	\$ 8,661,116	\$ 14,954,183

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

OM HOLDINGS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended August 31,	
	2021	2020
Cash Flows from Operating Activities:		
Net income	\$ 1,710,179	\$ 1,555,041
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in lease liability, operating leases	205,910	370,224
Depreciation expense	394,310	372,471
Preferred stock issued for expenses	-	34,314
Changes in operating assets and liabilities:		
Accounts receivable	(990,329)	(584,488)
Prepayment and other assets	(2,571,210)	(30,805)
Inventory	(121,806)	(152,683)
Due from directors	-	(394,971)
Accounts payable and accruals	(28,331)	496,367
Net cash provided by operations	(1,401,277)	1,665,470
Cash Flows from Investing Activities:		
Purchase of property and equipment	(164,787)	(864,756)
Due from related companies	-	(2,167,787)
Funds placed in escrow	-	(622,620)
Net cash used in investing activities	(164,787)	(3,655,163)
Cash Flows from Financing Activities:		
Cash overdraft	995,916	-
Proceeds from sale of common stock	1,800	-
Proceeds from note payable	-	2,500,000
Payment on note payable	(155,931)	(9,570)
Net cash provided by financing activities	841,785	2,490,430
Net change in cash	(724,279)	500,737
Cash at Beginning of Year	1,188,529	687,792
Cash at End of Year	\$ 464,250	\$ 1,188,529
Supplemental Disclosure of non-cash activity:		
Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -

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

OM HOLDINGS INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AUGUST 31, 2021

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 consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

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 years ended August 31, 2021 and 2020.

Inventories

Inventories are valued at the lower of cost or net realizable value. In general cost is determined by applying either the first in first out (FIFO) or percentages mark-up to the selling price valuations for the inventory item. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses. Allowances is made for obsolete, slow moving and defective inventories. All of the Company’s inventories consists of merchandise held for sale.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There are no potentially dilutive shares of common stock.

Revenue recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Accounts receivable

Accounts receivable, which generally have thirty-day terms are recognized and carried at original invoice amount, less an allowance for uncollectible amounts, if applicable.

The Company maintains an allowance for doubtful accounts at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management based on collection experience and other factors affecting the accounts such as customer relationship and market factors.

Taxes

Under current legislation in the British Virgin Islands effective January 1, 2005, the Company is subject to a 14% payroll tax on the gross remunerations of each of its employees over \$10,000 per year of which up to 8% is deductible from the employee under the Payroll Taxes Act of 2004. By the introduction of the Payroll Taxes Act, the rate of income tax for individuals and business was reduced to zero.

Fair Value Measurements

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritize the inputs used to measure fair value into three levels and bases the categorization with the hierarchy upon the lowest level of input that is available and significant to the fair value measurement.

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g. interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company's cash and cash equivalents and short-term investments are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The carrying amounts of accounts payable, advances payable and short-term loans approximate their fair value due to short term maturities.

Recently issued accounting pronouncements

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes* which amends ASC 740 *Income Taxes* (ASC 740). This update is intended to simplify accounting for income taxes by removing certain exceptions to the general principles in ASC 740 and amending existing guidance to improve consistent application of ASC 740. This update is effective for fiscal years beginning after December 15, 2021. The guidance in this update has various elements, some of which are applied on a prospective basis and others on a retrospective basis with earlier application permitted. The Company is currently evaluating the effect of this ASU on the Company's consolidated financial statements and related disclosures.

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock. For convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, *Derivatives and Hedging*, or that do not result in substantial premiums accounted for as paid-in capital, the embedded conversion features no longer are separated from the host contract. ASU 2020-06 also removes certain conditions that should be considered in the derivatives scope exception evaluation under Subtopic 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity*, and clarify the scope and certain requirements under Subtopic 815-40. In addition, ASU 2020-06 improves the guidance related to the disclosures and earnings-per-share (EPS) for convertible instruments and contract in entity's own equity. ASU 2020-06 is effective for public business entities that meet the definition of a Securities and Exchange Commission (SEC) filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Board specified that an entity should adopt the guidance as of the beginning of its annual fiscal year. The Company is currently evaluation the impact this ASU will have on its consolidated financial statements.

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 – PREPAYMENTS AND OTHER CURRENT ASSETS

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 August 31, 2021 and 2020, the balance in this account, included in prepayments and other current assets is \$782,620 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:

	August 31, 2021	August 31, 2020
Furniture and Equipment	\$ 2,566,938	\$ 2,542,016
Automobiles	590,465	530,689
Leasehold Improvements	2,137,505	2,057,415
Less: accumulated depreciation	(2,115,599)	(1,721,288)
Property and equipment, net	<u>\$ 3,179,309</u>	<u>\$ 3,408,832</u>

Depreciation expense for the years ended August 31, 2021 and 2020, was \$394,310 and \$372,471, 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	August 31, 2021	August 31, 2020
Operating lease assets	Right of use assets	<u>\$ 22,306,921</u>	<u>23,231,460</u>
Total lease assets		<u>\$ 22,306,921</u>	<u>23,231,460</u>
<u>Liability</u>			
Operating lease liability – current portion	Current operating lease liability	\$ 721,022	718,629
Operating lease liability – noncurrent portion	Long-term operating lease liability	22,457,611	23,178,634
Total lease liability		<u>\$ 23,178,633</u>	<u>23,897,263</u>

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

<u>For the year ended August 31:</u>		
2022	\$	1,406,496
2023		1,406,496
2024		1,406,496
2025		1,406,496
2026		1,400,496
Thereafter		25,533,920
Total payments	\$	32,560,400
Amount representing interest	\$	(9,381,767)
Lease obligation, net		23,178,633
Less current portion		(721,022)
Lease obligation – long term	\$	<u>22,457,611</u>

The lease expense for year ended August 31, 2021 was \$1,631,629 which consisted of amortization expense of \$924,539 and interest expense of \$707,090.

The lease expense for the year ended August 31, 2020 was \$1,795,944, which consisted of amortization expense of \$1,067,641 and interest expense of \$728,303.

At August 31, 2021, the weighted average remaining lease term is approximately 19.5 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:

2022	\$ 125,397
2023	\$ 131,158
2024	\$ 137,183
2025	\$ 143,485
2026	\$ 150,077
Thereafter	\$ 1,686,944
Total	<u>\$ 2,374,244</u>

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 Portage to an unrelated third party for a nominal amount.

As of August 31, 2021, included within “Prepayments and other current assets” is advanced rent paid of \$2,436,705 paid by the Company to a related company, Shoreside Development (BVI) Limited, to complete the store building at EastEnd/Fat Hogs Bay.

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.

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 10,000 shares of common stock.

During the year ended August 31, 2021, the holder of the Series B preferred stock converted 4,200 shares of Series B into 6,000,000 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.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

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

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OLAYINKA OYEBOLA & Co.
Chartered Accountants

Report of Independent Registered Public Accounting Firm
To the shareholders and the board of directors of OM Holdings International, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of **OM Holdings International Inc** (the "Company") as of August 31, 2020 and 2019, the related statements of operations, changes in shareholders' equity and cash flows, for each of the two years in the period ended August 31, 2020, and the related notes collectively referred to as the "financial statements". In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2020 and 2019, and the results of its operations and its cash flows for each of the two years in the period ended August 31, 2020, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters


Critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

Acquisition of the subsidiary K Marks foods is a critical audit matter due to the complexity of the accounting requirement for consolidation and the need to convert from IFRS to US GAAP for the purpose of presenting a consolidated report in compliance with the US GAAP. Furthermore, majority of the information in OM Holdings financials are extracted from K Marks foods Report as OM Holdings do not currently have business operations.

How the matter was addressed during the audit

Our procedures include the followings

- Obtained an understanding of K Marks Foods IFRS reporting process and policies, tested the design and the operating effectiveness of the relevant controls.
- We initiated communications with the component auditors (Trinity BVI LTD) to assess the quality of audit work done.
- We evaluated the adequacy of the judgement and assumptions made by the Directors in determining the adequacy of the considerations for the acquisition of the subsidiary.
- We interviewed and assess the level of knowledge of the Accountant that did IFRS to US GAAP conversion and preparation of OM Holdings financial statement.


OLAYINKA OYEBOLA & CO.
(Chartered Accountants)

We have served as the Company's auditor since August 2020.
February 23rd, 2021.
Lagos Nigeria



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

	August 31, 2020	August 31, 2019
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 1,188,529	\$ 687,792
Accounts receivable	1,590,050	1,005,562
Employee Advances	33,254	30,449
Other receivable	28,000	-
Other asset	622,620	-
Inventory	2,100,032	1,947,349
Total Current Assets	5,562,485	3,671,152
Property and equipment, net	3,408,832	2,916,547
Deposits	40,946	40,946
Right of use asset	23,231,460	23,295,836
Note receivable	10,953,854	8,391,096
Total Assets	43,197,577	38,315,577
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current Liabilities:		
Accounts payable	\$ 3,527,935	\$ 3,179,261
Accruals	-	151,223
Lease liability – short term	718,629	680,741
Note payable	119,889	-
Total Current Liabilities	4,366,453	4,011,225
Lease liability – long term	23,178,634	22,910,674
Note payable – net of current portion	2,410,286	-
Total Liabilities	29,955,373	26,921,899
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	-
Series B Preferred Stock, \$0.0001 par value, 5,000,000 shares authorized no shares issued and outstanding	-	-
Common stock, \$0.0001 par value, 5,000,000,000 shares authorized, 44,400,596 shares issued and outstanding	4,440	4,440
Additional paid in capital	6,286,727	5,993,342
Retained earnings	6,950,937	5,395,896
Total Owners' Equity	13,242,204	11,393,678
Total Liabilities and Owners' Equity	\$ 43,197,577	\$ 38,315,577

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

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

	For the Years Ended August 31,	
	2020	2019
Revenue	\$ 28,191,175	\$ 27,148,435
Cost of revenue	19,648,878	19,493,595
Gross Margin	8,542,297	7,654,840
Operating Expenses:		
Professional fees	162,521	194,360
Payroll expense	2,152,761	2,122,485
Director fees	607,786	649,323
Lease expense	1,795,944	1,628,267
General and administrative expense	2,262,434	2,508,494
Total operating expenses	6,981,446	7,102,929
Income from operations	1,560,851	551,911
Other income (expense):		
Other income	48,000	48,850
Interest expense	(53,810)	(3,000)
Total other expense (income)	(5,810)	45,850
Net Income	\$ 1,555,041	\$ 597,761
Income per share	\$ 0.04	\$ 0.01
Weighted average shares outstanding	44,400,596	44,383,820

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
August 31, 2020

	<u>Series A Preferred Stock</u>		<u>Common Stock</u>		Additional Paid in Capital	Retained Earnings	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance, August 31, 2018	-	\$ -	377,775	\$ 38	\$ 5,686,902	\$ 4,798,135	\$ 10,485,075
Common stock issued	-	-	22,821	2	310,840	-	310,842
Reverse acquisition	-	-	44,000,000	4,400	(4,400)	-	-
Net Income	-	-	-	-	-	597,761	597,761
Balance, August 31, 2019			44,400,596	4,440	5,993,342	5,395,896	11,393,678
Preferred stock issued for expense reimbursement	1,000,000	100	-	-	34,214	-	34,314
Transfer of liabilities	-	-	-	-	259,171	-	259,171
Net Income	-	-	-	-	-	1,555,041	1,555,041
Balance, August 31, 2020	<u>1,000,000</u>	<u>\$ 100</u>	<u>44,400,596</u>	<u>\$ 4,440</u>	<u>\$ 6,286,727</u>	<u>\$ 6,950,937</u>	<u>\$ 13,242,204</u>

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

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

	For the Years Ended August 31,	
	2020	2019
Cash Flows from Operating Activities:		
Net Income	\$ 1,555,041	\$ 597,761
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	372,471	306,012
Preferred stock issued for expenses	34,314	-
Common stock expense	-	310,842
Operating lease expense	370,224	295,577
Changes in operating assets and liabilities:		
Accounts receivable	(584,488)	(127,819)
Employee advances	(2,805)	(30,449)
Other asset	(28,000)	-
Inventory	(152,683)	(133,936)
Due from directors	(394,971)	(873,883)
Accounts payable and accruals	496,367	(121,435)
Net cash provided by operations	1,665,470	222,670
Cash Flows from Investing Activities:		
Purchase of property and equipment	(864,756)	(1,518,646)
Due from related companies	(2,167,787)	(338,225)
Funds placed in escrow	(622,620)	-
Net cash used in investing activities	(3,655,163)	(1,856,871)
Cash Flows from Financing Activities:		
Proceeds from loan payable	2,500,000	-
Payment on loan payable	(9,570)	-
Net cash provided by financing activities	2,490,430	-
Net increase (decrease) in cash	500,737	(1,634,201)
Cash at Beginning of Year	687,792	2,321,993
Cash at End of Year	\$ 1,188,529	\$ 687,792
Supplemental Disclosure of non-cash activity:		
Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -

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

OM HOLDINGS INTERNATIONAL, INC.
(formerly Portage Resources, Inc.)
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS AUGUST 31, 2020

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 entire 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 was 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 private 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, 2004, 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 consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

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 years ended August 31, 2020 or 2019.

Inventories

Inventories are valued at the lower of cost or net realizable value. In general cost is determined by applying either the first in first out (FIFO) or percentages mark-up to the selling price valuations for the inventory item. Net realizable value is the estimated selling price in the ordinary course of business, less selling expenses. Allowances are made for obsolete, slow moving and defective inventories. All of the Company’s inventories consist of merchandise held for sale.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There are no potentially dilutive shares of common stock.

Revenue recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Accounts receivable

Accounts receivable, which generally have thirty-day terms are recognized and carried at original invoice amount, less an allowance for uncollectible amounts, if applicable.

The Company maintains an allowance for doubtful accounts at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management based on collection experience and other factors affecting the accounts such as customer relationship and market factors.

Taxes

Under current legislation in the British Virgin Islands effective January 1, 2005, the Company is subject to a 14% payroll tax on the gross remunerations of each of its employees over \$10,000 per year of which up to 8% is deductible from the employee under the Payroll Taxes Act of 2004. By the introduction of the Payroll Taxes Act, the rate of income tax for individuals and business was reduced to zero.

Fair Value Measurements

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritize the inputs used to measure fair value into three levels and bases the categorization with the hierarchy upon the lowest level of input that is available and significant to the fair value measurement.

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g. interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

The Company's cash and cash equivalents and short-term investments are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The carrying amounts of accounts payable, advances payable and short-term loans approximate their fair value due to short term maturities.

Recently issued accounting pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has adopted this accounting standard update.

On June 20, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant-date under ASC718 and forgo revaluing the award after this date. The guidance is effective for interim and annual periods beginning after December 15, 2018.

In November 2019, the FASB issued ASU 2019-10, *Financial Instruments—Credit Losses (Topic 326), Derivative and Hedging (Topic 815, and Leases (Topic 841)*. This new guidance will be effective for annual reporting periods beginning after December 15, 2019, including interim periods within those annual reporting periods. While the Company is continuing to assess the potential impacts of ASU 2019-10, it does not expect ASU 2019-10 to have a material effect on its financial statements.

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 August 31, 2020, the balance in this account is \$622,620.

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:

	August 31, 2020	August 31, 2019
Furniture and Equipment	\$ 2,542,016	\$ 2,066,989
Automobiles	530,689	511,344
Leasehold Improvements	2,057,415	1,687,031
Less: accumulated depreciation	(1,721,288)	(1,348,817)
Property and equipment, net	<u>\$ 3,408,832</u>	<u>\$ 2,916,547</u>

Depreciation expense

Depreciation expense for the years ended August 31, 2020 and 2019 was \$372,471 and \$306,012, respectively.

During the year ended August 31, 2019, the Company disposed of \$1,978,696 of equipment and \$124,210 of motor vehicles. All assets were fully depreciated so no gain or loss was recognized.

NOTE 5 – NOTE RECEIVABLE

On August 31, 2020, the Company entered into an agreement for the sale of its receivables owed to Kmark Foods from its directors and other related parties. Per the terms of the agreement \$10,953,854 of receivables are being transferred to ESG Wealth Management, LLC (“ESG”). The new receivable will have a ten year term and a 2% semi-annual interest payment due. As consideration for assuming the debt obligation Mark Vanterpool will transfer 7,502,639 shares of common stock to ESG.

NOTE 6 – OPERATING LEASES

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

<u>Asset</u>	Balance Sheet Classification	August 31, 2020	August 31, 2019
Operating lease assets	Right of use assets	\$ 23,231,460	23,295,836
Total lease assets		<u>\$ 23,231,460</u>	<u>23,295,836</u>
<u>Liability</u>			
Operating lease liability – current portion	Current operating lease liability	\$ 718,629	680,741
Operating lease liability – noncurrent portion	Long-term operating lease liability	23,178,634	22,910,674
Total lease liability		<u>\$ 23,897,263</u>	<u>23,591,415</u>

Lease obligations at August 31, 2020 consisted of the following:

For the year ended August 31:		
2021	\$	1,725,720
2022		1,706,520
2023		1,706,520
2024		1,706,520
2025		1,706,520
Thereafter		25,433,672
Total payments	\$	33,985,472
Amount representing interest	\$	(10,088,209)
Lease obligation, net		23,897,263
Less current portion		(718,629)
Lease obligation – long term	\$	23,178,634

The lease expense for the year ended August 31, 2019 was \$1,628,267, which consisted of amortization expense of \$934,355 and interest expense of \$693,912.

The lease expense for the year ended August 31, 2020 was \$1,795,944, which consisted of amortization expense of \$1,067,641 and interest expense of \$728,303.

The cash paid under this operating lease during the years ended August 31, 2020 and 2019 was \$40,923. At August 31, 2020, the weighted average remaining lease term is 21 years and the weighted average monthly discount rate is .25%.

NOTE 7 – 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 made on payment of principal of \$9,570 and accrued an additional \$39,745 of interest related to the granting of the moratorium.

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

2021 (six months)	\$	114,479
2022	\$	229,498
2023	\$	
2024	\$	229,498
2025	\$	
Thereafter	\$	2,409,729
Total	\$	

NOTE 8 – RELATED PARTY TRANSACTIONS

The Company, in the regular conduct of business, has entered into transaction with related parties in the form of cashor expenses paid on behalf of the related party. All advances are unsecured, due on demand and non-interest bearing.

Related Party	August 31, 2018	Activity	August 31, 2019	Activity	August 31, 2020
Beacon Reality (BVI) Ltd	\$ 4,696	\$ 21,572	\$ 26,268	\$ (24,134)	\$ 2,134
Columbus Centre Development Ltd	28,650	-	28,650	-	28,650
DMV Enterprises Ltd	671,848	35,000	706,848	8,400	715,248
KM Equity Holdings Ltd	650	-	650	-	650
KM Investment Holdings Ltd	431,031	15,068	446,099	9,253	455,352
LTL Cargo (BVI) Ltd	228,920	69,586	298,506	42,297	340,803
Maju Enterprises (BVI) Ltd	524,535	192,500	717,035	121,533	838,568
Marcy Ltd	448,203	4,500	452,703	98,000	550,703
Mark Vanterpool, CEO				26,786	26,786
Coconut Tree Villas Limited	-	-	-	10,000	10,000
Shoreside Development BVI Ltd	-	-	-	1,743,674	1,743,674
Shoreside East Development	-	-	-	82,953	82,953
Lambert Development Holdings Ltd	-	-	-	49,025	49,025
	<u>\$ 2,338,533</u>	<u>\$ 338,226</u>	<u>\$ 2,676,759</u>	<u>\$ 2,167,787</u>	<u>\$ 4,844,546</u>

Amounts due from Directors are unsecured, non-interest bearing and due on demand. As of August 31, 2020, and 2019, total amounts due from directors is \$6,109,308 and \$5,714,337.

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

NOTE 9 – COMMON STOCK

During the fiscal year ended August 31, 2019, the Company issued 22,821 shares of common stock for total non-cash expense of \$310,842.

Refer to Note 1 for shares issued in conjunction with reverse merger.

NOTE 10 – 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.

NOTE 11 - 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 other than the following.

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.

Subsequent to August 31, 2020, the Company issued 1,800,000 to Capital Hill Management, Inc. for services.

Item 14 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:

Securities Counsel

Name: Vincent J. McGill
Firm: Mandelbaum Salsburg
Address 1: 570 Lexington Ave, 21st Fl
Address 2: New York, NY 10022
Phone: 973-325-7467
Email: vmcgill@lawfirm.ms

PCAOB Auditor

Olayinka Oyebola
Olayinka Oyebola & Co.
10333 Harwin Dr Suite 677
Houston, TX 77036
0803 333 8600
yinka@olayinkaobeyola.com.

Olayinka Oyebola & Co. is a registered PCAOB auditor, who reviews our consolidated quarterly financial statements and audits our yearend consolidated financial statements.

Auditor

HLB Trinity (BVI) Ltd
Road Town, Tortola
British Virgin Islands
1-284-495-5130
mail@trinitybvi.com

HLB Trinity performs a yearly audit of the financial statements of our subsidiary, K-Mark's Foods Ltd. HLB Trinity is regulated by both the BVI Financial Services Commission and the Ministry of Trade, as well as the Association of Chartered Certified Accountants (ACCA).

Consultant

Rachel Boulds
Rachel Boulds, CPA, PLLC
801-230-3945
rachelbouldscpa@hotmail.com

Ms. Boulds is a licensed CPA in the state of Utah. Ms. Boulds prepares our financial statements that are then reviewed/audited by our PCAOB auditor. Management reviews the financial statements prior to providing them to the auditor.

Item 15 Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

Over the next 12 months the company plans to execute further growth by opening additional retail locations and launching its delivery and transportation app in multiple locations. The company's positive operating cash flow is sufficient to maintain current sales volume into next year. However, the company plans to raise debt and equity capital of up to \$25 million to fund its anticipated growth.

The company anticipates the roll-out of the DoGetGo app with a taxi association called JUTA in Montego Bay, Jamaica. The app will then be used in conjunction with OneMart's existing and newly opening stores in Q1 of 2022. This application will be launched and managed by the company's subsidiary Rydeum Caribbean, Inc.

The company anticipates that significant equipment will be purchased for new stores to be opened in the middle of this fiscal year.

The company anticipates an increase of employees by 20% to operate the new stores and meet the demands of the sales increase in the food service and yacht provisioning department.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Sales did not materially increase over the past two years due to Covid-19 pandemic. Post pandemic activity is expected to add \$3 million in sales and \$20,000 in profit. Any resurgence in Covid-19 may impact liquidity negatively. We expect to generate internal liquidity through increased sales and increased profits as well as externally through a planned raise of at least \$15 million at least partially through the sale of shares in the market. We plan to open three new stores using the funds raised.

We expect to see an increase in revenue in the coming years due to new stores and an expected increase in tourism business.

The normal increase in sales during the tourist season in this fiscal year was absent due to Covid-19 restrictions and country lockdown.

During the fiscal year we saw a change within our P&L items as professional fees, reflecting a shift from director fees as director fee in previous years reflected as management fees.

Results of Operations for the year ended August 31, 2021, compared to the year ended August 31, 2020

Revenues and Cost of Revenue

For the year ended August 31, 2021, we recognized revenue of \$28,898,969 compared to \$28,191,175 for the for the year ended August 31, 2020, an increase of \$707,794, or 2.5%. We had \$19,996,279 of cost of revenue for the year ended August 31, 2021, compared to \$19,648,878 for the year ended August 31, 2020, an increase of \$347,401, or 1.8%.

Food Service Revenue increased as restaurants reopened following the 2020 Covid-19 lockdown. Supermarket and non-food revenue remained stable.

Operating Expenses

For the year ended August 31, 2021, professional fees increased \$529,126 or 248.5% to \$742,091 compared to \$212,965 for the year ended August 31, 2020. Professional fees consist of accounting, audit, legal, security and management fees. During fiscal year 2021, the largest increases were with management and security expense. Management fees were shifted from the Directors fees in the current year.

Payroll expense was \$2,510,661 compared to \$2,338,325 for the years ended August 31, 2021 and 2020, respectively, an increase of \$172,336 or 7.4%. We had an increase in payroll expense as our staff went from a 32-hour work week during the Covid-19 curfews, back to a reinstated 40 hours.

Director fees were \$55,750 and \$607,786 for the years ended August 31, 2021 and 2020, respectively, a decrease of \$552,036, or 90.8%. Director fees decreased only because the expense was reclassified to professional fees in the current year.

Lease expense was \$1,631,629 and \$1,795,944 for the years ended August 31, 2021 and 2020, respectively, a decrease of \$164,315, or 9.1%. Our lease liability decreased due to depreciated value over the year.

General and administrative expense was \$2,187,098 and \$2,026,426 for the years ended August 31, 2021 and 2020, respectively, an increase of \$160,672 or 7.9%. The increase can be attributed to Covid-19 protocol requirements in various areas including regular sanitization of stores and supplies required for customers and staff's daily use.

Total other expense for the year ended August 31, 2021, was \$65,282 compared to \$5,810, for year ended August 31, 2020. The increase is due to an increase in interest expense resulting from a loan of \$2.5 million.

Net Income

For the year ended year ended August 31, 2021 we had net income of \$1,710,179 as compared to \$1,555,041 for the year ended August 31, 2020, an increase of \$155,138 or 10%.

Liquidity and Capital Resources

As of August 31, 2021, we had cash of \$464,250, accounts receivable of \$2,580,379 and working capital of \$3,220,558.

C. Off-Balance Sheet Arrangements.

The Company has no off-balance sheet arrangements.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

A. Events that resulted in direct changes to the total shares outstanding by issuer:

Date of Transaction	Transaction type	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Individual/ Entity Shares were issued to	Reason for share	Restricted or Unrestricted as of this filing.
12/14/2020 ¹	cancel	1,950,863,362	Common	n/a	Previous Shareholders of Portage Resources, Inc.	Split cancel	Both
12/14/2020 ¹	Split issuance	400,596	Common	N/a	Previous Shareholders of Portage Resources, Inc	Split Issuance	Both
2/7/2021	New	1,000,000	Preferred	0.0001	Mark Vanterpool	Cash	restricted
2/7/2021 ²	New	36,497,361	Common	1.50	Mark Vanterpool	Stock swap acquisition	restricted
2/7/2021 ²	New	7,502,639	Common	1.50	ESG Wealth Management LLC ³	Stock swap acquisition	restricted
2/7/2021 ²	New	1,800,000	Common	1.50	Capital Hill Management Inc ⁴	Stock Swap acquisition	restricted
2/7/2021	New	5,000	Preferred	0.001	Eintech Solutions, Inc. ⁵	Cash	restricted
3/10/2021	Conversion	(2,000)	Preferred	0.0001	Eintech Solutions, Inc. ⁵	N/A	restricted
3/10/2021	New	2,000,000	Common	0.0001	Eintech Solutions, Inc. ⁵	N/A	restricted
5/4/2021	Conversions	(2,000)	Preferred	0.0001	Eintech Solutions, Inc. ⁵	N/A	restricted
5/4/2021	New	2,000,000	Common	0.0001	Eintech Solutions, Inc. ⁵	N/A	restricted

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. List of securities offerings and shares issued for services in the past two years:

None

C. Any Jurisdictions where the offering was registered or qualified:

None

Part F Exhibits

None

Item 17 Material Contracts.

None

Item 18 Articles of Incorporation and Bylaws.

See Attachment

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not Applicable

Item 20 Issuer's Certifications.

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).

The certifications shall follow the format below:

I, **Mark Vanterpool**, certify that:

1. I have reviewed this annual disclosure statement 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.

Date: November 30, 2021

/s/ Mark Vanterpool

Chief Executive Officer

I, **Michael Robbins**, certify that:

4. I have reviewed this annual disclosure statement of **OM Holdings International, Inc;**

5. 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

6. 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 30, 2021

/s/ Michael Robbins

Chief Financial Officer

Attachments



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0542832006-4
Secretary of State State Of Nevada	Filing Number 20200771155
	Filed On 7/8/2020 12:07:00 PM
	Number of Pages 4

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Portage Resources, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

IT IS RESOLVED, that the name of the Corporation shall be "OM HOLDINGS INTERNATIONAL, INC."

IT IS RESOLVED, that the Corporation is hereby authorized to amend its Articles of Incorporation to affect a 5,000 to 1 reverse stock split of its common stock.

IT IS RESOLVED, that the Corporation shall authorize a total of Five Ten Hundred Million (510,000,000) shares of stock with par \$0.0001 (500,000,000 as common and 10,000,000 as Preferred)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

55

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

Portage Resources , Inc.

**Unanimous Written Consent Of
Board Of Directors
In Lieu of Special Meeting**

The undersigned, being the sole director of Portage Resources , Inc. , a Nevada corporation (the "Corporation"), acting in accordance with Section 78.327 of the Nevada revised Statues, hereby consents to the adoption of the following resolutions as of this date July 8, 2020.

WHEREAS IT IS HEREBY RESOLVED, the sole director, hereby ratifies the appointment of Mark Vanterpool as Chief Executive Officer, Secretary, and Sole Director until the next annual meeting and election of their successors.

WHEREAS, the Corporation is moving forward with its' restructuring;

IT IS HERBY RESOLVED; the Corporations name will be changed to "OM Holdings International, Inc." effective immediately.

IT IS HEREBY RESOLVED; the Corporation is authorized to affect a 5,000 to 1 reverse stock split on its common stock.

IT IS HEREBY RESOLVED; the Corporation shall authorize a total of Five Hundred Ten Million (510,000,000) authorized shares, with Five Hundred Million (500,000,000) designated as Common stock and Ten Million (10,000,000) as preferred stock.

FURTHER RESOLVED, the director of the Corporation be and hereby is authorized, empowered and directed to take any and all actions and to execute, deliver and file any and all agreements, instruments and documents as the director so acting shall determine to be necessary or appropriate to consummate the transactions contemplated by the foregoing resolution. The taking of such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was authorized hereby.

IN WITNESS WHEREOF, the undersigned being the sole director of Portage Resources , Inc., has executed this Consent as of the day and year first written above.

/s/ Mark Vanterpool
Mark Vanterpool
Sole Director

NOTARY
Subscribed and Sworn to Before Me
this _____ day of July, 2020

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OM HOLDINGS INTERNATIONAL, INC.

ARTICLE I

The name of the corporation shall be OM HOLDINGS INTERNATIONAL, INC. (the "Corporation").

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The Corporation is organized of conducting any lawful business for which a corporation may be organized under the law of the State of Nevada.

ARTICLE IV

The aggregate number of shares that the Corporation will have authority to issue is Five Hundred Ten Million (510,000,000) shares with Five Hundred Million (500,000,000) be issued as Common Stock, with a par value of \$ 0.0001 per share, and Ten million (10,000,000) issued as Preferred stock. Shares of any stock class may be issued, without shareholder action, from time to time in one or more series as may from time to time be determined by the board of directors. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the Nevada Revised Statutes, to:

(i.) Designate in whole or in part, the powers, preferences, limitations, and relative rights, of any class of shares before the issuance of any shares of that class.

(ii.) Create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the powers, preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that series.

(iii.) Alter or revoke the powers, preferences limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares.

(iv.) Increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series: provided that, the number may not be decreased below the number of shares of the series then outstanding or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series;

(v.) Determine the dividend rate on the shares of any class of shares or series of shares, whether dividends will be cumulative, and if so, from which date(s), and the relative rights of priority, if any, payment of dividends on shares of that class of shares or series of shares;

(vi.) Determine whether that class of shares or series of shares will have voting rights, in addition to the voting rights provided by law, and, if, so, the terms of such voting;

(vii.) Determine whether or not these shares of that class of shares or series of shares will have conversion privileges and, if, so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors determines;

(viii.) Determine whether or not these shares of that class of shares or series of shares will be redeemable and, if, so, the terms and conditions of such redemption, including the date or date upon or after which they were redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(ix.) Determine whether or not these shares of that class of shares or series of shares will have a sinking fund for the redemption or purchase of shares of that class of shares or series of shares and, if, so, the terms and amount of such sinking fund;

(x.) determine the rights of the shares of that class of shares of series of shares in the event of voluntary liquidation, dissolution or dining up of the Corporation and the relative rights of priority, if any, of payment of shares of that class of shares or series of shares; and

(xi.) determine any other relative rights, preference and limitation of that class of shares or series of shares,

The allocation between the classes, or among the series or each class, or unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution shall be as designated by the Board of directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary of in the corporation's bylaws or in any amendment hereto shall be vested in the common stock. accordingly, unless and until otherwise designated by the board of directors of the Corporation and subject to any superior rights as so designated the Common stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution./

ARTICLE V

Provisions for the regulation of the internal affairs of the Corporation will be contained in its Bylaws as adopted by the Board of Directors. The number of Directors of the Corporation shall be fixed by its Bylaws.

ARTICLE VI

The corporation shall indemnify any person against expenses, including without limitation attorney's fees, judgments, fines and amounts paid in settlement, actual and reasonably incurred by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving as the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise in all circumstance in which and to the extent that such indemnification is permitted and provided for the laws of the State of Nevada then in effect.

ARTICLE VII

To the fullest extent permitted b Chapter 78 of the Nevada Revised Statutes as the same exists of may hereafter be amended, and officer o director of the Corporation shall not be personally liable to the Corporation of its stockholders for monetary damages.

ARTICLE VIII

The Corporation expressly elects not to be governed by or be subject to the provision of section 78.378 through 78.3793 of the Nevada Revised Statutes of any similar or succor statutes adopted by any state which may be deemed to apply the corporation from time to time.

SIGNATURE

The undersigned herby certifies on behalf of OM Holdings International , Inc., a corporation duly organized and existing under the laws of the State of Nevada, (the "Corporation") that:

1. The Undersigned is the President and Secretary, respectively of the Corporation
2. The foregoing Amended and Restated Articles of Incorporation have been duly approved by a majority vote of the Board of Directors.
3. The foregoing Amended and Restated Article of Incorporation has been duly approved by the required vote of the shareholders in accordance with Nevada Corporations Code.

I further declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in this certificate are true and correct to our knowledge.

IN WITNESS WHEREOF, the undersigned officers have signed this Amended and Restated Articles of Incorporation this 9th day of July, 2020

/s/ Mark Vanterpool

By: Mark Vanterpool

Title: CEO