

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

SGD HOLDINGS, LTD.

A Delaware Corporation

1836 O'Neal Ave

Pueblo, Colorado 81004

Telephone: 702-334-3018

sgdinfo@gmail.com

SIC Code is 7389

(Quarterly Report)

**For the Periods Ending: June 30, 2022
(the "Reporting Period")**

As of June 30, 2022, the number of shares outstanding of our Common and Preferred Stock was:

Common shares: 156,883,518

Preferred shares: 0

As of December 31, 2021, the number of shares outstanding of our Common and Preferred Stock was:

Common shares: 141,883,518

Preferred shares: 0

As of December 31, 2020, the number of shares outstanding of our Common and Preferred Stock was:

Common shares: 141,883,518

Preferred shares: 0

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

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

SGD Holdings, LTD. --- Name effective on April 20, 1998

Predecessors:

Transun International Airways, Inc. --- Name effective on May 22, 1996

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

Date of Incorporation was May 22, 1996

State of Incorporation is Delaware

Current standing in the State is Active

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

None

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

None

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

1836 O'Neal Ave., Pueblo, CO 81004

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

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

Yes: ☐ No: ☒

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

2) Security Information

Trading symbol:	SGDH	
Exact title and class of securities outstanding:	Common stock	
CUSIP:	784179 20 2	
Par or stated value:	\$0.0001	
Total shares authorized:	250,000,000	as of date: <u>June 30, 2022</u>
Total shares outstanding:	156,883,518	as of date: <u>June 30, 2022</u>
Number of shares in the Public Float ² :	57,770,578	as of date: <u>June 30, 2022</u>
Total number of shareholders of record:	247	as of date: <u>June 30, 2022</u>

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

Transfer Agent

Name: Issuer Direct Corporation, formerly Interwest Transfer Co.
Phone: 801-272-9294
Email: julie@issuerdirect.com
Address: 1981 Murray-Holiday Rd.
Suite 100
Salt Lake City, Utah 84117

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: 12/31/20 Common: <u>141,883,518</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/7/22	New Shares	15,000,000	Common R-144	\$.058	Yes	Logan Fast	Stock purchase	Restricted with legend	4(2)
8/9/19	New shares	3,808,207	Common	\$.04	Yes	Eastshore Enterprises, Inc. JR Hicks	Convertible Note	Unrestricted	4(a)(1)
8/9/19	New shares	7,493,405	Common	\$.04	Yes	Eastshore Enterprises, Inc. JR Hicks	Convertible note	Unrestricted	4(a)(1)
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>6/30/22</u> Common: <u>156,883,518</u> Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

The accredited investors cancelled all convertible promissory notes and accrued interests during the 4th Qtr. of 2021. For additional information, please see the annual report for December 31, 2021 under Note G-Notes Payable & Note L-Other Matters filed with OTC Markets at <http://www.otcmarkets.com>.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Brent Crouch**
Title: **Advisory CFO**
Relationship to Issuer: **Advisory CFO**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet; **Financial Statements are incorporated by reference here within.**
D. Statement of income; **Financial Statements are incorporated by reference here within.**
E. Statement of cash flows; **Financial Statements are incorporated by reference here within.**

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) **Financial Statements are incorporated by reference here within**
- G. Financial notes; **and Financial statements are incorporated by reference here within**
- H. Audit letter, if audited: N/A

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

SGD Holdings, LTD. Financial Statements for the Reporting Periods of June 30, 2022, and December 31, 2021.

The referenced Financial Statements were posted to the OTCIQ on August 19, 2022.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

The Company entered into the Medical & Recreational Cannabis industry during the 2nd Quarter of 2017 in the State of Colorado. The Company locates properties and opportunities that can be utilized by businesses in the cannabis sector for retail or other cannabis related uses with the intent to sublease such properties to such businesses. In addition, the Company has assembled or intends to assemble a group of passionate cannabis experts with expertise devoted to providing consulting services for property management, license procurement, facility design and construction, systems engineering, equipment, and materials sourcing, management, and compliance.

An example of the type of service and support the Company has provided and intends to provide in the future includes its recent role in assisting C1B True Organics (C1B) in the opening of a retail store for the recreational sale of cannabis. C1B True Organics under a sublease with SGDHD opened its doors for business on June 26, 2020. SGDHD's staff provided substantial assistance in the complete renovation of the C1B True Organics retail building and property located at 601 US Hwy 85/87 in Walsenburg, Colorado. SGDHD co-managed the entire process with the general contractor from concept to completion which included navigating all local and state codes and procuring quality subcontractors and vendors. C1B's opening weekend attracted over 200 customer's and considered its opening a big success.

The Company believes that it has created a viable business model in the cannabis industry. The Company intends to leverage its expertise to provide consulting services, property management services as well as procure real estate that can be leased or sublet to companies in the cannabis industry.

The Company had previously operated as a holding company with its wholly owned subsidiary; Eco Paper, Inc. that had created a proprietary process for producing paper by utilizing products that are considered waste by-products from natural fibers, such as banana and coffee trees. The process eliminated the need to cut down trees all around the world in order to produce paper products of all types.

B. Please list any subsidiaries, parents, or affiliated companies.

(For Additional information regarding subsidiary or affiliates, please see the Annual Report for December 31, 2019 and December 31, 2018 under Note L. Other Matters filed with the OTC Markets at [Https://www.OTCMarkets.com](https://www.OTCMarkets.com)).

C. Describe the issuers' principal products or services.

The Company entered into the Medical & Recreational Cannabis industry during the 2nd Quarter of 2017 in the State of Colorado. We seek out and provide potential opportunities to businesses in the Cannabis Industry with the goal of enhancing shareholder value. The Company is currently providing consulting services, property manager and lessor to businesses in the cannabis industry.

B. Please list any subsidiaries, parents, or affiliated companies.

(For Additional information regarding subsidiary or affiliates, please see the Annual Report for December 31, 2019 and December 31, 2018 under Note L. Other Matters filed with the OTC Markets at [Https://www.OTCMarkets.com](https://www.OTCMarkets.com)).

C. Describe the issuers' principal products or services.

The Company entered into the Medical & Recreational Cannabis industry during the 2nd Quarter of 2017 in the State of Colorado to locate a viable business model in the industry that would provide potential opportunities in the Cannabis Industry whereby enhancing shareholder value. The Company is currently providing consulting services, is a landlord, and property manager in the area of real estate within that industry.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used, or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties, or facilities of the issuer, give the location of the principal plants and other property of the issuer, and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties, or facilities, clearly describe them as above and the terms of their leases.

The Issuer's office is located at 1836 O'Neal Ave., Pueblo, CO, 81003. The premises consist of approximately 200 square feet and is on a month-to-month term.

The Issuer leases an approximate 1,550 sq. ft. retail building that has been totally renovated with new HVAC and electrical upgrades on one (1) acre of property that is subleased as a licensed Retail Dispensary located in Huerfano County with an address of 601 Hwy. 85/87, Business Loop, Walsenburg, CO, 81089.

The Issuer owns, and leases equipment from time to time as is required for its projects that it undertakes.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are**

corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

Name of Officer/Director or Control Person	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Delmar Janovec	President, Secretary & Director	1836 O'Neal Ave., Pueblo, Co 81003	27,871,135	Common R-144	<u>21.4</u>	
Brent Crouch	Advisory Accountant	1836 O'Neal Ave, Pueblo, CO 81003	27,871,134	Common R-144	<u>21.3</u>	
Logan Fast	Accredited Investor-Shareholder	1298 So. 900 East Salt Lake City, Utah 84105	15,000,000	Common R-144	10.4	
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Richard Surber
Firm: Richard Surber-Attorney-at-Law
Address 1: 3415 So. Eastwood Drive
Salt Lake City, Utah 84109

Phone: (801) 580-7172
Email: hudconsult@aol.com

Accountant or Auditor

Name: Brent Crouch
Firm: Crouch & Associates
Address 1: 5148 So. 5500 W.
Hooper, Utah 84315
Phone: 801-231-0128
Email: bcrouchcpa@gmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Delmar Janovec certify that:

1. I have reviewed this Quarterly Disclosure Statement of SGD Holdings, LTD.
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.

August 19, 2022

/s/ Delmar Janovec-President & CEO

Principal Financial Officer:

I, Delmar Janovec certify that:

1. I have reviewed this Quarterly Disclosure Statement of SGD Holdings, LTD.
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.

August 19, 2022

/s/ Delmar Janovec-Principle Financial Officer