

YUKA GROUP, INC.

20801 Biscayne Boulevard, Suite 403 Aventura,
FL 33180

(786) 438-3100

www.medholdingsgroup.com

info@medholdingsgroup.com

Quarterly Report

For the period ending September 30th, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

31,131,456 as of September 30, 2024 (*Current Reporting Period Date or More Recent Date*)

31,131,456 as of December 31, 2023 (*Most Recent Completed Fiscal Year End*)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “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.

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

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

The Company was originally incorporated in the State of Nevada as Crowne Ventures Inc. on April 2, 1991. It continued under this name until November 2012, when it changed its name to Grand Capital Ventures Inc. On August 4, 2020, the Company changed its name to Yuka Group, Inc. Effective as of March 1, 2023, the Company changed its domicile to the State of Colorado by filing a plan of conversion in the State of Colorado. In addition, effective as of March 1, 2023, the Company took the steps necessary to reorganize into a holding company structure. To restructure into a holding company Yuka Group, Inc., a Colorado corporation incorporated Med Holdings Group, Inc., a Colorado corporation and Med Holdings Group, Inc. a Colorado corporation then incorporated Med Services, Inc. Thereafter, also effective March 1, 2023, Yuka Group, Inc., a Colorado corporation merged with and into Med Services, Inc., with Yuka Group, Inc. surviving the merger. Following the merger, Med Holdings Group, Inc. became the successor publicly traded company with Yuka Group, Inc. (survivor to the merger) emerging as a wholly owned subsidiary of Med Holdings Group, Inc. (*See this Section 1 of the Company's Disclosure Statement below for a more detailed explanation*).

Current State and Date of Incorporation or Registration:

Colorado March 8, 2023

Standing in this jurisdiction: (e.g. active, default, inactive):

The Company is Active and in Good Standing in the State of Colorado

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Prior to changing Domiciles to the State of Colorado, the Company was incorporated in the State of Florida.

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

To the best of management's knowledge, the Company has never been the subject of a trading suspension or halt by the SEC or FINRA.

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

Address of the issuer's principal executive office:

20801 Biscayne Boulevard, Suite 403, Aventura, FL 33180

Address of the issuer's principal place of business:

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

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 361 - 3033
Email: danielle@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy., Suite 300
Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	YUKA
Exact title and class of securities outstanding:	Common
CUSIP:	38526T2200
Par or stated value:	\$0.00001
Total shares authorized:	500,000,000 as of date: September 30, 2024
Total shares outstanding:	31,131,456 as of date: September 30, 2024
Total number of shareholders of record:	228 as of date: September 30, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series A Preferred Stock
Par or stated value:	\$0.00001
Total shares authorized:	5,000,000 as of date: September 30, 2024
Total shares outstanding:	4,710,000 as of date: September 30, 2024
Total number of shareholders of record:	1 as of date: September 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

The Company authorized One Hundred Sixty-Five Million (165,000,000) shares of preferred stock, par value \$0.00001 per share; of which One Hundred Sixty Million (160,000,000) shares are authorized and undesignated and Five Million (5,000,000) are designated as the Series A Convertible Preferred Shares (“Series A Preferred Stock”). The Series A Preferred Stock shall rank senior to all of the Common Stock and to all other classes or series of capital Stock of the Company. At any time on or after the Initial Issuance Date, each holder shall be entitled to convert any whole number of shares of Series A Preferred Stock into validly issued, fully paid and non-assessable shares of Common Stock. The Conversion Rate of the Series A Preferred Stock is eighty (80) shares of validly issued fully paid and non-assessable shares of Common Stock for each share of Series A Preferred Stock held and converted. Each share of Series A Preferred Stock shall have a number of votes equal to the number of shares of Common Stock into which such Series A Preferred Stock is then convertible, and shall vote with the holders of the Company’s Common Stock on any such matter submitted to them, voting together as one class. In the event that the Company declares any dividends or distributions on the Common Stock, the holders shall, as holders of Series A Preferred Stock, be entitled to receive such dividends paid and distributions made to the holders of shares of Common Stock on an as-converted basis but without any conversion of the Series A Preferred Stock being converted.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company’s equity securities, as applicable:

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

The holders of the Company’s Common Stock have one vote for each share held with dividends shared on a pro rata basis. The holders of the Company’s Common Stock do not have any preemptive rights.

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

The Series A Preferred Stock shall rank senior to all of the Common Stock and to all other classes or series of capital Stock of the Company. At any time on or after the Initial Issuance Date, each holder shall be entitled to convert any whole number of shares of Series A Preferred Stock into validly issued, fully paid and non-assessable shares of Common Stock. The Conversion Rate of the Series A Preferred Stock is eighty (80) shares of validly issued fully paid and non-assessable shares of Common Stock for each share of Series A Preferred Stock held and converted. Each share of Series A Preferred Stock shall have a number of votes equal to the number of shares of Common Stock into which such Series A Preferred Stock is then convertible and shall vote with the holders of the Company’s Common Stock on any such matter submitted to them, voting together as one class. In the event that the Company declares any dividends or distributions on the Common Stock, the holders shall, as holders of Series A Preferred Stock, be entitled to receive such dividends paid and distributions made to the holders of shares of Common Stock on an as-converted basis but without any conversion of the Series A Preferred Stock being converted. The Company’s

Series A Preferred Stock designation does not contain any redemption or sinking fund provisions.

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

The material provisions of the holders of our Common Stock and Series A Preferred Stock have been described above.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

As a result of the reorganization into a holding company, effective as of March 1, 2023 described above, the holders of any of Yuka Group, Inc.'s convertible notes issued and outstanding prior to the reorganization will continue to have the same assets available for their repayment since, under the terms of the merger between Yuka Group, Inc. and Med Services, Inc. all assets and liabilities of Yuka Group, Inc. survive the merger in the survivor to the merger. However, to the extent that they were convertible into shares of Yuka Group, Inc. Common Stock prior to the merger, they will continue to be convertible into shares of the successor to the merger, which is Yuka Group, Inc., the wholly owned subsidiary of Med Holdings Group, Inc..

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> : Date December 31, 2022 Common: 31,131,456 Series A Preferred: 5,000,000	*Right-click the rows below and select "Insert" to add rows as needed.
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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. ***You must disclose the control person(s) for any entities listed.	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.
3/31/2021	New Issuance	1,000,000	Common	0.10	No	Yisroel Rabinowitz	Cash	Unrestricted	Reg A
3/16/2022	Conversion from Series A Preferred	8,000,000	Common	NA	NA	Meir Avitan	Conversion	Restricted	Section 4(a)2
3/16/2022	Cancellation from Conversion ²	(100,000)	Series A Preferred	NA	NA	Meir Avitan	Conversion	Restricted	Section 4(a)2
4/4/2022	Conversion of Note	1,000,000	Common	0.10	No	Greentree Financial Group, Inc	Conversion	Unrestricted	Reg A
4/14/2022	Conversion of Note	1,000,000	Common	0.10	No	DSW 9269 Inc / David Serfati	Conversion	Unrestricted	Reg A
4/26/2022	New Issuance	250,000	Common	0.10	No	Quick Capital, LLC / Moshe Zuchaer	Cash	Unrestricted	Reg A
5/10/2022	Conversion of Note	200,000	Common	0.10	No	Moshe Zuchaer	Conversion	Unrestricted	Reg A
5/11/2022	Conversion from Series A Preferred	5,200,000	Common	NA	NA	Meir Avitan	Conversion	Restricted	Section 4(a)2
5/12/2022	Conversion from Series A Preferred	10,000,000	Common	NA	NA	Meir Avitan	Conversion	Restricted	Section 4(a)2
5/12/2022	Cancellation from Conversion ²	(190,000)	Series A Preferred	NA	NA	Meir Avitan	Conversion	Restricted	Section 4(a)2
5/13/2022	Conversion of Note	1,000,000	Common	0.10	No	YCA Shark Tank LLC / Moshe	Conversion	Unrestricted	Reg A
5/13/2022	Conversion of Note	1,500,000	Common	0.10	No	Moshe Zuchaer	Conversion	Unrestricted	Reg A
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date September 30, 2024 Common: 31,131,456 ¹ Series A Preferred: 4,710,000									

Example: A company with a fiscal year end of December 31st, 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

- 1.) Excludes 465,8553 shares that were later canceled when they were returned to the Company from DTC when DTC realized they were holding more shares than were needed for rounding due to the 1:2,500 share reverse stock split.
- 2.) These represent cancelations of shares of the Company's Series A Convertible Preferred Stock that occurred as a result of the holder converting into shares of the Company's Common Stock.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
NA	NA	NA	NA	NA	NA	NA	NA

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Prior to the end of the current period ending September 30, 2024, the Company Yuka Group, Inc. had certain convertible promissory notes that were issued and outstanding. However, as a result of the reorganization into a holding company, any of Yuka Group, Inc.'s convertible notes that were outstanding immediately prior to the reorganization became the obligations of the survivor to the merger between Yuka Group, Inc. and Med Services, Inc. That is, the notes are still issued and outstanding, but they are convertible into shares of Yuka Group, Inc., which became a wholly owned subsidiary immediately following the reorganization and was spun off to our former CEO, Mier Avitan as part of the series of related transactions surrounding the change of control, immediately thereafter. Therefore, Med Holdings Group, Inc., the successor publicly traded company to Yuka Group, Inc., has no convertible notes issued and outstanding and it has no contractual obligation to issue any shares of its capital stock.

Notwithstanding the forgoing, Med Smart Wellness Centers, Inc., has promissory notes that are issued and outstanding that have matured. Those notes are convertible into shares of Med Smart Wellness Centers, Inc. however, Med Holdings Group, Inc., intends to offer the holders of those notes an opportunity to exchange them for replacement convertible notes that will be convertible into its shares of Common Stock. The Company plans to offer the note holders, Med Holdings Group, Inc. replacement notes on as good or better terms than the original notes, after it has received FINRA approval for its corporate actions and is trading

under a new trading symbol. Also following FINRA approval and following the exchange opportunity provided to Med Smart Wellness Centers, Inc. note holders, the Company plans to undertake an offering of its Common Stock pursuant to Regulation A (“Reg A”) promulgated under the Securities Act of 1933, as amended (“Reg A Offering”). As a result of the anticipated note exchange and as one of the planned components of the anticipated Reg A Offering, exchanging note holders who convert their notes could participate in a planned resale component of the Reg A Offering.

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Yuka Group, Inc. ceased its operations when it reorganized into a holding company and Med Smart Wellness Centers, Inc., became a wholly owned subsidiary of its successor, Med Holdings Group, Inc., Med Holdings Group, Inc. is a holding company and all operations take place at the subsidiary level. Specifically, the Company’s wholly owned subsidiary, Med Smart Wellness Centers, Inc., is a health care provider that provides products and services using leading edge specialized medical equipment, prescription medications, supplements, peptides, stem-cells, etc. to help patients with areas of their life that traditional medical doctors who are focused on “sick care” do not address. These areas include but are not limited to anti-aging medicine, esthetics, weight loss, increased energy, erectile dysfunction treatments, etc.. In essence, we are focused on helping our patients improve their quality of life.

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

Med Smart Wellness Centers, Inc. is the wholly owned subsidiary of Med Holdings Group, Inc. the successor company to Yuka Group, Inc.

C. Describe the issuers’ principal products or services.

Some of the products and services offered are:

- Testosterone Replacement Therapy
- Erectile Dysfunction Solutions
 - Platelet Rich Plasma Injections (“PRP”)
 - PT-141 Peptide Therapy
 - Pulse Focused Waive Therapy
 - Oral ED Treatments
 - Trimix and Quadmix Injections
- HGH Peptides
- Aesthetics
 - PRP Injections
 - BOTOX Injections
- Laser Treatments for Hair Removal
- Weight Loss

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Med Holdings has offices at Aventura Corporate Center, and a 2500 square foot facility housing the main office of Med Smart Wellness Centers. It is our flagship facility with state-of-the-art equipment and design, with the latest in technologies for providing more than 42 services.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Jessica Miller	CEO, CFO, Secretary, Director and >5% Owner	Aventura, FL	4,710,000	Series A Preferred Stock	100%	NA
Jessica Miller	CEO, CFO, Secretary, Director and >5% Owner	Aventura, FL	14,000,000	Common Stock	44.97%	NA
Mier Avitan	>5% Owner	Aventura, FL	9,200,000	Common Stock	29.55%	NA

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NA

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

NA

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

NA

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NA

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

NA

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NA

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 to 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NA

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 to 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

8) **Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile. Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Peder K. Davisson, Esq. Firm
Name: Davisson & Associates, PA
Address: 3649 Brunswick Ave. N.
Minneapolis, MN 55422
Phone: 612-242-2622
Email: pederd@davissonpa.com

Accountant or Auditor

Name: Oren Gulasa
Firm: Oren Gulasa CPA Services Corp.
Address: 20803 Biscayne Blvd., Suite 101
Aventura, FL 22180
Phone: 305-767-7408
Email: oren@ogcpaservices.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): NA
Discord: NA
LinkedIn: NA
Facebook: NA
[Other]: NA

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Jessica Miller
Title: CEO
Relationship to Issuer: Officer and Director

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

IFRS
U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Oren Gulasa
Title: CPA
Relationship to Issuer: Independent CPA
Describe the qualifications of the person or persons who prepared the financial statements:¹
Mr. Gulasa is a Certified Public Accountant.

¹ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit letter, if audited; ○ Balance Sheet; ○ Statement of Income; ○ Statement of Cash Flows; ○ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) ○ Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Jessica Miller certify that:

1. I have reviewed this Disclosure Statement for Yuka Group, Inc. (to be known as Med Holdings Group, 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.

November 19th, 2024

/s/ Jessica Miller, CEO

Principal Financial Officer:

I, Jessica Miller certify that:

1. I have reviewed this Disclosure Statement for Yuka Group, Inc. (to be known as Med Holdings Group, 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.

November 19th, 2024

/s/Jessica Miller, CFO

THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 (THE "ACT") PROVIDES A "SAFE HARBOR" FOR FORWARD-LOOKING STATEMENTS TO ENCOURAGE COMPANIES TO PROVIDE PROSPECTIVE INFORMATION, SO LONG AS THOSE STATEMENTS ARE IDENTIFIED AS FORWARD-LOOKING AND ARE ACCOMPANIED BY MEANINGFUL CAUTIONARY STATEMENTS IDENTIFYING IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE DISCLOSED IN THE STATEMENT. YUKA GROUP, INC., MED HOLDINGS, INC. AND MED SMART WELLNESS CENTERS, INC. DESIRES TO TAKE ADVANTAGE OF THE "SAFE HARBOR" PROVISIONS OF THE ACT.

CERTAIN INFORMATION PROVIDED OR STATED IN THIS DISCLOSURE STATEMENT, INCLUDING STATEMENTS REGARDING FUTURE EVENTS, PLANS AND THE EXPECTATIONS AND OBJECTIVES OF MANAGEMENT, IS FORWARD-LOOKING. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE FACT THAT THEY DO NOT RELATE STRICTLY TO HISTORICAL OR CURRENT FACTS. THEY OFTEN INCLUDE WORDS SUCH AS "ANTICIPATES," "PLANS," "BELIEVES," "EXPECTS," "ESTIMATES," "INTENDS," "PLANS," "SEEKS" OR WORDS OF SIMILAR MEANING, OR FUTURE OR CONDITIONAL VERBS, SUCH AS "WILL," "SHOULD," "COULD" OR "MAY." OTHER POSSIBLE FACTORS WE HAVE NOT IDENTIFIED, COULD AFFECT OUR ACTUAL RESULTS AND CAUSE SUCH RESULTS TO DIFFER MATERIALLY FROM THOSE ANTICIPATED IN FORWARD-LOOKING STATEMENTS.



Med Holdings Group Inc

20801 Biscayne Blvd, Suite 100 Aventura FL 33180

Management Prepared Financial Statements for the quarter ended 09-30-2024

Please see also Notes to Financial Statements

The accompanying financial statements of Med Holding Group Inc for the quarter ended September 30th, 2024, and the related notes were not subjected to an audit, review or compilation engagement by us and we do not express an opinion, a conclusion, nor provide any assurance on them.

Management Prepared
Aventura FL

Med Holdings Group Inc
Consolidated Income Statement
(Unaudited)

	For the nine months ended on	For the six months ended on
Revenue	9/30/2024	6/30/2024
Service revenue	335,987	260,549.00
(Less Sales Returns and Allowances)		
Sales of Product Income		
Total Revenues	335,987	260,549
Expenses		
Payroll Expenses	52,839	35,345
Contractors	225,825	177,850
Commissions	61,100	60,905
Repair and maintenance	3,940	3,497
Rent Expense	87,986	62,687
Business Licenses & Permits	1,200	650
Advertising	66,598	54,245
Insurance	7,702	5,830
Legal & Professional Fees	33,973	21,000
Utilities	4,999	4,528
Other Expenses	201,789	152,129
Total Operating Expenses	747,951	578,666
Net Operating Income	(411,964)	(318,117)
Depreciation	153,097	102,037
Interest expense	161,911	116,014
Total Non-Operating Expenses	315,008	218,051
Net Income	(726,972)	(536,168)

See accompanying notes to the consolidated unaudited financial statements

Med Holdings Group Inc
Consolidated Balance Sheet
(Unaudited)

Assets	9/30/2024	6/30/2024
Current Assets		
Cash and Cash Equivalents	29,494	16,573
Accounts receivable	4,500	4,000
Inventory	114,297	114,297
Other Current Assets		
<i>Total current assets</i>	\$ 148,291	\$ 134,870
Fixed (Long-Term) Assets		
Property, plant, and equipment	933,008	933,008
Leashold Improvements	133,393	133,393
(Less accumulated depreciation)	(546,840)	(479,967)
<i>Total fixed assets, Net</i>	\$ 519,561	\$ 586,434
Other Assets		
Security Deposits	18,307	18,307
<i>Total Other Assets</i>	\$ 18,307	\$ 18,307
Total Assets	\$ 686,158	\$ 739,611
Liabilities and Owner's Equity		
Current Liabilities		
Accounts payable	5,189	5,189
Credits Cards Due	30,808	29,500
Line Of Credit	194,491	155,341
Other Current Payable		
Accrued Interest	354,320	289,884
<i>Total current liabilities</i>	\$ 584,808	\$ 479,914
Long-Term Liabilities		
Convertible Promissory Notes	1,897,500	1,822,500
Loan From Owner	606,379	700,520
Other Payable - Settlement	209,500	215,500
SBA Loan	50,000	50,000
<i>Total long-term liabilities</i>	\$ 2,763,379	\$ 2,788,520
Owner's Equity		
Commitments and Contingencies		
Preferred Stock	100,000	
Common Stock		
Retained earnings	(2,762,029)	(2,528,823)
<i>Total owner's equity</i>	\$ (2,662,029)	\$ (2,528,823)
Total Liabilities and Owner's Equity	\$ 686,158	\$ 739,611

See accompanying notes to the consolidated unaudited financial statements

Med Holdings Group Inc
Consolidated Cash Flow
(Unaudited)

	<i>For the nine months ended on</i>	<i>For the six months ended on</i>
	9/30/2024	6/30/2024
Operations		
Net Income	(726,972)	(536,168)
Inventory purchases		
Accounts Receivables	4,500	(4,000)
Other Adjustments to reconcile Net Income	143,576	70,233
Net Cash Flow from Operations	(578,896)	(469,935)
Investing Activities		
Sale of investment securities		
Purchase of property and equipment	(5,280)	(5,280)
Net Cash Flow from Investing Activities	(5,280)	(5,280)
Financing Activities		
Issuance of Convertible Notes Payable	540,000	491,100
Proceed from Stock Issuance		
Repayment of loans	29,231	(39,095)
Other Financing activities		
Net Cash Flow from Financing Activities	569,231	452,005
Net Increase in Cash	(14,945)	(23,210)
Cash beginning of Period	44,439	39,783
Cash at End of Period	29,494	16,573

See accompanying notes to the consolidated unaudited financial statements

Med Holdings Group Inc
Statement of Shareholder's Equity

(Unaudited)

	Common Shares	Common Stock	Preferred Shares	Preferred Stock	APIC	Other Interest	Accumulated Deficit	Total Shareholders' Deficit
Balance, June 30, 2024	31,131,456	456,675	4,710,000	4,707	(1,076,702)	-	(1,174,550)	(2,528,823)
Other Adjustments								(42,402)
Shares Issued								-
Preferred Shared Converted								100,000
Net Income (Loss)							(190,804)	(190,804)
Balance, September 30, 2024	31,131,456	456,675	4,710,000	4,707	(1,076,702)	-	(1,365,354)	(2,662,029)

See accompanying notes to the consolidated unaudited financial statements

Med Holdings Group Inc
Notes to the Consolidated Financial Statements
September 30th, 2024

The notes are an integral part of the financial statements.

Note 1 – Description of the Organization

Med Holdings Group Inc was incorporated in the state of Colorado in March of 2023 as the successor public company to Yuka Group, Inc. Yuka Group Inc. was first incorporated in the state of Nevada under the name Crowne Ventures Inc. in May of 1991 and changed its name to Grand Capital Ventures Inc. in November 2012. Thereafter, in October 2013, a certificate of domestication was filed and the Company changed domiciles to the State of Florida where it changed its name to Yuka Group, Inc. in August of 2020. Then in March of 2023, the Company changed domiciles to the State of Colorado as the first step in the Company’s reorganization into a holding company structure. This process involved Yuka Group, Inc. incorporating Med Holdings Group, Inc., in the State of Colorado as a wholly owned subsidiary; and Med Holdings Group, Inc. then incorporated Med Services, Inc. as it’s wholly owned subsidiary. Immediately thereafter, Yuka Group, Inc. merged with and into Med Services, Inc. with Yuka Group, Inc. surviving as a wholly owned subsidiary of Med Smart Holdings, Inc. whereupon Med Smart Wellness, Inc. became a wholly owned subsidiary of Med Holdings Group, Inc.. Med Holdings Group, Inc., then spun out Yuka Group, Inc. immediately following the reorganization. The under the terms of the reorganization agreement, the shareholders of Yuka Group, Inc. have their shares exchanged for shares of Med Holdings Group, Inc. (the successor public company.) All of the assets and liabilities that existed in Yuka Group, Inc. at the time of the reorganization and merger merged with and into Med Services Inc. and remain with the survivor to the merger, Yuka Group, Inc., a Colorado corporation.

MedSmart Wellness Centers provides medically supervised hormone replacement of age-related hormone deficiencies, which may include testosterone, estrogen, progesterone, DHEA, thyroid hormones and others.

The fact that each individual is unique makes the development of an individualized hormone replacement therapy essential for best results. With an individualized hormone replacement therapy at MedSmart Wellness Centers, you will quickly experience a boost in body composition, bone density/strength, libido, cognitive capacity, memory, mental energy, stamina, skin quality, mood and well-being. The in-depth testing that is done at MedSmart Centers, along with regular follow ups with

our experienced patient care coordinators, is part of the secret in creating the shortest route to an improved quality of life.

At MedSmart Wellness Centers, we emphasize that chronological age doesn't necessarily have to coincide with biological age. By adopting a healthy lifestyle with proper nutrition, dietary supplementation, hormone replacement, regular exercise, and occasionally medications, we help you create an environment for your body to stave off the ravages of aging and help you stay biologically young as you get chronologically older.

Note 2 – Going Concern

The condensed consolidated financial statements have been prepared on going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. As of September 30th, 2024, the company has accumulated deficit of \$2,662,029 since inception. The management plan is to increase raising capital through selling convertible notes to variety of investors and continuously working to improve it's operation.

Note 3 – Summary of Significant Accounting Policies

Basis of presentation

The financial statements of Med Holding Group Inc have been prepared in accordance with U.S. generally accepted accounting principles ("US GAAP"), and includes its wholly owned subsidiary Med Smart Wellness Center Inc. a Florida based company which is controlled and owned by Med Holding Group Inc.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to adopt accounting policies and make estimates and assumptions that affect amounts reported in the consolidated financial statements.

Cash and cash equivalents

Med Smart Holding Group Corp's cash consists of cash on deposit with banks. Cash equivalents represent money market funds or short-term investments with original maturities of three months or less from the date of purchase, except for those amounts that are held in the investment portfolio which are invested for long-term purposes.

Due to/from related parties

Amounts reported as due to/from related parties, included in the accompanying statements of financial position, arise principally from the collaborative activities between Med Smart Wellness Center Inc. the operating company and it's parent company Med Smart Holding Group Corp.

Property and equipment, net

Property and equipment are stated at cost. Maintenance and repairs are charged to operations as incurred. Depreciation is calculated using the straight-line method over the lesser of the estimated useful lives of the assets or the lease term. Below is a summary of the company's fixed assets at cost and the depreciation rule as of the report date.

Account	Cost	Acc. Dep.	Net Asset	Dep. Life
100710 Office Furniture	\$24,823	(10,268)	\$14,555	7 Years
100720 Medical Equipment	\$903,954	(462,887)	\$441,067	5 Years
100725 Computer Equipment	\$4,231	(3,129)	\$1,102	5 Years
100780 Leasehold Improvements	\$133,393	(70,556)	\$62,837	7 Years

Financing Activities

Financing activities includes the below and loan balances as of 09-30-2024.

1. Credit Card used in normal course of business \$30,808
2. Line of Credit for \$171,825
3. SBA Loan \$50,000

Loan from Owner

Loan from owner includes money received from company owned by principal owner and operator. The total balance of this account is \$208,245 as of September 30th, 2024.

Inventory

Inventory consisted of different types of merchandise the company is promoting and selling in its clinics. These items include, but not limited to, skin care products, natural supplements and vitamins, personal care products and other. As of September 30th, 2024, the company reported total inventory of \$114,297.

Legal settlement

The company reached a legal settlement in 2022 for the total of \$295,500 with Colossal Enterprise Group Inc. and Ashley Rojas, previous note owner. A total of \$50,000 was paid with the settlement execution and the remaining Settlement Sum of \$246,741.55 shall be paid in monthly installments for twelve (12) months in the amount of Three Thousand Dollars \$3,000.00 due on the first day of each month commencing on September 1, 2022. On September 1, 2023 Defendant shall pay an additional \$25,000. Thousand Dollars (\$25,000.00) as a balloon payment. The remaining balance of (\$185,741.55) One Hundred Eighty- Five Thousand Seven Hundred Forty- One Dollars and Fifty-Five Cents shall be paid beginning September 1, 2023 in equal monthly installments of Three Thousand Dollars (\$3,000.00) All or part of the remaining Settlement Sum may be paid in advance which shall be applied to the payments then next due.

The total liability as of the date of September 30th, 2024 is \$209,500.

Note 4- Convertible Notes Payable

The company notes include 3 year convertibles notes hold by investors. Annual interest on the notes varies from 12% to 15% and under their terms is to be paid or accrued monthly. As of the date of the most recent period ended, the notes were in default however, Med Holdings, Inc. intends to offer to exchange the Med Smart Notes for notes issued by Med Holdings, Inc. that are convertible into Med Holdings, Inc. The Company is still in the process of determining what the terms will be for the replacement notes it plans to offer. As of the financial statements date the notes are in default. The total value of the current Med Smart notes is \$1,897,500 as of September 30th, 2024.

Note 5- Equity

Common Stock - The total number of authorized shares of the Company's Common Stock is 500,000,000, \$0.00001 par value. As of the end of the most recent period there were 31,131,456 shares issued and outstanding,

Preferred Stock – The total number of shares of Preferred Stock authorized for issuance is 165,000,000 shares, 5,000,000 of which are designated as Series A Convertible Preferred Stock. At the end of the most recent period there were 4,710,000 shares of Series A Convertible Preferred Stock (“Series A Preferred Stock”) issued and outstanding. There remain authorized but undesignated 160,000,000 shares of Preferred Stock that may be designated by the board of directors in one or more series.

The Series A Preferred Stock shall rank senior to all of the Common Stock and to all other classes or series of capital stock of the Company. At any time or times on or after the initial issuance date, each holder shall be entitled to convert any whole number of shares of Series A Preferred Stock into validly issued, fully paid, non-assessable shares of Common Stock. The number of validly issued fully paid and non-assessable shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock shall be eighty (80) shares of common stock for each one (1) share of Series A Preferred Stock. Each share of Series A Preferred Stock shall have a number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock is then convertible, and shall vote with the Company's Common Stock on any such matter submitted to the Common Shareholders for a vote as one class. In the event that the Company declares any dividends or distributions on the Common Stock, the holders shall, as holders of Series A Preferred Stock be entitled to receive such dividends paid and distributions made to the holders of shares of Common Stock on an as-converted basis but without any conversion of the Series A Preferred Stock being required.

Note 6- Subsequent Events

The company policy is to present subsequent events, if material, at year-end reports.

Note 7- Commitments and Contingencies

The company classified as operating lease certain commercial lease. The company leases an office facility located at 20801 Biscayne Blvd, Suite 100, Aventura Florida 33180. The total square footage of the facility is 2,000 SQFT. The lease was signed in October 2020.

The details of the lease base rent are below.

Period of Lease	RSF \$	Annualized Rent \$	Monthly Rent \$
First Lease Year 2021	45	90,000	7,500
Second Lease Year 2022	46	92,000	7,666.67
Third Lease Year 2023	47.38	94,760	7,896.67
Fourth Lease Year 2024	48.8	97,599.96	8,133.33
Fifth Lease Year 2025	50.26	100,520.04	8,376.67
Sixth Lease Year 2026	51.77	103,539.96	8,628.33
Seventh Lease Year 2027	53.32	106,640.04	8,886.67
Eight Lease Year to Expiration	54.92	109,839.96	9,153.33

In addition to base rent, the company agreed to pay landlord monthly estimate use of CAM as well as sales tax imposed by the state of FL and Miami-Dade County, and any other charges required by the agreement.

The company, at its own expense must maintain the following types of insurances:

1. General liability
2. Worker Compensation Policy