

**DISCLOSURE STATEMENT PURSUANT TO  
THE PINK BASIC DISCLOSURE GUIDELINES**

**ONASSIS HOLDINGS CORPORATION ONASSIS HOLDINGS CORP**

A Nevada Corporation

39 Broadway, Suite 3010,  
NY, NY 10006, USA

(Company's Address)

-

(Company's telephone number)

www.Onassis-Holdings.com

(Company's Website)

sales@onassis-holdings.com (Company's email)

**2833**

(Company's SIC Code)

**QUARTERLY REPORT**

For the Period Ending June 30, 2024

(the "Reporting Period")

As of August 19, 2024, the number of shares outstanding of our Common Stock was:

127,910,116 shares

As of December 31, 2023, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

127,910,116 shares

**Shell Status**

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 company status has changed since the previous reporting period:

Yes:

No:

**Change in Control**

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

Yes:

No:

**Item 1. Name of the issuer and its predecessor (if any).**

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

Onassis Holdings Corp

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):

Nevada, Active

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

N/A

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

N/A

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

39 Broadway, Suite 3010, NY, NY 10006, USA

The address(es) 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:

## Item 2. Security Information.

### Transfer Agent:

Name: Securities Transfer Corporation  
Phone:(469) 633-0101  
Email: info@stctransfer.com  
Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas 75093

### Publicly Quoted or Traded Securities:

Trading symbol:	ONSS
Exact title and class of securities outstanding:	
Ordinary CUSIP:	682283 106
Par or stated value:	0.001
Total shares authorized:	200,000,000 as of date: August 19, 2024
Total shares Outstanding:	127,910,116 as of date: August 19, 2024
Total number of shareholders of record:	69 as of date: August 19, 2024

### Other classes of authorized or outstanding equity securities:

Trading Symbol:	N/A
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	N/A
Par or Stated Value:	.001 par value
Total Shares Authorized (1):	999,000 as of date: August 19, 2024
Total Shares Outstanding:	-0- as of August 19, 2024
Total number of shareholders of record:	-0- as of August 19, 2024.
Trading Symbol:	N/A
Exact title and class of securities outstanding:	Convertible Series A Preferred
CUSIP:	N/A
Par or Stated Value:	.001 par value
Total Shares Authorized (1):	1,000 as of date: August 19, 2024
Total Shares Outstanding:	1,000 as of August 19, 2024
Total number of shareholders of record:	1 as of August 19, 2024.

## **Security Description:**

The information below provides a summary of the material rights and privileges for each class of the equity securities issued by the Company: :

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

All ordinary shareholders are entitled to dividends from the company upon grant and having voting rights of one vote per share.

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

The Convertible Series A Preferred Stock ranks senior to the common stock and all classes and series of stock of the Company with respect to dividend rights, and rights on liquidation, winding up and dissolution. In addition, the Convertible Series A Preferred Stockholders have the right to convert their shares into common stock at the option of the holders on a one-to-one basis and the preferred shares shall convert into common shares upon a consolidation, merger or sale of the Company.

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

N/A

**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.**

N/A

### Item 3. Issuance History.

Disclosure under this Item 3 includes, 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.

#### A. Changes in the Number of Outstanding Shares.

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)

Number of Shares Outstanding as of January 1, 2022	Opening Balance: Common: 122,017,860 Preferred: 1,000								
Date of Transaction	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 or No	Individual/Entity Shares were issued to.  (disclose the control person(s) for any entities listed)	Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.	
10/26/2022	New Issuance 5,892,256	Common	700,000	Yes	Balanced Management LLC: SRAX Public Company (Christopher Miglino is the control person)	Investor relation services for REGA filing (1)	Restricted	Section 4(a)(2) of the 1933 Act	
Shares Outstanding on June 30, 2024 (2)	Ending Balance: Common: 127,910,116 Preferred: 1,000								

The below space provides any additional details, including footnotes to the table above:

- 1) On October 26, 2022, the Company issued 5,892,256 shares of common stock for a value of \$700,000 in connection with investor relations services to be performed on behalf of the Company for its intended Regulation A+ registration statement to be filed. The Company recorded this as a prepaid expense as it intended to register its registration statement within the coming year. The registration statement is now expected to be filed during 2024.

- 2) The following sharers were not issued as of June 30, 2024:
- On January 1, 2024, two individuals were granted a finder's fee of \$50,000 for securing \$500,000 of debt financing for the Company. The Company paid \$20,000 cash and granted 967,742 unregistered shares of Company's common stock valued at \$30,000 or \$0.031 per shares to stratify the \$50,000 finder's fee. The common stock has not been issued to the two individuals as of August 19, 2024.

**B. Debt Securities, including 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)

The space below provides any additional details, including footnotes to the table above:

None

Debt securities, including promissory and convertible notes issued after June 30, 2024:

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 (disclose the control person(s) for any entities listed)	Reason for Issuance (e.g., Loan, Services, etc.)
April 1, 2019	60,489	50,000	10,489	April 1, 2020	Indebtedness convertible to common shares at 50% of future REGA	Benjamin Karasik	Loan
May 16, 2019	60,239	50,000	10,239	May 16, 2020	Indebtedness convertible to common shares at 50% of future REGA	Zipora Admoni	Loan
January 7, 2020	23,582	20,000	3,582	January 7, 2021	Indebtedness convertible to common shares at 50% of future REGA	Oded Tamir	Loan
January 7, 2020	8,843	7,500	1,343	January 7, 2021	Indebtedness convertible to common shares at 50% of future REGA	Daniel Marin	Loan
January 7, 2020	25,351	21,500	3,851	January 7, 2021	Indebtedness convertible to common shares at 50% of future REGA	Shalom Kfir Harush	Loan

January 10, 2020	5,894	5,000	894	January 10, 2021	Indebtedness convertible to common shares at 50% of future REGA	Oranit Yechezkel	Loan
January 26, 2020	11,770	10,000	1,770	November 26, 2020	Indebtedness convertible to common shares at 50% of future REGA	Rashel Mirza	Loan
February 19, 2020	11,744	10,000	1,744	February 19, 2021	Indebtedness convertible to common shares at 50% of future REGA	Plia Bary	Loan
May 26, 2020	58,183	50,000	8,183	May 27, 2021	Indebtedness convertible to common shares at 50% of future REGA	Yehuda Breitkopf	Loan
June 7, 2020	12,787	11,000	1,787	June 7, 2021	Indebtedness convertible to common shares at 50% of future REGA	Jonathan Kozniak	Loan
July 21, 2020	6,598	5,700	898	July 21, 2021	Indebtedness convertible to common shares at 50% of future REGA	Aaron Guedj	Loan
February 24, 2021	275,104	250,000	25,104	February 24, 2022	Indebtedness convertible to common shares at 50% of future REGA	Ford Seeman	Loan
March 8, 2021	272,724	240,840	31,884	March 8, 2022	Indebtedness convertible to common shares at 20% of future REGA	Folium Botanics (Jaime Vaughan is the control person)	Loan
June 12, 2022	31,375	29,000	2,375	June 12, 2023	Indebtedness convertible to common shares at 20% of future REGA	Edi Caspi	Loan
July 5, 2022	15,419	14,286	1,133	July 5, 2023	Indebtedness convertible to common shares at 75% of future REGA	Beit Hagmar: Ed Caspi	Loan
August 22, 2023	4,102	4,000	102	August 22, 2024	Indebtedness convertible to common shares at 50% of future REGA	Dikla Cohen	Loan
August 22, 2023	11,281	11,000	281	August 22, 2024	Indebtedness convertible to common shares at 50% of future REGA	Dikla Cohen	Loan

September 20, 2023	96,975	90,000	6,975	September 20, 2024	Indebtedness convertible to common shares at 50% of future REGA	Nurit Coombe	Loan
September 19, 2023	10,778	10,000	778	September 19, 2024	Indebtedness convertible to common shares at 50% of future REGA	Dor Israeli	Loan
September 27, 2023	64,533	60,000	4,533	September 27, 2024	Indebtedness convertible to common shares at 50% of future REGA	Nurit Coombe	Loan
October 9, 2023	20,578	20,000	578	October 9, 2024	Indebtedness convertible to common shares at 50% of future REGA	Justin West	Loan
January 1, 2024	52,458	50,000	2,458	January 1, 2025	Indebtedness convertible to common shares at 50% of future REGA	Adi Moreh	Loan
January 1, 2024	52,458	50,000	2,458	January 1, 2025	Indebtedness convertible to common shares at 50% of future REGA	Tomer Schneider	Loan
January 1, 2024	209,833	200,000	9,833	January 1, 2025	Indebtedness convertible to common shares at 50% of future REGA	Shlomo Haim Schneider	Loan
January 1, 2024	209,833	200,000	9,833	January 1, 2025	Indebtedness convertible to common shares at 50% of future REGA	Izachak Schneider	Loan
June 11, 2024	20,094	20,000	94	June 11, 2025	Indebtedness convertible to common shares at 50% of future REGA	Guy Shalom	Loan

Notes payable issued after June 30, 2024:

None



**Item 4. Issuer’s Business, Products and Services.**

**A. Summary of the Issuer’s Business Operations.**

***Current Operations***

Onassis Holdings Corporation was originally incorporated in the State of Nevada in 2004. In 2019 Onassis created a new subsidiary Ananda Labs Inc. (“Ananda”) in Wyoming and in 2020 Onassis acquired the assets of ABC Micrologic Ltd. (“ABC”) in Israel (together “the Company”, “Onassis”, “we”, “our”, or “us”).

The Company is currently focused on marketing and distributing nutraceutical products and the licensing and commercialization of anti-aging technology. The Company has begun working with top nutrition experts to manufacture and distribute innovative products that passed in-vitro and in-vivo clinical studies of herbal and marine formulations utilized in over 2000 years of traditional Asian medicine.

The Company is headquartered in New York City, with its warehouse and fulfillment offices located in Long Island, New York. The Company has a subsidiary in Israel, working with scientific research companies in Europe, Israel, and the USA to carry out new drug preclinical/clinical research and safety studies to help with product development and practical applications.

The Company aims to widely promote and develop the application technology of Asian medicinal herbs and plant-based medicines, with strong connections to the biopharma world to ensure processes and regulations are at the highest possible standard (GMP, CE, FDA).

In April 2021, the Company entered into a framework agreement with a manufacturer of medications, to distribute its nutraceutical products in geographical territories.

During the second quarter of 2021, the Company received its first nutraceutical product inventory on consignment from a manufacturer of nutraceuticals. The products are being held at the Company’s warehouse.

**B. List the issuers subsidiaries, parents or affiliated companies.**

Ananda Labs Inc. - Incorporated in Wyoming and headquartered in NYC.  
ABC Micrologic Ltd. – Incorporated in Israel.

**C. Describe the issuers’ principal Products or Services.**

**CimetrA- IMP -Investigational Medicinal Product which is in an urgent registration process in the US to treat Covid-19 – Corona Virus**

**Co-Blox** - Food supplement capsule to boost the immune system.

**Majestix** - Syrup made of 15 plant extracts.

**Majestix Post**- Syrup made of 15 plant extracts, Vitamins and Fungus.

**ArtemiC Rescue** - Water based emulsion, oral spray. This is a food supplement intended to support the immune system, containing four ingredients consisting of artemisinin, Curcuma longa L. rhizome extract, Boswellia serrata oleo resin, and L-ascorbic acid (Vitamin C). ArtemiC has an innovative delivery system that circumvents the obstacles posed by the difficulty in dissolving the ingredients in water and enables high bioavailability and effective uptake into the body. ArtemiC is a water-soluble food supplement intended to support the immune system, containing four ingredients consisting of artemisinin, Curcuma longa L. rhizome extract, Boswellia serrata oleo resin, and L-ascorbic acid (Vitamin C).

**Vapes** - CBD vapes 5 in different tastes.

**Vitamins and plant extracts** - in a technology that gives them a very high bio availability including Curcuma, Vitamin B Complex, Ginger, Frankincense, Vitamin C, Propolis, Vitamin D, Vitamin B12, Omega 3-6-9, Coenzyme Q10, Vitamin E, CBD Full Spectrum, Curcuma, Frankincense-Curcuma, C-O-C (Curcuma, Olibanum, Vitamin C), CBD Isolate-Curcuma, C-D-E (Curcuma, Vitamin D+E).

## **Item 5. Issuer's Facilities.**

### **Description of Corporate Offices**

The Corporate office is at 39 Broadway, Suite 3010, New York, NY 10006.

### **Other Facilities**

We also maintain an office at 35 Ha'erez Street, Ra'anana, Israel.

We believe that our current facilities are adequate for our operations as currently conducted and if additional facilities are required, that we can obtain them at commercially reasonable prices.

## Item 6. Officers, Directors and Control Persons.

The table below provides information, as of August 19, 2024, regarding any officers, or directors of the Company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. Also, if any listed persons are corporate shareholders or entities, information is provided as to 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.

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this Item 6 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.

Name of Officer/Director and Control Person	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City/State only)	Number of Shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Names of control person(s) if a corporate entity
Eliron Yaron	Chairman	New York	75,000,000 1,000	Common Series A PS	58.6% 100%	None
Ford Seeman	Director	New Jersey	0	N/A	N/A	None

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

(1) As of August 19, 2024, there were 127,910,116 shares of common stock and 1,000 shares of preferred stock shares issued and outstanding.

**Item 7. Legal/Disciplinary History.**

A. 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. 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

None

5. 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

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.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incident to the business, to which the issuer or any of its subsidiaries is a party or which any of their property is 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 proceeding known to be contemplated by governmental authorities.

NONE

**Item 8. Third Party Providers**

Securities Counsel (Counsel preparing Attorney Letters):

Paul Goodman, Esq.  
Cyruli Shanks & Zizmor, LLP  
420 Lexington Ave  
Phone no.: (212)661-6800  
Email: 420 Lexington Ave

Accountant or Auditor:

Rick Basse, CPA  
Rick Basse Consulting, PLLC  
244 Majestic Oak Drive  
New Braunfels, Texas 78132  
Phone no.: (210) 347-0374  
Email: rick.basse@gmail.com

Investor Relations: None

*All other means of Investor Communication:*

Twitter:	No
Discord:	No
LinkedIn:	No
Facebook:	No
YouTube:	No
TikTok:	No
Instagram:	No

Other Service Providers:

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

Name: None  
Firm:  
Nature of Services:  
Address:  
Phone:  
Email:

**Item 9. Financial Statements.**

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

Name: Rick Basse, CPA  
Title: Owner of Rick Basse Consulting, PLLC  
Relationship to Issuer: Accountant engaged by Company.

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

U.S. GAAP  
 IFRS

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

Name: Rick Basse, CPA  
Title: Owner of Rick Basse Consulting, PLLC  
Relationship to Issuer: Accountant engaged by Company.  
The qualifications of the person who prepared the financial statements: The accountant is a CPA as recognized by the Texas State Board of Public Accountancy.

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal quarter:

- Consolidated Balance Sheet;
- Consolidated Statement of Income;
- Consolidated Statement of Stockholder' Deficit;
- Consolidated Statement of Cash Flows
- Financial Notes

Attached as Exhibit A to this Quarterly Report are our financial statements and notes to financial statements for the three and six months ended June 30, 2024.

**Item 10. Issuer's Certifications.**

I, Eliron Yaron, as chief executive officer and chief financial officer, certify that:


1. I have reviewed this June 30, 2024 Quarterly Report of Onassis Holdings Corp.

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 restated financial statement, 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.

Dated: August 19, 2024

ONASSIS HOLDING CORP.

By  \_\_\_\_\_  
Eliron Yaron,  
Chief Executive Officer and Chief Financial Officer

**Exhibit A**

**ONASSIS HOLDINGS CORPORATION**

For the Three and Six Months ended June 30, 2024 and 2023



**Onassis Holdings Corp.**  
Consolidated Balance Sheets (Unaudited)

	June 30, 2024	December 31, 2023 Restated
<b>Assets</b>		
Current assets:		
Cash	\$ 41,400	\$ 2,319
Inventory	1,569	1,569
Prepaid expenses	700,000	700,000
Other current assets	5,000	-
Total current assets	747,969	703,888
Other assets		
Operating lease asset	51,618	67,180
Licenses	140,050	85,050
Total other assets	191,668	152,230
<b>Total Assets</b>	<b>\$ 939,637</b>	<b>\$ 856,118</b>
<b>Liabilities and Stockholders' Deficiency</b>		
Current liabilities:		
Accounts payable & accrued expenses	\$ 3,499	\$ -
Accrued interest	142,969	95,665
Loan payable - related party	81,754	81,754
Due to related parties	27,889	-
Operating lease liabilities	33,548	31,919
Convertible notes payable, net of discount of \$338,168 and \$141,499 as of June 30, 2024 and December 31, 2023, respectively	1,151,658	828,307
Derivative liability	1,880,663	531,064
Total current liabilities	3,321,980	1,568,709
Long term liabilities:		
Operating lease liabilities, less current portion	18,070	35,261
Total long term liabilities	18,070	35,261
Total liabilities	3,340,050	1,603,970
Commitments and contingencies		
	-	-
Stockholders' Equity (Deficiency):		
Preferred stock, \$0.001 par value, 999,000 shares authorized; -0- shares issued and outstanding at June 30, 2024 and December 31, 2023	1	1
Convertible Series A Preferred stock, \$0.001 par value, 1,000 shares authorized, issued and outstanding at June 30, 2024 and December 31, 2023	-	-
Common stock, \$0.001 par value, 200,000,000 shares authorized; 127,910,116 shares issued and outstanding at June 30, 2024 and December 31, 2023	127,910	127,910
Additional paid-in capital	14,535,193	14,015,193
Common stock to be issued	30,000	-
Accumulated deficit	(17,093,517)	(14,890,956)
Total stockholders' equity (deficiency)	(2,400,413)	(747,852)
<b>Total Liabilities and Stockholders' Equity (Deficiency)</b>	<b>\$ 939,637</b>	<b>\$ 856,118</b>

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

**Onassis Holdings Corp.**

Consolidated Statements of Operations (unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
		Restated		Restated
Operating expenses:				
Consulting fees related party	\$ 31,000	\$ -	\$ 100,200	\$ -
Contractors and professional fees	79,389	1,500	148,659	3,925
Travel and meals and entertainment	17,737	136	47,263	10,615
Office and general expenses	56,526	11,605	110,105	36,549
Advertising and marketing	3,750	274	7,500	274
Rent	9,300	872	18,600	4,432
Total operating expenses	<u>197,702</u>	<u>14,387</u>	<u>432,327</u>	<u>55,795</u>
Net operating income (loss)	(197,702)	(14,387)	(432,327)	(55,795)
Other income (expense):				
Expenses related to convertible notes payable:				
(Gain) loss on change in fair value of derivative liability	(280,298)	(5,571)	(1,349,599)	(4,279)
Interest accretion	(187,084)	-	(373,331)	-
Interest expense	(23,652)	(7,117)	(47,304)	(14,207)
Total other income (expense)	<u>(491,034)</u>	<u>(12,688)</u>	<u>(1,770,234)</u>	<u>(18,486)</u>
Net Income (loss)	\$ <u>(688,736)</u>	\$ <u>(27,075)</u>	\$ <u>(2,202,561)</u>	\$ <u>(74,281)</u>
Basic and diluted income (loss) per share	\$ <u>(0.005)</u>	\$ <u>(0.000)</u>	\$ <u>(0.017)</u>	\$ <u>(0.001)</u>
Weighted average number of common shares outstanding - basic and diluted	127,910,116	127,910,116	127,910,116	127,910,116

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

**Onassis Holdings Corp.**  
Statement of Changes in Stockholders' Equity (Deficiency) - Unaudited

	Common Stock		Preferred Stock		Additional Paid-In Capital	Common Stock to be Issued	Accumulated Deficit	Total Stockholders' Deficiency
	Shares	Amount	Units	Amount				
<b>For the Three Months Ended June 30, 2023</b>								
Balance at March 31, 2023 (Restated)	127,910,116	\$127,910	1,000	1	\$13,820,193	\$ -	\$(14,153,644)	\$ (205,540)
Net loss	-	-	-	-	-	-	(27,074)	(27,074)
Balance at June 30, 2023	127,910,116	\$127,910	1,000	1	\$13,820,193	\$ -	\$(14,180,718)	\$ (232,614)
<b>For the Six Months Ended June 30, 2023</b>								
Balance at December 31, 2022	127,910,116	\$127,910	1,000	1	\$13,820,193	\$ -	\$(14,106,437)	\$ (158,333)
Conversion of notes payable into shares of common stock	-	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	(74,281)	(74,281)
Balance at June 30, 2023	127,910,116	\$127,910	1,000	1	\$13,820,193	\$ -	\$(14,180,718)	\$ (232,614)
<b>For the Three Months Ended June 30, 2024</b>								
Balance at March 31, 2024	127,910,116	\$127,910	1,000	1	\$14,515,193	\$ 30,000	\$(16,404,781)	\$(1,731,677)
Discount on shares issued for notes payable	-	-	-	-	20,000	-	-	20,000
Stock based compensation	-	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	(688,736)	(688,736)
Balance at June 30, 2024	127,910,116	\$127,910	1,000	1	\$14,535,193	\$ 30,000	\$(17,093,517)	\$(2,400,413)
<b>For the Six Months Ended June 30, 2024</b>								
Balance at December 31, 2023	127,910,116	\$127,910	1,000	1	\$14,015,193	\$ -	\$(14,890,956)	\$ (747,852)
Discount on shares issued for notes payable	-	-	-	-	520,000	-	-	520,000
Stock based compensation	-	-	-	-	-	30,000	-	30,000
Net loss	-	-	-	-	-	-	(2,202,561)	(2,202,561)
Balance at June 30, 2024	127,910,116	\$127,910	1,000	1	\$14,535,193	\$ 30,000	\$(17,093,517)	\$(2,400,413)

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

**Onassis Holdings Corp.**  
Statements of Cash Flows (Unaudited)

	For the Six Months Ended	
	June 30, 2024	June 30, 2023 Restated
Cash flows from operating activities:		
Net loss	\$ (2,202,561)	\$ (74,281)
Adjustments to reconcile net loss to net cash used in operating activities:		
(Gain) Loss on change in fair value of derivative liability	1,349,599	4,279
Interest accretion	348,333	-
Changes in operating assets and liabilities:		
Due from related parties	-	-
Other current assets	(5,000)	-
Accounts payable and accrued expenses	3,519	-
Accrued interest	72,302	14,207
Account Payable, related party	27,889	-
Net cash provided by (used) in operating activities	(405,919)	(55,795)
Cash flows from investing activities:		
Purchase of licenses	(55,000)	-
Net cash provided by investing activities	(55,000)	-
Cash flows from financing activities:		
Proceeds from convertible notes payable	500,000	-
Repayment of a related party loan	-	(17,600)
Net cash provided by financing activities	500,000	(17,600)
Net increase (decrease) in cash	39,081	(73,395)
Cash - beginning of the year	2,319	74,269
Cash - end of the period	\$ 41,400	\$ 874
Supplemental disclosures:		
Interest paid	\$ -	\$ -
Taxes Paid	\$ -	\$ -
Supplemental disclosure for non-cash financing activities:		
Discount on Notes Payable	\$ 520,000	\$ -

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

**ONASSIS HOLDINGS CORPORATION**  
**Notes to Financial Statements (Unaudited)**  
**As of June 30, 2024**

**Note 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

Onassis Holdings Corporation was originally incorporated in the State of Nevada in 2004. In 2019 Onassis created a new subsidiary Ananda Labs Inc. (“Ananda”) in Wyoming and in 2020 Onassis acquired the assets of ABC Micrologic Ltd. (“ABC”) in Israel for \$1,000 (together “the Company”, “Onassis”, “we”, “our”, or “us”).

The Company is currently focused on marketing and distributing nutraceutical products and the licensing and commercialization of anti-aging technology. The Company has begun working with top nutrition experts to manufacture and distribute innovative products that passed in-vitro and in-vivo clinical studies of herbal and marine formulations utilized in over 2000 years of traditional Asian medicine.

The Company is headquartered in New York City, with its warehouse and fulfillment offices located in Long Island, New York. The Company has a subsidiary in Israel, working with scientific research companies in Europe, Israel, and the USA to carry out new drug preclinical/clinical research and safety studies to help with product development and practical applications.

The Company aims to widely promote and develop the application technology of Asian medicinal herbs and plant-based medicines, with strong connections to the biopharma world to ensure processes and regulations are at the highest possible standard (GMP, CE, FDA).

In April 2021, the Company entered into a framework agreement with a manufacturer of medications, to distribute its nutraceutical products in geographical territories.

In addition, during the second quarter of 2021, the Company entered into a letter of intent to supply medicinal products to a purchaser in Latin America on an annual basis for approximately \$24 million. As of the filing of these financial statements, no final agreement has been entered into with respect to this letter of intent.

During 2022, the Company entered into a research and license agreement with Yissum Research Development Company of The Hebrew University of Jerusalem, Ltd. (“Yissum”) for the development and commercialization of anti-aging technology. The patented technology is based on the use of epigenetic editing with a combination of genes that can convert adult cells into placental stem cells, allowing for site-specific alteration of epigenetic marks to rejuvenate cells. The agreement grants the Company the exclusive right to license and commercialize intellectual property resulting from the research conducted by Yissum for a license fee as specified in the agreement, as amended. During the three months ended March 31, 2024, the paid \$55,000 and during the year ended December 31, 2023 the Company has paid \$85,050 towards this license fee, which is recorded as licenses in the accompanying consolidated balance sheets.

The Company plans to use this technology to develop new anti-aging products and therapies, with the goal of improving the quality of life for aging populations. In addition to the anti-aging technology, the Company is also engaged in other biotech research projects, focusing on developing new treatments for a variety of diseases and conditions, including cancer, neurological disorders, and autoimmune diseases. By leveraging its expertise in biotech research and development, the Company aims to bring innovative solutions to the market that address some of the biggest health challenges of our time.

**Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying consolidated financial statements were prepared in conformity with generally accepted accounting principles in the United States (“US GAAP”).

**Reclassification**

Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

### Estimates and Assumptions

Preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Examples include, but are not limited to, estimates for asset and goodwill impairments, stock-based compensation forfeiture rates, future asset retirement obligations, and inventory reserves; assumptions underlying self-insurance reserves and income from unredeemed stored value cards; and the potential outcome of future tax consequences of events that have been recognized in the financial statements. Actual results and outcomes may differ from these estimates and assumptions.

### Cash and Equivalents

Cash and equivalents include cash in hand and cash in demand deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less. The Company had \$41,400 and \$2,319 of cash as of June 30, 2024 and December 31, 2023, respectively.

### Concentration of Credit Risk

The Company maintains cash balances at financial institutions that are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of June 30, 2024, the Company's cash balance did not exceed FDIC coverage.

### Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

### Prepaid Expenses

The Company considers all items incurred for future services to be prepaid expenses. October 26, 2022, the Company issued 5,892,256 shares of common stock for a value of \$700,000 in connection with investor relations services to be performed on behalf of the Company for its intended Regulation A+ registration statement to be filed. The Company recorded this as a prepaid expense as it intended to register its registration statement within the coming year. The registration statement is now expected to be filed during 2024.

### Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. Cost includes all direct costs necessary to acquire and prepare assets for use, including internal labor and overhead in some cases. Depreciation of property, plant and equipment, which includes assets under capital leases, is provided on the straight-line method over estimated useful lives, generally ranging from 3 to 12 years for equipment and 39 years for buildings. The costs of repairs and maintenance are expensed when incurred, while expenditures for refurbishments and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. When assets are retired or sold, the asset cost and related accumulated depreciation are eliminated with any remaining gain or loss recognized in net earnings.

### Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets.

### Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and equivalents, restricted cash, accounts receivable, accounts payable, accrued liabilities and short-term debt, the carrying amounts approximate their fair values due to their short maturities. ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a nine-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The nine levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

As discussed in *Note 5 – Convertible Notes Payable*, the Company valued its derivative liability using Level 1 inputs as of June 30, 2024 and December 31, 2023. The Company did not identify any additional assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with ASC 825-10 as of June 30, 2024 and December 31, 2023.

### Derivative Liabilities

The Company generally does not use derivative financial instruments to hedge exposures to cash flow or market risks. However, certain other financial instruments, such as warrants and embedded conversion features on the convertible debt, are classified as derivative liabilities due to protection provisions within the agreements. Convertible notes payable are initially recorded at fair value using the Monte Carlo model and subsequently adjusted to fair value at the close of each reporting period. The preferred stock warrants are initially recorded at fair value using the Black Scholes model and subsequently adjusted to fair value at the close of each reporting period. The Company accounts for derivative instruments and debt instruments in accordance with the interpretive guidance of ASC 815, ASU 2017-11, and associated pronouncements related to the classification and measurement of warrants and instruments with conversion features.

### 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.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

### Income Taxes

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. On January 1, 2023, the U.S. federal corporate income tax increased from 21% to 28%. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the six months ended June 30, 2024 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet.

The Company has filed all income tax returns in the U.S. federal tax jurisdiction and various state tax jurisdictions through December 31, 2022. The tax years for 2016 to 2022 remain open for examination by federal and/or state tax jurisdictions. The Company is currently not under examination by any other tax jurisdictions for any tax year.

### Earnings Per Share (EPS)

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for the periods presented. As of March 31, 2024, the Company has no options or warrants outstanding. At June 30, 2024, the total shares issuable upon conversion of convertible notes payable and others would be approximately 49,393,000 shares of the Company's common stock.

### Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and legal counsel assess such contingent liabilities, and such assessment inherently involves judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought.

If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material would be disclosed. Loss contingencies considered to be remote by management are generally not disclosed unless they involve guarantees, in which case the guarantee would be disclosed.

### Recently Issued Accounting Pronouncements

During the three months ended June 30, 2024, there were several new accounting pronouncements issued by the FASB. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's financial statements.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" which requires two primary enhancements of 1) disaggregated information on a reporting entity's effective tax rate reconciliation, and 2) information on cash income taxes paid. Additionally, specific disclosures related to unrecognized tax benefits and indefinite reinvestment assertions were removed. For public business entities, the new requirements will be effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.



### Note 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has incurred continuing losses, negative cash flows from operating activities and has an accumulated deficit of approximately \$17.1 million. These matters among others raise substantial doubt about the Company's ability to continue as a going concern.

Management believes that the Company will continue to incur losses and negative cash flows from operating activities for the foreseeable future and will need additional equity or debt financing to sustain its operations until it can achieve profitability and positive cash flows, if ever. Management plans to seek additional debt and/or equity financing for the Company but cannot be assured that such financing will be available on acceptable terms. The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required. The outcome of this uncertainty cannot be assured. The Company is currently dependent on its Chairman to continue to fund the Company. If the Company is unable to acquire or develop an operating business the Company will be unable to fund itself. There is no guarantee that our Chairman will continue to fund the Company.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such a business plan will actually improve the Company's operating results.

### Note 4 – DUE FROM SHAREHOLDERS AND RELATED PARTIES

Consulting services were performed to Onassis by a company controlled by the Company's CEO. During the six months ended June 30, 2024 and 2023, the CEO's company provided consulting services to Onassis to perform many of the required operations for Onassis. Such amounts are reflected on the consolidated statements of operations as related party consulting fees and totaled \$31,000 and \$-0-, respectively, for the three months ended June 30, 2024 and 2023 and \$100,200 and \$-0-, respectively, for the six months ended June 30, 2024 and 2023. Additionally, The CEO's company provided interest-free cash advances to the Company. Such amounts are reflected on the Company's consolidated balance sheets as loan payable and totaled \$81,754, at June 30, 2024 and December 31, 2023.

The Company's CEO is compensated with an annual salary of \$208,000. The CEO earned \$52,000 for the three months ended June 30, 2024 and 2023, and \$104,000 for the six months ended June 30, 2024 and 2023. The CEO is owed \$27,889 and \$-0- as of June 30, 2024 and December 31, 2023, respectively and reported as due from related parties in the accompanying consolidated balance sheets.

### Note 5 – CONVERTIBLE NOTES PAYABLE

The Company has issued a number of convertible notes with various maturities to various investors. The loans bear interest at 3% to 10% and have various maturity dates through June 11, 2025. In addition, the investors may convert the principal and interest on the notes into shares of the Company's common stock at a 20% to 75% discount based on the then current value at a future date or event. Due to the short-term nature of these loans, they are recorded as current liabilities.

The conversion features for certain of the convertible promissory meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the "fixed-for-fixed" criteria outlined in ASC 815-40-15. As a result, the conversion features of the notes are recorded as a derivative liability at fair value and marked-to-market each period with the changes in fair value each period charged or credited to other income (expense).

At each balance sheet date, the Company valued the derivative liability using a Monte Carlo simulation model yielding a total value of \$1,880,663 and \$531,064 as of June 30, 2024 and December 31, 2023, respectively. The Company used the following assumptions upon measurement: value per common share of \$0.018 to \$0.020, a remaining life of one to eleven months, an exercise price of \$.014 - \$0.018, a risk-free rate of 5.1% to 5.5% and volatility of 556% - 701%. For the three months ended June 30, 2024 and 2023, the Company reported a loss on change in fair value of the derivative liability of \$280,298 and \$5,571, respectively, and for the six months ended June 30, 2024 and 2023, the Company reported a loss on change in fair value of the derivative liability of \$1,349,599 and \$4,279, respectively, in the accompanying consolidated statement of operations.

In addition, the Company calculated the derivative discount as the difference between the conversion price and the fair market value of the Company's common stock on the date of issuance. The derivative debt discounts are amortized through the terms of the notes. In addition, on January 1, 2024, two individuals were granted a finder's fee of \$50,000 for securing \$500,000 of proceeds from four of the Company's convertible promissory notes. The finder fee is recorded as a debt discount and amortized through the terms of the notes. The Company recorded interest accretion on the debt discounts of \$187,084 and \$-0- for the three months ended June 30, 2024 and 2023, respectively, and \$373,331 and \$-0- for the six months ended June 30, 2024 and 2023, respectively, in the accompanying consolidated statements of operations.

The outstanding balances including accrued interest at June 30, 2024 and December 31, 2023 was \$1,633,025 and \$1,065,490, respectively. The outstanding principal balances net of debt discount was \$1,151,658 and \$828,307 at June 30, 2024 and December 31, 2023, respectively. The Company is in default with the repayment terms for the majority of these convertible notes payable.

#### *Contingent Shares – Anti-dilution Provision*

Most of the Company convertible promissory notes contain an anti-dilution provision. If, upon the sale of all shares issued to 20 holders of the Company's convertible promissory notes and the amount realized by the holders (the "realized sales amount") is less than the outstanding principal amount of the holders at the time of the conversion, the Company shall issue up to an aggregate of 3,800,500 restricted shares of the Company's common stock to the holders to cover any deficiency. In addition, three holders may be issued an unlimited number of restricted shares of the Company's common stock to satisfy the provision. The contingent shares to be issued shall be equal to the difference between the conversion amount less the realized sales amount divided by the then-current market price of the Company's common stock. As of June 30, 2024 and December 31, 2023, since it is unlikely any shares will be issued under the anti-dilution provision, the Company valued the contingent shares at \$-0-.

## **Note 6 – EQUITY TRANSACTIONS**

### Preferred Stock

The Company's Board of Directors is authorized to issue, at any time, without further stockholder approval, shares of preferred stock. The Board of Directors has the authority to fix and determine the voting rights, rights of redemption and other rights and preferences of preferred stock. As of June 30, 2024 and December 31, 2023 there were 999,000 shares of the Company's preferred stock authorized; no shares are issued and outstanding.

As of June 30, 2024 and December 31, 2023 there were 1,000 shares of the Company's Convertible Series A Preferred Stock authorized, issued and outstanding. The Convertible Series A Preferred Stock ranks senior to the common stock and all classes and series of stock of the Company with respect to dividend rights, and rights on liquidation, winding up and dissolution. In addition, the Convertible Series A Preferred Stockholders have the right to convert their shares into common stock at the option of the holders on a one-to-one basis and the preferred shares shall convert into common shares upon a consolidation, merger or sale of the Company.

### Common Stock

The Company has authorized 200,000,000 shares of common stock with a par value of \$.001. There are 127,910,116 shares issued and outstanding at June 30, 2024 and December 31, 2023.

On January 1, 2024, two individuals were granted a finder's fee of \$50,000 for securing \$500,000 of debt financing for the Company. The Company paid \$20,000 cash and granted 967,742 unregistered shares of Company's common stock valued at \$30,000 or \$0.031 per shares to stratify the \$50,000 finder's fee. The common stock has not been issued to the two individuals as of June 30, 2024.

## **Note 7 – OPERATING LEASE**

The Company determines if a contract contains a lease at inception. The Company's material long-term operating lease agreements are for buildings for our coffee shop and warehouse as well as our corporate offices. The lease term begins on the date that the Company takes possession under the lease, including the pre-opening period during construction, when in many cases the Company is not making rent payments. The initial lease terms range from 1 years to 3 years, most of which include renewal options totaling 9 years. The lease term is generally the minimum of the noncancelable period or the lease term including renewal options which are reasonably certain of being exercised up to a term of approximately 3 years.

Operating lease assets and liabilities are recognized at the lease commencement date for material leases with a term of greater than 12 months. Operating lease liabilities represent the present value of future minimum lease payments. Since our leases do not provide an implicit rate, our operating lease liabilities are calculated using the Company's secured incremental borrowing rate at lease commencement. We estimate this rate based on prevailing financial market conditions, comparable companies, credit analysis and management judgment. Minimum lease payments include only fixed lease components of the agreement, as well as variable rate payments that depend on a percentage increase over the term of the lease.

Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepaid or accrued lease payments, initial direct costs and lease incentives as applicable.

Operating lease expense is recognized on a straight-line basis over the lease term. Variable lease payments that do not depend on a rate or index, escalation in the index subsequent to the initial measurement, payments associated with non-lease components such as common area maintenance, real estate taxes and insurance, and short-term lease payments (leases with a term with 12 months or less) are expensed as incurred. As of June 30, 2024, the Company's lease was operating.

On August 23, 2023, the Company signed a twenty-eight month lease for office space in Israel. The lease starts on September 1, 2023 and ends on December 31, 2025. The monthly rental is \$3,100.

Supplemental balance sheet and other lease disclosures:

Operating leases	Classification	June 30, 2024	December 31, 2023
Right-of-use assets	Operating lease assets	\$ 51,618	\$ 67,180
Deferred rent payments	Operating lease liability	-0-	-0-
Current lease liabilities	Operating lease liability	33,548	31,919
		33,548	31,919
Non-current lease liabilities	Operating lease liability, less current portion	18,070	26,772
		18,070	26,772
<b>Total lease liabilities</b>		<b>\$ 51,618</b>	<b>\$ 59,495</b>
Weighted average remaining lease term (in years)		1.50	2.00
Discount rate		10%	10%

On June 30, 2024, maturities of lease liabilities were as follows:

Year Ending	June 30, 2024
2024	\$ 18,600
2025	37,200
2026	-
2027	-
<b>Total lease payments</b>	<b>\$ 55,800</b>
Less: imputed interest	(4,182)
<b>Total</b>	<b>\$ 51,618</b>

## Note 8 – SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after June 30, 2024 up through August 19, 2024. During this period, the Company did not have any other material recognizable subsequent events.

## Note 9 – RESTATEMENT

The Company Restated the consolidated balance sheets, statements of operations, stockholders' equity and cash flow statements at December 31, 2023 and for three and six months ended June 30, 2023 for various omissions. The Company omitted the gain/loss on change in fair value of the derivative liability and related interest accretion for the convertible notes payable and the right of use asset for an operating lease.