

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2021**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **333-200529**



ONE WORLD PHARMA, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

3471 W. Oquendo Road, Suite 301, Las Vegas, NV

(Address of principal executive offices)

61-1744826

(I.R.S. Employer
Identification No.)

89118

(zip code)

(800) 605-3210

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

The number of shares of registrant's common stock outstanding as of November 12, 2021 was 61,925,983.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ONE WORLD PHARMA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2021 (Unaudited)	December 31, 2020
Assets		
Current assets:		
Cash	\$ 698,667	\$ 28,920
Accounts receivable	28,923	5,636
Inventory	526,680	267,152
Other current assets	220,720	118,911
Total current assets	<u>1,474,990</u>	<u>420,619</u>
Right-of-use assets	160,792	195,029
Security deposits	1,224,561	65,114
Fixed assets, net	<u>947,543</u>	<u>726,820</u>
Total Assets	<u>\$ 3,807,886</u>	<u>\$ 1,407,582</u>
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 463,378	\$ 734,554
Accrued expenses	453,155	550,535
Dividends payable	86,482	37,236
Current portion of lease liabilities	48,932	45,271
Notes payable, net of discounts of \$558,696 at September 30, 2021	360,578	334,841
Total current liabilities	<u>1,412,525</u>	<u>1,702,437</u>
Long-term lease liability	<u>119,140</u>	<u>156,254</u>
Total Liabilities	<u>1,531,665</u>	<u>1,858,691</u>
Series A convertible preferred stock, \$0.001 par value, 500,000 shares authorized; 95,233 and 150,233 shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively	<u>952,330</u>	<u>1,502,330</u>
Series B convertible preferred stock, \$0.001 par value, 300,000 shares authorized; 238,502 and -0- shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively	<u>3,577,530</u>	<u>-</u>
Stockholders' Equity (Deficit):		
Preferred stock, \$0.001 par value, 9,200,000 shares authorized; no shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively	-	-
Common stock, \$0.001 par value, 300,000,000 shares authorized; 61,675,983 and 53,085,305 shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively	61,676	53,085
Additional paid-in capital	16,191,828	14,103,672
Subscriptions payable, consisting of 1,250,000 and 750,000 at September 30, 2021 and December 31, 2020, respectively	150,062	75,000
Accumulated other comprehensive loss	(63,789)	(52,870)
Accumulated (deficit)	<u>(18,593,416)</u>	<u>(16,132,326)</u>
Total Stockholders' Equity (Deficit)	<u>(2,253,639)</u>	<u>(1,953,439)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 3,807,886</u>	<u>\$ 1,407,582</u>

See accompanying notes to financial statements.

ONE WORLD PHARMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues	\$ 7,845	\$ 42,598	\$ 73,450	\$ 103,384
Cost of goods sold	7,058	7,682	14,810	24,433
Gross profit	<u>787</u>	<u>34,916</u>	<u>58,640</u>	<u>78,951</u>
Operating expenses:				
General and administrative	358,382	793,846	1,466,954	3,293,009
Professional fees	153,484	364,111	679,141	3,454,966
Depreciation expense	6,939	9,496	29,937	23,706
Total operating expenses	<u>518,805</u>	<u>1,167,453</u>	<u>2,176,032</u>	<u>6,771,681</u>
Operating loss	<u>(518,018)</u>	<u>(1,132,537)</u>	<u>(2,117,392)</u>	<u>(6,692,730)</u>
Other income (expense):				
Sublease income	5,000	-	19,500	-
Interest income	765	-	2,323	-
Loss on disposal of fixed assets	(17,563)	-	(17,563)	-
Interest expense	(137,863)	(7,517)	(347,958)	(28,571)
Total other expense	<u>(149,661)</u>	<u>(7,517)</u>	<u>(343,698)</u>	<u>(28,571)</u>
Net loss	\$ (667,679)	\$ (1,140,054)	\$ (2,461,090)	\$ (6,721,301)
Other comprehensive loss:				
Loss on foreign currency translation	<u>(5,500)</u>	<u>(497)</u>	<u>(10,919)</u>	<u>(28,700)</u>
Net other comprehensive loss	\$ (673,179)	\$ (1,140,551)	\$ (2,472,009)	\$ (6,750,001)
Series A convertible preferred stock declared (\$0.60 per share)	(14,403)	(14,870)	(49,246)	(14,870)
Net loss attributable to common shareholders	<u>\$ (687,582)</u>	<u>\$ (1,155,421)</u>	<u>\$ (2,521,255)</u>	<u>\$ (6,764,871)</u>
Weighted average number of common shares outstanding - basic and fully diluted	<u>61,662,287</u>	<u>48,588,395</u>	<u>59,712,489</u>	<u>47,982,936</u>
Net loss per share - basic and fully diluted	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.04)</u>	<u>\$ (0.14)</u>
Dividends declared per share of common stock	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>

See accompanying notes to financial statements.

ONE WORLD PHARMA, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	For the Three Months Ended September 30, 2020										
	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Subscriptions Payable	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, June 30, 2020	40,000	\$ 400,000	-	\$ -	50,360,305	\$ 50,360	\$ 12,952,647	\$ -	\$ (44,451)	\$ (13,748,413)	\$ (789,857)
Series A Convertible Preferred Stock units sold for cash	107,833	1,078,330	-	-	-	-	-	-	-	-	-
Common stock issued for services	-	-	-	-	875,000	875	331,625	-	-	-	332,500
Common stock payable for services	-	-	-	-	-	-	-	45,000	-	-	45,000
Amortization of common stock options issued for services	-	-	-	-	-	-	326,424	-	-	-	326,424
Series A convertible preferred stock dividend declared (\$0.60 per share)	-	-	-	-	-	-	(14,870)	-	-	-	(14,870)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(497)	-	(497)
Net loss	-	-	-	-	-	-	-	-	-	(1,140,054)	(1,140,054)
Balance, September 30, 2020	<u>147,833</u>	<u>\$ 1,478,330</u>	<u>-</u>	<u>\$ -</u>	<u>51,235,305</u>	<u>\$ 51,235</u>	<u>\$ 13,595,826</u>	<u>\$ 45,000</u>	<u>\$ (44,948)</u>	<u>\$ (14,888,467)</u>	<u>\$ (1,241,354)</u>

	For the Three Months Ended September 30, 2021										
	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Subscriptions Payable	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, June 30, 2021	95,233	\$ 952,330	205,169	\$ 3,077,535	61,915,983	\$ 61,916	\$ 15,715,598	\$ -	\$ (58,289)	\$ (17,925,737)	\$ (2,206,512)
Series B convertible preferred stock sold for cash to our CEO	-	-	33,333	499,995	-	-	-	-	-	-	-
Adjustment of common stock issued for services	-	-	-	-	(300,000)	(300)	(50,700)	-	-	-	(51,000)
Commitment shares issued pursuant to promissory note	-	-	-	-	-	-	-	150,062	-	-	150,062
Exercise of cashless options	-	-	-	-	60,000	60	(60)	-	-	-	-
Warrants issued as a debt discount	-	-	-	-	-	-	358,017	-	-	-	358,017
Amortization of common stock options issued for services	-	-	-	-	-	-	183,376	-	-	-	183,376
Series A convertible preferred stock dividend declared (\$0.60 per share)	-	-	-	-	-	-	(14,403)	-	-	-	(14,403)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(5,500)	-	(5,500)
Net loss	-	-	-	-	-	-	-	-	-	(667,679)	(667,679)
Balance, September 30, 2021	<u>95,233</u>	<u>\$ 952,330</u>	<u>238,502</u>	<u>\$ 3,577,530</u>	<u>61,675,983</u>	<u>\$ 61,676</u>	<u>\$ 16,191,828</u>	<u>\$ 150,062</u>	<u>\$ (63,789)</u>	<u>\$ (18,593,416)</u>	<u>\$ (2,253,639)</u>

	For the Nine Months Ended September 30, 2020										
	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Subscriptions Payable	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2019	-	\$ -	-	\$ -	44,804,305	\$ 44,804	\$ 8,150,004	\$ 250,000	\$ (16,248)	\$ (8,167,166)	\$ 261,394
Series A convertible preferred stock units sold for cash	147,833	1,478,330	-	-	-	-	-	-	-	-	-
Common stock sold for cash	-	-	-	-	500,000	500	249,500	(250,000)	-	-	-
Common stock issued for services	-	-	-	-	5,931,000	5,931	3,335,569	-	-	-	3,341,500
Common stock payable for services	-	-	-	-	-	-	-	45,000	-	-	45,000
Amortization of common stock options issued for services	-	-	-	-	-	-	1,875,623	-	-	-	1,875,623
Series A convertible preferred stock dividend declared (\$0.60 per share)	-	-	-	-	-	-	(14,870)	-	-	-	(14,870)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(28,700)	-	(28,700)
Net loss	-	-	-	-	-	-	-	-	-	(6,721,301)	(6,721,301)
Balance, September 30, 2020	<u>147,833</u>	<u>\$ 1,478,330</u>	<u>-</u>	<u>\$ -</u>	<u>51,235,305</u>	<u>\$ 51,235</u>	<u>\$ 13,595,826</u>	<u>\$ 45,000</u>	<u>\$ (44,948)</u>	<u>\$ (14,888,467)</u>	<u>\$ (1,241,354)</u>

	For the Nine Months Ended September 30, 2021										
	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Subscriptions Payable	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2020	150,233	\$ 1,502,330	-	\$ -	53,085,305	\$ 53,085	\$ 14,103,672	\$ 75,000	\$ (52,870)	\$ (16,132,326)	\$ (1,953,439)
Series B convertible preferred stock sold for cash to our CEO	-	-	203,334	3,050,010	-	-	-	-	-	-	-
Series B convertible preferred stock sold for cash	-	-	35,168	527,520	-	-	(25)	-	-	-	(25)
Common stock sold for cash	-	-	-	-	750,000	750	74,250	(75,000)	-	-	-
Conversion of series A convertible preferred stock	(55,000)	(550,000)	-	-	5,500,000	5,500	544,500	-	-	-	550,000
Common stock issued for services	-	-	-	-	280,678	281	56,515	-	-	-	56,796
Commitment shares issued pursuant to promissory note	-	-	-	-	2,000,000	2,000	266,250	150,062	-	-	418,312

Exercise of cashless options	-	-	-	-	60,000	60	(60)	-	-	-	-
Warrants issued as a debt discount	-	-	-	-	-	-	358,017	-	-	-	358,017
Amortization of common stock options issued for services	-	-	-	-	-	-	837,955	-	-	-	837,955
Series A convertible preferred stock dividend declared (\$0.60 per share)	-	-	-	-	-	-	(49,246)	-	-	-	(49,246)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(10,919)	-	(10,919)
Net loss	-	-	-	-	-	-	-	-	-	(2,461,090)	(2,461,090)
Balance, September 30, 2021	<u>95,233</u>	<u>\$ 952,330</u>	<u>238,502</u>	<u>\$ 3,577,530</u>	<u>61,675,983</u>	<u>\$ 61,676</u>	<u>\$ 16,191,828</u>	<u>\$ 150,062</u>	<u>\$ (63,789)</u>	<u>\$ (18,593,416)</u>	<u>\$ (2,253,639)</u>

See accompanying notes to financial statements.

ONE WORLD PHARMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2021	2020
Cash flows from operating activities		
Net loss	\$ (2,461,090)	\$ (6,721,301)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debts expense	25,556	-
Depreciation and amortization expense	29,937	23,706
Loss on disposal of fixed assets	17,563	-
Amortization of debt discounts	310,633	-
Stock-based compensation	56,796	3,386,498
Amortization of options issued for services	837,955	1,875,623
Decrease (increase) in assets:		
Accounts receivable	(48,843)	-
Inventory	(259,528)	(201,522)
Other current assets	(101,809)	71,295
Right-of-use assets	34,237	79,011
Security deposits	(1,159,447)	1,632
Increase (decrease) in liabilities:		
Accounts payable	(271,176)	272,366
Accrued expenses	(97,380)	130,437
Lease liability	(33,453)	(73,027)
Net cash used in operating activities	<u>(3,120,049)</u>	<u>(1,155,282)</u>
Cash flows from investing activities		
Proceeds received on disposal of fixed assets	5,125	-
Purchase of fixed assets	(273,348)	(37,793)
Net cash used in investing activities	<u>(268,223)</u>	<u>(37,793)</u>
Cash flows from financing activities		
Repayment of convertible note payable	-	(507,332)
Proceeds from notes payable	947,000	261,274
Repayment of notes payable	(455,567)	(272,000)
Proceeds from sale of preferred and common stock	3,577,505	1,478,332
Net cash provided by financing activities	<u>4,068,938</u>	<u>960,274</u>
Effect of exchange rate changes on cash	(10,919)	(28,700)
Net increase (decrease) in cash	669,747	(261,501)
Cash - beginning	28,920	282,380
Cash - ending	<u>\$ 698,667</u>	<u>\$ 20,879</u>
Supplemental disclosures:		
Interest paid	\$ 33,564	\$ 4,983
Income taxes paid	\$ -	\$ -
Non-cash investing and financing transactions:		
Fair value of common shares issued for conversion of debt	\$ 1,537,750	\$ -
Value of commitment shares issued as a debt discount	\$ 418,312	\$ -
Value of warrants issued as a debt discount	\$ 358,017	\$ -
Dividends payable	<u>\$ 49,246</u>	<u>\$ 14,870</u>

See accompanying notes to financial statements.

ONE WORLD PHARMA, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies

Nature of Business

One World Pharma, Inc. (the “Company,” “we,” “our” or “us”) was incorporated in Nevada on September 2, 2014. On February 21, 2019, One World Pharma, Inc. (“One World Pharma”) entered into an Agreement and Plan of Merger with OWP Merger Subsidiary, Inc., our wholly-owned subsidiary, and OWP Ventures, Inc. (“OWP Ventures”), which is the parent company of One World Pharma SAS, a Colombian company (“OWP Colombia”). Pursuant to the Merger Agreement, we acquired OWP Ventures (and indirectly, OWP Colombia) by the merger of OWP Merger Subsidiary with and into OWP Ventures, with OWP Ventures being the surviving entity as our wholly-owned subsidiary (the “Merger”). As a result of the Merger (a) holders of the outstanding capital stock of OWP Ventures received an aggregate of 39,475,398 shares of our common stock; (b) options to purchase 825,000 shares of common stock of OWP Ventures at an exercise price of \$0.50 automatically converted into options to purchase 825,000 shares of our common stock at an exercise price of \$0.50; (c) the outstanding principal and interest under a \$300,000 convertible note issued by OWP Ventures became convertible, at the option of the holder, into shares of our common stock at a conversion price equal to the lesser of \$0.424 per share or 80% of the price we sell our common stock in a future “Qualified Offering”; (d) 875,000 shares of our common stock owned by OWP Ventures prior to the Merger were cancelled; and (e) OWP Ventures’ chief operating officer became our chief operating officer and two of OWP Ventures’ directors became members of our board of directors. The Company’s headquarters are located in Las Vegas, Nevada, and all of its customers are expected to be outside of the United States. On January 10, 2019, the Company changed its name from Punto Group, Corp. to One World Pharma, Inc.

OWP Ventures is a holding company formed in Delaware on March 27, 2018 to enter and support the cannabis industry, and on May 30, 2018, it acquired OWP Colombia. OWP Colombia is a licensed cannabis cultivation, production and distribution (export) company located in Popayán, Colombia (nearest major city is Cali). We plan to be a producer of raw cannabis and hemp plant ingredients for both medical and industrial uses across the globe. We have received licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes. Specifically, we are one of the few companies in Colombia to receive all four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export. Currently, we own approximately 30 acres and have a covered greenhouse built specifically to cultivate high-grade cannabis and hemp. In addition, we have entered into agreements with local farming co-operatives that include small farmers and indigenous tribe members, under which they will cultivate cannabis on up to approximately 140 acres of land using our seeds and propagation techniques, and sell their harvested products to us on an exclusive basis. We began harvesting cannabis in the first quarter of 2019 for the purpose of further research and development activities, quality control testing and extraction. We have been generating revenue from the sale of our seeds since the second quarter of 2020. In August 2021, we paid total deposits of \$1,155,000 of the approximate total cost of \$1,542,103 on the construction of a vertically integrated extraction facility designed to process the cannabis flower. Upon completion of construction, we will be one of the only companies in Colombia to both hold licenses and possess the capability to extract high-quality CBD and THC oils.

The Merger was accounted for as a reverse merger (recapitalization) with OWP Ventures deemed to be the accounting acquirer. Accordingly, the financial statements included in this Quarterly Report on Form 10-Q reflect the historical operations of OWP Ventures and its wholly-owned subsidiary OWP SAS prior to the Merger, and that of the combined company following the Merger. The historical financial information for One World Pharma, Inc. (formerly Punto Group Corp.) prior to the Merger has been omitted.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the rules of the Securities and Exchange Commission (SEC). Intercompany accounts and transactions have been eliminated.

The unaudited condensed consolidated financial statements of the Company and the accompanying notes included in this Quarterly Report on Form 10-Q are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the Condensed Consolidated Financial Statements have been included. Such adjustments are of a normal, recurring nature. The Condensed Consolidated Financial Statements, and the accompanying notes, are prepared in accordance with GAAP and do not contain certain information included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020. The interim Condensed Consolidated Financial Statements should be read in conjunction with that Annual Report on Form 10-K. Results for the interim periods presented are not necessarily indicative of the results that might be expected for the entire fiscal year.

ONE WORLD PHARMA, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the following entities, all of which were under common control and ownership at September 30, 2021:

Name of Entity	State of Incorporation	Relationship
One World Pharma, Inc. ⁽¹⁾	Nevada	Parent
OWP Ventures, Inc. ⁽²⁾	Delaware	Subsidiary
One World Pharma S.A.S. ⁽³⁾	Colombia	Subsidiary
Colombian Hope, S.A.S. ⁽⁴⁾	Colombia	Subsidiary

(1) Holding company in the form of a corporation.

(2) Holding company in the form of a corporation and wholly-owned subsidiary of One World Pharma, Inc.

(3) Wholly-owned subsidiary of OWP Ventures, Inc. since May 30, 2018, located in Colombia and legally constituted as a simplified stock company registered in the Chamber of Commerce of Bogotá on July 18, 2017. Its headquarters are located in Bogotá.

(4) Wholly-owned subsidiary of OWP Ventures, Inc., acquired on November 19, 2019, located in Colombia and legally constituted as a simplified stock company. This company has yet to incur any income or expenses.

The consolidated financial statements herein contain the operations of the wholly-owned subsidiaries listed above. The Company's headquarters are located in Las Vegas, Nevada and substantially all of its production efforts are within Popayán, Colombia.

Foreign Currency Translation

The functional currency of the Company is Columbian Peso (COP). The Company has maintained its financial statements using the functional currency, and translated those financial statements to the US Dollar (USD) throughout this report. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income (loss) for the respective periods.

Comprehensive Income

The Company has adopted the Financial Accounting Standards Boards ("FASB") Accounting Standards Codification ("ASC") 220, Reporting Comprehensive Income, which establishes standards for reporting and displaying comprehensive income, its components, and accumulated balances in a full-set of general-purpose financial statements. Accumulated other comprehensive income represents the accumulated balance of foreign currency translation adjustments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Segment Reporting

ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

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Fair Value of Financial Instruments

The Company discloses the fair value of certain assets and liabilities in accordance with ASC 820 – Fair Value Measurement and Disclosures (ASC 820). Under ASC 820-10-05, the FASB establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses reported on the balance sheets are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

Cash in Excess of FDIC Insured Limits

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000, under current regulations. The Company had \$293,888 of cash in excess of FDIC insured limits at September 30, 2021, and has not experienced any losses in such accounts.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606 — Revenue from Contracts with Customers (ASC 606). Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

There was no impact on the Company’s financial statements from ASC 606 for the nine months ended September 30, 2021, or the year ended December 31, 2020.

Inventory

Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of cannabis flower grown in-house, along with produced extracts.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees in accordance with the provisions of ASC 718 Stock Compensation (ASC 718) and Equity-Based Payments to Non-employees pursuant to ASC 505-50 (ASC 505-50). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty’s performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an “as if converted” basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company’s financial statements upon adoption.

In August 2020, the FASB issued ASU No. 2020-06, Debt–Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging–Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (ASU 2020-06), which simplifies the accounting for convertible instruments by reducing the number of accounting models available for convertible debt instruments. This guidance also eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments and requires the use of the if converted method. The new guidance is effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2021, with early adoption permitted. The adoption of ASU 2020-06 is not expected to have a material impact on the Company’s financial statements or related disclosures.

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In May 2020, the SEC adopted final rules that amend the financial statement requirements for significant business acquisitions and dispositions. Among other changes, the final rules modify the significance tests and improve the disclosure requirements for acquired or to be acquired businesses and related pro forma financial information, the periods those financial statements must cover, and the form and content of the pro forma financial information. The final rules do not modify requirements for the acquisition and disposition of significant amounts of assets that do not constitute a business. The final rules were effective January 1, 2021. The Company has considered these final rules and updated its disclosures, as applicable.

In November 2019, the FASB issued ASU 2019-12 – Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. The amendments in ASU 2019-12 are part of an initiative to reduce complexity in accounting standards and simplify the accounting for income taxes by removing certain exceptions from Topic 740 and making minor improvements to the codification. ASU 2019-12 and its related amendments are effective for public entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. The provisions of this update did not have a material impact on the Company's financial position or results of operations.

No other new accounting pronouncements, issued or effective during the period ended September 30, 2021, have had or are expected to have a significant impact on the Company's financial statements.

Note 2 –Going Concern

As shown in the accompanying condensed consolidated financial statements as of September 30, 2021, our balance of cash on hand was \$698,667, and we had working capital of \$62,465 and an accumulated deficit of \$18,593,416. We are too early in our development stage to project future revenue levels, and may not be able to generate sufficient funds to sustain our operations for the next twelve months. Accordingly, we may need to raise additional cash to fund our operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

In the event sales do not materialize at the expected rates, management would seek additional financing or would attempt to conserve cash by further reducing expenses. There can be no assurance that we will be successful in achieving these objectives; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The condensed consolidated financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Our ability to scale production and distribution capabilities and further increase the value of our brands, is largely dependent on our success in raising additional capital.

Note 3 – Related Parties

Debt Repayments, Related Party

On September 15, 2021, the Company repaid a total of \$130,610, consisting of \$125,000 of principal and \$5,610 of interest, to Isiah Thomas, the Company's Chief Executive Officer.

On March 29, 2021, the Company repaid a total of \$27,201 of indebtedness owed to the Company's Chairman of the Board, Dr. Kenneth Perego, II, M.D., consisting of \$26,000 of principal and \$1,201 of interest.

Series A Preferred Stock Sales

On September 1, 2020, the Company received proceeds of \$26,000 from the sale of 2,600 units to the Company's Chairman of the Board, Dr. Ken Perego. Each unit consisted of one share of Series A Preferred Stock and five-year warrants to purchase 50 shares of common stock at an exercise price of \$0.25 per share. The proceeds received were allocated between the preferred stock and warrants on a relative fair value basis.

On July 10, 2020, the Company received proceeds of \$110,000 from the sale of 11,000 units to the Company's Chairman of the Board, Dr. Ken Perego. Each unit consisted of one share of Series A Preferred Stock and five-year warrants to purchase 50 shares of common stock at an exercise price of \$0.25 per share. The proceeds received were allocated between the preferred stock and warrants on a relative fair value basis.

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Series B Preferred Stock Sales

On February 7, 2021, the Company and ISIAH International, LLC (“ISIAH International”), entered into a Securities Purchase Agreement (the “Purchase Agreement”) under which ISIAH International agreed to purchase from the Company, on the dates provided for in the Purchase Agreement, an aggregate of 200,000 shares of the Company’s newly designated Series B Preferred Stock (“Series B Preferred Stock”), convertible into an aggregate of 20,000,000 shares of the Company’s common stock, for a purchase price of \$15.00 per share of Preferred Stock, and an aggregate purchase price of \$3 million. Each share of Series B Preferred Stock has a Stated Value of \$15.00 and is convertible into common stock at a conversion price equal to \$0.15. Isiah Thomas, the Company’s Chief Executive Officer, is the sole member and Chief Executive Officer of ISIAH International. Pursuant to the Purchase Agreement, ISIAH International purchased the 200,000 shares of Series B Preferred Stock from the Company according to the following schedule:

Date	Shares	Purchase Price
Initial Closing Date	16,666	\$ 249,990
February 22, 2021	16,667	250,005
March 8, 2021	16,667	250,005
March 22, 2021	16,667	250,005
April 5, 2021	16,666	249,990
April 19, 2021	16,667	250,005
May 17, 2021	33,334	500,010
June 14, 2021	33,333	499,995
July 12, 2021	33,333	499,995
Total	200,000	\$ 3,000,000

On various dates in May, 2021, the Company also received total proceeds of \$50,010 from the sale of an aggregate of 3,334 shares of Series B Preferred Stock at a price of \$15.00 per share to trusts whose beneficiaries are adult children of Isiah L. Thomas III. Mr. Thomas disclaims beneficial ownership of the shares held by these trusts.

Common Stock Options Issued for Services, Officers and Directors

On May 25, 2021, the Company awarded options to purchase 1,000,000 shares of common stock under the Company’s 2019 Stock Incentive Plan (the “2019 Plan”) at an exercise price equal to \$0.1782 per share, exercisable over a ten year period to the Company’s CFO and COO, Vahé Gabriel. The options vested immediately as to 500,000 shares, and vest as to the remaining 500,000 shares quarterly in 250,000 increments over the following two quarters. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 183% and a call option value of \$0.1719, was \$171,949. The options are being expensed over the vesting period, resulting in \$128,962 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$42,987 of unamortized expenses are expected to be expensed over the vesting period.

On January 1, 2021, the Company awarded options to purchase 5,500,000 shares of common stock at an exercise price equal to \$0.13 per share to Isiah L. Thomas III, the Company’s Chief Executive Officer and Vice Chairman. The options were issued outside of the 2019 Plan and are exercisable over a ten year period. The options vested immediately as to 2,750,000 shares, and vest as to the remaining 2,750,000 shares quarterly in 250,000 increments over the following eleven quarters. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1174, was \$645,624. The options are being expensed over the vesting period, resulting in \$381,506 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$264,118 of unamortized expenses are expected to be expensed over the vesting period.

On January 1, 2021, the Company awarded options to purchase 350,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.13 per share, exercisable over a ten year period to the Company’s Chairman of the Board, Dr. Ken Perego. The options vest in equal quarterly installments over one year. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1170, was \$40,943. The options are being expensed over the vesting period, resulting in \$30,707 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$10,236 of unamortized expenses are expected to be expensed over the vesting period.

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On January 1, 2021, the Company awarded options to purchase 475,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.13 per share, exercisable over a ten year period to Bruce Raben, the Company's former Interim Chief Financial Officer and a Director of the Company. The options vest in equal quarterly installments over one year. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1170, was \$55,565. The options are being expensed over the vesting period, resulting in \$41,674 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$13,891 of unamortized expenses are expected to be expensed over the vesting period.

Note 4 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheet as of September 30, 2021 and December 31, 2020, respectively:

	Fair Value Measurements at September 30, 2021		
	Level 1	Level 2	Level 3
Assets			
Cash	\$ 698,667	\$ -	\$ -
Right-of-use asset	-	-	160,792
Total assets	698,667	-	160,792
Liabilities			
Lease liabilities	-	-	168,072
Notes payable	-	360,578	-
Total liabilities	-	(360,578)	(7,280)
	<u>\$ 698,667</u>	<u>\$ (360,578)</u>	<u>\$ (7,280)</u>

	Fair Value Measurements at December 31, 2020		
	Level 1	Level 2	Level 3
Assets			
Cash	\$ 28,920	\$ -	\$ -
Right-of-use asset	-	-	195,029
Total assets	28,920	-	195,029
Liabilities			
Lease liabilities	-	-	201,520
Notes payable	-	334,841	-
Total liabilities	-	334,841	201,525
	<u>\$ 28,920</u>	<u>\$ (334,841)</u>	<u>\$ (6,496)</u>

There were no transfers of financial assets or liabilities between Level 1, Level 2 and Level 3 inputs for the nine months ended September 30, 2021 or the year ended December 31, 2020.

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Note 5 – Inventory

Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of cannabis flower grown in-house, along with produced extracts. Inventory consisted of the following at September 30, 2021 and December 31, 2020, respectively.

	September 30, 2021	December 31, 2020
Raw materials	\$ 48,807	\$ 27,514
Work in progress	435,698	181,272
Finished goods	92,518	104,673
	577,023	313,459
Less obsolescence	(50,343)	(46,307)
Total inventory	\$ 526,680	\$ 267,152

Note 6 – Other Current Assets

Other current assets included the following as of September 30, 2021 and December 31, 2020, respectively:

	September 30, 2021	December 31, 2020
VAT tax receivable	\$ 131,529	\$ 99,199
Prepaid expenses	88,107	19,226
Other receivables	1,084	486
Total	\$ 220,720	\$ 118,911

Note 7 – Security Deposits

Security deposits included the following as of September 30, 2021 and December 31, 2020, respectively:

	September 30, 2021	December 31, 2020
Utility deposits	\$ 1,090	\$ 660
Refundable deposit on equipment purchase	50,000	50,000
Security deposits on leases held in Colombia	4,442	9,960
Security deposit on office lease	14,029	4,494
Down payment on distillation equipment	1,155,000	-
	\$ 1,224,561	\$ 65,114

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Note 8 – Fixed Assets

Fixed assets consist of the following at September 30, 2021 and December 31, 2020, respectively:

	September 30, 2021	December 31, 2020
Land	\$ 138,248	\$ 138,248
Buildings	41,665	41,665
Office equipment	53,938	44,027
Furniture and fixtures	32,259	27,914
Equipment and machinery	374,981	185,169
Construction in progress	388,618	345,036
	<u>1,029,709</u>	<u>782,059</u>
Less: accumulated depreciation	(82,166)	(55,239)
Total	<u>\$ 947,543</u>	<u>\$ 726,820</u>

Construction in progress consists of equipment and capital improvements on the Popayán farm have not yet been placed in service.

Depreciation and amortization expense totaled \$29,937 and \$23,706 for the nine months ended September 30, 2021 and 2020, respectively.

Note 9 – Accrued Expenses

Accrued expenses consisted of the following at September 30, 2021 and December 31, 2020, respectively:

	September 30, 2021	December 31, 2020
Accrued payroll	\$ 248,135	\$ 266,230
Accrued withholding taxes and employee benefits	7,649	18,889
Accrued ICA fees and contributions	142,133	200,335
Accrued interest	55,238	65,081
	<u>\$ 453,155</u>	<u>\$ 550,535</u>

Note 10 – Leases

The Company's corporate offices and operational facility in Colombia under short-term non-cancelable real property lease agreements that expire within a year. The Company doesn't have any other office or equipment leases subject to the recently adopted ASU 2016-02. In the locations in which it is economically feasible to continue to operate, management expects that lease options will be exercised. The Company's corporate office is under a real property lease that contains a one-time renewal option for an additional 36 months that we determined would be reasonably certain to be extended. The office lease contains provisions requiring payment of property taxes, utilities, insurance, maintenance and other occupancy costs applicable to the leased premise. As the Company's leases do not provide an implicit discount rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments.

ONE WORLD PHARMA, INC.
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The components of lease expense were as follows:

	For the Nine Months Ended September 30, 2021
Operating lease cost:	
Amortization of assets	\$ 34,237
Interest on lease liabilities	9,457
Lease payments on short term leases	31,841
Total lease cost	\$ 75,535

Supplemental balance sheet information related to leases was as follows:

	September 30, 2021
Operating leases:	
Operating lease assets	\$ 160,792
Current portion of operating lease liabilities	\$ 48,932
Noncurrent operating lease liabilities	119,140
Total operating lease liabilities	\$ 168,072
Weighted average remaining lease term:	
Operating leases	3 years
Weighted average discount rate:	
Operating leases	6.75%

Supplemental cash flow and other information related to leases was as follows:

	For the Nine Months Ended September 30, 2021
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows used for operating leases	\$ 33,453

Future minimum annual lease commitments under non-cancelable operating leases are as follows at September 30, 2021:

	Operating Leases
2021 (for the three months remaining)	\$ 14,589
2022	59,223
2023	61,000
2024	52,098
Total minimum lease payments	186,910
Less interest	18,838
Present value of lease liabilities	168,072
Less current portion	48,932
Long-term lease liabilities	\$ 119,140

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Note 11 – Notes Payable

Notes payable consists of the following at September 30, 2021 and December 31, 2020, respectively:

	September 30, 2021	December 31, 2020
On September 24, 2021, the Company completed the sale of a (i) Promissory Note in the principal amount of \$750,000 (the “Second AJB Note”) to AJB Capital Investments LLC (“AJB Capital”), (ii) a three-year warrant to purchase 1,500,000 shares of the Company’s common stock at an initial exercise price of \$0.25 per share, and (iii) a three-year warrant to purchase 2,000,000 shares of the Company’s common stock at an initial exercise price of \$0.50 per share, for an aggregate purchase price of \$705,000, pursuant to a Securities Purchase Agreement between the Company and AJB Capital (the “Purchase Agreement”). The Company received net proceeds of \$678,750 after deductions of debt discounts, consisting of \$45,000 pursuant to an original issue discount, \$15,000 of legal fees and \$11,250 of brokerage fees.		
The Note matures on September 24, 2022 (the “Maturity Date”), bears interest at a rate of 8% per annum, and, following an event of default only, is convertible into shares of the Company’s common stock at a conversion price equal to the lesser of 90% of the lowest trading price during (i) the 20 trading day period preceding the issuance date of the note, or (ii) the 20 trading day period preceding date of conversion of the Note. The Note is also subject to covenants, events of defaults, penalties, default interest and other terms and conditions customary in transactions of this nature. Pursuant to the Purchase Agreement, the Company paid a commitment fee to AJB Capital in the amount of \$250,000 (the “Commitment Fee”) in the form of 1,250,000 shares of the Company’s common stock (the “Commitment Fee Shares”). During the six month period following the six month anniversary of the closing date, AJB Capital shall be entitled to be issued additional shares of common stock of the Company to the extent AJB Capital’s sale of the Commitment Fee Shares has resulted in net proceeds in an amount less than the Commitment Fee. The Commitment Fee Shares resulted in a debt discount of \$150,062 that is being amortized over the life of the loan.		
The obligations of the Company to AJB Capital under the Note and the Purchase Agreement are secured by a lien on the Company’s assets pursuant to a Security Agreement between the Company and AJB Capital.	\$ 750,000	\$ -
On January 20, 2021, the Company completed the sale of a Promissory Note in the principal amount of \$290,000 (the “First AJB Note”) to AJB Capital for a purchase price of \$281,300, pursuant to a Securities Purchase Agreement between the Company and AJB Capital (the “Purchase Agreement”). The Company received net proceeds of \$268,250 after deductions of debt discounts, consisting of \$8,700 pursuant to an original issue discount, \$7,250 of legal fees and \$5,800 of brokerage fees.		
The First AJB Note carried interest at a rate of 10% per annum, was to mature on October 20, 2021, and was repaid in full on September 17, 2021.		
Pursuant to the Purchase Agreement, the Company paid a commitment fee to AJB Capital in the amount of \$200,000 (the “Commitment Fee”) in the form of 2,000,000 shares of the Company’s common stock (the “Commitment Fee Shares”). As the Company repaid the First AJB Note prior to the Maturity Date, the Company exercised its right to redeem 1,000,000 of the Commitment Fee Shares for a nominal redemption price of \$1.00. The issuance of the Commitment Fee Shares resulted in a debt discount of \$268,250 that was amortized over the life of the loan.	-	-
On February 3, 2020, the Company, through its wholly-owned subsidiary, One World Pharma SAS, received an advance of 100,000,000 COP, or \$29,134 USD, from an individual pursuant to an unsecured promissory note due on demand that carried a 6% interest rate. The Company repaid 50,000,000 COP, or \$14,567 USD, during the year ended December 31, 2020, and repaid the remaining 50,000,000 COP, or \$14,567 USD, during the period ending September 30, 2021.	-	14,567
On December 16, 2020, the Company received an advance of \$125,000 from our CEO, Isiah Thomas, III pursuant to an unsecured promissory note due on demand that carried a 6% interest rate. A total of \$130,610, consisting of \$125,000 of principal and \$5,610 of interest, was repaid on September 15, 2021.	-	125,000
On October 28, 2020, the Company received an advance of \$50,000 from its CEO, Isiah Thomas, III pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. A total of \$52,918, consisting of \$50,000 of principal and \$2,918 of interest, was repaid on October 18, 2021.	50,000	50,000
On September 14, 2020, the Company received an advance of \$26,000 from its Chairman, Dr. Kenneth Perego, II, M.D. pursuant to an unsecured promissory note due on demand that carried a 6% interest rate. The advance was repaid by the Company on March 29, 2021.	-	26,000
On May 4, 2020, the Company, through its wholly-owned subsidiary OWP Ventures, Inc., borrowed \$119,274 from Customers Bank (“Lender”), pursuant to a Promissory Note issued by OWP Ventures to Lender (the “PPP Note”). The loan was made pursuant to the Payroll Protection Program established as part of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”). The PPP Note bears interest at 1.00% per annum, payable monthly beginning December 4, 2020, and is due on May 4, 2022. The PPP Note may be repaid at any time without penalty.	119,274	119,274

Under the Payroll Protection Program, the Company will be eligible for loan forgiveness up to the full amount of the PPP Note and any accrued interest. The forgiveness amount will be equal to the amount that the Company spends during the 24-week period beginning May 4, 2020 on payroll costs, payment of rent on any leases in force prior to February 15, 2020 and payment on any utility for which service began before February 15, 2020. The maximum amount of loan forgiveness for non-payroll expenses is 40% of the amount of the PPP Note. No assurance is provided that the Company will obtain forgiveness of the PPP Note in whole or in part.

The PPP Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, or provisions of the promissory note. The occurrence of an event of default may result in a claim for the immediate repayment of all amounts outstanding under the PPP Note.

Total notes payable	919,274	334,841
Less unamortized debt discounts	558,696	-
Notes payable, net of discounts	<u>\$ 360,578</u>	<u>\$ 334,841</u>

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The Company recognized interest expense for the nine months ended September 30, 2021 and 2020, as follows:

	September 30, 2021	September 30, 2020
Interest on convertible notes	\$ 21,120	\$ 21,516
Interest on notes payable	8,434	7,055
Amortization of debt discounts, including \$286,345 of stock-based discounts	310,633	-
Interest on accounts payable	7,771	-
Total interest expense	\$ 347,958	\$ 28,571

Note 12 – Convertible Preferred Stock

Preferred Stock

The Company has 10,000,000 authorized shares of \$0.001 par value “blank check” preferred stock, of which 500,000 shares have been designated Series A Preferred Stock and 300,000 shares have been designated Series B Preferred Stock. The shares of Series A Preferred Stock and Series B Preferred Stock are each currently convertible into one hundred (100) shares of the Company’s common stock. The Series A Preferred Stock accrues dividends at the rate of 6% per annum, payable in cash as and when declared by the Board or upon a liquidation. The shares of Series B Preferred Stock are not entitled to dividends, other than the right to participate in dividends payable to holders of common stock on an as-converted basis. As of September 30, 2021, there were 95,233 and 238,502 shares of Series A Preferred Stock and Series B Preferred Stock, respectively, issued and outstanding. The Series A and B Preferred Stock are presented as mezzanine equity on the balance sheet due because they carry a stated value of \$10 and \$15 per share, respectively, and a deemed liquidation clause, which entitles the holders thereof to receive proceeds thereof in an amount equal to the stated value per share, plus any accrued and unpaid dividends, before any payment may be made to holders of common stock. Each share of Preferred Stock carries a number of votes equal to the number of shares of common stock into which such Preferred Stock may then be converted. The Preferred Stock generally will vote together with the common stock and not as a separate class.

The Series A and B Preferred Stock have been classified outside of permanent equity and liabilities. The Series A Preferred Stock embodies conditional obligations that the Company may settle by issuing a variable number of equity shares, and in both the Series A and B Preferred Stock, monetary value of the obligation is based on a fixed monetary amount known at inception.

Series A Preferred Stock Sales

No shares of Series A Preferred Stock were sold during the nine months ending September 30, 2021.

Series A Preferred Stock Conversions

On April 6, 2021, a shareholder converted 30,000 shares of Series A Preferred Stock into 3,000,000 shares of common stock.

On March 24, 2021, a shareholder converted 10,000 shares of Series A Preferred Stock into 1,000,000 shares of common stock. The shares of common stock were subsequently issued on April 7, 2021.

On January 26, 2021, a shareholder converted 5,000 shares of Series A Preferred Stock into 500,000 shares of common stock.

On January 12, 2021, a shareholder converted 10,000 shares of Series A Preferred Stock into 1,000,000 shares of common stock.

Preferred Stock Dividends

The Series A Preferred Stock accrues dividends at the rate of 6% per annum, payable in cash as and when declared by the Board or upon a liquidation. The Company recognized \$49,246 and \$14,870 for the nine months ended September 30, 2021 and 2020, respectively. A total of \$86,482 of dividends had accrued as of September 30, 2021.

ONE WORLD PHARMA, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Series B Preferred Stock Sales

On February 7, 2021, the Company and ISIAH International entered into a Securities Purchase Agreement under which ISIAH International agreed to purchase from the Company, on the dates provided for in the Purchase Agreement, an aggregate of 200,000 shares of the Company's newly designated Series B Preferred Stock, convertible into an aggregate of 20,000,000 shares of common stock, for a purchase price of \$15.00 per share of Preferred Stock, and an aggregate purchase price of \$3 million. Each share of Series B Preferred Stock has a Stated Value of \$15.00 and is convertible into common stock at a conversion price equal to \$0.15. Isiah Thomas, the Company's Chief Executive Officer, is the sole member and Chief Executive Officer of ISIAH International. Pursuant to the Purchase Agreement, ISIAH International purchased the 200,000 shares of Series B Preferred Stock from the Company according to the following schedule:

Date	Shares	Purchase Price
Initial Closing Date	16,666	\$ 249,990
February 22, 2021	16,667	250,005
March 8, 2021	16,667	250,005
March 22, 2021	16,667	250,005
April 5, 2021	16,666	249,990
April 19, 2021	16,667	250,005
May 17, 2021	33,334	500,010
June 14, 2021	33,333	499,995
July 12, 2021	33,333	499,995
Total	200,000	\$ 3,000,000

In addition to the shares sold to ISIAH International, the Company received total proceeds of \$527,520 on various dates between March 9, 2021 and April 22, 2021 from the sale of an additional 35,168 shares of Series B Preferred Stock at a price of \$15.00 per share to seven accredited investors, including proceeds of \$50,010 from the sale of an aggregate of 3,334 shares of Series B Preferred Stock at a price of \$15.00 per share to trusts whose beneficiaries are adult children of Isiah L. Thomas III. Mr. Thomas disclaims beneficial ownership of the shares held by these trusts.

Note 13 – Changes in Stockholders' Equity

Common Stock

The Company is authorized to issue an aggregate of 300,000,000 shares of common stock with a par value of \$0.001. As of September 30, 2021, there were 61,675,983 shares of common stock issued and outstanding.

Common Stock Issued on Subscriptions Payable

On March 1, 2021, the Company issued 750,000 shares of common stock on a Subscriptions Payable for the November 27, 2020 sale of common stock at \$0.10 per share for proceeds of \$75,000.

Common Stock Options Exercised

On July 26, 2021, a total of 60,000 shares of common stock were issued upon exercise on a cashless basis of options to purchase 125,000 shares of common stock at a price \$0.13 per share.

Common Stock Issued as a Promissory Note Commitment

As disclosed in Note 11 above, the Company paid a commitment fee to AJB Capital of \$200,000 in the form of 2,000,000 shares of the Company's common stock in connection with the issuance of the First AJB Note, which was repaid on September 17, 2021. The issuance of the Commitment Fee Shares resulted in a debt discount of \$268,250 that was amortized over the life of the loan, resulting in \$268,250 of finance expense during the nine months ended September 30, 2021. On October 15, 2021, pursuant to the early repayment terms of the promissory note, one million of these shares were redeemed and cancelled.

Also, as disclosed in Note 11, above, the Company paid a commitment fee to AJB Capital in the form of 1,250,000 shares of the Company's common stock in connection with the issuance of the Second AJB Note. These shares were issued on October 26, 2021, and recognized as a Subscriptions Payable on the balance sheet as of September 30, 2021.

ONE WORLD PHARMA, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Common Stock Issued for Services

On May 25, 2021, the Company awarded a total of 50,000 shares of common stock pursuant for consulting services to two individuals. The aggregate fair value of the shares was \$8,500, based on the closing price of the Company's common stock on the date of grant.

On May 12, 2021, the Company entered into a Settlement Agreement with COR Prominence, LLC. Pursuant to the Settlement Agreement, the Company issued 118,150 shares of common stock. The fair value of the shares was \$29,538, based on the closing price of the Company's common stock on the date of grant.

In addition, the Company engaged COR Prominence, LLC to provide investor relation services to the Company, in consideration for the payment of \$7,500 per month in cash, and \$5,000 per month with shares of common stock valued at 125% of the closing price of the common stock of the Company on the date of issuance. On June 1, 2021, the Company issued another 112,528 shares of common stock to COR Prominence, LLC. The fair value of the shares was \$18,758, based on the closing price of the Company's common stock on the date of grant.

Amortization of Stock-Based Compensation

A total of \$837,955 of stock-based compensation expense was recognized from the amortization of options to purchase common stock over their vesting period during the nine months ended September 30, 2021.

Note 14 – Common Stock Options

Stock Incentive Plan

On February 12, 2020, the Company's stockholders approved our 2019 Stock Incentive Plan (the "2019 Plan"), which had been adopted by the Company's Board of Directors (the "Board") as of December 10, 2019. The 2019 Plan provides for the issuance of up to 10,000,000 shares of common stock to the Company and its subsidiaries' employees, officers, directors, consultants and advisors, stock options (non-statutory and incentive), restricted stock awards, stock appreciation rights ("SARs"), restricted stock units ("RSUs") and other performance stock awards. Options granted under the 2019 Plan may either be intended to qualify as incentive stock options under the Internal Revenue Code of 1986, or may be non-qualified options, and are exercisable over periods not exceeding ten years from date of grant. Unless sooner terminated in accordance with its terms, the Stock Plan will terminate on December 10, 2029.

Common Stock Options Issued for Services

On May 28, 2021, the Company awarded options to purchase 1,000,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.1782 per share, exercisable over a ten year period to the Company's CFO and COO, Vahé Gabriel. The options vested immediately as to 500,000 shares, and vest as to the remaining 500,000 shares quarterly in 250,000 increments over the following two quarters. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 183% and a call option value of \$0.1719, was \$171,949. The options are being expensed over the vesting period, resulting in \$128,962 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$42,987 of unamortized expenses are expected to be expensed over the vesting period.

On May 25, 2021, the Company awarded options to purchase an aggregate 425,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.17 per share, exercisable over a ten year period to three advisory board members. The options vest in equal quarterly installments over two years. The aggregate estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 183% and a call option value of \$0.1653, was \$70,269. The options are being expensed over the vesting period, resulting in \$23,423 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$46,846 of unamortized expenses are expected to be expensed over the vesting period.

On January 1, 2021, the Company awarded options to purchase 5,500,000 shares of common stock at an exercise price equal to \$0.13 per share to Isiah L. Thomas III, the Company's Chief Executive Officer and Vice Chairman. The options were issued outside of the 2019 Plan and are exercisable over a ten year period. The options vested immediately as to 2,750,000 shares, and vest as to the remaining 2,750,000 shares quarterly in 250,000 increments over the following eleven quarters. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1174, was \$645,624. The options are being expensed over the vesting period, resulting in \$381,506 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$264,118 of unamortized expenses are expected to be expensed over the vesting period.

ONE WORLD PHARMA, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

On January 1, 2021, the Company awarded options to purchase 350,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.13 per share, exercisable over a ten year period to the Company's Chairman of the Board, Dr. Ken Perego. The options vest in equal quarterly installments over one year. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1170, was \$40,943. The options are being expensed over the vesting period, resulting in \$30,707 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$10,236 of unamortized expenses are expected to be expensed over the vesting period.

On January 1, 2021, the Company awarded options to purchase 475,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.13 per share, exercisable over a ten year period to Bruce Raben, the Company's former Interim Chief Financial Officer and a Director of the Company. The options vest in equal quarterly installments over one year. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1170, was \$55,565. The options are being expensed over the vesting period, resulting in \$41,674 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$13,891 of unamortized expenses are expected to be expensed over the vesting period.

On January 1, 2021, the Company awarded options to purchase an aggregate 1,842,000 shares of common stock under the 2019 Plan at an exercise price equal to \$0.13 per share, exercisable over a ten year period to seven consultants and employees. The options vest in equal quarterly installments over one year. The aggregate estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 192% and a call option value of \$0.1170, was \$215,475. The options are being expensed over the vesting period, resulting in \$161,606 of stock-based compensation expense during the nine months ended September 30, 2021. As of September 30, 2021, a total of \$53,869 of unamortized expenses are expected to be expensed over the vesting period.

The Company also recognized a total of \$70,077, and \$1,875,623 of compensation expense during the nine months ended September 30, 2021 and 2020, respectively, related to common stock options issued in the prior year to Officers, Directors, and Employees that are being amortized over the implied service term, or vesting period, of the options. The remaining unamortized balance of these options is \$33,613 as of September 30, 2021.

Note 15 – Income Taxes

The Company accounts for income taxes under FASB ASC 740-10, which requires use of the liability method. FASB ASC 740-10-25 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

For the nine months ended September 30, 2021, and the year ended December 31, 2020, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At September 30, 2021, the Company had approximately \$6,946,800 of federal net operating losses. The net operating loss carry forwards, if not utilized, will begin to expire in 2025.

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at September 30, 2021 and December 31, 2020, respectively.

In accordance with FASB ASC 740, the Company has evaluated its tax positions and determined there are no uncertain tax positions.

Note 16 – Subsequent Events

Debt Repayment, Related Party.

On October 18, 2021, the Company repaid a total of \$52,918, consisting of \$50,000 of principal and \$2,918 of interest, to Isiah Thomas, the Company's Chief Executive Officer.

Commitment Shares

As disclosed in Note 11, above, the Company paid a commitment fee to AJB Capital in the form of 1,250,000 shares of the Company's common stock in connection with the issuance of the Second AJB Note. These shares were issued on October 26, 2021.

On October 15, 2021, the Company redeemed and cancelled 1,000,000 commitment shares issued to AJB Capital in connection with the first AJB Note for a nominal redemption price of \$1.00, as disclosed in Note 11, above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this Form 10-Q is intended to update the information contained in our Annual Report on Form 10-K for the year ended December 31, 2020 and presumes that readers have access to, and will have read, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other information contained in such Form 10-K. The following discussion and analysis also should be read together with our financial statements and the notes to the financial statements included elsewhere in this Form 10-Q.

The following discussion contains certain statements that may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements appear in a number of places in this Report, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements are not guarantees of future performance and involve risks, uncertainties and requirements that are difficult to predict or are beyond our control. Forward-looking statements speak only as of the date of this quarterly report. You should not put undue reliance on any forward-looking statements. We strongly encourage investors to carefully read the factors described in the Form 10-K in the section entitled "Risk Factors" for a description of certain risks that could, among other things, cause actual results to differ from these forward-looking statements. We assume no responsibility to update the forward-looking statements contained in this quarterly report on Form 10-Q. The following should also be read in conjunction with the unaudited Financial Statements and notes thereto that appear elsewhere in this report.

Overview

Through our wholly-owned subsidiary, One World Pharma S.A.S, a licensed cannabis cultivation, production and distribution (export) company located in Popayán, Colombia (nearest major city is Cali). We plan to be a producer of raw cannabis and hemp plant ingredients for both medical and industrial uses across the globe. We have received licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes. Specifically, we are one of the only companies in Colombia to receive all four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export. Currently, we own approximately 30 acres and have a covered greenhouse built specifically to cultivate high-grade cannabis and hemp. In addition, we have entered into agreements with local farming co-operatives that include small farmers and indigenous tribe members, under which they will cultivate cannabis on up to approximately 140 acres of land using our seeds and propagation techniques, and sell their harvested products to us on an exclusive basis. We began harvesting cannabis in the first quarter of 2019 for the purpose of further research and development activities, quality control testing and extraction. We have been generating revenue from the sale of our seeds since the second quarter of 2020. In August 2021, we paid total deposits of \$1,155,000 of the approximate total cost of \$1,542,103 on the construction of a vertically integrated extraction facility designed to process the cannabis flower. Upon completion of construction, we will be one of the only companies in Colombia to both hold licenses and possess the capability to extract high-quality CBD and THC oils.

Results of Operations for the Three Months Ended September 30, 2021 and 2020:

The following table summarizes selected items from the statement of operations for the three months ended September 30, 2021 and 2020.

	Three Months Ended September 30,		Increase / (Decrease)
	2021	2020	
Revenues	\$ 7,845	\$ 42,598	\$ (34,753)
Cost of goods sold	7,058	7,682	(624)
Gross profit	787	34,916	(34,129)
Operating expenses:			
General and administrative	358,382	793,846	(435,464)
Professional fees	153,484	364,111	(210,627)
Depreciation expense	6,939	9,496	(2,557)
Total operating expenses:	518,805	1,167,453	(648,648)
Operating loss	(518,018)	(1,132,537)	(614,519)
Total other income (expense)	(149,661)	(7,517)	142,144
Net loss	\$ (667,679)	\$ (1,140,054)	\$ (472,375)

Revenues

Revenues during the three months ended September 30, 2021 were \$7,845, compared to \$42,598 during the three months ended September 30, 2020, a decrease of \$34,753, or 82%.

Cost of Goods Sold

Cost of goods sold for the three months ended September 30, 2021 were \$7,058, compared to \$7,682 for the three months ended September 30, 2020, a decrease of \$624, or 8%. Cost of goods sold consists primarily of labor, agricultural raw materials, depreciation and overhead.

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2021 were \$358,382, compared to \$793,846 during the three months ended September 30, 2020, a decrease of \$435,464, or 55%. The expenses for the current period consisted primarily of compensation expenses, office rent, and travel costs. General and administrative expenses decreased primarily due to decreased stock-based compensation related to the amortization of stock options and shares issued to officers that were incurred in the prior year, and not awarded in the current year at similar levels. General and administrative expenses included non-cash, stock-based compensation of \$72,334 and \$441,567 during the three months ended September 30, 2021 and 2020, respectively.

Professional Fees

Professional fees for the three months ended September 30, 2021 were \$153,484, compared to \$364,111 during the three months ended September 30, 2020, a decrease of \$210,627, or 58%. Professional fees included non-cash, stock-based compensation of \$60,042 and \$2,021,122 during the three months ended September 30, 2021 and 2020, respectively. Professional fees decreased primarily due to decreased stock-based compensation efforts during the current period.

Depreciation Expense

Depreciation expense for the three months ended September 30, 2021 was \$6,939, compared to \$9,496 during the three months ended September 30, 2020, a decrease of \$2,557, or 27%. Depreciation expense decreased as equipment was disposed of in the current period.

Other Income (Expense)

Other expenses, on a net basis, for the three months ended September 30, 2021 were \$149,661, compared to other expenses, on a net basis, of \$7,517 during the three months ended September 30, 2020, an increase in net expenses of \$142,144, or 1,891%. Other expenses consisted of \$137,863 of interest expense, including \$116,312 of stock-based finance costs on the amortization of debt discounts, and a loss on disposal of fixed assets of \$17,563, as offset by \$5,000 of sublease income on sublet office space and \$765 of interest income, for the three months ended September 30, 2021, compared to \$7,517 of interest expense during the three months ended September 30, 2020.

Net Loss

Net loss for the three months ended September 30, 2021 was \$667,679, or \$0.01 per share, compared to \$1,140,054, or \$0.02 per share, during the three months ended September 30, 2020, a decrease of \$472,375, or 41%. The net loss decreased primarily due to decreased stock-based compensation during the current period.

Results of Operations for the Nine Months Ended September 30, 2021 and 2020:

The following table summarizes selected items from the statement of operations for the nine months ended September 30, 2021 and 2020.

	Nine Months Ended September 30,		Increase / (Decrease)
	2021	2020	
Revenues	\$ 73,450	\$ 103,384	\$ (29,934)
Cost of goods sold	14,810	24,433	(9,623)
Gross profit	58,640	78,951	(20,311)
Operating expenses:			
General and administrative	1,466,954	3,293,009	(1,826,055)
Professional fees	679,141	3,454,966	(2,775,825)
Depreciation expense	29,937	23,706	6,231
Total operating expenses:	2,176,032	6,771,681	(4,595,649)
Operating loss	(2,117,392)	(6,692,30)	(4,575,338)
Total other income (expense)	(343,698)	(28,571)	315,127
Net loss	\$ (2,461,090)	\$ (6,721,301)	\$ (4,260,211)

Revenues

Revenues during the nine months ended September 30, 2021 were \$73,450, compared to \$103,384 during the nine months ended September 30, 2020, a decrease of \$29,934, or 29%.

Cost of Goods Sold

Cost of goods sold for the nine months ended September 30, 2021 were \$14,810, compared to \$24,433 for the nine months ended September 30, 2020, a decrease of \$9,623, or 39%. Cost of goods sold consists primarily of labor, agricultural raw materials, depreciation and overhead.

General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2021 were \$1,466,954, compared to \$3,293,009 during the nine months ended September 30, 2020, a decrease of \$1,826,055, or 55%. The expenses for the current period consisted primarily of compensation expenses, office rent, and travel costs. General and administrative expenses decreased primarily due to decreased stock-based compensation related to the amortization of stock options and shares issued to officers that were incurred in the prior year, and not awarded in the current year at similar levels. General and administrative expenses included non-cash, stock-based compensation of \$510,468 and \$2,415,366 during the nine months ended September 30, 2021 and 2020, respectively.

Professional Fees

Professional fees for the nine months ended September 30, 2021 were \$679,141, compared to \$3,454,855 during the nine months ended September 30, 2020, a decrease of \$2,775,825, or 80%. Professional fees included non-cash, stock-based compensation of \$384,283 and \$2,839,132 during the nine months ended September 30, 2021 and 2020, respectively. Professional fees decreased primarily due to decreased stock-based compensation efforts during the current period.

Depreciation Expense

Depreciation expense for the nine months ended September 30, 2021 was \$29,937, compared to \$23,706 during the nine months ended September 30, 2020, an increase of \$6,231, or 26%. Depreciation expense increased as we placed more equipment in service in the past year.

Other Income (Expense)

Other expenses, on a net basis, for the nine months ended September 30, 2021 were \$343,698, compared to other expenses, on a net basis, of \$28,571 during the nine months ended September 30, 2020, an increase in net expenses of \$315,127, or 1,103%. Other expenses consisted of \$347,958 of interest expense, including \$286,345 of stock-based finance costs on the amortization of debt discounts, and a loss on disposal of fixed assets of \$17,563, as offset by \$19,500 of sublease income on sublet office space and \$2,323 of interest income, for the nine months ended September 30, 2021, compared to \$28,571 of interest expense during the nine months ended September 30, 2020.

Net Loss

Net loss for the nine months ended September 30, 2021 was \$2,461,090, or \$0.04 per share, compared to \$6,721,301, or \$0.14 per share, during the nine months ended September 30, 2020, a decrease of \$4,260,211, or 63%. The net loss decreased primarily due to decreased stock-based compensation during the current period.

Liquidity and Capital Resources

The following is a summary of the Company's cash flows provided by (used in) operating, investing, financing activities and effect of exchange rate changes on cash for the nine months ended September 30, 2021 and 2020:

	2021	2020
Operating Activities	\$ (3,120,049)	\$ (1,155,282)
Investing Activities	(268,223)	(37,793)
Financing Activities	4,068,938	960,274
Effect of Exchange Rate Changes on Cash	(10,919)	(28,700)
Net Increase (Decrease) in Cash	<u>\$ 669,747</u>	<u>\$ (261,501)</u>

Net Cash Used in Operating Activities

During the nine months ended September 30, 2021, net cash used in operating activities was \$3,120,049, compared to net cash used in operating activities of \$1,155,282 for the nine months ended September 30, 2020. The cash used in operating activities was primarily attributable to our net loss.

Net Cash Used in Investing Activities

During the nine months ended September 30, 2021, net cash used in investing activities was \$268,223, compared to net cash used in investing activities of \$37,793 for the nine months ended September 30, 2020. The cash used in investing activities consisted of purchases of fixed assets, net of proceeds received on the disposal of fixed assets.

Net Cash Provided by Financing Activities

During the nine months ended September 30, 2021, net cash provided by financing activities was \$4,068,938, compared to net cash provided by financing activities of \$960,274 for the nine months ended September 30, 2020. The current period consisted of \$947,000 of proceeds received on debt financing and \$3,577,505 received on the sale of preferred and common stock, less debt repayments of \$455,567, compared to \$1,478,332 received on the sale of preferred stock and \$261,274 of net proceeds received on debt financing, less debt repayments of \$779,332, during the nine months ended September 30, 2020.

Ability to Continue as a Going Concern

As of September 30, 2021, our balance of cash on hand was \$698,667, and we had working capital of \$62,465 and an accumulated deficit of \$18,593,416. We are too early in our development stage to project future revenue levels, and may not be able to generate sufficient funds to sustain our operations for the next twelve months. Accordingly, we may need to raise additional cash to fund our operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

In the event sales do not materialize at the expected rates, management would seek additional financing or would attempt to conserve cash by further reducing expenses. There can be no assurance that we will be successful in achieving these objectives; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The condensed consolidated financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Our ability to scale production and distribution capabilities and further increase the value of our brands, is largely dependent on our success in raising additional capital.

Off-Balance Sheet Arrangements

We have no outstanding off-balance sheet guarantees, interest rate swap transactions or foreign currency contracts. We do not engage in trading activities involving non-exchange traded contracts.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires our management to make assumptions, estimates and judgments that affect the amounts reported, including the notes thereto, and related disclosures of commitments and contingencies, if any. We have identified certain accounting policies that are significant to the preparation of our financial statements. These accounting policies are important for an understanding of our financial condition and results of operations. Critical accounting policies are those that are most important to the presentation of our financial condition and results of operations and require management's subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Certain accounting estimates are particularly sensitive because of their significance to financial statements and because of the possibility that future events affecting the estimate may differ significantly from management's current judgments.

While our significant accounting policies are more fully described in notes to our consolidated financial statements appearing elsewhere in this Form 10-Q, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating our reported financial results and affect the more significant judgments and estimates that we used in the preparation of our financial statements.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

There was no impact on the Company's financial statements from ASC 606 for the nine months ended September 30, 2021, or the year ended December 31, 2020.

Inventory

Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of cannabis flower grown in-house, along with produced extracts.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees in accordance with the provisions of ASC 718 Stock Compensation (ASC 718) and Equity-Based Payments to Non-employees pursuant to ASC 505-50 (ASC 505-50). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty's performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Interim Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2021. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2021, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were not effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) or in other factors that occurred during the period of our evaluation or subsequent to the date we carried out our evaluation which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any system of controls and procedures will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not a party to any legal or administrative proceedings that we believe, individually or in the aggregate, would be likely to have a material adverse effect on our financial condition or results of operations.

ITEM 1A. RISK FACTORS

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following issuances of equity securities by the Company during the three month period ended September 30, 2021 were exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof and Regulation D thereunder:

Preferred Stock Sales

On July 12, 2021, the Company received proceeds of \$499,995 from the sale of 33,333 shares of Series B Preferred Stock to ISIAH International. Each share of Preferred Stock is currently convertible into 100 shares of the Company’s common stock.

Common Stock Options Exercised

On July 26, 2021, a total of 60,000 shares of common stock were issued upon exercise on a cashless basis of options to purchase 125,000 shares of common stock at a price \$0.13 per share.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit	Description
2.1	Agreement and Plan of Merger dated February 21, 2019, among the Registrant, OWP Merger Subsidiary Inc. and OWP Ventures, Inc. (incorporated by reference to Exhibit 2.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on February 25, 2019)
3.1	Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 24, 2014)
3.2	Certificate of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 8, 2019)
3.3	Certificate of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2020)
3.4	Certificate of Designation of Series A Preferred Stock of the Registrant dated June 1, 2020 (incorporated by reference to Exhibit 3.4 of the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 26, 2020)
3.5	Certificate of Designation of Series B Preferred Stock of the Registrant dated February 2, 2021 (incorporated by reference to Exhibit 3.1 of the Form 8-K filed with the Securities and Exchange Commission on February 8, 2021)
3.6	Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 24, 2014)
4.1	Description of Securities (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form 10-K filed with the Securities and Exchange Commission on April 15, 2021)
4.2	Promissory Note of One World Pharma, Inc. in the principal amount of \$290,000 issued to AJB Capital Investments LLC, dated January 20, 2021 (incorporated by reference to Exhibit 4.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on January 25, 2021)
4.3	Promissory Note of One World Pharma, Inc. in the principal amount of \$750,000 issued to AJB Capital Investments LLC, dated September 24, 2021 (incorporated by reference to Exhibit 4.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on September 27, 2021)
4.4	Common Stock Purchase Warrant to purchase 1,500,000 shares of common stock of One World Pharma, Inc. issued to AJB Capital Investments LLC, dated September 24, 2021 (incorporated by reference to Exhibit 4.2 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on September 27, 2021)
4.5	Common Stock Purchase Warrant to purchase 2,000,000 shares of common stock of One World Pharma, Inc. issued to AJB Capital Investments LLC, dated September 24, 2021 (incorporated by reference to Exhibit 4.3 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on September 27, 2021)
10.1	Promissory Note dated May 4, 2020, made by OWP Ventures, Inc. in favor of Customers Bank (incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on May 8, 2020)
10.2	Securities Purchase Agreement, dated February 7, 2021 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on February 8, 2021)
10.3	Securities Purchase Agreement, dated January 20, 2021, between One World Pharma, Inc. and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on January 25, 2021)
10.4	Security Agreement, dated January 20, 2021, between One World Pharma, Inc. and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.2 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on January 25, 2021)
10.5	Letter Agreement, dated May 28, 2021, between One World Pharma, Inc. and Vahé Gabriel (incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on June 3, 2021)
10.6	Securities Purchase Agreement, dated January 20, 2021, between One World Pharma, Inc. and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on September 27, 2021)
10.7	Security Agreement, dated January 20, 2021, between One World Pharma, Inc. and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.2 of the Form 8-K filed with the Securities and Exchange Commission by One World Pharma, Inc. on September 27, 2021)
31.1*	Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a)
31.2*	Certification of Interim Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a)
32.1*	Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Interim Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 15, 2021

One World Pharma, Inc.

/s/ Isiah L. Thomas III

Isiah L. Thomas III
Chief Executive Officer
(Principal Executive Officer)

/s/ Vahé Gabriel

Vahé Gabriel
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATIONS PURSUANT TO
RULE 13A-14(A) OR RULE 15D-14(A),
AS ADOPTED PURSUANT TO
RULE 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Isiah L. Thomas III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of One World Pharma, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Isiah L. Thomas III

Isiah L. Thomas III
Chief Executive Officer

Dated: November 15, 2021

**CERTIFICATIONS PURSUANT TO
RULE 13A-14(A) OR RULE 15D-14(A),
AS ADOPTED PURSUANT TO
RULE 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Vahé Gabriel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of One World Pharma, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Vahé Gabriel

Vahé Gabriel
Chief Financial Officer

Dated: November 15, 2021

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of One World Pharma, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2021 (the "Report") I, Isiah L. Thomas III, Chief Executive Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 15, 2021

/s/ Isiah L. Thomas III

Name: Isiah L. Thomas III

Title: Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of One World Pharma, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2021 (the "Report") I, Vahé Gabriel, Principal Financial Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 15, 2021

/s/ Vahé Gabriel

Name: Vahé Gabriel

Title: Chief Financial Officer
