

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2022-04-14** | Period of Report: **2022-04-11**
SEC Accession No. [0001683168-22-002667](#)

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FILER

Odyssey Health, Inc.

CIK: **1626644** | IRS No.: **471022125** | State of Incorpor.: **NV** | Fiscal Year End: **0731**
Type: **8-K** | Act: **34** | File No.: **000-56196** | Film No.: **22827424**
SIC: **3841** Surgical & medical instruments & apparatus

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2300 WEST SAHARA
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2300 WEST SAHARA
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 11, 2022**

ODYSSEY HEALTH, INC.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-56196

(Commission File Number)

47-1022125

(IRS Employer ID No.)

2372 Morse Ave., Irvine, CA

(Address of principal executive offices)

92614

(Zip Code)

(702) 780-6559

(Issuer's Telephone Number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Title of each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock (\$0.001 par value)	ODY Y	OTC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b2 of the Securities Exchange Act of 1934 (§240.12b2 of this chapter).

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.

Item 1.01 **Entry into a Material Definitive Agreement.**

On April 11, 2022, Odyssey Health, Inc, f/k/a Group International, Inc. entered into an Amendment to the Convertible Promissory Note (the "Amendment") to the Securities Purchase Agreement dated August 29, 2021, with Tysadco Partners, LLC ("Tysadco") with an effective date of March 31, 2022. Pursuant to the Amendment, the parties have agreed to extend the maturity date of the note to March 1, 2023. As consideration, twenty-five thousand (\$25,000) shall be added to the principal amount outstanding.

The Amendment is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
10.1	Amendment to Convertible Promissory Note
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

Odyssey Group International, Inc.

By: /s/ Joseph Michael Redmond
Joseph Michael Redmond
Chief Executive Officer

Date: April 14, 2022

Exhibit 10.1

**AMENDMENT
TO
CONVERTIBLE PROMISSORY NOTE**

This AMENDMENT (this "**Amendment**") is entered into by and between Company and Holder (each as defined below), effective as of March 31, 2022 (the "**Effective Date**"), binding on the undersigned parties as of that date.

RECITALS

Odyssey Group International, Inc. ("**Company**") and Tysadco Partners, LLC ("**Holder**") entered into that certain Convertible Promissory Note (the "**Note**") dated August 29, 2021 in the amount of \$250,000.00 (the "**Loan Amount**"). Capitalized terms not otherwise defined have the meaning set forth in the Note.

WHEREAS, the parties have agreed to extend the maturity date of the Note subject to the conditions contained herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. **Extension of Maturity Date.** The Maturity Date of the Note is amended and extended to March 1, 2023.
2. **Compensation for Extension.** In exchange for the extension of the Maturity Date, \$25,000.00 shall be added to the principal amount outstanding on the Note between the Company and Holder as of the Effective Date hereof, making the principal owed \$275,000.00
3. **Conversion Moratorium.** Unless an Event of Default (as defined in the Note or under this Amendment) exists between the Effective Date hereof and the Maturity Date, Holder shall not convert any of the amounts due under the Note. However, upon occurrence of any Event of Default under the Note, this section shall be null, void, and of no effect.
4. **Effectiveness; Conflict.** Except as modified hereby, the Note and terms thereof shall remain in full force and effect. On and after the effectiveness of this Amendment, each reference in the Notes to "this Agreement," "hereunder," "hereof," "herein" or words of like import shall mean and be a reference to the Note, as amended by this Amendment. To the extent the terms of this Amendment conflict with any provision of the Note or any of the documents referenced therein, then the provisions of this Amendment shall control.
5. **All Other Terms.** All other terms and conditions of the Note remain unchanged and in full force and effect.
6. **Counterparts.** This Amendment may be executed by facsimile transmission and in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the Effective Date.

COMPANY

ODYSSEY GROUP INTERNATIONAL, INC.

BY: /s/ J. Michael Redmond
Chief Executive Officer

HOLDER

Tysadco Partners, LLC

By: /s/ Stephen Hart
Managing Member

[SIGNATURE PAGE TO AMENDMENT NO 1. TO THE CONVERTIBLE PROMISSORY NOTE]

Cover

Apr. 11, 2022

Cover [Abstract]

<u>Document Type</u>	8-K
<u>Amendment Flag</u>	false
<u>Document Period End Date</u>	Apr. 11, 2022
<u>Entity File Number</u>	000-56196
<u>Entity Registrant Name</u>	ODYSSEY HEALTH, INC.
<u>Entity Central Index Key</u>	0001626644
<u>Entity Tax Identification Number</u>	47-1022125
<u>Entity Incorporation, State or Country Code</u>	NV
<u>Entity Address, Address Line One</u>	2372 Morse Ave.
<u>Entity Address, City or Town</u>	Irvine
<u>Entity Address, State or Province</u>	CA
<u>Entity Address, Postal Zip Code</u>	92614
<u>City Area Code</u>	702
<u>Local Phone Number</u>	780-6559
<u>Written Communications</u>	false
<u>Soliciting Material</u>	false
<u>Pre-commencement Tender Offer</u>	false
<u>Pre-commencement Issuer Tender Offer</u>	false
<u>Trading Symbol</u>	ODYY
<u>Title of 12(g) Security</u>	Common Stock (\$0.001 par value)
<u>Entity Emerging Growth Company</u>	false

