

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

AIMRITE HOLDINGS CORPORATION

A Nevada Corporation (the “Company”)



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Primary SIC Code: 7371
Secondary SIC Code: 6770

QUARTERLY REPORT FOR THE PERIOD ENDING JUNE 30, 2020
(“Reporting Period”)

As of the date of the Reporting Period, the number of shares outstanding of our Common Stock was: 133,445,698 ¹

As of the date of the Reporting Period, the number of shares outstanding of our Preferred Stock was: 0

As of the date of the prior Reporting Period, the number of shares outstanding of our Common Stock was: 133,445,698

As of the date of the prior Reporting Period, the number of shares outstanding of our Preferred Stock was: 0

¹ As of the date hereof, the Company is in the process of cancelling 2,000,000 shares of Common Stock resulting in 131,445,698 issued and outstanding.

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

Yes: **X**

No: ☐

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

Yes: ☐

No: **X**

Indicate by check mark whether a Change in Control of the Company has occurred over this Reporting Period:

Yes: **X**

No: ☐

AIMRITE HOLDINGS CORPORATION

Information required for compliance with the provisions of the OTC Markets Group Inc.'s Pink Basic Disclosure Guidelines

To provide more meaningful and useful information, this Quarterly Report Disclosure Statement may contain certain "forward-looking statements" [as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act")]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, the Aimrite Holdings Corporation (the "Company") has tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The Company cannot predict all of the risks and uncertainties. Accordingly, to the extent included, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and the Company does not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or

assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management, any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

The public market should be informed that the coronavirus (COVID-19) has been spreading rapidly around the world since December 2019 and has negatively affected the stock market and investor sentiment. The perceived value of the Company and the price of our Common Stock may be disproportionately affected as investors favor and seek less volatile or traditional companies (or assume more risks) during the times of market uncertainty and instability.

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Exchange Act as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. The Disclosure Statement was prepared in view to compliance with the Securities and Exchange Commission’s proposed amendments to enhance retail investor protections, an action to increase the availability of issuer information and modernize the rule governing quotations for the over-the-counter securities, and to comply with these laws.

The safe harbor provisions of the Exchange Act may not apply to an issuer that issues penny stock. Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law.

AIMRITE HOLDINGS CORPORATION

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

The names of the issuer and the names used by predecessor entities and the dates of the name changes are as follows:

AIMRITE HOLDINGS CORPORATION (sometimes the “issuer” or the “Company”)

The names used by the issuer (and predecessors) entities are Q-Com Corp. from September 6, 1988 until March 31, 1995 and Drink Word, Inc. from March 31, 1995 until July 21, 1995 when the current name was adopted by the Company..

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable). Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive):

The date of incorporation in Nevada is September 6, 1988 and all name change events are set forth above. At all times, the Company has been a Nevada corporation (there have been no changes in state of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, NV Business ID 19881025188 – Entity Number C7140-1988, with a valid and existing Nevada State Business License and is current with its annual report filings.

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

Yes: ☐ No: ☒

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

Not Applicable

Item 2. Shares Outstanding.

The Company has a class of Common Stock outstanding as of June 30, 2020:

| | |
|--|--------------|
| Trading Symbol: | AIMH |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP No: | 009003 20 3 |
| Par or stated value: | \$ 0.001 |

| | | |
|---|-------------|---------------------|
| Total shares authorized: | 150,000,000 | as of June 30, 2020 |
| Total shares outstanding: | 133,445,698 | as of June 30, 2020 |
| Number of shares in the Public Float: | 6,832,382 | as of June 30, 2020 |
| Total number of shareholders of record: | 392 | as of June 30, 2020 |

The Company has a class of shares of Preferred Stock authorized and none currently have been issued or are outstanding:

| | |
|--------------------------------------|-----------------|
| Exact title and class of securities: | Preferred Stock |
| Par or Stated Value: | \$.001 |
| Total Shares Authorized: | 50,000,000 |
| Outstanding: | 0 |

Transfer Agent:

Empire Stock Transfer Inc.
1859 Whitney Mesa Drive
Henderson, Nevada 889014
702.818.5898
702.974.1444 (facsimile)
info@empirestock.com

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

Describe any trading suspension orders issued by the Securities and Exchange Commission concerning the issuer or its predecessors:

None

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

Not Applicable

Restrictions on the transfer of securities:

Other than 6,832,382 shares of our Common Stock that is free trading / non-restricted, all other shares are restricted and subject to Rule 144 or such other exemption from registration under the Securities Act.

As of the Reporting Date, Cede & Co. was the holder of record of 3,483,941 shares (2.6%) of the issued and outstanding shares of Common Stock. Cede & Co. is the nominee name for The Depository Trust Company ("DTC"), a clearing house that holds the Company's shares in its name for banks, brokers, and institutions in order to expedite the sale and transfer of the stock. DTC is able to provide position information on a security at the DTC participant level. Issuers and their authorized third-party agents can use DTC's Security Position Report web service throughout the year to obtain position information on

their securities as needed. The Company has not elected to subscribe to the service or make a special request for security positions.

The Company is informed and believes that there are no control securities or restricted securities of the Company held in Cede & Co.'s name.

The Resident Agent of the issuer is:

Silver Shield Services, Inc.
4590 Deodar Street
Silver Springs, Nevada 89429

Item 3. Issuance History.

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

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

List any events, in chronological order, that resulted in changes the total outstanding and the nature of each offering for the last two fiscal years and the interim period to the date hereof.

As of the date hereof, the Company is in the process of cancellation, 2,000,000 shares of Common Stock that were surrendered for cancellation. Upon cancellation, the shares will be restored to authorized and unissued shares (or treasury shares of Common Stock). The Company paid no consideration for the surrender for cancellation.

Set forth below, in tabular format, is the nature of each offering since December 31, 2016, including the last two fiscal years, and the interim period to the date hereof, is a summary of the Common and Preferred Stock issuances:

A. December 31, 2016 to June 30, 2020 and to the date hereof:

| Number of Shares outstanding as of December 31, 2016 Common: 108,445,698 Preferred: 0 | Opening Balance: Common: 108,445,698 Preferred 0 | | | | | | | | |
|---|--|--|---------------------|---|---|--|---|---|---------------------------------|
| Date of Transaction | Transaction type (e.g. new issuance, cancellation shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance ? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| September 29, 2017 | New Issuance | 12,500,000 | Common | \$.001 | Yes | Fiori Communication [Kelly Flowers] | Consulting Services | Restricted | 4(a)(2) |
| September 29, 2017 | New Issuance | 12,500,000 | Common | \$.001 | Yes | Jose F. Garcia | Cash – Cancellation of Indebtedness | Restricted | 4(a)(2) |
| Pending surrender for Cancellation | Cancellation | 2,000,000 | Common | \$.001 | N/A | To be delivered to potential employee for services to be rendered | No consideration | Restricted | N/A |
| Shares Outstanding as of June 30, 2020: [Report Date and the date hereof] 133,445,698 Common Preferred 0 | Ending Balance: [As of the date hereof giving effect to surrender for cancellation] Common 131,445,698 Preferred: 0 | | | | | | | | |

The Company is informed and believes that each restricted certificate contains a legend (i) stating that the shares have not been registered under the Securities Act and (ii) setting forth or referring to the restriction on transferability and sale of the shares under the Securities Act.

B. Debt Securities, Including Promissory and Convertible Notes.

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

Set forth below in chart format is the nature of each offering of debt securities, including promissory and convertible notes, for the last two fiscal years as of the date of his report:

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance | Interest Accrued | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Current Noteholder | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|------------------------------|------------------|--|--|-------------------------------|---|
| Sept 21, 2017 | \$32,583 | \$25,000 | \$8,333 | Sept 21, 2018 Extended to Jan 1, 2021 | Not Convertible Debt | Specialty Capital Lenders LLC | Loan of funds - working capital |
| June 30, 2020 | 0 | 0 | 0 | 0 | N/A | Silicon Beach LLC (1) | Revolving Credit Line for Working Capital |

(1) On June 30, 2020, the Company issued a Revolving Promissory Note to Silicon Beach LLC whereby the Company can borrow up to a maximum of thirty-five thousand USD (\$35,000) at an annual rate of interest equal to five percent (5%). Silicon Beach LLC is owned and controlled by Adam D. Sexton, and as of June 30, 2020, Silicon Beach LLC was the record and beneficial owner of 38,500,000 shares of the Company's Common Stock, which represents approximately 29% of the 131,445, 698 shares of Common Stock issued and outstanding. As of June 30, 2020, there has been no financial accommodations provided to the Company under the Revolving Promissory Note.

C. Outstanding Warrants and Outstanding Options.

None

D. Change of Control.

Between June 22, 2020 and June 30, 2020, Silicon Beach LLC acquired record ownership of 38,500,000 shares of Common Stock owned by Bruce Barton and Western Sakkara Group LLC acquired record ownership of 31,500,000 shares of Common Stock owned by North American Natural Resources Group, Inc. (52.4%). Related parties or affiliates to the transferees also acquired a beneficial interests or record interests in

approximately an additional 16,500,000 shares of Common Stock (12.4%). See also Item 7. Officers, Directors and Control Persons below. All the shares of Common Stock are "restricted" shares as defined in Rule 144 under the Securities Act.

E. Other.

(i) The trading status of the shares (securities):

The Company is informed and believes that each restricted certificate contains a legend (i) stating that the shares have not been registered under the Securities Act and (ii) setting forth or referring to the restriction on transferability and sale of the shares under the Securities Act.

Restricted securities are securities acquired in an unregistered private sale from the issuer or from an affiliate of such an issuer.

Control securities are those held by an affiliate of the issuing company. An affiliate is a person such as a director or large shareholder in the relationship of control of or with the issuer. Control means the power to direct the management and policies of the company in question, whether through the ownership of voting securities, by contract, or otherwise. If the investor buys securities from a controlling person or "affiliate," he or she takes restricted securities, even if they were not restricted in the affiliate's hands. All stock acquired by an affiliate in the open market becomes subject to Rule 144 as "control securities."

See discussion of Rule 144 hereinbelow.

(ii) Other - Evergreen Rule.

Rule 144(i) of Rule 144 states that Rule 144 is not available for the resale of securities initially issued by a former shell company until one year after the issuer has filed current "Form 10" information (the information that would be required if the company were a reporting company and filing a general form for registration of securities on Form 10 under the Exchange Act with the Securities and Exchange Commission reflecting its status as an entity that is no longer a shell company; and unless the issuer of shares is current on all reports and other materials required to be filed with the Securities and Exchange Commission during the 12 months prior).

Accordingly, subsection (i) to Rule 144 prohibits or limits the resale (public) of the stock. Shares issued by a previous shell cannot take advantage of the six-month holding period. Under Rule 144(i), one year needs to pass from the date the company ceased to be a shell and filed the Form 10 type information. Further, shareholders may not be able to rely on Rule 144 to sell their stock until the company is current for one year with its filings.

(iii) Shell Company.

Rule 405 and 12b-2 of the Exchange Act defines a shell company as an issuer that that has no or nominal operations and either (i) no or nominal assets, (ii) assets consisting solely of cash and cash equivalents; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets. A shell issuer may also be a blank check company or a blind pool company, a company in the developmental stage, any company that has no specific business plan or purpose, or a company that has as its business plan to merge with or acquire an unidentified third property.

(iv) Shell Test.

The Securities and Exchange Commission has no “bright light” test to determine if an issuer is a shell as described above.

(v) Rule 144.

Non-affiliates reselling restricted securities, as well as affiliates selling restricted or non-restricted securities, are not considered to be engaged in a distribution and, therefore, are not deemed underwriters as defined in Section 2(a)(11), if Rule 144 applies and the six conditions are met:

1. Holding Periods. Before an investor may sell restricted securities of a non-reporting issuer, the investor must hold them for at least one year. The holding period only applies to restricted securities. Because securities acquired the public market are not restricted, there is no holding period for an affiliate who purchases securities of the issuer in the marketplace.²

After a one year holding period, a non-affiliate investor may have unlimited re-sales under Rule 144 and need not comply with any other Rule 144 requirements.

Additional securities purchased from the issuer do not affect the holding period of previously purchased securities of the same class. If an investor purchased restricted securities from another non-affiliate, he or she can tack on that non-

² Before an investor may sell restricted securities of a reporting issuer, he or she must hold the stock for at least six months. The holding period only applies to restricted securities. Because securities acquired in the public market are not restricted, there is no holding period for an affiliate who purchases securities of the reporting issuer in the marketplace. But an affiliate’s resale is subject to the other conditions of the rule. After the six-month holding period, an affiliate may resell the securities in accordance with all Rule 144 requirements including (i) current public information, (ii) volume limitations, (iii) manner of sale requirements for equity securities, and (iv) filing notice with the Securities and Exchange Commission. After a six-month holding period but before one year, a non-affiliate may make unlimited re-sales under the rule except that the reporting issuer must continue to file Exchange Act reports.

The six-month holding period for reporting shells is subject to being lengthened until after the shell ceases to be a shell to one year.

affiliate's holding period to his or her holding period. If an investor acquires restricted securities from an affiliate, a new holding period commences. Rule 144(d)(ii) permits "tacking" of the holding period. If stock is acquired from the issuer in conversion of a convertible note, the newly acquired stock shall be deemed to be acquired at the same time as the convertible note was issued.

An affiliate's resale is subject to the other conditions of the rule. After the one year holding period, an investor may resell the securities in accordance with all Rule 144 requirements including (i) current public information, (ii) volume limitations, (iii) manner of sale requirements for equity securities, and (iv) filing notice with the Securities and Exchange Commission.

2. Adequate Current Information. Except for a non-affiliate of non-reporting issuers, there must be adequate current information about the reporting issuer of the securities before the sale can be made. For non-reporting companies, this means that certain company information, including information regarding the nature of its business, the identity of its officers and directors, and its financial statements, is publicly available. For a non-reporting issuer, after the one year holding period, an investor need not comply with any other Rule 144 requirements, including any requirements relating to adequate current information. Rule 144(c) codifies what constitutes current public information.³

3. Trading Volume Formula. After the applicable holding period, the number of shares an affiliate may sell during any three-month period cannot exceed the greater of 1% of the outstanding shares of the same class being sold, or if the class is listed on a stock exchange or quoted on Nasdaq, the greater of 1% or the average reported weekly trading volume during the four weeks preceding the filing a notice of the sale on Form 144. Over-the-counter stocks, including those quoted on the OTC Bulletin Board and the Pink Sheets, can only be sold using 1% measurement. [Rule 144(e) has an alternative volume limit of up to 10% of debt securities that may apply to convertible notes.]

4. Ordinary Brokerage Transactions. The sales must be handled in all respects as routine trading transactions, and brokers may not receive more than a normal commission. Neither the seller nor the broker can solicit orders to buy the securities. Rule 144(f) codifies the requirements as it relates to the manner of sale.

5. Filing Notice with the Securities and Exchange Commission. At the time as an affiliate places his or her order, the affiliate must file a notice with the Securities and Exchange Commission on Form 144 if the sale involves more than 5,000 shares or the aggregate dollar amount is greater than \$50,000 in any three-month period. The sale must take place within three months of filing the notice and, if the securities have not been sold, the proposed seller must file an amended notice.

³ Adequate current information generally means that the companies have complied with the periodic reporting requirements of the Exchange Act.

Rule 144(d) requires that a period of one-year elapse between the later of the date of the acquisition of unregistered securities and any resale of such securities in reliance on Rule 144. Additionally, Rule 144(k) requires that a period of two years (calculated in accordance with Rule 144(k)) elapse between the later of the date of the acquisition of unregistered securities and any resale of such securities in reliance on Rule 144(k).

Item 4. Financial Statements.

A. The Company has filed financial statements through March 31, 2020. The financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements supplied pursuant to this item for previous reporting periods had been prepared in accordance with US GAAP by persons with sufficient financial skills.

C. The financial statements for this reporting period and the prior reporting periods were prepared by management.

D. The Company is informed and believes that financial statement information is considered current until the due date for the subsequent report.

Aimrite Holdings Corporation
Condensed Consolidated Balance Sheets
(Unaudited)

| | As of June 30, 2020 | As of December 31, 2019 |
|---|----------------------------|------------------------------------|
| Assets | | |
| Current assets | | |
| Cash | \$ 2,500 | \$ 48 |
| Prepaid expenses | 5,500 | - |
| Total current assets | <u>8,000</u> | <u>48</u> |
| Total assets | <u>\$ 8,000</u> | <u>\$ 48</u> |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities | | |
| Accounts payable and accrued expenses | \$ - | \$ 1,450 |
| Related party accounts payable and accrued liabilities | 43,550 | 30,449 |
| Related party notes payable | 33,333 | 31,833 |
| Total current liabilities | <u>76,883</u> | <u>63,732</u> |
| Stockholders' deficit | | |
| Common stock; \$0.001 par value; 150,000,000 shares authorized; 133,445,698 shares issued and outstanding | 133,446 | 133,446 |
| Additional paid-in capital | 18,890,489 | 18,890,489 |
| Accumulated deficit | (19,092,818) | (19,087,619) |
| Total stockholders' deficit | <u>(68,883)</u> | <u>(63,684)</u> |
| Total liabilities and stockholders' deficit | <u>\$ 8,000</u> | <u>\$ 48</u> |

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

Aimrite Holdings Corporation
Condensed Consolidated Statements of Operations
(Unaudited)

| | For the Three Months Ended | | For the Six Months Ended | |
|--|-----------------------------------|----------------------|---------------------------------|----------------------|
| | June 30, 2020 | June 30, 2019 | June 30, 2020 | June 30, 2019 |
| Revenue | \$ - | \$ - | \$ - | \$ - |
| Operating expenses | | | | |
| General and administrative | 3,657 | 42 | 3,699 | 84 |
| Total operating expenses | 3,657 | 42 | 3,699 | 84 |
| Loss from operations | (3,657) | (42) | (3,699) | (84) |
| Interest expense | (750) | (750) | (1,500) | (1,500) |
| Loss before provision for income taxes | (4,407) | (792) | (5,199) | (1,584) |
| Provision for income taxes | - | - | - | - |
| Net loss | <u>\$ (4,407)</u> | <u>\$ (792)</u> | <u>\$ (5,199)</u> | <u>\$ (1,584)</u> |
| Net loss per share of common stock: | | | | |
| Basic and diluted | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> | <u>\$ (0.00)</u> |
| Weighted average shares outstanding: | | | | |
| Basic and diluted | <u>133,445,698</u> | <u>133,445,698</u> | <u>133,445,698</u> | <u>133,445,698</u> |

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

Aimrite Holdings Corporation
Condensed Consolidated Statement of Stockholders' Deficit
(Unaudited)

| | Common Stock | | | | |
|------------------------------|---------------------|---------------|---------------------------------------|--------------------------------|--------------|
| | Shares | Amount | Additional Paid-In Capital | Accumulated Deficit | Total |
| Balance at December 31, 2017 | 133,493,698 | \$ 133,494 | \$ 18,890,441 | \$ (19,050,311) | \$ (26,376) |
| Common stock forfeited | (48,000) | (48) | 48 | - | - |
| Net loss | - | - | - | (33,390) | (33,390) |
| Balance at December 31, 2018 | 133,445,698 | \$ 133,446 | \$ 18,890,489 | \$ (19,083,701) | \$ (59,766) |
| Net loss | - | - | - | (3,918) | (3,918) |
| Balance at December 31, 2019 | 133,445,698 | \$ 133,446 | \$ 18,890,489 | \$ (19,087,619) | \$ (63,684) |
| Net loss | - | - | - | (5,199) | (5,199) |
| Balance at June 30, 2020 | 133,445,698 | \$ 133,446 | \$ 18,890,489 | \$ (19,092,818) | \$ (68,883) |

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

Aimrite Holdings Corporation
Condensed Consolidated Statements of Cash Flows
(Unaudited)

| | For the Six Months Ended | |
|---|---------------------------------|----------------------|
| | June 30, 2020 | June 30, 2019 |
| Cash flows from operating activities: | | |
| Net loss | \$ (5,199) | \$ (1,584) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Accrued interest on related party note payable | 1,500 | 1,500 |
| Changes in assets and liabilities: | | |
| Increase in prepaid expenses | (5,500) | - |
| Decrease in accounts payables and accrued expenses | (1,450) | - |
| Increase in related party accounts payable and accrued liabilities | 13,101 | - |
| Net cash provided by (used in) operating activities | 2,452 | (84) |
| Cash flows from investing activities | - | - |
| Cash flows from financing activities | - | - |
| Net increase (decrease) in cash | \$ 2,452 | \$ (84) |
| Cash, beginning of period | \$ 48 | \$ 116 |
| Cash, end of period | \$ 2,500 | \$ 32 |
| Supplemental disclosure | | |
| Interest paid during the period | \$ - | \$ - |
| Taxes paid during the period | \$ - | \$ - |

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

Aimrite Holdings Corporation
Notes to Unaudited Consolidated Financial Statements

Note 1 – Description of Business

Change of Control

Between June 22, 2020 and June 26, 2020, Silicon Beach LLC acquired 38,500,000 shares of Common Stock owned by Bruce Barton, a former Officer and Director of the Company, and Western Sakkara Group LLC acquired 31,500,000 shares of Common Stock owned by North American Natural Resources Group, Inc. (52.4%). Bruce Barton was the controlling representative of the shares of common stock of North American Natural Resources Group, Inc. Related parties or affiliates to the transferees also acquired approximately an additional 16,500,000 shares of Common Stock (12.4%).

Shell Company Status

The Company is currently defined as a "shell" company, an entity which is generally described as having no or nominal operations and with no or nominal assets or assets consisting solely of cash and cash equivalents. As a shell company, our purpose is to locate and consummate a merger or acquisition with a private entity. Based upon the proposed future business activities, the Company is also deemed to be a "blank check" company. The Securities and Exchange Commission's definition of such a company as a development stage company is that it has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person and is issuing "penny stock."

A business combination involving the issuance of the Company's securities will most likely result in the acquired company obtaining controlling interest in the Company. Any such business combination may also require our controlling shareholders to sell or transfer all or a portion of the Company's securities held.

Organizational History

The Company was organized September 6, 1988 as Q-Com Corp. under the laws of the State of Nevada. On March 31, 1995, its name was changed to Drink World, Inc. On July 21, 1995, the Company changed its name to Aimrite Holdings Corporation ("AHC"). As AHC, the Company was a technology development and commercialization company, specifically for the production and manufacturing of the COAST (Computer Optimized Adaptive Suspension Technology) system through a master license from Aimrite Systems International, Inc.

On July 24, 1995, the stockholders approved a 2-for-1 forward stock split and approved changing the par value from \$0.01 to \$0.001. The Company changed the authorized number of shares of common stock to 50,000,000 and authorized 10,000,000 shares of preferred stock at \$0.001 par value.

On July 25, 1995, the Company issued 8,000,000 shares of common stock to acquire an 80% interest in Aimrite Systems International, Inc. ("ASI"). During 1996, AHC issued 676,000 shares of common stock to pay debts of ASI. The Company also approved a 1-for-20 reverse stock split.

On February 5, 1997, the stockholders approved "spinning-off" the subsidiary, ASI, effective February 12, 1997. AHC acquired all of the assets, except patents, and all of the liabilities of ASI by returning 1,105,080 shares of ASI common stock to ASI. The Company also gave 1,753,400 shares of ASI stock to acquire a master marketing agreement and 426,548 shares for a master license to use the patents. An additional 2,000,000 shares of AHC stock was used to acquire the license and marketing agreements. Under the terms of the license and marketing agreements, AHC will also pay an 8% royalty for the right to manufacture and market the computer-controlled shock absorber system and a computer-controlled air suspension system developed by ASI.

On October 9, 1999, the Company amended the articles of incorporation to increase the authorized number of shares of common stock and preferred stock to 100,000,000 and 50,000,000, respectively, while maintaining their \$0.001 par value.

In 2005, a Nevada District Court appointed a custodian for the Company and new officers and directors were then appointed. On March 9, 2005, the Company filed its Form 15 with the Securities and Exchange Commission, a Certification and Notice of Termination Under Section 12(g) of the Securities Exchange Act of 1934.

From March 2007 to December 31, 2014, the Company was relatively inactive. On July 23, 2015, the Company amended its articles of incorporation to withdrawal all preferred share designations and authorizations. At that time, the Board recognized the contingent issuance for not to exceed 48,000 Preferred B Shares, which would have converted on a 1:1 basis to common stock and maintains a common stock reserve for those shares. If issued, the Company may have a right of first refusal to acquire the shares.

From 2015 until the present, the Company had actively sought to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the advantages of a public and traded issuer. No transactions were consummated. During this period, the Company maintained its current filings in the State of Nevada.

Current Business Operations

The Company intends to become active as a management advisory and consulting firm for small and medium size companies, to include, but not limited to, providing operational services in corporate development, restructuring, finance, and strategic growth plans, as well as strategy development, website, and social media consulting. The Company will also focus on the investment of capital in private companies that are interested in expanding their business by gaining better access to financial and administrative services to start-up, emerging growth, and mature businesses. The Company believes that it has access to

investment capital, and that it will be able to identify and take advantage of a profitable business opportunity. The success of our plan of operation will be dependent upon the availability of funding and the management of the business opportunity. Obtaining financing and consummation of a transaction may result in the issuance of our previously authorized and unissued shares of common stock that would result in a reduction in percentage ownership of shares owned by our present and prospective stockholders and the addition of others to our management.

The Company further proposes to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the advantages of a public and traded issuer. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's unlimited discretion to search for and enter into potential business opportunities.

The Company may seek a business opportunity with entities which have recently commenced operations, or those that wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. The Company may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

Currently, the Company has no plans, proposals, arrangements, or understandings with respect to the sale or issuance of additional securities prior to the location of an acquisition or merger candidate.

Note 2 – Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

Accounting Policies Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The condensed consolidated balance sheet at December 31, 2019 has been derived from the unaudited consolidated financial statements at that date, but does not include all disclosures, including notes, required by GAAP for complete financial statements.

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal recurring nature considered necessary to present fairly the Company's financial position as of June 30, 2020, results of its operations for the three and six-month periods ended June 30, 2020 and 2019, and cash flows for the

three and six-month periods ended June 30, 2020 and 2019. The interim results are not necessarily indicative of the results for any future interim period or for the entire year. Certain prior period amounts have been reclassified to conform to current period presentation. These classifications have no effect on the previously reported net loss or loss per share.

The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the last audited consolidated financial statements and the related notes thereto for the year ended December 31, 2000 included in the Company's Form 10-KSB filed with the SEC on November 23, 2001.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of expenses in the financial statements and accompanying notes. Actual results could differ from those estimates. Key estimates generally included in the financial statements include the valuation of deferred income tax assets, equity instruments, stock-based compensation, acquired intangibles, and allowances for accounts receivable.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. At June 30, 2020, the Company's cash balance was \$2,500. The Company's cash balance at December 31, 2019 was \$48. The Company maintains cash balances at financial institutions insured up to \$250,000 thousand by the Federal Deposit Insurance Corporation.

Earnings (Loss) Per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings Per Share*, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

For the three and six-month periods ended June 30, 2020 and 2019, there were no dilutive instruments as their effect would have been anti-dilutive given that the Company had net losses during these periods.

Fair Value of Financial Instruments

ASC 820 *Fair Value Measurements and Disclosures* defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or 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); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs that are both significant to the fair value measurement and unobservable.

The carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments included cash and cash equivalents, prepaid expenses, and accrued liabilities. The fair value of the Company's notes payable were estimated based on current rates that would be available for debt of similar terms which is not significantly different from their stated value.

As of both June 30, 2020 and December 31, 2019, the Company did not have any financial liabilities measured and recorded at fair value on the Company's balance sheets on a recurring basis.

Income Taxes

Income taxes are provided for using the asset and liability method of accounting in accordance with the Income Taxes Topic of the FASB ASC. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis

of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized by management. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The computation of limitations relating to the amount of such tax assets, and the determination of appropriate valuation allowances relating to the realization of such assets, are inherently complex and require the exercise of judgment. As additional information becomes available, management continually assesses the carrying value of our net deferred tax assets.

Related Parties

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. Related party balances as of June 30, 2020 and December 31, 2019 were \$76,883 and \$62,282, respectively (see Note 4. Related Party Transactions).

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, or FASB, or other standard setting bodies and adopted by us as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

In June 2018, the FASB issued ASU No. 2018-07, "Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting," ("ASU 2018-07"), which expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from non-employees. ASU 2018-07 is effective for financial statements issued for annual periods beginning after December 15, 2018, and for the interim periods therein. The adoption of ASU 2018-07 is not expected to have a significant impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *"Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract"* (ASU No. 2018-15). The new standard describes the accounting for implementation, set-up, and other upfront costs incurred in a cloud computing arrangement (CCA). Under the new guidance, customers will assess if a CCA includes a software license and if a CCA does include a software license, implementation and set-up costs will be accounted for consistent with existing internal-use software implementation guidance. Implementation costs associated with a CCA that does not include a software license would be expensed to operating expenses. The standard also provides classification guidance on these implementation costs as well as additional quantitative and qualitative disclosures. The standard is effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted, including adoption in any interim periods. Entities can choose to adopt the new

guidance prospectively or retrospectively. The Company is assessing this standard and currently believes it will not have any material impact on the consolidated financial statements.

In 2018, the FASB issued ASU No. 2018-02, *Income Statement-Reporting Comprehensive Income* (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. This new standard permits entities to reclassify to retained earnings the tax effects stranded in accumulated other comprehensive income ("AOCI") as a result of U.S. tax reform. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The Company has evaluated the impact and timing of the this standard and has concluded it will not impact the consolidated financial statements.

In 2017, the FASB issued ASU No. 2017-07, Compensation-Retirement Benefits (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The standard requires that an employer report the service cost component in the same line items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside of operating profit. The amendments in this update are effective for public business entities for quarterly periods beginning after December 15, 2017, including interim periods within those quarterly periods. The Company adopted this ASU effective August 1, 2018 and has concluded it will not impact the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "*Leases*" (Topic 842) The new standard requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. The new standard establishes a right-of-use ("ROU") model that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement. The standard is effective on January 1, 2019, with early adoption permitted. The Company adopted the new standard on January 1, 2019 and determined that it had no impact on the consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, "*Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern.*" The amendments in this ASU are intended to provide guidance on the responsibility of reporting entity management. Specifically, this ASU provides guidance to management related to evaluating whether there is substantial doubt about the reporting entity's ability to continue as a going concern and about related financial statement note disclosures. Although the presumption that a reporting entity will continue to operate as a going concern is fundamental to the preparation of financial statements, prior to the issuance of this ASU, there was no guidance in United States generally accepted accounting principles (United States GAAP) related to the concept. Due to the lack of guidance in United States GAAP, practitioners and their clients often faced challenges in determining whether, when, and how a reporting entity should disclose the relevant information in its financial statements. As a result, the FASB issued this guidance to require

management evaluation and potential financial statement disclosures. This ASU is effective for financial statements with periods ending after December 15, 2016. The Company has adopted this ASU and has performed going concern evaluations for its financial statements contained herein.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its consolidated financial statements.

Note 3 – Going Concern

These condensed consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of June 30, 2020, the Company did not have any business operations, it had assets totaling \$8,000, liabilities totaling \$76,883, and a working capital deficit of \$68,883. The Company does not have a history of generating revenue and has an accumulated deficit of \$19,092,818 as of June 30, 2020. The continuation of the Company as a going concern is dependent upon (i) its ability to identify future investment opportunities, (ii) its ability to obtain any necessary debt and/or equity financing, and (iii) its ability to generate profits from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Should the Company fail to execute its business plan and/or fail to secure additional financing, the Company may be required to delay, scale back, eliminate the development of business opportunities, or file for bankruptcy. Any of these actions would materially affect the Company's business operations, financial condition, and stockholders.

Note 4. Related Party Transactions

Office Space

The Company currently maintains an executive office location at 9350 Wilshire Boulevard, Suite 203, Beverly Hills, CA, 90212. This office is provided to the Company by Adam D. Sexton, an officer, director, and shareholder, for an initial term of six (6) months and thereafter, on a month to month basis, without cost.

Related Party Note Payable

On September 21, 2017, the Company issued a Simple Promissory Note (the "Simple Promissory Note") for cash proceeds of \$25,000 (see Note 6. – Related Party Note Payable). The note's stated rate of interest was twelve percent (12%) per annum and its original maturity date was September 21, 2018.

On January 1, 2020, Maverick Technology Solutions assigned all of its right, title, and interest in the Simple Promissory Note to Fred Angelopoulos. On June 25, 2020, Mr. Angelopoulos assigned all of his right, title, and interest in the Simple Promissory Note to Specialty Capital Lenders LLC (“Specialty Capital Lenders”), a Wyoming limited liability company owned and controlled by Ronald J. Stauber. Mr. Stauber is also the sole Manager and Member of Western Sakkara Group LLC (“Western Sakkara”), which owned and controlled 31,500,000 shares of the Company’s common stock as of June 30, 2020. This represents approximately 23.6% of the 133,445,698 shares of the Company’s common stock that were issued and outstanding as of June 30, 2020.

On July 1, 2020, the Company and Specialty Capital Lenders executed and Obligation Extension Agreement whereby the maturity date of the Simple Promissory Note was extended to January 1, 2021. The Company did not pay Specialty Capital Lenders any consideration to extend the maturity date, and no other changes were made to the original terms of the Simple Promissory Note (see Note 6. – Related Party Note Payable).

During the three and six-month periods ended June 30, 2020, the Company recorded \$750 and \$1,500, respectively, of accrued and unpaid interest in relation to this related party note payable. As of June 30, 2020, the outstanding principal was \$25,000 and accrued and unpaid interest was \$8,333.

Related Party Accounts Payable and Accrued Liabilities

Stauber Law Offices

As of June 30, 2020, the Company had recorded \$16,300 of related party accounts payable due to Stauber Law Offices, which is owned and controlled by Ronald J. Stauber. Mr. Stauber is also the sole Manager and Member of Western Sakkara Group LLC, which owned and controlled 31,500,000 shares of the Company’s common stock as of June 30, 2020. This represents approximately 23.6% of the 133,445,698 shares of the Company’s common stock that were issued and outstanding as of June 30, 2020.

The \$16,300 of related party accounts payable was for legal services performed by Stauber Law Offices on behalf of the Company.

Specialty Capital Lenders LLC

As of June 30, 2020, the Company had recorded \$14,250 of related party accrued liabilities that were payable to Specialty Capital Lenders LLC (“Specialty Capital Lenders”), of which Ronald J. Stauber is the Manager. Mr. Stauber is also the sole Manager and Member of Western Sakkara Group LLC, which owned and controlled approximately 23.6% of the 133,445,698 shares of the Company’s common stock that were issued and outstanding as of June 30, 2020.

The \$14,250 is in relation to periodic cash advances that were made to the Company by Bruce Barton and Jose F. Garcia, both of whom are former officers and directors of the Company. On June 25, 2020, Specialty Capital Lenders repaid both Mr. Barton and Mr.

Garcia the \$14,250, in the aggregate, that was owed to them by the Company. Upon payment of the funds to Mr. Barton and Mr. Garcia by Specialty Capital Lenders, both Mr. Barton and Mr. Garcia were repaid in full for all cash advances they had made to the Company and Specialty Capital Lenders was owed \$14,250 by the Company.

Brian Brick

As of June 30, 2020, the Company had recorded \$13,000 of related party accrued liabilities that were payable to Brian Brick, who is affiliated with Western Sakkara. As of June 30, 2020, Western Sakkara owned and controlled 31,500,000 shares of the Company's common stock, which represents approximately 23.6% of the 133,445,698 shares of the Company's common stock that were issued and outstanding as of June 30, 2020.

The \$13,000 is in relation to both cash advances made to the Company by Mr. Brick and for Company expenses that were paid by Mr. Brick on behalf of the Company.

The following is a summary of the Company's related party accounts payable and accrued liabilities as of June 30, 2020:

| Related Party | Amount Owed |
|-------------------------------|--------------------|
| Stauber Law Offices | \$ 16,300 |
| Specialty Capital Lenders LLC | 14,250 |
| Brian Brick | 13,000 |
| Total | <u>\$ 43,550</u> |

Note 5. Prepaid Expenses

As of June 30, 2020, the Company had recorded \$5,500 of prepaid expenses related to an annual subscription with a third-party executive forum organizer. This firm engages in the organization of executive forums and conferences in the financial services sector in North America, South America, Europe, the Middle East, and Asia. It deals with alternatives, institutional investors, private wealth, institutional real estate, and private equity.

The annual subscription is for July 2020 through June 2021. Accordingly, the Company will expense the \$5,500 at a monthly rate of \$458 beginning in July 2020 and ending in June 2021. The Company did not record any expense related to this annual subscription during the three and six-month periods ended June 30, 2020.

Note 6. Related Party Note Payable

On September 21, 2017, the Company issued a Simple Promissory Note (the "Simple Promissory Note") for cash proceeds of \$25,000. The note's stated rate of interest was twelve percent (12%) per annum and its original maturity date was September 21, 2018.

On January 1, 2020, Maverick Technology Solutions assigned all of its right, title, and interest in the Simple Promissory Note to Fred Angelopoulos. On June 25, 2020, Mr. Angelopoulos assigned all of his right, title, and interest in the Simple Promissory Note to Specialty Capital Lenders LLC (“Specialty Capital Lenders”), a Wyoming limited liability company owned and controlled by Ronald J. Stauber. Mr. Stauber is also the sole Manager and Member of Western Sakkara Group LLC, which owned and controlled 31,500,000 shares of the Company’s common stock as of June 30, 2020. This represents approximately 23.6% of the 133,445,698 shares of the Company’s common stock that were issued and outstanding as of June 30, 2020 (see Note 4. – Related Party Transactions).

On July 1, 2020, the Company and Specialty Capital Lenders executed and Obligation Extension Agreement whereby the maturity date of the Simple Promissory Note was extended to January 1, 2021. The Company did not pay Specialty Capital Lenders any consideration to extend the maturity date, and no other changes were made to the original terms of the Simple Promissory Note. The Company relied upon ASC 470-50, Modifications and Extinguishments, to determine any potential gain or loss to record regarding the modification of the original terms of this note. The Company determined that there was no gain or loss to record in relation to this debt modification, as there was zero difference between the reacquisition price and the net carrying amount of the debt that was extinguished.

During the three and six-month periods ended June 30, 2020, the Company recorded \$750 and \$1,500, respectively, of accrued and unpaid interest in relation to this related party note payable. As of June 30, 2020, the outstanding principal was \$25,000 and accrued and unpaid interest was \$8,333.

Note 7. Stockholders’ Deficit

Preferred Stock

As of June 30, 2020, the Company is authorized to issue 50,000,000 shares of preferred stock with a par value of \$0.001 per share. As of August 31, 2018, the Company had 5,000,000 shares of Series A preferred stock issued and outstanding to a related party.

The Company did not have any shares of preferred stock issued and outstanding as of both June 30, 2020 and December 31, 2019.

Common Stock

As of June 30, 2020, the Company is authorized to issue 150,000,000 shares of common stock with a par value of \$0.001 per share.

As of both June 30, 2020 and December 31, 2019, the Company had 133,445,698 shares of its common stock issued and outstanding.

The Company did not issue any shares of its common stock during the three and six-month periods ended June 30, 2020.

Options

The Company did not have any outstanding options as of both June 30, 2020 and December 31, 2019.

Warrants

The Company did not have any outstanding warrants as of both June 30, 2020 and December 31, 2019.

Note 8. Commitments

As of June 30, 2020, the Company did not have any material commitments.

Note 9. Subsequent Events

As of July 13, 2020, the Company was in the process of cancelling 2,000,000 shares of its common stock. The Company paid no consideration for the surrender for cancellation of these shares, and upon cancellation they will be restored to authorized and unissued shares.

Item 5. Issuer's Business, Products and Services.

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

The Company intends to become active as a management advisory and consulting firm for small and medium size companies, to include, but not limited to providing operational services in corporate development, restructuring, finance, and strategic growth plans, as well as strategy development, website, and social media consulting. The Company will also focus on the investment of capital in private companies that are interested in expanding their business by gaining better access to financial and administrative services to start- up, emerging growth and mature businesses. We believe that we have access to investment capital, and we will be able to identify and take advantage of a profitable business opportunity. The success of our plan of operation will be dependent upon the availability of funding and the management of the business opportunity. Obtaining financing and consummation of a transaction may result in the issuance of our previously authorized and unissued shares of common stock that would result in a reduction in percentage ownership of shares owned by our present and prospective stockholders and the addition of others to our management.

The Company further proposes to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the advantages of a public and traded issuer. The Company will not restrict its search to any specific business, industry, or geographical location and

the Company may participate in a business venture of virtually any kind or nature. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's unlimited discretion to search for and enter into potential business opportunities.

The Company may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. The Company may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

Company has no plans, proposals, arrangements, or understandings with respect to the sale or issuance of additional securities involving a business opportunity or prior to the location of an acquisition or merger candidate.

The Company has no particular business opportunity, acquisitions or merger in mind and has not entered into any negotiations regarding such transaction or transactions. The Company's officer and director has not engaged in any preliminary contact or discussions with any representative of any other company regarding the possibility of a business opportunity, acquisition or merger between the Company and such other company as of the date of this Disclosure Statement.

For information prior to December 31, 2016, see Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines for the period ending December 31, 2018. For further information prior to 2005, reference is made to the Company filings with the Securities and Exchange Commission which may be inspected and copied at the principal office of the Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549. Copies are available at the prescribed rates. Also, the Securities and Exchange Commission maintains a website at <http://sec.gov> that contains reports,, proxy and other information regarding the Company or for any registrant that files reports electronically.

Prior Not Completed Corporate Action:

In 2018, the Board of Directors of the Company had approved a reverse stock split of the Company's authorized, issued, and outstanding shares of Common Stock, par value \$0.001 per share, at a ratio of 1-for-20. On October 24, 2018, FINRA Market Operations notified the Company that that pursuant to FINRA Rule 6490(d), they have determined that the corporate action request was deficient and that it was necessary for the protection of investors, the public interest, and to maintain fair and orderly markets, that documentation related to the Company's related corporate action would not be processed. The Company allowed the corporate request to be closed. See Disclosure Statements Pursuant to the Pink Basic Disclosure Guidelines for the Quarterly Periods and Annual Period prior to the date hereof for complete information on the requested corporate action.

Future Corporate Action:

The Board of Directors and the controlling shareholders contemplate increasing the authorized shares of Common Stock of the Company. As of June 30, 2020, the Company had 150,000,000 shares of authorized Common Stock and 133,445,698 shares of Common Stock issued and outstanding together with 50,000,000 shares of authorized Preferred Stock and no shares of Preferred Stock outstanding. As of the date hereof, there is pending a surrender for cancellation of 2,000,000 shares of Common Stock resulting in 131,445,698 shares of Common Stock issued and outstanding.

Following the increase in authorized shares proposed by the Company's Board of Directors and to be consented to by a majority of the shareholders entitled to vote, the Company will have authorized 500,000,000 shares of Common Stock with 131,445,698 shares of Common Stock issued and outstanding together with 50,000,000 shares of Preferred Stock authorized and no shares of Preferred Stock issued and outstanding. Authorized but unissued shares will be available for issuance, and we may issue such shares in the future. If the Company issues additional shares, the percentage ownership interest of holders of the Company's shares of Common Stock will be diluted.

There are certain advantages and disadvantages of increasing the Company's authorized Common Stock. The advantages include (i) the ability to issue shares of the Company's Common Stock in exchange for the Company's senior debt, (ii) the ability to raise capital by issuing capital stock under future financing transactions, if any, and (iii) to have shares of common stock available to pursue business expansion opportunities, if any. The disadvantages include (i) dilution to the existing shareholders, including a decrease in our net income per share in future periods. This could cause the market price of our stock to decline, (ii) the issuance of authorized but unissued stock could be used to deter a potential takeover of the Company that may otherwise be beneficial to shareholders by diluting the shares held by a potential suitor or issuing shares to a shareholder that will vote in accordance with the desires of the Company's Board of Directors, at that time. A takeover may be beneficial to independent shareholders because, among other reasons, a potential suitor may offer such shareholders a premium for their shares of stock compared to the then-existing market price. The Company does not have any plans or proposals to adopt provisions or enter into agreements that may have material anti-takeover consequences.

Shell Status:

As of the date hereof, the Company is defined as a "shell" company, an entity which is generally described as having no or nominal operations and with no or nominal assets or assets consisting solely of cash and cash equivalents. As a shell company, the Company's purpose is to locate and consummate a merger or acquisition with a private entity. Based upon the proposed future business activities, the Company is also deemed to be a "blank check" company. The Securities and Exchange Commission's definition of such a company as a development stage company is that it has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with

an unidentified company or companies, or other entity or person and is issuing "penny stock."

A business combination involving the issuance of the Company's securities will most likely result in the acquired company obtaining controlling interest in the Company. Any such business combination may also require our controlling shareholders to sell or transfer all or a portion of the Company's securities held.

Recent Issued Accounting Pronouncements:

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board, or FASB, or other standard setting bodies and adopted by us as of the specified effective date. Unless otherwise discussed, the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

In June 2018, the FASB issued ASU No. 2018-07, "Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting," ("ASU 2018-07"), which expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from non-employees. ASU 2018-07 is effective for financial statements issued for quarterly periods beginning after December 15, 2018, and for the interim periods therein. The adoption of ASU 2018-07 is not expected to have a significant impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *"Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract"* (ASU No. 2018-15). The new standard describes the accounting for implementation, set-up, and other upfront costs incurred in a cloud computing arrangement (CCA). Under the new guidance, customers will assess if a CCA includes a software license and if a CCA does include a software license, implementation and set-up costs will be accounted for consistent with existing internal-use software implementation guidance. Implementation costs associated with a CCA that does not include a software license would be expensed to operating expenses. The standard also provides classification guidance on these implementation costs as well as additional quantitative and qualitative disclosures. The standard is effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted, including adoption in any interim periods. Entities can choose to adopt the new guidance prospectively or retrospectively. The Company is assessing this standard and currently believes it will not have any material impact on the consolidated financial statements.

In 2018, the FASB issued ASU No. 2018-02, *Income Statement-Reporting Comprehensive Income* (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. These new standard permits entities to reclassify to retained earnings the tax effects stranded in accumulated other comprehensive income ("AOCI") as a result of U.S. tax reform. The amendments in this update are

effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The Company has evaluated the impact and timing of the this standard and has concluded it will not impact the consolidated financial statements.

In 2017, the FASB issued ASU No. 2017-07, *Compensation-Retirement Benefits* (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The standard requires that an employer report the service cost component in the same line items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside of operating profit. The amendments in this update are effective for public business entities for quarterly periods beginning after December 15, 2017, including interim periods within those quarterly periods. The Company adopted this ASU effective August 1, 2018 and has concluded it will not impact the consolidated financial statements.

For Accounting Pronouncements and information prior to December 31, 2016, see Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines for the Annual Period ending December 31, 2018.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its consolidated financial statements.

Item 6. Issuer's Facilities.

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

Prior to June 30, 2020, our executive and corporate offices were located at:

4116 Antique Sterling Court
Las Vegas, Nevada 89129-3658

As of June 30, 2020 and as of the date hereof, our executive offices are located at:

9350 Wilshire Boulevard
Suite 203
Beverly Hills, CA 90202

The executive office location is provided to the Company by Adam D. Sexton, an officer, director, and manager-member of a shareholder, for an initial term of six (6) months and thereafter, on a month to month basis, without cost.

There are no other assets, properties of facilities owned, used, or leased by the issuer.

Item 7. Officers, Directors and Control Persons.

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

A. Officers, Directors, and Control Persons.

Using the tabular format below, the Company provides information regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.

Record ownership as at May 30, 2020:

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|--|---|------------------------|------------------|---|------|
| Bruce Barton | Officer and Director | Las Vegas, Nevada | 45,000,100 | Common | 33.72% | |
| Jose F. Garcia | Officer and Director | Las Vegas, Nevada | 12,500,000 | Common | 9.31% | |
| North American Natural Resources Group, Inc. | Owner of more than 5% | Las Vegas, Nevada | 31,500,000 | Common | 23.60% | (1) |
| Fiori Communications | Owner of more than 5% | Solana Beach, California | 12,500,000 | Common | 9.31% | (2) |

(1) Bruce Baron was the controlling representative of the shares of Common Stock of North American Natural Resources Group, Inc. (aka North American Natural Resources).

(2) Fiori Communications was controlled by Kelly Flowers.

Beneficial ownership or record ownership as of June 30, 2020 and the date hereof:

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding [computed on 131,445,678 issued and outstanding] | Note |
|--|--|---|------------------------|------------------|---|------|
| (Adam D. Sexton) Silicon Beach LLC | Officer and Director | Venice, California | 38,500,00 | Common | 29.28% | (1) |
| (Ronald J. Stauber) Western Sakkara Group LLC | Owner of more than 5% | Los Angeles, California | 31,500,000 | Common | 23.96% | (2) |
| Daniel Stauber | Owner of more than 5% | Los Angeles, California | 10,000,000 | Common | 7.60% | (3) |

(1) Adam D. Sexton is the member and manager of Silicon Beach LLC, the record owner of the shares of stock.

(2) Ronald J. Stauber is the member and manager of Western Sakkara Group LLC, the record owner of the shares of stock.

(3) Daniel Stauber is the son of Ronald J. Stauber.

Executive Officer(s) and Director:

| <u>Name</u> | <u>Position</u> | <u>Shares of stock (1)</u> |
|----------------|--|----------------------------|
| Adam D. Sexton | President and Chief Executive Officer and Director | 38,500,000 Common |

(1) Adam D. Sexton is the sole member and manager of Silicon Beach LLC, the beneficial and record owner of the shares of Common Stock.

Adam D. Sexton is a seasoned digital media entertainment leader with broad experience launching and operating disruptive digital products and services for global entertainment, technology industry leaders, and start-ups. He has held senior management positions at several multi-national companies, including Gracenote/Tribune Media Company, Samsung Group, Macrovision Corporation, Arista/BMG Joint Venture, and EMI Group Limited. Mr. Sexton has also held senior level management positions at funded high growth venture backed companies, including Groove Mobile and SuperTracks. At Samsung Group, Mr. Saxton was General Manager of WatchON, Samsung's multi-screen video discovery service - a service that allowed users to view programming information on their TV or set-top box and choose programs directly from their mobile devices.

Mr. Sexton has had repeated success identifying emerging trends in digital, mobile, and video, and has built and operated innovative products and services for NBC Universal, Sprint, 3UK, Bell Mobility, and Best Buy and others. He also served on the Board of Handleman Company, a music, video, and game distributor. He is a former director and Chief Executive Officer of Wealthcraft Capital, Inc. and the director and Chief Executive Officer of ECGI Holdings Inc.

Mr. Sexton received his Bachelor of Arts from Harvard University and his Master of Business Administration from Columbia Business School, Columbia University.

Mr. Sexton is not compensated by the Company.

Beneficial Ownership.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Unless otherwise indicated herein, to the Company's knowledge, the persons and entities named in the tables have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Under the rules of the Securities and Exchange Commission, shares of the Company's Common Stock, subject to options or warrants that are currently exercisable or exercisable within 60 days of the Record Date are deemed to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Applicable percentage voting power is based on

shares of Common Stock outstanding as of the Reporting Date. The Company has no options or warrants issued and outstanding.

Indemnification.

The Nevada Revised Statutes and our Articles of Incorporation, as amended, allow us to indemnify the Company's officers and directors from certain liabilities. Our Bylaws provide that to the fullest extent permitted by the laws of the State of Nevada (currently set forth in NRS 78.751), as the same now exists or may hereafter be amended or supplemented, the Company shall indemnify the directors and officers, including payment of expenses as they are incurred and in advance of the final disposition of any action, suit, or proceeding. Employees, agents, and other persons may be similarly indemnified by the Company, including advancement of expenses, in such case or cases and to the extent set forth in a resolution or resolutions adopted by the Board of Directors.

Neither the Bylaws nor the Articles of Incorporation include any specific indemnification provisions for the officer or director against liability under the Securities Act. Additionally, insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 8. Legal/Disciplinary History.

A. Please identify whether any of the foregoing persons have in the past ten (10) years, been the subject of:

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

None of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended, or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the CFTC, or a state securities regulator of a

violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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

None of the foregoing persons have been the subject of any order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. There are no pending legal proceedings incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

There are no proceedings known to be threatened or contemplated by governmental authorities.

Item 9. Third Party Providers.

Set forth below are the name, address, telephone number, and email address of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

Securities Counsel:

Christopher H. Dieterich, Esq.
Dieterich & Associates
11835 W. Olympic Blvd., Suite 1235E
Los Angeles, CA 90064
310.312.6888
venturelaw@gmail.com

Accountant or Auditor:

Financials prepared by management.

Investor Relations Consultant:

None.

Other Service Providers:

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

Ronald J. Stauber, Esq.
Stauber Law Offices
1880 Century Park East
Suite 315
Los Angeles, California 90067
310.556.0080
310.556.3687 (facsimile)
ronstauber@stauber.com

Item 10. Issuer Certification.

I, Adam D. Sexton, President of Aimrite Holdings Corporation, hereby certifies that:

1. I have reviewed this Disclosure and Quarterly Report of June 30, 2020.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as, and for, the periods presented in this issuer's Informational Disclosure Statement.

Date: July 17, 2020

/s/ Adam D. Sexton

Adam D. Sexton
President and Chief
Executive Officer

I, Adam D. Sexton, Treasurer/Chief Financial Officer of Aimrite Holdings Corporation, hereby certifies that:

1. I have reviewed this Disclosure and Quarterly Report of June 30, 2020.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as, and for, the periods presented in this issuer's Informational Disclosure Statement.

Date: July 17, 2020

/s/ Adam D. Sexton

Adam D. Sexton
Treasurer - Chief
Financial Officer