QUARTERLY REPORT OF

All American Energy Holding, Inc.

Pursuant to Rule 15c2-(11) (a)(5)

Annual Disclosure Statement

All information contained in this Quarterly Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Quarterly Report.

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

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ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is All American Energy Holdings, Inc.

The company was originally incorporated as Top Flight Software, Inc., in the state of Nevada on December 29, 1994. In November, 1998 the Company changed its name to Dendo Global Corporation and in October, 2004, it changed its name to Techalt, Inc. On October 15, 2011 TechAlt, Inc. purchased 100% interest and stock in All American Leasing, Inc. a Nevada Corporation. On December 12, 2011, the Company name was changed to All American Energy Holdings, Inc.

On September 15, 2017, the Company's Board of Directors approved a merger with All American Energy Corp., a wholly owned subsidiary incorporated in the State of Nevada. The Merger is related to the Company's revised business plan and the Company will be the surviving company of the Merger. The plan of merger provides for an exchange ratio of 1:110 for the common stock of both constituent corporations, which has the practical effect of a 1 for 35 reverse split of the Company's common stock, with fractional shares to be rounded up to the nearest whole number of shares. This corporate action was approved by the Company's Board of Directors as authorized by Nevada corporate law N.R.S. Section 92A.180

The 1 for 110 reverse stock split effected by the Merger will be effective upon filing of the Articles of Merger with the Nevada Secretary of State and approval by FINRA.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Our administrative office is located 250 East Fifth Street, 15th Floor Cincinnati, OH 45202

SECURITY INFORMATION

Trading symbol: AAEH

CUSIP: 01643W100

Exact title and class of securities outstanding:
As of the quarter ended September 30, 2017, the capital stock of the company was as follows:

Class: Common stock, $ 0.001 par value;
Number of shares authorized: 5,000,000,000 shares;
Number of shares outstanding: 76,396,651 issued and outstanding;
Float: 11,780,016;
Total number of shareholders of record: 119

Class: Class A, preferred stock, $ 0.001 par value;
Number of shares authorized: 4,820,000 shares;
Number of shares outstanding: 0 issued and outstanding;

Class: Class B, preferred stock, $.001 par value;
Number of shares authorized: 5,000,000 shares;
Number of shares outstanding: 0 issued and outstanding

DESCRIPTION OF THE SECURITY

Common Stock

The Company is authorized to issue 5,000,000,000 shares of Common Stock at a $0.001 par value. The holders of Common Stock are entitled to equal dividends and distributions, with respect to the Common Stock when, as, and if declared by the Board of Directors from funds legally available for such dividends. Upon our liquidation, dissolution or winding up, and after payment of creditors and any amounts payable to senior securities, the assets will be divided pro rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are, fully paid, validly issued and non-assessable.

The Company has never paid any dividends to shareholders of our Common Stock. The declaration in the future of any cash or stock dividends will depend upon our capital requirements and financial position, general economic conditions, and other pertinent factors. We presently intend not to pay any cash or stock dividends in the foreseeable future. Management intends to reinvest earnings, if any, in the development and expansion of the Company's business

Preferred Class A Stock

The Company is authorized to issue 4,820,000 shares of Preferred Class A Stock at a $0.001 par value. The holders of Series A Stock shall be entitled to vote on any issues duly submitted to a vote by the stockholders of the corporation and as required of the laws of the state of Nevada on a basis of the number votes equal to the number of whole shares of common stock into which the Series A Preferred Shares held by such holder are convertible into.
Conversion Price is $.50 ; Standard Adjustment of Conversion Price for Subdivisions, Combinations or Consolidations of Common Stock Applies

Preferred Class B Stock

The Company is authorized to issue 5,000,000 shares of Preferred Class B Stock at a $0.001 par value

Super Voting Rights:
The holders of Series B Stock shall be entitled to vote on any issues duly submitted to a vote by the stockholders of the corporation and as required of the laws of the state of Nevada on a basis of 1,000 votes per 1 share of Series B Stock held.

Conversion:

The Series B Preferred Stock shall be convertible at the shareholders option into shares of common stock of the Corporation on a basis of one share of Series B Preferred Stock to seven hundred fifty shares of Common Stock (1:750) of the Corporation.

Transfer Agent: Transfer Online, Inc.
512 S.E. Salmon Street, 2nd Floor
Portland, OR 97214
Telephone: (503) 227-2950
FAX: (503) 227-6874

Is the transfer agent registered under the Exchange Act?
Yes.

List any restrictions on the transfer of security:
None.

Describe any trading suspension orders issued by the SEC in the past 12 months:
None.

ITEM 4. ISSUANCE HISTORY

No Shares have been issued in 2017

ITEM 5. FINANCIAL STATEMENTS:

ALL AMERICAN ENERGY HOLDING, INC.

Consolidated Financial Statements

Balance Sheet

FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2017

ASSETS	($)
Current Assets	
Cash & Cash Equivalents	-
Total Current Assets:	-
TOTAL ASSETS	-
LIABILITIES & STOCKHOLDER'S EQUITY	
Current Liabilities	
Accounts Payable and Accrued Expenses	5100
Convertible Note	184,497
Total Current Liabilities:	189,597
TOTAL LIABILITIES	189,597
Stockholder's Equity	
Common Stock, par value $0.001 (5,000,000,000 shares auth., 76,396,651 issued and outstanding as of 9/30/2017)	76,397
Additional Paid-In Capital (Common)	118,830
Accumulated Deficit	(384,824)
Total Stockholder's Equity	(189,597)
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	$ (0)

See accountants' report and notes to financial statements

ALL AMERICAN ENERGY HOLDING, INC.

Consolidated Financial Statements

Balance Sheet

STATEMENT OF OPERATIONS

FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2017

	($)
Revenue	-
Operating Expenses	33,453
Net Income (Loss) From Operations	(33,453)
Net Income (Loss) Before Income Taxes	(33,453)
Net Income (Loss)	(33,453)
Basic & Diluted Loss Per Share	(0.00044)
Weighted Average No. of Shares Outstanding	76,396,651

See accountants' report and notes to financial statements

ALL AMERICAN ENERGY HOLDING, INC.

Consolidated Financial Statements

Balance Sheet

STATEMENT OF CASH FLOWS

FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2017

	($)
Cash Flows from Operating Activities	
Net Gain (Loss)	(33,453)
Increase in Accounts Payable and Accrueds	2,045
Net Cash Used in Operating Activities	(31,408)
Cash Flows fromFinancing Activities	
Officer Advances – Related Party	30,971
Net Cash Provided By Financing Activities	30,971
Net Increase (Decrease) In Cash	(437)
Cash - Beginning of Period	437
Cash - End of Period	-

See accountants' report and notes to financial statements

ALL AMERICAN ENERGY HOLDING, INC.
Consolidated Financial Statements
Balance Sheet
Statement of Stockholders' Equity
FOR PERIOD ENDING SEPTEMBER 30, 2017

	Common Stock Shares	Amount	Preferred Stock Shares A-Series	Amount	Preferred Stock Shares B-Series	Amount	Additional Paid in Capital	Accumulated Deficit During Development Stage	Total Stockholder Equity
December 31, 2016	**76,396,651**	**76,397**	**-**	**-**	**-**	**-**	**118,830**	**(382,342)**	**(187,115)**
Net Income								(33,453)	
September 30, 2017	76,396,651	76,397					118,830	(415,795)	(220,568)

See accountants' report and notes to financial statements

NOTE 1- NATURE OF OPERATIONS

The company was incorporated in the State of Nevada on December 29, 1994.

The Company filed an initial SB-2 Registration with the SEC on November 15, 2004.

The company was originally incorporated as Top Flight Software, Inc., in the state of Nevada on December 29, 1994. In November, 1998 the Company changed its name to Dendo Global Corporation and in October, 2004, it changed its name to Techalt, Inc. On October 15, 2011 TechAlt, Inc. purchased 100% interest and stock in All American Leasing, Inc. a Nevada Corporation. On December 12, 2011, the Company name was changed to All American Energy Holdings, Inc.

On September 15, 2017, the Company's Board of Directors approved a merger with All American Energy Corp., a wholly owned subsidiary incorporated in the State of Nevada. The Merger is related to the Company's revised business plan and the Company will be the surviving company of the Merger. The plan of merger provides for an exchange ratio of 1:110 for the common stock of both constituent corporations, which has the practical effect of a 1 for 35 reverse split of the Company's common stock, with fractional shares to be rounded up to the nearest whole number of shares. This corporate action was approved by the Company's Board of Directors as authorized by Nevada corporate law N.R.S. Section 92A.180

The 1 for 110 reverse stock split effected by the Merger will be effective upon filing of the Articles of Merger with the Nevada Secretary of State and approval by FINRA.

As of September 30, 2017, the Company had revenues in the amount of $0. On August 29, 2017, the Company entered into an LOI for a Lithium Mining Asset, and is looking to acquire additional Lithium Mining Assets.

The Company is considered to be in the development stage, and as such, the Company's financial statements are prepared in accordance with the ("Accounting Standards Codification ASC") topic 915, "Development Stage Entities". The Company is subject to all of the risks associated with development stage companies.

The company has never been a "shell company" as defined by Securities Act Rule 405,and §230.405

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in U.S. dollars and have been prepared in accordance with accounting principles generally accepted in the United States of America("USGAAP"), and pursuant to the accounting and disclosure rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Revenue Recognition

Revenue is derived from sales of products to distributors and consumers. Revenue will be recognized when earned, as reasonably determinable in accordance with Financial Accounting Standards Board Accounting Standards Policy ("ASP") 605-15-25, "Revenue Recognition."

The following are the conditions that must be met in order to recognize revenue in accordance with ASP: (i) the buyer's price is fixed or determinable as of the date of sale (presumably via executed final sales contract); (ii) the buyer has paid or is obligated to pay the seller based on nothing except the delivery of the product (i.e. cannot be contingent on any other future events); (iii) the buyer's obligation to pay the seller changes only if the product is returned to the seller (e.g. th eft, damage, or loss of product does not negotiate buyers obligation); (iv) the buyer acquiring the product must have economic substance outside of the product provided by the seller (that is, the buyer cannot be a simple re -seller established by the seller for the purpose of what would amount to inflating recognized sales); (v) the sellers obligation to the buyer significantly ends at delivery (the seller cannot be obligated to direct buyers to the seller, substantially advertise/distri bute for the seller, etc).

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from balances outstanding at year end. Management provides for probable uncollectible amounts through a charge to earnings and a credit to an allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance.

Long-lived assets

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360, Property, Plant and Equipment, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicated that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and a current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value. No impairment losses were recognized for the period ended September 30, 2017

Allowance for Doubtful Accounts

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

Stock Based Compensation

When applicable, the Company will account for stock-based payments to employees in accordance with ASC

718, “Stock Compensation” (“ASC 718”). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-50, “Equity-Based Payments to Non-Employees.” Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portio n of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Company calculates the fair value of option grants and warrants issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term “forfeitures” is distinct from “cancellations” or “expirations” and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and warrants exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Loss per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share are computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Concentration of Credit Risk

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally insured limit.

Fair Value Measurements

As defined in ASC 820 “Fair Value Measurements”, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique.

These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources.

These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Related parties

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

Use of Estimates

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

Income Taxes

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities**.**

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncements that they are studying and feel may be applicable.

Research and Product Development

Research and product development expenses are charged to operations as incurred. For internally developed patents, all costs incurred to the point when a patent application is to be filed are expended as incurred as research and development expense. Patent application costs, generally legal costs, are expensed as research and development costs until such time as the future economic benefits of such patents become more certain. The Company has startup expenses that will be charged to stock holders' equity upon the receipt of the capital raised and will be paid back first.

Forward Looking Statements

Statements made in this Form 10-Q that are not historical or current facts are forward-looking statements. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. Among the factors that could cause actual results to differ materially from the forward-looking statements are the following: the Company's ability to obtain necessary capital, the Company's ability to meet anticipated development timelines, the Company's ability to protect its proprietary technology and knowhow;, the Company's ability to successfully consummate future acquisitions and such other risk factors identified from time to time in the Company's reports filed with the Securities and Exchange Commission, including those filed with this Form 10-Q quarterly report. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

Fiscal year end

The Company has December 31 as its fiscal year ending date.

NOTE 3- STOCKHOLDERS' EQUITY

Class: Common stock, $ 0.001 par value;
Number of shares authorized: 5,000,000,000 shares;
Number of shares outstanding: 76,396,651 issued and outstanding;
Float: 11,780,016;
Total number of shareholders of record: 119

Class: Class A, preferred stock, $ 0.001 par value;
Number of shares authorized: 4,820,000 shares;
Number of shares outstanding: 0 issued and outstanding;

Class: Class B, preferred stock, $.001 par value;
Number of shares authorized: 5,000,000 shares;
Number of shares outstanding: 0 issued and outstanding

NOTE 4- CONVERTIBLE NOTES PAYABLE

During the period from April 15, 2013 through March 31, 2016, the ("Original Holder") advanced $183,275 to the Company, which advances are evidenced by a Promissory Note dated June 30, 2016 in the face amount of $183,275

The Original Holder assigned the Original Note to Holder pursuant to a Securities Purchase Agreement dated January 13, 2017

On August 18, 2017, the Company and the Holder have agreed to exchange an $183,275 promissory note agreement which was assigned on January 13, 2017 for a new unsecured Convertible Promissory Note. The Note bears interest at a rate of 4% per annum and matures (the "Maturity Date") on February 28, 2019.

The Holder shall have the right, but not the obligation, during the period from the date hereof until this Note has been paid in full, to convert all or any portion of the principal portion of this Note and/or interest due and payable into fully paid, non-assessable shares of common stock of the Borrower as such stock exists on the date of issuance of this Note, or any shares of capital stock of the Borrower into which such stock shall hereafter be changed or reclassified (the "COMMON STOCK") at the conversion price of 0.001 per share (the "CONVERSION PRICE").

Subject to conversion terms, the Note may be prepaid in whole or in part at any time by the Company prior to the Maturity Date, without penalty. In the event of a prepayment, the holder will have the right to convert the unpaid principal and accrued interest owing under the Note, in whole or in part, into shares of common stock of the Company at the Conversion Price. The Note includes standard events of default including non-payment of the principal or accrued interest due on the Note. Upon an event of default, all obligations under the Note will become due and payable.

NOTE 5 - RELATED PARTY TRANSACTIONS

During the period, the Company has paid its officer consulting fees of $ (nil). The Company owes its officer for consulting fees of $9,000 as of September 30, 2017. To Date, officer has advanced the Company $30,971.

NOTE 6 -PENDING LITIGATION

The company was named as a Defendant in a lawsuit filed against it when it was operational as Techalt, Inc. The company is one of many defendants with the lead defendant being IBM Corporation. It is of the opinion of the Company this litigation has no merit against the issuer, current operations or of any current beneficial owner, officer or director of the issuer.

For information on the lawsuit, https://www.gpo.gov/fdsys/granule/USCOURTS-ilnd-1_11-cv-03482/USCOURTS-ilnd-1_11- cv-03482-0

NOTE 7 – INCOME TAXES

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and "Accounting for Uncertainty in Income Taxes".

The Company had no material unrecognized income tax assets or liabilities as of September 30, 2017.

The Company’s policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period July 1, 2017 through September 30, 2017, there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Company files income tax returns in the U.S. federal jurisdiction and Nevada state jurisdiction. We are not currently involved in any income tax examinations.

NOTE 8. –GOING CONCERN AND MANAGEMENT PLANS

As of September 30, 2017, the Company’s cash on hand was $0. As of September 30, 2017, the Company plans on meeting its current liquidity requirements principally through the private placement of common and/or debt financing in addition to loans by management.

If the Company is unable to raise additional capital, the Company may have to curtail its research and development efforts, delay payments to vendors, and/or initiate cost reductions, which would have a material adverse effect on the Company’s business, financial condition and results of operations. These matters raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 9. Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of September 30, 2017.

There were no changes in our internal control over financial reporting during the nine month period ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

NOTE 10. –SUBSEQUENT EVENTS

On November 13, 2017, the Company received approval from FINRA for its announced name change to All American Energy Corp. as well as its 1 for 110 reverse split. The two corporate changes become effective as of November 14, 2017

The Company's ticker symbol will be AAEHD for 20 trading days to designate that it is trading on a post-reverse split basis.

The new CUSIP number for the common stock following the reverse stock split will be 01644M101.

Effective with the reverse split, the company has been renamed to “All American Energy Corp.”

The reverse stock split will reduce the number of outstanding shares of the Company's common stock to 694,516 shares.

END NOTES TO FINANCIAL STATEMENTS

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

The company was originally incorporated as Top Flight Software, Inc., in the state of Nevada on December 29, 1994. In November, 1998 the Company changed its name to Dendo Global Corporation and in October, 2004, it changed its name to Techalt, Inc. Finally, on December 12, 2011, the Company name was changed to All American Energy Holdings, Inc.

On August 29, 2017, the Company entered into an LOI for a Lithium Mining Asset, and is looking to acquire additional Mining Assets. Once definitive agreement is signed, The Company will be classified as an "exploration stage company". An exploration stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from. We cannot guarantee we will be successful in our exploration activities. Our business will be subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the exploration of our properties, and possible cost overruns due to price and cost increases in services.

On September 15, 2017, the Company's Board of Directors approved a merger with "All American Energy Corp.", a wholly owned subsidiary incorporated in the State of Nevada. The Merger is related to the Company's revised business plan and the Company will be the surviving company of the Merger. The plan of merger provides for an exchange ratio of 1:110 for the common stock of both constituent corporations, which has the practical effect of a 1 for 35 reverse split of the Company's common stock, with fractional shares to be rounded up to the nearest whole number of shares. This corporate action was approved by the Company's Board of Directors as authorized by Nevada corporate law N.R.S. Section 92A.180

The 1 for 110 reverse stock split effected by the Merger will be effective upon filing of the Articles of Merger with the Nevada Secretary of State and approval by FINRA.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Nevada on December 29, 1994.

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code 1000 - Metal Mining.

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on December 31.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

As a development stage company, the Issuer does not yet produce its intended products

F. RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017

Revenues: The Company had revenue of $0 for the nine months ended September 30, 2017

Cost of Revenues: The Company did not incur any costs of revenue for the nine months ended September 30, 2017

Gross Profit: The Company had gross profit of $0 for the nine months ended September 30, 2017

Operating Costs: Operating costs consist of the Company's administrative expenses before depreciation and interest. Operating costs for the nine months ended September 30, 2017 totaled $33,453

Operating Gain (Loss): The Company produced an operating loss for the nine months ended September 30, 2017 totaled $33,453.

Net Gain (Loss) Before Income Taxes: Net gain or loss before income taxes represents opera ting gain or loss plus other (non-operating) gain or loss. For the nine months ended September 30, 2017 the company had a net loss of $33,453

Liquidity and Capital Resources: During the nine months ended September 30, 2017, the Company did not produce cash or cash equivalents from operations.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the nine months ended September 30, 2017

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

The company currently maintains offices at:

250 East Fifth Street, 15th Floor Cincinnati, OH 45202
All American Energy Holdings. maintains these as the corporate offices through an agreement with management

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

A. NAMES OF OFFCERS, DIRECTORS AND CONTROL PERSONS

On May 2nd 2017, the Company has entered into a Consulting Agreement with Mr. Christopher P. Vallos, to serve as its President, Chief Executive Officer ("CEO") and sole member of the Board of Directors, effective May 2, 2017.

Per the Consulting Agreement, Mr. Vallos will receive a monthly compensation of $3,000 beginning on July 1, 2017

Since November 2014, his employment has consisted as Chief Executive Officer and Chairman of the Board of Directors of Gold Lakes Corp. He has no conflicts of interest and will devote time to both companies.

Mr. Vallos has NOT been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses), nor has he been subject to 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 his involvement in any type of business, securities, commodities, or banking activities. Mr. Vallos has not been subject of any judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or the entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited his involvement in any type of business or securities activities.

Mr. Vallos has no direct ownership in the Company's equity shares.

B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the foregoing persons have, in the last five 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):

NO.

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

NO.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated:

NO.

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:

NO.

C. BENEFICIAL SHAREHOLDERS

The following individuals own more than 5% of the OS

Name	Address	City	State	Zip	Shares Owned
Rembrandt Capital Corporation c/o ChristineTaylor	2232 S. Nellis Blvd Suite 3G Box 146	Las Vegas	NV	98104	13,333,334
Jerry G. Leslie	6800 SE Middle Way	Vancouver	WA	98664	12,258,335
Paul H. Stringer	6619 SE Riverside Ln	Vancouver	WA	98661	12,258,333
Cynthia A Taylor	3792 Yorbo Linda Dr	Las Vegas	NV	89122	5,000,000
Stephen J Amdahl	2860 SW 66th Ave	Portland	OR	97225	5,000,000

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

Frederick C. Bauman
Bauman & Associates Law Firm
6228 Dartle Street
Las Vegas, NV 89130
Phone: (702) 533-8372
Email: fred@lawbauman.com

B. Accountant or Auditor

BF Borgers CPA PC
Lakewood Office
5400 West Cedar Avenue
Lakewood, CO, 80226
contact@bfbcpa.us
Phone: 303.953.1454

C. Investor Relations Consultant

D. Other Advisor(s)

None.

ITEM 10. OTHER INFORMATION

ITEM 11. EXHIBITS

N/A

ITEM 12. CERTIFICATIONS

I, Christopher P. Vallos, certify that:

1. I have reviewed this amended quarterly disclosure statement of All American Energy Holdings, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present, in all material respects, the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

/s/ Christopher P.
Vallos, CEO

Dated: November 20, 2017