# **OTC**Markets



#### 1) Name of the issuer and its predecessors

## FIRST BITCOIN CAPITAL CORP. (formerly GRAND PACARAIMA GOLD CORP.)

## 2) Address of the issuer's principal executive offices

Company Headquarters 900-850 West Hastings St. Vancouver, BC V6C 1E1 CANADA

Phone: 647-351-2047

Email: info@bitcoincapitalcorp.com Website(s): www.bitcoincapitalcorp.com

www.CoinQX.com

IR Contact
Address 1:
Address 2:
Address 3:
Phone:
Email:
Website(s):

## 3) Security Information

Trading Symbol: **BITCF** 

Exact title and class of securities outstanding: COMMON Shares

CUSIP: **31932X 105**Par or Stated Value: 0.001

Total shares authorized: 21,000,000,000 as of: 12/31/2016 Total shares outstanding: 304,998,228 as of: 12/31/2016

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: N/A

CUSIP: N/A

Par or Stated Value: N/A

Total shares authorized: N/A as of: N/A Total shares outstanding: N/A as of: N/A

#### Transfer Agent

Integral Transfer Agency
100 Queen St East, Suite 203
Toronto, ONT, M5S 3C2

CANADA

Phone: 416-623-8028

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☐ No: ☐

<sup>\*</sup>To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

NONE, with an exception of controlling shareholder(s) pursuant to SEC rule 144.

Describe any trading suspension orders issued by the SEC in the past 12 months.

#### **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:

#### NONE

## 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

N/A

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

## 5) Financial Statements (POSTED on OTCmarkets.com on March 31, 2017)

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;

- D. Financial notes; and
- E. Audit letter, if audited

## ANNUAL REPORT for 2016 was posted to OTCIQ on March 31,2017

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

#### 6) Describe the Issuer's Business, Products and Services:

A. a description of the issuer's business operations;

The Company entered into the mining exploration business with its acquisition of the mining and exploration concessions in Southern Venezuela. The Company's principal business is the acquisition, exploration and mining of mineral properties. In 2014 -the company has expanded its business plan to enter into the digital crypto currency business, including BitCoin and other crypto-currency related business, including Bitcoin Exchange <a href="https://www.coinQX.com">www.coinQX.com</a> and other bitcoin related projects.

B. Date and State (or Jurisdiction) of Incorporation:

Grand Pacaraima Gold Corporation (the Company) was originally organized in the State of Nevada on November 7, 1989 as United Development International and renamed Mindenao Gold Mining Corporation and reincorporated in the State of Oregon in July 2005. On February 6, 2006, the Company reorganized by dissolving its filing in Oregon and reincorporated in British Columbia, Canada as Grand Pacaraima Gold Corporation. The Company had also incorporated in the United Kingdom as Grand Pacaraima Gold Limited effective May 14, 2007 and since has dissolved that registration and reverted to Canada.

C. the issuer's primary and secondary SIC Codes;

60999906 7372 - Prepackaged software

- D. the issuer's fiscal year end date; 12/31/2016
- E. principal products or services, and their markets;

The company's primary business was development of gold mines and other commodities, including oil and gas properties. We are the first entrant to digital cryptocurrency industry and are the first U.S. publicly traded company, involved with bitcoin, blockchain and digital currencies. Our goal is to become an industry leader and develop blockchain technologies that will disrupt how companies and consumers engage online.

#### 7) Describe the Issuer's Facilities

With the reincorporation of Mindenao Gold Mining Corporation with Grand Pacaraima Gold Corporation on February 6, 2006 the company acquired development and mining rights to mineralized property in the Pacaraima region in Southern Venezuela near the borders of Brazil and Guyana. Acquired rights include the Cerro Trompa Mine located 8 kilometers northeast of Icabaru and other mining properties including the San Miguel, Mosquito and Zapata Mines. The primary concession was granted in 1981 for 40 years on properties 3,500 meters long by 300 meters wide or approximately 4 square miles. These rights were acquired through the issue of 41,000,000 shares of common stock with a market price of \$0.04 per share or \$1,640,000. No extraction activities have commenced on the properties and the evaluation of the mineral reserves is not current. Accordingly, the company has recorded impairment of 78% of its acquisition costs to be compliant with current accounting principles leaving a net book value of \$360,000 for these assets.

In early 2014, Company Management decided to enter digital or crypto currency and become industry's first Bitcoin consolidator, to be involved in Bitcoin mining, payment processing, online products sales and other Bitcoin related business. The Company plans to operate worldwide.

- 8) Officers, Directors, and Control Persons.
- A. <u>Names of Officers, Directors, and Control Persons</u>. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Simon Rubin- Chairman of the Board of Directors 0 shares

Central Asia Franchise Holdings, LTD (Controlled by G.Rubin -Director) 22121 Clarendon st #6622

Woodland Hills, Ca 91367 USA 100,000,000 shares 33%

Nadir Energy and Mining Corporation (Controlled by Ben Binjaminow- director) 17 Ein Hanoch street # 4 Givat Savyon, ISRAEL

n, ISRAEL 41,700,000 shares 13.8%

Collectors Holding Company, LTD Controlled by T. Gulkarov 11, Seadia Gaon St., unit 19 Petah Tikwa, Israel

59,987,680 shares (19.73%)

- B. <u>Legal/Disciplinary History</u>. 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);

#### N/A

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:

## N/A

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

#### N/A

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.

#### N/A

C. <u>Beneficial Shareholders</u>. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

CENTRAL ASIA FRANCHISE HOLDINGS LTD

Controlling person- G.Rubin -director

Resident Agent:

CAFH- P.O.Box 6622 WoodlandHills, CA 91365

NADIR ENERGY and MINING CORPORATION

41,700,000 shares 13.8%

100,000,000 shares 33%

Controlling person - Ben Binjaminow- director

Resident agent:

Babadostov G. 1156 Nome St., Aurora, CO 80012

Collectors Holding Company, LTD Controlled by T. Gulkarov 11, Seadia Gaon St., unit 19 Petah Tikwa, Israel

59,987,680 shares (19.73%)

# 9) Third Party Providers

#### **Legal Counsel**

Robyrt Regan REGAN Law Office 50 Richmond St. E CANADA

Phone: 647.351.2047

A.M. Santos Law CHTD 5440 West Sahara Avenue, Third Floor Las Vegas, NV 89146 Phone: 702.749.4594

## **Accountant or Auditor**

Don Meyers 749 E. Hampton Ave. Meza, AZ 85204 Phone: 480-247-2001

#### **Investor Relations Consultant N/A**

Name: Firm:

Address 1: Address 2: Phone: Email:

# 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

- I, Simon Rubin, certify that:
  - 1. I have reviewed this yearly disclosure statement of FIRST BITCOIN CAPITAL CORP.
  - 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering 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, 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.

May 15, 2017 /s/ Simon Rubin /Chairman/