

# Management Report

Rocky Mountain Ayre, Inc.

For the period ended March 31, 2017

Prepared on: April 26, 2017

For management use only

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**Rocky Mountain Ayre, Inc.****Statement of Revenue & Expenses-Income Tax Basis (unaudited)**

(in \$USD)

	<b>3/31/2017</b>	<b>3/31/2016</b>
<b>INCOME</b>		
<b>Total Income:</b>	\$9,000	\$5,366
<b>EXPENSES</b>		
Advertising and Promotion	\$0	\$145
Automobile Expense	0	
Bank Service Charges	278	264
Bistro Supplies	0	134
Business Licenses and Permits	0	199
Cable TV - Bistro	605	317
Charity Donation	0	0
Compensation	0	0
Computer and internet Expenses	0	490
Consulting Fees	240,000	8,750
Delivery Expense	0	0
Depreciation Expense	0	0
Director Compensation	0	0
Dues and Subscriptions	80	0
Entertainment	0	0
Insurance Expense	0	0
Interest Expense	0	1,569
Internet Expense	474	0
Meals and Entertainment	271	0
Merchant Fees	0	147
Miscellaneous Expense	0	0
Office Expense	0	0
Office Supplies	0	194
Postage and Delivery	0	78
Professional Fees	0	210,300
Rent Expense	0	5,040
Repairs & Maintenance	0	0
Tax Expense	0	0
Telephone Expense	0	237
Travel Expense	100	0
Utilities	0	752
<b>Total Expense</b>	<b>\$241,808</b>	<b>\$228,617</b>
<b>NET OPERATING INCOME</b>	<b>(\$232,808)</b>	<b>(\$223,250)</b>
Gain / (Loss) on Sale of Investment		
<b>NET INCOME</b>	<b>(\$232,808)</b>	<b>(\$223,250)</b>

**Rocky Mountain Ayre, Inc.**  
**Balance Sheet (unaudited)**  
(in \$USD)

**March 31, 2017    March 31, 2016**

**ASSETS**

Current Assets:		
Cash	\$7,921	\$621
Account receivable	0	7,211
<b>Total Current Assets:</b>	<b>\$7,921</b>	<b>\$7,832</b>
<b>Notes Receivable:</b>	<b>\$15,225</b>	<b>\$14,425</b>
Fixed Assets:		
Total Fixed Assets:	\$9,072	\$9,072
Depreciation	(9,072)	(2,633)
<b>Net Fixed Assets:</b>	<b>\$0</b>	<b>\$6,439</b>
Long-term Assets:		
Other Assets:		
Investments	\$150,000	\$300,000
<b>Total Other Assets:</b>	<b>\$150,000</b>	<b>\$300,000</b>
<b>TOTAL ASSETS:</b>	<b>\$173,146</b>	<b>\$328,696</b>

**LIABILITIES AND EQUITY**

LIABILITIES

Current Liabilities:		
Accounts Payable (A/P)	\$9,750	\$9,750
<b>Total Current Liabilities:</b>	<b>\$9,750</b>	<b>\$9,750</b>
<b>Total Loan Payable(s):</b>	<b>\$191,808</b>	<b>\$160,264</b>
<b>TOTAL LIABILITIES</b>	<b>\$201,558</b>	<b>\$170,014</b>

SHAREHOLDERS' EQUITY (DEFICIENCY)

Capital & Reserve Stock	6,529	6,089
Additional Paid-In-Capital	2,091,226	1,651,666
Retained earnings (deficit)	(2,126,168)	(1,499,073)
<b>TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)</b>	<b>(28,412)</b>	<b>158,682</b>

<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$173,146</b>	<b>\$328,696</b>
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**Rocky Mountain Ayre, Inc.**  
**Statement of Cashflows (unaudited)**  
(in \$USD)

**March 31, 2017**

Cash Flow from Operating Activities:

Account Receivable	\$0
Net Income	(\$232,808)
Loss / (Gain) from Abandonment	\$0

Cash Flow from Financing Activities:

Loan Proceeds	\$0
Loan Payments	(\$1,160)
Capital & Reserve Stock	\$240
Additional Paid-In-Capital	\$239,760

Cash Flow from Investing Activities:

Loan Receivables	\$0
Depreciation	\$0

Net Cash Increase/(Decrease) for Period:	\$6,032
Cash at Beginning of Period:	\$1,889
Cash at End of Period:	\$7,921

**Rocky Mountain Ayre, Inc.**  
Earnings Per Share Calculation  
For The Quarter Ending

**March 31, 2017**

Earnings	<b>(\$232,808.42)</b>
Beginning Shares o/s	562,093,274
Ending Shares o/s	564,493,275
Average o/s Shares	563,293,275

NET INCOME PER SHARE:

Basic and Diluted Per Share Earnings	<b>(\$0.0004)</b>
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During the Quarter Ending December 31, 2016

Common Stock Par Value:	\$0.0001
Shares Authorized:	600,000,000
Shares Outstanding: *	564,493,275

\* PLEASE NOTE THAT 500,000,000 SHARES OF THE ABOVE  
OUTSTANDING SHARES ARE RESERVED IN TREASURY

## Notes to the Financial Statement

ROCKY MOUNTAIN AYRE, INC.

March 31, 2017

### 1. THE COMPANY:

The Issuer was incorporated in the State of Delaware on January 19, 1999, under the Lummi Developments Inc. On March 13, 2003 the Company changed its name to Signature Horizons Group, Inc. On May 15th, 2008 the Company changed its name to Summit Dental Clinics, Inc. On August 14th, 2012 the Company changed its name to Ayretrade, Inc. On January 2, 2015, the Company changed its name to Rocky Mountain Ayre, Inc.

Rocky Mountain Ayre is a publicly traded company listed on the OTC Pink under the "RMTN" trading symbol. It is a holding company increasing its assets and revenue base through the acquisition and/or creation of operating entities. The company currently has one entity in its' portfolio: iCoin, a crypto-currency. The restaurant operations, Squires Bistro, was dissolved in the 4th quarter of 2016.

### 2. SIGNIFICANT ACCOUNTING POLICIES:

The Company's accounting policies conform to United States generally accepted accounting principles and have been consistently applied in the preparation of these financial statements. The financial statements included herein have not been audited by an independent registered public accounting firm, but include all adjustments (including normal, recurring entries), which are, in the opinion of the management, not necessary for a fair presentation of the results for such periods.

### 3. INVESTMENTS:

The Company owns 100% interest in Ayretrade Financial, Inc. valued at \$150,000. The previous dental practice in Kirkland Lake was liquidated and proceeded off-settled all outstanding expenses. On August 15, 2014, the Company purchased Squire's Bistro for \$25,000 cash and 1,000,000 restricted common shares issued in the first quarter of 2015 and has since been dissolved at year end 2016. On June 23, 2015, 8,745,000 shares were issued to THC Pharmaceuticals, Inc. per agreement to acquire Hemp Coin.

### 4. NOTES PAYABLE:

As of March 31, 2017, the Company has a total of \$172,759 (\$191,808 less the Small Business Administration Loan of \$19,049) outstanding notes payable on demand and bearing 0% interest. Any unpaid amounts after maturity date are convertible to common shares of the Company at the option of the holder. Notes payables due on demand are convertible to common shares on demand at the option of the holder. Conversions are permitted after one year upon signing the debt note at the note holders' option.

### 5. SHARE CAPITAL FOR COMPENSATION:

The Company has, over time, made the following issuances as compensation for services:

- 1) September 30, 2012- 5,605,000 Common Restricted Shares issued @ par to Tim Ayre for Compensation
- 2) September 30, 2012- 995,000 Common Restricted Shares issued @ parte Joshua Dettman for Compensation
- 3) February 28th, 2013 -.100,000 Common Restricted issued @ par to James R. J . Scheltema, L LC
- 4) September 2, 2014 - 1,500,000 Common Restricted issued @ par to James R. J . Scheltema, L LC for Compensation (previously reported as debt conversion but classified as such in error).
- 5) During the quarter ending June 30, 2015, the Company issued 4,850,000 Common Free Trading shares to unrelated third parties.
- 6) During the quarter ending June 30, 2015, the Company issued @ par, 5,800,000 Common Restricted shares to Tim Ayre for Compensation. (1,000,000 of these Common Restricted shares were subsequently re-registered to Fred Withee as part of the purchase agreement of the Squires Bistro).
- 7) July 2, 2015 1,700,000 issued to Simon Jacobson as compensation for services.
- 8) July 2, 2015 2,500,000 issued to David Tobias as officer compensation.

- 9) July 2, 2015 1,000,000 issued to Cutting Edge Services as compensation for services.
- 10) August 4, 2015 500,000 issued to Cutting Edge Services as compensation for services,
- 11) August 4, 2015 1,500,000 issued to Simon Jacobson as compensation for services
- 12) August 13, 2015 1,000,000 issued to Jerry Cornwell as compensation for services.
- 13) August 19, 2015 2,600,000 issued to Simon Jacobsen as compensation for services.
- 14) November 3, 2015 3,000,000 issued to Simon Jacobsen as compensation for services.
- 15) January 15, 2016 100,000 issued to XXX Enterprises, LLC as compensation for services.
- 16) January 15, 2016 1,500,000 issued to Simon Jacobson as compensation for services.
- 17) January 15, 2016 500,000 issued to Bulk Pak USA, Inc. as compensation for services.
- 18) November 22, 2016 1,000,000 issued to DG Spencer Trust as compensation for services.
- 19) December 13, 2016 1,000,000 issued to Simon Jacobson as compensation for services.
- 20) February 28, 2017 1,000,000 issued to Scott Josephson as compensation for services.
- 21) March 21, 2017 1,400,000 issued to DG Spencer Trust as compensation for services.

#### 6. GOING CONCERN:

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements during the three month period ended March 31, 2017, the Company incurred a loss of \$232,808.

#### 7. SUBSEQUENT EVENTS:

In the first part of the year, the company completed beta tests of its crypto currency and is now developing a marketing plan to implement the crypto currency in multiple crypto currency exchanges.

## Disclosures

### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Rocky Mountain Ayre, Inc. January 2<sup>nd</sup>, 2015 to present  
Ayretrade, Inc - August 14th, 2012 to January 2<sup>nd</sup>, 2015  
Summit Dental Clinics, Inc - May 15th, 2008 to August 14th, 2012  
Signature Horizons Group, Inc - March 13th, 2003 to May 15th, 2008  
Lummi Developments, Inc - January 19th, 1999 to March 13th, 2003

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

Company Headquarters  
Address 1: 3500 South Dupont Highway  
Address 2: Dover, DE  
Address 3: 19901  
Phone: 413-786-2084  
Email: info@rockymountainayre.com  
Website(s): www.rockymountainayre.com

Investor Relations Contact: N/A

### 3) Security Information

Trading Symbol:	RMTN	
Exact title and class of securities outstanding:	Common Shares	
CUSIP:	774673107	
Par or Stated Value:	0.0001	
Total shares authorized:	600,000,000	as of: March 31, 2017
Total shares outstanding*:	564,493,275	as of: March 31, 2017

\* Of this amount, 500,000,000 shares are Reserved and held by the company to support the HempCoin venture.

Additional class of securities (if necessary): N/A

Transfer Agent Name: Madison Stock Transfer Inc.  
Address 1: 2500 Coney Island Avenue, Sub Level  
Address 2: Brooklyn, NY  
Address 3: 11223  
Phone: (718) 627-6341

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

\* 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

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:

June 9<sup>th</sup>, 2015, purchased all assets of the Crypto-Currency HempCoin from THC Pharmaceuticals, Inc.



In the 1<sup>st</sup> quarter of 2017, the Company subsequently changed the name of it's Crypto-Currency to iCoin.

#### 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:

- 1) During the first quarter ending March 31, 2015, the Company issued 4,850,000 Common Free Trading shares to unrelated third parties.
- 2) During the first quarter ending March 31, 2015, the Company issued @ par, 5,800,000 Common Restricted shares to Tim Ayre for Compensation. (1,000,000 of these Common Restricted shares were subsequently re-registered to Fred Withee as part of the purchase agreement of the Squires Bistro).
- 3) During the quarter ending June 30, 2015, the Company issued @ par, 5,800,000 Common Restricted shares to Tim Ayre for Compensation. (1,000,000 of these Common Restricted shares were subsequently re-registered to Fred Withee as part of the purchase agreement of the Squires Bistro).
- 4) June 22, 2015 500,000,000 issued to Treasury.
- 5) May 15, 2015 1,500,000 issued to Cutting Edge Business Services in lieu of fees.
- 6) June 23, 2015 8,745,000 issued to THC Pharmaceuticals, Inc. per agreement to acquire Hemp Coin.
- 7) July 2, 2015 1,700,000 issued to Simon Jacobson as compensation for services.
- 8) July 2, 2015, 2,500,000 issued to David Tobias as officer compensation.
- 9) July 2, 2015, 1,000,000 issued to Cutting Edge Services as compensation for services.
- 10) August 4, 2015, 500,000 issued to Cutting Edge Services as compensation for services.
- 11) August 4, 2015, 1,000,000 issued to Mentat Holdings, LLC pursuant to a debt conversion.
- 12) August 4, 2015, 1,500,000 issued to Simon Jacobson as compensation for services
- 13) August 6, 2015, 500,000,000 issued to company; reserved to support the HempCoin venture.
- 14) August 13, 2015, 1,000,000 issued to Jerry Cornwall as compensation for services.
- 15) August 19, 2015, 2,600,000 issued to Simon Jacobson as compensation for services.
- 16) November 3, 2015, 3,000,000 issued to Simon Jacobson as compensation for services.
- 17) January 15, 2016, 100,000 issued to XXX Enterprises, LLC as compensation for services.
- 18) January 15, 2016, 1,500,000 issued to Simon Jacobson as compensation for services.
- 19) January 15, 2016, 500,000 issued to Bulk Pak USA, Inc. as compensation for services.
- 20) November 22, 2016 1,000,000 issued to DG Spencer Trust as compensation for services.
- 21) December 13, 2016 1,000,000 issued to Simon Jacobson as compensation for services.
- 22) February 28, 2017 1,000,000 issued to Scott Josephson as compensation for services.
- 23) March 21, 2017 1,400,000 issued to DG Spencer Trust as compensation for services.

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

- Numbers 2,3,7-10,12,14-23 are all Issued from treasury for Compensation.
- Numbers 1 & 11 are issued via debt conversion Securities Act Rule 144(a)(1)&(2) (d)(1)(3)(ii)
- Number 4 issued to Treasury in order to comply with Agreement to acquire all Hemp Coin assets held by THC Pharmaceuticals, Inc.
- Number 5 issued in lieu of fees due.
- Number 6 issued to acquire another business venture.
- Number 13 issued to company and reserved to support the HempCoin venture.
- Number 14 services agreement has been amicably terminated and these shares have been returned to the issuer.

B. Any jurisdictions where the offering was registered or qualified: None

C. The number of shares offered: None

D. The number of shares sold: None

E. The price at which the shares were offered, and the amount actually paid to the issuer: None

F. The trading status of the shares:

Numbers 2-10, 12-23 are all Restricted Common Shares and contain a restrictive legend.

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.

Numbers 2-10, 12-23 are all Restricted Common Shares and contain a restrictive legend.

## 5) **Financial Statements**

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

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

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**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. A description of the issuer's business operations:

Rocky Mountain Ayre is a publicly traded company listed on the OTC Pink under the "RMTN" trading symbol. It is a holding company increasing its assets and revenue base through the acquisition and/or creation of operating entities. The company currently has one entity in its' portfolio: iCoin, a crypto-currency.

B. Date and State (or Jurisdiction) of Incorporation: January 19th, 1999, Delaware

C. The issuer's primary and secondary SIC Codes 6719 – Holding Companies, misc

D. The issuer's fiscal year end date: December 31<sup>st</sup>

E. Principal products or services, and their markets:

During the first quarter of 2016, the Company's crypto-currency, HempCoin began trading on the C-Cex exchange prior to its name change to iCoin.

**7) Describe the 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.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company utilizes two dedicated servers which it pays a monthly fee for hosting its' iCoin crypto-currency.

**8) Officers, Directors, and Control Persons**

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 shareholders.

A. Names of Officers, Directors, and Control Persons. 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.

Tim Ayre, Officer & Director; David Tobias, Director

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):

None

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:

None

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:

None

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.

Yes, there is a current inquiry by the Financial Industry Regulatory Authority pending based upon the circumstances of Mr. Ayre's separation from his previous firm, Spencer Edwards.

- C. Beneficial Shareholders. 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.

Tim Ayre, President, Secretary, Treasurer, Director 3500 South Dupont Highway, Dover, DE 19901. Currently the shares beneficially owned by Tim Ayre are 8,405,000 restricted common shares, being the only affiliate with more than 10% of the common shares outstanding. THC Pharmaceuticals, Inc., with an address of 7170 E. McDonald Drive, Suite 3, Scottsdale, Arizona, owns 8,745,000 restricted common shares.

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel:

James R. J. Scheltema, CPA, Esq.  
James R. J. Scheltema, LLC  
1311 East La Rua Street  
Pensacola, FL 32501  
(850) 723-7496  
[Jim@smallcapdevelopment.com](mailto:Jim@smallcapdevelopment.com)

Accountant or Auditor: N/A

Investor Relations Consultant N/A

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

N/A

## 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, Tim Ayre, certify that:

1. I have reviewed these financial statements for the quarter ending March 31, 2017 and Disclosures of Rocky Mountain Ayre, 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.

4/26/2017



\_\_\_\_\_  
Tim Ayre, President/Treasurer/Director