

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Imperialis Holding Corp.
a Nevada corporation

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381 1389

Quarterly Report For the Period Ending: 3/31/2021 (the "Reporting Period")

As of March 31, 2021, the Current Reporting Period Date, the number of shares outstanding of our Common Stock was:

142,987,383

As of December 31, 2020, the Prior Reporting Period End Date and the Most Recent Completed Fiscal Year End Date, the number of shares outstanding of our Common Stock was:

133,702,938

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: No:

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Emcor Holdings INC from 04/05/2005- 12/8/2005

Coloured INC 12/8/2005-3/11/2011

Imperalis Holding Corp 3/11/2011- Present

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada; Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

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

The address(es) of the issuer's principal executive office:

30 N Gould st STE 11023
Sheridan WY 82801

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

1028 Straits Rd.
New Hampton NH 03256

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:

N/A

2) Security Information

Trading symbol: IMHC
Exact title and class of securities outstanding: Common
CUSIP: 45257M106
Par or stated value: .001

Total shares authorized: 200,000,000 as of date: 3/31/2021
 Total shares outstanding: 142,987,383 as of date: 3/31/2021
 Number of shares in the Public Float²: 17,525,172 as of date: 3/31/2021
 Total number of shareholders of record: 230 as of date: 3/31/2021

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Signature Stock Transfer
 Phone: 972-612-4120
 Email: jason@signaturestocktransfer.com
 Address: 14673 Midway Rd Suite 220
Addison, TX 75001

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

3) Issuance History

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.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2018</u>	Common: <u>73,702,938</u>								
	Preferred: <u>0</u>								
Date of Transaction	Transaction type (e.g. new issuance,	Number of Shares Issued (or	Class of Securities	Value of shares issued	Were the shares issued at	Individual/ Entity Shares were issued to	Reason for share issuance (e.g. for cash or debt	Restricted or Unrestricted as of this	Exemption or Registration

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	cancellation, shares returned to treasury)	cancelled)		(\$/per share) at issuance	a discount to market price at the time of issuance? (Yes/No)	(entities must have individual with voting / investment control disclosed).	conversion) -OR- Nature of Services Provided	filing.	Type.
<u>4/29/2019</u>	<u>New</u>	<u>30,000,000</u>	<u>Common</u>	<u>.75</u>	<u>yes</u>	<u>Vincent Andreula</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>4/29/2019</u>	<u>New</u>	<u>15,000,000</u>	<u>Common</u>	<u>.75</u>	<u>yes</u>	<u>Michael Andreula</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>4/29/2019</u>	<u>New</u>	<u>15,000,000</u>	<u>Common</u>	<u>.75</u>	<u>yes</u>	<u>Kristy Andreula</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>1/13/2021</u>	<u>New</u>	<u>8,000,000</u>	<u>Common</u>	<u>0.005</u>	<u>Yes</u>	<u>GCEF Opportunity Fund, LLC (George Castillo and Eric Flesche)</u>	<u>Note conversion (principal balance)</u>	<u>Restricted</u>	<u>144</u>
<u>2/22/2021</u>	<u>New</u>	<u>1,284,445</u>	<u>Common</u>	<u>0.0005</u>	<u>Yes</u>	<u>GCEF Opportunity Fund, LLC (George Castillo and Eric Flesche)</u>	<u>Note conversion (accrued interest)</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>3/31/2021</u> Common: <u>142,987,383</u>									
Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

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 Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>5/22/2019</u>	<u>22,976.74</u>	<u>20,000</u>	<u>2,976.74</u>	<u>5/22/20</u>	<u>.01</u>	<u>Intermarket Associates (Charlie</u>	<u>loan</u>

						<u>Abujudeh</u>	
<u>10/18/2019</u>	<u>20,092.30</u>	<u>18,000</u>	<u>2,092.30</u>	<u>10/18/20</u>	<u>.01</u>	<u>Intermarket Associates (Charlie Abujudeh)</u>	<u>loan</u>
<u>6/11/2020</u>	<u>14,785</u>	<u>34,000</u>	<u>0</u>	<u>6/11/21</u>	<u>.01</u>	<u>Vincent Andreula</u>	<u>loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Debra Warner
Title: Accountant
Relationship to Issuer: Internal Accountant

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

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ 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 statements in a separate report as described 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 OTCIQ in the field below. Financial Statements must be compiled in one document.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

See Attached Financial Statements, which are incorporated herein by reference.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

CannaCure Sciences Manufactures and sells all-natural skincare, hair care and general wellness products. Almost all of our products contain hemp and or CBD oil. We use only the finest raw materials that are 100% all natural and when available organic.

- B. Please list any subsidiaries, parents, or affiliated companies.

CannaCure Sciences, Inc. See part 5(A) above for description of business

Dollar Shots Club, Inc. (operations dormant)

The Cryptocurrency Mining Company (operations dormant)

- C. Describe the issuers' principal products or services.

All Natural Skincare Hair Care and Wellness Products. Our target market is individuals between 21- 65 years of age. Our products are currently marketed through our website.

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 and the extent in which the facilities are utilized.

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.

Currently Imperialis Holdings occupies a 1500 square foot space in New Hampton NH

7) Company Insiders (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 or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company,

or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Vincent Andreula</u>	<u>CEO</u>	<u>New Hampton NH</u>	<u>80,996,444</u>	<u>Common</u>	<u>70</u>	_____
<u>Michael Andreula</u>	<u>Marketing</u>	<u>Hoboken NJ</u>	<u>15,000,000</u>	<u>Common</u>	<u>12</u>	_____
<u>Kristy Andreula</u>	<u>Research and Development</u>	<u>Hoboken NJ</u>	<u>15,000,000</u>	<u>Common</u>	<u>12</u>	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 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);

NA

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;

NA

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; or

NA

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.

NA

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NA

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Joe Laxague
Firm: The Crone Law Group, PC
Address 1: 1 East Liberty Suite 600
Address 2: Reno NV 89501
Phone: 775-234-5221
Email: _____

Accountant or Auditor

Name: Kristofer Heaton
Firm: Pinnacle Accountancy Group Utah
Address 1: North 1438 US 89 Alternate Suite 120
Address 2: Farmington UT 84025
Phone: 801-447-9578
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide 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, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Debra Warner
Firm: DLW Business
Nature of Services: Accountant
Address 1: Laguna Niguel CA
Address 2: _____
Phone: 949-784-9890
Email: _____

10) Issuer Certification

Principal Executive Officer:

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).

I, Vincent Andreula certify that:

1. I have reviewed this Quarterly Report 3/31/2021 of IMHC;
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.

5/25/2021 [Date]

/s/ Vincent Andreula [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Vincent Andreula certify that:

1. I have reviewed this Quarterly Report 3/31/2021 of IMHC;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material factor 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.

5/25/2021 [Date]

/s/ Vincent Andreula [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

IMPERALIS HOLDING CORP.
Condensed Consolidated Unaudited
Financial Statements
March 31, 2021

Imperialis Holding Corp.
Condensed Consolidated Balance Sheets
(Unaudited)

	March 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash	\$ 21,835	29,006
Inventory	10,926	10,926
Total Current Assets	32,761	39,932
Other Assets:		
Property and Equipment -net	\$ 1,748	2,323
Intangible Assets	7,000	7,000
Total Other Assets	8,748	9,323
TOTAL ASSETS	\$ 41,509	49,255
 LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liabilities		
Accrued Expenses	\$ 5,836	9,078
Convertible notes payable, net	47,375	78,000
Shareholder loan	10,594	14,785
Total Current Liabilities	63,805	101,863
TOTAL LIABILITIES	\$ 63,805	101,863
 STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock		
Common Stock: par value \$0.001 per share; 200,000,000 shares authorized; 142,987,383 and 133,702,938 shares issued and outstanding on March 31,2021 and December 31, 2020	142,986	133,702
Additional paid-in capital	6,014,511	5,932,373
Accumulated deficit	(6,179,793)	(6,118,683)
Total Stockholders' Equity (Deficit)	(22,296)	(52,608)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 41,509	49,255

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

Imperalis Holding Corp.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended	
	March 31, 2021	March 31, 2020
Revenues	\$ -	-
Operating Expenses		
Rent	1,428	1,428
General and Administrative	46,554	1,150
Depreciation	575	-
Total Operating Expenses	48,557	2,578
Income/ Loss from Operations	\$ (48,557)	(2,578)
Other Income (Expenses)		
Interest Income	2	8
Interest Expense	(12,555)	(19,500)
Total Other Income (Expenses)	(12,553)	(19,492)
Loss Before Income Taxes	(61,110)	(22,070)
Provision for Income Taxes	-	-
Net Loss	<u>\$ (61,110)</u>	<u>(22,070)</u>
Net loss per share – basic and diluted	<u>\$ (0.00)</u>	<u>(0.00)</u>
Weighted average shares outstanding – basic and diluted	<u>142,987,383</u>	<u>134,702,938</u>

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

Imperialis Holding Corp.
Condensed Consolidated Statements of Change in Stockholders' Equity (Deficit)
Three Months ended March 31, 2021 and 2020
(Unaudited)

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity (Deficit)</u>
	<u>Shares</u>	<u>Amount</u>			
Balance at December 31, 2019	133,702,938	\$ 133,702	\$ 5,932,373	\$ (6,072,405)	\$ (6,330)
Net Income (Loss) for period	-	-	-	(22,070)	(22,070)
Balance at March 31, 2020	133,702,938	\$ 133,702	\$ 5,932,373	\$ (6,094,475)	\$ (28,400)
Balance at December 31, 2020	133,702,938	133,702	5,932,373	(6,118,683)	(52,608)
Common Stock issued for conversion of convertible note and accrued interest	9,284,445	9,284	37,138	-	46,422
Beneficial conversion feature	-	-	45,000	-	45,000
Net (Loss) for period	-	-	-	(61,110)	(61,110)
Balance at March 31, 2021	142,987,383	\$ 142,986	\$ 6,014,511	\$ (6,179,793)	\$ (22,296)

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

Imperalis Holding Corp.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended	
	March 31, 2021	March 31, 2020
OPERATING ACTIVITIES		
Net Loss	\$ (61,110)	(22,070)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	575	
Amortization of debt discount	9,375	19,500
Changes in operating assets and liabilities		
Increase in accrued expenses	3,140	(2,578)
Net Cash Used in Operating Activities	(47,980)	(2,570)
INVESTING ACTIVITIES		
Purchase of Property and Equipment	-	(850)
Net Cash Used in Investing Activities		(850)
FINANCING ACTIVITIES		
Proceeds from convertible notes payable	45,000	-
Repayments on shareholder loan	(4,191)	(3,604)
Net Cash Used in Financing Activities	40,809	(3,604)
Net Decrease in Cash	(7,171)	(7,024)
Cash at Beginning of Period	29,006	60,800
Cash at End of Period	\$ 21,835	53,776
Supplemental cash flow information		
Cash paid for interest	\$ -	-
Cash paid for income taxes	\$ -	-
Non-cash investing and financing activities		
Common stock issued for conversion of convertible note payable and accrued interest	\$ 46,422	-

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

IMPERALIS HOLDING CORP.
Notes to Unaudited Condensed Consolidated Financial Statements
March 31, 2021

NOTE 1 – Description of Business, Basis of Presentation and Summary of Significant Accounting Policies

Description of Business – Imperialis Holding Corp. (the “Company” or “IMHC”), a Nevada corporation formed on April 5, 2005, is a Holding company headquartered in Sheridan, Wyoming. The Company seeks to acquire businesses with high growth potential in diverse industries to multiply rates of return through synergism and consolidating management and accounting information systems.

Recapitalization and Reorganization – On April 29, 2019, we closed a Share Exchange Agreement (the “Agreement”) with CannaCure Sciences, Inc., a Wyoming corporation (“CannaCure”). Under the Agreement, we acquired all of the issued and outstanding capital stock of CannaCure in exchange for issuance to the former shareholders of CannaCure, on a pro rata basis, of 60,000,000 shares of newly issued common stock. Our President, CEO, and majority shareholder, Vincent Andreula, is also the President of CannaCure and was a 50% shareholder of CannaCure prior to the acquisition. The acquisition of CannaCure was not accounted for under the acquisition method of accounting in accordance with ASC Topic 805, Business Combinations. The transaction was accounted for as common control transaction due to the related party and common control relationships held between Mr. Andreula, the Company and CannaCure. The assets and liabilities of CannaCure transferred over to the Company at their historical values which were insignificant.

Basis of Presentation - The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”), including the instructions to Form 10-Q and Regulation S-X. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), have been condensed or omitted from these statements pursuant to such rules and regulations and, accordingly, they do not include all the information and notes necessary for comprehensive financial statements and should be read in conjunction with our audited financial statements for the year ended December 31, 2020 included with our Form 10-12G filed with the SEC on April 13, 2021.

In the opinion of management, all adjustments, which are of a normal recurring nature, considered necessary for the fair presentation of financial statements for the interim period, have been included.

Basis of Consolidation – The consolidated financial statements include 100% of the assets, liabilities, revenues, expenses, and cash flows of the Imperialis Holding Corp. (“IMHC”), CannaCure Sciences Inc., The Crypto Currency Mining Company and Dollar Shots Club, Inc. The operations of The Crypto Currency Mining Company and Dollar Shots Club, Inc. are currently dormant. All intercompany accounts and transactions have been eliminated in consolidation. The results of subsidiaries acquired during the respective periods are included in the consolidated statements of operations from the effective date of the acquisition.

Use of Estimates – The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results could differ from those estimates. Significant estimates inherent in the preparation of the accompanying consolidated financial statements include accounting for depreciation and amortization, and other intangibles, business combinations, equity transactions, and contingencies.

Cash - The Company considers all highly liquid accounts with an original maturity date of three months or less to be cash equivalents. The Company maintains bank accounts in US banks which, at times, may exceed federally insured limits. The Company has not experienced any losses on such accounts and believes it is not exposed to any significant risk on bank deposit accounts.

IMPERALIS HOLDING CORP.
Notes to Unaudited Condensed Consolidated Financial Statements
March 31, 2021

Net Income (Loss) per Share - In accordance with ASC 260, Earnings Per Share, the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential common stock had been issued and if the additional shares of common stock were dilutive. The Company has 17,767,200 and 16,750,000 of potential common stock equivalents outstanding as of March 31, 2021 and 2020 related to convertible notes payable and accrued interest, respectively.

Income Taxes - The Company has adopted ASC 740, Income Taxes, which requires the use of the asset and liability method of accounting for income taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Property and Equipment - Property and equipment are stated at cost. Depreciation is computed on the straight-line method. The depreciation and amortization methods are designed to amortize the cost of the assets over their estimated useful lives, in years, of the respective assets as follows:

Equipment	5-7 years
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Maintenance and repairs are charged to expense as incurred. Improvements of a major nature are capitalized. At the time of retirement or other disposition of property and equipment, the cost and accumulated depreciation are removed from the accounts and any gains or losses are reflected in income.

Revenue Recognition - The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers*. Under ASC 606, the Company recognizes revenue from the sale of its Retail products by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

The Company receives orders for its Retail products directly from its customers. The retail products are all-natural skin care, hair care and wellness products. We have multiple body butters including body butters for eczema. Hair regrowth oils for men and women. Multiple body scrubs with various salts, sugars, oils and butters. Also, there are two different types of CBD Oils. Revenues are recognized based on the agreed upon sales or transaction price with the customer when control of the promised goods are transferred to the customer. The transfer of goods to the customer and satisfaction of the Company's performance obligation will occur either at the time when products are shipped or when the products arrive and are received by the customer. No discounts were offered by the Company. The Company does not provide an estimate for returns as there is no anticipation for any returns in the normal course of business.

Impairment of Long-lived Assets - The Company analyzes its long-lived assets for potential impairment. Impairment losses are recorded on long-lived assets when indicators of impairment are present and undiscounted cash flows estimated to be held and used are adjusted to their estimated fair value, less estimated selling expenses. During the three months ended March 31, 2021 and 2020, the Company recognized a loss of \$0 and \$0, respectively, on impairment of fixed assets and intangibles.

New Accounting Pronouncements - Certain new accounting pronouncements that have been issued are not expected to have a material effect on the Company's financial statements.

Inventory - Inventory is valued at the lower of cost or net realizable value using the first-in, first-out (FIFO) method. Inventory on the balance sheet consists of various CBD oils, body scrubs and packaging.

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Reclassification - Certain account balances from prior periods have been reclassified in these financial statements to conform to current period classifications.

NOTE 2 – Equity

Preferred Stock - The Company has authorized the issuance of up to 20,000 shares of \$0.001 par value Series E Preferred Stock. The Series E Preferred Stock is preferred as to dividends and liquidation over common stock, has a liquidation value of \$1,000 per share, and has a dividend rate of 12% of liquidation value per year. As of March 31, 2021 and December 31, 2020, there are no Series E Preferred Stock outstanding.

Common Stock – On January 13, 2021 and February 22, 2021, the Company issued a total 9,284,445 shares of common stock upon conversion of an outstanding convertible note with a principal balance of \$40,000 and \$6,422 of accrued interest. The Company did not engage in any general solicitation or advertising in connection with the issuance of the note, and the noteholder was an accredited investor within the meaning of Rule 501. The issuance of these shares was exempt from registration pursuant to Rule 506 under Regulation D.

NOTE 3 – Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred recurring net losses, has negative working capital and operations have not provided cash flows. Additionally, the Company does not currently have sufficient revenue producing operations to cover its operating expenses and meet its current obligations. In view of these matters, there is substantial doubt about the Company's ability to continue as a going concern. The Company intends to finance its future development activities and its working capital needs largely through the sale of equity securities with some additional funding from other sources, including term notes until such time as funds provided by operations are sufficient to fund working capital requirements. The consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 – Related Party Transactions

As of March 31, 2021 and 2020, the balance due to the Company's officers was \$10,594 and \$14,785, respectively. During the 3 months ending March 31, 2021, \$4,191 was paid towards the shareholder's loan. These loans are unsecured, non-interest bearing and due on demand.

NOTE 5 – Notes Payable and Convertible Notes Payable

Convertible Notes Payable

On May 22, 2019, the Company received a \$20,000 loan from Intermarket Associates, LLC. The Loan had a one-year term and interest at a rate of 10% per annum. Principal and interest payments will accrue until conversion of Promissory Note. This note is convertible to common stock at a price of \$0.005 per share. The note matured on May 22, 2020 and is currently in default.

On July 5, 2019, the Company received a \$40,000 loan from GCEF Opportunity Fund, LLC. The Loan had a one-year term and interest at a rate of 10% per annum. Principal and interest payments will accrue until conversion of Promissory Note. On January 13, 2021 and February 22, 2021, this note and \$6,422 of accrued interest were converted into a total 9,284,445 shares of common stock (see Note 2).

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On October 18, 2019, the Company received an \$18,000 loan from Intermarket Associates, LLC. The Loan had a one- year term and interest at a rate of 10% per annum. Principal and interest payments will accrue until conversion of Promissory Note. This note is convertible to common stock at a price of \$0.005 per share. The note matured on October 18, 2020 and is currently in default.

During the three months ended March 31, 2021, the Company received \$45,000 of financing from an investor under a Convertible Promissory Note (the "Note"). The Note allows for advances up to maximum amount of \$75,000, bears interest at eight percent (8%) per annum, and is due one year from the date of issue. The Note is convertible at a conversion price of \$0.005 per share, with conversions limited such that no conversions will be allowed to the extent that, following such conversion, the noteholder would become the beneficial owner of more than 9.99% of the Company's common stock. The convertible note payable resulted in a beneficial conversion feature of \$45,000 which was recorded as a debt discount. The discount is being amortized through the maturity dates.

During the three months ended March 31, 2021 and 2020, amortization expense of \$9,375 and \$19,500 was amortized to interest expense, respectively. As of March 31, 2021 the total outstanding principal balance on the convertible notes payable was \$83,000 and the remaining unamortized debt discount was \$35,625. As of December 31, 2020, the total outstanding principal balance on the convertible notes payable was \$78,000 and the remaining unamortized debt discount was \$0. As of March 31, 2021 and December 31, 2020, the convertible notes payable had accrued interest of \$5,836 and \$9,078, respectively.

NOTE 6 – Subsequent Events

In accordance with ASC 855, "Subsequent Events," the Company has analyzed its operations subsequent to March 31, 2021 through the date when financial statements were issued, and has determined that the following material subsequent events require disclosure:

On April 1, 2021, the Company issued a total 50,000 shares of common stock to a consultant for services provided. The issuance of these was exempt from registration pursuant to Rule 506 under Regulation D.