

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Spotlight Capital Holdings, Inc

A Colorado Corporation

5904 Rainbow Boulevard

Las Vegas, NV 89118

Info@spotlightcapitalholdings.com

Sic code: 7812

Report for the quarter Ended:

June 30, 2023

(The "Reporting Period")

As of June 30, 2023 the number of shares outstanding of our Common Stock was: 15,501,243.

As of June 30, 2023 the number of shares outstanding of our Common Stock was: 15,501,243.

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: x

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

Yes: No: x

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

Yes: ☐ No: x

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.

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

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

Spotlight Capital Holdings, Inc. since November 2014
5904 Rainbow Boulevard, Las Vegas, NV 89118

Avstar Aviation Group, Inc. until November 2014
Pangea Petroleum, Corp. until September 2009
Zip Top, Inc. until December 1998
Peak Vista Capital, Inc. until August 1997

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

Original Incorporation Name: Peak Vista Capital, Inc
Incorporation Date: March 11, 1997
Incorporation state: Colorado
Current Standing: active

On December 16th, 1998 the Board of Directors authorized a forward 3 to 1 split of company stock
On June 5th, 2000 the Board of Directors authorized a merger with Segway II Corp
into Pangea Petroleum Corp.
On February 5th, 2001 the CEO of Pangea amended the Articles of Association reducing authorized capital shares
On October 3rd, 2003 the Board of Directors of Pangea Petroleum Corp amended authorized capital stock
On July 21st, 2005 the Board changed the authorized number of capital stock to 510,000,000 shares.
On December 31st, 2008 the Board of Directors of Pangea Petroleum Corp authorized an amendment.
On or about October 2021 this Board of Directors of the Corporation hereby decreed to merge its
operations with Chevine Transport LLC, owned and operated by Lesline Johnson and Deshoun King.
After completing its diligence, SPOTLIGHT CAPITAL HOLDINGS, INC has decided that merging
with Chevine Transport LLC would not be in the best interests of this Company and its shareholders.

The address of the issuer's principal executive office:

5904 Rainbow Boulevard, Las Vegas, NV 89118

The address of the issuer's principal place of business:

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

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

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: SLCH

Exact title and class of securities outstanding: COMMON STOCK

CUSIP: 849205109

Par or stated value: \$0.001

Total shares authorized: 500,000,000 as of date: 6/30/2023

Total shares outstanding: 15,501,243 as of date: 6/30/2023

Trading symbol: SLCH

All additional classes of publicly traded securities (if any):

Trading symbol: n/a

Exact title and class of securities outstanding: PREFERRED STOCK

CUSIP: n/a

Par or stated value: \$ 0.001

Total shares authorized: 10,000,000 as of date: 6/30/2023

Total shares outstanding: 4,900,000 as of date: 6/30/2023

Transfer Agent

Name: Olde Monmouth Stock Transfer

200 Memorial Parkway, Atlantic Highlands, NJ 07716

Phone: 732-872-2727

Email: transferagent@oldemonmouth.com

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

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

NONE

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

NONE

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of Shares outstanding as of <u>January 1, 2018</u>	<u>Opening Balance:</u> Common: <u>15,501,243</u> Preferred: <u>4,900,000</u>		*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities common	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (no)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>5/8/18</u>	<u>New</u>	<u>100,000,000</u>	<u>Common</u>	<u>.002</u>	<u>No</u>	<u>Andre’ L. Ligon</u>	<u>Salaries Owed</u>	<u>Restricted</u>	<u>504</u>
<u>5/8/18</u>	<u>New</u>	<u>100,000,000</u>	<u>Common</u>	<u>.002</u>	<u>No</u>	<u>Aaron C Johnson</u>	<u>Salary</u>	<u>Restricted</u>	<u>504</u>
<u>8/2/18</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Fabian Alvarado</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>8/2/18</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>-.04</u>	<u>No</u>	<u>Surf Financial</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>8/2/18</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>-.04</u>	<u>No</u>	<u>Kristina Nava</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>5/18/18</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>-.01</u>	<u>No</u>	<u>Miguel Alvarado</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>

<u>12/31/18</u>	<u>cancel</u>	<u>(265,000,000)</u>	<u>Comm</u> <u>on</u>	<u>.01</u>	<u>n/a</u>	<u>All of</u> <u>above</u>	<u>Salaries</u> <u>and</u> <u>services</u>	<u>restricted</u>
Shares Outstanding on June 30, 2023	<u>Ending Balance:</u> Common: <u>15,501,243</u> Preferred: 4,900,000							

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 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: ☐

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

As of the date that these disclosures were filed, all stock issuances listed above, have been c

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: x ☐

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.)

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)³:

Name: Aaron Johnson
Title: Chairman President
Relationship to Issuer: Officer Issuer

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.

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements
For the Period Ended June 30, 2023

SPOTLIGHT CAPITAL HOLDINGS, INC.

BALANCE SHEETS

(unaudited)

	December 31, 2022	June 30 2023
ASSETS		
OTHER ASSETS		
Cash and cash equivalents	\$ (27)	\$ (27)
Advances receivable	<u>25,641</u>	<u>25,641</u>
Total other assets	<u>25,486</u>	<u>25,486</u>
Total assets	<u>\$ 25,486</u>	<u>\$ 25,486</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Related party loan	\$ 92,995	\$ 92,995
Unsecured advance	55,000	\$ 55,000
Accrued interest	273,276	273,276
Settlement agreement	<u>230,000</u>	<u>230,000</u>
Total current liabilities	<u>648,370</u>	<u>648,370</u>
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; 4,900,000 issued and outstanding at June 30, 2022 and . December 31, 2021	4,900	4,900
Common stock, \$0.001 par value; 500,000,000 shares authorized; 15,501,243 issued and outstanding at June 30, 2022 and December 31, 2021	15,501	15,501
Additional paid-in capital	23,158,339	23,158,339
Accumulated deficit	<u>(23,775,296)</u>	<u>(23,775,296)</u>
Total stockholders' deficit	<u>(601,132)</u>	<u>(601,132)</u>
	<u>\$ 25,486</u>	<u>\$ 25,486</u>

(the accompanying notes are an integral part of these unaudited financial statements)

SPOTLIGHT CAPITAL HOLDINGS, INC.
Notes to Financial Statements
For the Period Ended June 30, 2023

SPOTLIGHT CAPITAL HOLDINGS, INC.
STATEMENTS OF OPERATIONS
(unaudited)

	For the Year Ended December 31 2022	For the quarter Ended June 30 2023
GENERAL AND ADMINISTRATIVE		
General and administrative	\$ 5,985	\$ -
Total overhead	<u>-</u>	<u>-</u>
OTHER EXPENSES		
Interest	<u>-</u>	<u>-</u>
Total other expense	<u>-</u>	<u>-</u>
LOSS FOR THE YEARS	<u><u>\$ (5,985)</u></u>	<u><u>\$ -</u></u>
NET LOSS PER COMMON SHARE BASIC AND DILUTED	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	<u><u>15,501,243</u></u>	<u><u>15,501,243</u></u>

(the accompanying notes are an integral part of these unaudited financial statements)

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements
For the Period Ended June 30, 2023

SPOTLIGHT CAPITAL HOLDINGS, INC
STATEMENTS OF STOCKHOLDERS' EQUITY
Year Ended December 31 2022

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated		Total
	Shares	Amount	Shares	Amount		Deficit		
Balances, December 31, 2020	4,900,000	\$ 4,900	15,501,243	\$15,501	\$ 23,158,339	\$(23,724,310)	\$	(545,570)
Loss for the nine months	-	-	-	-	-	(53,125)		(53,125)
Balances, September 30, 2021	<u>4,900,000</u>	<u>\$ 4,900</u>	<u>15,501,243</u>	<u>\$15,501</u>	<u>\$ 23,158,339</u>	<u>\$(23,777,435)</u>	<u>\$</u>	<u>(598,695)</u>
Balances, December 31, 2019	4,900,000	\$ 4,900	15,501,243	\$15,501	\$ 23,158,339	\$(23,675,003)	\$	(496,263)
Loss for the nine months	-	-	-	-	-	(37,807)		(37,807)
Balances, September 30, 2020	<u>4,900,000</u>	<u>\$ 4,900</u>	<u>15,501,243</u>	<u>\$15,501</u>	<u>\$ 23,158,339</u>	<u>\$(23,712,810)</u>	<u>\$</u>	<u>(534,070)</u>
Balances, June 30, 2021	4,900,000	\$ 4,900	15,501,243	\$15,501	\$ 23,158,339	\$(23,749,974)	\$	(571,234)
Loss for the three months	-	-	-	-	-	(27,461)		(27,461)
Balances, September 30, 2021	<u>4,900,000</u>	<u>\$ 4,900</u>	<u>15,501,243</u>	<u>\$15,501</u>	<u>\$ 23,158,339</u>	<u>\$(23,777,435)</u>	<u>\$</u>	<u>(598,695)</u>
Balances, June 30, 2020	4,900,000	\$ 4,900	15,501,243	\$15,501	\$ 23,158,339	\$(23,698,592)	\$	(519,852)
Loss for the three months	-	-	-	-	-	(14,218)		(14,218)
Balances, December 31, 2021	<u>4,900,000</u>	<u>\$ 4,900</u>	<u>15,501,243</u>	<u>\$15,501</u>	<u>\$ 23,158,339</u>	<u>\$(23,712,810)</u>	<u>\$</u>	<u>(534,070)</u>
Loss for the nine months						(11,551)		(11,551)
Balances, December 31, 2022	4,900,000	\$ 4,900	15,501,243	\$15,501	\$23,15839	\$(23,775,181)	\$	(540,283)
Loss for the six Months	-	-	-	-	-	-		-
Balances, June 30, 2023	4,900,000	\$ 4,900	15,501,243	\$15,501	\$23,15839	\$(23,775,181)	\$	(540,283)

(the accompanying notes are an integral part of these unaudited financial statements)

SPOTLIGHT CAPITAL HOLDINGS, INC.
Notes to Financial Statements
For the quarter Ended June 30, 2023

SPOTLIGHT CAPITAL HOLDINGS, INC.
STATEMENTS OF CASH FLOW
(unaudited)

	For the Year Ended December 31, 2022 <u>2022</u>	<u>June 30,</u> <u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$ (12,198)	\$ -
Adjustments to reconcile net loss to net cash used in operating activities:		
Advances receivable		-
Accrued interest		-
NET CASH FLOWS USED IN OPERATING ACTIVITIES	<u>(12,198)</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
NET CASH FLOWS USED IN INVESTING ACTIVITIES	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Funds derived from the sale of notes payable	-	-
Loan from related party	<u>11,952</u>	<u>-</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>11,952</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	279	-
CASH AND CASH EQUIVALENTS - beginning of period	(306)	-
CASH AND CASH EQUIVALENTS - end of period	<u>\$ (27)</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>

(the accompanying notes are an integral part of these unaudited financial statements)

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements For the quarter Ended June 30, 2023

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The Company was incorporated, in the State of Colorado, on March 11, 1997, as Peak Vista Capital, Inc. On October 25, 2021 new management. Expanded the business plan, which had consisted of three operating divisions; production of films, production of music and concert promotion, to include the operations of a long haul trucking division.

Basis of Presentation

The accompanying unaudited financial statements and related footnotes have been presented on a comparative basis in accordance with accounting principles generally accepted in the United States of America (or U.S. GAAP).

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. The Company had an accumulated deficit of \$23,774,534 as of June 30, 2023. The losses are the result of interest accrued on the settlement agreement. If the Company is unable to obtain additional financing through the issuance of debt or equity, the Company may be unable to continue as a going concern. While the Company believes in the viability of its strategy to generate additional revenues and in its ability to raise additional funds, there can be no assurances to that effect. The financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist the reader in understanding and evaluating the Company's financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates. The more significant estimates and assumptions made by management include allowance for doubtful accounts, inventory valuation, and provision for excess or expired inventory, depreciation of property and equipment, realization of long-lived assets and fair market value of equity instruments issued for goods or services.

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements
For the quarter Ended June 30, 2023

Cash and Cash Equivalents

As of December 31, 2022 and June 30, 2023 the Company had \$(27) and \$(27) cash on hand.

Accounts Receivable and Allowance for Doubtful Accounts

As of December 31, 2022 and June 30, 2023 the Company had no accounts receivable and therefore no need to record an allowance for doubtful accounts.

Fair Value of Financial Instruments

The Company's financial instruments consist of accounts payable, accrued expenses and shareholder loans. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Accounting for Derivative Liabilities

The Company evaluates stock options, stock warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of ASC Topic 815-40, *Derivative Instruments and Hedging: Contracts in Entity's Own Equity*. The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date. The Company determined that it has no financial instruments that meet the criteria for derivative accounting as of June 30, 2023 and December 31, 2022.

Beneficial Conversion Features

The Company, may, from time to time issue convertible notes that may have conversion prices that create an embedded liability pursuant to accounting guidance. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of any attached equity instruments, if any related equity instruments were granted with the debt. In accordance with this guidance, the intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method. The Company determined that it has no financial instruments that meet the criteria for beneficial conversion as of December 31, 2022 and June 30, 2023.

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements For the quarter Ended June 30, 2023

Share-Based Compensation

The Company accounts for stock-based compensation to employees in accordance with FASB ASC 718 Compensation—Stock Compensation. Stock-based compensation to employees is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite employee service period. The Company accounts for stock-based compensation to other than employees in accordance with FASB ASC 505-50. Equity instruments issued to other than employees are valued at the earlier of a commitment date or upon completion of the services, based on the fair value of the equity instruments and is recognized as expense over the service period. The Company estimates the fair value of stock-based payments using the Black-Scholes option-pricing model for common stock options and warrants and the latest fair market price of the Company's common stock for common share issuances.

Property and Equipment

The Company owned one long term asset which was utilized by previous management to produce revenue. That asset was appraised by current management and deemed to not be suitable for their business model and was therefore fully impaired after December 31, 2017.

Long-lived Assets

The Company does not possess any long-lived assets.

Revenue Recognition

The Company, although not yet generating revenue, adopted Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers*, effective March 1, 2018 using the cumulative effect transition method. Two core principles of this new guidance, which was codified into Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers*, are that an entity should (a) measure revenue in connection with its sale of goods and services to a customer based on the consideration to which the entity expects to be entitled in exchange for each of those goods and services and (b) recognize revenue upon satisfaction of its performance obligations under the contract. An entity’s performance obligation is considered satisfied when (or as) control of the promised goods and services are transferred to the customer.

Income Taxes

The Company uses the liability method of accounting for income taxes under the asset and liability method prescribed under ASC 740, *Income Taxes*. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities have been adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company expects to recognize the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount to be recognized in the financial statements will be the benefit expected to be realized upon settlement with the tax authority. For tax

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements For the quarter Ended June 30, 2023

positions not meeting the threshold, no financial statement benefit is recognized. As of June 30, 2023 and December 31, 2021, the Company had no uncertain tax positions. The Company recognizes interest and penalties, if any, related to uncertain tax positions as general and administrative expenses. The Company currently has no federal tax examinations nor has it had any federal income tax penalties since its inception.

Net Income (Loss) Per Share

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted-average common shares outstanding. Diluted net income per share is calculated by dividing net income by the weighted-average common shares outstanding during the period using the treasury stock method. No potentially dilutive securities were included in the calculation of diluted earnings per share as the impact would have been anti-dilutive. Therefore, basic and dilutive net income (loss) per share were the same.

New Accounting Pronouncements

The Financial Accounting Standards Board, or FASB, has issued Accounting Standards Update No. 2014-09, *Revenue from contracts with Customers (Topic 606)*, or ASU 606. ASU 606 provides guidance outlining a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers in an amount that supersedes most current revenue recognition guidance. This guidance requires us to recognize revenue when we transfer promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. We are required to adopt ASU 606 at the beginning of our first quarter of fiscal 2019. The new guidance requires enhanced disclosures, including revenue recognition policies to identify performance obligations to customers and significant judgments in measurement and recognition. The new guidance may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of the adoption. We will apply the guidance when adopted, and provide the relevant disclosures in the first interim and annual periods in which we adopt the guidance. We do not expect the adoption of this guidance to have a material impact on our financial statements within any accounting period presented. Starting in the second quarter of 2014, the FASB issued guidance applicable to revenue recognition that will be effective for the Company for the year ending December 31, 2020. The new guidance must be adopted using either a full retrospective approach for all periods presented or a modified retrospective approach. The Company believes that there will not be a material impact on its financial statements.

The FASB issued ASU No. 2014-15, *Presentation of Financial Statements—Going Concern, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. The core principle of the new guidance is that management of public and private companies is required to evaluate whether there are conditions and events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the financial statements are issued (or available to be issued when applicable) and, if so, disclose that fact. Management will be required to make this evaluation.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation- Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The new standard requires recognition of the income tax effects of vested or settled awards in the income statement and involves several other aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. This new standard was effective for the Company on January 31, 2017. The adoption of this standard is

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements
For the quarter Ended June 30, 2023

not expected to have a material impact on its financial position, results of operations or statements of cash flows upon adoption.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, *Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)* (“ASU 2016-15”). The amendments in ASU 2016-15 address eight specific cash flow issues and apply to all entities that are required to present a statement of cash flows under ASC Topic 230, *Statement of Cash Flows*. The amendments in ASU 2016-15 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption during an interim period. The Company has not yet completed the analysis of how adopting this guidance will affect its consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfer of Assets Other Than Inventory*. This new standard eliminates the exception for an intra-entity transfer of an asset other than inventory. Under the new standard, entities should recognize the income tax consequences on an intra-entity transfer of an asset other than inventory when the transfer occurs. This new standard will be effective for the Company on February 1, 2018 and will be applied on a modified retrospective basis through a cumulative effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company is currently evaluating the potential impact this standard may have on its financial position and results of operations.

In November 2016, the FASB issued Accounting Standards Update No. 2016-18, *Restricted Cash (a consensus of the FASB Emerging Issue Task Force)* (“ASU 2016-18”). This new standard addresses the diversity that exists in the classification and presentation of changes in restricted cash on the statement of cash flows. The amendments in ASU 2016-18 require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within the year of adoption, with early adoption permitted. The Company does not expect that the adoption of ASU 2016-18 will have a material impact on its financial statements.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*. This new standard clarifies the definition of a business and provides a screen to determine when an integrated set of assets and activities is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This new standard will be effective for the Company on February 1, 2018; however, early adoption is permitted with prospective application to any business development transaction.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Simplifying the Test for Goodwill Impairment* (“ASU 2017-04”). ASU 2017-04 simplifies the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. ASU 2017-04 is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019 and should be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not anticipate the adoption of ASU 2017-04 will have a material impact on its financial statements for both annual and interim reporting periods, if applicable. Management also is

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements

For the quarter Ended June 30, 2023

required to evaluate and disclose whether its plans alleviate that doubt. The standard is effective for the Company on February 1, 2018 and will be implemented using the modified retrospective approach. The Company does not expect the adoption of this guidance to have a material effect on the Company's financial statements.

In November 2015, the FASB issued Accounting Standards Update No. 2015-17, *Balance Sheet Classification of Deferred Taxes* ("ASU 2015-17"). ASU 2015-17 requires companies to classify all deferred tax assets and liabilities as noncurrent on the balance sheet instead of separating deferred taxes into current and noncurrent amounts. The guidance is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted. The guidance may be adopted on either a prospective or retrospective basis. The Company does not expect the adoption of this guidance to have a material effect on the Company's financial statements

NOTE 3 – INVENTORY

The Company had no inventory on hand on December 31, 2022 nor June 30, 2023.

NOTE 4 – NOTES PAYABLE

On September 5, 2013 the Company entered into a Confidential Settlement Agreement to settle a litigation issue. The amount of settlement was \$230,000 with annual interest of 10%, a nine month maturity date and secured by a number of preferred shares with a value of \$230,000. No demand for payment has been made.

The Company has borrowed a net of \$83,911 from our President. The note is non-interest bearing, unsecured and repayable, on demand. To date, no demand has been made.

NOTE 5 – RELATED PARTY DEBT AND TRANSACTIONS

During the year ended December 31, 2022, the Company borrowed \$5,690, from a related party. The note is unsecured, bears no interest and is repayable on demand.

NOTE 6 – STOCKHOLDER'S EQUITY

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock, par value of \$0.001. There are 4,900,000 issued and outstanding at December 31, 2022 and June 30, 2023.

Common Stock

The Company is authorized to issue 10,000,000 shares of common stock, \$0.001 par value. There are 15,501,243 common shares outstanding on December 31, 2022 and on June 30, 2023.

SPOTLIGHT CAPITAL HOLDINGS, INC.

Notes to Financial Statements
For the quarter Ended June 30, 2023

NOTE 7– INCOME TAXES

The Company has not been able to determine its net operating loss carryover. Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forward for Federal income tax reporting purposes are subject to annual limitations. If a change in ownership occurs, net operating loss carry forward may be limited as to its use in future years. The Company is presently attempting to determine when its last tax returns were filed.

On December 22, 2017, the Tax Act was signed into law making significant changes to the Internal Revenue Code. Changes include, but are not limited to, a corporate tax rate decrease from 35% to 21%, effective for tax years beginning after December 31, 2017. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. 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 reverse. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Act, we revalued our ending net deferred tax assets at March 31, 2022 and December 31, 2020, which were fully offset by a valuation allowance.

Future tax benefits for these net operating loss carry-forwards are recognized to the extent that realization of these benefits is considered more likely than not. To the extent that we will not realize a future tax benefit, a valuation allowance is established. The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

The Company is not able to calculate the cumulative tax effect at the expected rate of 21%.

NOTE 8 – SUBSEQUENT EVENTS

None as of August 31, 2023.

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")
The issuer is in the business of producing low cost high quality movies, sound tracks and content for streaming internet media.
- B Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

Currently, there are no subsidiaries, parents, or affiliated companies.

C. Describe the issuers' principal products or services, and their markets

The principal products and services are music that can be traded or swapped, concerts and music video production, movies, short films, and documentaries. Though the use of internet mediums and distribution models, the issuers market will be the continental U.S

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:

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.

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 issuer operates at the following location:

Spotlight Capital Holdings, Inc.
3723 San Gabriel Parkway suite A
Pico Rivera, ca 90660

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Aaron Johnson*</u>	<u>President</u>	<u>Los Angeles, California</u>	<u>4,900,000</u>	<u>Preferred</u>	<u>100%</u>	

* Board of Directors of the Company removed Deshorn King, as President of Spotlight Capital Holdings. Mr. King will have no authority to act as an agent of SPOTLIGHT CAPITAL HOLDINGS, INC. Aaron C. Johnson is appointed to the position of President, for a term of two years from the date of this resolution or until a Successor has been elected and qualified, or until his earlier resignation, removal of death.

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

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; or

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.

none

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.

none

9) Third Party Providers

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

Securities Counsel

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

Accountant or Auditor

Name:
Firm:
Address 1:
Address 2:
Phone:
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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

10) Issuer Certification

Principal Executive Officer/ Principal Financial 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).

The certifications shall follow the format below:

I, I Aaron Johnson certify that:

1. I have reviewed this quarterly Disclosure Statement of Spotlight Capital 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;
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.

8/31/2023

/s/ Aaron C. Johnson
Chief Executive Officer
Chief Financial Officer