

PRIMIOR HOLDINGS INC.

17805 Sky Park Circle, Ste F, Irvine, CA 92614

800-735-9973

www.primior.com

grillit@primior.com

Annual Report

For the period ending December 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,853,836,751 as of December 31, 2024 *(Current Reporting Period Date or More Recent Date)*

3,853,836,751 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☒ No: ☐

⁴ “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 address(es) of the issuer and its predecessors (if any)

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

Primior Holdings Inc.
GRILLiT INC. Until October 3, 2024
Holdings Energy, Inc. until April 2013
Green Equity Holdings, Inc. until April 2012CX2
Technologies, Inc. until August 2010

Current State and Date of Incorporation or Registration: Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
GRILLiT INC. Until October 3, 2024

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

None

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

As of September 30, 2024, Grillit has completed its merger with Primior Inc., a real estate development management company that specializes in luxury properties including custom homes, apartments and hotels, and changed its name to Primior Holdings Inc.

On March 31, 2024, Grillit announced the termination of the Global A Brands Stock Purchase Agreement.

Address of the issuer's principal executive office:

17805 Sky Park Circle, Ste F, Irvine, CA 92614

Address of the issuer's principal place of business:

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
 Phone: 1.800.785.7782
 Email: info@pacificstocktransfer.com
 Address: 6725 Via Austi Parkway #300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>GRLT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>39850R109</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>5,000,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>3,853,836,751</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>773</u>	<u>as of date: December 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>300,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>225,000</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>2,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u> </u>	<u>as of date:</u>

Exact title and class of the security:	<u>Series C Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>21,720</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>3</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series D Preferred Stock</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>268,829</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>31</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series E Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>200,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>100,000</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: December 31, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

One vote per share.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred Stock shall not be convertible into Common Stock. The holders of the Series A Preferred Stock vote 25,000 votes for every share held. Series A Preferred Stock has a \$0.001 par value per share (the "SeriesA Preferred Stock").

Series B Preferred Stock, \$0.001 par value per shares, is convertible to common stock or redeemable in cash at the option of the Company one year after issuance. If converted, the series B preferred stock is converted at a conversion price of 80% of the market price of the Company's common stock at the time of conversion, with a floor of \$0.50 and ceiling of \$1,000. If redeemed, the Company pays 1.15 times the face value of the series B preferred stock (\$1.00/share).

Series C Preferred Stock is convertible to common stock or redeemable in cash at the option of the Company eighteen months after issuance. If converted, the Series C Preferred Stock is converted at a conversion price of 75% of the market price of the Company's common stock at the time of conversion, multiplied by 1.12 (12% coupon). If redeemed, the Company pays 1.12 times the face value of the Series C Preferred Stock (\$5.00/share).

Series D Preferred Stock, \$0.001 par value per share is convertible to common stock such that one half of the holder's shares are convertible to common stock one year after issuance, and the remaining half are convertible 15 months after issuance. If Series D Preferred Stock is converted; it uses a conversion price of 75% of the market price of the Company's common stock at the time of conversion. The face value is \$5.00 per share.

Series E Preferred Stock, \$0.0001 par value with the face value of \$3.00 per share. Each share of Series E Preferred Stock may be converted into such number of shares of the Corporation's authorized but unissued Common Stock calculated by taking the face value of the shares; divided by the average of the volume weighted average price for the Common Stock for the five business days immediately prior to the date of conversion.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>December 31, 2022</u> Common: <u>3,853,836,751</u> Preferred Stock: Class A: 225,000 Class B: 0 Class C: 21,720 Class D: 268,829 Class E: 100,000			*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	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>December 31, 2024</u> Common: <u>3,853,836,751</u> Preferred Stock:									

Class A: 225,000
Class B: 0
Class C: 21,720
Class D: 268,829
Class E: 100,000

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
6/30/2014	\$17,361	\$17,361	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	25,720,000	Lou Frangos	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Rebecca C. Tyree	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Laura M. Evans	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	John H. Ruld, Jr.	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Allan Corn	Working Capital
6/30/2014	\$6,000	\$6,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	8,888,889	Vidal C. Rivera	Working Capital
6/30/2014	\$7,000	\$7,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	10,370,370	Diana M. Nagy	Working Capital

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Bobbie C. St John	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	James H. & Dolores E. Almond	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Willis Honea	Working Capital
6/30/2014	\$18,000	\$18,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	26,666,667	George Nicholas	Working Capital
6/30/2014	\$118,250	\$118,250	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	175,185,185	Dynamic Spirit, LLC (Paul Aoun)	Working Capital
6/30/2014	\$12,000	\$12,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	17,777,778	Dynamic Spirit, LLC (Paul Aoun)	Working Capital
6/30/2014	\$20,000	\$20,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	29,629,630	Smart Equity Partners, LLC (Keith Gebert)	Working Capital
6/30/2014	\$18,000	\$18,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	26,666,667	Lauro Equipment - Mark Lauro	Debt Conv
6/30/2014	\$25,000	\$25,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	37,037,037	Michael Lacqua	Services
6/30/2014	\$7,500	\$7,500	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	11,111,111	Umiya Food Mart, Inc (NITABEN PATEL)	Loan
6/30/2014	\$5,000	\$5,000	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	7,407,407	KANB, LLC (KATHRYN E. HEID)	Working Capital
6/30/2014	\$7,500	\$7,500	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	0	11,111,111	Rajeshkumar Patel	Debt Conv
8/11/2015	\$3,900	\$3,900	8/10/2016	Converts at 75% of closing MarketPrice on day of conversion	0	5,777,778	Kocian & Company Rachell Kawiecki	Debt Conv
8/11/2015	\$5,000	\$5,000	8/10/2016	Converts at 75% of closing MarketPrice on day of conversion	0	7,407,407	C&C Franchise Sales (Eric S Crider)	Debt Conv
6/15/2016	\$700,000	\$700,000	8/30/2016	NONE	0		TCA Global Fund (Robert Press)	Debt Repayment
6/3/2021	\$50,000	\$50,000	6/2/2023	Conversion only upon default notice of monthly payment.	0		Mammoth Corporation Brad Hare	Working Capital
1/19/2022	\$18,130	\$18,130	12/31/2026	No Conversion Terms, 60-month fixed rate debt offering	0		Honeycomb Credit Christian Bilger	Working Capital

2/3/2022	\$140,000	\$140,000	01/31/2027	No Conversion Terms, 60-month fixed rate debt offering up to \$140,000.	0		BHG Albert Crawford	Working Capital
11/15/2022	\$44,000	\$44,000	8/15/2023	Converts at 50% of closing MarketPrice 30 days prior to conversion.	0	97,777,778	Mammoth Corporation Brad Hare	Working Capital
9/30/2024	\$27,000,000	\$27,405,000	9/30/2025	\$0.00035	0	78,300,000,000	Zhang Capital LLC - Johnney Zhang	merger
Total Outstanding Balance: \$28,694,975			Total Shares: 0			78,922,979,259		

Any additional material details, including footnotes to the table are below:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Primior Holdings Inc. (formerly known as Grillit, Inc.) is a leading real estate development, investment, and advisory firm known for its innovative approach and focus on value creation. With a forward-thinking strategy, Primior integrates technology into its investment and development practices, positioning itself at the forefront of real estate and financial innovation.

B. List any subsidiaries, parent company, or affiliated companies.

Primior Inc.

C. Describe the issuers' principal products or services.

Primior Holdings Inc. (formerly known as Grillit, Inc.) is an innovative luxury real estate development firm specializing in the creation of custom homes, upscale apartment complexes, and hospitality properties. Our primary focus is to maximize investor returns through innovative development practices and strategic value-add initiatives. In addition to our development services, we offer comprehensive development management solutions designed to support investors throughout the project lifecycle. Our expertise ensures that each project is executed efficiently, with an emphasis on quality and sustainability, ultimately delivering superior value to our stakeholders.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Primior Holdings Inc.(formerly known as Grillit, Inc.) owns and manages high-quality properties across the United States, with a primary focus on Southern California. Our strategic approach is straightforward yet effective: We identify and acquire premier properties at favorable prices, enhance their value through strategic improvements, and maintain them for long-term cash flow. Subsequently, we leverage these assets to achieve superior returns for our stakeholders.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Johnney Zhang	Chairman, CEO	Irvine, CA	225,000	Preferred A	100%
Gregory Mitchell	Chairman	Waltham, MA	46,329,266	Common	1.20%
Elias Khouri	>5% Class D Shares	Fort Lauderdale, FL	13,889	Preferred D	5.2%
Walter Frauenberger	>5% Class D Shares	Troy, OH	20,000	Preferred D	7.4%
Marlene Merchan	>5% Class D Shares	Wellington, FL	15,000	Preferred D	5.6%
Charles Moskewitz	>5% Class D Shares	Boston, MA	16,000	Preferred D	5.9%
David Feldbaum	>5% Class D Shares	Pembroke Pines, FL	29,200	Preferred D	10.9%
TCA Global Fund - Jonathan Perlman	>5% Class E Shares	Miami, FL	100,000	Preferred E	100%

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Barnett & Linn Attorneys At Law
Address 1: 60 Kavenish Drive
Address 2: Rancho Mirage, CA 92270
Phone: (442) 599-1299
Email: wbarnett@wbarnettlaw.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): <https://x.com/primior>
LinkedIn <https://www.linkedin.com/company/primior-inc.>
Facebook: <https://www.facebook.com/PrimiorGroup>

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Rachel Boulds
Title: Service provider
Relationship to Issuer: **Rachel Boulds**

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Rachel Boulds
Title: Outsourced CPA
Relationship to Issuer: Service Provider

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Licensed CPA in the State of Utah.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Johnney Zhang certify that:

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

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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.

March 13, 2025

/s/ Johnney Zhang

Principal Financial Officer:

I, Johnney Zhang certify that:

1. I have reviewed this Disclosure Statement for Primior Holdings Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 13, 2025

/s/ Johnney Zhang

PRIMIOR HOLDINGS INC.
(Formerly GRILLiT Inc.)
BALANCE SHEETS
(Unaudited)

	December 31, 2024	December 31, 2023
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 689,628	\$ 7,317
Accounts receivable	978,232	236,700
Prepays and other assets	56,695	23,268
Due from related parties	133,035	133,035
Total Current Assets	<u>1,857,590</u>	<u>400,320</u>
Property and equipment, net	20,185	11,847
Other assets	33,400	3,400
Goodwill	27,000,000	—
Investments	461,691	461,691
Total Other Assets	<u>27,515,276</u>	<u>476,938</u>
Total Assets	<u>\$ 29,372,866</u>	<u>\$ 877,258</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 970,294	\$ 312,681
Line of credit	151,462	151,462
Due to related parties	980,572	3,455
Development deposit	333,157	875,636
Loan payable	150,000	150,000
Note payable – related party	27,000,000	—
Other liabilities	—	21,607
Convertible notes payable (Note 5)	354,511	354,511
Revolving line of credit (Note 5)	721,429	721,429
Other liabilities (Note 5)	590,998	583,591
Total Current Liabilities	<u>31,252,423</u>	<u>3,174,372</u>
Total Liabilities	<u>31,252,423</u>	<u>3,174,372</u>
Stockholders' Deficit:		
Series A Preferred Stock	225	225
Series B Preferred Stock	—	—
Series C Preferred Stock	22	22
Series D Preferred Stock	269	269
Series E Preferred Stock	10	10
Common stock, par value \$0.0001, 5,000,000,000 shares authorized, 3,853,836,751 shares issued and outstanding	385,384	385,384
Additional paid in capital	3,300,419	3,300,419
Accumulated deficit	<u>(5,565,886)</u>	<u>(5,983,443)</u>
Total Stockholders' Deficit:	<u>(1,879,557)</u>	<u>(2,297,114)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 29,372,866</u>	<u>\$ 877,258</u>

The accompanying notes are an integral part of these unaudited financial statements.

PRIMIOR HOLDINGS INC.
(Formerly GRILLiT Inc.)
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31,	
	2024	2023
Income:		
Development income	\$ 1,463,627	\$ 1,424,526
Architecture income	834,342	679,121
Construction income	370,314	447,551
Total Income	2,668,283	2,551,198
Cost of Revenue:		
Architecture costs	88,706	575,216
Construction costs	257,361	307,270
Total Cost of Revenue	346,067	882,486
Gross Margin	\$ 2,322,216	\$ 1,668,712
Operating Expenses:		
Salaries and wages	183,746	355,589
Professional fees	152,136	11,373
Rent expense	135,657	70,392
Consulting expense	280,640	361,583
General and administrative	360,440	346,310
Bad debt expense	—	238,987
Total operating expenses	1,112,619	1,384,234
Income from operations	1,209,597	284,478
Other Income (Expense):		
Interest expense	(47,040)	(23,576)
Other expense	(750,000)	—
Other income	5,000	1,387
Total other expense	(792,040)	(22,189)
Net Income	\$ 417,557	\$ 262,289
Net income per share, basic and diluted	\$ 0.00	\$ 0.00
Weighted average shares outstanding, basic and diluted	3,853,836,751	3,853,836,751

The accompanying notes are an integral part of these unaudited financial statements.

PRIMIOR HOLDINGS INC.
(Formerly GRILLiT Inc.)
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance at December 31, 2022	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (6,245,732)	\$ (2,559,403)
Net income	—	—	—	—	—	262,289	262,289
Balance at December 31, 2023	615,549	526	3,853,836,751	385,384	3,300,419	(5,983,443)	(2,297,114)
Net income	—	—	—	—	—	417,557	417,557
Balance at December 31, 2024	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (5,565,886)	\$ (1,879,557)

The accompanying notes are an integral part of these unaudited financial statements.

PRIMIOR HOLDINGS INC.
(Formerly GRILLiT Inc.)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31,	
	2024	2023
Cash flows from operating activities:		
Net Income	\$ 417,557	\$ 262,289
Adjustments to reconcile net income to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts receivable	(741,532)	459,104
Prepays and other assets	(33,427)	31,412
Other assets	(30,000)	—
Due from related parties	—	167,352
Accounts payable and accruals	657,613	131,655
Other liabilities	(14,200)	92,234
Development deposit	(542,479)	(112,258)
Net cash (used) provided by operating activities	(286,468)	1,031,788
Cash flows from investing activities:		
Purchase of property and equipment	(8,338)	(1,898)
Paid in capital	—	(917,863)
Line of credit	—	151,462
Investment	—	54,083
Net cash used by investing activities	(8,338)	(714,216)
Cash flows from financing activities:		
Loans from related party – related party	1,576,327	—
Repayment of loans from related party – related party	(599,210)	(366,545)
Net cash provided by financing activities	977,117	(366,545)
Net change in cash	682,311	(48,973)
Cash, beginning of year	7,317	56,290
Cash, end of year	\$ 689,628	\$ 7,317

The accompanying notes are an integral part of these unaudited financial statements.

PRIMIOR HOLDINGS INC.
(Formerly GRILLiT Inc.)
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2024

NOTE 1 — ORGANIZATION AND OPERATIONS

Primior Holdings Inc (“Company”, “Primior”) (Formerly GRILLiT Inc.) was incorporated in the State of Nevada on May 21, 2002. Primior is a leading real estate development, investment, and advisory firm known for its innovative approach and focus on value creation. With a forward-thinking strategy, Primior integrates technology into its investment and development practices, positioning itself at the forefront of real estate and financial innovation.

As of September 30, 2024, the Company completed its merger with Primior Inc., and changed its name to Primior Holdings Inc. We accounted for the Merger transaction as a recapitalization resulting from the acquisition by a non-operating public company that is not a shell company (as defined in Rule 12b-2 under the Securities Exchange Act of 1934). This accounting treatment as a recapitalization is consistent with Commission guidance promulgated in staff speeches and the SEC Reporting Manual, Topic 12 on Reverse Acquisitions and Recapitalizations. As such, the transaction is outside the scope of FASB ASC 805. Specifically, the Merger transaction was treated as a reverse recapitalization in which the entity that issues securities (the legal acquirer) is determined to be the accounting acquiree, while the entity receiving securities (the legal acquiree) is the accounting acquirer.

Under reverse merger accounting (i.e., recapitalization), historical financial statements of Primior Inc (the legal acquiree, accounting acquirer), are presented with one adjustment, which is to retroactively adjust the accounting acquirer’s legal capital to reflect the legal capital of the accounting acquiree. That adjustment is required to reflect the capital of the legal parent (the accounting acquiree). Comparative information presented in the financial statements also is retroactively adjusted to reflect the legal capital of the legal parent (accounting acquiree).

Effective September 30, 2024, Greg Mitchell resigned his position as CEO. He will remain as a Director of the Company.

Effective September 30, 2024, Johnney Zhang was appointed as the Company’s CEO.

Effective October 3, 2024, the Company Amended its Articles of Incorporation, changing its name from GRILLiT Inc. to Primior Holdings Inc.

In December 2024, \$750,000 was invested in the development of Gaia, a cutting-edge tokenization investment platform that represents the future of real estate and asset investment. Gaia leverages blockchain technology to democratize access to high-value assets, enabling fractional ownership, enhancing liquidity, and ensuring transparent, secure transactions. This platform is designed to empower a new generation of investors by breaking down traditional barriers and making premium investment opportunities accessible to all.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with United States generally accepted accounting principles (“US GAAP”) and are reported in United States dollars.

Use of Estimates

The preparation of financial statements in conformity with 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 revenues and expenses during the reporting period. Actual results may differ from those estimates.

Concentration of credit risk

Financial instruments which potentially subject the Company to concentration of credit risk consist of cash deposits and customer receivables. The Company maintains cash with various major financial institutions. The Company performs periodic evaluations of the relative credit standing of these institutions. To reduce risk, the Company performs credit evaluations of its customers and maintains reserves when necessary for potential credit losses.

Cash and cash equivalents

We consider all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. There were no cash equivalents as of December 31, 2024 and 2023.

Stock-based Compensation

We account for equity-based transactions with employees and non-employees under the provisions of ASC 718, Compensation - Stock Compensation, which establishes that equity awards issued to employees and non-employees for services are valued at the grant date fair value of the equity award. An expense is recognized over the requisite service or vesting period. The fair value of stock options issued as compensation shall be estimated by using a valuation technique or model that complies with the measurement objective, as described in ASC 718.

Goodwill

The Company accounts for business combinations under the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) 805, *Business Combinations*, where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

In accordance with ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, the Company will test for indefinite-lived intangibles and goodwill impairment in the fourth quarter of each year and whenever events or circumstances indicate that the carrying amount of the asset exceeds its fair value and may not be recoverable.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accordance with US GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company’s financial assets and liabilities, such as cash and accrued expenses, approximate their fair value because of the short maturity of those instruments. The Company’s related party debt approximates the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2024 and 2023.

Revenue Recognition

The Company recognizes revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”). The Company determines revenue recognition through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Shipping and handling activities associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment activity and recognized as revenue at the point in time at which control of the goods transfers to the customer. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 2 — COMMON STOCK

Effective October 3, 2024, the Company Amended its Articles of Incorporation, increasing its authorized common stock to 5,000,000,000 (5 bil) shares.

NOTE 3 — PREFERRED STOCK

Effective October 3, 2024, the Company Amended its Articles of Incorporation. The total number of shares of preferred stock which the Corporation shall have authority to issue is: 225,000 Class A shares of Preferred Stock; 21,720 Class C shares of Preferred Stock; 268,829; Class D shares of Preferred Stock; and 100,000 Series E shares of Preferred Stock.

Series A Preferred Stock shall not be convertible into Common Stock. The holders of the Series A Preferred Stock vote 15,000 votes for every share held. Series A Preferred Stock has a \$0.001 par value per share (the “SeriesA Preferred Stock”).

Series B Preferred Stock, \$0.001 par value per share, is convertible to common stock or redeemable in cash at the option of the Company one year after issuance. If converted, the series B preferred stock is converted at a conversion price of 80% of the market price of the Company’s common stock at the time of conversion, with a floor of \$0.50 and a ceiling of \$1,000. If redeemed, the Company pays 1.15 times the face value of the series B preferred stock (\$1.00/share).

Series C Preferred Stock is convertible to common stock or redeemable in cash at the option of the Company eighteen months after issuance. If converted, the Series C Preferred Stock is converted at a conversion price of 75% of the market price of the Company’s common stock at the time of conversion, multiplied by 1.12 (12% coupon). If redeemed, the Company pays 1.12 times the face value of the Series C Preferred Stock (\$5.00/share).

Series D Preferred Stock, \$0.001 par value per share is convertible to common stock such that one half of the holder’s shares are convertible to common stock one year after issuance, and the remaining half are convertible 15 months after issuance. If Series D Preferred Stock is converted; it uses a conversion price of 75% of the market price of the Company’s common stock at the time of conversion. The face value is \$5.00 per share.

Series E Preferred Stock, \$0.0001 par value with the face value of \$3.00 per share. Each share of Series E Preferred Stock may be converted into such number of shares of the Corporation’s authorized but unissued Common Stock calculated by taking the face value of the shares; divided by the average of the volume weighted average price for the Common Stock for the five business days immediately prior to the date of conversion.

NOTE 4 — CONVERTIBLE NOTE PAYABLE – RELATED PARTY

On September 30, 2024, the Company issued a Convertible Promissory Note for \$27,000,000 to Zhang Capital LLC. The note was issued in conjunction with the merger agreement. The note matures in twelve months, is non interest bearing and is convertible into shares of common stock at \$0.000335.

NOTE 5 — LOANS AND CREDIT ADVANCES (of the former GRILLiT Inc.)

On February 3, 2022, the Company closed on a fixed rate note of \$140,000 with BHG. The majority of these proceeds were used to refinance and consolidate the debt accumulated during the construction and buildout of the Palm Harbor location and Carrollwood

locations that took place in Q3 & Q4 2021.

On January 19, 2022, the Company closed out the Crowd Funding campaign from Honeycomb Credit. The final note from Honeycomb was \$18,130 and interest only payments are being made from the operational account of The Pretzel Haus.

On June 8, 2021, the Company closed on a fixed rate \$500,000 note with Mammoth Corporation. The Company received the initial tranche of \$50,000 on June 3, 2021, and, upon consent of the lender, the Company will be able to access additional funds on the same terms up to \$500,000. This note is not convertible into common stock unless there is a default on the monthly installment payments. the Company also negotiated that with each tranche, the installment payments are deferred 90 days to allow for a buildout period of each future Pretzel Haus location.

The management of the Company has reviewed the \$700,000 loan with TCA Global Credit Fund. TCA Global Credit Fund was placed under the receivership of Jonathan E Perlman for the estates of the Receivership Entities and retained Genovese Joblove & Battista as counsel. The Company provide information to the SEC related to the distribution of the TCA funds. It is the opinion of the current management of the Company that TCA Management is responsible for not performing their due diligence and distributed funds to individuals and companies who did not contribute to future growth of the Company as the use of proceeds paid previous debts and would not create a viable pathway to build a business with the ability to repay the debt. It is the opinion of the current Management that the debt should be eliminated, and Genovese Joblove & Battista pursue legal action to recover the funds distributed from the TCA note from the entities identified in the disbursement letter dated June 14, 2016. The \$700,000 will remain as a debt until this is resolved with a formal elimination of the Debt by TCA Global Fund and their receivers per GAAP. It is estimated that of the \$700,000, \$54,458 of the proceeds were used to fund the ongoing and future operations of the Company and could be reasonably estimated to be a debt of the Company. As was communicated in previous press releases, the Company will continue to work with the SEC, State Attorney Generals, and any additional legal and official requests for information.