

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**Premier Biomedical, Inc, ( the publicly traded company now Premier Holding Corp )**

1150 S. 8<sup>th</sup> Street

El Centro, CA 92243

(442) 270-2302

Premiergrapheneinc.com

Info@premiergrapheneinc.com

SIC CODE: 3624

## **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,098,879,075 as of December 31, 2024

1,098,879,075 as of December 31, 2023

### **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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

<sup>1</sup> These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

<sup>2</sup> OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

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

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

Premier Biomedical Inc. Incorporated in the state of Nevada in on May 10, 2010 “inception”. Pursuant to a holding company re-organization of August 2020, the publicly traded company became Premier holding Corp. in Colorado.

Current State and Date of Incorporation or Registration: Colorado 8/14/20

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Premier Biomedical Inc. was incorporated in 2010. Premier holding Corp., the successor issuer was incorporated August 14, 2020 in Colorado. – Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Premier Biomedical Inc. Incorporated in the state of Nevada in on May 10, 2010 “inception”. Pursuant to a holding company re-organization of August 2020, the publicly traded company became Premier holding Corp. in Colorado.

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

None

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

1150 S. 8<sup>th</sup> Street El Centro, CA 92243

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

[X] *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: Issuer Direct

Phone (919) 481-4000

Email: info@issuereirect.com

Address: One Glenwood Ave Suite 1001, Raleigh NC 27603

**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: BIEI  
Exact title and class of securities outstanding: Common  
CUSIP: 74048K203  
Par or stated value: \$0.00001  
Total shares authorized: 1,100,000,000 as of 12/31/24  
Total shares outstanding: 1,098,879,075 as of 12/31/24  
Number of shares Public Float: 1,098,879,075 12/31/24  
Total number of shareholders of record: 123 as of 12/31/24

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.  
: None

**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). 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: Preferred Stock Series A  
CUSIP (if applicable): N/A  
Par or stated value: \$.001  
Total shares authorized: 10,000,000 as of date December 31, 2024  
Total shares outstanding (if applicable): 2,000,000 as of date: December 31, 2024  
Total number of shareholders of record (if applicable): 1 as of date: December 31, 2024

Exact title and class of the security: -  
CUSIP (if applicable): N/A  
Par or stated value: -  
Total shares authorized: - as of date: -  
Total shares outstanding (if applicable): - as of date: -  
Total number of shareholders of record (if applicable): - as of date: -

**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.**

Common shareholders have the right to vote on a one for one basis; are entitled to dividends as declared by the board of directors; have no pre-emptive rights .

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

Preferred A has super voting rights that calculates to 90% majority when all voting included.

Preferred A is not convertible.

No redemption or sinking fund rights..

**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)

|   |   |
|---|---|
| <p>Shares Outstanding as of Second Most Recent Fiscal Year End:</p> <p style="padding-left: 40px;"><u>Opening Balance</u></p> <p>Date <u>01/01/23</u> Common: <u>1,098,879,075</u><br/>Preferred A <u>2,000,000</u></p> | <p>*Right-click the rows below and select "Insert" to add rows as needed.</p> |
|---|---|

| 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.<br><br>*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: |                              |       |       |       |       |       |       |       |       |
| Ending Balance Ending                      |                              |       |       |       |       |       |       |       |       |
| Balance:                                   |                              |       |       |       |       |       |       |       |       |
| Date <u>12/31/24</u>                       | Common: <u>1,098,879,075</u> |       |       |       |       |       |       |       |       |
|  | Preferred A 2,000,000        |       |       |       |       |       |       |       |       |

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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.

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

| Date of Note Issuance | Outstanding Balance (\$)<br><br>Include accrued interest | Principal Amount at Issuance (\$) | 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 | Name of Noteholder.<br><br>*Entities must have individual with voting / investment control disclosed.) | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--|-----------------------------------|-----------------|--|----------------------------|--|--|---|
| <u>8/20/20</u>        | <u>\$ 0</u>  | <u>\$ 17,834</u>                  | <u>08/20/20</u> | <u>Convertible into common at 75% interest at 12% per annum.</u>                             | <u>98,898,117</u>          | <u>0</u>   | <u>Ronnie Godeaux</u>  | <u>Loan</u>                                     |
| <u>3/23/23</u>        | <u>207,204</u>   | <u>\$ 148,370</u>                 | <u>03/23/24</u> | <u>Convertible into common at 75% interest at 12% per annum.</u>                             | <u>63,898,117</u>          | <u>180,000,000</u>                                 | <u>Ronnie Godeaux</u>  | <u>Loan</u>                                     |
| _____                 | _____  | _____                             | _____           | _____  | _____                      | _____  | _____  | _____   |

Total o/s Balance \$ 207,204 Total shares 162,796,234 180,000,000

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

**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](http://www.otcmarkets.com)

- A. Summarize the issuer's business operations (If the issuer does not have current operations state "no operations") Our company is engaged in a hemp based initiative, developing graphene enhanced formulations for a myriad of commercial and military applications.

B. List any subsidiaries, parent company, or affiliated companies. None

C. Describe the issuers' principal products or services. Premier Graphene Inc, is now focused on complementing new EV battery technology as well as state of the art new generation ballistic gear. With our team of excellent scientist and collaborators we have begun to advance in these new and exciting times towards a more sustainable future. We at Premier Graphene Inc expect to be one of the leading companies in our field and a huge help to the western world's defense, aerospace and green energy sectors. Premier Graphene Inc is aiming to become the production and manufacturing leader in America and the western world of this very important strategic resource.

**5) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, Describe the location of office space, data centers, principal plants and other property of the issuer and describe the condition of the properties. 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.

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

1150 S. 8<sup>th</sup> Street El Centro, CA 92243 . 1 year lease renewable annually.

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

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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 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.

| Individual Name<br>Officers,<br>Directors and<br>Control<br>Persons | Position/<br>Company<br>Affiliation<br>(e.g. Officer<br>Title<br>/Director/Owner of<br>more than 5%) | City and State                | Number of shares owned | Class of<br>Shares<br>owned | Percentage of<br>Class<br>Outstanding |
|---|--|-------------------------------|------------------------|-----------------------------|---------------------------------------|
| <u>Ivan Mendez</u>  | CEO effective<br>02/13/23  | <u>Centro, CA</u>             | 1,100,100              | <u>Preferred<br/>A</u>      | 55%                                   |
| <u>David Caplan</u>   | <u>Owner of more<br/>than 5%</u>   | <u>Whitefish,<br/>Montana</u> | 120,000                | <u>Preferred<br/>A</u>      | 6%                                    |
| <u>Gregory<br/>Giddings</u>   | <u>Owner of more<br/>than 5%</u>   | <u>Newport Beach<br/>CA</u>   | 133,875,135            | <u>Common</u>               | 12%                                   |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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 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 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.

Securities Counsel

Name: Gary L. Blum ESQ  
Address 1: 3278 Wilshire Blvd., Suite 603  
Address 2: Los Angeles, CA 90010  
Phone: (213) 369-8112  
Email: gblum@gblumlaw.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:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

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: William Tynan  
Title: Accountant  
Relationship to Issuer: Consultant

The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: William Tynan  
Title: Accountant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: 20 years experience as accountant, auditor and financial statement preparation. Graduate Pace University in accounting & PWC auditor.

---

Provide the following financial statements 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.

- ' 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.

<sup>6</sup> 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.

## 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, Ivan Mendez certify that:

1. I have reviewed this Disclosure Statement for Premier Biomedical Inc. ( now Premier Graphene 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.

April 10, 2025 [Date]

/s/ Ivan Mendez [CEO's Signature]

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

### *Principal Financial Officer:*

I, Ivan Mendez certify that:

1. I have reviewed this Disclosure Statement for Premier Biomedical Inc. ( now Premier Graphene 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.

April 10, 2025 [Date]

/s/ Ivan Mendez [CFO's Signature]

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

**Premier Biomedical, Inc.**  
**(Now Premier Holding Corp.)**

Consolidated Financial Statements  
For the Year Ended

December 31, 2024  
(Unaudited)

## Contents

|   | <b>Page</b> |
|---|-------------|
| Officer Certification   | 1           |
| Consolidated Balance Sheets   | 2           |
| Consolidated Statements of Operations                               | 3           |
| Consolidated Statement of Changes in Stockholders' Equity/(Deficit) | 4           |
| Consolidated Statements of Cash Flows                               | 5           |
| Notes to Financial Statements                                       | 6-8         |

**Premier Biomedical, Inc.  
(Now Premier Holding Corp.)**

1150 S. 8th Street  
El Centro, CA 92243

April 10, 2025

I hereby certify that the accompanying unaudited financial statements and related footnotes hereto are based on the best information currently available to the Company. To the best of my knowledge, this information presents fairly, in all material respects, the financial position and stockholders' equity of Premier Biomedical, Inc. (Now Premier Holding Corp.) as of December 31, 2024 and December 31, 2023 and the results of its operations and cash flows for the Year Ended December 31, 2024 and 2023 in conformity with accounting principles generally accepted in the United States of America.

/s/ Ivan Mendez  
Director, CEO

Page 1

**Premier Biomedical, Inc.**  
**Consolidated Balance Sheets**  
**As of December 31, 2024 and December 31, 2023**  
**(Unaudited)**

| <b>ASSETS</b>  | <b>Balance at<br/>.December 31, 2024</b> | <b>Balance at<br/>.December 31, 2023</b> |
|--|--|--|
| Cash & cash equivalents  | \$93                                     | \$4,215                                  |
| <b>Total Current Assets</b>  | <b>\$0</b>                               | <b>\$0</b>                               |
| Other Assets   | 0  | 0  |
| Property and equipment, net  | \$3,134                                  | \$3,134                                  |
| <b>Total Assets</b>  | <b>\$3,227</b>                           | <b>\$7,349</b>                           |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |  |  |
| <b>Current Liabilities</b>   |  |  |
| Accounts Payable   | \$298,687                                | \$229,583                                |
| Accounts Payable - other   | 63,370                                   | 128,838                                  |
| Loans Payable  | 400,355                                  | 400,355                                  |
| Notes payable convertible  | 207,204                                  | 167,986                                  |
| Accrued Interest - payable   | 71,911                                   | 75,530                                   |
| Derivative liabilities   | \$1,542,614                              | \$1,487,130                              |
| <b>Total Current Liabilities</b>   | <b>\$2,584,141</b>                       | <b>\$2,489,422</b>                       |
| <b>Total Liabilities</b>   | <b>\$2,584,141</b>                       | <b>\$2,489,422</b>                       |
| Commitments & Contingencies  | \$0                                      | \$0                                      |
| <b>Shareholders Deficit:</b>   |  |  |
| Common stock \$ .00001 Par Value<br>1,100,000,000 authorized 1,098,879,075<br>issued and outstanding December 31, 2024<br>and December 31, 2023 respectively.                    | 10,000                                   | 10,000                                   |
| Series A Convertible Preferred stock<br>\$ .001 Par Value 10,000,000 designated<br>and 2,000,000 shares issued and outstanding<br>at Dec. 31, 2024 & Dec. 31, 2023 respectively. | 2,134                                    | 2,134                                    |
| Additional Paid In Capital   | 15,359,850                               | 15,359,850                               |
| Accumulated Deficit  | (17,953,886)                             | (17,855,045)                             |
| <b>Total stockholders equity ( deficit )</b>   | <b>(2,580,914)</b>                       | <b>(2,482,073)</b>                       |
| <b>Total Liabilities and Stockholders Deficit</b>  | <b>\$ 3,227</b>                          | <b>\$ 7,349</b>                          |

Page 2

See notes to financial statements

**Premier Biomedical , Inc.**  
**Income Statement**  
**For The Year Ended**  
**December 31, 2024 and 2023**  
**(Unaudited)**

|  | Year<br>Ended<br><u>.December 31, 2024</u> | Year<br>Ended<br><u>.December 31, 2023</u> |
|--|--|--|
| <b>Revenue</b>                             | <b>\$0</b>                                 | <b>\$0</b>                                 |
| <b>Cost of goods sold</b>                  | -  | -  |
| <b>Gross Profit (loss)</b>                 | -  | -  |
| <b>Operating Expenses:</b>                 |  |  |
| <b>General and administrative Expenses</b> | <b>\$47,391</b>                            | <b>\$160,173</b>                           |
| <b>Professional Fees</b>                   | <b>\$10,000</b>                            | <b>\$11,000</b>                            |
| <b>Total Operating Expenses</b>            | <b>\$ (57,391)</b>                         | <b>\$ (171,173)</b>                        |
| <b>Operating Income ( Loss )</b>           | <b>\$ (57,391)</b>                         | <b>\$ (171,173)</b>                        |
| Other income ( expenses )                  |  |  |
| Other income                               |  |  |
| Interest expense                           | <b>\$ (41,450)</b>                         | <b>\$ (31,000)</b>                         |
| <b>Total other income ( expenses )</b>     | <b>\$ (98,841)</b>                         | <b>\$ (31,000)</b>                         |
| <b>Loss before income taxes</b>            |  | <b>\$ (202,173)</b>                        |
| Minority interest                          | \$ -                                       | \$ -                                       |
| <b>Net (Loss)</b>                          | <b>\$ (98,841)</b>                         | <b>\$ (202,173)</b>                        |
| <b>Net Loss per share</b>                  | <b>\$. (0.00)</b>                          | <b>\$. (0.00)</b>                          |
| Basic and diluted                          |  |  |
| Weighted average number of shares          | 1,098,879,075                              | 1,098,879,075                              |
| Basic and diluted                          |  |  |

See notes to the financial statements

Premier Biomedical, Inc.  
Consolidated Statement of Changes in Stockholders Equity ( Deficit )  
From December 31, 2021 to December 31, 2024

|                           | (Unaudited)      |           |                 |                 |             | Total   |                 |                |
|---------------------------|------------------|-----------|-----------------|-----------------|-------------|---------|-----------------|----------------|
|                           | Common stock     |           | Additional      |                 | Accumulated |         |                 |                |
|                           | Shares           | Amount    | Paid-In Capital | Preferred Stock | Amount      | Deficit |                 |                |
|                           | Par value .00001 |           | Common stock    | Par value .001  |             |         |                 |                |
| Balance December 31, 2021 | 999,980,958      | \$ 10,000 | \$ 15,342,543   | 2,000,000       | \$2,134     | \$0     | \$ (17,603,612) | \$ (2,248,935) |
| Common shares Issued on   | 98,898,117       | \$988     | \$ 17,307       |                 |             |         |                 | \$ 18,295      |
| Debt Conversion           |                  |           |                 |                 |             |         |                 |                |
| Net ( Loss)               |                  |           |                 |                 |             | \$      | (49,260)        | \$ (49,260)    |
| Balance December 31, 2022 | 1,098,879,075    | \$ 10,988 | \$ 15,359,850   | 2,000,000       | \$2,134     | \$0     | \$ (17,652,872) | \$ (2,279,900) |
| Common shares Issued on   | -                | \$0       | -               |                 |             |         |                 | \$ -           |
| Debt Conversion           |                  |           |                 |                 |             |         |                 |                |
| Net ( Loss)               |                  |           |                 |                 |             | \$      | (202,173)       | \$ (202,173)   |
| Balance Dec. 31, 2023     | 1,098,879,075    | \$ 10,988 | \$ 15,359,850   | 2,000,000       | \$2,134     | \$0     | \$ (17,855,045) | \$ (2,482,073) |
| Common shares Issued on   | -                | \$0       | -               |                 |             |         |                 | \$ -           |
| Net (Loss) 12/31/24       |                  |           |                 |                 |             | \$      | (98,841)        | \$ (98,841)    |
| Balance December 31, 2024 | 1,098,879,075    | \$ 10,988 | \$ 15,359,850   | 2,000,000       | \$2,134     | \$0     | \$ (17,953,886) | \$ (2,580,914) |

Page 4 See the notes to the Financial Statement

**Premier Biomedical, Inc.**  
**Consolidated Statement Of Cash Flows**  
**For the Year ended December 31, 2024 and 2023**

|   | (Unaudited) | Period Ended<br>12/31/24 | Period Ended<br>12/31/23 |
|---|-------------|--------------------------|--------------------------|
| <b>Cash flows from operating activities</b>                     |             | <u>\$ (98,841)</u>       | <u>\$ (202,173)</u>      |
| Net Profit/Loss   |             |                          |                          |
| Adjustments:  |             |                          |                          |
| Provision for doubtful accounts                                 |             | -                        | -                        |
| Depreciation  |             | \$0                      | \$0                      |
| Amortization of debt discounts                                  |             | -                        | -                        |
| Gain on sale of equipment                                       |             | -                        | -                        |
| Common stock issued for:  |             |                          |                          |
| Consulting services   |             | -                        | -                        |
| <b>Changes in Assets &amp; Liabilities: Decrease (Increase)</b> |             |                          |                          |
| Accounts Receivables  |             | -                        | -                        |
| Inventory   |             | -                        | -                        |
| Other current assets  |             | -                        | -                        |
| Accounts payable  |             | <u>\$0</u>               | <u>0</u>                 |
| Accrued interest  |             | <u>\$39,732</u>          | <u>\$31,180</u>          |
| <b>Net cash used in operating activities</b>                    |             | <u>\$ (59,109)</u>       | <u>\$ (170,208)</u>      |
| <b>Cash flows from financing activities</b>                     |             |                          |                          |
| Proceeds from contributed Capital                               |             | \$ -                     | \$ 175,208               |
| Subscription receivable   |             | -                        | -                        |
| Proceeds from notes payable                                     |             | 54,987                   | -                        |
| Net cash provided by financing activities                       |             | 54,987                   | -                        |
| <b>Net cash increase (decrease)</b>                             |             | <u>\$ (4,122)</u>        | <u>\$ 4,215</u>          |
| Cash at the beginning of period                                 |             | <u>\$ 4,215</u>          | <u>\$ -</u>              |
| <b>Cash at the end of period</b>                                |             | <u>\$93</u>              | <u>\$4,215</u>           |
| Interest paid during the year                                   |             | \$0                      | \$0                      |
| Non-cash Financing Activities                                   |             |                          |                          |
| Common Stock issued for debt                                    |             | \$ -                     | \$ -                     |

**Premier Biomedical, Inc.**  
**(Now Premier Holding Corp.)**

Notes to Financial Statements  
December 31, 2024  
(Unaudited)

**NOTE – 1 DESCRIPTION OF BUSINESS**

Premier Biomedical, Inc. was incorporated in the State of Nevada on May 10, 2010 (“Inception”). Pursuant to a holding company reorganization in August 2020, the publicly traded company became Premier Holding Corp. (“the Company”), and was redomiciled in Colorado. Originally the Company was formed to develop and market medications. Now the company is seeking other opportunity’s including mergers & acquisitions.

**NOTE – 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Cash and cash equivalents**

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

**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 reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include valuation of convertible notes payable and the valuation allowance of deferred tax assets.

**Fair value of financial instruments and financial statements**

The Company measures financial assets and liabilities in accordance with generally accepted accounting principles. The financial statements have been prepared in accordance with generally accepted accounting principles.

Page 6

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

**Premier Biomedical, Inc.**  
**(Now Premier Holding Corp.)**

□ **Notes to Financial Statements**  
**December 31, 2024**  
**(Unaudited)**

**Revenue recognition**

Revenue from sales of products and services is recognized when persuasive evidence of an arrangement exists, products have been shipped or services have been delivered to the customer, the price is fixed or determinable and collection is reasonably assured.

**Stock-based compensation**

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation issued to employees and earned. The Company accounts for non-employee share-based awards in accordance with ASC Topic 505-50.

**Fixed Assets**

Fixed assets are recorded at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Repairs and maintenance are charged to expense as incurred. Expenditures for betterments and renewals are capitalized. The cost of fixed assets and the related accumulated depreciation are removed from the accounts upon retirement or disposal with any resulting gain or loss being recorded in operations.

**Intangible Assets**

Intangible assets with no determinable life are initially assessed for impairment upon purchase, with subsequent assessments required annually. When there is reason to suspect that their values have been diminished or impaired, a write-down is recognized as necessary. Intangible assets with rights that expire over time are amortized over the time period that the rights exist.

**Income taxes**

Income Taxes - The Company accounts for income taxes using the provisions of Statement of Financial Accounting Standards ("SFAS") No.109, Accounting for Income Taxes. Under this standard, deferred tax assets and liabilities represent the estimated tax effects of future deductible or taxable amounts attributed to differences between the financial statements carrying amounts and the tax bases of existing assets and liabilities. The standard also allows recognition of income tax benefits for loss carry-forwards, credit carry-forwards and certain temporary differences for which tax benefits have not previously been recorded. Valuation allowances are provided for uncertainties associated with deferred tax assets.

**Premier Biomedical, Inc.**  
**(Now Premier Holding Corp.)**

□ **Notes to Financial Statements**  
**December 31, 2024 (Unaudited)**

**Net loss per share**

The Company computes net earnings (loss) per share in accordance with ASC 260-10, "Earnings per Share." ASC 260-10 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

**NOTE 3 – Promissory Note:**

The company, Premier Holding Corp, ( the parent company )has a promissory note in total of \$ 207,204 of which \$ 149,070 represents (principal ) plus interest at 12% per annum, with \$ 58,134 (accrued interest) payable as of December 31, 2024 due on the " Ronnie Godeaux Note" dated March 23, 2023. The note is convertible into common shares.

**NOTE 4 – Going Concern:**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has incurred operating losses, and as of December 31, 2024 the Company also had a working capital deficit and an accumulated deficit with no revenues since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirement will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. purpose. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.