

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



Agro Capital Management Corp.

A Nevada Corporation

3651 Lindell Road

Suite D430

Las Vegas, Nevada 89103

Phone: (702) 479-3013

Website: [www. agrocapitalmanagementcorp.com](http://www.agrocapitalmanagementcorp.com)

SIC Code: 4700

Annual Report

For the Year Ending: December 31, 2019
(the “Reporting Period”)

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

19,912,152

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

19,912,152

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

19,912,152

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

ITEM 1 NAME OF ISSUER AND ITS PREDECESSORS (if any):

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

The Company was originally incorporated in the State of Nevada on November 12, 2013, under the name Guate Tourism, Inc. On October 29, 2015, the Company changed its name to Agro Capital Management Corp. its current name.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) The Company was originally incorporated in the State of Nevada on November 12, 2013, under the name Guate Tourism, Inc. On October 29, 2015, the Company changed its name to Agro Capital Management Corp. its current name.

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): Active

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

Yes: ☐ No: ☒

ITEM 2 SECURITY INFORMATION:

Trading symbol: ACMB

Exact title and class of securities outstanding: Common stock

CUSIP: 00856H206

Par or stated value: \$0.001

Total shares authorized: 75,000,000 shares as of date: December 31, 2019

Total shares outstanding: 19,912,152 shares as of December 31, 2019

Number of shares in the Public Float: 1,127,508 as of December 31, 2019

Additional Classes:

None.

Transfer Agent:

Name: Island Stock Transfer

Phone: 727-289-0010

Email: lzheng@islandstocktransfer.com

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

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

ITEM 3 ISSUANCE HISTORY

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

Number of Shares outstanding as of December 31, 2017	Opening Balance: Common: 19,912,152								
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
Shares Outstanding on December 31, 2019	Ending Balance: Common: 19,912,152								

B. Debt Securities, Including Promissory and Convertible Notes

List and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

ITEM 4 FINANCIAL STATEMENTS

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by:

Name: Barbara McIntyre Bauman
Title: Treasurer (Principal Financial Officer)
Relationship to Issuer: Treasurer (Principal Financial Officer)

AGRO CAPITAL MANAGEMENT CORP.
BALANCE SHEETS
(Unaudited)

	December 31, 2019	December 31, 2018
ASSETS		
Current Assets		
Cash and cash equivalents	\$ —	\$ —
Total Current Assets	—	—
TOTAL ASSETS	\$ —	\$ —
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 9,000	\$ 3,000
Total Current Liabilities	9,000	3,000
STOCKHOLDERS' DEFICIT		
Common stock, par value \$0.001, 75,000,000 shares authorized, 19,912,152 shares issued and outstanding at December 31, 2019 and 2018, respectively	19,912	19,912
Additional paid-in capital	4,972,480	4,972,480
Accumulated deficit	(5,001,392)	(4,995,392)
Total Stockholders' Deficit	(9,000)	(3,000)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ —	\$ —

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

AGRO CAPITAL MANAGEMENT CORP.
STATEMENT OF OPERATIONS
(Unaudited)

	For the year ended December 31, 2019	For the year ended December 31, 2018
Revenue	\$ —	—
Total Revenue	<u>—</u>	<u>—</u>
Expenses		
Professional fees	6,000	3,000
Total Operating Expenses	<u>6,000</u>	<u>3,000</u>
Loss from Continuing Operations	<u>(6,000)</u>	<u>(3,000)</u>
Discontinued Operations:		
Gain on write off of assets and liabilities from discontinued operations	—	165,306
Income From Discontinued Operations	<u>—</u>	<u>165,306</u>
Net Income (Loss)	<u>\$ (6,000)</u>	<u>162,306</u>
PER SHARE AMOUNTS		
Loss from continuing operations		
Basic and diluted earnings per share	\$ (0.00)	(0.00)
Income from discontinued operations		
Basic and diluted earnings per share	(0.00)	0.01
Net income (loss)		
Basic and diluted earnings per share	(0.00)	0.01
Weighted average number of common shares outstanding - basic and diluted	<u>19,912,152</u>	<u>19,912,152</u>

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

AGRO CAPITAL MANAGEMENT CORP.
STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)
For the Years Ended December 31, 2019 and 2018

	Common Stock Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance at December 31, 2017	19,912,152	\$ 19,912	\$ 4,972,480	\$ (5,157,698)	\$ (165,306)
Net loss from continuing operations for the year ended December 31, 2018	—	—	—	(3,000)	(3,000)
Net gain from discontinuing operations for the year ended December 31, 2018	—	—	—	165,306	165,306
Balance at December 31, 2018	19,912,152	19,912	4,972,480	(4,995,392)	(3,000)
Net loss for the year ended December 31, 2019	—	—	—	(6,000)	(6,000)
Balance at December 31, 2019	<u>19,912,152</u>	<u>\$ 19,912</u>	<u>\$ 4,972,480</u>	<u>\$ (5,001,392)</u>	<u>\$ (9,000)</u>

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

AGRO CAPITAL MANAGEMENT CORP.
STATEMENT OF CASH FLOWS
(Unaudited)

	For the year ended December 31, 2019	For the year ended December 31, 2018
Cash Flow from Operating Activities		
Net income (loss) for the year	\$ (6,000)	\$ 162,306
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on write off of assets and liabilities from discontinued operations	—	(165,306)
Increase (Decrease) in operating assets and liabilities:		
Increase (Decrease) in accounts payable and accrued liabilities	6,000	(12,981)
Increase (Decrease) in due to shareholders	—	(149,355)
Net Cash Used in Operating Activities	—	(165,336)
Cash Flows from Financing Activities		
Net cash provided by operating activities from discontinued operations	—	165,306
Net Cash Provided by Financing Activities	—	165,306
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	(30)
Cash, cash equivalents, and restricted cash at beginning of year	—	30
Cash, cash equivalents, and restricted cash at end of year	\$ —	\$ —
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid during the year	\$ —	\$ —
Income taxes paid during the year	\$ —	\$ —

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

AGRO CAPITAL MANAGEMENT CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

Agro Capital Management Corp. (the "Company") was originally incorporated in the State of Nevada on November 12, 2013, under the name Guate Tourism, Inc. On October 29, 2015, the Company changed its name to Agro Capital Management Corp. its current name.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share.

Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At December 31, 2019, cash equivalents amounted to \$0.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2019 of \$5,001,392 and its liabilities exceeded its assets. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – STOCKHOLDERS' DEFICIT

Capital Stock Issued

During the year ended December 31, 2019, the Company issued no shares of capital stock.

Authorized Capital Stock

Common Stock

The Company is authorized to issue 75,000,000 shares of common stock with a par value of \$0.001 per share. As of December 31, 2019, 19,912,152 shares were issued and outstanding.

NOTE 5 – INCOME TAXES

The provision for Federal income tax consists of the following for the year ended December 31, 2019 and 2018:

	For the year ended December 31, 2019	For the year ended December 31, 2018
Income tax expense (benefit) at statutory rate	(1,260)	34,084
Change in valuation allowance	1,260	(34,084)
Income tax expense	<u>—</u>	<u>—</u>

The cumulative tax effect at the expected rate of 21% and 21% respectively of significant items comprising our net deferred tax amount is as follows as of December 31, 2019 and 2018:

	December 31, 2019	December 31, 2018
Gross deferred tax asset	1,050,292	1,049,032
Valuation allowance	(1,050,292)	(1,049,032)
Net deferred tax asset	<u>—</u>	<u>—</u>

The Company has not recognized a deferred tax asset in these financial statements as it is not more-likely-than-not that the future taxable profit against which loss can be utilized will be realized. Accordingly, a 100% valuation allowance has been made.

The expected tax expense (benefit) based on the U.S. federal statutory rate is reconciled with actual tax expense (benefit) as follows:

	December 31, 2019	December 31, 2018
Income tax at U.S. statutory rate	0.21	0.21
Valuation allowance	<u>(0.21)</u>	<u>(0.21)</u>

NOTE 6 – SUBSEQUENT EVENTS

None.

ITEM 5 ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Summarize the issuer's business operations: The Company was originally incorporated in the State of Nevada on November 12, 2013, under the name Guate Tourism, Inc. On October 29, 2015, the Company changed its name to Agro Capital Management Corp. its current name. The Company is a developmental stage company.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference: None.

C. Describe the issuers' principal products or services, and their markets: Agro Capital Management Corp. is a developmental stage company.

ITEM 6 ISSUER'S FACILITIES

The Company has no facilities to list.

ITEM 7 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name: Barbara McIntyre Bauman

Title: President, Treasurer, Secretary and Director

Business Address: 3651 Lindell Road, Suite D430, Las Vegas, NV 89103

Compensation: None

Biography – Ms. Bauman is an experience mining executive, with over 15 years experience in the mining and mineral exploration business, as well as over 10 years in telecommunications and data processing. She has been Manager of the McIntyre Bauman Group since 1998 as well as Manager of Searchlight Exploration.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding(1)	Note
Barbara McIntyre Bauman	President, Treasurer, Secretary and Chairman of the Board of Directors	Las Vegas, NV	0	Common	0	N/A
Michael Xavier Dorairaj Dato	Owner of more than 5%	Soutlake Desa Park City KL Malaysia	1,991,216	Common	10%	N/A
Michael Marcus Liew Dato	Owner of more than 5%	Desa Park City KL Malaysia	1,685,000	Common	8.462%	N/A

(1) Calculated on the basis of 19,912,152 shares of Common Stock outstanding as of December 31, 2019.

ITEM 8 LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

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

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. **None.**

ITEM 9 THIRD PARTY PROVIDERS:

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

Securities Counsel

Name: Morgan Scudi
Firm: Scudi & Ayers, LLC
Address 1: 5440 Morehouse Dr., Suite 4400
Address 2: San Diego, CA 92121
Phone: 858-558-1001
Email: mscudi@scudilaw.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____

Phone: _____
Email: _____

Investor Relations Consultant

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

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Trisha Bollman
2907 Shelter Island Drive, Suite 105-339
San Diego CA 92106
Phone: 855.220.0515
trishabollman222@gmail.com

10 ISSUER CERTIFICATION

I, Barbara McIntyre Bauman, certify that:

1. I have reviewed this Annual Report of Agro Capital Management Corp.:
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.

Date: September 29, 2020

/s/ Barbara McIntyre Bauman
Barbara McIntyre Bauman
President and Treasurer
(Principal Executive Officer and Principal Financial Officer)