

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



BITFRONTIER CAPITAL HOLDINGS, INC.

A Wyoming Corporation

5753 HWY 85 North #6065
Crestview, FL 32536

(540)-736-3069

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SIC Code: 7374- Data processing and preparation

Annual Report
For the Period Ending: 12/31/2021
(the "Reporting Period")

As of 12/31/21, the number of shares outstanding of our Common Stock was: 307,702,808

As of 9/30/21, the number of shares outstanding of our Common Stock was: 296,895,308

As of 12/31/20, the number of shares outstanding of our Common Stock was: 219,145,701

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

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

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

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

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

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

Yes: ☒

No: ☐

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.

The name of the issuer is BitFrontier Capital Holdings, Inc. located at 5753 HWY 85 North #6065 Crestview, FL 32536

Previous names:

Purio, Inc., changed on December 20, 2017, and set effective in the marketplace by FINRA on February 5th, 2018.

AOM Minerals, Ltd. incorporated on 6/3/2005 and changed to Purio, Inc. on 12/5/2007.

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

We were incorporated on 6/3/2005 in the State of Nevada and redomiciled on 8/14/2010 in the State of Wyoming. The issuers standing within the state of Wyoming is Active.

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

N/A

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

N/A

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

5753 HWY 85 North #6065 Crestview, FL 32536

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

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

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

Yes: ☐

No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

(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.

Trading symbol: BFCH
Exact title and class of securities outstanding: Common Stock
CUSIP: 09174L104
Par or stated value: 0.00001
Total shares authorized: 495,000,000 as of date: December 31, 2021
Total shares outstanding: 307,702,808 as of date: December 31, 2021
Number of shares in the Public Float²: 296,580,868 as of date: December 31, 2021
Total number of shareholders of record: 52 as of date: December 31, 2021

Transfer Agent

Name: Pacific Stock Transfer
Phone: (800) 785-7782
Email: Joslyn@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of <u>1/1/19</u>	<u>Opening Balance:</u> Common: <u>12,417,145,701</u> Preferred A: <u>2</u> Preferred B: <u>14,000,000</u> Preferred C: <u>5,620,000</u> Preferred D: <u>51</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of	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?

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

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

					issuance? (Yes/No)				
<u>11/26/18</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.005</u>	<u>Yes</u>	<u>BGTV Direct, Inc. (controlled by Marvin Baker)</u>	<u>Cash</u>	<u>Restricted and Unissued (1)</u>	<u>Regulation A+ Offering</u>
<u>1/25/19</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Telesis, IT (controlled by Ronnie Williams)</u>	<u>Acquistion</u>	<u>Restricted and Unissued (2)</u>	<u>Restricted</u>
<u>3/14/19</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.005</u>	<u>Yes</u>	<u>Who are you Holdings, LLC (controlled by Anthony Hall)</u>	<u>Cash</u>	<u>Restricted and Unissued (3)</u>	<u>Regulation A+ Offering</u>
<u>3/14/19</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>0.005</u>	<u>Yes</u>	<u>Traveling Caregivers, LLC (controlled by Dawn Potvin and Marvin Baker)</u>	<u>Cash</u>	<u>Restricted and Unissued (4)</u>	<u>Regulation A+ Offering</u>
<u>7/18/19</u>	<u>New Issuance</u>	<u>1,874.997</u>	<u>Common</u>	<u>0.04</u>	<u>No</u>	<u>George Storm</u>	<u>Settlement of Debt</u>	<u>Restricted and Unissued (5)</u>	<u>Restricted</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>2,100,000.00 0</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>DARYL ENGLISH</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>2,100,000.00 0</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>J A MAURICE SWANSON</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>

<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>50,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>50,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>50,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>

<u>6/10/19</u>	<u>Cancellation</u>	<u>50,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>20,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>2,100,000.00</u> <u>0</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>DARYL ENGLISH</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>800,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>DARYL ENGLISH</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>2,100,000.00</u> <u>0</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>J A MAURICE SWANSON</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>800,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>J A MAURICE SWANSON</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1</u>	<u>Preferred A</u>	<u>0.00</u>	<u>No</u>	<u>DARYL ENGLISH</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1</u>	<u>Preferred A</u>	<u>0.00</u>	<u>No</u>	<u>J A MAURICE SWANSON</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Preferred B</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>0.00</u>	<u>No</u>	<u>MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>6/10/19</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>

<u>6/19/19</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$50,000</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A+ Offering</u>
<u>11/12/19</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$75,000</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A+ Offering</u>
<u>2/25/20</u>	<u>New Issuance/Conversion</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$5,000</u>	<u>Yes</u>	<u>TriBridge Ventures, LLC (John Forsythe)</u>	<u>Cash/Conversion of Series C Preferred Shares</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>2/25/20</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>TriBridge Ventures, LLC (John Forsythe)</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>5/26/20</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$75,000</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A+ Offering</u>
<u>10/23/20</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$100,000</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A+ Offering</u>
<u>1/12/21</u>	<u>Series C Conversion</u>	<u>14,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>1/29/21</u>	<u>Series C Conversion</u>	<u>6,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>1/29/21</u>	<u>Cancellation</u>	<u>200,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jeffrey Mutual</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>2/16/21</u>	<u>New Issuance</u>	<u>14,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>2/16/21</u>	<u>Cancellation</u>	<u>140,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jeffrey Mutual</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>2/16/21</u>	<u>Full Conversion of Both Notes</u>	<u>7,119,400</u>	<u>Common</u>	<u>\$35,597</u>	<u>Yes</u>	<u>Crescendo Capital LLC Controlled by Michael Hon</u>	<u>Cash</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/10/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$25,000</u>	<u>Yes</u>	<u>BGTV Direct Inc. Controlled by Marvin Baker</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A+ Offering</u>
<u>3/23/21</u>	<u>Series C Conversion</u>	<u>10,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>3/23/21</u>	<u>Cancellation</u>	<u>100,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jeffrey Mutual</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>3/29/21</u>	<u>Series C Conversion</u>	<u>200,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>3/31/21</u>	<u>New Issuance</u>	<u>929,985</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Matthew Rego</u>	<u>IR Services</u>	<u>Restricted</u>	<u>Restricted</u>
<u>4/6/21</u>	<u>Series C Conversion</u>	<u>9,800,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>4/6/21</u>	<u>Cancellation</u>	<u>200,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jeffrey Mutual</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>4/27/21</u>	<u>Series C Conversion</u>	<u>4,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>4/27/21</u>	<u>Cancellation</u>	<u>80,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jeffrey Mutual</u>	<u>Converted</u>	<u>Cancellation</u>	<u>Cancellation</u>
<u>9/7/21</u>	<u>Conversion</u>	<u>6,700,222</u>	<u>Full Conversion of 12/20/17</u>	<u>\$33,501.11</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>

			<u>note and 02/26/18 note</u>						
<u>12/9/21</u>	<u>Conversion</u>	<u>10,807,500</u>	<u>Full conversion of 12/6/19 note, Loan #1</u>	<u>\$54,037.50</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
Shares Outstanding on <u>12/31/21</u> :	<u>Ending Balance:</u> Common: <u>307,702,808</u> Preferred A: <u>0</u> Preferred B: <u>0</u> Preferred C: <u>5,000,000</u> Preferred D: <u>51</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

- (1) On 11/26/18, BGTV, Inc. entered into a subscription agreement with the company pursuant to our previously qualified Regulation A offering for 10,000,000 shares of common stock for \$50,000 cash. As of the date of this filing, these shares are fully paid but unissued. They are issuable on demand.
- (2) On 1/25/19, the Company entered into an agreement with TelesisIT, LLC., a Louisiana Limited Liability Company. In exchange for 100% of the outstanding membership units in TelesisIT, BFCH issued 15,000,000 restricted shares of Common Stock with 5,000,000 more to be issued if within 6 months BFCH's stock price does not reach \$0.05/share. Subsequently this was amended to 10,000,000 restricted shares of Common Stock. As of the date of this filing, these shares are fully paid but unissued. They are issuable on demand.
- (3) On 3/14/19, Who Are You Holdings, LLC entered into a subscription agreement with the company pursuant to our previously qualified Regulation A offering for 2,500,000 shares of common stock for \$12,500 cash. As of the date of this filing, these shares are fully paid but unissued. They are issuable on demand.
- (4) On 3/14/19, Traveling Caregivers, LLC entered into a subscription agreement with the company pursuant to our previously qualified Regulation A offering for 7,500,000 shares of common stock for \$37,500 cash. As of the date of this filing, these shares are fully paid but unissued. They are issuable on demand.
- (5) On 7/18/19, George Storm entered into a debt settlement agreement with the company to settle \$74,999.88 in backpay owed by the company to Mr. Storm in exchange for 1,874,997 shares. Mr. Storm previously held the position of CTO for the company. As of the date of this filing, these shares are fully paid but unissued. They are issuable on demand.

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3/18/20</u>	<u>\$21,230.00</u>	<u>\$18,000.00</u>	<u>\$3,230.00</u>	<u>3/18/22</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the</u>	<u>Jeffrey Mutual</u>	<u>Loan #2</u>

					<u>10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>		
<u>6/15/20</u>	<u>\$11,550.00</u>	<u>\$10,000.00</u>	<u>\$1,550.00</u>	<u>6/15/22</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #3</u>
<u>9/04/20</u>	<u>\$50,975.00</u>	<u>\$42,000.00</u>	<u>\$5,436.20</u>	<u>9/04/22</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #4</u>
<u>10/13/20</u>	<u>\$28,055.56</u>	<u>\$25,000.00</u>	<u>\$3,055.56</u>	<u>10/13/22</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #5</u>
<u>12/09/20</u>	<u>\$60,851.39</u>	<u>\$55,000.00</u>	<u>\$5,851.39</u>	<u>12/09/22</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #6</u>
<u>1/19/21</u>	<u>\$76,669.44</u>	<u>\$70,000.00</u>	<u>\$6,669.44</u>	<u>1/19/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #7</u>
<u>2/19/21</u>	<u>\$258,782.77</u>	<u>\$238,143.65</u>	<u>\$20,639.12</u>	<u>2/19/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #8</u>
<u>4/16/21</u>	<u>\$428,555.56</u>	<u>\$400,000.00</u>	<u>\$28,555.56</u>	<u>4/16/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #9</u>
<u>5/13/21</u>	<u>\$143,625.00</u>	<u>\$135,000.00</u>	<u>\$8,625.00</u>	<u>5/13/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #10</u>
<u>6/14/21</u>	<u>\$105,500.00</u>	<u>\$100,000.00</u>	<u>\$5,500.00</u>	<u>6/14/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #11</u>
<u>8/5/21</u>	<u>\$77,363.06</u>	<u>\$74,328.00</u>	<u>\$3,035.06</u>	<u>8/5/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #12</u>
<u>10/5/21</u>	<u>\$158,745.83</u>	<u>\$155,000.00</u>	<u>\$3,745.83</u>	<u>10/5/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #13</u>

11/19/21	\$151,750.00	\$150,000.00	\$1,750.00	11/19/23	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion	Jeffrey Mutual	Loan #14
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Use the space below to provide any additional details, including footnotes to the table above:

N/A

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Bryan Wilkinson
Title: Court Appointed Custodian
Relationship to Issuer: Court Appointed Custodian

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

The financial statements C-H are incorporated by reference within the Company's December 31, 2021, Unaudited Annual Report filed with OTC Markets.

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

5) Issuer's Business, Products and Services

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

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

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

The Company's only operating subsidiary at this time is Telesis IT

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

Incorporated by reference within section 5 (A) above.

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

IT Services.

6) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Company's executive office is located at 5753 HWY 85 North #6065 Crestview, FL 32536 which we currently lease on a month-to-month basis.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, 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	Note
<u>Bryan Wilkinson</u>	<u>Court Appointed Custodian</u>	<u>Crestview, FL</u>	<u>51 Preferred D</u>	<u>Preferred D</u>	<u>100% Preferred D</u>	<u>None</u>

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.

On August 9th, 2022, the Company was appointed Bryan Wilkinson as Custodian of the Corporation.

9) Third Party Providers

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

Securities Counsel

Name: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A

Accountant or Auditor

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

Investor Relations Consultant

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

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.

Name:	<u>N/A</u>
Firm:	<u>N/A</u>
Nature of Services:	<u>N/A</u>
Address 1:	<u>N/A</u>
Address 2:	<u>N/A</u>
Phone:	<u>N/A</u>
Email:	<u>N/A</u>

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).

The certifications shall follow the format below:

I, Bryan Wilkinson certify that:

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

09/24/22 [Date]

/s/ Bryan Wilkinson [CEO's Signature]

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

Principal Financial Officer:

I, Bryan Wilkinson certify that:

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

09/24/22 [Date]

/s/ Bryan Wilkinson [CFO's Signature]

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

BITFRONTIER CAPITAL HOLDINGS INC.

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BITFRONTIER CAPITAL HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	December 31, 2021	December 31, 2020
ASSETS		
Current Assets:		
Cash	\$ 69,802	\$ 44,950
Accounts receivable	63,139	27,553
Prepaid expenses and sundry assets	1,833,642	786,014
Total Current Assets	1,966,583	858,517
FIXED -at cost		
Building	45,645	45,645
Cryptocurrency Mining Warehouse	136,733	124,746
Cryptocurrency Miners and Support Equipment	391,556	165,671
Furniture and equipment	16,834	16,834
Land	77,400	5,000
Machinery & Equipment	47,674	5,853
Vehicle-Sequoia 2014	49,949	49,949
Z Accumulated depreciation	(79,740)	(78,584)
GOODWILL	-	-
TOTAL ASSETS	<u>\$ 2,652,634</u>	<u>\$ 1,193,631</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 1,123,249	\$ 878,413
Notes payable - related parties	13,425	27,177
Notes Payable - convertible net of discount	1,586,955	259,000
Total Current Liabilities	2,723,630	1,164,590
Stockholders' Deficit		
Preferred Stock		
Series C Convertible - 15,000,000 shares authorized, par value \$0.0001 each		
- issued and outstanding - 5,000,000 (December 31, 2020 - 5,620,000)	500	562
Series D, Super Voting, - 51 shares authorized, par value \$0.0001 each		
- issued and outstanding - 51 (51 - December 31, 2020)	1	1
Blank Check - 9,999,949 shares authorized, par value \$0.0001 each		
- issued and outstanding - none (2020 - none)	-	-
Common stock		
495,000,000 shares authorized, par value \$0.00001 each		
307,702,808 shares issued and outstanding at December 31, 2021	3,077	2,192
219,145,701 shares issued and outstanding at December 31, 2020		
Common stock issuable - 26,874,997 (26,874,997 - December 31, 2020)	268	268
Additional Paid-In Capital	2,955,486	2,315,164
Accumulated other comprehensive income	22,490	22,490
Accumulated deficit during development stage	(3,052,817)	(2,311,637)

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

Total Stockholders' Deficit	<u>(70,995)</u>	<u>29,040</u>
TOTAL LIABILITES & STOCKHOLDERS' DEFICIT	<u>\$ 2,652,634</u>	<u>\$ 1,193,630</u>

1. Comparative share values have been changed to reflect the cancelation of 12,260,000,000 of common shares.
2. The comparative figures for both Preferred A and B shares have been also adjusted to reflect their cancelation.

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

BITFRONTIER CAPITAL HOLDINGS, INC.
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)

	YEAR ENDED	
	DECEMBER 31,	
	2021	2020
Revenue:		
Income	\$ 578,838	\$ 462,675
Total Income	578,838	462,675
COST OF GOODS SOLD	349,150	266,279
GROSS PROFIT	229,688	196,396
Operating expenses		
Professional fees	47,297	-
Consulting fees	-	-
General and administrative	923,571	583,341
Total Operating Expenses	970,868	583,341
Operating Loss	(741,180)	(386,945)
OTHER		
Interest expense	-	-
Net Loss	(741,180)	(386,945)
Currency translation	-	-
NET COMPREHENSIVE LOSS	\$ (741,180)	\$ (386,945)
Per Share Information:		
Weighted average number of common shares outstanding	281,371,621	211,920,747
Net Income(Loss) per common share		
- Basic and fully diluted	\$ (0.003)	\$ (0.002)

1. Comparative share values have been changed to reflect the cancelation of 12,260,000,000 of common shares.

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

BITFRONTIER CAPITAL HOLDINGS, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(UNAUDITED)

	PREFERRED STOCK		PREFERRED STOCK		PREFERRED STOCK		PREFERRED STOCK		TOTALS
	SERIES A		SERIES B		SERIES D		SERIES C		
	# of Shares	Amount	# of Shares	Amount	# of Shares	Amount	# of Shares	Amount	
Balance - January 1, 2021	-	\$ -	-	\$ -	51	\$ 1	5,620,000	\$ 562	\$ 563
Correction of prior year's issued amount	-	-	-	-	-	-	-	-	-
Preferred stock cancelled	-	-	-	-	-	-	(620,000)	(62)	(62)
Common stock cancelled	-	-	-	-	-	-	-	-	-
Common stock issued for cash	-	-	-	-	-	-	-	-	-
Common stock issuable	-	-	-	-	-	-	-	-	-
Net Loss - December 31, 2021	-	-	-	-	-	-	-	-	-
Balances - December 31, 2021	-	\$ -	-	\$ -	51	\$ 1	5,000,000	\$ 500	\$ 501

	FORWARD	COMMON STOCK		PAID IN CAPITAL	ACCUMULATED COMPREHENSIVE INCOME	ACCUMULATED DEFICIT	ISSUABLE		TOTALS
		# of Shares	Amount				COMMON	PREFERRED	
Balance - January 1, 2021	\$ 563	219,145,701	\$ 2,192	\$ 2,315,164	\$ 22,490	\$ (2,311,637)	\$ 416	\$ 218	29,506
Correction of prior year's issued amount	-	-	-	-	-	-	-	-	-
Preferred stock cancelled	(62)	-	-	62	-	-	-	-	-
Common stock cancelled	-	-	-	-	-	-	-	-	-
Common stock issued for cash	-	88,557,107	885	640,260	-	-	-	-	641,145
Common stock issueable	-	-	-	-	-	-	251	-	251
Net Loss - December 31, 2021	-	-	-	-	-	(741,180)	-	-	(741,180)
Balances - December 31, 2021	\$ 501	307,702,808	\$ 3,077	\$ 2,955,486	\$ 22,490	\$ (3,052,817)	\$ 667	\$ 218	\$ (70,278)

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

BITFRONTIER CAPITAL HOLDINGS, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

	YEAR ENDED	
	DECEMBER 31,	
	2021	2020
Cash Flows from Operating Activities:		
Net loss	\$ (741,180)	\$ (386,945)
Adjustments to reconcile net income(loss) to net cash used in operating activities	\$ 205,384	\$ 419,315
Items not requiring an outlay of funds	-	-
Net Cash Used In Operating Activities	(535,796)	32,370
Cash Flows from Financing Activities:		
Notes and stockholder advances	1,256,644	159,716
Issuance and issuable stock for cash	-	-
Distributions	(85,223)	(25,095)
Net Cash Provided By Financing Activities	1,171,420	134,621
Cash Flows from Investing Activities:		
Purchase of equipment	(610,772)	(149,370)
Net Cash Used In Investing Activities	(610,772)	(149,370)
Foreign Currency Translation	-	-
Net Change in Cash	24,852	17,620
Cash and Cash Equivalents - Beginning of Period	44,950	27,330
Cash and Cash Equivalents - End of Period	\$ 69,802	\$ 44,950

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