

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

### **BHPA, Inc.**

A Nevada Corporation

3131 Michelson Drive, #304

Irvine, CA 92612

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[www.bhpadvance.com](http://www.bhpadvance.com)

info@bhpadvance.com

SIC – 2741

### **Quarterly Report**

**For the Period Ending: September 30, 2021**

(the “Reporting Period”)

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

331,565,346

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

331,565,346

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

331,565,346

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: ☒

<sup>5</sup> “Change in Control” shall mean any events resulting in:

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

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

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

iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name 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.

Present: BHPA, Inc. herein referred to as “BHPA” or the “Company, formerly known as Star Development Resorts, Inc., which was made effective on June 07, 2019.

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):

Incorporated in Nevada, Active

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

None

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

None

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

13131 Michelson Drive, #304  
Irvine, CA 92612

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 ever 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

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

Yes: ☐ No: ☒

## 2) Security Information

Trading symbol:	<u>BHPA</u>	
Exact title and class of securities outstanding:	<u>Common Stock ("Common Stock")</u>	
CUSIP:	<u>05549Q109</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>975,000,000</u>	as of date: <u>November 05, 2021</u>
Total shares outstanding:	<u>331,565,346</u>	as of date: <u>September 30, 2021</u>
Number of shares in the public float:	<u>717,336</u>	as of date: <u>November 05, 2021</u>
Total number of shareholders of record:	<u>34</u>	as of date: <u>November 05, 2021</u>
Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock ("Preferred Stock")</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>November 05, 2021</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>September 30, 2021</u>
Number of shares in the public float:	<u>N/A</u>	as of date: <u>November 05, 2021</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>November 05, 2021</u>

### Transfer Agent

Name: VStock Transfer, LLC  
Address: 18 Lafayette Place  
Address 2: Woodmere, NY 11598  
Phone: +1 (212) 828-8436  
Email: info@vstocktransfer.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:

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:

On February 22, 2019, the board of directors approved a 1 for 100 reverse stock split of its common stock, to be effected on a certificate by certificate basis with all fractional shares being rounded up to the next whole share. The stock split did not effect the preferred stock of the corporation. On that same date, the company changed its name to BHPA, Inc.

### **Reorganization and Share Exchange**

On June 21, 2019, pursuant to a Reorganization and Share Exchange Agreement, by and among the shareholders of BHPA, Inc. (Company) and the shareholders of BHP Advance, Inc, BHP Advanced Inc shareholders acquired (92.63%) percent of the issued and outstanding shares of BHPA, Inc in the amount of 316,933,399 shares in exchange for all of the 95,000,000 issued and outstanding shares of BHP Advance, Inc. , resulting in Company becoming a wholly-owned subsidiary of BHPA, Inc.

The majority shareholder is the Company, Wenjie Wen, owns 63% of the issued and outstanding common stock of the BHPA, Inc as well as 100% of the issued and outstanding preferred stock. Wenjie Wen also owned 66% of the issued and outstanding common stock of BHP Advance, Inc. Since the major shareholder of BHP Advance, Inc retained control of both the companies, the share exchange was accounted for as a reverse merger. As such, the Company recognized the assets and liabilities of BHPA, acquired in the Reorganization, at their historical carrying amounts.

### Item 3. Issuance History

#### 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: ☐

<sup>6</sup> “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.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of Shares outstanding as of 03/31/2019		<div>Opening Balance:</div> <div>Common: 85,533,333</div> <div>Preferred: 10,000,000</div> <div>*Right-click the rows below and select “Insert” to add rows as needed.</div>							
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?
06/21/2019	New Issuance	192,543,959	Common stock	\$0	No	Wenjie Wu/Transferred to LU Chen on 09/30/2021	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	18,884,053	Common stock	\$0	No	Xiong Rui	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	9,750,802	Common stock	\$0	No	Zhongtai He	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	24,051,978	Common stock	\$0	No	Kai Gu	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	38,678,181	Common stock	\$0	No	Lu Chen	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>

06/21/2019	New Issuance	19,339,090	Common stock	\$0	No	Zheng Dong	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	13,343,203	Common stock	\$0	No	Hestia Investments/Variou us	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	New Issuance	342,133	Common stock	\$0	No	David Lazar	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
06/21/2019	Share cancellation	(60,333,286)	Common stock	\$0	No	Various	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
07/07/2020	Share cancellation	(13,311,257)	Common stock	\$0	No	Various	Share exchange	R	<u>Exemption: Section 4(a)(2) of the Securities Act</u>
10/08/2019	New Issuance	2,743,157	Common stock	\$0	No	Wenjie Wu/Transferred to LU Chen on 09/30/2021	Cash	R	
Shares Outstanding on 09/30/2021:	Ending Balance: Common: 331,565,346 Preferred: 10,000,000								

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.)
11/21/2018	668,520	30,000	N/A	N/A	N/A	Wenjie Wu	Loan

#### 4) Consolidated Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

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

Name: Mario A. Beckles  
Title: Outside CPA, July 09, 2019 to present  
Relationship to Issuer: Independent, no relationship

The unaudited consolidated Balance sheet and Statement of Stockholder's Equity as of September 30, 2021, and March 31, 2021, and the Consolidated Statement of Operations for the three and six months ended September 30, 2021 and Consolidated Statement of Cashflows for the six months ended September 30, 2021 and 2020, are included at the end of this report.

#### 5) Issuer's Business, Products and Services

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

BHPA, Inc. (OTC: BHPA) is leveraging its cloud hash power and big data processing capabilities toward the creation of a reliable and convenient cloud hash power service platform. The Company's wholly-owned subsidiary, BHP Advance Inc., which acts as the technology and service operator, is focused on providing a cryptocurrency mining SaaS platform powered by a reliable and secure blockchain algorithm, along with market-leading data processing capabilities and other online services. At present, BHP Advance has a well-established global partnership network with a number of large-scale cryptocurrency mining farms. The Company is dedicated to providing a cloud mining solution capable of breaking new barriers in the cryptocurrency mining space, allowing crypto mining firms and enthusiasts to transcend the defining limitations of time, power, and technology horizon.

##### 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. N/A

Subsidiary Name	Domicile	Address	Officer/Director	% Owned	Owned By
N/A					

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

N/A.

#### 6) Issuers facilities

BHPA, Inc. currently has no operating facility.

### Item 7. Officers Directors and Control Persons

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
Lu Chen	Chief Executive Officer/Director/Owner of more than 5%	Chengdu, China	38,678,181	Common Stock	11.67%	
Wenjie Wu	Former Chief Executive Officer/Director/Owner of more than 5%	Flushing, NY	217,065,783	Common Stock	65.47%	Transferred to Lu Chen on 09/30/2021
BHP Advance/Wen Jie Wu is a control person	Former Chief Executive Officer/Director/Owner of more than 5%	Flushing, NY	9,600,000	Preferred Stock	96%	
Zheng Dong	Owner of more than 5%	Chenghua, China	19,339,090	Common Stock	5.83%	
Kai Gu	Owner of more than 5%	Guangdong, China	24,051,978	Common Stock	7.25%	
Echo Lin	Secretary	Flushing, NY	0	Common Stock	0%	

**8) Legal/Disciplinary History**

**A. Criminal and legal proceedings of Officers, Directors and Control Persons.**

Neither 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);
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;
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
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.

**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.**

None.



## 9) **Third Party Providers**

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

### Securities Counsel

Name: Matt McMurdo  
Firm: McMurdo Law Group  
Address 1: 1185 Avenue of Americas, 3<sup>rd</sup> Floor  
Address 2: New York, NY 10036  
Phone: +1 917-318-2865  
Email: matt@mannaronelaw.com

### Accountant:

Name: Mario A. Beckles  
Firm: Beckles & Co  
Address 1: 2001 Hollywood Blvd. Suite 208  
Address 2: Hollywood, FL 33020  
Phone: 954-251-2005  
Email: mbeckles@becklescpa.com

Investor Relations Consultant: N/A

Other Service Providers: N/A

## 10) Issuer Certification

*Principal Executive Officer:*

I, Mr. Chen Lu certify that:

1. I have reviewed this Quarterly statement of BHPA, 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 consolidated 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: November 14, 2021  
Signature: Chen Lu /s/  
Name: Mr. Chen Lu  
Title: Chairman and CEO

*Principal Financial Officer:*

I, Mr. Chen Lu certify that:

1. I have reviewed this Quarterly statement of BHPA, 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 consolidated 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: November 14, 2021  
Signature: Chen Lu /s/  
Name: Mr. Chen Lu  
Title: Chief Financial Officer

**BHPA, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	September 30, 2021	March 31, 2021
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 168,128	\$ 124,842
Accounts receivable	866,065	866,065
Prepaid expenses	2,560	2,560
<b>Total current assets</b>	<u>1,036,753</u>	<u>993,467</u>
<b>OTHER ASSETS:</b>		
Digital currencies	1,064,277	249,136
Note receivable	496,620	458,283
Due from related party	60,000	60,000
<b>Total Other Assets</b>	<u>1,620,897</u>	<u>767,419</u>
<b>TOTAL ASSETS</b>	<u>\$ 2,657,650</u>	<u>\$ 1,760,887</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued liabilities	4,713	2,463
Loan Payable – related party	668,520	668,520
<b>Total current liabilities</b>	<u>673,233</u>	<u>670,983</u>
<b>Commitments and Contingencies</b>	-	-
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, par value \$0.00001 per share; 10,000,000 shares authorized and issued	100	100
Common stock, par value \$0.001 per share; 975,000,000 shares authorized; 331,565,346 shares issued and outstanding as of September 30, 2021 and March 31, 2021, respectively	331,565	331,565
Additional paid in capital	1,720,525	1,720,525
Accumulated Deficit	(67,772)	(962,286)
<b>Total stockholders' equity</b>	<u>1,984,417</u>	<u>1,089,904</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 2,657,650</u>	<u>\$ 1,760,887</u>

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

**BHPA, INC.**  
**CONSOLIDATED STATEMENT OF OPERATIONS**  
**(Unaudited)**

	For the three months ended September 30,		For the six months ended September 30,	
	2020	2019	2020	2019
Revenue				
Hashrate Cloud Service	\$ -	\$ 108,000	\$ -	\$ 108,000
Cost of Revenue	-	100,000	-	100,000
Gross margin	-	8,000	-	8,000
Operating expenses				
Mining expenses	610,000	-	610,000	-
General and administrative expenses	7,843	9,496	10,641	10,320
Professional fees	9,300	48,105	13,800	85,105
Total operating expense	627,143	57,601	634,441	95,425
Loss from operations	(627,143)	(49,601)	(634,441)	(87,425)
Other income				
Realized gain on sale of digital currency	554,780	251,553	554,780	251,553
Unrealized Gain/Loss on digital currency	405,906	-	931,527	-
Other (expense)	-	(80,000)	-	(80,000)
Interest Income	32,495	8,234	42,647	8,234
Total other income	993,181	179,787	1,528,954	179,787
Net income	\$ 366,038	\$ 130,185	\$ 894,513	\$ 92,361
Net income per common share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding – basic and diluted	331,565,346	36,409,699	331,565,346	290,752,565

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

**BHPA, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2021 AND SEPTEMBER 30, 2020**  
**(Unaudited)**

	<u>Series A Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number of</u>	<u>Par</u>	<u>Number of</u>	<u>Par Value</u>	<u>In Capital</u>	<u>Deficit</u>	<u>Stockholders'</u>
	<u>Shares</u>	<u>Value</u>	<u>Shares</u>		<u>Deficiency</u>		<u>Deficit</u>
<b>Balance - March 31, 2021</b>	10,000,000	\$ 100	331,565,346	\$ 331,565	\$ 1,720,525	\$ (962,286)	\$ 1,089,904
Net income	-	-	-	-		528,475	528,475
<b>Balance – June 30, 2021</b>	<u>10,000,000</u>	<u>\$ 100</u>	<u>331,565,346</u>	<u>\$ 331,565</u>	<u>\$ 1,720,525</u>	<u>\$ (433,810)</u>	<u>\$ 1,618,379</u>
Net income	-	-	-	-		366,038	366,038
<b>Balance – September 30, 2021</b>	<u>10,000,000</u>	<u>\$ 100</u>	<u>331,565,346</u>	<u>\$ 331,565</u>	<u>\$ 1,720,525</u>	<u>\$ (67,772)</u>	<u>\$ 1,984,417</u>

	<u>Series A Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number of</u>	<u>Par</u>	<u>Number of</u>	<u>Par Value</u>	<u>In Capital</u>	<u>Deficit</u>	<u>Stockholders'</u>
	<u>Shares</u>	<u>Value</u>	<u>Shares</u>		<u>Deficiency</u>		<u>Deficit</u>
<b>Balance - March 31, 2020</b>	10,000,000	\$ 100	344,876,603	\$ 344,876	\$ 1,707,214	\$ (268,404)	\$ 1,783,786
Net loss	-	-	-	-		(37,823)	(37,823)
<b>Balance – June 30, 2020</b>	<u>10,000,000</u>	<u>\$ 100</u>	<u>344,876,603</u>	<u>\$ 344,876</u>	<u>\$ 1,707,214</u>	<u>\$ (306,227)</u>	<u>\$ 1,745,962</u>
Share cancellation	-	-	(13,311,257)	(13,311)	13,311	-	-
Net income						130,185	130,185
<b>Balance – September 30, 2020</b>	<u>10,000,000</u>	<u>\$ 100</u>	<u>331,565,346</u>	<u>\$ 344,876</u>	<u>\$ 1,720,525</u>	<u>\$ (176,042)</u>	<u>\$ 1,876,147</u>

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

**BHPA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE PERIOD**  
**(Unaudited)**

	For the six months ended September 30,	
	2021	2020
<b>OPERATING ACTIVITIES:</b>		
Net Income	894,513	92,361
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Unrealized (Gain) on mined digital currency	(815,140)	-
<b>Changes in assets and liabilities</b>		
Interest receivable	(38,337)	(8,234)
Accounts receivable	-	19,935
Prepaid expenses	2,250	-
Accounts payable and accrued expenses	-	(343)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>43,286</b>	<b>100,214</b>
<b>INVESTING ACTIVITIES:</b>		
Note receivable from Related party	-	(436,550)
Proceeds from sale of digital securities	-	793,003
<b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>	<b>-</b>	<b>356,453</b>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from Related party	-	3,500
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>-</b>	<b>3,500</b>
<b>NET INCREASE IN CASH</b>	<b>43,286</b>	<b>460,167</b>
<b>CASH – BEGINNING OF PERIOD</b>	<b>124,842</b>	<b>628,728</b>
<b>CASH – END OF PERIOD</b>	<b>\$ 168,128</b>	<b>\$ 1,088,906</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:</b>		
<b>Cash paid during the periods for:</b>		
Interest	-	-
Taxes	-	-
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
	-	-
	-	-

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

**BHPA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2021 AND MARCH 31, 2021**  
**(Unaudited)**

**Note 1 – Organization and basis of accounting**

*Basis of Presentation and Organization*

The Company was incorporated in the State of Nevada on November 7, 2005, under the name “Nabo Inc.” On April 17, 2007, the name was changed to “Star Resorts Development Inc.” The name change was effected by merging with the Company’s wholly owned subsidiary, named “Star Resorts Development Inc.”, a Nevada corporation that we formed specifically for this purpose. The name of the company was changed to better reflect the direction and business of our company.

In addition to the change of name, a seven for one stock split was effected of authorized, issued and outstanding common stock. As a result, authorized capital increased from 75,000,000 shares of common stock with a par value of \$0.001 to 525,000,000 shares of common stock with a par value of \$0.001.

The Company was in the business of real estate development and focused on emerging markets. As of March 31, 2009, the Company has ceased operations, the value of all previously held properties have been impaired to reflect the current status.

On October 08, 2018, the eight judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for Star Resort Development, Inc., proper notice having been given to the officers and directors of Star Resort Development, Inc. There was no opposition.

On January 22, 2019, Custodian Ventures entered into a stock purchase agreement whereby they transferred 10,000,000 shares of preferred stock to Hestia Investments Inc and BHP Advance, Inc in exchange for \$152,750 in cash. As a result of the sale, and David Lazar’s resignation as sole officer and director of the Company, there was a change of control of the Company. There is no family relationship or other relationship between the Seller and the Purchaser.

On February 22, 2019, the board of directors approved a 1 for 100 reverse stock split of its common stock, to be effected on a certificate by certificate basis with all fractional shares being rounded up to the next whole share. The stock split did not effect the preferred stock of the corporation. On that same date, the company changed its name to BHPA, Inc.

On August 16, 2021, Mr. Chen Lu was appointed as the new Chief Executive Officer, Chief Financial Officer, Treasurer and Chairman of the board of directors of the Company. On that same date Mr. Wenjie Wu stepped down as Chief Executive Officer, Chief Financial Officer, Treasurer and Chairman of the board of directors of the Company.

**Reorganization and Share Exchange**

On June 21, 2019, pursuant to a Reorganization and Share Exchange Agreement, by and among the shareholders of BHPA, Inc. (Company) and the shareholders of BHP Advance, Inc, BHP Advanced Inc shareholders acquired (92.63%) percent of the issued and outstanding shares of BHPA, Inc in the amount of 316,933,399 shares in exchange for all of the 95,000,000 issued and outstanding shares of BHP Advance, Inc. , resulting in Company becoming a wholly-owned subsidiary of BHPA, Inc.

Since the major shareholder of BHP, Inc retained control of both the Company and BHPA Inc, the share exchange was accounted for as a reverse merger. As such, the Company recognized the assets and liabilities of BHPA, acquired in the Reorganization, at their historical carrying amounts. As such, the Company recognized the assets and liabilities of BHPA, acquired in the Reorganization, at their historical carrying amounts.

The accompanying consolidated financial statements are prepared on the basis of accounting principles generally accepted in the United States of America (“GAAP”). The Company is a development stage enterprise devoting substantial efforts to establishing a new business, financial planning, raising capital, and research into products which may become part of the Company’s product portfolio. The Company has not realized significant sales through since inception. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and, even if planned principal operations have commenced, revenues are insignificant.

The accompanying consolidated financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying consolidated financial



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statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

**Note 2 – Summary of significant accounting policies**

*Cash and Cash Equivalents*

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

*Digital Currencies*

Digital currencies consist of Bitcoin, Litecoin and Ethereum, generally received for the Company's own account as compensation for cryptocurrency mining services. Given that there is limited precedent regarding the classification and measurement of cryptocurrencies under current Generally Accepted Accounting Principles ("GAAP"), the Company has determined to account for these digital currencies as indefinite-lived intangible assets in accordance with Accounting Standards Update ("ASU") No. 350. As of September 30, 2021, the company held 0 BTC on account as well as 8,707 Filecoin with a market value of \$1,064,277. All digital currencies are recorded at historical cost.

*Revenue Recognition*

Effective July 1, 2018, we adopted ASC 606, Revenue from Contracts with Customers, as amended, using the modified retrospective method, which requires the cumulative effect of adoption to be recognized as an adjustment to opening retained earnings in the period of adoption. There was no cumulative effect of adopting the new standard and no impact on our financial statements. The new standard provides a single comprehensive model to be used in the accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific guidance. The standard's stated core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principle, ASC 606 includes provisions within a five-step model that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

Our revenues currently consist of hash rate cloud services recognized in accordance with ASC 606 as discussed above. At present, BHP Advance has a well-established global partnership network with a number of large-scale cryptocurrency mining farms, such as RenRenmine Farms.

*Estimates*

The consolidated financial statements are prepared on the basis of accounting principles generally accepted in the United States of America. 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 as of September 30, 2021 and March 31, 2021, and expenses for the six months ended September 30, 2021 and 2020, and cumulative from inception. Actual results could differ from those estimates made by management.

*Basic and Diluted Loss Per Share*

The Company computes earnings (loss) per share in accordance with ASC 260-10-45 "Earnings per Share", which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common stockholders by the weighted average number of outstanding common shares during the period. Diluted earnings (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive earnings (loss) per share excludes all potential common shares if their effect is anti-dilutive. The Company has no potential dilutive instruments, and therefore, basic and diluted earnings (loss) per share are equal.

*Subsequent Event*

The Company evaluated subsequent events through the date when consolidated financial statements are issued for disclosure consideration.

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*Recent Accounting Pronouncements*

On January 7, 2021, the FASB issued accounting standard update ASU 2021-013 to amend the scope of the guidance in ASU 2020-044 on facilitation of the effects of reference rate reform on financial reporting. Specifically, the amendments in ASU 2021-01 clarify that “certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition.” The Company does not believe the adoption of the new standard has any effect on the Company’s consolidated financial statements.

On January 28, 2021, the FASB issued ASU 2021-02, 5 which provides “a new practical expedient that simplifies the application of the guidance about identifying performance obligations.” Specifically, the new expedient “permits franchisors that are not public business entities to account for pre-opening services provided to a franchisee as distinct from the franchise license if the services are consistent with those included in a predefined list within the guidance.” The Company does not believe the adoption of the new standard has any effect on the Company’s consolidated financial statements.

Accounting standards-setting organizations frequently issue new or revised accounting rules. We regularly review all new pronouncements to determine their impact, if any, on our consolidated financial statements.

**Note 4 – Related party transaction**

On October 21, 2020, the Company repaid \$43,980 of the Zheng Dong loan. As of September 30, 2021, the company had a loan payable remaining of \$0 to Zheng Dong.

As of September 30, 2021, the company had a loan payable remaining of \$668,520 to Wenjie Wu. This loan is unsecured, non-interest bearing, and has no specific terms for repayment.

**Note 5 – Common Stock**

As of September 30, 2021, 331,565,346 shares of common stock remain outstanding.

**Note 6 – Preferred Stock**

As of September 30, 2021, 10,000,000 shares of preferred stock remain outstanding.

**Note 7 – Subsequent events**

The Company’s management evaluated subsequent events through the date the financial statements were issued and there were no subsequent events to report.