

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



BITFRONTIER CAPITAL HOLDINGS, INC.

A Wyoming Corporation

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Fredericksburg, VA 22401

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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 1320 Central Park Blvd. Suite 200, Fredericksburg, VA 22401.

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:

1320 Central Park Blvd. Suite 200, Fredericksburg, VA 22401

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

(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.

2) Security Information

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	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)	control disclosed).			
<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>\$45,000.00</u>	<u>\$5,975.00</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: John Allen
Title: CFO
Relationship to Issuer: CFO

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 business plan is to concentrate on cryptocurrency related investments and development opportunities through cryptocurrency mining, investments in private and/or public entities, joint ventures and acquisitions of blockchain related companies. BitFrontier Capital Holdings has two wholly owned operating subsidiaries, BitFrontier Capital Investments, Inc. and BitFrontier Technologies, Inc.

The Company's business segments will be divided into three operating segments:

Cryptocurrency Mining- Through the Company's wholly owned subsidiary, BitFrontier Technologies, Inc., owns and operates a warehouse specifically designed for hosting cryptocurrency mining equipment. Cryptocurrency mining (e.g. bitcoin mining) entails running ASIC (application-specific integrated circuit) servers or other specialized servers which solve a set of prescribed complex mathematical calculations in order to add a block to a blockchain and thereby confirm digital asset transactions. A party which is successful in adding a block to the blockchain is awarded a fixed number of digital assets in return.

Strategic Acquisitions- The Company will explore various Strategic Acquisitions of private companies that we believe will benefit from the exposure of the public markets. Once we identify an acquisition, BitFrontier Capital Holdings, Inc. will incubate them until they can be self-sustaining at which point, we will spin them off into their own public company providing a dividend for our shareholders. BitFrontier Capital Holdings, Inc. will retain a percentage for our services, as well as provide the option to maintain an ongoing consulting agreement until the new management feels they have the necessary skills and experience to run their company successfully.

Direct Investments- Through the Company's wholly owned subsidiary, BitFrontier Capital Investments, Inc., the Company may, at its election, directly invest in private and/or public entities either through stock purchase agreements, debentures, joint ventures or a hybrid of each. The Company's planned investments will focus on those entities whose near-term goals are to maximize shareholder value with the help of our infusion of cash.

- 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

Cryptocurrency Mining- Through the Company's wholly owned subsidiary, BitFrontier Technologies, Inc., owns and operates a warehouse specifically designed for hosting cryptocurrency mining equipment. Cryptocurrency mining (e.g. bitcoin mining) entails running ASIC (application-specific integrated circuit) servers or other specialized servers which solve a set of prescribed complex mathematical calculations in order to add a block to a blockchain and thereby confirm digital asset transactions. A party which is successful in adding a block to the blockchain is awarded a fixed number of digital assets in return.

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 1320 Central Park Blvd. Suite 200 Fredericksburg, VA 22401 which we currently lease on a month-to-month basis.

On June 13, 2018, BitFrontier Technologies, Inc., a wholly owned subsidiary of the Company, entered into a 10-year ground lease for approximately 1.3 acres of industrial land that will be used to construct the Company's cryptocurrency mining facilities. The Company can terminate the lease early with a payment equal to six times the monthly rental rate.

On April 12th, 2021, We entered into a purchase agreement to buy the property listed above for \$100,000 cash. This property was recently assessed just over one million dollars in the 2021 tax assessment.

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% of 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>Spencer Payne</u>	<u>President, Chief Executive Officer, Secretary, Chairman of the Board and Owner of More than 5%.</u>	<u>Fredericksburg, VA</u>	<u>5,000,000 Preferred C and 51 Preferred D</u>	<u>Preferred C and Preferred D</u>	<u>100% Preferred C and 100% Preferred D</u>	<u>None</u>
<u>Andrew Karras</u>	<u>Chief Operating Officer, Chief Development Officer, Vice President, Board Member</u>	<u>Fredericksburg, VA</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>None</u>
<u>John Allen</u>	<u>Chief Financial Officer, Board Member</u>	<u>Fredericksburg, VA</u>	<u>0</u>	<u>N/A</u>	<u>N/A</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 September 4, 2018, the Company, through its special counsel has filed a Petition for Declaratory Judgment and Injunctive Relief in the district court of Laramie, Wyoming; Docket No. 190-380.

The complaint seeks to cancel 12,260,000,000 (12.26 Billion) shares of Common Stock, 2 shares of Series A Preferred Stock, and 14,000,000 (14 Million) shares of Preferred B Stock, making up almost 99% of BitFrontier's issued and outstanding shares of Common Stock, and 100% of the issued and outstanding Series A Preferred Stock and Series B Preferred Stock classes.

These shares were issued by former management to five individuals/corporations for which they provided no consideration and acquired immediately before abandoning the company.

These shares were issued to Daryl English, J.A. Maurice Swanson, Claremont Group Corp., Market Awareness Corp., and Fordee CA Trust. The specific number of shares issued to each individual/entity is incorporated by reference to the table above, section 7.

BitFrontier has requested the court to declare these shares were improperly and illegally issued rendering them void and declare that the shares are cancelled so that the corporate records and registered transfer agent's books will properly reflect the current shareholders and number of shares issued.

A copy of the court complaint is incorporated by reference within the Company's OTC Markets page filed on 9/24/18 titled Supplemental Information - Share Cancellation Court Complaint and Supplemental Information - Share Cancellation Court Complaint Exhibits.

On February 21, 2019, no response had been received from any defendants and the Company's attorneys filed a Motion for Default Judgement Against Respondents. This Motion is incorporated by refence within the Company's OTC Markets page filed on 3/21/19 titled Supplemental Information - Motion for Default Judgment.

Subsequently on February 21, 2019, the Clerk of the District Court in the First Judicial District of Laramie Wyoming signed an Entry of Default of Respondents. This Motion is incorporated by refence within the Company's OTC Markets page filed on 3/21/19 titled Supplemental Information - Entry of Default.

A hearing has been set for May 30, 2019 at 2:00PM Mountain Standard Time to cancel these fraudulently issued shares.

On May 30, 2019, the Company won its court case to cancel the above shares. The above shares were cancelled on June 10, 2019 by the Company's transfer agent.

9) Third Party Providers

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

Securities Counsel

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd. Suite 200

Address 2: Aventura, FL 33160
Phone: 954-903-7856

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: N/A
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

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, Spencer Payne 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.

04/15/22 [Date]

/s/ Spencer Payne [CEO's Signature]

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

Principal Financial Officer:

I, John Allen 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.

04/15/22 [Date]

/s/ John Allen [CFO's Signature]

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