

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BitFrontier Capital Holdings, Inc.

2794 Indian Ripple RD
Dayton, OH 45434

(513) 204-9873

bfchco.com

andrew@bfchco.com

SIC Code: 7374- Data processing and preparation

Quarterly Report

For the period ending: **March 31, 2024**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

388,847,958 as of 03/31/2023

347,624,394 as of 12/31/2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

(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 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:

2794 Indian Ripple RD Dayton, OH 45434

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

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

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

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>BFCH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09174L104</u>	
Par or stated value:	<u>0.00001</u>	
Total shares authorized:	<u>995,000,000</u>	as of date: <u>03/31/2023</u>
Total shares outstanding:	<u>388,847,958</u>	as of date: <u>03/31/2023</u>
Total number of shareholders of record:	<u>47</u>	as of date: <u>03/31/2023</u>

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred D</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>51</u>	as of date: <u>03/31/2023</u>
Total shares outstanding (if applicable):	<u>51</u>	as of date: <u>03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>03/31/2023</u>

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>24,750,000</u>	as of date: <u>03/31/2023</u>
Total shares outstanding (if applicable):	<u>24,750,000</u>	as of date: <u>03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>8</u>	as of date: <u>03/31/2023</u>

Exact title and class of the security:	<u>Preferred F</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>No Par Value</u>	
Total shares authorized:	<u>20,000,000</u>	as of date: <u>03/31/2023</u>
Total shares outstanding (if applicable):	<u>20,000,000</u>	as of date: <u>03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>03/31/2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

1:1 voting

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

Preferred D 51% Super voting shares

Preferred C Convert 1:2

Preferred F Convert 1:2

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>1/1/22</u> Common: <u>306,946,848</u> Preferred: <u>5,000,051</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares	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	Individual/ Entity Shares were issued to.	Reason for share issuance (e.g. for cash or debt conversion	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

	returned to treasury)				the time of issuance ? (Yes/No)	*You must disclose the control person(s) for any entities listed.) -OR- Nature of Services Provided		
<u>3/21/22</u>	<u>Conversion</u>	<u>4,320,000</u>	<u>Full conversion of 3/18/22 note, Loan #2</u>	<u>\$21,600.00</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>7/26/22</u>	<u>Conversion</u>	<u>8,990,400</u>	<u>Conversion</u>	<u>0.005</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>8/9/22</u>	<u>Cancellation</u>	<u>5,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Spencer Payne</u>	<u>Cancellation</u>	<u>N/A</u>	<u>Cancellation</u>
<u>8/9/22</u>	<u>Cancellation</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Spencer Payne</u>	<u>Cancellation</u>	<u>N/A</u>	<u>Cancellation</u>
<u>8/9/22</u>	<u>New Issuance</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>8/23/22</u>	<u>Conversion</u>	<u>18,487,486</u>	<u>Full conversion of 6/15/20 note, Loan #3</u>	<u>\$12,055.56</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Unrestricted</u>
<u>12/23/22</u>	<u>Conversion</u>	<u>8,123,700</u>	<u>Conversion</u>	<u>0.005</u>	<u>Yes</u>	<u>Jeffrey Mutual</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Unrestricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>6,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Brian Althizer</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Calvin Shanks</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Corker</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jason Holcomb</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Sam Clark</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Ellison</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/21/2023</u>	<u>Cancellation</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Voting Control</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Preferred F</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Incentive</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/07/203</u>	<u>New Issuance</u>	<u>15,814,064</u>	<u>Common</u>	<u>\$0.0062</u>		<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/203</u>	<u>New Issuance</u>	<u>25,805,500</u>	<u>Common</u>	<u>\$0.003</u>		<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>

Shares Outstanding on Date of This Report:	
Ending Balance Ending Balance:	
Date 03/31/2023 Common: 388,847,958	
Preferred: 44,750,051	

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Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table 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.
- (6)

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

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

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/09/20</u>	<u>\$73,363</u>	<u>\$55,000.00</u>	<u>\$18,363</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>\$92,181</u>	<u>\$70,000.00</u>	<u>\$22,181</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>\$308,214</u>	<u>\$238,143.65</u>	<u>\$70,070</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</u>	<u>Jeffrey Mutual</u>	<u>Loan #8</u>

					<u>conversion or \$0.005 per share at the holder's discretion.</u>		
<u>4/16/21</u>	<u>\$510,628</u>	<u>\$400,000.00</u>	<u>\$110,628</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>\$185,125</u>	<u>\$135,000.00</u>	<u>\$50,125</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>\$127,072</u>	<u>\$100,000.00</u>	<u>\$27,072</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>\$96,339</u>	<u>\$74,328.00</u>	<u>\$22,011</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>\$185,190</u>	<u>\$155,000.00</u>	<u>\$35,190</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>
<u>11/19/21</u>	<u>\$178,058</u>	<u>\$150,000.00</u>	<u>\$228,058</u>	<u>11/19/23</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</u>	<u>Jeffrey Mutual</u>	<u>Loan #14</u>
<u>11/15/22</u>	<u>\$36,836</u>	<u>\$25,000.00</u>	<u>\$11,836</u>	<u>11/15/24</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 #15</u>
<u>12/13/22</u>	<u>\$262,503</u>	<u>\$250,000.00</u>	<u>\$12,503</u>	<u>12/13/24</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 #16</u>

Use the space below to provide any additional details, including footnotes to the table above:

During the first quarter of 2024 all outstanding debt held by Mr. Jeffrey Mutual will be converted to a 7% common equity stake and a \$350,000 'settlement'. Please see notes to the financial statements.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Server sales and hosting for crypto-currency mining operators.

B. List any subsidiaries, parent company, or affiliated companies.

The Company's subsidiaries are Telesis IT, ASICS Miners US LLC, and Liquid Immersion LLC. Telesis IT provides IT Services to small and medium businesses. ASICS Miners sell Crypto Currency mining equipment. Liquid Immersion LLC provides advanced hosting solutions for small and medium scale miners to help them compete with much larger crypto currency mining facilities.

C. Describe the issuers' principal products or services.

Server sales and hosting.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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 has a fully operational hosting facility in Texas, with the next planned facility to be opened in Wyoming.

6) Officers, Directors, and Control Persons

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

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Andrew Gilton	CEO	CA/USA	51	Preferred D	100%	None
Andrew Gilton	CEO	CA/USA	6,250,000	Preferred C	60%	None
Andrew Gilton	CEO	CA/USA	3,170,857	Common	<1%	None
Andrew Gilton	CEO	CA/USA	20,000,000	Preferred F	100%	None
Tom Corker	Chairman	Idaho/USA	3,750,000	Preferred C	15.15%	None
Tom Ellison	Chief Technology Officer	Louisiana/USA	3,750,000	Preferred C	15.15%	None
Keith Su	Specialist	Shenzhen/China	NA	NA	NA	NA

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. Been the subject 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;

N/A

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

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

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

NA

- 6.) Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NA

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.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinnwand, P.A.
Address 1: 18305 Biscayne Blvd. Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: mberly@jdlpa.com

Accountant or Auditor

Name:
Firm: Iacopi, Lenz & Company
Address 1: 3031 W March Lane #300E
Address 2: Stockton, CA 95219
Phone: 209-957-3651
Email:

Investor Relations

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

All other means of Investor Communication:

Twitter:
Discord:
LinkedIn
Facebook:
[Other]

Other Service Providers

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

Name: Douglas B Vaughn
Firm:
Nature of Services: Contractor providing subsidiary consolidation and report generation
Address 1:
Address 2: Memphis TN
Phone:
Email:

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name: Douglas Vaughn
Title: Accountant/Financial Analyst
Relationship to issuer: Acting CFO

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

☒ U.S. GAAP
☐ IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)²:

Name: Douglas Vaughn
Title: Accountant
Relationship to Issuer: Acting CFO
Qualifications: Certified Management Accountant (retired)
Consolidation of subsidiary results with holding company

Name: Iacopi, Lenz & Company
Title:
Relationship to Issuer: Bookkeeping Firm
Qualifications: Accounting, Bookkeeping, and Consulting Firm
Subsidiary Bookkeeping and Financial Statements

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Andrew Gilton certify that:

1. I have reviewed this Disclosure Statement for 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.

05/13/2024

/s/ Andrew Gilton [CEO's Signature]

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

²The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Principal Financial Officer:

I, Douglas Vaughn certify that:

1. I have reviewed this Disclosure Statement for 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.

05/13/2024

/s/ Douglas Vaughn Acting CFO

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

Bitfrontier Capital, Inc.

Consolidated Balance Sheet

	3/31/2024	12/31/2023
Cash	\$ 143,625	\$ 93,754
Prepaid & Other Assets	\$ -	\$ -
Accounts Receivable	<u>\$ 84,011</u>	<u>\$ 105,102</u>
Total Current Assets	\$ 227,636	\$ 198,856
Building & FFE	\$ 62,478	\$ 62,478
Land	\$ (33,259)	\$ (32,102)
Accum Dep	\$ 5,000	\$ 5,000
Other L/T Assets	<u>\$ 421,212</u>	<u>\$ 421,212</u>
Total Other Assets	\$ 573,165	\$ 520,369
Total assets	\$ 800,801	\$ 719,225
Accounts payable	\$ 7,216	\$ 42,745
Notes Payable	\$ 2,045,521	\$ 2,011,442
Other Current Liabilities	<u>\$ 124,801</u>	<u>\$ 90,990</u>
Current Liabilities	\$ 2,177,538	\$ 2,145,177
Notes Payable	\$ 297,512	\$ 297,512
Accrued Int Payable	\$ -	\$ -
Other Misc Liabilities	<u>\$ 187,253</u>	<u>\$ 141,864</u>
Long term Liabilities	\$ 484,765	\$ 439,376
Total Liabilities	\$ 2,662,303	\$ 2,584,553
Common Stock	\$ 3,888	\$ 3,888
Preferred Stock	\$ 2,475	\$ 2,475
Paid In Capital	\$ 3,529,847	\$ 3,529,847
Retained Earnings	\$ (5,170,089)	\$ (5,113,064)
Net Income YTD	<u>\$ 53,315</u>	<u>\$ 31,615</u>
Equity	\$ (1,861,502)	\$ (1,865,328)
Total Lib & Equity	\$ 800,801	\$ 719,225

Bitfrontier Capital, Inc
Consolidated Income Statement

	Year to Date 31-Mar-24	Year to Date 31-Mar-24
Server Sales	\$ 790,662	\$ 790,662
Crypto	\$ 225,677	\$ 225,677
IT Services	\$ 211,316	\$ 211,316
<u>other</u>	<u>\$ 20,759</u>	<u>\$ 20,759</u>
Total revenues	\$ 1,248,414	\$ 1,248,414
Cost of Sales - Servers	\$ 868,213	\$ 868,213
Cost of sales - IT Services	\$ 111,195	\$ 111,195
<u>Other Cost of Sales</u>	<u>\$ 1,000</u>	<u>\$ 1,000</u>
Total Cost of Sales	\$ 980,408	\$ 980,408
Gross Profit	\$ 268,006	\$ 268,006
Salaries	\$ 35,531	\$ 35,531
Administration	\$ 145,081	\$ 145,081
Marketing	\$ -	\$ -
<u>Interest Expense</u>	<u>\$ 34,079</u>	<u>\$ 34,079</u>
Total Expense	\$ 214,691	\$ 214,691
Net profit	\$ 53,315	\$ 53,315

BitFrontier Capital Holdings, Inc.

Consolidated Cash Flow Statement

	Year to Date 31-Mar-24	Year to Date 31-Mar-24
Net Income	\$ 53,315	\$ 53,315
Adjustments to reconcile		
Changes in A/R and A/P	\$ (14,438)	\$ (14,438)
<u>Changes in Other A/L</u>	<u>\$ 30,810</u>	<u>\$ 30,810</u>
Net Cash From Operations	\$ 69,687	\$ 69,687
Investing Activities		
Inter Company	\$ -	\$ -
Hypernova LLC	\$ -	\$ -
Other Investments	<u>\$ (7,556)</u>	<u>\$ (7,556)</u>
Net Cash Used Investing	\$ (53,954)	\$ (53,954)
Financing Activities		
Inter Company	\$ -	\$ -
Real Estate Loans	\$ -	\$ -
Notes Payable	\$ 79,469	\$ 79,469
Accued Int Pay	\$ -	\$ -
Other Financing	\$ -	\$ -
<u>Equity Contribution/WD</u>	<u>\$ (48,903)</u>	<u>\$ (48,903)</u>
Net Cash From Financing	\$ 30,566	\$ 30,566
<u>Net Cash Increase</u>	<u>\$ 46,299</u>	<u>\$ 46,299</u>
Cash At Beginning of Period	\$ 97,326	\$ 97,326
Cash At End of Period	\$ 143,625	\$ 143,625

BitFintier Capital, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Treasury Stock		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Earnings	Stockholders Equity
Balance 12/31/2021	5,000,051	\$ 500	307,702,701	\$ 3,077	-	-	\$ 2,955,486	(3,030,059)	(70,996)
Net Income YTD 2021								\$ -	
Prior Period Adjustment	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
preferred stock issued *	(5,000,000)	\$ (500)	-	\$ -	-	-	\$ -	\$ -	(500)
Common Stock Issued	-	\$ -	39,921,693	\$ 399	-	-	\$ 162,125	\$ -	162,524
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Net Income YTD 2022								\$ -	\$ (258,080)
Balance 12/31/2022	51	\$ -	\$ 347,624,394	\$ 3,476	-	-	\$ 3,117,611	(3,030,059)	(167,052)
Net Income YTD 2022								(258,080)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (1,824,925)	(1,824,925)
preferred stock issued **	44,750,051	\$ 2,475	-	\$ -	-	-	\$ -	\$ -	2,475
Common Stock Issued	-	\$ -	41,223,564	\$ 412	-	-	\$ 412,236	\$ -	412,648
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	(320,089)
Net Income YTD 2023	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ 31,615
Balance 012/31/2023	44,750,102	2,475	388,847,958	3,888	-	-	3,529,847	(5,113,064)	(1,865,328)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (88,640)	(88,640)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Common Stock Issued	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	39,151
Net Income YTD 2024	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ 53,315
3/31/2024	44,750,102	2,475	388,847,958	3,888	-	-	3,529,847	(5,170,089)	(1,861,502)

Notes to the Financial Statements

NOTE 1 – BUSINESS ORGANIZATION

BitFrontier Capital Holdings, Inc. (Formerly AOM Minerals, Ltd.) was incorporated in the State of Nevada on June 3, 2005. We were an exploration stage company. We were originally engaged in the acquisition and exploration of mineral properties with a view to exploiting any mineral deposits we discover. We had owned at one time a 100% beneficial interest in two mineral claims known as the Maybe property. Our plan of operation was to conduct exploration work on the Maybe property in order to ascertain whether it possesses economic quantities of silver, gold and copper. These claims were abandoned in 2007.

Effective December 5, 2007, the Company changed its name to “Purio Inc.” and entered into a share exchange agreement with Purio Environmental Water Source, Inc. (“PEWS”), a private Nevada corporation, and the shareholders of PEWS. Pursuant to the share exchange agreement, the Company issued 27,734,603 shares of its common stock in return for all outstanding shares of PEWS. By this means, PEWS became a 100% owned subsidiary of the Company. As such our financial statements reflect operating results from the inception of the subsidiary which was November 16, 1999.

PEWS owned proprietary water clarification technology suitable to a broad number of applications including the clarification of surface water, industrial process water and sewage. The Company was marketing this technology initially for industrial and commercial applications to reclaim water and reduce the need for fresh water in such applications.

In August 2010, the Company was redomiciled in the State of Wyoming.

Effective December 13, 2017, the Company entered into an agreement of merger with BitFrontier Capital Investments, Inc., a Wyoming Corporation. To facilitate the merger, Purio, Inc. created a new wholly owned subsidiary BitFrontier Acquisitions Inc. solely for the use in this merger agreement. As a result of the plan of merger agreement, BitFrontier Acquisitions, Inc. merged with an into BitFrontier Capital Investments, Inc. with BitFrontier Capital Investments, Inc. being the Surviving Corporation and becoming a wholly owned subsidiary of Purio, Inc.

On December 20, 2017, the Company changed its name from Purio, Inc. to BitFrontier Capital Holdings, Inc.

On January 2, 2018, Purio, Inc. filed a corporate action with the Financial Industry Regulatory Authority (“FINRA”) to affect a name change to BitFrontier Capital Holdings, Inc. and to change its ticker symbol from PURO to BITF, with a requested effective date of January 12, 2018. The Company received notification from FINRA on February 2, 2018 that the name and ticker change was set effective in the marketplace on February 5, 2018. The name of the Company changed to BitFrontier Capital Holdings, Inc. and the ticker changed to BFCH.

Effective January 13, 2018, the Company entered into an agreement and plan of merger with BitFrontier Technologies, Inc., a Wyoming Corporation. To facilitate the merger, BitFrontier Capital Holdings, Inc. created a new wholly-owned subsidiary BitFrontier Merger, Inc. solely for the use in this merger agreement. As a result of the plan of merger agreement, BitFrontier Merger, Inc. merged with an into BitFrontier Technologies, Inc. with BitFrontier Technologies, Inc. being the Surviving Corporation and becoming a wholly owned subsidiary of BitFrontier Capital Holdings, Inc.

In October 2021 Mr. Bryan Wilkson – on behalf of shareholders – was awarded administrative control of the company by the State of Wyoming. Shortly thereafter Mr. Andrew Gilton was named Chief Executive office and subsidiaries ASICS Miners and Liquid Immersion were acquired from Mr. Gilton. ASICS Miners sell crypto mining servers, and Liquid Immersion provided crypto mining server hosting facilities.

NOTE 2 - BASIS OF PRESENTATION

BASIS OF ACCOUNTING

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. All intercompany transactions have been eliminated. In the opinion of management these interim financial statements contain all of the disclosures necessary to make these financial statements a fair presentation for investor evaluation.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company cannot be certain that it will be successful in these strategies even with the new funding.

SIGNIFICANT ACCOUNTING POLICIES

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of three months or less.

FINANCIAL INSTRUMENTS

The FASB issued ASC 820-10, *Fair Value Measurements and Disclosures*, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

FINANCIAL INSTRUMENTS

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.
-

CONCENTRATIONS AND CREDIT RISKS

By having subsidiaries in different segments of the crypto currency industry, the company expects future revenue concentration and credit risk to be minimized.

FOREIGN CURRENCY TRANSLATION

The accounts of the Company are accounted for in accordance with the Statement of Financial Accounting Standards No. 52 (“SFAS 52”), “Foreign Currency Translation”. The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses and cash flows at average exchange rates; and shareholders’ equity at historical exchange rate.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are re-measured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are included in net income.

SHARE-BASED COMPENSATION

ASC 718, *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, *Equity – Based Payments to Non-Employees*. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of December 31, 2023 there was no share based compensation. The company plans to implement a stock option plan during 2024.

INCOME TAXES

During 2024 the company will work with their Accounting and Tax firm Iacopi Lenz to bring all past tax returns current through 2023. There is no expectation of previous tax liability, and the company hopes to find valid tax loss carry forwards.

COMMITMENTS AND CONTINGENCIES

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

EARNINGS PER SHARE

Net income (loss) per share is calculated in accordance with ASC 260, *Earnings Per Share*. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

NOTE 3 – CONVERTIBLE NOTES PAYABLE

The company reached a significant settlement with Mr. Jeffery Mutual and the convertible debt. The entire balance will be converted to a 7.5% equity stake with the remaining \$300,000 settlement to be repaid over 5 years.

NOTE 4 – Unidentified Asset in the 2022 financial statements.

The 2022 balance sheet used for these financial statements was produced by a different firm and management team. The assets included an item more than \$1mm titled 'Prepaid Expenses and other Sundry Assets'. The current management team cannot confirm the existence nor value at the present time. This item will be researched thoroughly during the upcoming audit. The 2022 financial statements were used as previously reported, with the difference in equity adjusted in the 'Statement of Changes in Equity' as a prior period adjustment.

NOTE 5 – MERGER

Effective January 25, 2019, 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.

Effective as of 6/26/2023, the acquisition for ASIC Miners US LCC, a Wyoming based Limited Liability Company. In exchange for 100% of the outstanding units of ASIC Miners US, LLC, BFCH has issued 200,000,000 restricted shares of Common Stock with 160,000,000 more shares to be issued over the next 4 years.

NOTE 6 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of filing the consolidated financial statements with OTC Markets, the date the consolidated financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure, other than those noted below:

1.) The first hosting facility opened in Texas suffered a major setback with the power provider beginning March 29. The site has become unviable, and we have taken all necessary steps to try and resolve the issues. We have been moving customers into other hosting facilities in order to train and maintain relationships with the customers. We have moved into a smaller facility with around 80 slots available in Houston, TX. We will continue to expand this operation once the funds are available to do so.

MANAGEMENT DISCUSSION AND ANALYSIS

The majority of 2023 involved growing newly acquired subsidiaries ASICS Miners and Liquid Immersion LLC. Growth was slow during the year however considerable progress was made with Liquid Immersion and a new hosting agreement was signed in January of 2024. This plan was delayed until 2024 pending a restructuring agreement with the convertible debt noteholder. An agreement was reached in January 2024 to eliminate all the convertible debt into a 7.5% equity position and a simple \$300,000 settlement paid off over five years. This agreement paves the way for expansion in 2024 and beyond. We are actively working on launching a new mining pool operation that has already passed the proof-of-concept stage and we are actively working to roll it out to both retail and wholesale clients.

