

ALUF HOLDINGS INC

4801 S University Drive, STE 227
Davie, FL 33328

866-793-1110

Aluf.com

Finance@aluf.com

Quarterly Report

For the period ending March 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,449,442,476 as of 03/31/2024 *(Current Reporting Period Date or More Recent Date)*

1,449,442,476 as of 12/31/2023 *(Most Recent Completed Fiscal Year End)*

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

⁴ “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.

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

ALUF HOLDINGS, INC. – 07/14/2015 to PRESENT,

COREWAFER INDUSTRIES, INC. – 06/22/2012 to 07/14/2015

ACTION PRODUCTS INTERNATIONAL, INC. – 05/27/1988 to 06/22/2012

ACTION PACKETS, INC. – 01/07/1981 to 05/27/1988

Current State and Date of Incorporation or Registration: **NEVADA; April 26, 2012**

FLORIDA (Foreign Corp): October 9, 2015

FLORIDA (Past domicile) – INACTIVE/MERGER: June 2012

Standing in this jurisdiction: (e.g. active, default, inactive): **ACTIVE**

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

Two anticipated acquisitions will take place over the next 12 months. No current plans for any other corporate action to take place. Within the past 12 months one acquisition took place (on December 31, 2022).

Address of the issuer's principal executive office:

4801 S University Drive, Suite 227, Davie, FL 33328

Address of the issuer's principal place of business:

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

Same as above

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:

None

2) Security Information

Transfer Agent

Name: Broadridge Financial Solutions, Inc.
Phone: (631) 392-5845
Email: Mariana.Villada@broadridge.com
Address: 51 Mercedes Way, Suite 1300
Philadelphia, PA 11717

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>AHIX</u>
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>
CUSIP:	<u>022167308</u>
Par or stated value:	<u>\$.001</u>
Total shares authorized:	<u>2,299,821,989</u> as of date: <u>03/31/2024</u>
Total shares outstanding:	<u>1,449,442,476</u> as of date: <u>03/31/2024</u>
Total number of shareholders of record:	<u>63</u> as of date: <u>03/31/2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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 A</u>
CUSIP (if applicable):	
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>175,000</u> as of date: <u>03/31/2024</u>
Total shares outstanding (if applicable):	<u>175,000</u> as of date: <u>03/31/2024</u>
Total number of shareholders of record	<u>1</u> as of date: <u>03/31/2024</u>

Exact title and class of the security:	<u>Preferred B</u>
CUSIP (if applicable):	
	<u>0.001</u>
Total shares authorized:	<u>200,000,000</u> as of date: <u>03/31/2024</u>
Total shares outstanding (if applicable):	<u>87,624,805</u> as of date: <u>03/31/2024</u>
Total number of shareholders of record (if applicable):	<u>28</u> as of date: <u>03/31/2024</u>

Exact title and class of the security:	<u>Preferred D</u>	
CUSIP (if applicable):	<u>0.001</u>	
Total shares authorized:	<u>3,001</u>	<u>as of date: 03/31/2024</u>
Total shares outstanding (if applicable):	<u>3,001</u>	<u>as of date: 03/31/2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 03/31/2024</u>

Exact title and class of the security:	<u>Preferred E</u>	
CUSIP (if applicable):	<u>0.001</u>	
Total shares authorized:	<u>10</u>	<u>as of date: 03/31/2024</u>
Total shares outstanding (if applicable):	<u>4</u>	<u>as of date: 03/31/2024</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: 03/31/2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.

Each shareholder has the right to one vote per each share of common stock held by the shareholder. There are currently no dividends being paid and there are no preemptive rights.

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

Series A Preferred

- (a) Dividends. There are no dividends payable at this time to the holders of the Series A Preferred Stock.
- (b) Liquidation Preference. After the payment of all preferential amounts required to be paid to the holders of any class or series of stock ranking senior to the Series A Preferred Stock in respect of liquidation that may be authorized from time to time, (the "Senior Liquidation Stock"), upon the dissolution, liquidation, or winding up of the Corporation, all of the remaining assets and funds of the Corporation available for distribution to its holders of Common Stock shall be distributed ratably among the holders of the Series A Preferred Stock, such other series of Preferred Stock as are constituted as similarly participating, and the Common Stock, with each share of Series A Preferred Stock being deemed, for such purpose, to be equal to the number of shares of Common Stock, including fractions of a share, into which such share of Series A Preferred Stock is convertible immediately prior to the close of business on the business day fixed for such distribution.

(c) Voting Rights. Except as otherwise required by law, the holder of shares of

Series A Preferred Stock shall not have the right to vote on matters that come before the shareholders.

(d) Conversion Rights. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into one (1) (the "Conversion Rate") fully paid and nonassessable share of common Stock. Such Conversion Rate shall be subject to adjustment as provided in the designation.

Series B Preferred

(a) Voting Rights. The holders of shares of Series B Stock shall vote on an as converted basis of Common Stock and holders of any other class or series of capital stock entitled to vote with holders of Common stock, as a single class on all matters presented to a vote of the holders of Common Stock. The Series B Stock shall also vote as a class as and to the extent required by law and/or otherwise provided herein.

(b) Dividends and Distributions. There are no dividends payable at this time to the holders of the Series B Preferred Stock.

(c) Liquidation Rights. Subject to the rights of the holders of any Parity Stock or Senior Stock which may be issued from time to time by the Company, upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Series B Stock shall be entitled to be paid out of the assets of the Company an amount per share of Series B Stock equal to the Stated Value, plus all declared and unpaid dividends on such shares of Series B Stock, if any (collectively, the "**Series B Liquidation Preference**").

(d) Conversion. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into two (2) (the "Conversion Rate") fully paid and nonassessable share of common Stock. Such Conversion Rate shall be subject to adjustment as provided in the designation.

Series D Preferred

(a) Conversion Rights. Holders of Series D Stock shall have the following rights with respect to conversion of shares of Series D Stock into shares of Common Stock:

1. Mandatory Conversion by the Company. The Series D Stock shall be mandatorily converted by the Company no later than January 31, 2016 (the "Conversion Date") by action of the Board.
2. Conversion Ratio. The conversion ratio shall be equal to \$.50 divided by the closing market price of the Common Stock on the date of conversion.
3. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series D Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series D Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If the conversion would result in the issuance of any fractional share, the Company shall, in lieu of issuing any fractional share, issue to the holder thereof a full share of Common Stock.

(b) Voting Rights. The Series D Preferred have not voting rights.

(c) Dividends and Distributions. There are no dividends payable at this time to the holders of the Series D Preferred Stock.

(d) Liquidation Rights. Subject to the rights of the holders of any Parity Stock or Senior Stock which may be issued from time to time by the Company, upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Series D Stock shall be entitled to be paid out of the assets of the Company an amount per share of Series D Stock equal to

the Stated Value, plus all declared and unpaid dividends on such shares of Series B Stock, if any (collectively, the **"Series D Liquidation Preference"**

Series E Preferred

- (a) Conversion Rights. Each share of Series E Stock shall have the following rights with respect to conversion of shares of Series E Stock and shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series A, B, C, and D Preferred Stocks, on a fully converted basis, which are issued and outstanding at the time of conversion. divided by: The number of shares of Series E Preferred Stock issued and outstanding at the time of conversion.
- (b) Voting Rights. The Series E Preferred shall have voting rights equal to four times : i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series A, B, C, and D Preferred Stocks which are issued and outstanding at the time of conversion divided by: The number of shares of Series E Preferred Stock issued and outstanding at the time of conversion..
- (c) Dividends and Distributions. There are no dividends payable at this time to the holders of the Series E Preferred Stock.
- (d) Issuance. Shares of Preferred Stock may only be issued in exchange for the 1 partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a note for retirement of debt and other obligations owed the lender (holder), which are being retired pursuant to a formula as set out in the designation.
- (e) Liquidation Rights. Subject to the rights of the holders of any Parity Stock or Senior Stock which may be issued from time to time by the Company, upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Series E Stock shall be entitled to be paid out of the assets of the Company an amount per share of Series E Stock equal to the Stated Value, plus all declared and unpaid dividends on such shares of Series E Stock, if any (collectively, the

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

None

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.**

None

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 for the two most recently completed fiscal years and any subsequent period.

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 <u>Opening Balance</u> : Date <u>01/01/2022</u> Common: <u>162,094,581</u> Preferred: <u>80,302,810</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 issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>05/01/2022</u>	New Issuance	68,000,000	Common	\$68,000	No	Donald C. Bennett	Compensation	Restricted	701
<u>05/01/2022</u>	New Issuance	55,000,000	Common	\$55,000	No	Teresa McWilliams	Compensation	Restricted	701
<u>05/01/2022</u>	New Issuance	1,000,000	Common	\$1,000	No	Lisa Canty-Marks	Compensation	Restricted	701
<u>05/01/2022</u>	New Issuance	285,094,581	Common	\$285,095	No	Donald C. Bennett	Compensation	Restricted	701
<u>07/01/2022</u>	New Issuance	30,000,000	Common	\$300,000	No	Belair Mgmt Group (Daniel Forle)	Compensation	Restricted	701
<u>07/08/2022</u>	New Issuance	200,000	Common	\$20,000	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Free Trading	Reg A
<u>08/10/2022</u>	New Issuance	100,000	Common	\$10,000	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Free Trading	Reg A
<u>09/26/2022</u>	New Issuance	50,000	Common	\$5,000	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Free Trading	Reg A

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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
12/30/2022	New issuance	5,000,000	Common	\$0.01	No	Donald C. Bennett	Compensation	Restricted	701
12/30/2022	New issuance	5,000,000	Common	\$0.01	No	Teresa McWilliams	Compensation	Restricted	701
12/30/2022	New issuance	2,500,000	Common	\$0.01	No	Lisa Marks-Canty	Compensation	Restricted	701
12/30/2022	New issuance	5,500,000	Common	\$0.01	No	Larry G. Striggles	Compensation	Restricted	701
12/30/2022	New issuance	500,000	Common	\$0.20	No	Michael D. Landis	Acquisition	Restricted	144
12/30/2022	New issuance	500,000	Common	\$0.20	No	Altia A. Landis	Acquisition	Restricted	144
12/30/2022	New issuance	9,400,000	Common	\$0.025	No	Teresa McWilliams	Debt Settlement	Restricted	
12/30/2022	New issuance	3,000,000	Common	\$0.02	No	Teresa McWilliams	Debt Settlement	Restricted	
07/25/2023	New Issuance	185,339,184	Common	\$.001	No	Donald Bennett	Compensation	Restricted	701
07/25/2023	New Issuance	20,000,000	Common	\$.001	No	Teresa McWilliams	Compensation	Restricted	701
07/25/2023	New Issuance	20,000,000	Common	\$.001	No	Lisa Marks-Canty	Compensation	Restricted	701
07/25/2023	New Issuance	350,000,000	Common	\$.001	No	Dr. Aditya Ganguli	Compensation	Restricted	701
07/25/2023	New Issuance	50,000,000	Common	\$.001	No	Deepanwita Banerjee	Compensation	Restricted	701
07/25/2023	New Issuance	152,890,500	Common	\$.001	No	Teresa McWilliams	Debt Settlement	Restricted	
11/20/2023	New Issuance	5,000,000	Common	\$.001	No	Donald Bennett	Compensation	Restricted	701
11/20/2023	New Issuance	5,000,000	Common	\$.001	No	Teresa McWilliams	Compensation	Restricted	701
11/20/2023	New Issuance	2,500,000	Common	\$.001	No	Lisa Marks-Canty	Compensation	Restricted	701
11/20/2023	New Issuance	10,673,000	Common	\$.001	No	Larry Striggles	Compensation	Restricted	701

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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11/20/2023	New Issuance	5,000,000	Common	\$.001	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Restricted	144
11/20/2023	New Issuance	5,000,000	Common	\$.001	No	Santosh Nagaraj	Stock Purchase	Restricted	144
11/20/2023	New Issuance	5,000,000	Common	\$.001	No	Vijay Matthews	Stock Purchase	Restricted	144
9/28/2023	New Issuance	5,000,000	Series B Preferred	\$.001	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Restricted	144
12/23/2023	New Issuance	2,500,000	Series B Preferred	\$.001	No	Belair Mgmt Group (Daniel Forle)	Stock Purchase	Restricted	144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 03/31/2024	Common: 1,449,442,476								
	Preferred: 87,802,810								

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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.)
1/01/2022	\$ 235,553	\$ 253,266	\$ 0	6/30/2024	Can convert to common stock or cash every 18 months according to IRS regulations	Teresa McWilliams	Shareholder Loans/advances for working capital

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Aluf Holdings, Inc. (AHIX) is a holding company headquartered in Davie, FL, engaged in acquiring, operating, and managing subsidiary companies in the development and sale of proprietary software. Through strategic acquisitions, the Company will develop and manage subsidiary companies and proprietary software in biometric, and next generation technology verticals. To this end, the Company has launched a very intensive campaign to target multiple strategic partnerships, business and software asset acquisitions and will rapidly develop a robust portfolio of technology assets over the next several years, allowing us to increase strategic partnerships, market share, and profitability. The Company has selected a number of potential candidates to acquire for scale. Currently we are providing financial services and solutions to businesses and individuals on a consulting/contracted basis.

On January 26, 2024, the company entered into Purchase Agreement pursuant to the non-binding Letter of Intent dated October 18, 2023, to acquire a leading company in health information technology focused on products pertaining to population health, wellness, risk management, and loss control. With Due Diligence still underway, closing, which is contingent upon funding, is expected to take place on or before May 31, 2024. There is no further information regarding the terms of the acquisition available at this time.

On January 2, 2024, the company entered into a Purchase Agreement pursuant to the non-binding Letter of Intent dated October 18, 2023 to acquire a company with twenty-five years of innovative research and development serving the healthcare, defense, and aerospace industries, with R & D products and services in Biotechnology and other technologies. With Due Diligence well underway, closing, which is contingent upon funding, is expected to take place on or before June 30, 2024. No further information regarding the terms of the acquisition is available at this time.

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

Tax Partners USA, LLC (acquired December 31, 2022)
Aluf Biometrics, Inc. (not currently operating)
Aluf CBD Partners, LLC. (not currently operating)
Aluf Tech LLC. (not currently operating; formed June 26, 2023)

C. Describe the issuers' principal products or services.

The Company's core business and strategy is to build a large portfolio of companies with more diverse enterprise software solutions through strategic acquisitions and managed growth as it acquires profitable businesses with strong growth potential and a solid business plan. Our technology acquisitions stem from a surge in momentum in the tech space; especially in areas of biometrics and cyber security, cloud-based software services (SaaS), medical applications, energy production, IoE (Internet of Everything) services, and global law enforcement and military-based offensive and defensive applications. in the software and technology industries.

5) Issuer's Facilities

The goal of this section is to provide investors 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.

The Company's corporate headquarters and operations are currently occupying shared office space on a month-by-month basis with two-year renewable commitments.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Donald C. Bennett	President/Chairman	Naples, FL	295,600,501 9,544,965 2	Common Series B Pref Series E Pref	20.40% 11.00% 50%	
Teresa McWilliams	Chief Financial Secretary/Director	Hollywood, FL	320,499,129 44,000,000 2	Common Series B Pref Series E Pref	22.11% 50.00% 50%	
Carmel D Smith	5% holder	Seattle, WA	11,000,000	Series B Pref	13.00%	
Dr. Aditya Ganguli	5% holder	Non-US person	350,000,000	Common	24.10%	
Sam M. Jakobs	5% holder	Bellmore, NY	285,094,581	Common	19.67%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NONE

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

NONE

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;

NONE

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

NONE

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.

NONE

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.

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 to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

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. Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile. Securities Counsel (must include Counsel preparing Attorney Letters).

Securities Counsel

McMurdo Law Group, LLC
Matthew McMurdo, Esq.
1185 Avenue of the Americas 3rd Floor
New York, New York 10036
(w) 917-318-2865
(f) 866-606-8914

Securities Counsel providing Attorney Letters

Law Office of Carl P. Ranno
Carl P. Ranno, Esq
2733 East Vista Drive
Phoenix, AZ 85032
(w) 602-493-0369
(f) 602-227-9839

Accountant or Auditor

Name: TBD

Investor Relations

Name: TBD

All other means of Investor Communication:

X (Twitter): @alufholdings
Discord: _____
LinkedIn LinkedIn.com/alufholdings
Facebook: Facebook.com/alufholdings
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) **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.

NONE

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: TERESA McWILLIAMS
Title: Chief Financial Officer
Relationship to Issuer: Executive and Director

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: TERESA McWILLIAMS
Title: Chief Financial Officer
Relationship to Issuer: Executive and Director

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **College education in the areas of Finance and Accounting plus over 30 years' experience in high level finance and accounting preparing complex financial statements in US GAAP, etc. for private and publicly traded companies.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



CONDENSED FINANCIAL STATEMENTS

For the year ended

March 31, 2024, and 2023

CONDENSED FINANCIAL INFORMATION

	PAGE
Condensed Balance Sheets as of March 31, 2024 and 2023	17
Condensed Statements of Operations as of March 31, 2024 and 2023	18
Condensed Statements of Cash Flows as of March 31, 2024 and 2023	19
Condensed Statements of Changes in Shareholder Equity as of March 31, 2024	20
Notes to the Consolidated Financial Statements	21 – 26

ALUF HOLDINGS, INC.
CONDENSED BALANCE SHEET

	March 31,	
	2024	2023
Current Assets		
Cash	3,632	493
Accounts receivable	51,398	31,575
Prepaid expenses and other current assets	112,896	165,504
Total current assets	167,926	197,572
Deposits	300	300
Investments in Subsidiaries	250,000	250,000
Fixed Assets, net	41,525	24,601
Total assets	<u>\$ 459,751</u>	<u>\$ 472,473</u>
Current Liabilities		
Accounts payable and accrued expenses	724,943	698,102
Short-term promissory notes payable	1,853	-
Total current liabilities	726,796	698,102
CONTINGENT LIABILITIES	84,266	10,590
Long Term Notes Payable	378,813	273,767
Total Liabilities	1,189,875	982,459
Shareholders' Deficit		
Preferred stock, \$.001 par value; 200,178,011 and 100,000,000 shares authorized at March 31, 2024 and 2023, respectively.		
· Series A: 175,000 shares issued and outstanding at March 31, 2024 and 2023, respectively	175	175
· Series B: 87,625,005 and 80,125,000 shares issued and outstanding at March 31, 2024 and 2023, respectively	87,625	80,125
· Series D: 3,001 and .00 shares issued and outstanding at March 31, 2024 and 2023, respectively	3	3
· Series E: 4 shares issued and outstanding at March 31, 2024 and 2023, respectively	0.04	0.04
Common stock \$.001 par value; 2,299,821,989 and 900,000,000 shares authorized March 31, 2024 and 2023, respectively; 1,449,442,476 and 633,039,162 issued and outstanding March 31, 2024 and 2023, respectively	1,449,442	633,039
Treasury stock, \$.001 par value; 141,000 shares authorized at March 31, 2024 and 2023, respectively	(141)	(141)
Additional paid-in-capital	27,000,053	23,450,992
Unearned compensation costs	(4,542,991)	-
Stock Dividend	(151,931)	(151,931)
Accumulated deficit	(24,572,360)	(24,522,249)
Total shareholders' equity/deficit	(730,125)	(509,986)
Total liabilities and shareholders' equity	<u>\$ 459,751</u>	<u>\$ 472,473</u>

(See accompanying notes to condensed financial statements)

ALUF HOLDINGS, INC.
CONDENSED STATEMENT OF OPERATIONS

	For the Period Ended	
	March 31,	
	2024	2023
Gross Sales	41,760	31,746
Cost of Sales	13,817	3,000
Net Sales	27,943	28,746
Operating expenses		
Marketing and advertising	-	-
General and administrative	48,123	162,607
Total operating expenses	48,123	162,607
Net loss before income taxes	(20,180)	(133,861)
Interest expense	-	2,070
Other income (expense)		
Income from Non-taxable PPP Forgiveness	-	-
Loss from Impairment of Assets	-	-
Total other income (expense)	-	(2,070)
Net profit (loss)	<u>\$ (20,180)</u>	<u>\$ (135,931)</u>
Weighted average number of shares outstanding	<u>390,638,397</u>	<u>163,094,581</u>
Basic and diluted net income/(loss) per share	<u>\$ (0.000)</u>	<u>\$ (0.001)</u>

(See accompanying notes to condensed financial statements)

ALUF HOLDINGS, INC.
CONDENSED STATEMENT OF CASH FLOWS

	For the period ended	
	March 31,	
	2024	2023
Cash flow from operating activities:		
Net income (loss)	\$ (20,180)	\$ (135,931)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	-	-
Changes in operating assets and liabilities:		
Change in accounts receivable	(14,400)	(6,575)
Change in prepaid expenses and other assets	158,000	45,000
Change in accounts payable, accrued expenses	34,803	68,479
Net cash provided by (used in) operating activities	158,223	(29,027)
Cash flows from investing activities:		
Amortizable assets	-	-
Investment in subsidiaries	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities:		
Loans from Shareholders	5,422	23,717
Contingent Liabilities	-	-
Increase in loans and notes payable	-	(139)
Decrease in loans and notes payable	(1,500)	(940)
Change in common stock & equity	(160,000)	-
Net cash used by financing activities	(156,078)	22,638
Net increase (decrease) in cash	2,145	(6,389)
Cash and cash equivalents at beginning of period	1,906	6,882
Cash and cash equivalents at end of period	4,052	494
Supplemental disclosure:		
Cash paid for interest	\$ -	\$ 2,070
Non-cash financing activities:		
Accrued Salaries & Benefits	\$ -	\$ 1,242
Common Stock issued for services	\$ -	\$ 465,095
	\$ -	\$ 466,337

(See accompanying notes to condensed financial statements)

ALUF HOLDINGS, INC.
CONDENSED STATEMENT OF CHANGES IN EQUITY

	Preferred Stock		Common Stock		Treasury Stock		Unearned		Additional		Total
	\$.001 Par Value		\$.001 Par Value		\$.001 Par Value		Comp	Stock	Paid-In	Retained	Shareholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Cost	Dividend	Capital	Earnings	Equity/Deficit
Balance @ December 31, 2022	80,302,775	\$ 80,303	633,039,162	\$ 633,040	(140,541)	\$ (141)		\$ (151,931)	\$ 23,450,992	\$ (24,386,404)	\$ (374,141)
Net Loss										\$ (136,433)	
Balance @ March 31, 2023	80,302,775	\$ 80,303	633,039,162	\$ 633,040	(140,541)	\$ (141)		\$ (151,931)	\$ 23,450,992	\$ (24,522,249)	\$ (509,987)
										\$ (263,551)	
Balance @ June 30, 2023	80,302,775	\$ 80,303	633,039,162	\$ 633,040	(140,541)	\$ (141)		\$ (151,931)	\$ 23,450,992	\$ (24,649,954)	\$ (637,692)
Common stock issued to Officers & Directors as compensation			225,339,814	225,340					\$ (175,340)		\$ 50,000
Common stock issued in settlement of debt			152,890,500	152,891					\$ -		\$ 152,891
Common stock issued to consultants as compensation			400,000,000	400,000					\$ -		\$ 400,000
Net Loss										\$ (319,653)	
Balance @ September 30, 2023	80,302,775	\$ 80,303	1,411,269,476	\$ 1,411,270	(140,541)	\$ (141)	\$ -	\$ (151,931)	\$ 23,275,652	\$ (24,877,145)	\$ (261,992)
Common stock issued to Officers & Directors as compensation			12,500,000	\$ 12,500					\$ 12,500		\$ 25,000
Common stock issued to investors			15,000,000	\$ 15,000					\$ (2)		\$ 14,998
Common stock issued to consultants as compensation			10,673,000	\$ 10,673					\$ 10,673		\$ 21,346
Preferred stock issued to investors	7,500,000	\$ 7,500							\$ (5,000)		\$ 2,500
Vested Value of RSA upon maturity							\$ (4,382,991)		\$ 3,706,230		\$ (676,761)
Net Loss										\$ (171,089)	\$ -
Balance @ December 31, 2023	87,802,775	\$ 87,803	1,449,442,476	\$ 1,449,443	(140,541)	\$ (141)	\$ (4,382,991)	\$ (151,931)	\$ 27,000,053	\$ (24,557,493)	\$ (555,257)
							\$ (160,000)		\$ -	\$ 141,745	\$ (18,255)
Net Loss										\$ (136,433)	
Balance @ March 31, 2024	87,802,775	\$ 87,803	1,449,442,476	\$ 1,449,443	(140,541)	\$ -	\$ (4,542,991)	\$ (151,931)	\$ 27,000,053	\$ (24,552,181)	\$ (730,125)

(See accompanying notes to condensed financial statements)

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS

Organization.

Aluf Holdings, Inc. (AHIX) is a holding company headquartered in Fort Lauderdale, FL, engaged in acquiring, operating, and managing subsidiary companies in the development and sale of proprietary software. The Company's strategy is to build a large portfolio of companies through strategic acquisitions and managed growth. Our technology acquisitions stem from a surge in momentum in the tech space; especially in areas of biometrics and cyber security, cloud-based software services (SaaS), medical applications and more, in the software and technology industries.

On January 26, 2024, the company entered into Purchase Agreement pursuant to the non-binding Letter of Intent dated October 18, 2023, to acquire a leading company in health information technology focused on products pertaining to population health, wellness, risk management, and loss control. With Due Diligence still underway, closing, which is contingent upon funding, is expected to take place on or before May 31, 2024. There is no further information regarding the terms of the acquisition available at this time.

On January 2, 2024, the company entered into a Purchase Agreement pursuant to the non-binding Letter of Intent dated October 18, 2023 to acquire a company with twenty-five years of innovative research and development serving the healthcare, defense, and aerospace industries, with R & D products and services in Biotechnology and other technologies. With Due Diligence well underway, closing, which is contingent upon funding, is expected to take place on or before June 30, 2024. No further information regarding the terms of the acquisition is available at this time.

Liquidity and Management's Plans

The Company incurred losses from operations and net losses and used cash in operating activities for the year ended March 31, 2024. The Company's recurring losses, level of cash used in operations, and need for additional capital in the future, including uncertainties surrounding the impact of COVID-19, raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

COVID-19 Risk and Uncertainties and CARES Act

The COVID-19 pandemic has severely impacted global economic activity. The full impact of the COVID-19 outbreak continues to evolve and it is uncertain as to the full magnitude that the pandemic will have on the Company's financial condition, liquidity, and future results of operations. Management continues to actively monitor the impact on the Company's financial condition, liquidity, operations, suppliers, industry, and workforce, and has taken actions to mitigate the impact. Given the ongoing evolution of the COVID-19 outbreak, the Company is unable to estimate the long-term effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity for fiscal year 2024.

On March 27, 2020, President Trump signed into law the "Coronavirus Aid, Relief, and Economic Security (the "CARES Act"). The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer side social security payments, net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations, increased limitations on qualified charitable contributions, and technical corrections to tax depreciation methods for qualified improvement property. As of March 31, 2024, the Company is unable to determine any future impact that the CARES Act will have on our financial condition, results of operations, or liquidity.

EIDL Loan

On June 14, 2020, the Company executed the standard loan documents required for securing a loan (the "EIDL Loan") from the United States Small Business Administration (the "SBA") under its Economic Injury Disaster Loan assistance program in light of the impact of the COVID-19 pandemic on the Company's business. The principal amount of the EIDL Loan is \$47,200, with proceeds to be used for working capital purposes. Interest on the EIDL Loan accrues at the rate of 3.75% per annum and installment payments, including principal and interest, are due monthly beginning twelve months from the date of the EIDL Loan in the amount of \$230.00. The balance of principal and interest is payable thirty years from the date of the promissory note. In connection with the EIDL Loan, the Company

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS (CONT'D)

executed the EIDL Loan documents, which include the SBA Secured Disaster Loan Note, dated June 14, 2020, the Loan Authorization and Agreement, dated June 14, 2020, and the Security Agreement, dated June 14, 2020, each between the SBA and the Company. For further information on the EIDL loan see Note 4 to these unaudited financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

Our condensed consolidated financial information included in this report has been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Actual amounts may differ from these estimated amounts.

Principles of Consolidation

These condensed financial statements do not include the accounts of Aluf Holdings, Inc. and its wholly owned subsidiaries, Aluf Biometrics, Inc., Aluf CBD Partners, LLC., Tax Partners USA, LLC, and Aluf Tech, LLC. Except for Tax Partners USA, the company’s subsidiaries are currently not operating and therefore these financial statements have not been consolidated.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Property and Equipment

Fixed assets are comprised of furniture and fixtures, computer equipment, purchased software, and major categories of property and equipment and are stated at cost and depreciated using the straight-line method, over the estimated useful lives of the various classes of assets, as follows:

Furniture, fixtures, and equipment	3 – 10 years
Computers and purchased software	3 – 5 years

Intangible Assets

The Company adopted Statement of Financial Accounting Standards No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets” (“SFAS 144” or “ASC 360”), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, “Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of,” and the accounting and reporting provisions of APB Opinion No. 30, “Reporting the Results of Operations for a Disposal of a Segment of a Business.” The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

Fair Value of Financial Instruments

The Company’s financial instruments consist of prepaid expenses, deposits, investments, customer deposits, accounts payable and accrued expenses, accrued interest, loans payable, and loans payable to a related party. It is the management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from its other financial instruments and that their fair values approximate their carrying values except where separately disclosed.

Revenue Recognition

We recognize revenue in accordance with generally accepted accounting principles as outlined in the Securities and Exchange

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONT'D)

Commission's Staff Accounting Bulletin No. 104, *Revenue Recognition* (SAB 104 or ASC 605-10), which requires that four basic criteria be met before revenue can be recognized: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) product delivery has occurred, or services have been rendered. Revenue from the sale of products is generally recognized after both the goods are shipped to the customer and acceptance has been received, if required. Our products are custom made for our customers, who primarily consist of original engineer manufacturers (OEMs), and we do not accept returns. Our products are shipped complete and ready to be incorporated into higher level assemblies by our customers. The terms of the customer arrangements generally pass title and risk of ownership to the customer at the time of shipment.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not granted any stock options.

Income Taxes

The Company provides for income taxes using an asset and liability approach. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. No provision for income taxes is included in the statement due to its immaterial amount, net of the allowance account, based on the likelihood of the Company to utilize the loss carry-forward.

Earnings/(Loss) per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128 or ASC 260), "Earnings per share". SFAS No. 128 superseded Accounting Principles Board Opinion No.15 (APB 15). Net income (loss) per share for all periods presented has been restated to reflect the adoption of SFAS No. 128. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Basic and diluted income/(loss) per share was (\$0.0001) and (\$0.0008) for the period ended March 31, 2024, and 2023, respectively.

Impairment of Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", the Company reviews the carrying values of long-lived assets, including property, plant and equipment and other intangible assets, whenever facts and circumstances indicate that the assets may be impaired. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If an asset is considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs of disposal. The company recorded an impairment of \$3,315,000 for its investment in subsidiaries and trademarks in the year ended December 31, 2022.

Goodwill

The Company recognizes goodwill for the excess of the purchase price over the fair value of the identifiable net assets of the business acquired. ASC 350 "Intangible Assets-Goodwill and Other", an impairment test for goodwill is undertaken by the Company at the reporting unit level annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

Recent Accounting Pronouncements

The Company has reviewed the FASB issued ASU accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and do not believe that any new or modified principles will have a material impact on the Company's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of the Company's financial management.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONT'D)

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40) – Accounting for Convertible Instruments and Contracts on an Entity's Own Equity. The ASU simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for the exceptions. The ASU also simplifies the diluted net income per share calculation in certain areas. The new guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, and early adoption is permitted. The Company is currently evaluating the impact of the adoption of the standard on the consolidated financial statements.

In May 2021, the FASB issued ASU 2021-04, Earnings Per Share (Topic 260), Debt-Modifications and Extinguishments (Subtopic 470-50), Compensation-Stock Compensation (Topic 718), and Derivatives and Hedging-Contracts in Entity's Own Equity Subtopic 815-40). The new ASU addresses issuer's accounting for certain modifications or exchanges of freestanding equity-classified written call options. This amendment is effective for all entities, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact this new guidance will have on its financial statements.

In February 2016, FASB issued ASU-2016-02, "Leases (Topic 842)." The guidance requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right of use asset representing its right to use the underlying asset for the lease term. For finance leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; interest on the lease liability will be recognized separately from amortization of the right-of-use asset in the statement of comprehensive income; and repayments of the principal portion of the lease liability will be classified within financing activities and payments of interest on the lease liability and variable lease payments within operating activities in the statement of cash flows. For operating leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; a single lease cost will be recognized, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis; and all cash payments will be classified within operating activities in the statement of cash flows. Under Topic 842 the accounting applied by a lessor is largely unchanged from that applied under previous GAAP. The amendments in Topic 842 are effective for the Company beginning January 1, 2020, including interim periods within that fiscal year. We are currently evaluating the impact of adopting the new guidance of the consolidated financial statements.

NOTE 3 – PROPERTY AND EQUIPMENT

The company did not have any depreciable fixed assets for the period ending March 31, 2024, and 2023, respectively.

NOTE 4 – NOTES PAYABLE

On September 23, 2020, the Company entered into a demand promissory note, from a related party, in the amount of \$5,000 plus 12% interest. The note is payable, with interest, on or before April 1, 2020. As of March 31, 2024, no payments have been made.

Effective March 4, 2020, the Company entered into a Debt Purchase Settlement and Termination agreement in the amount of \$35,000 with Beaufort Capital Partners for the Debt Purchase Agreement issued on January 12, 2016, for \$157,000. The remaining balance of the debt was \$113,268 and is replaced by a non-interest bearing, non-convertible promissory note in the amount of \$35,000 due in full on or before December 30, 2020. As of March 31, 2024, no payments have been made.

On June 14, 2020, the Company received an Emergency Injury Disaster Loan in the amount of \$47,200 from the U.S. Small Business Administration. The loan is amortized over thirty years at 3.75% interest per annum. Principal and interest are payable monthly, beginning December 14, 2022, in the amount of \$230. As of March 31, 2024, the Company is no longer current with the monthly payments of the note.

NOTE 6 – GOING CONCERN

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company has operating and liquidity concerns, current liabilities exceeded current assets by \$558,870 and \$500,530 on March 31, 2024 and 2023, respectively, and has reported a net loss of \$20,180 and \$135,931 on March 31, 2024 and 2023, respectively. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial 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 outcome of these uncertainties.

Management anticipates that the Company will be dependent, in the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 7 – STOCKHOLDERS' EQUITY

Authorized

The Company is authorized to issue 2,299,821,989 shares of \$0.001 par value common stock and 200,178,011 shares of \$0.001 par value preferred stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all the directors of the Company. The preferred shares may be issued in series, with the powers, rights, and limitations of the preferred shares to be determined by the Board.

On July 18, 2023, the Nevada Secretary of State accepted for filing, a Certificate of Amendment increasing the company's authorized common stock from 900,000,000 to 2,500,000,000 with a par value of \$0.001. The amendment was approved by the shareholders and directors on July 18, 2023.

Private Placements

The company does not have any registered private placements at this time.

Advances

From time to time, the Company has received advances from certain of its officers and related parties to meet short-term working capital needs. For the year ended March 31, 2024 and 2023, approximately \$238,206 and \$205,300 advances from related parties are outstanding, respectively. These advances are unsecured, bear no interest, and do not have formal repayment terms or arrangements.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Employment agreements

Effective May 1, 2022, the Company entered into an employment agreement for a chief executive officer for a period of not less than two years with automatic renewals every two years. Under the terms of the agreement, the executive would receive an annual base salary of \$250,000 plus bonuses based on Company performance. Executive also received a restricted stock award (RSA), as a hiring bonus, the equivalent of 50% of the Company's then issued and outstanding common stock on a non-dilutive basis. The shares are restricted and remain in book-entry with the transfer agent. On August 1, 2023 the chief executive officer was terminated without cause.

Effective June 1, 2011, the Company entered into an employment agreement with our chief financial officer for a period of two-years with automatic renewals every two years, unless advance notice is given to amend or terminate the agreement. Effective August 1, 2017, an annual salary increase to \$225,000, plus additional cash and stock bonus compensation was granted by the board of directors. The company has not made certain cash payments due under these agreements. Since May 22, 2018 approximately \$973,742 of accrued salary and benefits has been converted into 466,742,000 restricted common stock and 37,500,000 shares of series B preferred stock. As of March 31, 2024, there is an unpaid balance of approximately \$15,625 in accrued benefits payable.

NOTE 8 – COMMITMENTS AND CONTINGENCIES (CONT'D)

Payroll taxes

As of March 31, 2024 and 2023, there is an accrued payroll tax liability of approximately \$505,420 and \$505,557, respectively.

Contingent Liabilities

The Company may, from time to time, become involved in various legal claims or proceedings. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable, and the amount of loss can be reasonably estimated. Management has also identified certain other legal matters where we believe an unfavorable outcome is reasonably and/or for which no estimate of possible losses can be made. Management believes that the total liabilities of the Company that may arise as a result of currently pending legal claims (excluding tax audit claims) will not have a material adverse effect on the Company taken as a whole. As of March 31, 2024 and 2023, the Company has recorded contingent liabilities of \$ 84,266 and \$10,590, respectively.

Indemnifications

At the time we acquire or divest an ownership interest in an entity, we sometimes agree to indemnify the seller or buyer for specific contingent liabilities. Management believes that any liability to the Company that may arise as a result of any such indemnification agreement will not have a material adverse effect on the Company taken as a whole.

Operating Leases

The Company neither owns nor leases any real or personal property. Shared office space is being rented on a month-by-month basis.

NOTE 9 – INCOME TAXES

The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of events that have been included in its financial statements or tax returns. Deferred income tax liabilities and assets are determined based on the difference between the financial statement and tax bases of liabilities and assets using enacted tax rates in effect for the year in which the differences are expected to reverse.

The Company applies the provisions of FASB, Interpretation No. 48, or FIN 48, “Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement 109.” FIN 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. When applicable, the Company will include interest and penalties related to uncertain tax positions in income tax expense. On December 31, 2023, the Company had federal net operating loss carryforwards totaling approximately \$18,292,469 which expires in various years through 2039.

NOTE 10 – SUBSEQUENT EVENTS

Since January 1, 2024, the Company has received approximately \$21,000 from its officers, directors, and related third parties for working capital.

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, DONALD BENNETT certify that:

1. I have reviewed this Disclosure Statement for ALUF 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.

May 15, 2024

/s/ Donald Bennett

[CEO's Signature]

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

Principal Financial Officer:

I, TERESA McWILLIAMS certify that:

1. I have reviewed this Disclosure Statement for ALUF 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.

May 15, 2024

/s/ Teresa McWilliams

[CFO's Signature]

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