

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



**BITFRONTIER**  
CAPITAL HOLDINGS

**BITFRONTIER CAPITAL HOLDINGS, INC.**

A Wyoming Corporation

1320 Central Park Blvd. Suite 200  
Fredericksburg, VA 22401

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SIC Code: 7374- Data processing and preparation

**Annual Report**  
**For the Period Ending: 12/31/2019**  
(the "Reporting Period")

As of 12/31/19, the number of shares outstanding of our Common Stock was: 182,145,701

As of 9/30/19, the number of shares outstanding of our Common Stock was: 167,145,701

As of 12/31/18, the number of shares outstanding of our Common Stock was: 12,147,145,701

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

Yes:  No:  (Double-click and select "Default Value" to check)

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

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Yes:  No:

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

The name of the issuer is BitFrontier Capital Holdings, Inc.

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.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
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.

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

Yes:  No:

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

N/A

## 2) Security Information

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>495,000,000</u>	as of date: <u>December 31, 2019</u>
Total shares outstanding:	<u>182,145,701</u>	as of date: <u>December 31, 2019</u>
Number of shares in the Public Float <sup>2</sup> :	<u>179,073,146</u>	as of date: <u>December 31, 2019</u>
Total number of shareholders of record:	<u>47</u>	as of date: <u>December 31, 2019</u>

*Additional class of securities (if any):*

Trading symbol:	<u>BFCH</u>	
Exact title and class of securities outstanding:	<u>Series C Convertible Preferred Stock</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>December 31, 2019</u>
Total shares outstanding:	<u>6,620,000</u>	as of date: <u>December 31, 2019</u>

(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.

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

Trading symbol: BFCH  
 Exact title and class of securities outstanding: Series D Super Voting Preferred Stock  
 CUSIP: None  
 Par or stated value: 0.0001  
 Total shares authorized: 51 as of date: December 31, 2019  
 Total shares outstanding: 51 as of date: December 31, 2019

Transfer Agent

Name: Pacific Stock Transfer  
 Phone: (800) 785-7782  
 Email: Joslyn@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

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

None

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

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 February 22, 2019 the Company amended its Series C Convertible Preferred shares from 1:100 conversion and voting rights to 1:2 conversion and voting rights.

Effective June 21, 2019 the Company amended its Articles of Incorporation to reduce the Authorized Common Stock from 17,500,000,000 to 495,000,000 and reduce the Authorized Black Check Preferred Stock from 50,000,000 to 15,000,000.

Effective June 21, 2019 the Company amended its Articles of Incorporation to withdraw the Certificate of Designation for the Series A and Series B Preferred shares of the Company.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares**

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

Number of Shares outstanding as of	<u>Opening Balance:</u> Common: <u>12,400,263,104</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

12/31/17									
Preferred A: 2									
Preferred B: <u>14,000,000</u>									
Preferred C: <u>2,700,000</u>									
Preferred D: <u>51</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/13/18	New Issuance	2,500,000	Preferred C	0.00	No	Spencer Payne	Acquisition	Restricted	Restricted
1/29/18	New Issuance	140,000	Preferred C	\$7,000	No	Jeffrey Mutual	Cash	Restricted	Restricted
2/21/18	New Issuance	1,000,000	Preferred C	\$5,000	No	TriBridg Ventures, LLC (John Forsythe)	Cash	Restricted	Restricted
3/1/18 (Shares issued on 3/21/18)	New Issuance	275,000	Common	\$2,000	No	Spotlight Growth LLC (Matthew Rego)	IR Services	Restricted	Restricted
3/23/18	New Issuance	200,000	Preferred C	\$10,000	No	Jeffrey Mutual	Cash	Restricted	Restricted
6/5/18	New Issuance	40,000	Preferred C	\$2,000	No	Jeffrey Mutual	Cash	Restricted	Restricted
6/26/18	New Issuance	40,000	Preferred C	\$2,000	No	Jeffrey Mutual	Cash	Restricted	Restricted
7/1/18 (Shares issued on 7/23/18)	New Issuance	740,740	Common	\$4,000	No	Spotlight Growth LLC (Matthew Rego)	IR Services	Restricted	Restricted
7/24/18	New Issuance	10,000,000	Common	\$50,000	Yes	TriBridg Ventures, LLC (John Forsythe)	Cash	Unrestricted	Regulation A+ Offering
8/1/18 (Shares issued on 11/13/18)	New Issuance	597,015	Common	\$4,000	No	Spotlight Growth LLC (Matthew Rego)	IR Services	Restricted	Restricted
9/1/18 (Shares issued on 11/13/18)	New Issuance	634,921	Common	\$4,000	No	Spotlight Growth LLC (Matthew Rego)	IR Services	Restricted	Restricted
10/1/18 (Shares issued on 11/13/18)	New Issuance	634,921	Common	\$4,000	No	Spotlight Growth LLC (Matthew Rego)	IR Services	Restricted	Restricted
10/9/18	New Issuance	4,000,000	Common	\$20,000	Yes	GPL Ventures, LLC (Alexander Dillion)	Cash	Unrestricted	Regulation A+ Offering
6/10/19	Cancellation	2,100,000.00 0	Common	0.00	No	DARYL ENGLISH	Won court case to cancel these shares.	Cancellation	Cancellation

6/10/19	<u>Cancellation</u>	<u>2,100,000.00</u> <u>0</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>J A MAURICE SWANSON</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>
6/10/19	<u>Cancellation</u>	<u>50,000,000</u>	<u>Common</u>	<u>0.00</u>	<u>No</u>	<u>FORDEE CA TRUST (UNKNOWN CONTROL PERSON)</u>	<u>Won court case to cancel these shares.</u>	<u>Cancellation</u>	<u>Cancellation</u>

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

6/10/19	Cancellation	1	Preferred A	0.00	No	DARYL ENGLISH	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	1	Preferred A	0.00	No	J A MAURICE SWANSON	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	10,000,000	Preferred B	0.00	No	CLAREMONT GROUP CORP. (UNKNOWN CONTROL PERSON)	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	1,000,000	Preferred B	0.00	No	FORDEE CA TRUST (UNKNOWN CONTROL PERSON)	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	1,000,000	Preferred B	0.00	No	MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	1,000,000	Preferred B	0.00	No	MARKET AWARENESS CORP (UNKNOWN CONTROL PERSON)	Won court case to cancel these shares.	Cancellation	Cancellation
6/10/19	Cancellation	1,000,000	Preferred B	0.00	No	FORDEE CA TRUST (UNKNOWN CONTROL PERSON)	Won court case to cancel these shares.	Cancellation	Cancellation
6/19/19	New Issuance	10,000,000	Common	\$50,000	Yes	Jeffrey Mutual	Cash	Unrestricted	Regulation A+ Offering
11/12/19	New Issuance	15,000,000	Common	\$75,000	Yes	Jeffrey Mutual	Cash	Unrestricted	Regulation A+ Offering
Shares Outstanding on 12/31/19:	Ending Balance: Common: 182,145,701 Preferred A: 0 Preferred B: 0 Preferred C: 6,620,000 Preferred D: 51								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

None

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/5/17</u>	<u>\$19,923.73</u>	<u>\$16,500(1)</u>	<u>\$3,423.73</u>	<u>12/5/18</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>Crescendo Capital, LLC Controlled by Michael Hon</u>	<u>Loan</u>
<u>12/20/17</u>	<u>\$13,261.11</u>	<u>\$11,000(2)</u>	<u>\$2,261.11</u>	<u>12/20/18</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>Empower Consulting, LLC Controlled by Ashley Austin</u>	<u>Loan</u>
<u>2/26/18</u>	<u>\$13,047.23</u>	<u>\$11,000(3)</u>	<u>\$2,047.23</u>	<u>2/26/19</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>Empower Consulting, LLC Controlled by Ashley Austin</u>	<u>Loan</u>
<u>5/14/18</u>	<u>\$7,398.37</u>	<u>\$5,500 (4)</u>	<u>\$898.37</u>	<u>5/14/19</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>Crescendo Capital, LLC Controlled by Michael Hon</u>	<u>Loan</u>
<u>12/6/19</u>	<u>\$45,312.50</u>	<u>\$45,000.00</u>	<u>\$312.50</u>	<u>12/6/20</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>Jeffrey Mutual</u>	<u>Loan</u>

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

- (1): The \$16,500 includes the 10% OID of \$1,500 for the note. Original purchase price was \$15,000.  
 (2): The \$11,000 includes the 10% OID of \$1,000 for the note. Original purchase price was \$10,000.  
 (3): The \$11,000 includes the 10% OID of \$1,000 for the note. Original purchase price was \$10,000.  
 (4): The \$5,500 includes the 10% OID of \$500 for the note. Original purchase price was \$5,000.

#### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

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

Name: **Spencer Payne**  
 Title: **President and CEO**  
 Relationship to Issuer: **President and CEO**

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

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



- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

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

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

The financial statements C-G are incorporated by reference within the Company's December 31, 2019 Unaudited Annual Report filed with OTC Markets.

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

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

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

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

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

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

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

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

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

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Incorporate by reference within section 5 (A) above.

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

Once the Company has built its cryptocurrency mining warehouse, we will be verifying blocks on the blockchain and in return will be paid a piece of the block that the Company successfully solves in the form of cryptocurrency.

## 6) Issuer's Facilities

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

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

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

The Company's executive office is located at 1320 Central Park Blvd. Suite 200 Fredericksburg, VA 22401 which we currently lease on a month to month basis.

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

On November 6, 2018, BitFrontier Technologies, Inc., a wholly owned subsidiary of the Company, entered into a purchase agreement for its first cryptomining facility. Under the terms of the agreement, the Company paid \$13,676.00 with the remaining \$39,275.00 to be paid once the warehouse arrives at our site. This remaining balance was paid on March 14, 2019.

## 7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Spencer Payne</u>	<u>President, Chief Executive Officer, Chief Financial Officer, Secretary, Chairman of the Board and Owner of More than 5%.</u>	<u>Fredericksburg, VA</u>	<u>5,000,000 Preferred C and 51 Preferred D</u>	<u>Preferred C and Preferred D</u>	<u>75.5% Preferred C and 100% Preferred D</u>	<u>None</u>
<u>Andrew Karras</u>	<u>Chief Operating Officer, Chief Development Officer, Vice President</u>	<u>Fredericksburg, VA</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>None</u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

On September 4, 2018, the Company, through its special counsel has filed a Petition for Declaratory Judgment and Injunctive Relief in the district court of Laramie, Wyoming; Docket No. 190-380.

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

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

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

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

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

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

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

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

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

## 9) Third Party Providers

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

### Securities Counsel

Name: Joel Stephen Mills Esq.  
Address 1: 811 18th Avenue South  
Address 2: Nashville, TN 37203  
Phone: 615-476-1151

### Accountant or Auditor

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

### Investor Relations Consultant

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

### Other Service Providers

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

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

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Spencer Payne certify that:

1. I have reviewed this Annual Disclosure Statement of BitFrontier Capital Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/23/20 [Date]

/s/ Spencer Payne [CEO's Signature]

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

*Principal Financial Officer:*

I, Spencer Payne certify that:

1. I have reviewed this Annual Disclosure Statement of BitFrontier Capital Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

7/23/20 [Date]

/s/ Spencer Payne [CFO's Signature]

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