

# **OTC PINK INFORMATIONAL DISCLOSURE AND QUARTERLY REPORT**

**MARCH 31, 2018**

## **AIMRITE HOLDINGS CORPORATION**



### **Information required for compliance with the provisions of the OTC Markets, Inc. for Issuer's Continuing Disclosure Obligations**

To provide more meaningful and useful information, this Quarterly Disclosure Statement may contain certain “forward-looking statements” [as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, we have tried to identify these forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The safe harbor provisions of the Exchange Act may not apply to an issuer that issues penny stock. Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law.

**AIMRITE HOLDINGS CORPORATION**

4116 Antique Sterling Ct.  
Las Vegas, NV 89129-3658



**Item 1. Name of the issuer and its predecessor (if any).**

Aimrite Holdings Corporation	July 21, 1995 to present
Formerly Drink World, Inc.	April 10, 1995 to July 21, 1995
Formerly Q-Com Corp.	September 6, 1988 to April 10, 1995

**Item 2. Shares Outstanding.**

Trading Symbol: AIMH

CUSIP No: 009003 20 3

**Exact Title and Class of Securities Outstanding:**

Common Stock as at:	December 31, 2017	March 31, 2018
Par or Stated Value:	\$ .001	\$ .001
Total Shares Authorized:	150,000,000	150,000,000
Total Shares Outstanding:	133,445,698	133,445,698

Preferred Stock as at:	December 31, 2017	March 31, 2018
Par or Stated Value:	\$ .001	\$ .001
Total Shares Authorized:	50,000,000	50,000,000
Total Shares Outstanding:	0	0

**Transfer Agent:**

Empire Stock Transfer  
1859 Whitney Mesa Drive  
Henderson, NV 89014  
702.818.5898  
702.974.1444 [facsimile]  
info@empirestock.com

The transfer agent is registered under the Exchange Act.

Other than 6,832,382 shares of our common stock that are free trading, all other shares are restricted and subject to Rule 144 or such other exemption from registration under the Securities Act of 1933, as amended (“Securities Act”).

**Item 3. Interim Financial Statements.**

Set forth below are the financial statements of the issuer.

**AIMRITE HOLDINGS CORPORATION**

**UNAUDITED FINANCIAL STATEMENTS**

**March 31, 2018**

Balance Sheets as of March 31, 2018 and December 31, 2017

Statements of Operations for the three months ended March 31, 2018 and 2017

Statement of Changes in Stockholders’ Deficit

for the three months ended March 31, 2018 and year ended December 31, 2017

Statements of Cash Flows for the three months ended March 31, 2018 and 2017

Notes to Financial Statements

**AIMRITE HOLDINGS CORPORATION**  
**BALANCE SHEETS**

	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
Current assets		
Cash	\$ 77	\$ 1,695
Total current assets	<u>77</u>	<u>1,695</u>
Total assets	<u>\$ 77</u>	<u>\$ 1,695</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accrued interest payable	\$ 1,583	\$ 833
Related party payables	3,413	2,238
Notes payable, current	25,000	25,000
Total current liabilities	<u>29,996</u>	<u>28,071</u>
Stockholders' deficit		
Preferred stock, \$0.001 par value; 50,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$0.001 par value; 150,000,000 shares authorized; 133,493,698 shares issued and outstanding at March 31, 2018 and December 31, 2017, respectively	133,494	133,494
Additional paid in capital	18,890,441	18,890,441
Accumulated deficit	(19,053,854)	(19,050,311)
Total stockholders' deficit	<u>(29,919)</u>	<u>(26,376)</u>
Total liabilities and stockholders' deficit	<u>\$ 77</u>	<u>\$ 1,695</u>

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

**AIMRITE HOLDINGS CORPORATION**  
**STATEMENTS OF OPERATIONS**

Three months ended March 31

	2018	2017
Revenue	\$ -	\$ -
Operating expenses		
Professional fees	1,590	-
General and administrative	1,203	-
Total operating expenses	2,793	-
Loss from operations	(2,793)	-
Other expenses		
Interest expense	(750)	(167)
Total other expense	(750)	(167)
Net loss available to common shareholders	\$ (3,543)	\$ (167)
Loss per common share, basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	133,493,698	108,493,698

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

**AIMRITE HOLDINGS CORP.  
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**

	Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Paid In Capital	Deficit	Total
Balance, December 31, 2016	-	\$ -	108,493,698	\$ 108,494	\$ 18,886,907	\$ (19,012,395)	\$ (16,994)
Common shares issued for services	-	-	25,000,000	25,000	-	-	25,000
Assumption of accounts payable by related party	-	-	-	-	3,534	-	3,534
Net loss, year ended December 31, 2017	-	-	-	-	-	(37,916)	(37,916)
Balance, December 31, 2017	-	-	133,493,698	133,494	18,890,441	(19,050,311)	(26,376)
Net loss, period ended March 31, 2018	-	-	-	-	-	(3,543)	(3,543)
Balance, March 31, 2018	-	\$ -	133,493,698	\$ 133,494	\$ 18,890,441	\$ (19,053,854)	\$ (29,919)

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

**AIMRITE HOLDINGS CORPORATION**  
**STATEMENTS OF CASH FLOWS**

	Three months ended March31,	
	2018	2017
Cash flows from operating activities		
Net loss	\$ (3,543)	\$ (167)
Changes in operating liabilities		
Accrued interest payable	750	167
Net cash used in operating activities	<u>(2,793)</u>	<u>-</u>
Cash flows from investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from related party payables	1,175	-
Net cash provided by financing activities	<u>1,175</u>	<u>-</u>
Net change in cash	(1,618)	-
Cash, beginning of period	1,695	-
Cash, end of period	<u><u>\$ 77</u></u>	<u><u>\$ -</u></u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
Cash paid for income taxes	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

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

**AIMRITE HOLDINGS CORPORATION**  
**Notes to Financial Statements**  
**March 31, 2018**

**NOTE 1 – NATURE OF OPERATIONS AND ORGANIZATION**

The Company was organized September 6, 1988 as Q-Com Corp. under the laws of the State of Nevada. On March 31, 1995, its name was changed to Drink World, Inc. On July 21, 1995, the Company changed its name to Aimrite Holdings Corporation ("AHC"). As AHC, the Company was a technology development and commercialization company, specifically for the production and manufacturing of the COAST (Computer Optimized Adaptive Suspension Technology) system through a master license from Aimrite Systems International, Inc.

On July 24, 1995, the stockholders approved a 2-for-1 forward stock split and approved changing the par value from \$0.01 to \$0.001. The Company changed the authorized number of shares of common stock to 50,000,000 and authorized 10,000,000 shares of preferred stock at \$0.001 par value.

On July 25, 1995, the Company issued 8,000,000 shares of common stock to acquire an 80% interest in Aimrite Systems International, Inc. ("ASI"). During 1996, AHC issued 676,000 shares of common stock to pay debts of ASI. The Company also approved a 1-for-20 reverse stock split.

On February 5, 1997, the stockholders approved "spinning-off" the subsidiary, ASI, effective February 12, 1997. AHC acquired all of the assets, except patents, and all of the liabilities of ASI by returning 1,105,080 shares of ASI common stock to ASI. The Company also gave 1,753,400 shares of ASI stock to acquire a master marketing agreement and 426,548 shares for a master license to use the patents. An additional 2,000,000 shares of AHC stock was used to acquire the license and marketing agreements. Under the terms of the license and marketing agreements, AHC will also pay an 8% royalty for the right to manufacture and market the computer controlled shock absorber system and a computer controlled air suspension system developed by ASI.

On October 9, 1999, the Company amended the articles of incorporation to increase the authorized number of shares of common stock and preferred stock to 100,000,000 and 50,000,000, respectively, while maintaining their \$0.001 par value.

On July 23, 2015, the Company amended its articles of incorporation to withdraw all preferred share designations and authorizations. In doing so, the Board also recognized the previous Preferred B Shares, which converted on a 1:1 basis to common stock, were still outstanding and created a common stock reserve for those shares.

Between March 2002 and December 31, 2014, the Company ceased business and was in receivership in the custody of several shareholders. The Company has been dormant throughout this time except for maintaining its filing with the Nevada Secretary of State. In 2015, the Company incurred expenses relating to bringing its financial statements current.



## **NOTE 2 – UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited consolidated financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows for the periods ended March 31, 2018 and 2017 and for all periods presented herein, have been made.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented.

## **NOTE 3 – GOING CONCERN**

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading, or seeking protection from creditors pursuant to laws or regulations. Accordingly, assets and liabilities are recorded on the basis that the entity will be able to realize its assets and discharge its liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully its plans and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern. During the next year, the Company's foreseeable cash requirements will relate to continual development of the operations of its business, maintaining its good standing and making the requisite filings with the Securities and Exchange Commission, and the payment of expenses associated with research and development. The Company may experience a cash shortfall and be required to raise additional capital. Historically, it has mostly relied upon internally generated funds and funds from the sale of shares of stock to finance its operations and growth. Management may raise additional capital through future public or private offerings of the Company's stock or through loans from private investors, although there can be no assurance that it will be able to obtain such financing. The Company's failure to do so could have a material and adverse effect upon it and its shareholders.

## **NOTE 4 - SIGNIFICANT ACCOUNTING POLICIES**

### Use of Estimates

The preparation of consolidated financial statements in accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A change in managements' estimates or assumptions could have a material impact on the Company's financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company's condensed consolidated financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

### Cash

The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. The company does not have cash equivalents as of March 31, 2018 or December 31, 2017.

### Fair Value Measurements

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

### Net Loss Per Share

Net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the specified period. Diluted earnings per common share is computed by dividing net loss by the weighted average number of common shares and potential common shares during the specified period. For the three months ended March 31, 2018 and 2017, there was no such potentially dilutive shares included in the diluted weighted average shares outstanding.

## Income Taxes

Income taxes are provided for using the asset and liability method of accounting in accordance with the Income Taxes Topic of the FASB ASC. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized by management. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The computation of limitations relating to the amount of such tax assets, and the determination of appropriate valuation allowances relating to the realization of such assets, are inherently complex and require the exercise of judgment. As additional information becomes available, management continually assesses the carrying value of our net deferred tax assets.

## Stock Based Compensation

Stock based compensation is accounted for using the Equity-Based Payments to Non-Employee's Topic of the FASB ASC, which establishes standards for the accounting of transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. We determine the value of stock issued at the date of grant. We also determine, at the date of grant, the value of stock at fair market value or the value of services rendered (based on contract or otherwise), whichever is more readily determinable. Shares issued to employees are expensed upon issuance.

Stock based compensation for employees is accounted for using the Stock Based Compensation Topic of the FASB ASC. We use the fair value method for equity instruments granted to employees and will use the Black-Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

## **NOTE 5 – CAPITAL STOCK**

### Authorized

The Company is authorized to issue up to 50,000,000 shares of \$0.001 par value Preferred Stock and 150,000,000 shares of \$0.001 par value Common Stock.

### Issued

There were -0- shares of Preferred Stock issued or outstanding at March 31, 2018 or December 31, 2017 and 133,493,698 shares of Common Stock issued and outstanding as of March 31, 2018 and December 31, 2017, respectively.

## **NOTE 6 – RELATED PARTY BALANCES**

During the three months ended March 31, 2018, the Company received advances from related parties totaling \$1,175. The related party advances carry no interest and are due on demand. As such, they are included in current liabilities. There was \$3,413 and \$2,238 due to related parties as of March 31, 2018 and December 31, 2017.

## **NOTE 7 – NOTE PAYABLE**

On September 21, 2017, the Company entered into a note payable for cash proceeds of \$25,000. The note carries interest at 12% per annum and is due on September 21, 2018. There was \$25,000 of principal and accrued interest totaling \$1,583 and \$833 due as of March 31, 2018 and December 31, 2017.

## **Item 4. Management's Discussion and Analysis or Plan of Operation.**

### **A. Business.**

*Description of the Issuer's Business Operations – Plan of Operation: General Business Plan.*

The Company intends to become active as a management advisory and consulting firm for small and medium size companies, to include, but not limited to providing operational services in corporate development, restructuring, finance, and strategic growth plans, as well as strategy development, website and social media consulting. The Company will also focus on the investment of capital in private companies that are interested in expanding their business by gaining better access to financial and administrative services to start-up, emerging growth and mature businesses. We believe that we have access to investment capital and we will be able to identify and take advantage of a profitable business opportunity. The success of our plan of operation will dependent upon the availability of funding and the management of the business opportunity. Obtaining financing and consummation of a transaction may result in the issuance of our previously authorized and unissued shares of common stock that would result in a reduction in percentage ownership of shares owned by our present and prospective stockholders and the addition of others to our management.

The Company further proposes to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the advantages of a public and traded issuer. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's virtually unlimited discretion to search for and enter into potential business opportunities.

The Company may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. The Company may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

The Company has, and will continue to have, little or no capital with which to provide the owners of business opportunities with any significant cash or other assets. However, management believes the Company will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in an issuer without incurring the cost and time required to conduct an initial public offering.

The Company has no plans, proposals, arrangements or understandings with respect to the sale or issuance of additional securities prior to the location of an acquisition or merger candidate.

**B. Rule 10b-17 – Corporate Actions – FINRA approval required.**

**1. Reverse Split.**

*Approvals.* The Board of Directors of the Company has approved a reverse stock split of the Company's authorized, issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), at a ratio of 1-for-20 (the "Reverse Stock Split").

Subject to the required approval of Financial Industry Regulatory Authority ("FINRA") and other regulatory authorities, we intend to implement this Reverse Stock Split. As a result, every twenty (20) shares of common stock outstanding will be exchanged for one share of common stock and the total number of shares outstanding will be reduced from 133,493,698 to approximately 6,672,285. No fractional shares will be issued in association with the reverse stock split, and holders who would otherwise receive fractional shares will have their shares rounded up to the next whole share.

The Reverse Stock Split is in connection with the Company's desire to avoid volatility in the stock prices and to enhance the perceived credibility of the Company. Although the securities may still be deemed to be a "penny stock" after the Reverse Stock Split, as that term is defined in the Exchange Act, the Company believes (although the stock may still be deemed to be a penny stock) that a higher price security will attract investors who will do a fundamental analysis of the business rather than investing predicated upon metrics that have no intrinsic value to the goals and objectives of the Company. As of the date of this report, the Common Stock is quoted for trading on the OTC Markets Inc.

*Effective Date; Symbol; CUSIP Number.* The Reverse Stock Split will become effective with FINRA and in the marketplace on a date to be determined (the "Effective Date"), after approval with FINRA, at which time the Common Stock will begin trading on a split-adjusted basis. On the Effective Date, the trading symbol for the Common Stock

will change to “AIHMD” for a period of 20 business days, after which the final “D” will be removed from the Company’s trading symbol, which will revert to the original symbol of “AIMH.” The CUSIP number for the Common Stock will be changed on the post Reverse Stock Split shares issued after the Effective Date to a number to be assigned by Cusip Global Services, managed on behalf of the American Bankers Association by S&P Global Market Intelligence.

*Split Adjustment; Treatment of Fractional Shares.* On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company will be converted automatically into the number of shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split, divided by (ii) 20, with such resulting number of shares rounded up to the nearest whole share. The Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share because of the Reverse Stock Split. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

Also, on the Effective Date, all options, warrants and other convertible securities of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted by dividing the number of shares of Common Stock into which the options, warrants and other convertible securities are exercisable or convertible. As of the date hereof, there are no options, warrants and other convertible securities.

*Certificated and Non-Certificated Shares.* Stockholders who are holding their shares in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent and registrar, Empire Stock Transfer, at the address set forth above. Empire Stock will issue a new stock certificate reflecting the Reverse Stock Split to each requesting stockholder.

*Nevada State Filing.* The Reverse Stock Split can be accomplished by the Company’s filing of a Certificate of Change (the “Certificate”) with the Secretary of State of the State of Nevada, in accordance with Nevada Revised Statutes (“NRS”) Section 78.209. The Certificate will become effective on the Effective Date. Under Nevada law, no amendment to the Company’s Articles of Incorporation is required in connection with the Reverse Stock Split.

*No Stockholder Approval Required.* Under Nevada law, because the Reverse Stock Split was approved by the Board of Directors of the Company in accordance with NRS Section 78.207, no stockholder approval is required. Pursuant to NRS Section 78.207, the Company may effect the Reverse Stock Split without stockholder approval if (i) both the number of authorized shares of the Common Stock and the number of issued and outstanding shares of Common Stock are proportionally reduced as a result of the Reverse Stock Split, (ii) the Reverse Stock Split does not adversely affect any other class

of stock of the Company and (iii) the Company does not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Reverse Stock Split complies with these requirements.

Notwithstanding the foregoing, a majority of interest of the stockholders has consented to the Reverse Stock Split and to an amendment to the Articles of Incorporation if the officers and directors determine that amending said Articles are in the best interests of the Company rather than filing a Certificate of Change Pursuant to NRS 8.209 with the office of Secretary of State of Nevada. The benefit of filing an Amendment to the Articles is that the authorized will be increased rather than reduced, without any change in the stockholder's percentage ownership interest in the Company or change in voting rights

*Capitalization.* As of March 31, 2018, and the date hereof, the Company was and is authorized to issue 150,000,000 shares of Common Stock, there are and were 133,493,698. As a result of the reverse stock split and immediately following the effect of the reverse stock split, the Company will be authorized to issue 7,500,000 shares of common stock; there will be approximately 6,672,285. (subject to adjustment due to the treatment of fractional shares). The reverse stock split will have no effect on the par value of the common stock.

Immediately after the Reverse Stock Split, each stockholder's percentage ownership interest in the Company and proportional voting power will remain unchanged, except for minor changes and adjustments that will result from the treatment of fractional shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Stock Split.

FINRA's approval of the reverse stock split is required. Upon approval of the Reverse Stock Split, the Company will issue a press release announcing the Reverse Stock Split and FINRA's approval thereof and provide a copy of the announcement to the OTC Market Group, Inc. and file the Certificate of Change Pursuant to NRS 8.209 with the office of Secretary of State of Nevada or an Amendment to the Articles of Incorporation.

## 2. Possible Re-domestication and Reorganization.

Subject to the required approval of FINRA and other regulatory authorities, we may consider re-domesticating the Company in Delaware and adopt a Delaware holding company organizational structure. This would entail, generally, applying for domestication in Delaware followed by the dissolution of the entity in Nevada.

Thereafter, the Company would form AIMH Holdings, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of the Company ("Holdings"), and, in turn would cause Holdings to form Aimrite Merger Sub, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Holdings ("Merger Sub"). The holding company organizational structure would be implemented pursuant to Section 251(g) of the General Corporation Law of the State of Delaware by the merger of Merger Sub with and into the

Company (the "Merger"). The Company would survive the Merger as a direct, wholly-owned subsidiary of Holdings.

C. Other.

1. Non-Issuance transactions - Quasi-Reorganization - Accounting Only.

Subject to a determination under Nevada law and conformity with generally accepted accounting principles, or either, the Company may effectuate a quasi-reorganization. In a quasi-reorganization, the total deficit or most of the deficit is then written off against paid-in capital balances, providing the Company with a new capital structure. The Company had experienced significant net losses after formation and during operations. The Company may be able to eliminate the deficit through a restatement of its invested capital balances, i.e., the total deficit or most of the deficit is then written off against paid-in capital balances, giving the Company a revised capital structure. The Company believes that all or a substantial amount of the accumulated deficit will be eliminated. Performance of the Company from the reorganization date and quasi-reorganization date, or such earlier date of the quasi-reorganization, forward can then be measured and reported without having the prior history and negative results reflecting unfavorably on the Company. The Company believes that the financial statements or notes to financial statements will reflect the retained earnings dated as at the time of account readjustment(s) and will provide the Company with a "fresh start" in earnings accumulations or losses.

2. Evergreen Rule.

Rule 144(i) of Rule 144 states that Rule 144 is not available for the resale of securities initially issued by a former shell company until one year after the issuer has filed current "Form 10" information (the information that would be required if the company were a reporting company and filing a general form for registration of securities on Form 10 under the Exchange Act with the SEC reflecting its status as an entity that is no longer a shell company; and unless the issuer of shares is current on all reports and other materials required to be filed with the SEC during the 12 months prior. Subsection (i) to Rule 144 prohibits or limits the resale (public) of the stock. Shares issued by a previous shell cannot take advantage of the six-month holding period. Under Rule 144(i), one year needs to pass from the date the company ceased to be a shell and filed the Form 10 type information. Stockholders may not be able to rely on Rule 144 to sell their stock until the company is current for one year with its filings.

3. Shell Company.

Rule 405 and 12b-2 of the Exchange Act defines a shell as an issuer that has no or nominal operations and either (i) no or nominal assets, (ii) assets consisting solely of cash and cash equivalents; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets. A shell issuer may also be a blank check company or a blind pool company, a company in the developmental stage, any company that has no specific business plan or purpose, or a company that has as its business plan to merge with or



acquire an unidentified third property. The SEC does not have a “bright light” test to determine if an issuer is a shell.

#### 4. Rule 144.

Non-affiliates reselling restricted securities, as well as affiliates selling restricted or non-restricted securities, are not considered to be engaged in a distribution and, therefore, are not deemed underwriters as defined in Section 2(a)(11), if Rule 144 applies and the following conditions are met:

1. *Holding Periods.* Before an investor may sell restricted securities of a non-reporting issuer, the investor must hold them for at least one year. The holding period only applies to restricted securities. Because securities acquired the public market are not restricted, there is no holding period for an affiliate who purchases securities of the issuer in the marketplace.

After a one year holding period, a non-affiliate investor may have unlimited re-sales under Rule 144 and need not comply with any other Rule 144 requirements.

Additional securities purchased from the issuer do not affect the holding period of previously purchased securities of the same class. If an investor purchased restricted securities from another non-affiliate, he or she can tack on that non-affiliate’s holding period to his or her holding period. If an investor acquires restricted securities from an affiliate, a new holding period commences. Rule 144(d)(ii) permits “tacking” of the holding period. If stock is acquired from the issuer in conversion of a convertible note, the newly acquired stock shall be deemed to be acquired at the same time as the convertible note was issued.

An affiliate’s resale is subject to the other conditions of the rule. After the one year holding period, an investor may resell the securities in accordance with all Rule 144 requirements including (i) current public information, (ii) volume limitations, (iii) manner of sale requirements for equity securities, and (iv) filing notice with the SEC.

2. *Adequate Current Information.* Except for a non-affiliate of non-reporting issuers, there must be adequate current information about the reporting issuer of the securities before the sale can be made. For non-reporting companies, this means that certain company information, including information regarding the nature of its business, the identity of its officers and directors, and its financial statements, is publicly available. For a non-reporting issuer, after the one year holding period, an investor need not comply with any other Rule 144 requirements, including any requirements relating to adequate current information. Rule 144(c) codifies what constitutes current public information.

3. *Trading Volume Formula.* After the applicable holding period, the number of shares an affiliate may sell during any three-month period cannot exceed the greater of 1% of the outstanding shares of the same class being sold, or if the class is listed on a stock exchange or quoted on Nasdaq, the greater of 1% or the average reported weekly trading volume during the four weeks preceding the filing a notice of the sale on Form

144. Over-the-counter stocks, including those quoted on the OTC Bulletin Board and the Pink Sheets, can only be sold using 1% measurement. [Rule 144(e) has an alternative volume limit of up to 10% of debt securities that may apply to convertible notes.]

4. *Ordinary Brokerage Transactions.* The sales must be handled in all respects as routine trading transactions, and brokers may not receive more than a normal commission. Neither the seller nor the broker can solicit orders to buy the securities. Rule 144(f) codifies the requirements as it relates to the manner of sale.

5. *Filing Notice with the SEC.* At the time as an affiliate places his or her order, the affiliate must file a notice with the SEC on Form 144 if the sale involves more than 5,000 shares or the aggregate dollar amount is greater than \$50,000 in any three-month period. The sale must take place within three months of filing the notice and, if the securities have not been sold, the proposed seller must file an amended notice.

6. *Other.* Rule 144(d) requires that a period of one-year elapse between the later of the date of the acquisition of unregistered securities and any resale of such securities in reliance on Rule 144. Additionally, Rule 144(k) requires that a period of two years (calculated in accordance with Rule 144(k)) elapse between the later of the date of the acquisition of unregistered securities and any resale of such securities in reliance on Rule 144(k).

**Item 5. Legal Proceedings.**

None

**Item 6. Defaults upon Senior Securities.**

None

**Item 7. Other Information.**

None

**Item 8. Exhibits.**

None

**Item 9. Issuer Certification.**

I, Bruce N. Barton, certify that:

1. I have reviewed this Quarter Report and Information Disclosure of Aimrite Holdings Corporation Report of March 31, 2018;
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 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, present in all material respects the financial condition, results of operations and cash flows of the Issuer as, and for, the periods presented in this Quarter Report and Informational Disclosure Statement.

Date: June 12, 2018.

**AIMRITE HOLDINGS CORPORATION**

/s/ Bruce N. Barton

By: Bruce N. Barton  
Chief Executive Officer  
(Principal Executive Officer)