

## **Azure Group Holding Corp**

408 Boonesville Bend, Argyle TX, 76226

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+1 (859) 576-5240

# Annual Report

For the period ending [8/31/23] (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

154,250,000 as of 8/31/23 (Current Reporting Period Date or More Recent Date)

154,250,000 as of 8/31/22 (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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</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
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The current name of the issuer is "Azure Holding Group Corp."

Current State and Date of Incorporation or Registration: NV, 04/27/2012

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Entered delinquency, subsequently restored by Belisarian Holdings, LLC. pursuant to a court-ordered custodianship (2024).

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

N/A

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

In July 2024 the company's transfer agent processed the court-ordered cancellation of 139,325,000 million shares.

Address of the issuer's principal executive office:

408 Boonesville Bend, Argyle TX, 76226

Address of the issuer's principal place of business:

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

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

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

On December 23rd, 2023, the District Court of Clark County, Nevada, entered an "Order Granting Application for Appointment of Custodian" of Belisarian Holdings, LLC. as Custodian of Azure Holding Group Corp.. (case number: A23-876010-P). Pursuant to the aforementioned order, Belisarian Holdings, LLC. may take any actions on behalf of Azure Holding Group Corp., which are reasonable, prudent, or for the benefit of Azure Holding Group Corp., including but not limited to, issuing shares of stock, issuing new classes of stock, and entering into contracts on behalf of Azure Holding Group Corp. Belisarian Holdings, LLC. pursuant to the order, is also responsible for meeting all requirements under the Nevada Charter.

**2) Security Information**

**Transfer Agent**

Name: Securities Transfer Corporation

Phone: (469) 633-0101

Email: info@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380  
Plano, TX 75093

**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:	AZRH	
Exact title and class of securities outstanding:	Common	
CUSIP:	05501N201	
Par or stated value:	0.0001	
Total shares authorized:	480,000,000	as of date: 8/31/23 _____
Total shares outstanding:	154,250,000	as of date: 8/31/23 _____
Total number of shareholders of record:	171	as of date: 8/31/23 _____

*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:	2018 Preferred Series A	
Par or stated value:	.0001	
Total shares authorized:	20,000,000	as of date: 8/31/23 _____
Total shares outstanding:	8,700,000	as of date: 8/31/23 _____
Total number of shareholders of record:	1	as of date: 8/31/23 _____

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

Exact title and class of the security:	
Par or stated value:	
Total shares authorized:	
Total shares outstanding:	
Total number of shareholders of record:	

**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 common share receives one vote. There are no dividend or preemption rights.

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

Each outstanding share of the 2018 Preferred A class commands the voting power equivalent to 200 common shares.

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

N/A

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

N/A

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares 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)

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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.**

Shares Outstanding <u>Opening Balance:</u> Date <u>8/31/2021</u> Common: <u>154,250,000</u> Preferred: <u>8,700,000</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>February 3<sup>rd</sup>, 2024</u>	<u>New Issuance</u>	<u>11,300,000</u>	<u>2018 Preferred A Shares</u>	<u>\$1,130</u>  <u>(Total worth at par)</u>	<u>N/A</u>	<u>Belisarian Holdings, LLC.</u>	<u>Custodial Services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>June 7<sup>th</sup>, 2024</u>	<u>Cancellation</u>	<u>139,325,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Multiple Shareholders</u>	<u>Court Order</u>	<u>N/A</u>	<u>N/A</u>
<u>June 7<sup>th</sup>, 2024</u>	<u>Cancellation</u>	<u>8,700,000</u>	<u>Preferred</u>	<u>N/A</u>	<u>N/A</u>	<u>Nawid Wadood</u>	<u>Court Order</u>	<u>N/A</u>	<u>N/A</u>
<u>July 22<sup>nd</sup>, 2024</u>	<u>Conversion</u>	<u>3,000,000</u>	<u>Common</u>	<u>15,000</u> <u>2018 Preferred A Shares</u>	<u>N/A</u>	<u>Belisarian Holdings, LLC.</u>	<u>Exchange In-Kind</u>	<u>Restricted</u>	<u>Exempt</u>
<u>August 28<sup>th</sup>, 2024</u>	<u>Conversion</u>	<u>12,400,000</u>	<u>Common</u>	<u>62,000</u> <u>2018 Preferred A Shares</u>	<u>N/A</u>	<u>Belisarian Holdings, LLC.</u>	<u>Exchange In-Kind</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u> Date <u>8/31/2024</u> Common: <u>30,325,000</u> Preferred: <u>11,223,000</u>									

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

Brought to 2024 for the benefit of shareholders reading this disclosure.

### 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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

\*\*\*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](http://www.OTCMarkets.com).

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

No Operations.

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

None.

C. Describe the issuers' principal products or services.

The Company does not currently have any products or services.

#### 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.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

**The company has no facilities at this time.**

## 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
<u>Belisarian Holdings, LLC.</u>	<u>Court-Appointed Custodian</u>	<u>Argyle, Texas</u>	<u>15,450,000</u>	<u>Common</u>	<u>50.78%</u>	<u>See (1) Below</u>
<u>Dilan Gonzalez</u>	<u>CEO, President, Secretary, Treasurer, Director</u>	<u>Dallas, Texas</u>	<u>0</u>	<u>N/A</u>	<u>100%</u>	<u>_____</u>
<u>Belisarian Holdings, LLC.</u>	<u>Court-Appointed Custodian</u>	<u>Argyle, Texas</u>	<u>11,223,000</u>	<u>Preferred</u>	<u>100%</u>	<u>See (1) Below</u>
<u>Cade Carter</u>	<u>Consultant</u>	<u>Arlington, Virginia</u>	<u>2,950,000</u>	<u>Common</u>	<u>9.7%</u>	<u>See (2) Below</u>

(1) Dilan Gonzalez and Cade Carter are the beneficial owners of Belisarian Holdings, LLC. Belisarian Holdings, LLC. which currently owns 11,285,000 preferred shares. 50,000 of the 12,450,000 common shares were purchased on the open market and subsequently acquired via a share purchase agreement while the remaining 12,400,000 were acquired via a share conversion.

(2) Cade Carter bought these shares on the open market.

Brought to 2024 for the benefit of shareholders reading this disclosure.

## 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);

N/A

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;

N/A

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

N/A

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

N/A

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

N/A

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.

N/A

- 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.

N/A

## **8) Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://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).

Name: Jeff Turner  
Address 1: 7533 S Center View Ct, #4291



Address 2: West Jordan, UT 84084  
Phone: (801) 810-4465  
Email: jeff@jdt-legal.com

Accountant or Auditor

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

Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): @BelisarianCusto  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

Name: Cade Carter  
Firm: Pyrrhic Capital  
Nature of Services: Consulting  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: PyrrhicCapital@gmail.com

**9) Disclosure & Financial Information**

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

Name: Cade Carter  
Title: \_\_\_\_\_

Relationship to Issuer: **Consultant**

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: **Cade Carter**

Title:

Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Has prepared quarterly reports and annual reports in the past that resulted in the companies in question attaining pink current status.**

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.

**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, Dilan Gonzalez certify that:

\_\_\_\_\_

<sup>5</sup> 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.

1. I have reviewed this Disclosure Statement for Azure Holding Group Corp.
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.

09/03/2024 [Date]

*Dilan Gonzalez* [CEO's Signature]

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

*Principal Financial Officer:*

I, Dilan Gonzalez certify that:

1. I have reviewed this Disclosure Statement for Azure Holding Group Corp;
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.

09/03/2024 [Date]

*Dilan Gonzalez* [CFO's Signature]

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

**AZURE HOLDING GROUP CORP**  
**INDEX TO FINANCIAL STATEMENTS**

Balance Sheets as of August 31, 2023 and 2022

Statements of Operations for the Twelve Months Ended August 31, 2023, and 2022

Statements of Stockholders' Deficit from August 31, 2019, through August 31, 2023

Statements of Cash Flows for the Twelve Months Ended August 31, 2023, and 2022

Notes to the Financial Statements

**AZURE HOLDING GROUP CORP**  
**BALANCE SHEET**

	August 31, 2023	August 31, 2022
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash	\$ —	\$ —
<b>TOTAL ASSETS</b>	<b>\$ —</b>	<b>\$ —</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
CURRENT LIABILITIES:		
Accounts Payable	90	
Accrued liabilities	\$ -	\$
<b>Total Current Liabilities</b>	<b>90</b>	
STOCKHOLDERS' DEFICIT:		
Preferred stock, 8,700,000 shares outstanding, \$0.0001 par value as of 08/31/23 and 11,223,000 shares outstanding, \$0.0001 par value as of 8/31/24	870	870
Common stock, 480,000,000 shares authorized, \$0.0001 par value with 154,250,000 issued and outstanding on 8/31/23, and 30,325,000 issued and outstanding on 8/31/24, respectively	15,425	15,425
Additional Paid in Capital	7,031,805	7,031,805
Accumulated deficit	(140,621)	(140,531)
<b>Total Stockholders' Equity</b>	<b>6,907,480</b>	<b>6,907,570</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ —</b>	<b>\$ —</b>

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

**AZURE HOLDING GROUP CORP**  
**STATEMENTS OF OPERATIONS**

	For the Twelve Months Ended August 31,	
	2024	2023
Revenue	\$ —	\$ —
Expenses:		
General and administrative	90	
Total operating expenses	90	
Loss from operations	(90)	
Other income (expense):		
Total other expense		
Net loss before income taxes		
Provision for income tax		
Net Loss	\$ (90)	
Loss per share – basic and diluted	\$	
Weighted average shares outstanding – basic and diluted	154,250,000	154,250,000

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

**AZURE HOLDING GROUP CORP**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**(Unaudited)**

	Common Stock		Preferred Stock		Additional	Accumulated	Total Equity
	Shares	Amount	Shares	Amount	Paid -in Capital	(Deficit)	(Deficit)
Balance on August 31, 2019	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on August 31, 2020	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on August 31, 2021	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on November 30, 2021	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on February 28, 2022	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on May 31, 2022	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on August 31, 2022	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on November 30, 2022	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on February 28, 2023	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net loss	—	—	—	—	—	—	—
Balance on May 31, 2023	154,250,000	15,425	8,700,000	870	7,031,805	(140,531)	6,907,570
Net Loss	—	—	—	—	—	(90)	(90)
Balance on August 31, 2023	154,250,000	15,425	8,700,000	870	7,031,805	(140,621)	6,907,480
Net Loss	—	—	—	—	—	—	—

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

**AZURE HOLDING GROUP CORP**  
**STATEMENTS OF CASH FLOWS**

	For the Twelve Months Ended August 31,	
	2023	2022
<b>Cash Flows from Operating Activities:</b>		
Net loss	\$ (90)	
Adjustments to reconcile net loss to net cash used by operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses		
Accrued interest – related party		
Accrued interest		
Net cash used in operating activities	(90)	
<b>Cash Flows from Investing Activities:</b>		
<b>Cash Flows from Financing Activities:</b>		
Additional paid in capital		
Proceeds from related parties	90	
Net cash provided by financing activities	90	
<b>Net Change in Cash</b>		
Cash beginning of year		
Cash end of year	\$	
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$ —	\$ —
Income taxes	\$ —	\$ —



**AZURE HOLDING GROUP CORP**  
**NOTES TO UNAUDITED CONSOLIDATE FINANCIAL**  
**STATEMENTS FOR THE TWELVE MONTHS ENDED August 31,**  
**2023**

(Unaudited)

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

Azure Holding Group Corp., (the “Company,” “we,” “us” or “our”), a Nevada corporation, has a fiscal year end of August 31 and is listed on the OTC Pink Markets under the trading symbol AZRH. The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from 2021 to 2023 which resulted in its Nevada charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. In August 2023, a shareholder filed a petition for custodianship, with the District Court, Clark County, Nevada and was appointed as the custodian of the Company in December 2023. The Company’s Nevada charter was reinstated on January 4<sup>th</sup>, 2024, and all required reports were filed with the State of Nevada soon after. The custodian was not able to recover any of the Company’s accounting records from previous management but was able to get the shareholder information hence the Company’s outstanding common shares were reflected in the equity section of the accompanying unaudited financial statements for the twelve months ended August 31, 2024 and 2023.

The company was incorporated in the State of Nevada on April 4<sup>th</sup>, 2012, as “Azure Holding Group Corp.”

On June 9<sup>th</sup>, 2023, Belisarian Holdings, LLC., a shareholder of the Company, served a demand to the Company, at the last address of record, to comply with the Nevada Secretary of State statues N.R.S. 78.710 and N.R.S. 78.150. On August 16<sup>th</sup>, 2023, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled “In the Matter of Azure Holding Group Corp., a Nevada corporation” under case number A-23-876010-P by Belisarian Holdings, LLC., along with an Application for Appointment of Custodian, after several attempts to locate prior management and reinstate the Company’s Nevada charter, which had been revoked.

On December 23<sup>rd</sup>, 2023 the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of Belisarian Holdings, LLC., (the “Order”), as Custodian of the Company. Pursuant to the Order, the Belisarian Holdings, LLC. (the “Custodian”) has the authority to take any actions on behalf of the Company, which are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock, and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On January 4<sup>th</sup>, 2024, the Company filed a Certificate of Reinstatement with the Secretary State of the State of Nevada, which reinstated the Company’s charter and appointed a new Registered Agent in Nevada.

On June 7<sup>th</sup>, 2024, the District Court of Clark County, Nevada, entered an order granting the discharge of the custodianship and the cancellation of shares. Dilan Gonzalez remains the sole director of the company.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### Use of Estimates

The preparation of 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 financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

### Stock-based Compensation

In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 allows companies to account for non-employee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods.

### Related Party Transactions

Under ASC 850 "Related Party Transactions" an entity or person is considered to be a "related party" if it has control, significant influence or is a key member of management personnel or affiliate. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company, in accordance with ASC 850 presents disclosures about related party transactions and outstanding balances with related parties.

### Derivative Financial Instruments

The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

### Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America under U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments as the notes bear interest rates that are consistent with current market rates.

### Basic and Diluted Income (Loss) Per Share

The Company computes income (loss) per share in accordance with FASB ASC 260. Basic earnings (loss) per share is computed using the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed using the weighted-average number of common shares and the dilutive effect of contingent shares outstanding during the period.

### Income Taxes

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to tax net operating loss carryforwards. The deferred tax assets and liabilities represent the future tax return consequences of these differences, which will either be taxable or deductible when assets and liabilities are recovered or settled, as well as operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established against deferred tax assets when in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. As of August 31, 2023 and 2022, no liability for unrecognized tax benefits was required to be reported.

### Recently Issued Accounting Pronouncements

The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## **NOTE 3 - GOING CONCERN**

The Company's financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As of August 31, 2023, the Company has no source of revenue and has an accumulated deficit of approximately \$140,621 and requires additional funds to support its operations and to achieve its business development goals, the attainment of which are not assured.

These factors and uncertainties raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might incur in the event the Company cannot continue in existence. Management intends to seek additional capital from new equity securities offerings, debt financing and debt restructuring to provide funds needed to increase liquidity, fund internal growth and fully implement its business plan. However, management can give no assurance that these funds will be available in adequate amounts, or if available, on terms that would be satisfactory to the Company.

The timing and amount of the Company's capital requirements will depend on a number of factors, including maintaining its status as a public company and supporting shareholder and investor relations.

## **NOTE 3 – PROCEEDS FROM RELATED PARTY**

During the twelve months ended August 31, 2023, majority shareholder Belisarian Holdings, LLC paid \$90 in general & administrative expenses on behalf of the Company.

## **NOTE 4 – SUBSEQUENT EVENTS**

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued.