

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

North America Frac Sand, Inc.

dba HRC Company
A Wyoming Corporation

3440 Hollywood Blvd, Suite 415
Hollywood, FL 33021
800-388-8118 Office
info@hrcholdingscorp.com
SIC: 2095

QUARTERLYREPORT

For the Period Ending September 30, 2024

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,974,803,611 as of September 30, 2024.

840,255,729 as of December 31, 2023.

Shell Status

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 and Rule 15c2-11 of the Exchange Act of 1934.):

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

¹"Change in Control" shall mean any events resulting in:

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

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

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

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

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

North America Frac Sand, Inc. (8-2015)

Xterra Building Systems, Inc. (9/2014)

Innovative Building Systems, Inc. (4/2014)

New Found Shrimp, Inc. (4/26/2007)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated in Florida in 2007.

The Company was re-domiciled from the State of Florida on September 24, 2021 to the State of Wyoming, the Company is currently in good standings with the State of Wyoming.

Describe any trading suspension or halt orders issued by the SEC or FINRA 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:

On or about March 17, 2023, HRC Holdings executed a stock purchase agreement with Mr. Frank Yglesias where HRC Holdings acquired controlling interest in North America Frac Sand, Inc.

The address(es) of the issuer's principal executive office:

3440 Hollywood Blvd, Suite 415
Hollywood, FL 33021

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

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

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

Yes: _____ No: X

Item 2: Security Information

Transfer agent.

Name: VStock Transfer, LLC
Address 1: 18 Lafayette Place
Address 2: Woodmere, NY 11598
Phone: (212) 828-8436
Email: info@vstocktransfer.com

Publicly Quoted or Traded Securities:

Trading symbol:	<u>NAFS</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>65670R102</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>1,974,803,611</u>	as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>431</u>	as of date: <u>September 30, 2024</u>

All additional class(es) of publicly traded securities (if any):

None

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

Exact title and class of securities outstanding:	<u>Preferred Stock Series A</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>10</u> as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>8</u> as of date: <u>September 30, 2024</u>
Total number of shareholders of record	<u>1</u> as of date: <u>September 30, 2024</u>

Exact title and class of securities outstanding:	<u>Preferred Stock Series B</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>99,999,990</u> as of date: <u>September 30, 2024</u>
Total shares outstanding:	<u>450</u> as of date: <u>September 30, 2024</u>
Total number of shareholders of record	<u>1</u> as of date: <u>September 30, 2024</u>

Security Description:

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

COMMON STOCK: The aggregate number of shares of common stock (the “Common Stock”) authorized to be issued by this Corporation shall be Two Billion (2,000,000,000), with a par value of \$0.00001 per share. Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

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

PREFERRED STOCK: The Corporation is authorized to issue One hundred million (100,000,000) shares of \$0.00001 par value preferred stock (the “Preferred Stock”). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative, or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

1. DESIGNATION. This class of stock of this Corporation shall be named and designated “Series A Preferred Stock”. It shall have 10 shares authorized at \$0.00001 par value per share.
2. CONVERSION RIGHTS.
None
3. ISSUANCE. Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of shares of Series A Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n x_i = \text{number of shares of Series A Preferred Stock to be issued}$$

where $x_1 + x_2 + x_3 \dots + x_n$ represent the discrete notes and other obligations owed the lender (holder), which are being retired.

4. VOTING RIGHTS.

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of voting.

b. Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

CERTIFICATE OF DESIGNATIONS, SERIES B PREFERRED STOCK

1. DESIGNATION. This class of stock of this Corporation shall be named and designated “Series B Preferred Stock”. It shall have 99,999,990 shares authorized at \$0.00001 par value per share.
2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the “Preference Value”), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation’s Common Stock.
4. CONVERSION AND ANTI-DILUTION.
 - (a) Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation’s Common Stock, par value \$0.00001 per share, equal to twice the price of the Series B Preferred Stock, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the “Conversion Rate”). For example, assuming a \$2.50 price per share of Series B Preferred Stock, and a par value of \$0.00001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 250,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the “Conversion Date”) following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder’s intention to convert the shares of Series B Stock, together with the holder’s stock certificate or certificates evidencing the Series B Preferred Stock to be converted.
 - (b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder’s conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act, and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in

the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

5. VOTING RIGHTS. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Corporation.

6. PRICE.

(a) The initial price of each share of Series B Preferred Stock shall be \$2.50.

(b) The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

7. LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

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

None

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

None

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:	*Right-click the rows below and select "Insert" to add rows as needed.
Opening Balance	
Date <u>1/1/2022</u> Common: <u>495,741,665</u>	
Preferred: <u>458</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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/15/2022</u>	<u>New Issuance</u>	<u>58,664,773</u>	<u>Common</u>	<u>0.006</u>	<u>No</u>	<u>Frank Yglesias, Former, Chief Executive Officer</u>	<u>Services Rendered</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/02/2023</u>	<u>New Issuance</u>	<u>84,249,291</u>	<u>Common</u>	<u>0.00001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>03/17/2023</u>	<u>New Issuance</u>	<u>201,600,000</u>	<u>Common</u>	<u>0.0022</u>	<u>No</u>	<u>Gabriel Martinez, CEO</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>01/09/2024</u>	<u>New Issuance</u>	<u>57,500,000</u>	<u>Common</u>	<u>0.0003</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>02/23/2024</u>	<u>New Issuance</u>	<u>63,333,333</u>	<u>Common</u>	<u>0.0002</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>04/17/2024</u>	<u>New Issuance</u>	<u>95,000,000</u>	<u>Common</u>	<u>0.0002</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>05/02/2024</u>	<u>New Issuance</u>	<u>101,939,497</u>	<u>Common</u>	<u>0.0002</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>05/22/2024</u>	<u>New Issuance</u>	<u>115,600,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>06/14/2024</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Pacific Capital Partners,LLC Zachary R Logan, Managing Partner</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>06/20/2024</u>	<u>New Issuance</u>	<u>127,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>08/06/2024</u>	<u>New Issuance</u>	<u>132,175,052</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>08/30/2024</u>	<u>New Issuance</u>	<u>163,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
<u>09/23/2024</u>	<u>New Issuance</u>	<u>179,000,000</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
Date <u>9/30/2024</u> Common: <u>1,974,803,611</u>									
Preferred: <u>458</u>									

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

<u>7/21/2020</u>	<u>7,500²</u>	<u>7,500²</u>	<u>2,218²</u>	<u>7/20/2021</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>Machiavelli Ltd LLC, Joseph C Canouse, President</u>	<u>Operations</u>
<u>9/9/2020¹</u>	<u>1,987^{1,2}</u>	<u>12,500^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>9/18/2020¹</u>	<u>15,000^{1,2}</u>	<u>15,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>10/5/2020¹</u>	<u>10,000^{1,2}</u>	<u>10,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>10/9/2020¹</u>	<u>0^{1,2}</u>	<u>20,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>11/16/2020¹</u>	<u>10,000^{1,2}</u>	<u>10,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>11/25/2020¹</u>	<u>10,000^{1,2}</u>	<u>10,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>12/28/2020¹</u>	<u>20,000^{1,2}</u>	<u>20,000^{1,2}</u>	<u>See note^{1,2}</u>	<u>Demand Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>6/3/2022¹</u>	<u>20,000</u>	<u>20,000</u>	<u>See note^{1,2}</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>3/17/2023</u>	<u>150,000</u>	<u>150,000</u>	<u>12,493²</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>Frank Yglesias, Former, Chief Executive Officer</u>	<u>Operations</u>
<u>12/3/2023¹</u>	<u>12,000</u>	<u>12,000</u>	<u>See note^{1,2}</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>3/22/2024¹</u>	<u>10,800</u>	<u>10,800</u>	<u>See note^{1,2}</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>5/8/2024¹</u>	<u>11,000</u>	<u>11,000</u>	<u>See note^{1,2}</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date.</u>	<u>JP Carey Enterprises, Inc. Joseph Canouse, President</u>	<u>Operations</u>
<u>9/27/2024¹</u>	<u>16,500</u>	<u>16,500</u>	<u>See note^{1,2}</u>	<u>Convertible Note</u>	<u>Convertible into common shares at a discount rate of</u>	<u>JP Carey Enterprises, Inc.</u>	<u>Operations</u>

					<u>50% to the FMV, after 180 days following the issuance date.</u>	<u>Joseph Canouse,</u> <u>President</u>	
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Use the space below to provide any additional details, including footnotes to the table above:

¹JP Carey Enterprises, Inc. Total Accrued Interest as of September 30, 2024, is \$99,531
JP Carey Enterprise, Inc. notes were consolidated on previous quarterly filings. The table now reflects each individual note payable.

²See Unaudited Notes to the Financial Statements. Note4: Convertible Note payable.

Item 4: Issuer’s Business, Products and Services

- A. Business Operations: North America Frac Sand, Inc. (OTC: NAFS) North America Frac Sand Inc, dba HRC Company; (www.havanaroasters.com) Some of the key features of the company include its growth potential, its focus on building coffee-related businesses, which includes our two primary base roasts available in whole bean, ground, single serve K-Cups, and coming soon Nespresso Compatibles.

Our primary Cuban Style gourmet roast; “Espresso Supreme” blend is roasted to a deep, dark, color with abundant flavor. This authentic Cuban-style roast is a perfect combination of the world’s best Arabica and Robust beans sourced from Africa, Central & South America cutting down on both acidity and bitterness. The texture is oily, and the flavor has hints of caramel and smoke, reminiscent of the full-bodied "sabor" or taste, known and loved worldwide. Our Americano Blend is as deliciously unforgettable as our Cuban Espresso Supreme. Our rich, strong American style coffee is blended mostly from Arabica/Robusto beans. We are very proud that our roasters have mastered a bold yet smooth taste that delivers more than a “regular” cup of coffee.

Inspired by our rich Cuban heritage, our roasting technique creates a taste and sensation that is truly memorable. Our hand-crafted Cuban style roast is full of deep and rich flavor.

Available online at our store www.havanaroasters.com, www.Walmart.com, www.bedbath.com, www.homedepot.com, www.officedepot.com and through national distributors KeHE , UNFI ,other regional distributors , independent groceries , supermarket’s and specialty retailer.

North America Frac Sand, Inc. is a Wyoming corporation. The Company is headquartered in Hollywood, Florida.

- 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.

Not applicable

- C. The Company’s current business services include: Same as Operations.

Item 5: Issuer’s Facilities:

Our office is located at 3440 Hollywood Blvd Suite 415, Hollywood, FL 33021. The facility has available office space for meetings and conference rooms. Otherwise, we operate virtually.

Item 6: Officers, Directors and Control Persons of the Company

Name of Officer/Director or 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	Names of control person(s) if a corporation entity
--	--	---	------------------------	------------------	---	--

Frank Yglesias	Owner of more than 5%	Aventura, FL	58,664,773	Common	2.971%	
Gabriel Martinez	CEO, Chairman of the Board and Owner of more than 5%	Los Angeles, CA	201,600,000	Common	10.209%	
HRC Holdings, Corp Gabriel Martinez	CEO, Chairman	Hollywood, FL	8	Series A Preferred	100%	

Item 7: Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

Item 8: Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letter(s))

JDT LEGAL, PLLC
897 W BAXTER DR.
South Jordan, UT 84095

Accountant or Auditor

N/A

Investor Relations

None

All other means of Investor Communication:

<u>Twitter:</u>	<u>N/A</u>
<u>Discord:</u>	<u>N/A</u>
<u>LinkedIn</u>	<u>N/A</u>
<u>Facebook:</u>	<u>N/A</u>
<u>[Other]</u>	<u>N/A</u>

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: Robin W Hunt
Firm: Interactive Edgar Corp.
Nature of Services: Bookkeeping
Address: 17318 Dawkins Rd, New Haven, IN 46774

Item 4: Financial statements.

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

Name: Robin W Hunt
Title: Bookkeeper
Relationship to Issuer: Contract Services

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

- IFRS
 U.S. GAAP

C. The financial statements for this reporting period were prepared by (name of individual):

Name: Robin W Hunt
Title: Bookkeeper
Relationship to Issuer: Contract Services

Mr. Robin W Hunt, President of Interactive Edgar Corp, has over 34 years of experience as an executive officer, consultant, and principal in private business enterprises, as well as having over 34 years of experience in working with and understanding GAAP accounting principles.

North America Frac Sand, Inc. dba HRC Company INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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**North America Frac Sand, Inc.
dba HRC Company**

Consolidated Balance Sheets

(Unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 12,699	\$ 9,585
Accounts receivable, net of allowance for doubtful Accounts of \$0 and \$0, respectively	170,560	246,600
Inventory	93,630	86,500
Total Current Assets	276,889	345,685
Property, plant and equipment, net of accumulated Depreciation of \$6,551 and \$0	6,552	10,483
Investment in HRC	50,300	---
TOTAL ASSETS	\$ 333,741	\$ 356,168
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	30,300	40,800
Accrued management fees	475,000	250,000
Accrued interest	120,475	29,691
Convertible note payable, net of discount of \$18,364 and \$0, respectively	449,436	275,000
Derivative liability	521,009	341,359
Note payable, related party	500	---
Total Current Liabilities	1,596,720	936,850
TOTAL LIABILITIES	1,596,720	936,850
Stockholders' Deficit		
Preferred stock Series A: 10 authorized; \$0.00001 par value 8 and 8 shares issued and outstanding, respectively	---	---
Preferred stock Series B: 99,999,990 authorized; \$0.00001 par value 450 and 450 shares issued and outstanding, respectively	---	---
Common stock: 2,000,000,000 authorized; \$0.00001 par value 1,974,803,611 and 840,255,729 shares issued and outstanding, respectively	19,748	8,403
Additional paid-in capital	24,297,788	24,197,978
Stock to be issued	327,586	314,667
Accumulated deficit	(25,908,101)	(25,101,730)
Total Stockholders' Deficit	(1,262,979)	(580,682)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 333,741	\$ 356,168

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

North America Frac Sand, Inc.
dba HRC Company
Consolidated Statements of Operations
(Unaudited)

	For the Nine Months Ended	
	September 30,	
	2024	2023
Revenues		
Sales	\$ 147,036	\$ 87,705
Cost of goods sold	69,201	35,384
Gross Profit	77,835	52,321
Operating Expenses		
Stock for services	30,000	404,043
Professional fees	1,500	----
Selling, general and administrative expense	373,050	290,554
Depreciation expense	3,930	3,931
Total operating expenses	408,480	698,528
Net loss from operations	(330,645)	(646,207)
Other income (expense)		
Interest expense	(340,185)	(15,900)
Amortization of debt discount	(31,936)	----
Gain on extinguishment of debt	----	5,600
Change in derivative	(103,605)	27,904
Income taxes	----	----
Net loss	\$ (806,371)	\$ (628,603)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding	1,251,959,835	746,791,391

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

North America Frac Sand, Inc.
dba HRC Company
Consolidated Statement of Stockholders' Deficit
(Unaudited)

	Preferred Stock		Common Stock		Additional	Stock to be	Accumulated	Total
	Shares	Amount	Shares	Deficit	Paid in Capital	Issued	Deficit	
Balance, December 31, 2021	<u>458</u>	<u>\$ ----</u>	<u>495,741,665</u>	<u>\$ 4,958</u>	<u>\$ 23,441,254</u>	<u>----</u>	<u>\$ (23,895,628)</u>	<u>\$ (449,416)</u>
Stock issued for services	----	----	58,664,773	587	356,080	----	----	356,667
Record original debt discount	----	----	----	----	(7,551)	----	----	(7,551)
Net loss							(407,625)	(407,625)
Balance, December 31, 2022	<u>458</u>	<u>\$ ----</u>	<u>554,406,438</u>	<u>\$ 5,544</u>	<u>\$ 23,789,783</u>	<u>----</u>	<u>\$ (24,303,253)</u>	<u>\$ (507,926)</u>
Stock issued for services	----	----	201,600,000	2,016	401,184	----	----	403,200
Stock issued for debt conversion	----	----	84,249,291	842	46,935	----	----	47,777
Stock to be issued	----	----	----	----	----	314,667	----	314,667
Record original debt discount	----	----	----	----	(39,924)	----	----	(39,924)
Net loss							(798,477)	(798,477)
Balance, December 31, 2023	<u>458</u>	<u>\$ ----</u>	<u>840,255,729</u>	<u>\$ 8,403</u>	<u>\$ 24,197,978</u>	<u>\$ 314,667</u>	<u>\$ (25,101,730)</u>	<u>\$ (580,682)</u>
Stock issued for debt conversion	----	----	1,034,547,882	10,345	96,555	----	----	106,900
Stock issued for services	----	----	100,000,000	1,000	29,000	----	----	30,000
Stock to be issued	----	----	----	----	----	12,919	----	12,919
Record original debt discount	----	----	----	----	(25,745)	----	----	(25,745)
Net loss							(806,371)	(806,371)
Balance, September 30, 2024	<u>458</u>	<u>\$ ----</u>	<u>1,974,803,611</u>	<u>\$ 19,748</u>	<u>\$ 24,297,788</u>	<u>\$ 327,586</u>	<u>\$ (25,908,101)</u>	<u>\$ (1,262,979)</u>

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

North America Frac Sand, Inc.
dba HRC Company
Consolidated Statements of Cash Flows
(Unaudited)

For the Nine Months Ended
September 30,

2024 **2023**

CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	\$	(806,371)	\$ (628,603)
Adjustment to reconcile net loss to net cash provided in operations:			
Decrease (increase) in Inventory		(7,130)	(105,260)
Change in fair market value of derivatives		103,605	(27,904)
Amortization of debt discount		31,936	----
Depreciation		3,930	----
Gain (loss) on extinguishment of debt		----	(5,600)
Stock issued for services		30,000	760,709
Change in assets and liabilities:			
Accounts receivable		79,040	(279,590)
Accrued management fees		225,000	(281,667)
Accounts payable and other accrued liabilities		(10,500)	17,700
Accrued interest		275,699	15,901
Net cash (used in) provided by operating activities		(74,791)	(534,314)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Investment in subsidiary		(50,300)	----
Property, plant and equipment		----	(11,793)
Net cash used in Investing Activities		(50,300)	(11,793)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds (payments) convertible notes payable		127,000	150,000
Proceeds (payments) notes payable, related party		500	----
Stock issued for acquisition		----	406,227
Net cash provided by financing activities		128,205	556,227
Net change in cash and cash equivalents		3,114	5,120
Cash and cash equivalents Beginning of period		9,585	----
Cash and cash equivalents End of period	\$	12,699	\$ 5,120
Supplemental cash flow information			
Cash paid for interest	\$	----	\$ ----
Cash paid for taxes	\$	----	\$ ----
Non-cash transactions			
Debt/accrued interest converted into common stock	\$	115,618	\$ ----
Extinguishment of the derivative liability related to debt conversions	\$	115,618	\$ ----

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

North America Frac Sand, Inc.
dba HRC Company
Notes to Financial Statements
(Unaudited)

NOTE 1: NATURE OF BUSINESS

ORGANIZATION

North America Frac Sand, Inc. (OTC: NAFS) North America Frac Sand Inc, dba HRC Company; (www.havanaroasters.com) Some of the key features of the company include its growth potential, its focus on building coffee-related businesses, which includes our two primary base roasts available in whole bean, ground, single serve K-Cups, and coming soon Nespresso Compatibles.

Our primary Cuban Style gourmet roast; “Espresso Supreme” blend is roasted to a deep, dark, color with abundant flavor. This authentic Cuban-style roast is a perfect combination of the world’s best Arabica and Robust beans sourced from Africa, Central & South America cutting down on both acidity and bitterness. The texture is oily, and the flavor has hints of caramel and smoke, reminiscent of the full-bodied "sabor" or taste, known and loved worldwide. Our Americano Blend is as deliciously unforgettable as our Cuban Espresso Supreme. Our rich, strong American style coffee is blended mostly from Arabica/Robusto beans. We are very proud that our roasters have mastered a bold yet smooth taste that delivers more than a “regular” cup of coffee.

Inspired by our rich Cuban heritage, our roasting technique creates a taste and sensation that is truly memorable. Our hand-crafted Cuban style roast is full of deep and rich flavor.

Available online at our store www.havanaroasters.com, www.Walmart.com, www.bedbath.com, www.homedepot.com, www.officedepot.com and through national distributors KeHE , UNFI , other regional distributors, independent groceries, supermarket’s and specialty retailer.

North America Frac Sand, Inc. is a Wyoming corporation.

The Company is headquartered in Hollywood, Florida.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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. The Company has not yet established an ongoing source of revenue sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management’s plan to obtain such resources for the Company includes obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

North America Frac Sand, Inc.
dba HRC Company
Notes to Financial Statements
(Unaudited)

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its subsidiary. All intercompany accounts and transactions have been eliminated.

BASIS OF PRESENTATION AND USE OF ESTIMATES

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

RECLASSIFICATION OF PRIOR PERIOD PRESENTATION

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

FISCAL YEAR END

The Company elected December 31, as its fiscal year ending date.

USE OF ESTIMATES

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents at September 30, 2024 and December 31, 2023 were \$12,699 and \$9,585, respectively.

ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Trade receivables are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debt expense when an account balance is deemed to be uncollectible. The Company believes that all accounts receivable are collectable as of September 30, 2024.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and depreciated over their estimated useful lives or the term of the lease using the straight-line method for financial statement purposes. Estimated useful lives in years for depreciation are five to seven years for property and equipment. Additions, betterments, and replacements are capitalized, while expenditures for repairs and maintenance are charged to operations when incurred. As units of property are sold or retired, the related cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in income.

CASH FLOWS REPORTING

The Company follows ASC 230, Statement of Cash Flows, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the

North America Frac Sand, Inc.
dba HRC Company
Notes to Financial Statements
(Unaudited)

reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

REVENUE RECOGNITION

The Company adopted Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Revenue is recognized when all of the following criteria are met:

- *Identification of the contract, or contracts, with a customer*
A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party’s rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and the parties are committed to perform, and (iii) we determine that collection of substantially all consideration to which it will be entitled in exchange for goods or services that will be transferred is probable based on the customer’s intent and ability to pay the promised consideration.
- *Identification of the performance obligations in the contract*
Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the goods or service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, we apply judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised goods or services are accounted for as a combined performance obligation.
- *Determination of the transaction price*
The transaction price is determined based on the consideration to which we will be entitled in exchange for transferring goods or services to the customer. Constraints are applied when estimating variable considerations based on historical experience where applicable.
- *Allocation of the transaction price to the performance obligations in the contract*
All current contracts are of a single performance obligation thus the entire transaction price is allocated to the single performance obligation. We determine standalone selling price taking into account available information such as historical selling prices of the performance obligation, geographic location, overall strategic objective, market conditions and internally approved pricing guidelines related to the performance obligation.
- *Recognition of revenue when, or as, we satisfy performance obligation*
We satisfy performance obligations either over time or at a point in time as discussed in further detail below. Revenue is recognized at or over the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Revenue for the nine months ended September 30, 2024 and 2023 were \$147,036 and \$87,705 respectively. The performance obligation has been met as per ASC 606.

North America Frac Sand, Inc.
dba HRC Company
Notes to Financial Statements
(Unaudited)

CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, accounts receivable and restricted cash. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit-quality financial institutions in bank deposits, money market funds, U.S. government securities and other investment grade debt securities that have strong credit ratings. The Company has established guidelines relative to diversification of its cash and marketable securities and their maturities that are intended to secure safety and liquidity. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates and changes in the Company's operations and financial position. Although the Company may deposit its cash and cash equivalents with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities and net operating loss and tax credit carryforwards given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the "more-likely-than-not" threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company recognizes expenses for tax penalties and interest assessed by the Internal Revenue Service and other taxing authorities upon receiving valid notice of assessments. The Company has received no such notice as of September 30, 2024.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences will become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company has recorded a full valuation allowance against its net deferred tax assets because it is not currently able to conclude that it is more likely than not that these assets will be realized. The amount of deferred tax assets considered to be realizable could be increased in the near term if estimates of future taxable income during the carryforward period are increased.

As of September 30, 2024, the Company had unused net operating loss carry forwards of \$4,953,821 available to reduce federal taxable income. The Company's ability to offset future taxable income, if any, with tax net operating loss carryforwards may be limited due to the non-filing of tax returns. Under the CARES act, net operating losses arising after 2017 are able to be carried forward indefinitely. Furthermore, changes in ownership may result in limitations under Internal Revenue Code Section 382.

FINANCIAL INSTRUMENTS

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes

North America Frac Sand, Inc.
dba HRC Company
Notes to Financial Statements
(Unaudited)

between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

DERIVATIVE LIABILITIES

Derivative liabilities include the fair value of instruments such as common stock warrants, preferred stock warrants and convertible features of notes, that are initially recorded at fair value and are required to be re-measured to fair value at each reporting period under provisions of ASC 480, *Distinguishing Liabilities from Equity*, or ASC 815, *Derivatives and Hedging*. The change in fair value of the instruments is recognized as a component of other income (expense) in the Company's statements of operations until the instruments settle, expire or are no longer classified as derivative liabilities. The Company estimates the fair value of these instruments using the Black-Scholes pricing model. The significant assumptions used in estimating the fair value include the exercise price, volatility of the stock underlying the instrument, risk-free interest rate, estimated fair value of the stock underlying the instrument and the estimated life of the instrument.

DEFERRED INCOME TAXES AND VALUATION ALLOWANCE

The Company accounts for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

RELATED PARTIES

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. Related party transactions for the periods ended September 30, 2024 and September 30, 2023 totaled \$500 and \$404,043, respectively, and consisted of equity and note payable transactions.

SHARE-BASED EXPENSE

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

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statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

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

Share-based expenses were \$30,000 for the period ended September 30, 2024, and \$404,043 for the period ended September 30, 2023.

NET INCOME (LOSS) PER COMMON SHARE

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There are no potentially dilutive shares of common stock.

COMMITMENTS AND CONTINGENCIES

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no known commitments or contingencies as of September 30, 2024 and December 31, 2023.

RECENT ACCOUNTING PRONOUNCEMENTS

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*TM (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 3: INVENTORIES

All inventories are stated at the lower of cost or net realizable value. Cost of our inventories is determined by costing methods that approximate a first-in, first-out (“FIFO”) basis. Inventories are as follows:

	September 30, 2024	December 31, 2023
Finished products	\$ 93,630	\$ 86,500
Total inventories	\$ 93,630	\$ 86,500

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NOTE 4: PROPERTY AND EQUIPMENT

Property and equipment, at costs, consist of the following:

	September 30, 2024	December 31, 2023
Equipment	\$ 15,724	\$ 15,724
Less: Accumulated depreciation	9,172	5,241
Net property and equipment	<u>\$ 6,552</u>	<u>\$ 10,483</u>

Depreciation expense for the nine months ended September 30, 2024 and 2023 were \$3,930 and \$3,931, respectively.

NOTE 5 – ACCRUED COMPENSATION

The Company's accrued compensation consisted of the following:

	September 30, 2024	December 31, 2023
Gabriel Martinez	\$ 475,000	\$ 250,000
Total Accrued Compensation	<u>\$ 475,000</u>	<u>\$ 456,667</u>

On March 17, 2023, Mr. Frank Yglesias executed stock purchase agreements with HRC Holdings where HRC Holdings acquired control of North America Frac Sand, Inc. Under this stock purchase agreement, a board resolution was approved naming Mr. Gabriel Martinez as the Chairman and Chief Executive Officer. The Company approved annual compensation for Mr. Martinez of Three Hundred Thousand dollars, (\$300,000) equally distributed for his services as Chief Executive Officer and his board of directors' membership. Additionally, Mr. Frank Yglesias offered his resignation as the Company's Chief Executive Officer and his board of directors' membership.

NOTE 6: CONVERTIBLE NOTE PAYABLE

The following table represents the convertible notes payable at September 30, 2024 and December 31, 2023, respectively.

	September 30, 2024	December 31, 2023
J P Carey Enterprises, Inc., an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2024 and December 31, 2023 was \$99,531 and \$18,122, respectively.	\$ 145,300	117,500
Machiavelli LTD LLC, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2024 and December 31, 2023 was \$5,460 and \$2,067, respectively.	7,500	7,500

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	September 30, 2024	December 31, 2023
Franjose Yglesias, an unrelated party advanced the Company funds secured by a convertible note. Convertible into common shares at a discount rate of 50% to the FMV, after 180 days following the issuance date. The notes state an eight percent (8%) annual percentage rate and due in 12 months. Accrued interest at September 30, 2024 and December 31, 2023 was \$15,485 and \$9,501, respectively.	150,000	150,000
Default Principal	165,000	----
Less debt discount	\$ 18,364	\$ 275,000
Total Convertible notes payable, net of discount	\$ 449,436	\$ 275,000
Total accrued interest	\$ 120,475	\$ 29,691

NOTE 7: SHAREHOLDERS' EQUITY

PREFERRED STOCK

The Company has been authorized to issue 100,000,000 shares of \$0.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, within certain guidelines established in the Articles of Incorporation.

Series A: 10 shares of preferred stock have been designated as Series A. The certificate of designations for the Preferred A Stock provides that it may only be issued in exchange for the partial or full retirement of debt held by management, employees or consultants, or as directed by a majority vote of the Board of Directors. Whereas the September 17, 2014 amendment enabled the Series A may be convertible into the number of shares of common stock which equals four times the sum of (i) the total number of shares of common stock which are issued and outstanding at the time of conversion, plus (ii) the total number of shares of Series B and Series C preferred stocks which are issued and outstanding at the time of conversion; the July 28, 2016 amendment eliminated all conversion rights associated with this class of stock. The Series A class possesses a number of votes equal to the number of common stock equivalents, if converted.

Series B: 99,999,990 shares of preferred stock have been designated as Series B. The certificate of designation for the Preferred B Stock provides that as a class shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. Preferred Series B will have liquidation rites, an amount equal to \$1.00 per share, plus any declared but unpaid dividends for each share held. Each share will have 10 votes. Each share of Series B Preferred Stock shall be convertible into common shares, at any time, and/or from time to time, into the number of shares of the Corporation's Common Stock, par value \$0.00001 per share, equal to the price of the Series B Preferred Stock, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time-to-time (the "Conversion Rate").

Total shares of preferred stock, Series A, issued and outstanding at September 30, 2024 and December 31, 2023 were 8 and 8, respectively.

Total shares of preferred stock, Series B, issued and outstanding at September 30, 2024 and December 31, 2023 were 450 and 450, respectively.

COMMON STOCK

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The Company's authorized capital stock consists of 2,000,000,000 shares of \$0.00001 par value per share Common Stock. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

Details to the issuance of common stock is presented in Item 3, A: Issuance History.

Total shares of common stock issued and outstanding at September 30, 2024 and December 31, 2023 were 1,974,803,611 and 840,255,729, respectively.

WARRANTS AND OPTIONS

None

NOTE 9. RELATED PARTY TRANSACTIONS

EMPLOYMENT and BOARD OF DIRECTOR AGREEMENTS

The Company has employment and board of director agreements with its key employees, the controlling shareholders, who are its officers and directors of the Company.

- **Mr. Gabriel Martinez**

On March 17, 2023, Mr. Frank Yglesias executed stock purchase agreements with HRC Holdings where HRC Holdings acquired control of North America Frac Sand, Inc. Under this stock purchase agreement, a board resolution was approved naming Mr. Gabriel Martinez as the Chairman and Chief Executive Officer. The Company approved annual compensation for Mr. Martinez of Three Hundred Thousand dollars, (\$300,000) equally distributed for his services as Chief Executive Officer and his board of directors' membership.

- **Mr. Frank Yglesias, Former CEO**

On March 17, 2023, Mr. Frank Yglesias offered his resignation as the Company's Chief Executive Officer and his board directorship.

Amounts included in accruals represent amounts due to the officers and directors for corporate obligations under the above-mentioned agreements. Payments on behalf of the Company and accruals made under contractual obligation are accrued. As of September 30, 2024, and December 31, 2023, accrued expenses were \$475,000 and \$250,000, respectively.

NOTE PAYABLE

In support of the Company's efforts and cash requirements, it has relied on advances from the Chief Executive Officer and shareholders until such time that the Company can support its operations or attain adequate financing through sales of its equity or traditional debt financing. There is no formal written commitment for continued support.

On March 17, 2023, our former Chief Executive Officer Mr. Frank Yglesias, executed a convertible note payable in the amount of One Hundred Fifty Thousand dollars (\$150,000) as a reduction of accrued compensation. The note carries an 8% annual interest rate. The outstanding principal and interest may be converted into the Company's Common Stock at a 50% discount to the FMV after 180 days from the execution date.

At September 30, 2024 and December 31, 2023, the convertible notes accumulative balances were \$150,000 and \$150,000, respectively. Accrued interest at September 30, 2024 and December 31, 2023 was \$15,485 and \$9,501, respectively.

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EQUITY TRANSACTIONS

On March 17, 2023, Gabriel Martinez executed stock purchase agreements with Mr. Franjose Yglesias. Mr. Martinez purchased 8 shares each of Preferred A from Mr. Yglesias. Mr. Martinez was also issued 201,600,000 shares of the Company's restricted Common Stock in accordance with the terms of the stock purchase agreement. The shares were issued at FMV of \$0.0022 or \$403,201.

NOTE 10. COMMITMENTS AND CONTINGENCIES

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

NOTE 11: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the company has analyzed its operations subsequent to September 30, 2024, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose in these financial statements other than the events discussed below.

Item 10. Certifications

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, Gabriel Martinez, certify that:

1. I have reviewed this Disclosure Statement of North America Frac Sand, 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.

November 25, 2024

/s/ Gabriel Martinez

Gabriel Martinez,
Chief Executive Officer
Chief Financial Officer
Chairman of the Board